

Notice

NOTICE IS HEREBY GIVEN THAT NINTH ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED WILL BE HELD ON FRIDAY, AUGUST 21, 2020 AT 11:00 AM IST BY WAY OF VIDEO CONFERENCING (“VC”)/OTHER AUDIO VISUAL MEANS (“OAVM”) 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, 2020 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, 2020 together with the reports of the Board of Directors and Auditors thereon
And in this regard pass the following resolutions as an ordinary business.
 - (a) **“RESOLVED THAT** the audited standalone financial statements of the Company for the Financial Year ended 31st March, 2020 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, 2020 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. Andrew Ralph England (DIN-08211307), 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 Companies Act, 2013, Mr. Andrew Ralph England (DIN-08211307), 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.”

SPECIAL BUSINESS:

Item No. 3: To Re-appoint Mr. Arun Jain (DIN-00580919) as a Managing Director of the Company for a term consisting of 5 years;

To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT Mr. Arun Jain (DIN-00580919) who was appointed as a Managing Director of the Company at the 06th Annual General Meeting to hold office for a term consisting of three years, w.e.f., August 21, 2017 and pursuant to Section 152, 196, 197 and 203 of the Companies Act, 2013, read with Schedule V and all other applicable provisions of the act and the rules thereunder or re-enactment thereof for the time being in force and under clause of 34(b) of Articles of Association of the company, the approval of the Company be and is hereby accorded for the re-appointment of Mr. Arun Jain(DIN-00580919) as a Managing Director of the Company for a term consisting of 5 years upto the conclusion of the 14th Annual General Meeting in the Annual General Meeting to be held in the calendar year 2025, based on the recommendations of Nomination, Remuneration and Compensation Committee on a remuneration set out below and other terms and conditions as stated in the Explanatory statement to the said Notice”

Name of the Managing Director	Remuneration (pa)
Mr. Arun Jain	Perquisite- At the actual cost, amount not exceeding Rs.20,00,000/- (Rupees Twenty lakhs only) per annum***

** *The Perquisites as aforesaid shall include the following :

- a. Reimbursement of medical expenses & leave travel allowance for self and family.
- b. Use of car with chauffeur and telephone at residence.
- c. Medical and accident insurance premium as per rules of the company and Keyman Insurance, if any.
- d. Leave in accordance with the leave rules of the Company from time to time in force.

Perquisites shall be evaluated at actual cost to the Company and where it is not possible to ascertain the actual cost, such perquisites shall be evaluated as per the Income Tax Rules.

The term “family” means spouse, the dependent children and dependent parents.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Arun Jain as detailed above shall be subject to the overall ceilings laid down under Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT notwithstanding anything contained herein above stated, where, in any financial year during the tenure of his appointment, the Company incurs a loss or its profits are inadequate, the remuneration payable to Mr. Arun Jain shall be governed by and subject to the ceilings provided in the provisions of Schedule V to the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of the appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director of the Company or Company Secretary of the Company be and are hereby authorised jointly and/or severally to sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid Resolution.”

Item No.4 To appoint Mr. Abhay Anant Gupte (DIN-00389288) as an Independent Director of the Company

To appoint Mr. Abhay Anant Gupte as an independent director and this regard to consider and if thought fit to pass the following resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013, read with applicable rules made there under and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 (including any statutory amendment or modification or re-enactment thereof, for the time being in force), Mr. Abhay Anant Gupte (Director Identification Number - 00389288), 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 years (five) w.e.f. June 15, 2020 till the conclusion of annual general meeting of the company to be held in the calendar year 2025, not liable to retire by rotation.

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

Item No. 5: (a) Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2015 (“ISOP 2015)

To approve modifications to the terms and conditions of ISOP 2015 and in this regard 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 approval of the members and subject to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of Directors be and is hereby accorded, to carry out the following amendments to the Intellect Stock Option Plan 2015.

