

Intellect/SEC/2016-17

January 04, 2017

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

**2. The Bombay Stock Exchange Ltd.**  
1<sup>st</sup> Floor, New Trade Ring, Rotunda Building,  
PJ Towers, Dalal Street, Fort, Mumbai – 400 001

Dear Sirs,

Sub :- Corporate Governance Report under Regulation 27(2)(a) of Listing Regulations, 2015

In compliance with Regulation 27(2)(a) of the Listing Regulations, 2015, we enclose herewith the Corporate Governance report of the company for the quarter ended December 31, 2016.

This is for your information and records.

Thanking You,  
for Intellect Design Arena Limited



**V V Naresh**  
**Company Secretary and Compliance Officer**  
Encl : As Above



**Intellect Design Arena Limited**

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-2852 3280, 2852 4154  
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000  
[www.intellectdesign.com](http://www.intellectdesign.com)

CORPORATE GOVERNANCE REPORT

1.Name of Listed entity INTELLECT DESIGN ARENA LIMITED  
2.Quarter ending 31st December 2016

I.Composition of Board of Directors

Title(Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Ref:Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Ref Regulation 26(1)of Listing regulations)
Mr.	Arun Jain	AAHPJ6020E	00580919	Chairperson	30/08/2014	-	1	0	0
Mr.	Anil Kumar Verma	AMDPV2949N	01957168	Executive	30/09/2014	-	1	2	0
Ms.	Aruna Krishnamurthy Rao	AANPR4548K	06986715	Independent	09/10/2014	3 years	1	2	0
Dr.	Ashok Jhunjhunwala	AAAPJ2661E	00417944	Independent	17/09/2014	3 years	5	3	2
Mr.	V.Balaraman	AAAPB3329D	00267829	Independent	17/09/2014	3 years	2	7	2
Mr.	Arun Shekhar Aran	AAJPA1921B	00015335	Independent	21/07/2016	3 years	1	1	0

\*PAN number of any director would not be displayed on the website of Stock Exchange

&Category of Directors means executive/non-executive/Independent/Nominee.If a Director fits into more than one category write all categories separating them with hyphen

\*to be filled only for Independent Director.Tenure would mean total period from which independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

II.Composition of Committees

Name of Committee	Name of committee members	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)
<b>1.Audit Committee</b>		
Dr. Ashok Jhunjhunwala		Independent/ Chairperson
Aruna Krishnamurthy Rao		Independent
V.Balaraman		Independent
Anil Kumar Verma		Executive
Arun Shekhar Aran		Independent
<b>2.Nomination &amp; Remuneration Committee</b>		
V Balaraman		Independent / Chairperson
Aruna Krishnamurthy Rao		Independent
Dr.Ashok Jhunjhunwala		Independent
Arun Jain		Executive
<b>3.Risk Management Committee</b>		
		Not applicable
<b>4.Stakeholders relationship committee</b>		
V Balaraman		Independent / Chairperson
Aruna Krishnamurthy Rao		Independent
Dr.Ashok Jhunjhunwala		Independent
Anil Kumar Verma		Executive

&Category of Directors means executive/non-executive/independent/nominee. If a director fits into more than one category,write all categories separating them with hyphen

III.Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if Any) in the relevant quarter	Maximum gap between any two consecutive(in number of days)
09th August, 2016	20th October, 2016 03rd November, 2016	71*

\* Maximum Gap from 09<sup>th</sup> August, 2016 till 20<sup>th</sup> October, 2016

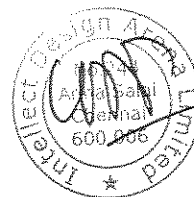
IV.Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
<b>a) Audit Committee</b>			
20th October, 2016	Yes	09th August, 2016	71**
03rd November, 2016	Yes		13***
<b>b) Stakeholders' Relationship Committee</b>			
03rd November, 2016	Yes	09th August, 2016	85
<b>c) Nomination and Remuneration &amp; Compensation Committee</b>			
20th October, 2016	Yes	09th August, 2016	71***

\*This information has to be mandatorily be given for audit committee,for rest of the Committees giving this information is optional

\*\* Maximum Gap from 20<sup>th</sup> October, 2016 till 09<sup>th</sup> August, 2016

\*\*\*Maximum Gap from 20<sup>th</sup> October, 2016 till 03rd November, 2016



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**V. Related Party Transactions**

Subject	Compliance status(Yes/No/NA)
Whether prior approval of audit committee obtained	NA
Whether shareholder approval obtained for material RPT	NA
Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes

**Note**

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the Words "N.A." may be indicated.

2. If status is "NO" details of non-Compliance may be given here.

**VI. Affirmations**

1. The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations 2015.

2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015

a. Audit Committee

b. Nomination & Remuneration Committee

c. Stakeholders relationship committee

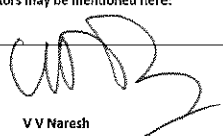
d. Risk management committee (applicable to the top 100 listed entities)

3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements)Regulations 2015.

4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing obligations and disclosure requirements)Regulations,2015

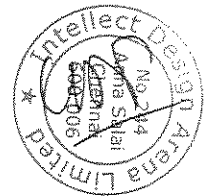
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/Observations/Advice of Board of directors may be mentioned here:

Signature:



Name V V Naresh  
 Designation Company Secretary & Compliance Officer

Date : 4-Jan-17



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change of information in subsequent quarter(s) of that financial Year, this information may not be given by Listed entity and instead a statement "Same as previous quarter" may be given.