

Intellect/SEC/2024-25

December 16, 2024

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

Scrip Symbol:
INTELLECT

BSE Limited
1st Floor, New Trade Ring, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai-400 001

Scrip Code:
538835

Dear Sir/Madam,

Sub: Postal Ballot Notice - Disclosure under Regulation 30 of the SEBI (Listing Obligation & Disclosure Requirement Regulation) 2015

The Board of Directors at their meeting held on December 06, 2024 had inter-alia 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 Statement sent to the members of the Company whose names appears on the Register of Members / List of Beneficial Owners as on Friday, December 13, 2024. The notice is available on the company's website www.intellectdesign.com.

The e-voting period shall commence on Wednesday, December 18, 2024 at 09.00 A.M. (IST) and shall end on Thursday, January 16, 2025 at 05.00 P.M. (IST).

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

Enclosed: 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

CIN: L72900TN2011PLC080183

Registered Office:

244, Anna Salai, Chennai – 600 006.

E-mail ID: company.secretary@intellectdesign.com

website: www.intellectdesign.com

Tel: +91-44-6700-8000

Fax: +91-44-6700-8874

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the Members of Intellect Design Arena Limited (the “Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions of the Companies Act, 2013 (hereinafter referred to as “the Act”) and the rules made thereunder, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the Ministry of Corporate Affairs General Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013, General Circular No. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 December 8, 2021, General Circular No. 21/2021 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, General Circular No. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and any other laws, rules and regulations for the time being in force and as amended from time to time, to transact the special business as set out hereunder by passing Ordinary Resolution by way of postal ballot through voting by electronic means ('remote e-Voting').

Members consent is sought for the proposal contained in the resolution given in this Notice. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013 pertaining to the said resolution setting out the material facts and related particulars is annexed hereto.

The Company has appointed Ms. Vasumathy Vasudevan, Practising Company Secretary (FCS: 5424, COP: 9451), of M/s. V. Vasumathy & Associates, Chennai as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the common agency to provide remote e-voting facility.

The remote e-voting facility will be available during the following period:

Cut-off date for determining the Members entitled to vote	Friday, December 13, 2024
Commencement of remote e-voting period	09.00 A.M. (IST) on Wednesday, December 18, 2024
Conclusion of remote e-voting period	05.00 P.M. (IST) on Thursday , January 16, 2025

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through remote e-voting by not later than 05.00 P.M. (IST) on Thursday, January 16, 2025. The remote e-voting facility will be disabled by NSDL immediately after 05.00 P.M. (IST) on Thursday, January 16, 2025 and no votes can be cast thereafter.

The Scrutinizer will submit her report to the Company Secretary & Compliance Officer of the Company, within two (2) working days from the conclusion of remote e-Voting i.e., **on or before Monday, January 20, 2025**. Based on the Scrutinizer's Report, the Results of remote e-Voting will be declared and the same shall be placed on the website of the Company at www.intellectdesign.com and on the website of NSDL at <https://www.evoting.nsdl.com> and shall simultaneously be forwarded to the National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE"), at www.nseindia.com and www.bseindia.com respectively where the shares of the Company are listed.

The results of remote e-Voting along with the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the Corporate Office of the Company.

SPECIAL BUSINESS

ITEM NO. 1

To consider and approve appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Assistant Manager- Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company at a remuneration with an upper limit of USD 1,20,000 per annum with effect from February 01, 2025.

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

“RESOLVED THAT pursuant to the provisions of Section 188 (1) (f) of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013 and in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including statutory modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended and approved by the Audit Committee and Board of Directors at its Meetings held on December 06, 2024, subject to such other approvals and permissions as may be required, approval of the members of the Company be and is hereby accorded for the appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Assistant Manager- Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company at a remuneration with an upper limit of USD 120,000 per annum with effect from February 01, 2025.

RESOLVED FURTHER THAT Ms. Vasudha Subramaniam, Chief Financial Officer or Mr. V. V. Naresh, Company Secretary and Compliance Officer of the Company, be and are hereby authorised severally to do all such acts, deeds, things, matters as may be required to give effect to the resolution.”

