

## Notice

**NOTICE IS HEREBY GIVEN THAT THE SEVENTH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, AUGUST 23rd, 2018, AT 10:30 AM AT THE MUSIC ACADEMY, "MINI HALL", NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:**

### Ordinary Business

#### Item No. 1. – Adoption of Financial Statements

To receive, consider and adopt::

- (i) the audited standalone financial statements of the Company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
- (ii) the audited consolidated financial statements of the Company for the financial year ended 31st March 2018 together with the report of the auditors thereon.

And in this regard, pass the following resolutions as ordinary resolutions:

- (a) **"RESOLVED THAT** the audited standalone financial statements of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted.
- (b) **"RESOLVED THAT** the audited consolidated financial statements of the Company for the financial year ended March 31, 2018 and the report of Auditors thereon laid before this meeting, be and are hereby considered, approved and adopted."

**Item No. 2 – To appoint a Director in the place of Mr. Anil Kumar Verma (DIN: 01957168), who retires by rotation and being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:**

**"RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013, Mr. Anil Kumar Verma (DIN: 01957168), who retires by rotation at this meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation."

#### Item No.3 – Ratification of appointment of auditors:

To ratify the appointment of Auditors of the Company who were appointed at the third annual general meeting to hold office for a period of five years till the conclusion of the annual general meeting of the Company to be held in the calendar year 2019 and to authorise the Board of Directors to fix their remuneration and to pass the following resolution as an **Ordinary Resolution**.

**"RESOLVED THAT**, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rules 6 of the Companies (Audit and Auditors Rules), 2014 and other applicable provisions of the Companies Act, 2013, the appointment of S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), who were appointed as Auditors of the Company at the third Annual General Meeting to hold office till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, be and is hereby ratified, and that they shall be paid a remuneration as fixed by the Board of Directors of the Company."

### Special Business

#### Item No. 4 – Re-appointment of Mr. Anil Kumar Verma for a second term of Three (3) years

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

**"RESOLVED THAT**, in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-

enactment thereof, for the time being in force), and as recommended by the Nomination and Remuneration & Compensation Committee and subject to the approval of the Central Government, the approval of the members be and is hereby accorded to re-appoint Mr. Anil Kumar Verma (DIN:01957168) as Executive Director of the Company, for a further period of 3 (three) years with the remuneration as mentioned below with liberty 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, 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;

1. Base Pay: Annual Base salary of Gross 3,50,000 AUD p.a. to be paid monthly in accordance with the Company's normal payroll practices and subject to withholdings.
2. Variable Pay: Annual variable pay at a target level of Gross 1,40,000 AUD p.a. (or such other sum as may be decided by the Board) each fiscal year, less applicable withholdings, subject to the Company's achievement of certain fiscal year milestones as determined by the Board (or its Committee) in its sole discretion. The Board (or its Committee) may reserve the authority to set such milestones on an IND AS or non-IND AS basis.
3. Superannuation: Gross 20,132 AUD p.a.
4. Existing Stock Options: 2,05,000 Stock Options granted earlier.
5. Employee Benefits: During the term of office, he will be entitled to participate in the employee benefit plans currently and hereafter maintained by the Company of general applicability to other whole-time directors of the Company. The Company may reserve the right to cancel or amend the benefit plans and programs it offers to its whole-time directors at any time.
6. Vacation: He will be entitled to paid vacation in accordance with the Company's vacation policy as applicable to its whole-time directors.
7. Expenses: The Company will reimburse him for reasonable travel, entertainment or other expenses incurred by him in the furtherance of or in connection with the performance of his duties, in accordance with the Company's expense reimbursement policy for whole-time directors as in effect from time to time.

**RESOLVED FURTHER THAT** notwithstanding anything contained herein above stated, where, in any financial year during the tenure of his appointment, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr. Anil Kumar Verma, the remuneration by way of Base Salary, Variable Pay, and other allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Government from time to time as minimum remuneration and if it is not able to comply with such provisions, with the previous approval of the Central Government.

#### Item No. 5 – Approval for Issue of equity shares on Preferential basis to Promoters as defined under Regulations 2(za) of the SEBI (Issue of Capital and disclosure requirements) Regulations, 2009

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**Companies Act**) and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**ICDR Regulations**) and all other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Ministry of Corporate Affairs, other regulatory authorities and the stock exchanges including the enabling provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company's Equity Shares are listed (**Stock Exchanges**), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to all necessary approvals, consents, permissions and/or sanctions

of the Government of India, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded to issue, offer and allot up to 24,60,945 equity shares of the Company having a face value of Rs. 5 each (**Equity Shares**) to Arun Jain and Arun Jain (HUF) (**Proposed Allottees**), on a preferential basis and for cash consideration, at a price of Rs. 192 per Equity Share including a premium of Rs. 187 per Equity Share aggregating up to Rs. 47.25 crores, as the board of directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

**RESOLVED FURTHER THAT** in accordance with the provisions of the ICDR Regulations, the 'relevant date' for the purpose of determination of the price of the Equity Shares to be issued, offered and allotted, as above, shall be July 24, 2018.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares to the Proposed Allottees shall be subject to inter alia the following terms and conditions:

- i. Equity Shares proposed to be allotted to each Proposed Allottee shall be subject to lock-in for such period as prescribed under the applicable provisions of the ICDR Regulations;
- ii. Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing this resolution, provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- iii. Equity Shares to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend;
- iv. Equity Shares shall be issued and allotted only in dematerialised form; and
- v. Equity Shares to be issued and allotted pursuant to this resolution shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, the names of the Proposed Allottees be recorded for the issue of invitation to subscribe to the Equity Shares and the Board be and is hereby authorised to issue a private placement offer letter in Form PAS-4, prescribed under the Companies Act, together with an application form to the Proposed Allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the stock exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, valuers, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, prepare, execute and file the necessary documents and enter into contracts, arrangements, agreements, documents, filing such forms with and providing such information to governmental authorities, making such disclosures to the stock exchanges and issuing advertisements and announcements, affixing the common seal of the company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**Item No. 6: Approval for Issue of equity shares on Preferential basis other than Promoters of the Company**

