

IDAL/2025-26/SE/81

February 09, 2026

National Stock Exchange of India Ltd.

Scrip Symbol - INTELLECT

BSE Ltd.

Scrip Code - 538835

Dear Sir/Madam,

SUB: Notice of Postal Ballot

The Board of Directors of the Company at their meeting held on Friday, January 30, 2026 approved the Postal Ballot Notice for seeking approval of the members of the Company for the business as set out in the Postal Ballot Notice.

Please find enclosed herewith Postal Ballot Notice together with the Explanatory Statements, being sent electronically to the members of the Company whose names appear on the Register of Members / List of Beneficial Owners as on Friday, January 30, 2026.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members. The schedule of events is as follows:

- **Cut-off Date:** Friday, January 30, 2026
- **E-voting Start:** Wednesday, February 11, 2026 (9A.M. IST)
- **E-voting End:** Thursday, March 12, 2026 (5 P.M. IST)

The Postal Ballot Notice will also be made available at the website at www.intellectdesign.com.

We request you to take the above on record and oblige.

Thanking You,

For **Intellect Design Arena Limited**,

Prakash Bharadwaj
Company Secretary and Compliance Officer
ACS-37214

Encl: As Above

Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India | Ph: +91-44-6700 8000 | Fax: +91-44-6700 8874
E-mail: contact@intellectdesign.com | www.intellectdesign.com

INTELLECT DESIGN ARENA LIMITED

Registered Office: No.244, Anna Salai, Chennai, Tamil Nadu, India - 600006.

Tel: +91-44-6615 5100 | Fax : 91-44-6615 5123

CIN: L72900TN2011PLC080183

 Email: company.secretary@intellectdesign.com, Website: <http://www.intellectdesign.com/>
INFORMATION AT A GLANCE

Details of Resolution	1. Appointment of Mr D. Shivakumar (DIN: 00364444) as an Independent Director of the Company for a term of five years from January 30, 2026. 2. Re-appointment of Mr Anil Kumar Verma (DIN: 01957168) as Whole-time Director of the Company for a period of five years with effect from February 1, 2026.
Type of Resolution	SPECIAL RESOLUTIONS
Cut-off date for sending the Notice to eligible Members	Friday, January 30, 2026
Cut-off date for determining eligibility for e-voting	
E-voting start date and time	9 A.M. (IST) on Wednesday, February 11, 2026
E-voting end date and time	5 P.M. (IST) on Thursday, March 12, 2026

NOTICE OF POSTAL BALLOT AND E-VOTING

The Members,
Intellect Design Arena Limited

NOTICE is hereby given that the Resolutions, as appended below, are proposed for approval by the Members of Intellect Design Arena Limited ("the Company") by means of Postal Ballot, only by way of remote electronic voting process ("e-voting"), pursuant to the provisions of sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025 ("hereinafter collectively referred to as "the circulars"), Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India, and the relaxations and other applicable laws, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time.

The Board of Directors of the Company, at their meeting held on Friday, January 30, 2026, recommended the following matters for the consideration and approval of the Members.

S. No	Particulars
1.	Appointment of Mr D. Shivakumar (DIN: 00364444) as an Independent Director of the Company for a term of five years from January 30, 2026.
2.	Re-appointment of Mr Anil Kumar Verma (DIN: 01957168) as Whole-time Director of the Company for a period of five years with effect from February 1, 2026.

RESOLUTIONS:

1. **Appointment of Mr D. Shivakumar (DIN: 00364444) as an Independent Director of the Company for a term of five years from January 30, 2026.**

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 149, 152, 160, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") and the Rules made thereunder and the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), (including any statutory modification(s), amendment(s) or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and upon the recommendation of Nomination, Remuneration and Compensation Committee and that the approval of the Board of Directors of the Company at its meeting held on Friday, January 30, 2026, Mr D. Shivakumar (DIN: 00364444) who has submitted a declaration that he meets the criteria for the appointment as an Independent Director of the Company under the Act and the SEBI Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of a Director, and is eligible for appointment, be and is hereby appointed as an Independent Director of the Company, for the term of 5 (five) years with effect from January 30, 2026 to January 29, 2031, not liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

