


The Members of  
INTELLECT DESIGN ARENA LIMITED  
CIN: L72900TN2011PLC080183  
No.244 ANNA SALAI, CHENNAI-600006

Dear Members,

**Sub: Our Report of even date is to be read along with this letter.**

1. Maintenance of secretarial records is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.,
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management; our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit 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: 11.04.2022

Signature:   
Name of Company Secretary in practice: CS Dr. B Ravi  
FCS No.: 1810 CP No.: 3318  
**MANAGING PARTNER**  
**B RAVI & ASSOCIATES**



**SECRETARIAL AUDIT REPORT**  
FOR THE FINANCIAL YEAR ENDED 31.03.2022

*[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the  
Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]*

To,  
The Members of  
INTELLECT DESIGN ARENA LIMITED  
CIN: L72900TN2011PLC080183  
No.244 ANNA SALAI  
CHENNAI-600006

Dear Members,

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **INTELLECT DESIGN ARENA LIMITED** (hereinafter called the "Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minutes, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on **31<sup>st</sup> March, 2022** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minutes, forms and returns filed and other records maintained by the Company for the financial year ended on **31<sup>st</sup> March, 2022** according to the provisions of:

- (i) The Companies Act 2013 (The Act) and the rules made thereunder issued by the Ministry of Corporate Affairs from time to time;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder to the extent applicable;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent applicable;





(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') as amended:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; (SEBI LODR)
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;-To the extent applicable to the company.
- e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- f) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (was not applicable to the company during the period under review)
- h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (was not applicable to the company during the period under review)
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993; (was not applicable to the Company during the period under review)
- j) The Securities and Exchange Board of India (Buyback of Securities), Regulations, 2018 (was not applicable to the company during the period under review)

(vi) The Following Industry Specific Laws:

- a) Information Technology Act, 2000
- b) Policy Relating to Software Technology Parks of India and its regulations
- c) The Patents Act, 1970
- d) Trade marks Act, 1999
- e) The Design Act, 2000
- f) E-Waste Management Rules, 2016

We further report that based on the information received, explanations given, process explained, records maintained, statutory compliance and internal audit reports submitted to the Board/ committee of Board on quarterly basis, there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable labour laws, Goods and Service Tax laws and other applicable Laws, rules, regulations and guidelines framed by the statutory authorities from time to time. The Company is regular in making statutory payments and there have been no prosecution or notices issued to the Company or its officers.

*B. Ram.*





We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards 1 and 2 issued by The Institute of Company Secretaries of India.
- (ii) The Listing Agreement entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. as mentioned above.

We further report that the Board of Directors of the Company is duly constituted with proper balance of Whole Time Directors, Non-Executive Directors and Independent Directors including Woman independent director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act and SEBI LODR.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and wherever there is a delay in sending the agenda we were informed that all the directors have consented to the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. The company has complied with the requirements of Video Conferencing Facility wherever applicable.

All decisions were taken unanimously at the Board and Committee meetings and with requisite majority at the Annual General meeting. There was no Extra-ordinary General Meeting convened during the period under review.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period—

1. The company in its 10<sup>th</sup> Annual General meeting held on 04.08.2021 approved the reappointment of Mr. Anil Kumar Verma (DIN-01957168) as Whole Time Director for a period of 5 years with effect from 01.02.2021 to 31.01.2026 through special resolution subject to the approval of Central Government. Subsequently the Ministry of Corporate Affairs(MCA), Government of India vide its letter reference number: SRN T15255235/35/2021-CL-VII dated 24.11.2021 approved the reappointment of Mr Anil Kumar Verma as Whole Time Director as per the provisions of section 196 and rules made there under of the Act.
2. The Company allotted 15,79,251 equity shares of Rs.5 each under:
  - (a) 1,24,750 equity shares of Rs.5 each under Associate Stock Option Plan (ASOP),2011;
  - (b) 6,15,662 equity shares of Rs.5 each under Intellect Stock Option Plan (ISOP),2015;
  - (c) 66,750 equity shares of Rs.5 each under Intellect Stock Option Plan (ISOP),2016 and
  - (d) 7,72,089 equity shares of Rs.5 each under Intellect incentive Plan Scheme(IIPS),2018.



*B. Ram*

3. The Company granted 11, 81,000 options under various stock option schemes/plans.
4. The Board in its meeting held on 28.10.2021 approved the investment
  - a) Of an overall fund size of Rs.100 crores in Alternative Investment Fund-Category II and in other investments in accordance with the provisions of Section 186 of the Act,.
  - b) Limit of US\$ 10 Million per entity in the form of equity or preference or other securities in the Wholly Owned Subsidiaries of the company in pursuant to the provisions of section 186 of the Act.
5. The Nomination and Remuneration Committee in its 46<sup>th</sup> meeting held on 14.12.2021 approved the amendments of the various ASOP/ISOP (ESOP) Schemes of the company to fall in line with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021.

Place: Chennai  
Date: 11.04.2022



Signature: *B. Ravi*  
Name of Company Secretary in practice: CS Dr. B Ravi  
FCS No.: 1810 CP No.: 3318  
**MANAGING PARTNER**  
**B RAVI & ASSOCIATES**  
Firm Registration Number: P2016TN052400  
Peer Review Certificate Number: 930/2020  
**UDIN: F001810D000070087**