

Intellect/SEC/2019-20

January 06, 2020

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 December 31, 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 31-Dec-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	AANP1620E	0080919	Chairperson	20/08/2014	21/02/2017**	NA		20/12/1959	1	-	0	0
Mr.	Anil Kumar Verma	AMDPW249N	01957168	Executive	30/09/2014	01/02/2018***	NA		05/07/1955	1	-	2	0
Ms.	Aruna Krishnamurthy Rao	AANR4548K	0698715	Independent	09/10/2014	21/08/2017**	NA	60 months	15/03/1959	1	1	1	1
Mr.	Arun Shekhar Arun	AAAP1921B	00015335	Independent	09/10/2016	21/08/2019****	NA	96 months	30/04/1959	1	1	0	1
Ms.	Vijaya Sampath	AHEP5623X	00541110	Independent	25/10/2018	-	NA	60 months	26/05/1953	6	6	7	1
Mr.	Andrew Ralph England	AECPE1388M	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

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.

****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 Arun	Independent / Chairperson	09/08/2016	
		Aruna Krishnamurthy Rao	Independent	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		Vijaya Sampath	Independent	15/10/2014	
2. Nomination, Remuneration & Compensation Committee	Yes	Aruna Krishnamurthy Rao	Independent / Chairperson	15/10/2014	
		Mr. Arun Shekhar Arun	Independent	09/02/2017	
		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 Arun	Independent	15/10/2014	
		Mr. Venkateswarlu Saranu	Member	21/06/2019	
4. Stakeholders relationship committee	Yes	Aruna Krishnamurthy Rao	Independent/Chairperson	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		Vijaya Sampath	Independent	21/05/2019	

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)
24-Jul-19	04-Nov-19	Yes	6	3	74*
23-Aug-19					

* Maximum Gap from Aug 21, 2019 till Nov 04, 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	Yes	3	3	25-Jul-19	101*
				03-Nov-19	
b) Stakeholders' Relationship Committee	Yes	3	2	24-Jul-19	102***
				04-Nov-19	
c) Nomination and Remuneration & Compensation Committee	Yes	4	3	24-Jul-19	82****
				02-Aug-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 July 23, 2019 to November 03, 2019

***Maximum gap between two Committee meetings i.e from July 24, 2019 to November 04, 2019

****Maximum gap between two Committee meetings i.e from August 02, 2019 to October 23, 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 word "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.
 3. The composition of the following committees is in terms of SEBI (Listing obligations and disclosure requirements) Regulation, 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 Naresk
 Designation: Company Secretary & Compliance Officer
 Date: January 6, 2020



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 the financial year, this information may not be given by Listed entity and instead a statement "Same as previous quarter" may be given.