

**INTELLECT/SEC/2017-18**

**January 19, 2018**

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

**Scrip Code :**  
INTELLECT

**2. The Bombay Stock Exchange Ltd.,**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.

**Scrip Code :**  
538835

Dear Sirs,

**Sub : Scrutiniser's Report for the National Company Law Tribunal (NCLT) Convened Meeting**  
**Ref : Merger of Indigo TX Software Private Limited and Laser Soft Infosystems Limited with Intellect Design Arena Limited**

With reference to the captioned reference and subject, please find below the documents related with the Meeting held on January 18, 2018 :-

- a) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Report of Scrutiniser dated January 18, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) 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**

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)

	INTELLECT DESIGN ARENA LTD
<b>Date of the NCLT convened Meeting</b>	18-01-2018
<b>Total number of shareholders on record date</b>	65854
<b>No. of shareholders present in the meeting either in person or Promoters and Promoter Group:</b>	0
<b>Public:</b>	58
<b>No. of Shareholders attended the meeting through Video</b>	
<b>Promoters and Promoter Group:</b>	Not Applicable
<b>Public:</b>	Not Applicable

Resolution No.	1											
Resolution required: (Ordinary/Special)	SPECIAL - Merger between Indigo TX Software Private Limited (Wholly Owned Subsidiary of Intellect) and Laser Soft Infosystems Limited (Subsidiary of Intellect) and Intellect Design Arena Limited.											
Whether promoter/ promoter group are interested in the agenda/resolution?	No											
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100				
Promoter and Promoter Group	E-Voting		38965484	100.00	38965484	0.00	100.00	0.00				
	Poll	38965484	0.00	0.00	0.00	0.00	0.00	0.00				
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00				
Public- Institutions	Total		38965484	100.00	38965484	0.00	100.00	0.00				
	E-Voting		9351486	38.0598	9351486	0.00	100.00	0.00				
	Poll	24570504	0.00	0.00	0.00	0.00	0.00	0.00				
Public- Non Institutions	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00				
	Total		9351486	38.0598	9351486	0.00	100.00	0.00				
	E-Voting		8723269	14.18	8723269	0.00	100.00	0.00				
Public- Non Institutions	Poll	61537506	2562113	4.16	2562113	0.00	100.00	0.00				
	Postal Ballot (if applicable)		0.00	0.00	0.00	0.00	0.00	0.00				
	Total		11285382	18.34	11285382	0.00	100.00	0.00				
	Total	125073494	59602352	47.65	59602352	0.00	100.00	0.00				

**CONSOLIDATED SCRUTIZER'S REPORT ON HON'BLE NATIONAL COMPANY LAW  
TRIBUNAL, CHENNAI BENCH ('NCLT') CONVENED MEETING OF THE EQUITY  
SHAREHOLDERS OF INTELLECT DESIGN ARENA LIMITED**

**(On voting through E-Voting and Polling Paper)**

**(Pursuant to Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and  
Rule 21 of the Companies (Management and Administration) Rules, 2014)**

**January 18, 2018**

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

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT IN CONNECTION WITH THE NCLT  
CONVENED MEETING OF THE EQUITY SHAREHOLDERS OF THE COMPANY HELD ON  
MONDAY, JANUARY 18, 2018**

1. I, V. Vasumathy, Practising Company Secretary, (Membership No.: FCS: 5424, COP No. 9451) have been appointed by the Chairman of the NCLT convened meeting of **Intellect Design Arena Limited** ("the Applicant Company / the Transferee Company) as a Scrutinizer vide letter dated December 12, 2017 for the purpose of scrutinizing the Remote e-voting and the Polling Paper for the above meeting of the Company, in a fair and transparent manner in accordance with Section 108 and Section 109 of the Companies Act, 2013 read with Rule 20 and Rule 21 of the Companies (Management and Administration) Rules, 2014, in pursuance to the directions of Chennai Bench of Hon'ble National Company Law Tribunal ('NCLT') vide its Order dated December 4, 2017 in the Company Application No. CA/206/CAA/2017.
2. NCLT convened meeting of Equity Shareholders of the Company, to approve the scheme of amalgamation between Indigo TX Software Private Limited (First Transferor Company) and Laser Soft Infosystems Limited (Second Transferor Company) and Intellect Design Arena Limited (Company / Applicant Company / Transferee Company) was held on January 18, 2018 at 11.30 a.m. at The Music Academy, Mini Hall, New No. 168, TTK Road, Royapettah, Chennai - 600 014.
3. The Compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder, and NCLT Order dated December 4, 2017, in relation to E-voting process (remote e-voting) and by Poll using Polling paper at the NCLT convened meeting on the proposed resolution contained in Notice of NCLT convened meeting of the company is the responsibility of the management.