2. **Re-appointment of Mr Anil Kumar Verma (DIN: 01957168) as Whole-time Director of the Company for a period of five years with effect from February 1, 2026.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Schedule V thereto and the Rules made there under and applicable regulations of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, and as required under Section 196(3) of the Act, including any amendments, statutory modifications or re-enactments(s) thereof for the time being in force and as recommended by Nomination, Remuneration and Compensation Committee and approved by the Board of Directors, and subject to the approval of Central Government, the approval of the Members be and is hereby accorded to re-appoint Mr Anil Kumar Verma (DIN: 01957168) as the Whole-time director of the Company, for a further period of 5 (five) years with effect from February 1, 2026 with the remuneration as mentioned below with power to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit and as may be acceptable to Mr Anil Kumar Verma, (DIN:01957168) subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

Name of the Whole Time Director	Remuneration (P.A)	
	Salary	Perquisites
Mr Anil Kumar Verma	Basic Pay : Gross AUD 1,80,000 Variable Pay : Nil Retiral Benefits : As per the applicable superannuation norms under the local laws	Perquisites* Stock incentives** : Nil
	Compensation review***	

Notes:

* The Perquisites as aforesaid shall include the following:

- Any expenses incurred, with prior approval, can be charged separately.
- Travel to locations outside Australia, if needed, will be in business class and will be arranged by the Company.

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.

** Mr. Anil Kumar Verma holds 20,000 unvested stock options previously granted to him under the Company's existing Employee Stock Option Schemes. These options shall continue to vest as per their original grant terms. However, no fresh grant of stock options is proposed as part of the terms of this present re-appointment.

*** Compensation, including basic pay, variable pay, stock compensation and any other components, will be subject to review and adjustments by the Board or any committee thereof, from time to time in its sole and exclusive discretion, and subject to any limits and necessary approvals under applicable laws, including the Companies Act, 2013.

RESOLVED FURTHER THAT the Members specifically approve continuation of Mr Anil Kumar Verma as Whole-time Director beyond the age of 70 years, considering his extensive experience and strategic value to the Company, based on the recommendation of the Board.

RESOLVED FURTHER THAT the Board of Directors (including any committee thereof) be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this Special Resolution and for matters connected therewith or incidental thereto.

Place: Chennai

Date: January 30, 2026

By Order of the Board

For Intellect Design Arena Limited

Prakash Bharadwaj

Company Secretary & Compliance Officer

Membership No. A37214

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Notes:

- 1) The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013, Secretarial Standards-2 on General Meetings (SS-2) and SEBI Listing Regulations stating all material facts and the reason/rationale for the proposed Resolutions is annexed herewith for your consideration.
- 2) Pursuant to the guidelines and clarifications issued by the Ministry of Corporate Affairs vide General Circular No.03/2025 dated September 22, 2025 ("MCA Circular"), Companies are allowed to conduct a postal ballot by sending notice thorough electronic form only. Accordingly, a physical copy of the postal ballot notice, postal ballot form and pre-paid business reply envelope will not be sent to the Members for this postal ballot process. The communication of assent or dissent of the Members would take place through the process of remote e-voting only.
- 3) In compliance with the aforesaid MCA Circular, this Postal Ballot Notice along with the instructions regarding e-voting is being sent to the Members whose email addresses are registered with Depository Participant(s) details of which received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose names appear in the Register of Members/list of beneficial owners as on the cut-off date Friday, January 30, 2026 ("Cut-off Date"). A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. The Postal Ballot Notice is also made available on the Company's website at <http://www.intellectdesign.com/> and on the website of the Stock Exchanges where the shares of the Company have been listed, viz., BSE Limited - <http://www.bseindia.com>, National Stock Exchange of India Limited - <http://www.nseindia.com>
- 4) The voting rights of the Members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the Cut-Off Date.
- 5) Members holding shares in electronic mode and who have not registered their e-mail address are requested to register the same with their respective Depository Participant(s) (DPs).
- 6) In compliance with Sections 108 and 110 of the Act and the rules made thereunder, the MCA Circular, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020, the Company has provided the facility to the Members to exercise their votes electronically and vote on the Resolutions through the e-voting service facility. The Company has engaged the services of NSDL as an e-voting agency for this Postal Ballot process through remote e-voting. The procedure for e-voting is given in Note No. 14 of this Postal Ballot Notice.
- 7) The e-voting period commences on Wednesday, February 11, 2026 (9 A.M. IST) and ends on Thursday, March 12, 2026 (5 P.M. IST). During this period, Members of the Company holding shares, as on the cut-off date, i.e., Friday, January 30, 2026, may cast their vote electronically in the manner and process set out herein above. The e-voting module shall be disabled for voting thereafter. Once the vote on resolutions is cast by the Member, the Member shall not be allowed to change it subsequently.
- 8) The Resolutions proposed in the Postal Ballot Notice, if passed by the requisite majority of votes, shall be deemed to have been passed on Thursday, March 12, 2026, i.e., the last date specified for receipt of votes through the e-voting process and as if they have been passed at a General Meeting of the Members of the Company.
- 9) The Board of Directors have appointed B Ravi & Associates (Firm Registration Number: P2016TN052400), Practising Company Secretaries, represented by CS Dr B. Ravi (FCS No.:1810 CP No.:3318), Managing Partner of B Ravi & Associates, as Scrutinizer to conduct the Postal Ballot voting process in a fair and transparent manner.

