

Intellect/SEC/2014-15
January 29, 2015

intellect™
A Polaris Group Company

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

The Bombay Stock Exchange Ltd
1st Floor, New Trade Ring, Rotunda Building
PJ Towers, Dalal Street, Fort, Mumbai-400 001

Dear Sir/Madam,

Sub : **Clause No.35A of the Listing Agreement – Voting Results**

In accordance with the Clause No.35A of the Listing Agreement, we write to inform you that the Members of the Company at the Extra Ordinary General Meeting held ("EGM") held on 29th January 2015 transacted the following businesses :

S.No.	Description					
A	Date of EGM	29th January 2015				
B	Book Closure Date	26-12-2014 Cut off date				
C	Total number of shareholders on record date	43,792				
D	No. of Shareholders present in the meeting either in Person or Through Proxy	Present in Person : 142 Through Proxy : ---				
	Shareholders	Present in Person	Present through Proxy	Total	Shares	% to Capital
	Promoter and Promoter Group	2	--	2	2,68,87,663	26.93
	Public	140	--	140	7,98,083	0.80
	Total	142	--	142	2,76,85,746	27.73
E	No. of the Shareholders attended the meeting through Video Conferencing : - No Video conferencing facility was made available.					

Outcome of the Extra Ordinary General Meeting of the Members of the Company :

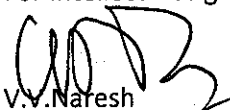
The Extra Ordinary General Meeting of the Members of the Company was held on Thursday, 29th January 2015 at 3:00 P.M. at the "Mini Hall", The Music Academy, New No.168, T.T.K.Road, Royapettah, Chennai-600 014. The mode of voting was by way of E-Voting. The businesses transacted by the Shareholders is provided in the Annexure.

Scrutinisers Report is also enclosed.

Request you to kindly take same on record

Thanking you,

Yours faithfully,
For Intellect Design Arena Limited


V.V. Naresh

Compliance Officer and Company Secretary



Intellect Design Arena Limited

Registered Office: Polaris House, 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000, 3984 3400 | Fax: +91-44-2852 3280
Corporate Headquarters: 34 IT Highway, Chennai - 603 103, India | Ph: +91-44-2743 5001, 3987 3000 | Fax: +91-44-2743 5166
www.intellectdesign.com

Results of the E-voting held during the period 23rd January 2015 to 25th January 2015

Resolution	Promoter / Public	No. of shares held	No. of Votes Polled	% of Votes Polled on Outstanding shares	No. of Votes- in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes in against on Votes polled
Resolution 1 To consider and approve Intellect Stock Option Plan 2015("ISOP 2015").	Promoter and Promoter Group	3,21,55,120	3,00,33,623	93.40	3,00,33,623	0	100	0
	Public – Institutional Investors	2,52,23,292	1,15,59,434	45.83	69,83,281	45,76,153	60.41	39.59
	Public – Others	4,24,70,612	2,04,784	0.48	2,04,629	155	99.92	0.08
	Total	9,98,49,024	4,17,97,841	41.86	3,72,21,533	45,76,308	89.05	10.95
	Resolution 2 To consider and approve the benefits and terms and conditions of Intellect Stock Option Plan 2015	Promoter and Promoter Group	3,21,55,120	3,00,33,623	93.40	3,00,33,623	0	100
Public – Institutional Investors	2,52,23,292	1,15,59,434	45.83	69,83,281	45,76,153	60.41	39.59	
Public – Others	4,24,70,612	2,04,784	0.48	2,04,629	155	99.92	0.08	
Total	9,98,49,024	4,17,97,841	41.86	3,72,21,533	45,76,308	89.05	10.95	



For Intellect Design Arena Limited

(Handwritten Signature)

V.V. NARESH

Vice President - Company Secretary & Compliance Officer

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COMPANY SECRETARIES

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Plot No. 964, 1st Floor,
Lakshmanasamy Salai,
K. K. Nagar,
Chennai - 600 078.

28th January 2015

To

The Chairman
Intellect Design Arena Limited
244, Anna Salai,
Chennai – 600006.

SUB: SCRUTINIZER'S REPORT ON THE ELECTRONIC VOTING IN RESPECT OF MATTERS SET-OUT IN THE NOTICE OF EXTRAORDINARY GENERAL MEETING.

Dear Sir,

1. I have been appointed as a Scrutinizer vide letter dated 19th December, 2014 to scrutinize the e-voting in connection with the following matters set-out in the notice for the Extraordinary General Meeting ("EGM"), dated 29th January, 2014:

a) To consider and approve Intellect Stock Option Plan 2015 ("ISOP 2015"). ("Resolution No.1")

b) To consider and approve the benefits and terms and conditions of Intellect Stock Option Plan 2015 ("ISOP 2015"). ("Resolution No.2")

2. The Company had entered into an arrangement with Karvy Computershare Private Limited ("Karvy"), for providing the electronic voting ("e-voting") facility.



