

Intellect/SEC/2019 -20

April 15, 2020

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

**Scrip Code :**  
INTELLECT

**Scrip Code :**  
538835

Dear Sir,

**Sub-Corporate Governance report for the quarter ended March 31, 2020 under Regulation 27(2) of Listing Regulations, 2015**

In compliance with Regulation 27(2)(a) of Listing Regulations, 2015, we enclose herewith the Corporate Governance report for the quarter ended March 31, 2020.

Kindly take this on record.

Thanking you,

**For Intellect Design Arena Ltd**



**V V Naresh**

**Company Secretary and Compliance officer**

**Intellect Design Arena Limited**

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123  
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India | Ph: +91-44-6700 8000 | Fax: +91-44-6700 8874  
E-mail: [contact@intellectdesign.com](mailto:contact@intellectdesign.com) | [www.intellectdesign.com](http://www.intellectdesign.com)

**INTELLECT DESIGN ARENA LIMITED**  
**CIN : U72900TN2013PLC080183**  
**CORPORATE GOVERNANCE REPORT**

1.Name of Listed entity **INTELLECT DESIGN ARENA LIMITED**  
2.Quarter ending **31-Mar-20**

**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 entities(Refer Regulation 17A(1))	Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity(Refer Regulation on 24(1) of Listing Regulations)	No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Refer Regulation 24(1)(a) of Listing Regulations)
Mr.	Arun Jain	AAHP6020E	00580919	Chairperson	30/08/2014	21/08/2017**	NA		30/12/1999	1	-	0	0
Mr.	Anil Kumar Verma	AMDPV2949N	01957168	Executive	30/08/2014	01/02/2018***	NA		05/07/1955	1	-	2	0
Ms.	Aruna Krishnamurthy Rao	AANPR4548X	06986715	Independent	09/10/2014	21/08/2017**	NA	72 months	15/03/1959	1	1	2	1
Mr.	Arun Shekhar Aran	AANPA1921R	00153376	Independent	03/05/2016	21/08/2019****	NA	96 months	30/04/1999	1	1	1	1
Ms.	Vijaya Sampath	AHPSG523X	00041110	Independent	21/10/2018	-	NA	60 months	26/09/1953	7	7	8	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 21st August, 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
<b>1.Audit Committee</b>					
	Yes	Arun Shekhar Aran	Independent/ Chairperson	09/08/2016	
		Aruna Krishnamurthy Rao	Independent	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		Vijaya Sampath	Independent	02/05/2019	
<b>2.Nomination, Remuneration &amp; Compensation Committee</b>					
	Yes	Aruna Krishnamurthy Rao	Independent / Chairperson	15/10/2014	
		Mr. Arun Shekhar Aran	Independent	03/02/2017	
		Arun Jain	Executive	15/10/2014	
		Vijaya Sampath	Independent	02/05/2019	
<b>3.Risk Management Committee</b>					
	Yes	Mr. Andrew Ralph England	Chairperson / Non-Executive Director	02/05/2019	
		Mr. Arun Jain	Executive	15/10/2014	
		Mr. Arun Shekhar Aran	Independent	30/01/2018	
		Mr. Venkateswarlu Saranu	Member	21/06/2018	
		Mr. Milind Ravindranath Kari	Member	24/07/2019	
<b>4.Stakeholders relationship committee</b>					
	Yes	Aruna Krishnamurthy Rao	Independent/Chairperson	15/10/2014	
		Anil Kumar Verma	Executive	15/10/2014	
		Vijaya Sampath	Independent	21/08/2019	

\*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)
04-Nov-19	18-Feb-20 23-Mar-20	Yes	6 6	3 3	102*

\* Maximum Gap from Nov 04, 2019 till Feb 14, 20

**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)
<b>a) Audit Committee</b>					
08-Jan-20	Yes	4	3	03-Nov-19	75**
14-Feb-20		4	3		
23-Mar-20		4	3		
<b>b) Stakeholders' Relationship Committee</b>					
14-Feb-20	Yes	3	2	04-Nov-19	102****
<b>c) Nomination and Remuneration &amp; Compensation Committee</b>					
14-Feb-20	Yes	4	3	23-Oct-19	114****
24-Mar-20	Yes	4	3		

\*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 November 03, 2019 to January 08, 2020  
\*\*\*Maximum gap between two Committee meetings i.e from November 04, 2019 to February 14, 2020  
\*\*\*\*Maximum gap between two Committee meetings i.e from October 23, 2019 to Feb 14, 2020

**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/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(debatable to the top 100 listed entities)  
3.The committee members have been made aware of their power,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 : **April 15 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 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

Disclosure on website in terms of Listing Regulation		
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		Yes
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		NA
New name and the old name of the listed entity		NA
<b>II Annual Affirmations</b>		
<b>Particulars</b>	<b>Regulation Number</b>	<b>Compliance status {Yes/No/NA}</b>
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 Committees	20(1) & (2)	Yes
Composition and role of risk management committee	21(1), (2), (3), (4)	Yes
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)	Yes
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 and Compliance Officer  
Date: April 15, 2020

