

Intellect/SEC/2020-21

August 22, 2020

1. **The National Stock Exchange of India Ltd.,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block, BandraKurla Complex,
Bandra (E), Mumbai – 400 051.

Scrip Code :
INTELLECT

2. **The BSE Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Code :
538835

Dear Sirs,

Sub- Remote/e-voting results and Scrutinizers report of 09th Annual General Meeting

Kindly find the enclosed of the following documents:

1. Voting results as required under Regulation 44 of SEBI(LODR) Regulations, 2015
2. Report of the Scrutinizer dated August 21, 2020 pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the 09th Annual General Meeting of the Company held on August 21, 2020

We request you to take this information on record and confirm compliance.

For Intellect Design Arena Limited



V V Naresh

Company Secretary and Compliance Officer

Name of the Company
INTELLECT DESIGN ARENA LIMITED

Date of AGM/EGM
21-Aug-20

No. of shareholders as on record date
51,706

No. of shareholders attended through
VC/OAVM:

Promoter/Promoter group
3

Public
51

1.ADOPTION OF FINANCIAL STATEMENTS

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER - NON PUBLIC SHAREHOLDINGS	E-VOTING	949629	942389	99.24	942389	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	949629	942389	99.24	942389	0	100	0
PROMOTER AND PROMOTER~GROUP	E-VOTING	41526429	41526429	100	41526429	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100	41526429	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	37047669	7427236	20.05	7427236	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37047669	7427236	20.05	7427236	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	52943703	13291817	23.76	13290864	953	99.99	0.01
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		83728	0	83728	0	100	0
	SUB TOTAL	52943703	13375545	23.92	13374592	953	99.99	0.01
GRAND TOTAL		132467430	63271599	47.76	63270646	953	100	0

2.TO RE-APPOINTMENT BY ROTATION IN THE PLACE OF Mr. ANDREW RALPH ENGLAND

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER - NON PUBLIC SHAREHOLDINGS	E-VOTING	949629	942389	99.24	942389	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	949629	942389	99.24	942389	0	100	0
PROMOTER AND PROMOTER~GROUP	E-VOTING	41526429	41526429	100	41526429	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100	41526429	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	37047669	7427236	20.05	7427236	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37047669	7427236	20.05	7427236	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	52943703	13291817	23.76	13290864	933	99.99	0.01
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		83728	0	83728	0	100	0
	SUB TOTAL	52943703	13375545	23.92	13374612	933	99.99	0.01
GRAND TOTAL		132467430	63271599	47.76	63270666	933	100	0

3.TO RE-APPOINTMENT Mr. ARUN JAIN AS A MANAGING DIRECTOR OF THE COMPANY FOR A TERM OF 5 YEARS

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				Yes				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER - NON PUBLIC SHAREHOLDINGS	E-VOTING	949629	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	949629	0	0	0	0	0	0
PROMOTER AND PROMOTER~GROUP	E-VOTING	41526429	0	0	0	0	0	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	41526429	0	0	0	0	0	0
PUBLIC-INSTITUTIONS	E-VOTING	37047669	7427236	20.05	7427236	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37047669	7427236	20.05	7427236	0	100	0
PUBLIC-NON INSTITUTIONS	E-VOTING	52943703	7472641	12.59	7471688	953	99.99	0.01
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		83689	0	83689	0	100	0
	SUB TOTAL	52943703	7556330	12.75	7555377	953	99.99	0.01
GRAND TOTAL		132467430	14983566	11.31	14982613	953	99.99	0.01

4.TO APPOINT Mr. ABHAY ANANT GUPTA (DIN-00389288) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

Resolution Required:(Ordinary/Special)				Ordinary Resolution				
Whether promoter/ promoter groups are interested in the agenda/resolution?				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER - NON PUBLIC SHAREHOLDINGS	E-VOTING	949629	942389	99.24	942389	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	949629	942389	99.24	942389	0	100	0
PROMOTER AND PROMOTER~GROUP	E-VOTING	41526429	41526429	100	41526429	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100	41526429	0	100	0



	VENUE-VOTING		0	0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100	41526429	0	100	0	0
PUBLIC-INSTITUTIONS	E-VOTING	37047669	7427236	20.05	7427236	0	100	0	0
	POLL		0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0	0
	SUB TOTAL	37047669	7427236	20.05	7427236	0	100	0	0
PUBLIC-NON INSTITUTIONS	E-VOTING	52943703	13291817	23.76	13290884	933	99.99	0.01	0
	POLL		0	0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0	0
	VENUE-VOTING	83689	0	83689	0	100	0	0	0
	SUB TOTAL	52008378	13375506	23.92	13374573	933	99.99	0.01	0
GRAND TOTAL		132467430	63271560	47.76	63270627	933	100	0	0