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

**"RESOLVED THAT** in accordance with the provisions of Sections 42 and 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 (**Companies Act**) and the rules framed thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (**ICDR Regulations**) and all other applicable statutes, rules, regulations, circulars, notifications, clarifications and guidelines promulgated or issued from time to time by the Government of India, the Securities and Exchange Board of India, the Reserve Bank of India, the Ministry of Corporate Affairs, other regulatory authorities and the stock exchanges including the enabling provisions of the uniform listing agreement entered into by the Company with the stock exchanges on which the Company's Equity Shares are listed (**Stock Exchanges**), the enabling provisions of the Memorandum of Association and the Articles of Association of the Company, and subject to all necessary approvals, consents, permissions and/or sanctions of the Government of India, any other statutory or regulatory authorities under applicable laws, consent of the Company be and is hereby accorded to issue, offer and allot up to 27,47,385 equity shares of the Company having a face value of Rs. 5 each (**Equity Shares**) to Public/ Employees of the company, i.e., Manju Jain, Uday Jain, Aarushi Jain, Jaideep Billa, Pranav Pasricha and Manish Maakan (**Proposed Allottees**), on a preferential basis and for cash consideration, at a price of Rs. 192 per Equity Share including a premium of Rs. 187 per Equity Share aggregating up to Rs. 52.75 crores, as the board of directors of the Company (hereinafter referred to as "**the Board**" which term shall be deemed to include any Committee thereof which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) may, in its absolute discretion think fit and without requiring any further approval or consent from the members.

**RESOLVED FURTHER THAT** in accordance with the provisions of the ICDR Regulations, the 'relevant date' for the purpose of determination of the price of the Equity Shares to be issued, offered and allotted, as above, shall be July 24, 2018.

**RESOLVED FURTHER THAT** the aforesaid issue of Equity Shares to the Proposed Allottees shall be subject to inter alia the following terms and conditions:

- i. Equity Shares proposed to be allotted to each Proposed Allottee shall be subject to lock-in for such period as prescribed under the applicable provisions of the ICDR Regulations;
- ii. Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing this resolution, provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval;
- iii. Equity Shares to be issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company in all respects, including dividend;
- iv. Equity Shares shall be issued and allotted only in dematerialised form; and
- v. Equity Shares to be issued and allotted pursuant to this resolution shall be listed on the Stock Exchanges on which the existing Equity Shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals.

**RESOLVED FURTHER THAT** pursuant to the provisions of the Companies Act, the names of the Proposed Allottees be recorded for the issue of invitation to

subscribe to the Equity Shares and the Board be and is hereby authorised to issue a private placement offer letter in Form PAS-4, prescribed under the Companies Act, together with an application form to the Proposed Allottees inviting them to subscribe to the Equity Shares.

**RESOLVED FURTHER THAT** subject to the ICDR Regulations and other applicable laws, the Board be and is hereby authorised to decide and approve terms and conditions of the issue of the above-mentioned Equity Shares and to vary, modify or alter the terms and conditions, including size of the issue as it may deem expedient.

**RESOLVED FURTHER THAT** for the purpose of giving effect to these resolutions and for the purpose of issue and allotment of the Equity Shares and listing thereof with the stock exchanges, the Board be and is hereby authorised to take all steps and to perform and execute all such acts, matters, deeds and things as they may consider necessary, expedient, usual or proper including appointing advisors, consultants, valuers, accountants, auditors, attorneys, advocates, consultant firms or any other agencies, prepare, execute and file the necessary documents and enter into contracts, arrangements, agreements, documents, filing such forms with and providing such information to governmental authorities, making such disclosures to the stock exchanges and issuing advertisements and announcements, affixing the common seal of the company in accordance with the Articles of Association of the Company on such documents and papers, approving all expenses and payments in relation to the foregoing and furnishing certified true copies of this resolution, as may be required or they deem necessary to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the resolution, the Board be and is hereby authorised to delegate any or all of the powers conferred upon it by this resolution to any committee of directors, any other director(s), and/or officer(s) of the Company."

**Item No. 7 – Approval of fund raising options for an amount not exceeding Rs. 400 crores :**

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

"**RESOLVED THAT** pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies Act, 1956, the Foreign Exchange Management Act, 1999, as amended ("FEMA") including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and the rules framed there under, The Securities Contracts (Regulation) Act, 1956, The Securities and Exchange Board of India Act, 1992 and the rules framed there under including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, ("ICDR Regulations") (including any statutory amendments, modifications or re-enactments thereof), SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in India or in the course of international offerings, in one or more foreign markets, in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Indian and/or Multilateral Financial Institutions, Non Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Individuals or otherwise, whether members of the Company or not, by way of qualified institutional placement to qualified institutional buyers ("QIBs") in terms of Chapter VIII of SEBI ICDR Regulations ("QIP"), or any other mode/method or means as may be prescribed by the concerned authorities from time to time, or a combination thereof, Equity Shares of face value Rs. 5/- (Rupees Five only) each of the Company ("Equity Share"), through one or more

prospectus, placement documents and/ or letter of offer or circular and/ or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions as the Board may determine in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard, so that the total amount raised through issue of the Securities shall not exceed Rs. 400 crores only (Rupees Four Hundred Crores only), in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies / Advisors, Depositories, Custodians, Principal Paying/ Transfer/ Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/ Advisors.

**RESOLVED FURTHER THAT** for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

**RESOLVED FURTHER THAT** in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to QIBs within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations as may be amended from time to time and the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations, as may be amended from time to time and the Securities so issued shall not be eligible to be sold for a period of 12 months from the date of allotment, except on a recognized stock exchange.

**RESOLVED FURTHER THAT** in the event that Equity Shares are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue and in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such Securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants.

**RESOLVED FURTHER THAT** the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company.

**RESOLVED FURTHER THAT** for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in the absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to appoint Lead Manager(s) and such other parties in offerings of Securities and such

other agencies, if necessary and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and other agencies and to seek the listing of such Securities.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, if any required.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee of Directors or any director or any officer of the company in such manner as it may deem fit including to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Arun Jain, Chairman and Managing Director, Mr. Venkateswarlu Saranu, Chief Financial Officer and Mr. V V Naresh, Company Secretary and Compliance Officer of the Company be and is hereby authorised severally, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies,”

**Item No. 8 :- Increase in Authorised Share Capital of the Company and alteration of Capital Clause in the Memorandum of Association of the Company :**

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

“**RESOLVED THAT** pursuant to the provisions of Section 13(1) read with Section 61, 64 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 87,40,00,000/- (Rupees Eighty Seven Crores Forty Lacs only) divided into 17,48,00,000 (Seventeen Crores and Forty Eight Lacs only) equity shares of Rs. 5/- (Rupees Five only) each to Rs. 97,40,00,000/- (Rupees Ninety Seven Crores and Forty Lakhs only) divided into 19,48,00,000 (Nineteen Crores and Forty Eight Lacs only) equity shares of Rs. 5/- (Rupees Five only) each and that Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly and the Clause V be read :

(V) Authorised Share Capital of the Company is Rs. 97,40,00,000/- (Rupees Ninety Seven Crores and Forty Lacs only) divided into 19,48,00,000 (Nineteen Crores and Forty Eight Lacs only) equity shares of Rs. 5/- (Rupees Five only) each with power to increase, reduce and subdivide the Share Capital of the Company and to divide the same into various classes of shares and attach thereto such preferential/ deferred, special rights and privileges as may be determined by the Company in accordance with the provisions of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the new equity shares shall rank pari-passu with the existing equity shares of the Company.”