4. My responsibility as Scrutinizer for the voting, through E-voting process and by Poll using polling paper at the NCLT convened meeting, was restricted to make a 'Consolidated Scrutinizers Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolution as stated in the notice of NCLT convened meeting, based on reports generated from the Electronic voting service facility provided by Karvy Computershare Private Limited (Karvy), engaged by the Company, to provide voting through electronic means i.e. by remote e-voting and on voting by Polling process conducted at the NCLT convened meeting using polling paper.
5. **In this connection, I submit hereunder the Consolidated Scrutinizer's Report on the results of voting, through remote e-voting, voting at the venue by poll using Polling paper at the NCLT convened meeting:**

- 5.1 The remote e-voting commenced on January 15, 2018 at 9:00 A.M. IST to January 17, 2018 at 5:00 P.M. IST.
- 5.2 I have been provided by Karvy, the list of shareholders who have voted at the Remote e-voting facility, so as to ensure that voting at the venue of the NCLT convened meeting is exercised only by those by shareholders / proxies who have not voted using the Remote e-voting facility.
- 5.3 I have relied on information provided by Karvy, the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signatures of shareholders.

6. **Details of Remote e-voting that were cast between January 15, 2018 to January 17, 2018 and Poll using Polling papers at the venue of NCLT convened meeting of the equity shareholders, is as under:**

**Resolution:**

To approve the scheme of amalgamation between Indigo TX Software Private Limited (First Transferor Company) and Laser Soft Infosystems Limited (Second Transferor Company) and Intellect Design Arena Limited (Company / Applicant Company / Transferee Company).

Particulars	Number of Members	Number of Shares Voted on
Votes cast by way of E-voting	82	5,83,60,108
Votes cast by way of Poll	29	25,62,420
<b>Total votes cast</b>	<b>111</b>	<b>6,09,22,528</b>
Less: Rejection of votes cast by way of e-voting being invalid	4	13,19,869
Less: Rejection of votes cast by way of poll being invalid	4	307
Less: Votes cast as abstained	NIL	NIL
<b>Total valid votes cast by way of E-voting and poll</b>	<b>103</b>	<b>5,96,02,352</b>



i. Valid Votes cast in favour of the resolution:

No. of Members voted through E-voting	No. of votes cast (shares) through E-voting	No of Members / Proxies voted through Poll	No. of votes cast (Shares) through Poll	Total Number of votes cast through E-voting and Poll	% of total number of valid votes cast
78	5,70,40,239	25	25,62,113	5,96,02,352	100%

ii. Valid Votes against the resolution :

No. of Members voted through E-voting	No. of votes cast (shares) through E-voting	No of Members / Proxies voted through Poll	No. of votes cast (Shares) through Poll	Total Number of votes cast through E-voting and Poll	% of the total number of valid votes cast
NIL	NIL	NIL	NIL	NIL	NIL

iii. Invalid Votes:

No. of Members voted through E-voting	No. of votes cast (shares) through E-voting	No. of Members / Proxies voted through Poll	No. of votes cast (Shares) through Poll	Total Number of votes cast through E-voting and Poll
4	13,19,869	4	307	13,20,176

iv. Abstained Votes:

No. of Members voted through E-voting	No. of votes cast (shares) through E-voting	No of Members / Proxies voted through Poll	No. of votes cast (Shares) through Poll	Total Number of votes cast through E-voting and Poll
NIL	NIL	NIL	NIL	NIL

7. Votes cast in both E-voting and poll at the NCLT convened meeting by the same shareholder are considered as invalid and only the votes cast in E- voting are taken into account in respect of such shareholders.
8. I unblocked the Remote e-voting results on Karvy's e-voting platform on January 18, 2018 in the presence of Mr. U. Viswanath and Ms. S. K. Lakshmi 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.
9. **Details of scrutiny carried out in respect of the Remote E-Voting:**
  - a) 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.



- b) 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.
- c) 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:
- 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;
  - Where the POA bears a date of execution;
  - Where the POA has been executed outside India - has the same has been Apostilled in that country;
  - Whether the POA has been adjudicated under the Indian Stamp Act - else the document cannot be valid in India;
  - 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;
  - Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

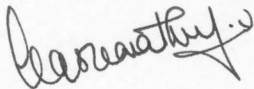
**TREATING AS INVALID:** Based on the scrutiny as above, I considered 13,19,869 equity shares for each of the Resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.

**I report that the Resolution has been passed by the equity shareholders of the Company by requisite majority.**

The ballot papers and all other relevant records were sealed and handed over to Mr. V. V. Naresh, Company Secretary and Compliance Officer, for safe keeping.


Thanking you,


Yours' faithfully,  
For V. VASUMATHY & ASSOCIATES,



**V. VASUMATHY**  
Practising Company Secretary  
COP: 9451, FCS: 5424




U. V.   
Witness 1:  
(U. Viswanath)

  
Witness 2:  
(S. K. LAKSHMI)

Place: Chennai

**Countersigned:**  
For INTELLECT DESIGN ARENA LIMITED



  
V. V. NARESH  
Company Secretary & Compliance Officer