1. In Chapter 2, “Definitions”, following amendments shall be made
 - a) Clause 2.19 – shall include RSU and the clause shall stand substituted with
“Option” or “INTELLECT STOCK OPTION” or “RSU” or “Restricted Stock Unit” means the benefit or right but not an obligation to subscribe for, at a future date, the shares offered by the company, directly or indirectly, at a predetermined price. Options shall include Restricted Stock Units granted under ISOP 2015
2. In Chapter 3, sub clause xix and subclause xx shall be inserted in Clause 3.1.d and shall read as below
 - xix to determine vesting schedule and vesting conditions for options granted under Swarnam 601
 - xx to determine the number of options to be granted under Swarnam 601, if any, in lieu of Performance Bonus payable to associates
3. In Chapter 6, clause 6.2 shall include one more type “Swarnam 601” and the clause shall stand substituted with
6.2 Options under ISOP 2015 shall be classified under following types:
 - 1) Swarnam 101
 - 2) Swarnam 201
 - 3) Swarnam 301
 - 4) Swarnam 401
 - 5) Swarnam 501
 - 6) Swarnam 601
4. In Chapter 6, Clause 6.4 shall be amended to include the grant price for options to be granted under Swarnam 601 as Rs.5/- per option and the clause shall stand substituted with
6.4 Grant price per option shall be as detailed below:

The Grant Price per option shall be at the Market price or discount on Market price or Rs.5/- per option as detailed below

DISCOUNT PER OPTION (% on Market Price)						
	Price Band	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
A	Market Price up to Rs. 49/-	Nil	Nil	Nil	Nil	Nil
B	Market Price between Rs.49 to Rs.140/-	15%	30%	50%	25%	Up to 50%
C	Market Price is >Rs. 140/-	10%	20%	50%	25%	Up to 50%

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option

5. In Chapter 6, Clause 6.6 shall be amended and substituted as below
 - 6.6 Price Band and the Grant price specified in clause 6.4 shall be adjusted for corporate actions, if any applicable
6. In Chapter 7, following provision to be inserted in Clause 7.1

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

Item No. 5: (b) Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2016 (“ISOP 2016)

To approve modifications to the terms and conditions of ISOP 2016 and in this regard 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 approval of the members and subject to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of Directors be and is hereby accorded, to carry out the following amendments to the Intellect Stock Option Plan 2016

1. In Chapter 2, “Definitions”, following amendments shall be made
 - a) Clause 2.20 – shall include RSU and the clause shall stand substituted with
“Option” or “INTELLECT STOCK OPTION” or “RSU” or “Restricted Stock Unit” means the benefit or right but not an obligation to subscribe for, at a future date, the shares offered by the company, directly or indirectly, at a predetermined price. Options shall include Restricted Stock Units granted under ISOP 2016
2. In Chapter 3, sub clause xix and subclause xx shall be inserted in Clause 3.1.d and shall read as below
 - xix to determine vesting schedule and vesting conditions for options granted under Swarnam 601
 - xx to determine the number of options to be granted under Swarnam 601, if any, in lieu of Performance Bonus payable to associates
3. In Chapter 6, clause 6.2 shall include one more type “Swarnam 601” and the clause shall stand substituted with
6.2 Options under ISOP 2016 shall be classified under following types:
 - 1) Swarnam 101
 - 2) Swarnam 201
 - 3) Swarnam 301
 - 4) Swarnam 401
 - 5) Swarnam 501
 - 6) Swarnam 601
4. In Chapter 6, Clause 6.4 shall be amended to include the grant price for options to be granted under Swarnam 601 as Rs.5/- per option and the clause shall stand substituted with
6.4 Grant price per option shall be as detailed below:

The Grant Price per option shall be at the Market price or discount on Market price or Rs.5/- per option as detailed below

DISCOUNT PER OPTION (% on Market Price)						
	Price Band	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
A	Market Price up to Rs. 49/-	Nil	Nil	Nil	Nil	Nil

B	Market Price between Rs.49 to Rs.140/-	15%	30%	50%	25%	Up to 50%
C	Market Price is >Rs. 140/-	10%	20%	50%	25%	Up to 50%

Grant price of options (RSUs) under Swarnam 601 shall be Rs.5/- per option

5. In Chapter 6, Clause 6.6 shall be amended and substituted as below
Price Band and the Grant price specified in clause 6.4 shall be adjusted for corporate actions, if any applicable
6. In Chapter 7, following provision to be inserted in Clause 7.1

The vesting schedule for Swarnam 601 shall be decided by Nomination Remuneration and Compensation Committee subject to a maximum vesting period of 5 years.

