

Intellect/SEC/2018-19

August 24, 2018

1. **The National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra Kurla
Complex,
Bandra (E), Mumbai – 400 051.
2. **The Bombay Stock Exchange Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :
INTELLECT

Scrip Code :
538835

Dear Sirs,

Sub: 07th Annual General Meeting Voting Results and Scrutinizer's Report

In continuation to our letter dated July 31, 2018 and August 20, 2018, the 07th Annual General Meeting of the Company was held on August 23, 2018 and the business as mentioned in the Notice dated July 25, 2018 were transacted. Please find below following documents:-

- a) Voting Results as required under Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- b) Report of Scrutinizer dated August 24, 2018, pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014.

Kindly take the above information on record.

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: +91-44-3987 4000 | Fax: +91-44-3987 4123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000
www.intellectdesign.com

	INTELLECT DESIGN ARENA LTD	
Date of the AGM/EGM	23-08-2018	
Total number of shareholders on record date	55468	
No. of shareholders present in the meeting either in person or through proxy:		
Promoters and Promoter Group:	3	
Public:	1568	
No. of Shareholders attended the meeting through Video Conferencing		
Promoters and Promoter Group:	Not Applicable	
Public:	Not Applicable	

Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - Adoption of Financial Statements.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	12,055,826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	12,055,826	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	12,973,564	23.7793	12,973,264	300	99.9976	0.0023
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,515	25.4911	13,907,072	443	99.9968	0.0032
Total		125,898,554	65,028,825	51.6518	65,028,382	443	99.9993	0.0007

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - 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.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9834
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9835
Public- Non Institutions	E-Voting	54,558,277	12,973,564	23.7793	12,973,224	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,515	25.4911	13,907,032	483	99.9965	0.0035
Total		125,898,554	65,028,825	51.6518	63,342,520	1,686,305	97.4068	2.5932



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Resolution No.	6							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for issue of equity shares on Preferential basis to Employees.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,969,311	40.1840	12,969,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,969,311	40.1840	12,969,311	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	6,976,568	12.7874	6,973,332	3,236	99.9536	0.0463
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		7,910,519	14.4992	7,907,140	3,379	99.9573	0.0427
Total		125,898,554	20,879,830	16.5846	20,876,451	3,379	99.9838	0.0162

Resolution No.	7							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of fund raising options for an amount not exceeding Rs. 400 crores.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,969,311	40.1840	12,849,531	119,780	99.0764	0.9235
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,969,311	40.1840	12,849,531	119,780	99.0764	0.9236
Public- Non Institutions	E-Voting	54,558,277	12,973,539	23.7792	12,973,199	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,490	25.4911	13,907,007	483	99.9965	0.0035
Total		125,898,554	65,942,285	52.3773	65,822,022	120,263	99.8176	0.1824

Resolution No.	8							
Resolution required: (Ordinary/ Special)	ORDINARY - Increase in Authorised share capital of the Company and alteration of capital clause in the Memorandum of Association of the Company.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,969,311	40.1840	12,969,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,969,311	40.1840	12,969,311	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	12,973,539	23.7792	12,973,199	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,490	25.4911	13,907,007	483	99.9965	0.0035
Total		125,898,554	65,942,285	52.3773	65,941,802	483	99.9993	0.0007

Resolution No.	9							
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Resolution No.	3							
Resolution required: (Ordinary/ Special)	ORDINARY - Ratification of appointment of auditors.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	12,055,826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	12,055,826	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	12,973,564	23.7793	12,973,006	558	99.9956	0.0043
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,515	25.4911	13,906,814	701	99.9950	0.0050
Total		125,898,554	65,028,825	51.6518	65,028,124	701	99.9989	0.0011