3. I submit my report as under

3.1 As per the information provided to me, the Company has completed the dispatch of notice of EGM, through registered post with acknowledgement due (RPAD) on 5th January, 2015 to those Members whose names appeared on the Register on Members/List of beneficiaries as on 26th December, 2014, and for those shareholders, whose email id were available in the electronic registry, the notice has been sent by email.

3.2 As per the information provided to me, the Company has published the advertisement required under Rule 20(3)(v) of the Companies (Management and Administration) Rules, 2014, on the 7th January, 2015.

3.3 The e-voting period commenced on 23rd January, 2015 at 9.00 am IST and ended on 25th January, 2015 at 6:00 pm IST.

3.4 As required under Rule 20(3)(xi) of Companies (Management and Administration) Rules, 2014, the votes cast in the e-voting facility, were unblocked by the undersigned on the 27th January, 2015, in the presence of Mr. K Venugopal and Mr. R Aravinth, both of whom are not employees of Intellect Design Arena Limited. A statement to the effect that the aforesaid persons were witness to the unblocking is also attached.

3.5 The particulars of all the votes cast by the shareholders, containing the particulars as required under Rule 20(3)(xii) of the Companies (Management and Administration) Rules, 2014 are maintained in the electronic mode in format made available by Karvy.

4. Detail of total voting by electronic mode on the portal of Karvy, is as follows:

Resolution No.	Total Number of shareholders who have cast their vote	No. of Equity shares
Resolution No. 1	73	4,38,23,740
Resolution No. 2	73	4,38,23,740

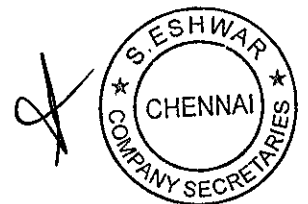
5. On a scrutiny of the votes, I am of the opinion that certain votes are to be construed as "NOT VALID", for the reasons specified hereinbelow:

- Power of Attorney has not been adjudicated under Indian Stamp Act.
- Power of Attorney states that it needs to be Apostilled, but the document does not appear to have been apostilled.
- In the Power of Attorney, there is no power for the custodian to vote on behalf of the principal.
- Power of Attorney enclosed is not of the entity for whom the vote has been cast.

No. of shareholders whose votes are construed as NOT VALID, is 11 (Eleven), and the number of shares comprised therein is 2025899.

6. The details of the votes that have been construed to be valid is as under:

Resolution No.	Total Number of shareholders who have cast their vote	No. of Equity shares
Resolution No. 1	62	4,17,97,841
Resolution No. 2	62	4,17,97,841



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COMPANY SECRETARIES

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Plot No. 964, 1st Floor,
Lakshmanasamy Salai,
K. K. Nagar,
Chennai - 600 078.

7. The results of the e-voting is as below:

Resolution No.	Total No. of Equity Shares	FOR		AGAINST	
		No. of Equity shares	Percentage	No. of Equity shares	Percentage
Resolution No. 1	4,17,97,841	3,72,21,533	89.05	45,76,308	10.95
Resolution No. 2	4,17,97,841	3,72,21,533	89.05	45,76,308	10.95

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Place: Chennai
Date: 28th January 2015

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FCS. No. 6097, C.P. NO. 5280

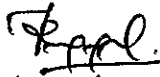


STATEMENT OF WITNESS AS REQUIRED TO BE PRESENT UNDER RULE 20(3)(XI) OF
COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014

WITNESS 1

I, K Venugopal, S/o. Mr. P Krishnasamy, resident of No. 27/11, Sowrashttra Nagar 5th Street, Choolaimedu, Chennai – 600094, hereby state that, I witnessed the unblocking of the votes on the web site evoting.karvy.com, when Mr. S Eshwar, Scrutinizer appointed by Intellect Design Arena Limited, unblocked the same. I further state that I am not an employee of Intellect Design Arena Limited.

SIGNATURE



DATE:

27/01/15

WITNESS 2

I, R Aravinth, S/o. Mr. B Rajagopal, resident of No.41, D4, Iyyapan Koil Street, Madipakkam, Chennai – 600091, hereby state that, I witnessed the unblocking of the votes on the web site evoting.karvy.com, when Mr. S Eshwar, Scrutinizer appointed by Intellect Design Arena Limited, unblocked the same. I further state that I am not an employee of Intellect Design Arena Limited.

SIGNATURE



DATE:

27/01/2015