**By order of the Board of Directors
For Intellect Design Arena Limited**

**V. V. Naresh
Senior Vice President - Company Secretary & Compliance Officer
Membership No.: F8248**

Place: Chennai

Date: December 06, 2024

Notes:

1. Pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, an Explanatory Statement setting out the material facts and reasons for the proposed Resolution of the Postal Ballot is appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members, as received from National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") on Friday, December 13, 2024 (cut-off date) and who have registered their e-mail addresses with Cameo Corporate Services Limited, Registrar and Share Transfer Agent ("RTA") of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till September 30, 2025. Accordingly, physical copies of Notice of Postal Ballot and Postal Ballot Form are not being despatched to any Member of the Company. The members as on the said cut-off date are only eligible for voting on the resolution stated in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act is available for inspection through electronic mode. Members are requested to write to the Company at company.secretary@intellectdesign.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID for inspection of the said documents.
4. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company's website: www.intellectdesign.com
5. The Notice of Postal Ballot will also be available on the Company's website at www.intellectdesign.com; website of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. Notice is also available on the website of Depository i.e. NSDL at <https://www.evoting.nsdl.com>.
6. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.
7. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. Thursday, January 16, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
8. The results of the Postal Ballot shall be declared along with Scrutinizer's Report within two (2) working days from the conclusion of remote e-Voting i.e., on or before Monday, January 20, 2025 in the recognised Stock Exchanges where the Company have listed its shares namely BSE & NSE and on the website of the Company.
9. 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.
10. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.

11. Remote e-Voting procedure:

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

The remote e-voting period begins on Wednesday, December 18, 2024 at 09:00 A.M. (IST) and will end on Thursday, January 16, 2025 at 05:00 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, December 13, 2024, 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 December 13, 2024

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

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

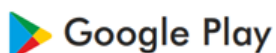
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their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

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

Individual Shareholders holding securities in demat mode with NSDL:

1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘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 e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select “Register Online for IDeAS Portal” or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.
4. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL:

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi 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 information provided by company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is 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.
3. If the user is not registered for Easi / Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned 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 at evoting@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 CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting 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 web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘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 log-in 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 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 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 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 the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - 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 from 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’.
 - If your email ID is not registered, please follow steps mentioned below in **process 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 www.evoting.nsdl.com.

- b) **“Physical User Reset Password?”** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@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 on the check box.
- 8. Now, you will have to click on “Login” button.
- 9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on 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 is in active status.
- 2. Select “EVEN” of 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 the 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 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 scrutinizervasumathy@gmail.com with a copy marked to evoting@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 "e-Voting" tab in their login.
- 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in 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 www.evoting.nsdl.com to reset the password.
- 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 48867000 or send a request to Mr. Amit Vishal, Deputy Vice president at evoting@nsdl.com

Process for registration of email address for obtaining Postal Ballot 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 company.secretary@intellect_design.com or naresh.vv@intellectdesign.com or to M/s. Cameo Corporate Services Limited, (RTA) Unit: Intellect Design Arena Limited, Subramanian Building, No. 1, Club House Road, Chennai - 600 002, Phone no.: 044- 4002 0700, Fax: 044 2846 0129.

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 company.secretary@intellectdesign.com or naresh.vv@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 shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

EXPLANATORY STATEMENT UNDER SECTION 102 & 110 OF THE COMPANIES ACT, 2013

Item No. 1

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at their meetings held on October 04, 2024 had considered and approved the appointment of Ms. Aarushi Jain, daughter of Mr. Arun Jain, Chairman and Managing Director of the Company, to hold office or place of profit as “Management Trainee” in Intellect Design Arena Inc., USA, a step down subsidiary of the company at a monthly remuneration of 2,500 US Dollars (restricted to a maximum amount of US Dollar conversion rate to INR i.e., Rs. 2.50 lakhs) with effect from October 04, 2024. In the event of remuneration exceeding Rs. 2.50 lakhs per month, the same requires prior approval of Shareholders by way of an Ordinary Resolution.

Further, the Company’s US business is poised for its next phase of growth. One of the arrow heads for this growth, is the Purple fabric platform. So, the Company has begun to create a dedicated team for the Purple Fabric business, based in the US for which Ms. Aarushi Jain had been appointed due to her deep knowledge of the Purple fabric Platform and her exceptional ability to drive project success, aligning perfectly with the Company’s growth objectives in the US market.

Based on her exceptional knowledge, skills, and her ability to contribute effectively to the Purple Fabric business’s growth, the Board of Directors is of the view she is well-positioned to take on greater responsibilities within the Company. Accordingly, it is proposed to offer the position of “Assistant Manager – Marketing” keeping in view the contributions made by her and her suitability to further provide stimulus to her efforts in the best interests of the Company.