- 10) The results of the e-voting shall be declared along with the Scrutinizer's Report to the Stock Exchanges on or before Monday, March 16, 2026, i.e., within two working days from the last date specified for receipt of votes through the e-voting process. The results, along with the Scrutinizer's Report, shall also be placed on the website of the Company.
- 11) Resolutions passed by the Members through voting by electronic means shall be deemed to have been passed as if they had been passed at a general meeting of the Members convened on that behalf.
- 12) All the material documents referred to in the explanatory statement shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company upto the last date of e-voting for this Postal Ballot through remote e-voting process, i.e., Thursday, March 12, 2026.
- 13) In case of any queries, you may contact the Company at company.secretary@intellectdesign.com. Alternatively, you may contact the RTA, Cameo Corporate Services Limited at cameo@cameoindia.com, "Subramanian Building" No. 1, Club House Road, Chennai-600 002 Ph:-044-4002 0700, Fax: 044 2846 0129 or NSDL at e-voting@nsdl.com.
- 14) **E-voting procedure:**

INSTRUCTIONS FOR SHAREHOLDERS RELATING TO REMOTE E-VOTING

The remote e-voting period begins on Wednesday, February 11, 2026, at 9 A.M. (IST) and will end on Thursday, March 12, 2026, at 5 P.M. (IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members as on the cut-off date, i.e., Friday, January 30, 2026, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, January 30, 2026.

How do I vote electronically using the NSDL e-voting system?

The way to vote electronically on the NSDL e-voting system consists of "Two Steps", which are mentioned below:

Step 1: Access to the NSDL e-voting system

A) Login method for e-voting for Individual shareholders holding securities in demat mode

In terms of the SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access the e-voting facility.

The login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login, you can click on https://eservices.nsdl.com/SecureWeb/e-voting/e-votinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code, and generate OTP. Enter the OTP received on the registered email id/mobile number and click on login. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-voting page. Click on the company name or e-voting service provider, i.e. NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.</p>

	<ol style="list-style-type: none"> 2. Existing IDeAS users can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile device. On the e-Services homepage, click on the “Beneficial Owner” icon under “Login”, which is available under the ‘IDeAS’ section. This will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-voting services under Value-added services. Click on “Access to e-voting” under e-voting services, and you will be able to see the e-voting page. Click on the company name or e-voting service provider, i.e. NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. 3. If you are not registered for IDeAS e-Services, the option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-voting website of NSDL. Open a web browser by typing the following URL: https://www.e-voting.nsdl.com/ either on a Personal Computer or on a mobile device. Once the home page of the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to the NSDL Depository site, where you can see the e-voting page. Click on the company name or e-voting service provider, i.e. NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period. 5. Shareholders/Members can also download the NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for a seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> 1. Users who have opted for the CDSL Easi / Easiest facility can log in through their existing user id and password. The option will be made available to reach the e-voting page without any further authentication. The users to log in to Easi / Easiest are requested to visit the CDSL website www.cDSLindia.com and click on the login icon & New System MyEasi Tab and then use your existing MyEasi username & password. 2. After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the