5 (a). MODIFICATIONS TO THE TERMS & CONDITIONS OF INTELLECT STOCK
OPTION Plan Scheme 2015 ("ISOP 2015")
(b) MODIFICATIONS TO THE TERMS & CONDITIONS OF INTELLECT STOCK
OPTION Plan Scheme 2016("ISOP 2016")

Resolution Required:(Ordinary/Special)				Special Resolution				
Whether promoter/ promoter groups are interested in the				No				
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
NON PROMOTER - NON PUBLIC SHAREHOLDINGS	E-VOTING	949629	942389	99.24	942389	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	949629	942389	99.24	942389	0	100	0
PROMOTER AND PROMOTER-GROUP	E-VOTING	41526429	41526429	100	41526429	0	100	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100	41526429	0	100	0
PUBLIC-INSTITUTIONS	E-VOTING	37047669	6309563	17.03	0	6309563	0	100
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING		0	0	0	0	0	0
	SUB TOTAL	37047669	6309563	17.03	0	6309563	0	100
PUBLIC-NON INSTITUTIONS	E-VOTING	52943703	13291817	23.76	12991043	300774	97.57	2.43
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	VENUE-VOTING	83689	0	82015	1674	98	2	2
	SUB TOTAL	52943703	13375506	23.92	13073058	302448	97.57	2.43
GRAND TOTAL		132467430	62153887	46.92	55541876	6612011	89.36	10.64





CONSOLIDATED SCRUTIZER'S REPORT

(On voting through Remote E-Voting and E-Voting during the AGM)

**(Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies
(Management and Administration) Rules, 2014)**

August 21, 2020

The Chairman
Intellect Design Arena Limited
No. 244, Anna Salai
Chennai - 600 006.

Dear Sir,

**SUB: CONSOLIDATED SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING AND
E-VOTING AT THE 9TH ANNUAL GENERAL MEETING OF INTELLECT DESIGN
ARENA LIMITED HELD ON FRIDAY, AUGUST 21, 2020 AT 11:00 A.M. THROUGH
VIDEO CONFERENCING ('VC') / OTHER AUDIO VIDEO MEANS ('OVAM')**

1. I, V. Vasumathy, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company") as a Scrutinizer vide letter dated June 15, 2020 for the purpose of scrutinizing the Remote E-voting and E-voting during the 9th Annual General Meeting ("AGM") of the Company, in a fair and transparent manner in accordance with Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of resolutions set out in the notice dated June 15, 2020 of the 9th Annual General Meeting of the Members of the Company held on August 21, 2020 at 11.00 a. m. through video conferencing.
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No. 20/2020 dated May 05, 2020 read with Circular No. 14/2020 dated April 8, 2020 and Circular No. 17/2020 dated April 13, 2020 has permitted conducting of Annual General Meeting of a Company through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue. Since the AGM is held in accordance to the aforesaid



circulars, the physical presence of Members has been dispensed with and the facility for appointment of proxies by the Members was not applicable and hence dispensed with.

Members who attended the meeting through VC or OAVM have been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

3. The Management of the Company is responsible to ensure compliance with the requirements of the statutory requirements w.r.t. the following for conducting the Annual General Meeting of the Company through VC / OAVM on the resolutions contained in Notice of the 9th Annual General Meeting of the Company:
 - (i) the Companies Act, 2013 and Rules made thereunder read with the relevant Circulars of Ministry of Corporate Affairs (MCA) w.r.t. conduct of Annual General Meeting and E-voting;
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote E-Voting and E-voting at the Annual General Meeting.
4. The Company had availed the voting facility offered by Central Depository Services (India) Limited ("CDSL"), for conducting Remote E-voting ("Remote E-Voting") and E-voting ("E-voting") at the Annual General Meeting to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as Scrutinizer for the voting process is restricted to make a 'Consolidated Scrutinizer's Report' of the votes cast as "for" or "against" / "assent" or "dissent" for the resolution as stated in the notice of the 9th Annual General Meeting, based on reports generated from the Electronic voting service facility provided by Central Depository Services (India) Limited ("CDSL"), engaged by the Company, to provide voting through electronic means i.e. by Remote E-voting and on E-voting at the 9th Annual General Meeting.
6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on Friday, August 07, 2020) were entitled to vote on the resolutions as set out in the Notice of the 9th Annual General Meeting.
7. The Remote E-voting commenced on Tuesday, August 18, 2020 at 9.00 A.M IST to Thursday, August 20, 2020 at 5.00 P.M. IST and the CDSL Remote E-voting Platform was closed in due time. After declaration of voting by the Chairman during the Annual General Meeting, the shareholders who were present through VC / OAVM during the Annual General Meeting voted through the E-voting facility provided by CDSL at the Annual General Meeting.



