

Ref: IDAL:ID: 01/2019-20

Date: 21.08.2019

Ms. Vijaya Sampath

Flat No. 403, Block 14 Mehrauli Gurgaon Road,
Heritage City Gurgaon 122002

Dear Vijaya

Sub: Appointment as Independent Director

I am pleased to inform you that the Board of Directors ("the Board") and the shareholders of Intellect Design Arena Limited ("the Company") at its Annual General Meeting held on 21st August, 2019 have approved your appointment as an Independent Director of the Company ("Independent Director"). This letter sets out the terms of your appointment.

Terms of appointment

Pursuant to the provisions of Section 149, 152, 161 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Company's (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with applicable provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, you will serve as an Independent Director of the Board for a period of 5 (Five) years with effect from 25th October, 2018 till the conclusion of the Annual General Meeting to be held in the calendar year 2023.

As advised by the Board, during the tenure of office, you may be required to serve on one or more Committees of the Board as established by the Company in the Board meeting held on October 15, 2014 and in any other Committee(s) which may be subsequently formed as and when required. Upon your appointment to anyone or more Committees, you will be provided with the appropriate Committee charter which sets out the functions of that Committee.

The other terms and conditions of your appointment are herewith enclosed in the Annexure.

It is a pleasure to have you on the Board. I am confident that your association, expertise and advice will immensely benefit the Company and the Board.

Best regards,
Yours sincerely
for Intellect Design Arena Limited

Arun Jain
Chairman and Managing Director



Intellect Design Arena Limited

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Annexure to the Appointment Letter

1. Professional Conduct

As an Independent Director, you shall:

- a) uphold ethical standards of integrity and probity;
- b) act objectively and constructively while exercising your duties;
- c) exercise your responsibilities in a bonafide manner in the interest of the Company;
- d) devote sufficient time and attention to your professional obligations for informed and balanced decision making
- e) not allow any extraneous considerations that may vitiate your exercise of objective independent judgment in the paramount interest of the Company as a whole, while concurring in or dissenting from the collective judgment of the Board in its decision making;
- f) not abuse your position to the detriment of the Company or its shareholders or for the purpose gaining direct or indirect personal advantage or advantage for any associated person;
- g) refrain from any action that could lead to a loss of your independence
- h) ensure that if any circumstances arise under which you may lose your independence, you will immediately inform the Board accordingly;
- i) assist the Company in implementing the best Corporate Governance practices;

2. Functions, Responsibilities and Duties of Directors:

2.1 Functions

- a) To review the Company's strategy, the annual financial plan and monitor the Company's performance:

The primary role of the members of the Board is to exercise their business judgment to act in what they believe to be the best interests of the Company and its shareholders. It is the duty of the Board to ensure that the Management performs with competence and values to achieve the objectives of the Company. Generally, the Board meets once a quarter. The quarterly meeting of the Board includes updates on the business, financial and business-enabler functions and discussions on such updates. The Board monitors the Company's performance against its annual financial plan at its quarterly meetings as well as at the end of the financial year.

- b) To advice and counsel the Management:

The Board should be composed of individuals whose knowledge, background, experience and judgement are valuable to the Company. They should also be capable of providing advice to the executive officers of the Company. Members of the Board should have full access to the Management (executive officers) and other employees as well as to the Company's records and documents. The Board may also seek legal or other expert advice from a source independent of the Management.



2.2 Responsibilities

Independent directors have the same general legal responsibilities to the Company as that of any other director. The Board, as a whole, is collectively responsible for ensuring the success of the Company by directing and supervising the Company's affairs.

The Board:

- a) provides entrepreneurial leadership of the Company within a framework of prudent and effective controls which enable risk to be assessed and managed;
- b) sets the Company's strategic aims, ensures that the necessary financial and human resource requirements are in place for the Company to meet its objectives, and reviews management performance;
- c) sets the Company's values and standards, ensures that its obligations to its shareholders and others are understood and met by the Company.

In addition to the criteria mentioned in the previous sections for the induction of Directors, the role of Independent directors also includes tracking, reviewing and providing feedback on:

- a) Strategy: Independent directors to constructively contribute to the development of the Company strategy;
- b) Performance: Independent directors to oversee the performance of the Management in meeting agreed goals and objectives and monitor the reporting of performance;
- c) Risk : Independent directors to evaluate and ensure that financial information is accurate, and that financial controls and systems of risk management are robust and defensible;
- d) People: Independent directors is responsible for determining the appropriate levels of remuneration of executive directors and the process of succession planning. They also have a prime role in appointing, and, where necessary, removing senior management.
- e) Stakeholders: Independent Directors to balance the conflicting interest of the stakeholders, including minority shareholders. In the event of any conflict, they shall moderate and arbitrate in the interest of the Company as a whole.

