

Intellect/SEC/2022-23

August 01, 2022

**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.

**Scrip Code :**

INTELLECT

**The Bombay Stock Exchange Ltd.**

1<sup>st</sup> Floor, New Trade Ring, Rotunda Building, PJ Towers,  
Dalal Street, Fort, Mumbai – 400 001.

**Scrip Code :**

538835

Dear Sir(s),

**Sub : Remote/e-voting results along with the Scrutinizer's report of 11th Annual General Meeting of the Company**

Kindly find the enclosed of the following documents:

1. Voting results in accordance with Regulation 44 of SEBI (LODR) Regulations, 2015.
2. Report of the Scrutinizer dated July 30th, 2022 in accordance with Section 108 of Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014 of the 11<sup>th</sup> AGM of the Company held on July 29, 2022.

Kindly take the above information on record and confirm Compliance.

Thanking you,

Yours Truly,  
for Intellect Design Arena Limited,



**V VNaresh**  
**Company Secretary and Compliance officer**

Encl : As above



**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)



| NAME OF THE COMPANY                                                                   |                | INTELLECT DESIGN ARENA LIMITED |                    |                                          |                       |                     |                                      |                                   |
|---------------------------------------------------------------------------------------|----------------|--------------------------------|--------------------|------------------------------------------|-----------------------|---------------------|--------------------------------------|-----------------------------------|
| NUMBER OF SHAREHOLDERS, AS ON E-VOTING CUT-OFF DATE                                   |                | 114319                         |                    |                                          |                       |                     |                                      |                                   |
| No. of Shareholders attended the meeting through Video Conferencing                   |                |                                |                    |                                          |                       |                     |                                      |                                   |
| Promoters and Promoter Group:                                                         |                | 2                              |                    |                                          |                       |                     |                                      |                                   |
| Public:                                                                               |                | 92                             |                    |                                          |                       |                     |                                      |                                   |
| 1. Adoption of Standalone and Consolidated Financial Statements as on March 31, 2022. |                |                                |                    |                                          |                       |                     |                                      |                                   |
| 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                     |
| PROMOTER AND PROMOTER~GROUP                                                           | E-VOTING       | 41526429                       | 41526429           | 100.0000                                 | 41526429              | 0                   | 100.0000                             | 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           | 100.0000                                 | 41526429              | 0                   | 100.0000                             | 0                                 |
| PUBLIC-INSTITUTIONS                                                                   | E-VOTING       | 36461613                       | 9597902            | 26.3233                                  | 9597902               | 0                   | 100.0000                             | 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      | 36461613                       | 9597902            | 26.3233                                  | 9597902               | 0                   | 100.0000                             | 0                                 |
| PUBLIC-NON INSTITUTIONS                                                               | E-VOTING       | 56992108                       | 12528591           | 21.9830                                  | 12528483              | 108                 | 99.9991                              | 0.0009                            |
|                                                                                       | 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      | 56992108                       | 13010771           | 22.8291                                  | 13010663              | 108                 | 99.9992                              | 0.0008                            |
| NON PROMOTER - EMPLOYEES TRUST (SHARE BASED EMPLOYEES BENEFIT)                        | E-VOTING       | 7240                           | 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      | 7240                           | 13010771           | 22.8291                                  | 13010663              | 108                 | 99.9992                              | 0.0008                            |
| GRAND TOTAL                                                                           |                | 134987390                      | 64135102           | 47.5119                                  | 64134994              | 108                 | 99.9998                              | 0.0002                            |