RESOLVED FURTHER that the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts, as may be required to give effect to this resolution and to do all such things incidental and ancillary thereto.”

By Order of the Board
for **Intellect Design Arena Limited**

V.V.Naresh
Senior Vice President - Company Secretary & Compliance Officer

Place: Chennai
Date: June 15, 2020

Notes

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars"), permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
3. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
4. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. The Board, at its meeting held on March 23, 2020, has approved to change the RTA from M/s Kfin Technologies Private Ltd to Cameo Corporate Services Ltd. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Ltd viz, www.cameoindia.com for assistance in this regard.
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM, along with the Annual Report 2019-20, is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website www.intellectdesignarenalimited.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com, respectively.
7. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
8. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
9. 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.
10. The Register of Members and Share Transfer Books of the Company will remain closed from August 10, 2020 to August 21, 2020 (both days inclusive) for the purpose of the ANNUAL GENERAL MEETING.
11. 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.

12. Remote e-voting commences on August 18, 2020 at 9 AM and will end on August 20, 2020 at 5 PM (IST), and at the end of e-voting period, the facility shall forthwith be blocked. Those Members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
The results for the e-voting shall be declared within 48 hours from the date of AGM held through VC/OAVM. The results, along with Scrutinizer's Report, shall also be placed on the websites of the stock exchanges and the Company.
13. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
14. 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., August 7, 2020, only shall be entitled to avail the facility of remote e-voting. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM MODE ARE AS UNDER

CDSL e-Voting System – For Remote e-voting and e-voting during AGM

As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No.17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or Other Audio Visual Means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.

1. Facility of joining the AGM through VC / OAVM shall be open before 15 minutes of the time scheduled for the AGM and will be kept open till the expiry of 15 minutes after such scheduled time. This is available for Members on first come, first served basis.
2. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorised e-voting's agency. The facility of casting votes by a Member using remote e-voting, as well as the e-voting system on the date of the EGM/AGM, will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to at least 1000 Members on first come, first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.

4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the Members is not available for this AGM/EGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the Members such as the President of India or the Governor of a State or body corporate can attend the AGM/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM/EGM has been uploaded on the website of the Company at www.intellectdesign.com.
The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.

THE INSTRUCTIONS FOR SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on August 18, 2020 at 9 AM and ends on August 20, 2020 at 5 PM. During this period, shareholders' of the Company, holding shares either in physical form or in dematerialised form, as on the cut-off date August 14, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" module.
- (v) Now enter your User ID
 - a) For CDSL: 16 digits beneficiary ID,
 - b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasiusingyourlogin credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form

PAN: Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders, as well as physical shareholders)

- Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA. Dividend Bank Details

OR Date of Birth (DOB): Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login.

- If both the details are not recorded with the depository or Company, please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v).
- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the Intellect Design Arena Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Company/RTA email id.
2. For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to Company/RTA email id.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further, shareholders will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot, may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting, may register themselves as a speaker by sending their request in advance at least 10 days prior to the meeting, mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The Shareholders who do not wish to speak during the AGM, but have queries, may send their queries in advance - 10 days prior to the meeting, mentioning their name, demat account number/folio number, email id, mobile number at Company.secretary@intellectdesign.com (company email id). These queries will be replied to by the Company suitably by email.
6. Those Shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those Shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through the e-voting system available during the AGM.
3. If any votes are cast by the Shareholders through the e-voting available during the AGM and if the same Shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such Shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the Shareholders attending the meeting.
4. Shareholders who have voted through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

(xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details, a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non-Individual Shareholders are required to send the relevant Board Resolution/ Authority letter, etc. together with attested specimen signature of the duly authorised signatory who are authorised to vote, to the Scrutinizer and to the Company at the email address viz; vasumathyassociates@gmail.com and Company.Secretary@intellectdesign.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

By Order of the Board
for **Intellect Design Arena Limited**

V.V.Naresh
Senior Vice President - Company Secretary & Compliance Officer

Place: Chennai
Date: June 15, 2020

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No.3**

Mr. Arun Jain (DIN: 00580919) was appointed as a Managing Director at the 6th Annual General Meeting to hold office for a period of 3 (three) years, w.e.f., August 21, 2017 and his term expires at the closure of the 9th AGM to be held on August 21, 2020. The Nomination and Remuneration Committee of the Board of Directors held on June 15, 2020 on the basis of the report of performance evaluation, has recommended re- appointment of Mr. Arun Jain as a Managing Director for a term of 5 (five) years.