**Item No. 9 – To amend the Articles of Association subsequent to increase in Authorised Share Capital of the Company:**

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

“**RESOLVED THAT** pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 2(aa) of the Articles of Association be altered and substituted by the following clause :

Article 2 (aa) :- The Authorised Share Capital of the Company is Rs. 97,40,00,000 (Rupees Ninety Seven Crores and Forty Lacs only) divided into 19,48,00,000 (Nineteen Crores and Forty Eight Lacs only) Equity shares of Rs. 5/- (Rupees Five) each.

**Item No. 10 :- Introduction of new Intellect Incentive scheme of the Company**

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

**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, the Securities and Exchange Board of India (Share Based Employee Benefits) (“SEBI Guidelines”) for the time being in force and as may be modified from time to time, any other rules, regulations and guidelines of any/ various statutory/ regulatory authority(ies) that are or may become applicable (collectively referred to as the “Applicable Laws”) and subject to any approvals, permissions and sanctions of any/ various authority(ies) as may be required and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall include any committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this resolution) the approval of the shareholders be and is hereby accorded to the Board to introduce, offer, issue and allot Share Based Incentives under the new Intellect Incentive Plan Scheme 2018 (Incentive Scheme 2018), the salient features of which are furnished in the Explanatory Statement to this Notice and to grant such Incentives, to such person(s) who are in the permanent employment of the Company, whether working in India or out of India, and to the Directors of the Company whether whole time or not, and to such persons as may be from time to time be allowed to be eligible for the benefits of the stock Incentives under applicable laws and regulations prevailing from time to time (all such persons are hereinafter collectively referred to as “Eligible Employees”) except those who are promoters or belong to the promoter group, at such price or prices, in one or more tranches and on such terms and conditions, as may be fixed or determined by the Board in accordance with the Incentive Scheme 2018.

**RESOLVED FURTHER THAT** the maximum number of stock Incentives granted to eligible employees under the Incentive Scheme 2018 shall not exceed 62,50,000 equity shares (as adjusted for any changes in the capital structure) at a price decided by the Board from time to time in accordance with the Incentive Scheme 2018.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized on behalf of the Company to make or carry out any modifications, changes, variations, alterations or revisions in the terms and conditions of the Incentive Scheme 2018 or to the terms of the stock Incentives granted and/or vested but not exercised including modifications or changes to the quantum and price of such stock Incentives from time to time in accordance with applicable laws and regulations prevailing from time to time as it may deem fit, necessary or desirable, without requiring the Board to secure any further consent(s) or approval(s) of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

**RESOLVED FURTHER THAT** in case of any corporate action(s) such as rights issues, bonus issues, merger, restructuring, sale of division of the Company or other similar event, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion and as permitted under applicable laws, so as to ensure that fair and equitable benefits under the Incentive Scheme 2018 are passed on to the Eligible Employees.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take necessary steps for listing of the shares allotted under the Incentive Scheme 2018 on the stock exchanges as per the provisions of the Listing Agreements with the Stock Exchanges concerned, the SEBI Regulations and other applicable laws and regulations.

**RESOLVED FURTHER THAT** for the purpose of bringing into effect and implementing the Incentive Scheme 2018 and generally for giving effect to these resolutions, the Board be and is hereby authorized, on behalf of the Company, to do all such acts, deeds, matters and things as it may in its absolute discretion deem fit, necessary or desirable for such purpose and with power to settle any issues, questions, difficulties or doubts that may arise in this regard;

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to delegate all or any powers conferred herein, to any committee of directors, with power to further delegate such powers to any executives /officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings, etc., as may be necessary in this regard.

**RESOLVED FURTHER THAT** the Board of Directors be and hereby authorised to administer, supervise and implement the terms and conditions of Incentive Scheme 2018 either by itself or through trust.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to administer, supervise and implement the terms and conditions of Incentive Scheme 2018 either by itself or through a trust."

**Item No. 11 :- Approval of extension of the benefits and terms and conditions of Intellect Incentive Plan Scheme 2018 ("Intellect Incentive Scheme 2018") to Subsidiary Companies**

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

**"RESOLVED THAT** the benefits of the Intellect Incentive Scheme 2018 be extended to eligible associates(including Directors of the Company, whether whole time Director or not but excluding Independent Directors ) of the Subsidiary Companies on the terms and conditions as may be specified in the scheme.

**Item No. 12 :- Approval to deliver documents through a particular mode as may be sought by the member**

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

**"RESOLVED THAT** pursuant to Section 20 of the Companies Act, 2013 and the Rules made thereunder (hereinafter referred to as 'the Act), consent of the Company be and is hereby accorded to the Board of Directors of the Company to serve document(s) on Member(s) of the Company by post or registered post or speed post or by courier or by delivering at their address, or by such electronic or other mode as may be prescribed under the Act and desired by the Member(s), from time to time.

**RESOLVED FURTHER THAT** upon request of Member(s) for delivery of any document(s) through a particular mode, the Company do serve the same to the Member(s) through that particular mode and/or charge such fees which shall not be more than the amount charged to the Company by the Department of Post or the Service Provider(s) including related handling charges, if any, to deliver the documents in a particular mode.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be required to effectuate the resolution."