| NAME OF THE COMPANY                                                                                 |                | INTELLECT DESIGN ARENA LIMITED |                    |                                          |                       |                     |                                      |                                   |
|-----------------------------------------------------------------------------------------------------|----------------|--------------------------------|--------------------|------------------------------------------|-----------------------|---------------------|--------------------------------------|-----------------------------------|
| 2. Declaration of dividend of Rs.2.50 per equity share for the financial year ended March 31, 2022. |                |                                |                    |                                          |                       |                     |                                      |                                   |
| 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 |
| PROMOTER AND PROMOTER~GROUP                                                                         |                | (1)                            | (2)                | (3)=(2/1)*100                            | (4)                   | (5)                 | (6)=(4/2)*100                        | (7)=(5/2)*100                     |
|                                                                                                     | E-VOTING       | 41526429                       | 41526429           | 100.0000                                 | 41526429              | 0                   | 100.0000                             | 0                                 |
|                                                                                                     | POLL           |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | POSTAL BALLOT  |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | VENUE-VOTING   |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
| PUBLIC-INSTITUTIONS                                                                                 | SUB TOTAL      | 41526429                       | 41526429           | 100.0000                                 | 41526429              | 0                   | 100.0000                             | 0                                 |
|                                                                                                     | E-VOTING       | 36461613                       | 9771869            | 26.8004                                  | 9771869               | 0                   | 100.0000                             | 0                                 |
|                                                                                                     | POLL           |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | POSTAL BALLOT  |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | VENUE-VOTING   |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
| PUBLIC-NON INSTITUTIONS                                                                             | SUB TOTAL      | 36461613                       | 9771869            | 26.8004                                  | 9771869               | 0                   | 100.0000                             | 0                                 |
|                                                                                                     | E-VOTING       | 56992108                       | 12528560           | 21.9830                                  | 12528375              | 185                 | 100.0000                             | 0.0015                            |
|                                                                                                     | POLL           |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | POSTAL BALLOT  |                                | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     | VENUE-VOTING   |                                | 482180             | 0.8460                                   | 482180                | 0                   | 100.0000                             | 0                                 |
| NON PROMOTER - EMPLOYEES TRUST (SHARE BASED EMPLOYEES BENEFIT)                                      | SUB TOTAL      | 56992108                       | 13010740           | 22.8290                                  | 13010555              | 185                 | 100.0000                             | 0.0014                            |
|                                                                                                     | E-VOTING       | 7240                           | 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                                 |
| GRAND TOTAL                                                                                         | SUB TOTAL      | 7240                           | 0                  | 0                                        | 0                     | 0                   | 0                                    | 0                                 |
|                                                                                                     |                | 134987390                      | 64309038           | 47.6408                                  | 64308853              | 185                 | 99.9997                              | 0.0003                            |

3. Re-appointment of director in the place of Mr Andrew Ralph England (DIN 08211307) who retire by rotation and being eligible, offers himself for re-appointment.

| 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 |

| NAME OF THE COMPANY                                                        |               | INTELLECT DESIGN ARENA LIMITED |          |               |          |        |               |               |
|----------------------------------------------------------------------------|---------------|--------------------------------|----------|---------------|----------|--------|---------------|---------------|
|                                                                            |               | (1)                            | (2)      | (3)=(2/1)*100 | (4)      | (5)    | (6)=(4/2)*100 | (7)=(5/2)*100 |
| PROMOTER AND<br>PROMOTER--GROUP                                            | E-VOTING      | 41526429                       | 41526429 | 100.0000      | 41526429 | 0      | 100.0000      | 0             |
|                                                                            | POLL          |                                | 0        | 0             | 0        | 0      | 0             | 0             |
|                                                                            | POSTAL BALLOT |                                | 0        | 0             | 0        | 0      | 0             | 0             |
|                                                                            | VENUE-VOTING  |                                | 0        | 0             | 0        | 0      | 0             | 0             |
| PUBLIC-<br>INSTITUTIONS                                                    | SUB TOTAL     | 41526429                       | 41526429 | 100.0000      | 41526429 | 0      | 100.0000      | 0             |
|                                                                            | E-VOTING      | 36461613                       | 9771869  | 26.8004       | 9530170  | 241699 | 97.5300       | 2.4734        |
|                                                                            | POLL          |                                | 0        | 0             | 0        | 0      | 0             | 0             |
|                                                                            | POSTAL BALLOT |                                | 0        | 0             | 0        | 0      | 0             | 0             |
| PUBLIC-NON<br>INSTITUTIONS                                                 | VENUE-VOTING  |                                | 0        | 0             | 0        | 0      | 0             | 0             |
|                                                                            | SUB TOTAL     | 36461613                       | 9771869  | 26.8004       | 9530170  | 241699 | 97.5300       | 2.4734        |
|                                                                            | E-VOTING      | 56992108                       | 12528560 | 21.9830       | 12527470 | 1090   | 99.9900       | 0.0087        |
|                                                                            | POLL          |                                | 0        | 0             | 0        | 0      | 0             | 0             |
| NON PROMOTER -<br>EMPLOYEES TRUST<br>(SHARE BASED<br>EMPLOYEES<br>BENEFIT) | POSTAL BALLOT |                                | 0        | 0             | 0        | 0      | 0             | 0             |
|                                                                            | VENUE-VOTING  |                                | 482180   | 0.8460        | 482180   | 0      | 100.0000      | 0             |
|                                                                            | SUB TOTAL     | 56992108                       | 13010740 | 22.8290       | 13009650 | 1090   | 99.9900       | 0.0084        |
|                                                                            | E-VOTING      | 7240                           | 0        | 0             | 0        | 0      | 0             | 0             |
| EMPLOYEES TRUST<br>(SHARE BASED<br>EMPLOYEES<br>BENEFIT)                   | 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     | 7240                           | 0        | 0             | 0        | 0      | 0             | 0             |
| GRAND TOTAL                                                                |               | 134987390                      | 64309038 | 47.6408       | 64066249 | 242789 | 99.6225       | 0.3775        |

