

Intellect/SEC/2018-19

April 10, 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

Dear Sirs,

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

In compliance with Regulation 27(2)(a) of the Listing Regulations, 2015, we enclose herewith the Corporate Governance report of the company for the quarter ended March 31, 2018.

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

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

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CIN No. L72900TN2011PLC080183

1.Name of Listed entity
INTELLECT DESIGN ARENA LIMITED
2.Quarter ending
31st March, 2018

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(RefRegulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Ref Regulation 26(1) of Listing regulations)
Mr.	Arun Jain	AAHPJ6020E	00580919	Chairperson	21/08/2017**		1	0	0
Mr.	Anil Kumar Verma	AMDPV2949N	01957168	Executive	30/09/2014		1	2	0
Ms.	Aruna Krishnamurthy Rao	AANPR4548K	06986715	Independent	21/08/2017**	3 years	1	2	0
Mr.	Arun Shekhar Aran	AAJPA1921B	00015335	Independent	21/07/2016	3 years	1	0	1
Mr.	V.Balaraman	AAAPB3329D	00267829	Independent	21/08/2017**	2 years	2	5	2

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

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

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
2.Nomination, Remuneration & Compensation Committee		
	V.Balaraman	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	Mr. Arun Shekhar Aran	Independent
	Arun Jain	Executive
3.Risk Management Committee	Not applicable	
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)
09th November, 2017	30th January, 2018 24th March, 2018	81*

* Maximum Gap from 09th November, 2017 till 30th January, 2018

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			
30th January, 2018	Yes	09th November, 2017	81**
b) Stakeholders' Relationship Committee			
30th January, 2018	Yes	09th November, 2017	81**
c) Nomination and Remuneration & Compensation Committee			
30th January, 2018			
25th March, 2018	Yes	09th November, 2017	81**

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

** Maximum Gap from 09th November, 2017 till 30th January, 2018



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V. Related Party Transactions

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

Note

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

VI. Affirmations

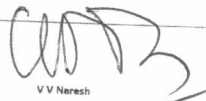
1. The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations, 2015
2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations 2015.
 - a. Audit Committee
 - b. Nomination & 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/Notes of Board of directors may be mentioned here:

Signature:

Name

Designation

Date :


V V Naresh
Company Secretary & Compliance Officer
10-Apr-18



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

ANNEXURE II

I. Disclosure on website in terms of Listing Regulations		
Item	Compliance status (Yes/No/NA)	
Details of business	Yes	
Terms and conditions of appointment of independent directors	Yes	
Composition of various committees of board of directors	Yes	
Code of conduct of board of directors and senior management personnel	Yes	
Details of establishment of vigil mechanism/ Whistle Blower policy	Yes	
Criteria of making payments to non-executive directors	Not Applicable	
Policy on dealing with related party transactions	Yes	
Policy for determining 'material' subsidiaries	Yes	
Details of familiarization programmes imparted to independent directors	Yes	
Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes	
email address for grievance redressal and other relevant details	Yes	
Financial results	Yes	
Shareholding pattern	Yes	
Details of agreements entered into with the media companies and/or their associates	Not Applicable	
New name and the old name of the listed entity	Not Applicable	
II Annual Affirmations		
Particulars	Regulation Number	Compliance status (Yes/No/NA)
Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes
Board composition	17(1)	Yes
Meeting of Board of directors	17(2)	Yes
Review of Compliance Reports	17(3)	Yes
Plans for orderly succession for appointments	17(4)	Yes
Code of Conduct	17(5)	Yes
Fees/compensation	17(6)	Yes
Minimum Information	17(7)	Yes
Compliance Certificate	17(8)	Yes
Risk Assessment & Management	17(9)	Yes
Performance Evaluation of Independent Directors	17(10)	Yes
Composition of Audit Committee	18(1)	Yes
Meeting of Audit Committee	18(2)	Yes
Composition of nomination & remuneration committee	19(1) & (2)	Yes
Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes
Composition and role of risk management committee	21(1),(2),(3),(4)	Yes

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Vigil Mechanism	22	Yes
Policy for related party Transaction	23(1),(5),(6),(7) & (8)	Yes
Prior or Omnibus approval of Audit Committee for all related party	23(2), (3)	Yes
Approval for material related party transactions	23(4)	Yes
Composition of Board of Directors of unlisted material Subsidiary	24(1)	Not Applicable
Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes
Maximum Directorship & Tenure	25(1) & (2)	Yes
Meeting of independent directors	25(3) & (4)	Yes
Familiarization of independent directors	25(7)	Yes
Memberships in Committees	26(1)	Yes
Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes
Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes
Policy with respect to Obligations of directors and senior	26(2) & 26(5)	Yes

III Affirmations:

The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied. - **Yes**

Name : V V Naresh
Designation : Company Secretary
Date : 10.04.2018