Place: Chennai  
Date: July 25, 2018

By Order of the Board  
for **Intellect Design Arena Limited**

**V.V.Naresh**  
Vice President - Company Secretary & Compliance Officer

## Notes

1. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF IN THE MEETING AND SUCH PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARES. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
3. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the ANNUAL GENERAL MEETING is enclosed.
4. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
7. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
8. The certificate from the Auditors of the Company certifying that the Company's Associate Stock Option Plan(s) are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014 as applicable and in accordance with the resolution of the Members in the General Meeting will be available for inspection by the Members at the Annual General Meeting.
9. The Register of Members and Share Transfer Books of the Company will remain closed from August 13, 2018 to August 23, 2018 (both days inclusive) for the purpose of the ANNUAL GENERAL MEETING.
10. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
11. Members are requested to quote their Registered Folio Number or Demat Account number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with Registrar & Share Transfer Agents (RTA) of the Company, M/s.Karvy Computershare Private Limited, Hyderabad. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
12. The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email. Annual Report 2018 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2018 are being sent by the permitted mode.
13. Members may also note that the Notice of the 07th Annual General Meeting and the Annual Report 2018 will also be available on the Company's website [www.intellectdesign.com](http://www.intellectdesign.com). The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Siruseri, Chennai for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at [shareholder.query@intellectdesign.com](mailto:shareholder.query@intellectdesign.com) / [company.secretary@intellectdesign.com](mailto:company.secretary@intellectdesign.com).
14. Additional information pursuant to Regulation 36(3) of the Listing Regulations with the Stock Exchanges in respect of the Directors seeking appointment at the ANNUAL GENERAL MEETING are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/reappointment.
15. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
16. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 07th annual general meeting to be held on Thursday, August 23rd 2018, at 10.30 a.m. The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility: The e-voting facility is available at the link <http://www.evotingkarvy.com/>
17. The facility for voting through Instapoll shall be made available at the AGM, to all the members attending the AGM, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
18. Evoting commences on August 20, 2018 at 9 AM and will end at August 22, 2018 at 5 PM and at the end of e-voting period, the facility shall forthwith be blocked.
19. The results for the e-voting shall be declared within 2 days from the date of AGM. The results along with Scrutinizer's Report, shall also be placed on the website of the stock exchange, Company and Karvy Computershare Private Limited
20. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
21. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., August 16, 2018 only shall be entitled to avail the facility of remote e-voting / Instapoll. A person who is not a member as on the cut-off date, should treat this Notice for information purpose only.

22. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 07th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the meeting.

23. Your Company is pleased to provide the facility of live webcast of proceedings of AGM. Members entitled to participate in the AGM can view the proceedings of AGM by logging on the e-voting website of Karvy at <https://evoting.karvy.com/> using their secure login credentials. Members are encouraged to use this facility of webcast.

Place: Chennai  
Date: July 25, 2018

By Order of the Board  
for **Intellect Design Arena Limited**

**V.V.Naresh**  
Vice President - Company Secretary & Compliance Officer

#### STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

##### Item No. 4 :-

At the 04th Annual General Meeting held on July 28, 2015, Mr. Anil Kumar Verma was appointed as Executive Director of the Company to hold office up to January 30, 2018. Keeping in view Mr. Anil Kumar Verma's rich and varied experience in the Industry, his involvement in the operations of the Company over a long period of time, and his pioneering role in guiding the Company through four decades of diversification and growth to emerge as a world leader in the Software industry, it would be in the interest of the Company to continue the employment of Mr. Anil Kumar Verma as Executive Director. In terms of the Corporate Governance Guidelines of the Company and pursuant to the recommendation of Board, Nomination and Compensation Committee, the Board of Directors at its meeting held over January 30, 2018 approved, subject to Members' approval, re-appointment of Mr. Anil Kumar Verma as Executive Director from February 01, 2017 to January 31, 2020 on the terms and conditions and remuneration as set out in the resolution at Item No. 4.

This explanatory statement and the resolution at Item no. 5 may also be read and treated as disclosure in compliance with the requirements of Section 190 of the Companies Act, 2013.

In terms of Section 160 of the Companies Act, 2013, notice has been received from a Member signifying his intention to propose re- appointment of Mr. Anil Kumar Verma as Executive Director of the Company along with a deposit of Rs. 1,00,000/-. The disclosure under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, is provided at Annexure A of this Notice.

Except Mr. Arun Jain or his relatives, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item no. 4.

The Board of Directors recommends the resolution in relation to the re-appointment of Executive Director as set out at Item no. 4, for approval of the Members by way of a special resolution.

##### Item No. 5 and 6 :-

The Company proposes to issue, offer and allot up to 52,08,330 equity shares of the Company having a face value of Rs.5 each (**Equity Shares**) on a preferential basis to:

- i. Mr. Arun Jain
- ii. Arun Jain (HUF)
- iii. Ms. Manju Jain
- iv. Mr. Uday Jain

- v. Ms. Aarushi Jain
- vi. Mr. Jaideep Billa
- vii. Mr. Manish Maakan
- viii. Mr. Pranav Pasricha (together the **Proposed Allottees**).

The board of directors of the Company (**Board**) has approved the aforementioned preferential issue at its meeting held on July 25, 2018.

Approval of the members by way of special resolution is required inter alia in terms of Sections 42 and 62(1)(c) of the Companies Act, 2013, the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 (together **Act**) as well as the ICDR Regulations, as amended from time to time. Accordingly, in terms of the Act and the ICDR Regulations, consent of the members is being sought for the issue, offer and allotment, on a preferential basis, of up to 52,08,330 Equity Shares at a price of Rs. 192 per Equity Share including a premium of Rs. 187 per Equity Share aggregating up to Rs. 100 crores to the Proposed Allottees.

The Proposed Allottees have represented that they have not sold any Equity Shares during the 6 months preceding the Relevant Date (defined later). Moreover, none of the other promoters of the Company or any member of the promoter group of the Company, have sold any Equity Shares during the last 6 months, preceding the Relevant Date (defined later).

The salient features of the preferential issue, including disclosures required to be made in accordance with Chapter VII of the ICDR Regulations and Rule 13 of the Companies (Share Capital and Debenture) Rules, 2014, are set out below:

- i. Objects of the Issue**  
To meet general business requirements addressing working capital needs as well as expansion of business activities. Therefore, the company has proposed the issue of shares on preferential basis to selected person including employees of the Company to meet its capital requirements in due course.
- ii. Total number of Equity Shares to be issued**  
The resolution set out in the accompanying notice authorises the Board to issue and allot up to 52,08,330 Equity Shares having a face value of Rs. 5 each at an issue price of Rs. 192 per Equity Share, aggregating upto Rs. 100 crores.
- iii. Basis of Issue price**  
Regulation 76 of the ICDR Regulations prescribes the minimum price at which a preferential issue may be made. M/s S.R. Batliboi & Associates LLP, Chartered Accountants, the statutory auditors of the Company, have certified that the minimum price at which the proposed preferential issue may be made (as determined in accordance with Regulation 76(1) of the ICDR Regulations) is Rs. 192 per Equity Share.  
  