Resolution No.	4							
Resolution required: (Ordinary/ Special)	SPECIAL - Re-appointment of Mr. Anil Kumar Verma for a second term of Three (3) years.							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	11,055,837	999,989	91.7053	8.2946
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	11,055,837	999,989	91.7053	8.2947
Public- Non Institutions	E-Voting	54,558,277	12,964,544	23.7627	12,964,204	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,898,495	25.4745	13,898,012	483	99.9965	0.0035
Total		125,898,554	65,019,805	51.6446	64,019,333	1,000,472	98.4613	1.5387

Resolution No.	5							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval for issue of equity shares on Preferential basis to Promoters							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,969,311	40.1840	12,969,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,969,311	40.184	12,969,311	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	10,015,683	18.3578	10,014,955	728	99.9927	0.0072
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		10,949,634	20.0696	10,948,763	871	99.9920	0.0080
Total		125,898,554	23,918,945	18.9986	23,918,074	871	99.9964	0.0036

Resolution required: (Ordinary/ Special)	SPECIAL - To amend the articles of association subsequent to increase in Authorised Share Capital of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,969,311	40.1840	12,969,311	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,969,311	40.184	12,969,311	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	12,973,539	23.7792	12,973,199	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,490	25.491	13,907,007	483	99.9965	0.0035
Total		125,898,554	65,942,285	52.3773	65,941,802	483	99.9993	0.0007

Resolution No.	10							
Resolution required: (Ordinary/ Special)	SPECIAL - Introduction of new Intellect Incentive Scheme of the Company							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9834
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9835
Public- Non Institutions	E-Voting	54,558,277	12,973,539	23.7792	12,973,199	340	99.9973	0.0026
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,490	25.491	13,907,007	483	99.9965	0.0035
Total		125,898,554	65,028,800	51.6517	63,342,495	1,686,305	97.4068	2.5932

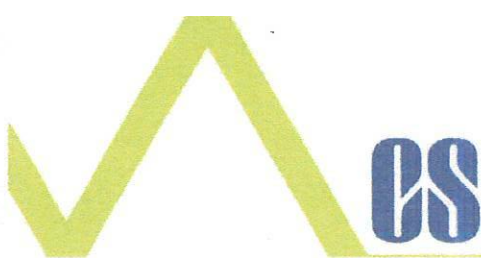
Resolution No.	11							
Resolution required: (Ordinary/ Special)	SPECIAL - Approval of extension of the terms and conditions of Intellect Incentive Plan Scheme 2018 (Intellect Incentive Plan Scheme 2018) to subsidiary Companies							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9834
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	10,370,004	1,685,822	86.0165	13.9835
Public- Non Institutions	E-Voting	54,558,277	12,973,499	23.7792	12,970,521	2,978	99.9770	0.0229
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,450	25.491	13,904,329	3,121	99.9776	0.0224
Total		125,898,554	65,028,760	51.6517	63,339,817	1,688,943	97.4028	2.5972




Resolution No.	12							
Resolution required: (Ordinary/ Special)	ORDINARY - Approval to deliver documents through a particular mode as may be sought by the member							
Whether promoter/ promoter group are interested in the agenda/resolution?	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	39,065,484	39,065,484	100.0000	39,065,484	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		39,065,484	100.0000	39,065,484	0	100.0000	0.0000
Public- Institutions	E-Voting	32,274,793	12,055,826	37.3537	12,055,826	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		12,055,826	37.3537	12,055,826	0	100.0000	0.0000
Public- Non Institutions	E-Voting	54,558,277	12,973,539	23.7792	12,935,139	38,400	99.7040	0.2959
	Poll		933,951	1.7118	933,808	143	99.9846	0.0153
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000
	Total		13,907,490	25.491	13,868,947	38,543	99.7229	0.2771
Total		125,898,554	65,028,800	51.6517	64,990,257	38,543	99.9407	0.0593



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CONSOLIDATED SCRUTIZER'S REPORT

(On voting through E-Voting and Instapoll)

(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014)

August 24, 2018

The Chairman
Intellect Design Arena Limited
No. 244, Anna Salai
Chennai - 600 006.