	<p>information provided by the company. On clicking the e-voting option, the user will be able to see the e-voting page of the e-voting service provider for casting their vote during the remote e-voting period. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</p> <ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, the option to register is available at the CDSL website www.cDSLindia.com, click on login & New System MyEasi Tab and then click on the registration option. 4. Alternatively, the user can directly access the e-voting page by providing the Demat Account Number and PAN No. from an e-voting link available on www.cDSLindia.com home page. The system will authenticate the user by sending OTP on the registered Mobile & Email as recorded in the Demat Account. After successful authentication, the user will be able to see the e-voting option where the e-voting is in progress, and also able to directly access the system of all e-voting Service Providers.
Individual Shareholders (holding securities in demat mode) log in through their depository participants	You can also log in using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for the e-voting facility. Upon logging in, you will be able to see the e-voting option. Click on the e-voting option, and you will be redirected to the NSDL/CDSL Depository site after successful authentication, wherein you can see the e-voting feature. Click on the company name or e-voting service provider, i.e. NSDL, and you will be redirected to the e-voting website of NSDL for casting your vote during the remote e-voting period.

Important note: Members who are unable to retrieve their User ID/ Password are advised to use Forget User ID and Forget Password option available at the above-mentioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository, i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request to e-voting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact the CDSL helpdesk by sending a request to helpdesk.e-voting@cdslindia.com or contact at toll-free no. 1800-21-09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to log in to NSDL e-voting website?

1. Visit the e-voting website of NSDL. Open a web browser by typing the following URL: [https://www.e-voting.nsdl.com/](http://www.e-voting.nsdl.com/) either on a Personal Computer or on a mobile.

2. Once the home page of the e-voting system is launched, click on the icon “Login” which is available under the ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your login credentials, click on e-voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in a demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in a demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12*****,* then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-voting, then you can use your existing password to login and cast your vote.
 - b) If you are using the NSDL e-voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter it and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL in your mailbox. Open the email and open the attachment, i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow the steps mentioned below for those shareholders whose email IDs are not registered
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on <http://www.e-voting.nsdl.com>
 - b) “[Physical User Reset Password?](#)” (If you are holding shares in physical mode) option is available on www.e-voting.nsdl.com.
 - c) If you are still unable to get the password by the aforementioned two options, you can send a request at e-voting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address, etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-voting system of NSDL.
7. After entering your password, tick on Agree to Terms and Conditions” by selecting the check box.
8. Now, you will have to click on the “Login” button.
9. After you click on the “Login” button, the Home page of e-voting will open.

Step 2: Cast your vote electronically on the NSDL e-voting system.**How to cast your vote electronically on the NSDL e-voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of the company for which you wish to cast your vote during the remote e-voting period.
3. Now you are ready for e-voting as the Voting page opens.
4. Cast your vote by selecting appropriate options, i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take a printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter, etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by e-mail to bravics@gmail.com with a copy marked to e-voting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter, etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under the "e-voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and to take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to enter the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on <http://www.e-voting.nsdl.com> reset the password.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and the e-voting user manual for Shareholders available at the download section of <http://www.e-voting.nsdl.com> call on : 022 - 4886 7000 or send a request to Mr Amit Vishal, Deputy Vice President at e-voting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide 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 cameo@cameoindia.com or company.secretary@intellectdesign.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), 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 cameo@cameoindia.com or company.secretary@intellectdesign.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-voting for Individual shareholders holding securities in demat mode.
3. Alternatively, shareholders/members may send a request to e-voting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020, on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.