Hence, it is proposed to seek the Members' approval for the reappointment of Mr. Arun Jain as Managing Director for a period of 5 (five) years and remuneration payable to Mr. Arun Jain in terms of Schedule V of the Act. In accordance with MCA Circular no. 20/2020, this item is considered unavoidable and forms part of this Notice.

The Broad particulars of the terms of appointment of and remuneration payable to Mr. Arun Jain are as under:

Name of the Managing Director	Remuneration (Per Annum)
Mr. Arun Jain	Perquisite- At the actual cost ,amount not exceeding Rs.20,00,000/- (Rupees Twenty lakhs only) per annum***

*** The Perquisites as aforesaid shall include the following :

- Reimbursement of medical expenses & leave travel allowance for self and family.
- Use of car with chauffeur and telephone at residence.
- Medical and accident insurance premium as per rules of the company and Keyman Insurance, if any.
- Leave in accordance with the leave rules of the Company from time to time in force.

Perquisites shall be evaluated at actual cost to the Company and where it is not possible to ascertain the actual cost, such perquisites shall be evaluated as per the Income Tax Rules.

The term "family" means spouse, the dependent children and dependent parents.

General:

- The Managing Director will perform his respective duties as such with regard to all work of the Company, they will manage and attend to such business, and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such Statutory Reports, directions, and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall supervision of the Board.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.
- The Managing Director shall adhere to the Company's Code of Business Conduct & Ethics for Directors and Management Personnel.
- The office of the Managing Director may be terminated by the Company or the concerned Director by giving the other 3 (three) months' prior notice in writing. Mr. Arun Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arun Jain under Section 190 of the Act.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Arun Jain to whom the resolution relates, is interested or concerned in the Resolution. The Board recommends the resolution set forth in Item No. 3 for the approval of Members.

Item No. 4:

Mr. Abhay Anant Gupte (DIN- 00389288) was appointed on the Board of Directors of the Company at the meeting held on June 15, 2020 as an

Additional Director (Independent Category) of the Company pursuant to Section 149, 152 and 161 of the Companies Act, 2013, based on the recommendations of Nomination Remuneration and Compensation Committee. Pursuant to the provisions of Section 161 of the Companies Act, 2013, Mr. Abhay Anant Gupte shall hold office up to the date of the ensuing Annual General Meeting. In terms of Section 149, read with Schedule IV and all other applicable provisions of the Companies Act, 2013. Accordingly, The Board of Directors at the meeting held on June 15, 2020 recommended for the approval of Members for the appointment of Mr. Abhay Anant Gupte (DIN-00389288) as an Independent Director for the first term consisting of 5 years w.e.f June 15, 2020 until the conclusion of the 14th Annual General Meeting of the Company to be held in the calendar year 2025. In accordance with MCA Circular no. 20/2020, this item is considered unavoidable and forms part of this Notice.

The Company has received the following:

- Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014,
- 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
- 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. Abhay Anant Gupte as an Independent Director setting out terms and conditions will be available for inspection in electronic form on the website of the Company

Justification for appointment of Mr. Abhay Anant Gupte

The Board of Directors, based on the recommendation of Nomination, Remuneration & Compensation Committee on June 15, 2020 has appointed as an Additional (independent) category of the Company, Mr. Abhay Anant Gupte, CEO-Manipal Technologies Ltd, having widespread of experience in the fields of Finance, Banking etc. He is responsible for the businesses and subsidiaries in India, Germany, Kenya and Nigeria. He has been MD& CEO of Indian operations of global IT Companies such as EDS and Logica, and also held senior leadership positions at Amercian Express Bank & GE Capital.

No Director, Key Managerial Personnel or their relatives, except Mr. Abhay Anant Gupte 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 Member.

