

Intellect/SEC/2019-20

April 08, 2019

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

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

INTELLECT DESIGN ARENA LIMITED  
 CIN : L72900TN2013PLC00183  
 CORPORATE GOVERNANCE REPORT

1. Name of Listed entity **INTELLECT DESIGN ARENA LIMITED**  
 2. Quarter ending **31-Mar-19**

**I. Composition of Board of Directors**

Name (Mr./Ms.)	Name of the Director	PAN	DIN	Category (Chairperson / Executive / Non-Executive/ Independent/ Nominee)	Date of Appointment in the current term/ cross-join	Tenure*	No of Directorship in listed entities including this listed entity (After Regulation 26(1) of Listing Regulations)	Number of Membership in Audit/Shareholder Committee(s) including this listed entity (After/Regulated as 26(1) of Listing Regulations)	No of post of Chairperson in Audit/Shareholder Committee held in listed entities including this listed entity (After Regulation 26(1) of Listing Regulations)
Mr.	Arun Jain	AAAPJG02E	00580919	Chairperson	21/08/2017**		1	0	0
Mr.	Anil Kumar Verma	AMDPV299R	01957168	Executive	01/02/2018***		1	2	0
Ms.	Aruna Krishnamurthy Rao	AAAPRAS4K	0036715	Independent	21/08/2017**	3 years	1	2	0
Mr.	Arun Shikhar Aron	AAAP1921B	0015335	Independent	21/07/2016	3 years	1	0	1
Mr.	V.Balaraman	AAAPB932D	0026723	Independent	21/08/2017**	2 years	2	3	2
Ms.	Vijaya Sampath	AMEP6522K	0064113	Independent	25/10/2018	9 months****	1	2	2
Mr.	Andrew Ralph English	AACPED86M	00211907	Non- Executive	25/10/2018	9 months****	1	0	0

\*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.

\*\*\*\*\* till the ensuing Annual General Meeting.

**II. Composition of Committees**

Name of Committee	Name of committee members	Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee)
<b>1. Audit Committee</b>		
	Arun Shikhar Aron	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	V.Balaraman	Independent
	Anil Kumar Verma	Executive
<b>2. Nomination, Remuneration &amp; Corporate Governance Committee</b>		
	V.Balaraman	Independent / Chairperson
	Aruna Krishnamurthy Rao	Independent
	Mr. Arun Shikhar Aron	Independent
	Arun Jain	Executive
<b>3. Risk Management Committee</b>	NOT APPLICABLE	
<b>4. Shareholders' Relationship Committee</b>		
	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(s) in the previous quarter	Date(s) of Meeting (if Any) in the relevant quarter	Maximum gap between any two consecutive(s) in number of days
25th October, 2018	28th January, 2019 14th March, 2019	94

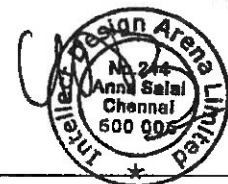
\* Maximum Gap from 25th October, 2018 till 28th January, 2019

**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*
<b>a) Audit Committee</b>			
28th January, 2019	Yes	25th October, 2018	94**
<b>b) Shareholders' Relationship Committee</b>			
28th January, 2019	Yes	25th October, 2018	94**
<b>c) Nomination and Remuneration &amp; Corporate Governance Committee</b>			
28th January, 2019	Yes	14th October, 2018	94**
23rd March, 2019	Yes	25th October, 2018	94**

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

\*\* Maximum gap between two Committee meetings is 94 from October 25, 2018 to January 28, 2019



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**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 annual 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. Disclosures**

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 related committees  
 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 :

April 08, 2019



Notes: 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**

<b>Disclosure on website in terms of Listing Regulation</b>		
<b>Item</b>	<b>Compliance Status (Yes/No/NA)</b>	
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	NA	
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>
<i>Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'</i>	16(1)(b) & 25(6)	Yes
<i>Board composition</i>	17(1)	Yes
<i>Meeting of Board of directors</i>	17(2)	Yes
<i>Review of Compliance Reports</i>	17(3)	Yes
<i>Plans for orderly succession for appointments</i>	17(4)	Yes
<i>Code of Conduct</i>	17(5)	Yes
<i>Fees/compensation</i>	17(6)	Yes
<i>Minimum Information</i>	17(7)	Yes
<i>Compliance Certificate</i>	17(8)	Yes
<i>Risk Assessment &amp; Management</i>	17(9)	Yes
<i>Performance Evaluation of Independent Directors</i>	17(10)	Yes
<i>Composition of Audit Committee</i>	18(1)	Yes
<i>Meeting of Audit Committee</i>	18(2)	Yes
<i>Composition of nomination &amp; remuneration committee</i>	19(1) & (2)	Yes
<i>Composition of Stakeholder Relationship Committee</i>	20(1) & (2)	Yes



<i>Composition and role of risk management committee</i>	21(1),(2),(3),(4)	Yes
<i>Vigil Mechanism</i>	22	Yes
<i>Policy for related party Transaction</i>	23(1),(5),(6),(7) &(8)	Yes
<i>Prior or Omnibus approval of Audit Committee for all related party</i>	23(2), (3)	Yes
<i>Approval for material related party transactions</i>	23(4)	Yes
<i>Composition of Board of Directors of unlisted material Subsidiary</i>	24(1)	Not Applicable
<i>Other Corporate Governance requirements with respect to subsidiary of listed entity</i>	24(2),(3),(4),(5) &(6)	Yes
<i>Maximum Directorship &amp; Tenure</i>	25(1) & (2)	Yes
<i>Meeting of independent directors</i>	25(3) &(4)	Yes
<i>Familiarization of independent directors</i>	25(7)	Yes
<i>Memberships in Committees</i>	26(1)	Yes
<i>Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel</i>	26(3)	Yes
<i>Disclosure of Shareholding by Non-Executive Directors</i>	26(4)	Yes
<i>Policy with respect to Obligations of directors and senior</i>	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 : VV Naresh  
 Designation : Company Secretary  
 Date : 10.04.2018