In case of any queries, Members may write to the Company at company.secretary @intellectdesign.com or Cameo Corporate Services Limited ('RTA') at cameo@cameoindia.com or NSDL at e-voting@nsdl.com.

Explanatory Statement annexed to the Notice as required under Section 102 of the Companies Act, 2013.

Item No. 1

Mr D. Shivakumar (DIN: 00364444) is an accomplished business leader with over four decades of experience in various leadership positions in Indian and Multi-National Companies.

Brief profile of D. Shivakumar is attached as Annexure I to this notice.

Mr D. Shivakumar fulfils the eligibility criteria for being appointed as an Independent Director of the Company.

Based on the recommendation of the Nomination, Remuneration and Compensation Committee, the Board of Directors at its meeting held on Friday, January 30, 2026 approved the appointment of Mr D. Shivakumar as an Independent Director of the Company for a period of 5 (five) years with effect from January 30, 2026 to January 29, 2031, not liable to retire by rotation, subject to the approval of the shareholders of the Company by Special Resolution.

The Company has received all the statutory disclosures/declarations, including,

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that he meets the criteria of independence as provided in Section 149 of the Companies Act, 2013 and SEBI Listing Regulations.
- (iv) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI/Ministry of Corporate Affairs or any other such authority.
- (v) Confirmation that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge duties as an Independent Director of the Company.

The Company has also received the Notices of Candidature under Section 160 of the Companies Act, 2013 from Members, proposing the above appointee's office as a Director of the Company.

In the opinion of the Board based on the recommendation of Nomination, Remuneration and Compensation Committee Mr D. Shivakumar fulfil the conditions specified in the Act and Rules made thereunder and SEBI Listing Regulations for his appointment as an Independent Director of the Company and he is independent of the Management of the Company.

Remuneration or commission as the case may be, will be paid to the Independent Directors as approved by the Members from time to time.

A statement furnishing the details of Mr D. Shivakumar, pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meeting is given below .

DETAILS OF DIRECTOR SEEKING APPOINTMENT	
Name	Mr D. Shivakumar
Age	66
Qualifications	B Tech, MBA
Brief Resume & Experience	Refer Annexure I

Expertise in functional areas	Finance, Information Technology, Payment & Settlement systems, Human Resources, Risk Management, Business Management, Marketing, Technology and systems, and Strategic Planning, Digital transformation and Organisation re-designing																																					
Number of board meetings attended during the financial year 2025-2026	Not Applicable.																																					
Terms and conditions of appointment	<ul style="list-style-type: none"> The appointment of Mr D. Shivakumar as an Independent Director shall be for a term of five (5) years starting from January 30, 2026, till January 29, 2031; not liable to retire by rotation. Sitting fees shall be paid to him for attending the meetings of the Board of Directors and Committees. Commission may also be paid within the limits approved by the shareholders from time to time 																																					
Date of initial appointment on the Board	Friday, January 30, 2026.																																					
Number of shares held by the appointee on the cut-off date.	NIL																																					
Details of relationship with other directors/KMP	Not Applicable																																					
Details of other directorship, Membership, Chairmanship of the Committee.	<p>Directorships in Companies :</p> <table border="1"> <thead> <tr> <th>SI No.</th> <th>Name of the Company</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Leapfrog Strategy Consulting Private Limited.</td> <td>Director</td> </tr> <tr> <td>2</td> <td>ID Fresh Food (India) Private Limited</td> <td>Director</td> </tr> <tr> <td>3</td> <td>Vadilal Industries Limited</td> <td>Chairman /Director</td> </tr> <tr> <td>4</td> <td>Yes Bank Limited</td> <td>Director</td> </tr> </tbody> </table> <p>Membership and Chairmanship of Board Committees:</p> <table border="1"> <thead> <tr> <th>SI No.</th> <th>Name of the Company</th> <th>Committee</th> <th>Position</th> </tr> </thead> <tbody> <tr> <td rowspan="4">1</td> <td rowspan="4">Vadilal Industries Limited</td> <td>Audit Committee</td> <td>Member</td> </tr> <tr> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>Stakeholders' Relationship Committee</td> <td>Chairman</td> </tr> <tr> <td>Risk Management Committee</td> <td>Chairman</td> </tr> <tr> <td rowspan="3">2</td> <td rowspan="3">Yes Bank Limited</td> <td>Nomination & Remuneration Committee</td> <td>Member</td> </tr> <tr> <td>CSR Committee</td> <td>Member</td> </tr> <tr> <td>Customer Service Committee</td> <td>Chairman</td> </tr> </tbody> </table>	SI No.	Name of the Company	Designation	1	Leapfrog Strategy Consulting Private Limited.	Director	2	ID Fresh Food (India) Private Limited	Director	3	Vadilal Industries Limited	Chairman /Director	4	Yes Bank Limited	Director	SI No.	Name of the Company	Committee	Position	1	Vadilal Industries Limited	Audit Committee	Member	Nomination & Remuneration Committee	Member	Stakeholders' Relationship Committee	Chairman	Risk Management Committee	Chairman	2	Yes Bank Limited	Nomination & Remuneration Committee	Member	CSR Committee	Member	Customer Service Committee	Chairman
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		CSR Committee	Member																																			
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			Risk Management Committee	Invitee	
			Special Committee of the Board for Monitoring and Follow up of Frauds	Member	
			Capital Raising Committee	Member	
Directorship in other listed entities which the director holds directorship					<ul style="list-style-type: none"> • Vadilal Industries Limited • Yes Bank Limited
Listed entities from which the director has resigned in the past three years					Restaurant Brands Asia Limited