Dear Sir,

SUB: SCRUTINIZER'S REPORT IN CONNECTION WITH THE 7TH ANNUAL GENERAL MEETING OF THE COMPANY HELD ON THURSDAY, AUGUST 23, 2018

1. I, V. Vasumathy, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company") as a Scrutinizer vide letter dated August 9, 2018 for the purpose of scrutinizing the Remote e-voting and the InstaPoll at the 7th Annual General Meeting of the Company, in a fair and transparent manner in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, in respect of the following resolutions set out in the notice dated July 25, 2018 of the 7th Annual General Meeting of the Members of the Company held on August 23, 2018 at 10.30 a. m. at The Music Academy, Mini Hall, New No. 168, TTK Road, Royapettah, Chennai - 600 014:
 - a. **Resolution 1:** To receive, consider and adopt the audited financial statements of the company for the year ended 31st March 2018 and the reports of the Board of Directors and Auditors thereon. (**Ordinary Resolution**)
 - b. **Resolution 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. (**Ordinary Resolution**)
 - c. **Resolution 3:** To ratify the appointment of M/s. S. R. Batliboi & Associates LLP, Chartered Accountants, Chennai, as statutory auditors to hold office from Fourth Annual General Meeting till the conclusion of the Annual General Meeting to be held in the year 2019 and to authorise the Board of Directors to fix their remuneration (**Ordinary Resolution**)



- d. **Resolution 4:** Re-appointment of Mr. Anil Kumar Verma for a second term of Three (3) years. (*Special Resolution*)
 - e. **Resolution 5:** Approval of issue of equity shares on Preferential basis to Promoters as defined under Regulation 2 (za) of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009. (*Special Resolution*)
 - f. **Resolution 6:** Approval for issue of equity shares on Preferential basis other than promoters of the company. (*Special Resolution*)
 - g. **Resolution 7:** Approval of fund raising options for an amount not exceeding Rs. 400 Crores. (*Special Resolution*)
 - h. **Resolution 8:** Increase in Authorised Share Capital of the Company and alteration of Capital Clause in the Memorandum of Association of the Company. (*Ordinary Resolution*)
 - i. **Resolution 9:** To amend the Articles of Association subsequent to increase in Authorised Share Capital of the Company. (*Special Resolution*)
 - j. **Resolution 10:** Introduction of new Intellect Incentive Plan Scheme 2018 of the Company. (*Special Resolution*)
 - k. **Resolution 11:** Approval of extension of the benefits and terms and conditions of "Intellect Incentive Plan Scheme 2018" to Subsidiary Companies. (*Special Resolution*)
 - l. **Resolution 12:** Approval to deliver documents through a particular mode as may be sought by the member. (*Ordinary Resolution*)
2. The Company had entered into an arrangement with Karvy Computershare Private Limited ("Karvy"), for providing the electronic voting ("**Remote e-voting**") facility and also an electronic voting solution ("**InstaPoll**") to enable its members to vote on the above matters at the meeting.
 3. The Compliance with the relevant provisions of the Companies Act, 2013, Rules thereunder, in relation to electronic voting process (remote e-voting) and by InstaPoll on the proposed resolution contained in Notice of 7th Annual General Meeting of the company, is the responsibility of the management.
 4. My responsibility as Scrutinizer for the voting through E-voting process and by InstaPoll at the 7th Annual General Meeting, was restricted to make a 'Consolidated Scrutinizer's Report' of the votes cast as "assent" or "dissent" / "for" or "against" for the resolution as stated in the notice of 7th Annual General Meeting, based on reports generated from the Electronic voting service facility provided by Karvy Computershare Private Limited (Karvy), engaged by the Company, to provide voting through electronic means i.e. by remote e-voting and on voting by InstaPoll conducted at the 7th Annual General Meeting.
 5. **In this connection, I submit hereunder the Consolidated Scrutinizer's Report, in respect of both e-voting and the InstaPoll.**
 - 5.1 The remote e-voting commenced on August 20, 2018 at 9:00 A.M. IST to August 22, 2018 at 5:00 P.M. IST.