Items Nos.5 (a) and (b):

Intellect Stock Option Plan 2015 (ISOP 2015) and Intellect Stock Option Plan 2016 (ISOP 2016) were framed with the objective of rewarding associates for their performance and Wealth Sharing. In the current scenario, amidst the existing market conditions due to the Global Pandemic, stock options are becoming less attractive. The associates have voluntarily surrendered a major portion of the options granted to them under ISOP 2015 and ISOP 2016 Schemes. The Company wants to utilize the cancelled options that arose out of the voluntarily surrender by the associates including any future surrender for re-issue as RSU's. As RSU'S are not part of those two Schemes and to make the schemes more attractive, the Nomination Remuneration and Compensation Committee and the board has decided to amend these Schemes to include Restricted Stock Units (RSU's) to facilitate grant of fresh RSU's in lieu of options surrendered as well as for future grants.

As per Regulation 7(2) of SEBI (Share Based Employee Benefits) Regulations, 2014, the Company is required to obtain the consent of the members by way of Special Resolution to vary the terms of ESOP and ESPS Scheme of the Company.

The amendments and modifications are being carried out in the aforesaid schemes, to provide for the grant of RSUs as part of these Schemes.

No Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the above resolutions, save in respect of RSUs that may be granted to them.

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, age, qualifications, functional expertise and the membership on various Boards and Committee to be appointed/re-appointed at the ninth annual general meeting of the company are furnished below.

S.No	Particulars	Mr. Arun Jain	Mr. Abhay Anant Gupte	Mr. Andrew Ralph England
a)	Date of Birth	30.12.1959	04.05.1961	06.07.1957
b)	Age	60	59	63 years
c)	Qualifications	Bachelor of Science (Electrical Engineering) from Delhi University	Post Graduate from IIT Delhi	M.A English language and literature from St Andrews University, Scotland
d)	Experience	Over 33 years	Over 37 Years	Approx. 37 years
e)	Expertise in functional areas	Expertise in Banking technology and rich experience in working with Global clients in BFSI domain for over three decades	Abhay Anant Gupte, Managing Director and CEO, Manipal Technologies Limited (MTL), is responsible for its businesses & subsidiaries in India, Germany, Kenya and Nigeria. He has over 37 years of work experience with large global and Indian organisations. Prior to joining MTL, he was MD & CEO of Indian operations of global IT companies such as EDS and Logica. He has also held senior leadership positions at American Express Bank and GE Capital.	Andrew Ralph England was an external senior advisor of Transaction banking in McKinsey. He has a rich 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.
f)	No. of Board Meeting attended during the Financial Year 2019-20	6	Nil	6
g)	Terms and Conditions of appointment	The terms and conditions of reappointment will be on the same terms as mentioned in the notice elsewhere in this report	<ol style="list-style-type: none"> The terms and conditions of reappointment will be on the same terms as mentioned in the notice elsewhere in this report. Sitting fees shall be paid to him for attending the meetings of Board of Directors and Committee Meeting as envisaged under Companies Act, 2013. Non-Executive Director/ Independent Directors shall be paid commission upto 1% or maximum of Rs. 50 Lakhs whichever is less 	<ol style="list-style-type: none"> 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 August 21, 2019
h)	Date of appointment on the Board of Directors	August 30, 2014 (First appointment)	June 15, 2020	October 25, 2018
i)	Shareholding as on March 31, 2020	75,56,321	Nil	Nil
j)	Relationship with other Directors/KMP	Mr. Arun Jain is brother-in-law of Mr. Anil Kumar Verma, Whole time Director of the Company	Nil	Nil
k)	Directorship, Membership / Chairmanship of Committees of other Board	<ol style="list-style-type: none"> Maveric Systems Limited Adrenalin eSystems Limited School of Design Thinking Private Limited Startup Nukad India Foundation Polaris Banyan Holding Private Limited Grow Talent Company Limited 	<ol style="list-style-type: none"> Manipal Technologies Limited Manipal International Press Limited, Nigeria Manipal International Printing Press Limited, Kenya 	<ol style="list-style-type: none"> Intellect Design Arena Limited, UK. Intellect Design Arena Limited – Chairman of Risk Management Committee Onyx Global Consulting Ltd