Interest of Directors

Except Mr D. Shivakumar who is concerned or interested in the Resolutions relating to his appointment, none of the other Directors and Key Managerial Personnel of the Company and/or their relatives are deemed to be concerned or interested, financially or otherwise in the resolution set out in the Notice.

Mr D. Shivakumar does not hold any share in the Company and is not related to any other Director or key managerial personnel of the Company.

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from a Member shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the last date of e-voting for this Postal Ballot through remote e-voting process.

Accordingly, the Board of Directors recommends the Special Resolution as set out under Item No. 1 of this Notice relating to the appointment of Mr D. Shivakumar as an Independent Director of the Company with effect from Friday, January 30, 2026 for the approval of the Members of the Company.

Item No.2

Mr Anil Kumar Verma (DIN: 01957168) was appointed as Whole time Director of the Company to hold office up to January 31, 2026, at the 10th Annual General Meeting of the Company held on Wednesday, August 04, 2021. His current term expires on January 31, 2026. Keeping in view Mr Anil Kumar Verma's rich and varied experience in the Industry for more than four decades, it would be in the interest of the Company to continue the tenure as a Whole time director. Based on the recommendation of Nomination, Remuneration and Compensation Committee, the Board of Directors approved the re-appointment of Mr Anil Kumar Verma at its meeting held on Friday, January 30, 2026 for a term of 5 years starting from February 1, 2026.

Although Mr Anil Kumar Verma has attained the age of 70 years, the Board considers his continued association essential for the Company's growth in the Australian geography. His deep institutional memory of the 'Intellect' product suite and his direct relationships with key banking clients in the region are assets that cannot be immediately replaced. He continues to maintain robust health and discharges his duties with the same vigor as before.

A brief profile of Mr Anil Kumar Verma is attached as Annexure II to this notice.

The Company has received all the statutory disclosures/declarations, including,

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014;
- (ii) Intimation in Form DIR-8 pursuant to rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified in accordance with Section 164(2) of the Companies Act, 2013;
- (iii) Declaration that he has not been debarred from holding office of a Director by virtue of any order passed by the SEBI/Ministry of Corporate Affairs or any other such authority
- (iv) Declaration that he meets conditions prescribed under Schedule V of Companies Act, 2013

Members may also note that as per the provision of Section 196 of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V;

- Mr Anil Kumar Verma's re-appointment as Whole Time Director shall be made by way of a special resolution.
- He was not a resident in India for a continuous period of twelve months immediately preceding the date of his re-appointment, approval of the Central Government is also required.