The Board has decided that the proposed preferential issue shall be made at a price of Rs. 192 per Equity Share including a premium of Rs. 187 per Equity Share.
- iv. Relevant date**  
  
As per the ICDR Regulations, the 'relevant date' for the purpose of determination of the price of the Equity Shares to be issued, offered and allotted, as stated above, is July 24, 2018.
- v. Classes of person to whom proposed allotment is proposed to be made**  
  
The preferential issue is being made to Promoters, Promoters Group and Employees of the Company.
- vi. Intention of the promoters / directors / key managerial personnel/ Employees of the Company to subscribe to the offer**  
  
Arun Jain and Arun Jain (HUF), Promoters of the Company intend to subscribe up to 24,60,945 Equity Shares of the Company pursuant to the aforesaid offer.

Ms. Manju Jain, Mr. Uday Jain, Ms. Aarushi Jain, Mr. Jaideep Billa, Mr. Pranav Pasricha and Mr. Manish Maakan, Employees /Public of the Company intend to subscribe up to 27,47,385 Equity Shares of the Company pursuant to the aforesaid offer.

The intention of the employees for subscribing towards preferential allotment is that putting their money into a growth stage enterprise is the most potent expression of "Walk the Talk". By putting one's money into the business, one is demonstrating to the shareholders the commitment to treat the Company's funds with the same amount of care as what one would demonstrate towards one's own funds. The funds would be used to build the business and the commitment of the personal funds is the expression of the self-belief that the opportunities are worth chasing.

**vii. Proposed time within which the allotment shall be completed**

The issue and allotment of Equity Shares to the Proposed Allottees will be completed no later than 15 days from the date of passing of this special resolution provided that where the allotment of the Equity Shares is pending on account of delay of any approval for such allotment by any regulatory authority, the allotment shall be completed within a period of 15 days from the date of such approval.

**viii. Details of Proposed Allottees**

The names of the Proposed Allottees, identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately controls the Proposed Allottees

Sr. No.	Details of the Proposed Allottee	Category	Shareholding before the Preferential Issue	Pre-issue holding (%)	No. of Equity Shares proposed to be allotted	Post - issue holding (%)	Name of the ultimate beneficial owner of the Proposed Allottees
1.	Arun Jain	Promoter	61,89,126	4.92	13,67,195	5.76	-
2.	Arun Jain (HUF)	Promoter	10,15,358	0.81	10,93,750	1.61	Arun Jain
3.	Manju Jain	Public	16,37,811	1.30	19,27,080	2.72	-
4.	Uday Jain	Public	7,97,230	0.63	4,68,750	0.97	-
5.	Aarushi Jain	Public	1,77,213	0.14	2,60,415	0.33	-
6.	Jaideep Billa	Employee	3,42,747	0.27	13,020	0.27	-
7.	Manish Maakan	Employee	2,16,522	0.17	52,080	0.20	-
8.	Pranav Pasricha	Employee	1,55,159	0.12	26,040	0.14	-
<b>Total</b>			<b>1,05,31,166</b>	<b>8.36</b>	<b>52,08,330</b>	<b>12.04</b>	

**ix. Change in control, if any, in the Company that would occur consequent to the preferential issue**

There will be no change in control or management of the Company as a consequence of the preferential issue.

**x. Details of preferential allotment during the year**

During the year, no preferential allotment has made to any person.

**xi. The shareholding pattern of the Company before and after the preferential issue:**

Sr. No.	Category	Pre-issue*		Post-issue	
		No. of Equity Shares held	% of Equity Shares held	No. of Equity Shares held	% of Equity Shares held
<b>A Promoters' holding</b>					
1.	Indian:				
	Individual	72,04,484	5.72	96,65,429	7.37
	Bodies corporate	3,18,61,000	25.32	3,18,61,000	24.31
2.	Foreign promoters	-	-	-	-
	<b>Sub-total (A)</b>	<b>3,90,65,484</b>	<b>31.04</b>	<b>4,15,26,429</b>	<b>31.68</b>
<b>B Non-promoters' holding:</b>					
1.	Institutional investors	2,90,00,365	23.04	2,90,00,365	22.13
2.	Non-institutional investors:	4,69,04,231	37.27	4,96,51,616	37.88
	Private corporate bodies	26,710	0.02	26,710	0.02
	Others (Including Non-resident Indians)	1,08,61,194	8.63	1,08,61,194	8.29
	<b>Sub-total (B)</b>	<b>8,67,92,500</b>	<b>68.96</b>	<b>8,95,39,885</b>	<b>68.32</b>
	<b>Grant total (A+ B)</b>	<b>12,58,57,984</b>	<b>100.00</b>	<b>13,10,66,314</b>	<b>100.00</b>

\* As on July 20, 2018

**xii. Lock-in period**

The Equity Shares proposed to be allotted to each Proposed Allottee shall be subject to lock-in for such period as may be prescribed under the applicable provisions of the ICDR Regulations

**xiii. Company's undertakings**

The Company hereby undertakes that:

- It would re-compute the price of the Equity Shares specified above in terms of the provisions of the ICDR Regulations, if it is required to do so; and
- If the amount payable on account of re-computation of price is not paid within the time stipulated in the ICDR Regulations, the above shares shall continue to be locked in till the time such amount is paid by the Proposed Allottee.

**xiv. Wilful defaulters**

Neither the Company nor any of its promoters or directors have not been declared as 'wilful defaulter', as defined under Regulation 2(zn) of the ICDR Regulations.

**xv. Auditor's Certificate**

The certificate from M/s S.R. Batliboi & Associates LLP, Chartered Accountants, the statutory auditors of the Company, certifying that the preferential issue is being made in accordance with the requirements of the ICDR Regulations shall be placed before the Annual General Meeting of the shareholders.



Other than Mr. Anil Kumar Verma, (being Brother-in-law of Mr. Arun Jain, Chairman and Managing Director of the Company) Mr. Arun Jain, Chariman & Managing Director, Mrs. Manju Jain, Mr. Uday Jain, Ms. Aarushi Jain relatives of Mr. Arun Jain, none of the directors or key managerial personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding in the Company.

The Board accordingly recommends the special resolution as set out in Item No. 5&6 of this Notice for your approval.

#### Item No. 7 :-

The Board of Directors of the Company at its meeting held on 01st June, 2018 have proposed to raise funds for an amount not exceeding Rs. 500 crores (Five Hundred Crores Only) through issuance of securities including equity shares and/or other securities convertible into equity shares, including through public issue and/or on a private placement basis and/or any other kind of issue by way of further public offer or Rights Issue or including through Qualified Institutional Placement ("QIP") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the "SEBI ICDR Regulations").

