

Intellect/SEC/2019-20

July 08, 2019

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

Scrip Code :
INTELLECT

2. **BSE Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :
538835

Dear Sirs,

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

In compliance with Regulation 27(2)(a) of the Listing Regulations, 2015, we enclose herewith the Corporate Governance Report for the quarter ended June 30, 2019.

Kindly take the above information on record and confirm compliance.

Thanking You,
for **Intellect Design Arena Limited**



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



INTELLECT DESIGN ARENA LIMITED
CIN : L72900TN2011PLC080183

CORPORATE GOVERNANCE REPORT

1. Name of Listed entity INTELLECT DESIGN ARENA LIMITED
2. Quarter ending 30-Jun-19

I. Composition of Board of Directors

Title (Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Date of Appointment in the current term / cessation	Tenure*	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)
Mr.	Arun Jain	AANP6020E	00580919	Chairperson	21/08/2017**		1	0	0
Ms.	Anil Kumar Verma	AMDPV2945N	01957168	Executive	01/02/2018***		1	2	0
Ms.	Aruna Krishnamurthy Rao	AANPIM548K	06986715	Independent	21/08/2017**	3 years	1	2	0
Mr.	Arun Shekhar Aran	AA/PA19218	00015335	Independent	21/07/2016	3 years	1	0	1
Mr.	V. Balaraman	AAAP83329D	00267829	Independent	21/08/2017**	2 years	2	2	1
Ms.	Vijaya Sampath	AHEPS6523K	00641110	Independent	25/10/2018	9 months****	6	4	2
Mr.	Andrew Ralph England	AECPE1388M	08211307	Non-Executive	25/10/2018	9 months****	1	0	0

SPAN number of any director would not be displayed on the website of Stock Exchange

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

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

*** Appointed for the second term at the Annual General Meeting held on 21st August, 2017.

**** Appointed for the second term at the Annual General Meeting held on 23rd August, 2018.

***** Till the ensuing Annual General Meeting.

II. Composition of Committees

Name of Committee	Name of committee members	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)
1. Audit Committee	Arun Shekhar Aran	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	V. Balaraman	Independent
	Anil Kumar Verma	Executive
	Vijaya Sampath	Independent
2. Nomination, Remuneration & Compensation Committee	V. Balaraman	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	Mr. Arun Shekhar Aran	Independent
	Arun Jain	Executive
	Vijaya Sampath	Independent
3. Risk Management Committee	Mr. Andrew Ralph England	Chairperson / Non-Executive Director
	Mr. Arun Jain	Executive
	Mr. Arun Shekhar Aran	Independent
	Mr. V. Balaraman	Independent
	Mr. T. V. Sinha	Member
	Mr. Venkateswarlu Saranu	Member
4. Stakeholders relationship committee	V. Balaraman	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	Anil Kumar Verma	Executive

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

III. Meeting of Board of Directors

Date(s) of Meeting (if any) in the previous quarter	Date(s) of Meeting (if any) in the relevant quarter	Maximum gap between any two consecutive (in number of days)
28th January, 2019	02nd May, 2019	*54
24th March, 2019		

* Maximum Gap from 28th January, 2019 till 24th March, 2019

IV. Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings in number of days*
a) Audit Committee	13th April, 2019	Yes	74
	02nd May, 2019	Yes	28th January 2019
b) Stakeholders' Relationship Committee	02nd May, 2019	Yes	28th January 2019
		Yes	93**
c) Remuneration and Remuneration & Compensation Committee	02nd May, 2019	Yes	28th January, 2019
		Yes	23rd March, 2019

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

**Maximum gap between two Committee meetings i.e from January 28, 2019 to May 02, 2019



V. Related Party Transactions

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

Note

1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the Words "NA" may be indicated.
2. If status is "NO" details of non-compliance may be given here.

VI. Affirmations

1. The composition of Board of directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
2. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015
 - a. Audit Committee
 - b. Nomination & Remuneration Committee
 - c. Stakeholders relationship committee
 - d. Risk management committee (applicable to the top 100 listed entities)
3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.
4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015
5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/Observations/Advice of Board of directors may be mentioned here:

Signature:

Name: V V Naresh
 Designation: Company Secretary & Compliance Officer
 Date: July 08, 2019



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However if there is no change in details in the 2nd & 3rd quarters of that financial Year, this information may not be given by Listed entity and instead a statement "Same as previous quarter" may be given.