The Company has also received the Notice of Candidature under Section 160 of the Companies Act, 2013 from a member, proposing the above appointee's office as a Director of the Company.

This explanatory statement and the resolution at Item No. 2 may also be read and treated as a disclosure in compliance with the applicable provisions of the Companies Act, 2013 and SEBI Listing Regulations.

Statement of information pursuant to Section II of Part II of Schedule V of Companies Act, 2013 is not required since the company is a profit-making Company.

A statement furnishing the details of Mr Anil Kumar Verma pursuant to Regulation 36(3) of SEBI Listing Regulations and Secretarial Standard-2 on General Meeting is given below.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT	
Name	Mr Anil Kumar Verma
Age	70
Qualifications	Bachelor of Electrical Engineering from IIT, Delhi and post-graduate in Instructional Design from the University of Wollongong in Australia.
Brief resume & Experience	Refer Annexure II
Expertise in functional areas	Well experienced in the areas of finance, leadership, technology, global business, mergers and acquisitions, sales and marketing, risk management and cyber security.
Number of Board meetings attended during the financial year 2025-2026	Four
Terms and conditions of appointment	<ul style="list-style-type: none"> • The re-appointment of Mr Anil Kumar Verma (a Non-resident within the meaning of Foreign Exchange Management Act, 1999) as Whole time Director is with effect from February 1, 2026 and his term of office shall be liable to be determined by rotation, and shall be for a period of 5 years with effect from February 1, 2026. He will be a member of the Board of Directors of the Company and vested with such substantial powers of management, having control on general

	<p>conduct and management of the business affairs, as may be entrusted to him by the Board from time to time.</p> <ul style="list-style-type: none"> He shall perform such duties and responsibilities as may be entrusted to him from time to time subject to the superintendence and control of the Board of Directors of the Company in connection with and in the best interests of the business of the Company and the business of any one or more of its associated companies and / or subsidiaries, including performing duties as assigned by the Chairman and/or the Board from time to time, by serving on the Boards of such associated companies and/or subsidiaries or any other executive body or any committee of such a Company. No sitting fee shall be paid to Mr Anil Kumar Verma as Whole time Director for attending the meetings of the Board of Directors or any Committees thereof. Mr Anil Kumar Verma's compensation, including fixed pay, variable pay, stock compensation and any other components, will be subject to review and adjustments by the Board or any committee thereof, from time to time in its sole and exclusive discretion, and subject to any limits and necessary approvals under applicable laws including the Companies Act, 2013. Termination of Contract - May be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice. 									
Date of initial appointment on the Board	September 30, 2014									
Number of shares held by the appointee on the cut-off date.	2,46,883									
Details of relationship with other directors/KMP	Mr Anil Kumar Verma is a relative of Mr Arun Jain, Chairman and Managing Director. None of the other Directors and Key Managerial Personnel of the Company and their relatives is related to the appointee.									
Details of other directorship, Membership, Chairmanship of the Committee.	<p>Directorships in Companies:</p> <table border="1" data-bbox="620 1462 1438 1603"> <thead> <tr> <th>SI No.</th> <th>Name of the Company.</th> <th>Designation</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>Oculus Healthcare Private Limited</td> <td>Director</td> </tr> <tr> <td>2</td> <td>Artec Intractives Pty Ltd</td> <td>Director</td> </tr> </tbody> </table> <p>Membership and Chairmanship of Board Committees: NIL</p>	SI No.	Name of the Company.	Designation	1	Oculus Healthcare Private Limited	Director	2	Artec Intractives Pty Ltd	Director
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2	Artec Intractives Pty Ltd	Director								
Directorship in other listed entities which the director holds directorship	NIL									
Listed entities from which the director has resigned in the past three years.	NIL									

Interest of Directors

Except Mr Anil Kumar Verma, who is concerned or interested in the Resolutions relating to his re-appointment and Mr Arun Jain, Chairman and Managing Director or his relatives, none of the directors and Key Managerial Personnel of the Company & their relatives are concerned or interested financially or otherwise, in the resolution set out in Item No. 2.