Brief Resume of Mr. Arun Jain

Arun Jain is the Founder of Polaris Group and Chairman and Managing Director of Intellect Design Arena Limited. Intellect is a specialist in applying true Digital Technologies, offering the world's first full spectrum Banking and Insurance Technology product company, across Consumer Banking, Central Banking, Transaction Banking, Risk, Treasury and Markets and Insurance. With revenues of INR 13,468.84 Million (USD 191 Mn) and an employee base of over 4000, Intellect powers over 240 leading Banks and Financial Institutions around the globe with its suite of products. IBS Intelligence, a leading global research firm, in its 2020 Sales League Table ranked Intellect # 1 in Retail Banking, Whole sale Banking & Transaction Banking.

Arun commenced his entrepreneurial journey by setting up Nucleus Software Workshop in 1986. In 1993, he founded Polaris Software Lab, which recorded a CAGR of over 100% during the seven-year period 1993-2000. This path of deep domain expertise, vision and planning began in 1993, with just \$250 and a dream. His journey was guided by two strong beliefs – (1) ordinary people coming together to achieve extraordinary results (2) the power of the organisational subconscious in realising the vision. Intellect Design Arena Limited is his third venture, in pursuit of his vision to make India the IP Capital towards the next growth wave for the IT Industry. Arun's passion to create a technology product powerhouse from India made Intellect a reality.

Arun is passionate about Design Thinking as a science to create the biggest impact on Individual and organisational performance. He visualises it as a platform for learning and applying, with a child-like curiosity to ask questions, forming the foundation of the practice of Design Thinking. An avid practitioner, Arun also evangelises Design Thinking through public workshops, branded as UnMukt. FinTech 8012, the World's first Design Center dedicated to Financial Technology is a testimony of his commitment to Design Thinking. He architected the creation of this Center from Concept to Execution.

Arun has been entrusted with the responsibility as the Chief Mentor of the Centre of Excellence for FinTech set up by the Ministry of Electronics & Information Technology (MeitY), Govt. of India. He is a Governing Council Member of STPI (Software Technology Parks of India) and also a Member in the Advisory Council of TechNest, an incubation facility provided by STPI-Chennai. He has held and continues to hold positions in industry bodies and trade organisations such as CII, MMA, National Institute of Electronics and Information Technology (NIELIT) and the Indo American Chamber of Commerce.

Confederation of Indian Industry (CII) has conferred the Lifetime Achievement Award to Arun at India's premier ICT Event, Connect 2016. He was also conferred the 'Lifetime Achievement Award' at the 4th edition of the Design Thinking Conclave & Awards 2018. Arun has received multiple awards including Lions Clubs International Award for "Youth

Empowerment", INDO ASEAN Business Initiative Award, ICICI Venture – CII Connect Entrepreneur Award, Visionary of India 2014-15, amongst others in recognition of his contribution to the Industry and the Society. His contribution was recognised by the Times Group, with an award and a feature in a book titled 'Pathfinders' that lauds the achievements of extraordinary personalities in the IT & ITES industry.

With the constant drive to better the community around him, Arun instituted Mission Samriddhi – a social impact enterprise dedicated to holistic human development in rural India through the unique philosophy of Celebrate-Connect-Catalyse, Ullas Trust – a social impact organisation working towards igniting less privileged young minds into realising their true potential, Start-Up Nukkad – a unique initiative for budding entrepreneurs to understand their purpose and mentor their curiosity and School of Design Thinking – focusing on shaping thinking of young minds and professionals through Design The Thinking™ philosophy.

Arun holds a degree in Electrical Engineering from the Delhi College of Engineering.

Brief Resume of Mr. Abhay Anant Gupte

Abhay Anant Gupte, Managing Director and CEO, Manipal Technologies Limited (MTL), is responsible for its businesses & subsidiaries in India, Germany, Kenya and Nigeria. He has over 37 years of work experience with large global and Indian organisations.

Prior to joining MTL, he was MD & CEO of Indian operations of global IT companies such as EDS and Logica. He has also held senior leadership positions at American Express Bank and GE Capital.

Abhay Anant Gupte is an alumnus of IIT, New Delhi. He is a guest speaker at various Engineering and Management institutes, Associations and public forums, etc. He is mentor to executive leadership of large global companies.

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.

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