When it is proposed to increase the issued capital of the Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62(1)(a) of the Companies Act, 2013 unless the shareholders by way of Special Resolution in a General Meeting decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought in pursuant to the provisions of Section 62(1)(c) and such other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Regulations, 2015 executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

However, if it is proposed to increase the issued capital through Qualified Institutional Buyers by way of Qualified Institutions Placement ("QIP") then it should be in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the SECI ICDR Regulations") for cash at such price, to be decided later, for aggregating upto Rs 400 Crores (Rupees Four Hundred Crores only) or to such other persons subject to the compliance of the provisions of ICDR Regulations.

In terms of Sections 41, 42, 62 and Section 71 of the Act, a company proposing to issue Securities to persons other than the existing shareholders or the public, is required to obtain the approval of the members by way of a Special Resolution for each offer or invitation. However, in accordance with relevant rules under the Act, the Company is permitted to make all offers for issue of the securities as specified in the concerned resolution.

It is proposed to obtain the approval of the members under Section 41, 42, 62, 71 and other applicable provisions, if any, of the Act, read together with the Rules made thereunder (to the extent applicable), to enable the Company to make a private placement and/or QIP of securities (equity or other securities convertible into equity) in one or more tranches within such limits to set out in the Resolution at Item No. 7 of the Notice.

The proceeds of the issue would be utilized in meeting the long term working capital requirements, repayment of debt, Capital expenditure and other general corporate purposes. The pricing for the security which may be issued by the Company on the basis of this Resolution will be done by the Board or committee thereof in accordance with applicable law including SEBI (ICDR) Regulations and Foreign Exchange Management Act as may be applicable.

The Board recommends the resolution at Item No. 7 of the Notice for the approval of the shareholders by way of a Special Resolution.

#### Item No. 8 & 9 :-

In light of Item No. 5 and 6 it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 87,40,00,000/- (Rupees Eighty Seven Crores and Forty Lacs only) divided into 17,48,00,000 (Seventeen crores and Forty Eight thousand only) equity shares of Rs. 5/- (Rupees Five only) to Rs. 97,40,00,000/- (Rupees Ninety Seven Crores and Forty Lacs only) divided into 19,48,00,000 (Nineteen Crores and Forty Eight thousand only) equity shares of Rs. 5/- (Rupees Five only) each, as indicated in the resolution of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolution.

#### Item No. 10 and 11 :-

The primary objective of the Company Intellect has always been to create high performance communities that create significant value for all stakeholders. The Company already has five Stock Option Schemes namely ASOP 2003, ASOP 2004, ASOP 2011, ISOP 2015 and ISOP 2016.

Balance pool available in ASOP 2003, ASOP 2004 and ASOP 2011 shall not be available for further grant of options. However, the balance grantable options in ISOP 2015 and ISOP 2016 are available for grant. The Company has decided to introduce new Intellect Incentive Plan Scheme 2018. The Management opined that the new scheme would encourage and reward eligible associates globally for their performance, commitment and support for the growth of Intellect and to provide an incentive to continue contributing to the success of the Company.

#### Salient features of ISOP-2018 Scheme :

##### 1. Brief description of the 2015 Stock Incentive Compensation Plan

The Board has, after careful consideration, recommended that the Company implements a stock incentive compensation plan granting share based benefits to eligible employees with a view to reward and retain the best talent and to promote increased participation by them in the growth of the Company. The stock incentives are proposed to be issued under the 2018 Plan.

**Purposes of the Plan.** The purposes of this Plan are:

- Attract, retain and motivate talented and critical employees;
- Encourage employees to align individual performance with Company objectives;
- Reward employee performance with ownership in proportion to their contribution;
- Align employee interest with those of the organization.

The 2018 Plan provides alternatives to grant stock incentives to eligible employees such as restricted stock units ('RSU') and stock options, Stock Appreciation Rights ("SAR's") (together 'Stock Incentives') and subject to applicable law and conditions for exercise, the eligible employees shall be entitled to receive equity shares or cash on exercise of the Stock Incentives. The stock incentives will vest over a period of five years from the date of the grant, or such other period as decided in the sole discretion by the Board from time to time. The 2018 Plan shall be administered by the Nomination and Remuneration Committee of the Board constituted by the Company pursuant to the provisions of Section 178 of the Companies Act, 2013 which is ("SAR's") designated as the 'Compensation Committee' for the administration and superintendence of the 2018 Plan ('Administrator'). The Administrator's decisions, determinations, and interpretations will be final and binding on all eligible employees and participants under the 2018 Plan. Each stock incentive shall be evidenced by an award agreement that will specify such terms and conditions as the Administrator, in its sole discretion, will determine, including

whether the eligible employees will get equity shares of the Company or cash on exercise of the Stock Incentives.

**2. Total number of options, shares or benefits to be granted**

The total number of equity shares to be allotted pursuant to the exercise of the Stock Incentives under the 2018 Plan to the employees of the company and its subsidiaries shall not cumulatively exceed 62,50,000 equity shares. The mix of RSUs, options or other equity rights under the Plan may be adjusted in the sole determination of the Administrator from time to time.

**3. Identification of classes of employees entitled to participate and beneficiaries in the scheme**

Employees, as defined under the SEBI Regulations, of the Company and its subsidiary companies, whether working in India or abroad, will be entitled to participate in the 2018 Plan, subject to the fulfillment of such eligibility criteria as may be specified in the SEBI Regulations and / or as may be determined by the Administrator from time to time.

**4. Requirements of vesting and period of vesting**

The vesting of the Stock Incentives would also be subject to the terms and conditions as may be stipulated by the Administrator from time to time including but not limited to satisfactory performance of the employees, their continued employment with the Company or its subsidiaries as applicable. The vesting period of the Stock Incentives shall commence any time after the expiry of one year from the date of the grant of the Stock Incentives to the employee and shall end over a period of four years or such other period as decided in the sole discretion by the Board/Administrator from time to time. The number of Stock Incentives and terms of the same made available to employees (including the vesting period) may vary at the sole discretion of the Administrator.

**5. Maximum period within which the options / benefits shall be vested**

The maximum period within which the Stock Incentives shall vest will be five years from the date of grant (or such other period as decided in the sole discretion of the Administrator from time to time) and shall be provided in the award agreement with the employees.

**6. Exercise price, purchase price or pricing formula**

The exercise price for the restricted stock units will be equal to the par value of the shares and the exercise price of stock options would be market price as on the date of the grant.

**7. Exercise period and process of exercise**

The 2018 Plan specifies the options to provide incentives to employees such as restricted stock units and stock options. The Administrator shall decide the exercise period and process of exercise and the same shall be mentioned in the award agreement with employees.