On confirmation, she will be offered the position of “Assistant Manager- Marketing” from her current role as “Management Trainee”.

The Board of Directors of the Company, based on the recommendation of the Audit Committee, at its Meeting held on December 06, 2024 had considered and approved the appointment of Ms. Aarushi Jain to hold office or place of profit as “Assistant Manager – Marketing” in Intellect Design Arena Inc., USA, a step-down subsidiary of the company, at a remuneration with an upper limit of USD 120,000 per annum with effect from February 01, 2025 and on such terms and conditions as applicable to others in the similar grade.

It is important to note that Ms. Aarushi Jain, is a related party in terms of Section 2 (76) of the Companies Act, 2013 and Regulation 2 (1) (zb) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and her position as “Assistant Manager – Marketing” at a remuneration with an upper limit of USD 1,20,000 per annum, shall be considered as holding of Office or Place of Profit, as per the provisions of Section 188 (1) (f) of the Act and Rules made thereunder. Accordingly, prior approval of members of the Company by a resolution is required as per Section 188 (1) (f) of the Companies Act, 2013 read with Rule 15 (3) (b) of the Companies (Meetings of Board and its Powers) Rules, 2014, where a “related party's appointment to any office or place of profit in the company, its subsidiary company or associate company” and where the remuneration payable exceeds Rs. 2.50 lakh per month. However, the proposed transaction is not a material related party transaction in terms of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Particulars of Contract or Arrangement with Related Party as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 (to the extent applicable):

Sl. No.	Particulars	Disclosure
1.	Name of the related party	Ms. Aarushi Jain
2.	Name of the director or key managerial personnel who is related	Mr. Arun Jain, Chairman and Managing Director of Intellect Design Arena Limited.
3.	Nature of relationship	Ms. Aarushi Jain is the Daughter of Mr. Arun Jain, Chairman and Managing Director
4.	Nature, material terms, monetary value and particulars of the contract or arrangements	Appointment to hold office or place of profit as “Assistant Manager – Marketing” in Intellect Design Arena Inc., USA, step-down subsidiary of the Company with effect from February 01, 2025 at a remuneration with an upper limit of USD 1,20,000 per annum. The terms and conditions of her appointment would be same as applicable to others in the similar grade.
5.	Summary of the information provided by the management of the listed entity to the audit committee	<p>Ms. Aarushi Jain holds Bachelor of Science in Management and Business; Minor: Studio Art from Skidmore College, Saratoga Springs, and Master of Fine Arts in Transdisciplinary Design, New York. She is a dynamic professional with a strong foundation in design strategy, business presentations, and project management. Her experience spans across multiple roles, including her work with Supernature Labs, where she led design sprints and developed innovative prototypes.</p> <p>Ms. Aarushi Jain also excelled in corporate strategy, presenting key insights for SpaceX and contributing to a winning pitch at the Equalize 2021 competition. As an intern at Doodleblue Innovations, she managed a vast database and crafted impactful social media strategies.</p> <p>Ms. Aarushi Jain’s leadership roles include serving as President of the South Asian Cultural Club, fostering cultural dialogue and organizing events. Her volunteer work with organizations like Barefoot College and MKSS highlights her commitment to community development.</p>
6.	Justification for why the proposed transaction is in the interest of the listed entity	Ms. Aarushi Jain has specialised in trans-disciplinary design, a unique skill to leverage in the envisaged role where she will be working across diverse stakeholders from engineers to product managers to pre-sales and sales teams. Her contributions will directly impact both the short-term and long-term goals of the Company and it is considered in the best interests of the Company.
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given	Not Applicable

Sl. No.	Particulars	Disclosure
	by the listed entity or its subsidiary: (a) details of the source of funds in connection with the proposed transaction; (b) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments: <ul style="list-style-type: none"> • nature of indebtedness; • cost of funds; and • tenure; (c) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security; and (d) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT.	
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis	Not Applicable
10.	Any other information relevant	Nil

Mr. Arun Jain, Chairman and Managing Director of the Company, and their relatives are interested in the resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the Directors and their relatives are in any way, concerned or interested, financially or otherwise, in the proposed resolution.

By Order of the Board
For INTELLECT DESIGN ARENA LIMITED
 (CIN: L72900TN2011PLC080183)

V. V. NARESH
 Senior Vice President - Company Secretary & Compliance Officer
 Membership No.: F8248

Place: Chennai
 Date: December 06, 2024