8. The shareholders who had voted by Remote E-voting through the facility provided by CDSL had been blocked and only those shareholders who were present through VC / OAVM during the Annual General Meeting and who had not voted using the Remote e-voting facility were allowed to cast their votes through E-voting system during the Annual General Meeting.
9. After closure of E-voting during the Annual General Meeting, votes cast through E-voting during the AGM and through Remote E-voting prior to the date of AGM were unblocked in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time from the E-voting System of CDSL, scrutinized, reviewed and the votes were counted and the voting results were prepared.
10. I have relied on information provided by Cameo Corporate Services Limited ("Cameo"), the Registrar and Share Transfer Agent (RTA) of the Company in relation to details regarding number of shares held and signatures of shareholders.
11. **Based on the data downloaded from CDSL E-voting System, the total votes cast in "favour" or "against" all resolutions proposed in the Notice of the 9th Annual General Meeting are submitted by me as under:**

Resolution No. 1: Adoption of Financial Statements. *(Ordinary Resolution)*

To receive, consider and adopt:

- (i) the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and Auditors thereon;
- (ii) the Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2020 together with the reports of the Board of Directors and Auditors thereon;
- (a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
235	6,32,70,646	99.9985%



(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
2	953	0.0015%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
13	38,15,189

Resolution No. 2: To appoint a Director in the place of Mr. Andrew Ralph England, (DIN: 08211307), who retires by rotation and being eligible, offers himself for re-appointment. **(Ordinary Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
236	6,32,70,666	99.9985%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
1	933	00.0015

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
14	38,56,981

Resolution No. 3: To re-appoint Mr. Arun Jain (DIN: 00580919) as the Managing Director of the company for a term consisting of 5 years. **(Ordinary Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
222	1,49,82,613	99.9936%



(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
2	953	0.0064%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
14	38,56,981

Resolution No. 4: To appoint Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company. **(Ordinary Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
236	6,32,70,627	99.9985%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
1	933	0.0015%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
14	38,56,981

Resolution No. 5 (a): Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2015 ("ISOP 2015"). **(Special Resolution)**

Resolution No. 5 (b): Modifications to the terms and conditions of Intellect Stock Option Plan Scheme 2016 ("ISOP 2016"). **(Special Resolution)**

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
101	5,55,41,876	89.3619%



(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
132	66,12,011	10.6381%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
13	25,09,615

12. Details of scrutiny carried out in respect of the Remote E-Voting and E-voting during the Annual General Meeting:

- a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) With respect to FII's and FPI's – the scrutiny is availability of Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India and POA is scrutinized for the following:
 - i. Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch whether any SEBI registration certificate for the change in name is available or not;
 - ii. Where the POA bears a date of execution;
 - iii. Where the POA has been executed outside India - has the same has been Apostilled in that country;
 - iv. Whether the POA has been adjudicated under the Indian Stamp Act - else the document cannot be valid in India;
 - v. Whether under the POA the FII / FPI has given to the custodian – the custodian has a right to vote at general meetings and / or appoint a person as a proxy to attend and vote at a general meeting;
 - vi. Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.



I report that all Resolutions have been passed by the Members of the Company through E-voting during the Annual General Meeting and Remote E-voting with requisite majority as proposed in the Notice of the 9th Annual General Meeting of the Company. You may accordingly declare the results.

Electronic data and relevant records relating to Remote E-voting / E-voting during the 9th Annual General Meeting held on August 21, 2020, shall remain in our safe custody until the chairperson considers, approves and signs the minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the Company Secretary for the safe keeping.

Thanking you,

Yours' faithfully,

For V. VASUMATHY & ASSOCIATES,



V. VASUMATHY

Practising Company Secretary

COP:9451,FCS:5424

UDIN: F0054248000604594

Place: Chennai

Countersigned:

For INTELLECT DESIGN ARENA LIMITED



V. V. NARESH

Company Secretary & Compliance Officer