Further, the Stock Incentives shall be deemed exercised when the Company receives:

- Written or electronic notice of the exercise from the person entitled to exercise the Stock Incentives; and
- Subject to the terms of award agreement with the employees, full payment for the equity shares with
- respect to which the Stock Incentives are exercised along with applicable tax amount payable by such person.
- However, in cases where the Administrator so decides, the income tax amounts will be deducted from the concerned employee's salary and in such events, the payment for the equity shares need not be accompanied by the tax amount.

**8. The appraisal process for determining the eligibility of employees for the scheme(s):**

The Administrator shall determine the criteria for the eligible employees under the 2018 Plan based on the performance of the employee for the past financial years (or for his period of service), position and responsibilities of the concerned employee, the nature of the employee's services to the Company or its subsidiaries, the period for which the employee has rendered his services to the Company or its subsidiaries, the employee's present and potential contribution to the success of the Company or its subsidiaries and such other factors as the Administrator shall deem relevant for accomplishing the purpose of the Plan and as mentioned in the award agreement with the employees.

**9. Maximum number of options, shares, as the case may be, to be issued per employee and in aggregate**

The maximum number of Stock Incentive to be granted per eligible employee shall be as follows:

- The maximum number of equity shares that can be issued per eligible employee shall not exceed 1% of the total paid— up equity capital of the Company.
- The maximum number of equity shares that can be issued to eligible employees who are not residents of
- India in the aggregate shall not exceed 5% of the total paid—up capital of the Company.
- The grant of Stock Incentives during any one year covering a number of equity shares equal to or exceeding
- 1% of the issued capital of the Company at the time of grant of the Stock Incentive shall be subject to a special resolution passed at a General Meeting.
- The total number of equity shares to be allotted to employees of the Company and its subsidiaries pursuant to the exercise of the Stock Incentives under the 2018 Plan shall not cumulatively exceed 62,50,000 equity shares.

**10. Maximum quantum of benefits to be provided per employee under the scheme(s)**

Same as 9

**11. Whether the scheme(s) is to be implemented and administered directly by the Company or through a trust**

The Administrator shall administer the 2018 Plan either through itself or through a trust or both as it deems fit

**12. Whether the scheme(s) involves new issue of shares by the Company or secondary acquisition by the trust or both**

The 2018 Plan involves new issue of shares by the Company.

**13. The amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.**

Nil.

**14. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme(s)**

Not applicable.

**15. A statement to the effect that the Company shall conform to the accounting policies specified in Regulation 15.**

The Company shall comply with the accounting policies specified in the requirements of the relevant Indian Accounting Standards or guidance note on accounting for employees share based payments ('Guidance Note') or Accounting Standards as may be prescribed by the Institute of Chartered Accountants of India (ICAI) from time to time, including the disclosure requirements prescribed therein.

Where the existing guidance note or Accounting Standard do not prescribe accounting treatment or disclosure requirements for any of the schemes covered under these regulations then the Company shall comply with the relevant accounting standards as may be prescribed by the ICAI from time to time.

**16. The method which the Company shall use to value its Options/SAR's:**

To calculate the employee compensation cost, the Company shall use the Fair Value Method for the valuation of the Stock Incentives granted.

As the 2018 Plan provides for issue of equity shares to be offered to persons other than the existing Members of the Company, consent of the Members is being sought pursuant to Section 62 and all other applicable provisions, if any, of the Companies Act, 2013 and as per Regulation 6 of the SEBI Regulations.

Pursuant to the provisions of the SEBI Regulations, a separate resolution is required to be passed if the grant of option, shares or other benefits, as the case may be, to the employees of subsidiaries. Accordingly, approval of the shareholders is sought

Accordingly, the resolutions set as Item nos. 10 and 11 are being placed for the approval of Members.

None of the Promoters or their relatives are in any way concerned or interested in these resolutions except to the extent of their shareholding as Members.

The directors, key managerial personnel or their relatives may be deemed to be concerned or interested in these resolutions to the extent of RSUs, stock options that be granted to them and to the extent of their shareholding as Members.

The Board of Directors recommends the passing of the proposed resolutions stated in Item nos. 10 and 11 as special resolutions.

**Item No. 12 :-**

Pursuant to the provisions of Section 20 of the Companies Act, 2013 ('the Act') and the Rules made thereunder, a document may be served on a Member of the Company by sending the same to him by post or registered post or by speed post or by courier or by delivering it at his office or address, or by such electronic or other mode as may be prescribed. However, proviso to sub-section 2 of Section 20 of the Act states that a Member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company at its Annual General Meeting ('AGM').

Accordingly, consent of the members is sought for passing the Ordinary Resolution as set out in Item No.6 of the Notice relating to serving the documents in a requested mode.

In view of this, the Board of Directors recommends the resolution as set out in Item No. 12 of the Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, is interested or concerned in the Resolution.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS-2**

The brief resume, experience and functional expertise and the membership on various Board and Committee of Directors proposed to be appointed/ re-appointed at Serial Number 2of the Notice convening 07th Annual General Meeting, as per the Corporate Governance Code as defined under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below :-

S.NO	PARTICULARS	NAME OF THE DIRECTOR
		MR. ANIL KUMAR VERMA
(a)	Date of Birth	05.07.1955
(b)	Age	63
(c)	Qualifications	Bachelor of Electrical Engineering from IIT Delhi and Post- Graduate in instruction design from the University of Wollongong in Australia
(d)	Experience	Over 38 years
(e)	Expertise in specific functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.
(f)	No. of Meetings of the Board attended during the financial year 2017-18	8 (Eight)
(g)	Terms and conditions of re-appointment	The re-appointment of Anil Kumar Verma (a Non-resident Indian within the meaning of Foreign Exchange Management Act, 1999) as Executive Director is with effect from 1st February 2018 and his term of office shall be liable to be determined by rotation, and shall be for a period of 3 years with effect from 1st February 2018. He will be a member of the Board of Directors of the Company entrusted with substantial powers of management having control on general conduct and management of the business affairs of the Company. 2. Anil Kumar Verma 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. 3. No sitting fee shall be paid to Anil Kumar Verma as Director for attending the meetings of the Board of Directors or any Committees thereof. 4. 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.
(h)	Remuneration sought to be paid	266.09 Lakhs (Including Variable Pay)

S.NO	PARTICULARS	NAME OF THE DIRECTOR
		MR. ANIL KUMAR VERMA
(i)	Remuneration last drawn by such person	181.68 Lakhs (Excluding Variable Pay)
(j)	Date of first appointment on the Board	30-09-2014
(k)	Shareholding in the company	55,033
(l)	Relationship with other Directors, Manager and other Key Managerial Personnel of the company,	Mr. Anil Kumar Verma is brother-in-law of Mr. Arun Jain, Chairman and Managing Director of the Company
(m)	Directorships, Membership/ Chairmanship of Committees of other Boards	a) Oculus Healthcare Private Limited b) Artecinteractives Pty. Ltd.