5.2 We have been provided by Karvy, the list of shareholders who have voted at the Remote e-voting facility, so as to ensure that voting at the venue of the Annual General Meeting is exercised only by those by shareholders / proxies who have not voted using the Remote e-voting facility.

5.3 At the venue of Annual General Meeting, voting was permitted by way of electronic means. After completion of voting at the meeting, Karvy made available to me, the details of votes cast at the InstaPoll.

5.4 I have relied on information provided by Karvy, the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signatures of shareholders.

6. The details of the InstaPoll, held at the Annual General Meeting, is as under:

Resolution No.	Total Number of shareholders (in person and by proxy) who have cast their vote by InstaPoll	No. of Equity shares
Resolution No. 1	21	9,33,951
Resolution No. 2	21	9,33,951
Resolution No. 3	21	9,33,951
Resolution No. 4	21	9,33,951
Resolution No. 5	21	9,33,951
Resolution No. 6	21	9,33,951
Resolution No. 7	21	9,33,951
Resolution No. 8	21	9,33,951
Resolution No. 9	21	9,33,951
Resolution No. 10	21	9,33,951
Resolution No. 11	21	9,33,951
Resolution No. 12	21	9,33,951

7. I report to you the details of votes cast "FOR" and "AGAINST" under the InstaPoll held at the Annual General Meeting:

Resolution No.	Total no. of share holders whose votes were considered valid	Total No. of Equity Shares voting on the Resolution	For		Against	
			No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 2	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 3	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 4	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 5	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 6	21	9,33,951	9,33,808	99.98469%	143	0.00015%



Resolution No.	Total no. of share holders whose votes were considered valid	Total No. of Equity Shares voting on the Resolution	For		Against	
			No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 7	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 8	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 9	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 10	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 11	21	9,33,951	9,33,808	99.98469%	143	0.00015%
Resolution No. 12	21	9,33,951	9,33,808	99.98469%	143	0.00015%

8. I unblocked the Remote e-voting results on Karvy's e-voting platform on August 23, 2018 in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time.
9. Details of Remote e-voting that were cast between August 20, 2018 to August 22, 2018 is as under:

Resolution No.	Total No. of Shareholders who cast their vote by Remote E-Voting	No. of Equity shares	Total No. of Shareholders who have selected the "Votes abstained" while exercising their voting rights through Remote E-Voting	No. of Equity shares
Resolution No. 1	233	6,92,90,562	1	9,13,485
Resolution No. 2	233	6,92,90,562	1	9,13,485
Resolution No. 3	233	6,92,90,562	1	9,13,485
Resolution No. 4	233	6,92,90,562	1	9,13,485
Resolution No. 5	233	6,92,90,562	5	98,16,738
Resolution No. 6	233	6,92,90,562	5	98,16,738
Resolution No. 7	233	6,92,90,562	1	25
Resolution No. 8	233	6,92,90,562	1	25
Resolution No. 9	233	6,92,90,562	1	25
Resolution No. 10	233	6,92,90,562	2	9,13,510
Resolution No. 11	233	6,92,90,562	3	9,13,550
Resolution No. 12	233	6,92,90,562	2	9,13,510



10. Details of scrutiny carried out in respect of the Remote E-Voting:

- a) With respect to Corporate Shareholders - the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- b) With respect to Mutual Funds - the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) With respect to FII's and FPI's - the scrutiny is availability of Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India and POA is scrutinized for the following:
 - i. Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch whether any SEBI registration certificate for the change in name is available or not;
 - ii. Where the POA bears a date of execution;
 - iii. Where the POA has been executed outside India - has the same has been Apostilled in that country;
 - iv. Whether the POA has been adjudicated under the Indian Stamp Act - else the document cannot be valid in India;
 - v. Whether under the POA the FII / FPI has given to the custodian - the custodian has a right to vote at general meetings and / or appoint a person as a proxy to attend and vote at a general meeting;
 - vi. Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