2.3 Duties

As an Independent Director, you shall :

- a) undertake the appropriate induction into the Board and regularly update and refresh your skills, knowledge and familiarity with the Company;
- b) seek appropriate clarification and, where necessary, seek and follow appropriate professional advice from external experts at the expense of the Company;
- c) strive to attend every meeting of the Board and of the Board Committees of which you are a member;
- d) actively and constructively participate in the Board committees of the Board in which you may be member or the Chairperson;
- e) strive to attend the general meetings of the Company;
- f) ensure that any concerns that you may have about the running of the Company are addressed by the Board and seek inclusion of these concerns in the Board minutes to the extent these concerns are not resolved;



- g) Keep yourself well informed about the Company and the external environment in which it operates;
- h) Not unfairly obstruct the functioning of an otherwise proper Board or Committee;
- i) Ensure that related party transactions are considered carefully before they are approved and are in the interest of the Company;
- j) Ensure that the whistleblower function of the Company is functioning adequately;
- k) Report concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct and Ethics;
- l) Within your authority, assist in protecting the legitimate interests of the Company, shareholders and its employees;
- m) Not to disclose any confidential information unless such disclosure is expressly approved by the Board or required by law.
- n) A director of a company shall exercise his duties with due and reasonable care, skill and diligence and shall exercise independent judgment.
- o) A director of a company shall not involve in a situation in which he/she may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the company
- p) A director of a company shall not achieve or attempt to achieve any undue gain or advantage either to himself or to his relatives, partners, or associates and if such director is found guilty of making any undue gain, he shall be liable to pay an amount equal to that gain to the company.
- q) A director of a company shall not assign his office and any assignment so made shall be void.

3. Fees/ Remuneration/Commission

3.1 You will be entitled to remuneration in accordance with the criteria, as approved by the Board of Directors within the overall limits approved by the shareholders and the applicable legal provisions.

You will also be entitled to fee for attending the meetings of the Board or Committee thereof either personally or through Video Conference or other audio visual means or for any other purpose whatsoever as may be decided by the Board of Directors. The remuneration and fee payable shall be subject to applicable tax deduction at source.

In additional to the above, you will be entitled to reimbursement of expenses for participation in the Board and other meetings.

The Company normally has five regular Board meetings in a year. Independent directors are expected to attend four quarterly Board meetings and the annual general meeting (AGM) in person.

3.2 In addition to the above, Non-Executive / Independent directors would be entitled to the reimbursement of only the following items of expenditure that may be incurred in travelling to the place of the Board meetings and other committee meetings of the Company and back to their normal place of residence:

- a) Business Class (for international travel) and business class (for domestic travel) airfare from the normal place of residence to the place of the Board or committee meetings and back to their normal place of residence.
- b) Accommodation at any hotel as determined by the Company for the duration of Board and Committee meetings, and during the day prior to and after such meetings.
- c) Out-of-pocket expenses, like conveyance, food, and incidentals that are incurred during the days of the Board and committee meetings.



4. Term

Subject to applicable law, Non-executive / Independent directors are eligible to serve for a consecutive 2 terms of 5 years each.

5. Membership of other boards

It is expected that you will not serve on the boards of competing companies and you will not be a non-independent director of another company on the board of which any non-independent director of the Company is an independent director. Apart from the applicable law and good corporate governance practices, there are no other additional limitations.

6. Information on meetings

6.1 Scheduling and selection of agenda items for Board Meetings

Dates for the Board Meeting for the ensuing year are decided in advance in the first Board Meeting held in the beginning of a calendar year. Generally, the Board Meetings are held at the Company's Registered Office at 244 Anna Salai, Chennai-600 006. The Chairman of the Board and the Company Secretary, in consultation with the Independent Directors, CEO and CFO, draft the agenda for each meeting, along with explanatory notes, and distribute it in advance to the Board Members. Every Board Member is free to suggest the inclusion of items on the agenda. Normally, the Board meets once a quarter to review the quarterly results and other items on the Agenda. The Board also meets during the annual shareholders' meeting.

Additional meetings are held based on need. Non-executive directors are expected to attend at least four Board meetings in a year.

The Board, being represented by Non-Executive / Independent directors from various parts of the globe, it may not be possible for each one of them to be physically present at all the Board meetings. The Company provides video / teleconference facilities to facilitate participation.

6.2 Availability of information to the Board

The Board has full and unfettered access to any information of the Company, and to any employee of the Company. At Board meetings, the Board invites managers of the Company when additional details into the items being discussed are required.

6.3 Independent Directors' discussion

The Board's policy is to have regular "Independent Directors only" meetings so that they can have a full and frank discussion on the performance of the Company, risks faced by the Company, and the performance of executive members of the Board including the chairperson.

Anyone of the Independent Directors presides over such meetings may invite the chairman, any executive director and any senior management personnel to make presentations on relevant issues.

7. Dealing in shares and code of conduct



Directors are prohibited from dealing in the Company's shares during the period when the trading window is closed. Further, directors, being designated officers of the Company for the purpose of insider trading guidelines, are to pre-clear all trades (buy/sell/gift) from the Chief Financial Officer / Compliance Officer of the Company. You are required to comply with the applicable insider trading laws and regulations. You are also required to comply with the Company's Code of Conduct and Ethics, enclosed with this letter of appointment.

8. Insurance –Relating to D& O

The Company will use its best endeavors to maintain D&O liability insurance during your tenure as an ID