**Brief Resume of the Directors:-****ANIL KUMAR VERMA****Background details:**

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organization. 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 38 years in the industry.

Mr. Anil Kumar Verma established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as founder President for several years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the Western Sydney University in Australia where he was 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 prestigious Australia Day award for his contribution to the Aboriginal community.

Mr. Anil Kumar Verma 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.

Mr. Anil Kumar Verma is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director.

**STATEMENT PURSUANT TO CLAUSE (B) OF SECTION II OF PART-II OF SCHEDULE V OF THE COMPANIES ACT, 2013****I. GENERAL INFORMATION:**

- Nature of Industry – Software.
- Year of commencement of commercial operations – 01.04.2014
- Financial performance

in Rs. Lakhs

Particulars	2017-18	2016-17
Turnover	67,147.78	516,97.50
Net Profit/(Loss)After Tax	3,284.88	(56,14.91)
Equity Capital (No. of shares)	1,25,529,084	10,17,33,872
Earnings Per share	Basic – 2.79 Diluted – 2.72	Basic - (5.24) Diluted – (5.24)

4. Foreign investments or collaborations – NIL

**II. INFORMATION ABOUT THE APPOINTEE:****1. Background details:**

	Mr. Anil Kumar Verma
Background details & Recognition or awards	Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organization. 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 38 years in the industry.  Mr. Anil Kumar Verma established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as founder President for several years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the Western Sydney University in Australia where he was 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 prestigious Australia Day award for his contribution to the Aboriginal community.  Mr. Anil Kumar Verma 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.
Past remuneration	181.68 Lakhs
Job Profile and his suitability	The job profile involves providing leadership and direction to the Business Operations of Intellect Design Arena Limited. This includes managing the day to day operations and take complete ownership of the P&L of the company
Remuneration proposed	Gross Rs. 251.47 Lakhs
Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Mr. Anil Kumar Verma is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director.
Reasons and justification for payment beyond limits specified in schedule V to the Companies Act, 2013:	Not Applicable

**Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person** – Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar top/senior level appointees in other companies.

### III. OTHER INFORMATION:

1. Reasons of loss or inadequate profits, steps taken or proposed to be taken for improvement – As the Company has earned profit during the current year, this explanation is not required.
2. Expected increase in productivity and profits in measurable terms - Our Company is a Technology Product Company addressing Banking, Financial Services and Insurance industry. Technology Product companies do require significant investments and efforts to build the foundation for growth & profitability.
  - a. The key elements that the Company has been investing on include:-
    - b. developing Intellectual Property in the form of Technology Products,
    - c. putting together a competent & right capacitated Global Sales & Marketing team,
    - d. creating presence in the chosen countries for Global presence,
    - e. Getting recognition from Analysts,
    - f. creating execution capacity for implementing the Products & Solutions offered to the Customers and
    - g. having a Competent Management team for delivering the Companies Goals and Strategies.
    - h. The above efforts are being committed and the Company is in its initial phase of set up (three years in its operations since demerger). Hence during the initial phase of its journey, we need to commit costs. Once the benefits of scale start coming leveraging the above building blocks, the Company and the desired threshold size is achieved, the Company and would start delivering the desired profitability.



**INTELLECT DESIGN ARENA LIMITED**

(CIN:L72900TN2011PLC080183)

Registered Office: No.244, Anna Salai, Chennai - 600 006, Ph : 044 387 4000

Corporate Office : Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130, Ph : 3341 8000

Email id : shareholder.query@intellectdesign.com, company.secretary@intellectdesign.com Website: www.intellectdesign.com;

**07th Annual General Meeting to be held on August 23rd, 2018 at 10:30 AM**

**THE MUSIC ACADEMY, MINI HALL, NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA**

**ATTENDANCE SLIP**

Registered Folio No : .....(or)

Demat Account No. ....D.P.ID.No.....

Name of Shareholder(s) .....

I/We certify that I am/we are the Member(s) / Proxy of the Member(s) of the Company holding \_\_\_\_\_ Shares.

.....

Signature of Member(s) / Proxy

- A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
- Name of the Proxy in BLOCK letters ..... (in case a Proxy attends the meeting)
- Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No. ....



**Form No. MGT-11**

**Proxy Form**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

**CIN:** L72900TN2011PLC080183

**Name of the Company:** Intellect Design Arena Limited

**Registered office:** 244, Anna Salai, Chennai – 600 006

**Corporate Office :** Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130

Name of the Member (s)

Registered Address

E-mail ID

Folio No./ Client Id & DP. ID

I/We being the Member(s) of \_\_\_\_\_ shares of the above named Company, hereby appoint

1. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him \_\_\_\_\_

2. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_, or failing him \_\_\_\_\_

3. Name : \_\_\_\_\_  
 Address : \_\_\_\_\_  
 E-mail ID : \_\_\_\_\_  
 Signature : \_\_\_\_\_

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held **on Thursday, the August 23rd, 2018, at 10:30 a.m. at THE MUSIC ACADEMY, "MINI HALL", NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA** and at any adjournment thereof in respect of such resolutions as are indicated below:

**Resolution Nos.**

1. Adoption of Financial Statements.
2. Re- appointment of Mr. Anil Kumar Verma
3. Ratification of the appointment of Statutory Auditors
4. Re-appointment of Mr. Anil Kumar Verma for a second term of Three (3) years
5. Approval for Issue of equity shares on Preferential basis to Promoters
6. Approval for Issue of equity shares on Preferential basis to Employees
7. Approval of fund raising options for an amount not exceeding Rs. 400 crores
8. Increase in Authorised Share Capital of the Company and alteration of Capital Clause in the Memorandum of Association of the Company
9. To amend the Articles of Association subsequent to increase in Authorised Share Capital of the Company
10. Introduction of new Intellect Incentive scheme of the Company
11. Approval of extension of the benefits and terms and conditions of Intellect Incentive Plan Scheme 2018 ("Intellect Incentive Scheme 2018") to Subsidiary Companies
12. Approval to deliver documents through a particular mode as may be sought by the member

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2018.

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Re.1  
Revenue  
stamp

**Notes:**

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. A holder of this proxy may vote either for or against any of the aforesaid resolutions.

## Route Map for AGM Venue