Inspection of Documents

Notice of Candidature under Section 160 of the Companies Act, 2013 received from a Member shall be available for inspection at the Registered Office of the Company during normal business hours on all the working days of the Company up to the last date of e-voting for this Postal Ballot through remote e-voting process.

Accordingly, the Board of Directors recommends the Special Resolution as set out under Item No. 2 of this Notice relating to the re-appointment of Mr Anil Kumar Verma as Whole-time Director of the Company with effect from February 1, 2026, for the approval of the Members of the Company.

Place: Chennai

Date: January 30, 2026

By Order of the Board

For Intellect Design Arena Limited

Prakash Bharadwaj

Company Secretary & Compliance Officer

Membership No. A37214

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ANNEXURE I**D. SHIVAKUMAR****Independent Director (Additional)**

Mr D. Shivakumar has held various leadership positions in Indian and Multi-National Companies. Shivakumar (commonly known as Shiv) is associated with Advent International, a global private equity firm, as Operating Partner and is based out of Gurgaon. Before his role at Advent International, he was the Group Executive President of Corporate Strategy at Aditya Birla Group. Before joining Aditya Birla Group, Shiv was the Chairperson and Chief Executive Officer at PepsiCo Holdings Private Limited in India. He also served as the CEO for emerging markets at Nokia. Shiv began his career as a management trainee in the Consumer Products Division at Hindustan Ciba Geigy, then moved to Hindustan Unilever Limited where he spent 19 years in sales, marketing, and general management positions. In 2003, he joined Philips India as Chief Executive Officer of the consumer electronics division. Shiv has graduated from IIT Madras, IIM Calcutta and Wharton School of Business.

Awards & Achievements

- AAMO Asian Leadership Award 2020.
- Indian Business leader of the year 2019 issued by KPMG and Horasis Institute.
- India's Top 10 Speaker issued by Speak in Bureau in 2018.
- India's Most Trusted CEO 2017 issued by WCRC.

Notable experiences

- Shiv is credited for driving Nokia's brand from No. 71 to No. 1 in the country. He was instrumental in making Nokia one of the top-most trusted brands.
- Apart from overseeing India operations, Shiv also managed PepsiCo's franchise business across.
- Bangladesh, Nepal, Bhutan, Sri Lanka and the Maldives.
- Shiv has authored multiple books such as "The Art of Management" and "The Right Choice".

Current / Ex-Directorships and other roles:

- Chairman of Board of Directors, Vadilal Industries Limited (May '25 - Present)
- Director, Yes Bank Limited (June'25 - Present)
- Advisory Board, Power Grid Corporation of India (May '25 - Present)
- Operating Partner, Advent International (Apr '23 - Present)
- Director, Restaurant Brand Asia (Burger King) (Oct '19 - Oct 24)
- Advisory Board – Multiples PE (2018 - Present)
- Director, Phillips India (2004 - 2006)
- Independent Director - Godrej Consumer Products (2008 - 2017)
- Director Manjushree Technopack Limited (June '24 - Mar 25)
- Director Leapfrog Strategy Consulting Private Limited (Apr'23 - Present)
- Director ID Freshfood (India) Private Limited (Nov '23 - Present)

ANNEXURE II**ANIL KUMAR VERMA****Executive Director**

Mr Anil Kumar Verma is a key contributor to the strategic vision of the organisation. A Bachelor of Electrical Engineering from IIT Delhi and Post-Graduate in Instructional Design from the University of Wollongong in Australia, Anil has rich and global professional experience of over four decades in the industry.

Anil established and nurtured deep relationships for strengthening the Polaris brand in Australia. He was part of the core group that conceptualised and created FINDIT (Forum of Indian IT companies) that later became NASSCOM Australia, an influential industry body that he led as Founder President for four years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the University of Western Sydney in Australia, where he has been instrumental in creating graduate and post graduate course on Software Testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997, he was nominated for the prestigious Australia Day award for his contribution to the Aboriginal community.

Anil has been associated with the Australian Computer Society, AIIA - FSG (Australian Information Industry Association - Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

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