

Intellect/SEC/2019-20

October 09, 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 SEBI(Listing Obligations And Disclosure Requirements)Regulations, 2015**

In compliance with Regulation 27(2)(a) of SEBI(Listing Obligations and Disclosure Requirements)Regulations , 2015, we enclose herewith the Corporate Governance Report for the quarter ended September 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

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000 | Fax: +91-44-3987 4123
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www.intellectdesign.com

INTELLECT DESIGN ARENA LIMITED
CIN : L72900TN2011PLC080183

CORPORATE GOVERNANCE REPORT

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

I.Composition of Board of Directors

Title(Mr./Ms)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive / Independent / Nominee)	Initial date of appointment	Date of Re-Appointment	Date of Cessation	Tenure*	Date of Birth	No of Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	No. of Independent Directorship in listed entities including this listed entity(Refer Regulation 17A(1))	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 26(1)of Listing regulations)
Mr.	Arun Jain	AAHPJ6020E	00580919	Chairperson	30/08/2014	21/08/2017**	NA		30/12/1959	1	-	0	0
Mr.	Anil Kumar Verma	AMDPV7949N	01957168	Executive	30/09/2014	01/02/2018***	NA		05/07/1955	1	-	2	0
Ms.	Aruna Krishnamurthy Rao	AAHPK4548K	09985715	Independent	09/10/2014	21/08/2017**	NA	8 year	15/03/1959	1	1	1	1
Mr.	Arun Shekhar Aran	AAJPA1971B	00153335	Independent	03/09/2016	21/08/2019****	NA	5 years	30/04/1959	1	1	0	1
Mr.	V Balaraman	AAAPB3329D	00267829	Independent	17/08/2014	21/08/2017**	NA		18/08/1946	-	-	-	-
Ms.	Vijaya Sampath	AHEPS6523K	00841110	Independent	25/10/2018	-	NA	5 years	28/05/1953	5	5	5	1
Mr.	Andrew Ralph England	AECPE1888M	08211307	Non- Executive	25/10/2018	-	NA		06/07/1957	1	-	0	0

Whether Regular Chair Person appointed

Whether Chairperson is related to Managing Director or CEO

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

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

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

** 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.

****Appointed for the second term at the Annual General Meeting held on August 21, 2019.

II.Composition of Committees

Name of Committee	Whether Regular Chairperson appointed	Name of committee members	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)	Date of appointment	Date of cessation
1.Audit Committee					
	Yes	Arun Shekhar Aran	Independent / Chairperson	09/08/2016	
		Aruna Krishnamurthy Rao	Independent	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		V Balaraman	Independent	15/10/2014	21/08/2019
		Vijaya Sampath	Independent	15/10/2014	
2.Nomination, Remuneration & Compensation Committee					
	Yes	V Balaraman	Independent / Chairperson	15/10/2014	21/08/2019
		Aruna Krishnamurthy Rao	Independent	15/10/2014	
		Mr. Arun Shekhar Aran	Independent	03/03/2017	
		Arun Jain	Executive	15/10/2014	
		Vijaya Sampath	Independent	02/05/2019	
3.Risk Management Committee					
	Yes	Mr. Andrew Ralph England	Chairperson / Non-Executive Director	02/05/2019	
		Mr. Arun Jain	Executive	15/10/2014	
		Mr. Arun Shekhar Aran	Independent	15/10/2014	
		Mr. V Balaraman	Independent	15/10/2014	21/08/2019
		Mr. T. V Sinha	Member	15/10/2014	24/07/2019
		Mr. Venkateswarlu Saranu	Member	21/06/2019	
		Mr. Millind Ravikiranath Kari	Member	24/07/2019	
4.Stakeholders relationship committee					
	Yes	V Balaraman	Independent / Chairperson	15/10/2014	21/08/2019
		Aruna Krishnamurthy Rao	Independent	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		Vijaya Sampath	Independent	15/10/2014	

&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	Whether requirement of Quorum met*	No. of Directors Present	No. of Independent Directors Present	Maximum gap between any two consecutive (in no. of days)
2-May-19	24-Jul-19 21-Aug-19	Yes	7 6	4 3	82

* Maximum Gap from May 2, 2019 till July 24, 2019

IV.Meeting of Committees

Date(s) of meeting of the committee in the relevant quarter	Whether quorum was met	No. of Directors Present	No. of Independent Directors Present	Date of meeting of the Committee in the previous quarter	Maximum gap between any two consecutive (in no of days)
a) Audit Committee					
23-Jul-19	Yes	5	4	13-Apr-19 2-May-19	81*
b) Stakeholders' Relationship Committee					
24-Jul-19	Yes	5	2	2-May-19	82***
c) Nomination and Remuneration &					
24-Jul-19	Yes	5	4	2-May-19	82***
2-Aug-19	Yes	5	4	21-Jun-19	

* 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 May 02, 2019 to July 23, 2019

***Maximum gap between two Committee meetings i.e from May 02, 2019 to July 24, 2019



V. Related Party Transactions

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

Note

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

VI. Affirmations

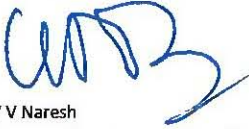
1. The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations 2015.
2. The composition of the following committees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



Signature:

Name: V V Narash
 Designation: Company Secretary & Compliance Officer
 Date: October 3, 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 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.

I Affirmations		
Broad Heading	Regulation Number	Compliance Status (Yes/No/NA)
Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes
Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes
Presence of Chairperson of Nomination and Remuneration Committee at the Annual General Meeting	19(3)	Yes
Whether "Corporate Governance Report" disclosed in Annual Report	34(3) read with para C of Schedule V	Yes
Note		
<p>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</p> <p>2. If status is "No" details of non-compliance may be given here</p> <p>3. If the Listed Entity would like to provide any other information the same may be indicated here</p>		
 V V Naresh Company Secretary and Compliance Officer		