4. Appointment of Mr. Ambrish Pandey Jain (DIN:07068438) as an Independent Director of the company.

| Resolution Required: (Ordinary/Special)                                    |                | Special 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 | % OF VOTES AGAINST ON VOTE POLLED |
| PROMOTER AND PROMOTER~GROUP                                                | E-VOTING       | (1) 41526429       | (2) 41526429       | (3)=(2/1)*100 100.0000                   | (4) 41526429          | (5) 0               | (6)=(4/2)*100 100.0000        | (7)=(5/2)*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           | 100.0000                                 | 41526429              | 0                   | 100.0000                      | 0                                 |
| PUBLIC-INSTITUTIONS                                                        | E-VOTING       | 36461613           | 9771869            | 26.8004                                  | 9771869               | 0                   | 100.0000                      | 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      | 36461613           | 9771869            | 26.8004                                  | 9771869               | 0                   | 100.0000                      | 0                                 |

| NAME OF THE COMPANY                                            |               | INTELLECT DESIGN ARENA LIMITED |          |         |          |      |          |        |  |  |  |
|----------------------------------------------------------------|---------------|--------------------------------|----------|---------|----------|------|----------|--------|--|--|--|
| PUBLIC-NON INSTITUTIONS                                        | SUB TOTAL     | 36461613                       | 9771869  | 26.8004 | 9771869  | 0    | 100.0000 | 0      |  |  |  |
|                                                                | E-VOTING      | 56992108                       | 12528560 | 21.9830 | 12526326 | 2234 | 99.9822  | 0.0178 |  |  |  |
|                                                                | POLL          |                                | 0        | 0       | 0        | 0    | 0        | 0      |  |  |  |
|                                                                | POSTAL BALLOT |                                | 0        | 0       | 0        | 0    | 0        | 0      |  |  |  |
|                                                                | VENUE-VOTING  |                                | 482180   | 0.8460  | 482180   | 0    | 0        | 0      |  |  |  |
| NON PROMOTER - EMPLOYEES TRUST (SHARE BASED EMPLOYEES BENEFIT) | SUB TOTAL     | 56992108                       | 13010740 | 22.8290 | 13008506 | 2234 | 99.9828  | 0.0172 |  |  |  |
|                                                                | E-VOTING      | 7240                           | 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      |  |  |  |
| GRAND TOTAL                                                    | SUB TOTAL     | 7240                           | 0        | 0       | 0        | 0    | 0        | 0      |  |  |  |
|                                                                |               | 134987390                      | 64309038 | 47.6408 | 64306804 | 2234 | 99.9965  | 0.0035 |  |  |  |



**CONSOLIDATED SCRUTINIZER'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)**

July 30, 2022

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 11<sup>TH</sup> ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED HELD ON FRIDAY, JULY 29, 2022 AT 11:00 A.M. (IST) THROUGH VIDEO CONFERENCING ('VC') / OTHER AUDIO VISUAL MEANS ('OAVM')**

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 May 9, 2022 for the purpose of scrutinizing the Remote E-voting and E-voting during the 11<sup>th</sup> 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 May 5, 2022 of the 11<sup>th</sup> Annual General Meeting of the Members of the Company held on July 29, 2022 at 11.00 A. M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").
2. In view of the continuing COVID-19 global pandemic, the Ministry of Corporate Affairs vide its Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 5, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 21/2021 dated December 14, 2021 and Circular No. 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") has permitted conducting of Annual General Meeting of a Company through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") without the physical presence of the members for the meeting at a common venue and Securities and Exchange Board of India ("SEBI") vide its Circular



No. SEBI/HO/CFD/ CMD1/CIR/P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 has provided relaxation on compliance with certain provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 due to the COVID - 19 pandemic (collectively referred to as "SEBI Circulars").