11. Details of votes cast on e-voting platform which were considered invalid are as follows:

Resolution No.	Total number of members whose votes were declared invalid	Total number of votes cast by them
Resolution No. 1	12	42,82,203
Resolution No. 2	12	42,82,203
Resolution No. 3	12	42,82,203
Resolution No. 4	13	42,91,223
Resolution No. 5	16	3,64,88,830
Resolution No. 6	19	3,95,27,945
Resolution No. 7	12	42,82,203
Resolution No. 8	12	42,82,203
Resolution No. 9	12	42,82,203
Resolution No. 10	12	42,82,203
Resolution No. 11	12	42,82,203
Resolution No. 12	12	42,82,203



12. I report to you the details of valid votes cast "FOR" and "AGAINST" under the Remote E-voting held between August 20, 2018 and August 22, 2018:

Resolution No.	Total No. of shareholders whose votes were considered valid *	Total No. of Equity Shares with respect to which vote has been cast and considered valid *	For		Against	
			No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	220	64,094,874	64,094,574	99.9995%	300	0.0005%
Resolution No. 2	220	64,094,874	62,408,712	97.3693%	1,686,162	2.6307%
Resolution No. 3	220	64,094,874	64,094,316	99.9991%	558	0.0009%
Resolution No. 4	219	64,085,854	63,085,525	98.4391%	1,000,329	1.5609%
Resolution No. 5	212	22,984,994	22,984,266	99.9968%	728	0.0032%
Resolution No. 6	209	19,945,879	19,942,643	99.9838%	3,236	0.0162%
Resolution No. 7	220	65,008,334	64,888,214	99.8152%	120,120	0.1848%
Resolution No. 8	220	65,008,334	65,007,994	99.9995%	340	0.0005%
Resolution No. 9	220	65,008,334	65,007,994	99.9995%	340	0.0005%
Resolution No. 10	219	64,094,849	62,408,687	97.3693%	1,686,162	2.6307%
Resolution No. 11	218	64,094,809	62,406,009	97.3652%	1,688,800	2.6348%
Resolution No. 12	219	64,094,849	64,056,449	99.9401%	38,400	0.0599%

* This figure excludes the shareholders who have selected the option "Votes abstained" while exercising their voting rights through Remote E-voting.

13. The consolidated report on the votes cast through the InstaPoll (held at the Annual General Meeting) and Remote E-voting (held between August 20, 2018 and August 22, 2018) is as below:

Resolution No.	For		Against	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	65,028,382	99.9993%	443	0.0007%
Resolution No. 2	63,342,520	97.4068%	1,686,305	2.5932%
Resolution No. 3	65,028,124	99.9989%	701	0.0011%
Resolution No. 4	64,019,333	98.4613%	1,000,472	1.5387%
Resolution No. 5	23,918,074	99.9964%	871	0.0036%
Resolution No. 6	20,876,451	99.9838%	3,379	0.0162%
Resolution No. 7	65,822,022	99.8176%	120,263	0.1824%
Resolution No. 8	65,941,802	99.9993%	483	0.0007%
Resolution No. 9	65,941,802	99.9993%	483	0.0007%
Resolution No. 10	63,342,495	97.4068%	1,686,305	2.5932%



Resolution No.	For		Against	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 11	63,339,817	97.4028%	1,688,943	2.5972%
Resolution No. 12	64,990,257	99.9407%	38,543	0.0593%

I report that all the Resolutions have been passed by the Members of the Company by requisite majority as proposed.

Thanking you,

Yours' faithfully,

For V. VASUMATHY & ASSOCIATES,



V. VASUMATHY

Practising Company Secretary

COP: 9451, FCS: 5424



Place: Chennai

Countersigned:

For INTELLECT DESIGN ARENA LIMITED




V. V. NARESH

Company Secretary & Compliance Officer