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 11<sup>th</sup> 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 National Securities Depository Limited ("NSDL"), 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 11<sup>th</sup> Annual General Meeting, based on reports generated from the Electronic voting service facility provided by National Securities Depository Limited ("NSDL") engaged by the Company, to provide voting through electronic means i.e. by Remote E-voting and on E-voting at the 11<sup>th</sup> Annual General Meeting.
6. The Shareholders of the Company holding shares as on the "Cut-off" date of (i.e. on

Friday, July 22, 2022) were entitled to vote on the resolutions as set out in the Notice of the 11<sup>th</sup> Annual General Meeting.

7. The Remote E-voting commenced on Tuesday, July 26, 2022 at 9.00 A. M. IST to Thursday, July 28, 2022 at 5.00 P. M. IST and the NSDL 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 NSDL at the Annual General Meeting.
8. The shareholders who had voted by Remote E-voting through the facility provided by NSDL 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 NSDL, 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 NSDL E-voting System, the total votes cast in "favour" or "against" / "assent" or "dissent" on all resolutions proposed in the Notice of the 11<sup>th</sup> 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 31<sup>st</sup> March, 2022 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 31<sup>st</sup> March, 2022 together with the Reports of the 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 |
|-------------------------|------------------------------|---------------------------------------|
| 433                     | 6,41,34,994                  | 99.9998%                              |

(b) Voted against the Resolution:

| Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 3                       | 108                          | 0.0002%                               |

(c) Invalid Votes:

| Total Number of Members, whose Votes were declared invalid | Number of Votes cast by them |
|------------------------------------------------------------|------------------------------|
| 27                                                         | 1,13,93,626                  |

**Resolution No. 2:** To declare a final dividend of ₹ 2.50/- per equity share for the financial year ended March 31, 2022. (*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 |
|-------------------------|------------------------------|---------------------------------------|
| 430                     | 6,43,08,853                  | 99.9997%                              |

(b) Voted against the Resolution:

| Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 5                       | 185                          | 0.0003%                               |

(c) Invalid Votes:

| Total Number of Members, whose Votes were declared invalid | Number of Votes cast by them |
|------------------------------------------------------------|------------------------------|
| 27                                                         | 1,13,93,626                  |

**Resolution No. 3:** 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 |
|-------------------------|------------------------------|---------------------------------------|
| 412                     | 6,40,66,249                  | 99.6225%                              |

(b) Voted against the Resolution:

| Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 23                      | 2,42,789                     | 0.3775%                               |

(c) Invalid Votes:

| Total Number of Members, whose Votes were declared invalid | Number of Votes cast by them |
|------------------------------------------------------------|------------------------------|
| 27                                                         | 1,13,93,626                  |

**Resolution No. 4:** To appoint Mr. Ambrish Pandey Jain (DIN: 07068438), as an Independent Director of the Company for a term of 5 years. **(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 |
|-------------------------|------------------------------|---------------------------------------|
| 428                     | 6,43,06,804                  | 99.9965%                              |

(b) Voted against the Resolution:

| Number of Members Voted | Number of Votes cast by them | % of total number of valid votes cast |
|-------------------------|------------------------------|---------------------------------------|
| 7                       | 2,234                        | 0.0035%                               |

(c) Invalid Votes:

| Total Number of Members, whose Votes were declared invalid | Number of Votes cast by them |
|------------------------------------------------------------|------------------------------|
| 27                                                         | 1,13,93,626                  |

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

- a) Shareholders who have abstained from voting while exercising their voting rights through Remote E-voting / E-voting during the Annual General Meeting, have been excluded in the aforesaid calculation of voting.
- b) 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.
- c) 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.
- d) 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, 1899 - 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 11<sup>th</sup> 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 11<sup>th</sup> Annual General Meeting held on July 29, 2022, shall remain in our safe custody until the Chairman 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,**

**VASUMATHY**  
**VASUDEVAN**  
Digitally signed by  
VASUMATHY  
VASUDEVAN  
Date: 2022.07.30  
18:32:52 +05'30'

**V. VASUMATHY**

**Practising Company Secretary**

FCS No. 5424 / COP No. 9451

Peer Review Certificate No: 680/2020

UDIN: F005424D000715881

Place: Chennai

**Countersigned:**

**For INTELLECT DESIGN ARENA LIMITED**

**VUDALI VENKATA**  
**NARESH**  
Digitally signed by VUDALI  
VENKATA NARESH  
Date: 2022.07.30 19:37:32 +05'30'

**V. V. NARESH**

**Company Secretary & Compliance Officer**