

Intellect/SEC/2025-26

July 02, 2025

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

Scrip Symbol :

INTELLECT

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

Scrip Code :

538835

Dear Sir/Madam,

Sub: Notice of the 14th Annual General Meeting

We are submitting herewith the Notice of the 14th Annual General Meeting of the Company, which is scheduled to be held on Friday, July 25, 2025 at 02.00 P.M. (IST) through Video Conferencing or Other Audio-Visual Means, in accordance with relevant circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Kindly take the above information on record and treat the same as compliance.

Thanking you,

For **Intellect Design Arena Limited,**

V V Naresh

Company Secretary and Compliance Officer

Enclosed: 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 | www.intellectdesign.com



NOTICE OF THE ANNUAL GENERAL MEETING

Notice

NOTICE IS HEREBY GIVEN THAT THE FOURTEENTH ANNUAL GENERAL MEETING OF INTELLECT DESIGN ARENA LIMITED WILL BE HELD ON FRIDAY, JULY 25, 2025 AT 2:00 P.M. (IST) THROUGH VIDEO CONFERENCING (“VC”) / OTHER AUDIO VISUAL MEANS (“OAVM”) TO TRANSACT THE FOLLOWING BUSINESSES:

ORDINARY BUSINESS

Item No. 1 – Adoption of Standalone and Consolidated Financial Statements and Reports thereon;

To receive, consider and adopt:

- (i) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2025 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 March 31, 2025 together with the Reports of the Auditors thereon.

And in this regard pass the following resolutions as an **Ordinary Resolution:**

- a) **“RESOLVED THAT** the Audited Standalone Financial Statements of the Company for the financial Year ended March 31, 2025 together with the Reports of the Board of Directors and Auditors thereon laid before this said meeting be and is hereby considered, approved and adopted.”
- b) **“RESOLVED THAT** the Audited Consolidated Financial Statements of the Company for the financial Year ended March 31, 2025 together with the Reports of the Auditors thereon laid before this said meeting be and is hereby considered, approved and adopted.”

Item No. 2 – To declare a final dividend of Rs. 4 / - plus a special dividend of Rs. 3 /- per equity share for the financial year ended March 31, 2025 and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 123 of the Companies Act, 2013, read with the Companies (Declaration and Payment of Dividend) Rules, 2014, dividend of Rs. 4 / - plus a special dividend of Rs. 3 /- per equity share of face value of Rs. 5/- each, as recommended by the Audit Committee and Board of Directors of the Company, be and is hereby approved and declared for the financial year ended March 31, 2025.”

Item No. 3 – To appoint a Director in the place of Mr. Anil Kumar Verma, (DIN: 01957168), who retires by rotation and, being eligible, offers himself for re-appointment and in this regard, pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 152 (6) and any other applicable provisions of the Companies Act, 2013, Mr. Anil Kumar Verma, (DIN: 01957168), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

SPECIAL BUSINESS:

Item No. 4: To re-appoint Mr. Arun Jain (DIN-00580919) as Managing Director of the Company for a term of 5 years and in this regard, pass the following Resolution as a Special Resolution.

“RESOLVED THAT Mr. Arun Jain (DIN:00580919) who was appointed as Managing Director of the Company at the 09th Annual General Meeting to hold office for a term consisting of 5 years with effect from August 21,2020 and pursuant to Section 152, 196, 197 and 203 of the Companies Act,

2013, read with Schedule V of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification(s) or re-enactment thereof, for the time being in force) and under clause of 34(b) of Articles of Association of the company, the consent of the members of the company be and is hereby accorded for the re-appointment of Mr. Arun Jain(DIN:00580919) as Managing Director of the Company for a term consisting of 5 years w.e.f August 21, 2025 till August 20, 2030, as recommended and approved by the Nomination, Remuneration and Compensation Committee and Board of Directors of the Company on a remuneration set out below and other terms and conditions as stated in the Explanatory statement to the said Notice.”

Name of the Managing Director	Remuneration (pa)
Mr. Arun Jain	Perquisite- At actual cost and such amount shall not exceed Rs.20,00,000/- (Rupees Twenty lakhs only) per annum***

***The Perquisites as aforesaid shall include the following:

- a. Reimbursement of medical expenses & leave travel allowance for self and family.
- b. Use of car with chauffeur and telephone at residence.
- c. Medical and accident insurance premium as per rules of the company and Keyman Insurance, if any.
- d. Leave in accordance with the leave rules of the Company from time to time in force.

Perquisites shall be evaluated at actual cost to the Company and where it is not possible to ascertain the actual cost, such perquisites shall be evaluated as per the Income Tax Rules.

The term “family” means spouse, the dependent children and dependent parents.

RESOLVED FURTHER THAT the aggregate of the remuneration payable to Mr. Arun Jain as detailed above shall be subject to the overall ceilings laid down under Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

RESOLVED FURTHER THAT notwithstanding anything contained hereinabove stated, where, in any financial year during the tenure of his appointment, the Company incurs a loss or its profits are inadequate, the remuneration payable to Mr. Arun Jain shall be governed by and subject to the ceilings provided in the provisions of Schedule V to the Companies Act 2013.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to alter and vary the terms and conditions of the appointment and/or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013.

Item No. 5 To appoint M/s B Ravi and Associates (FRN- P2016TN052400) as the Secretarial Auditors for a period of 5 years and in this regard pass the following Resolution as an Ordinary Resolution.

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial personnel) Rules 2014 and Regulation 24 A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions, if any of the Companies Act 2013, the consent of the members be and is hereby accorded for the appointment of M/s. B Ravi and Associates, (FRN-P2016TN052400) Practicing Company Secretaries, Chennai being a peer reviewed firm as the Secretarial Auditors of the Company to hold office from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting at a remuneration of Rs. 12,00,000 p.a. /- (excluding Goods and Service

Tax) plus out of pocket expenses and taxes at applicable rates, for the purpose of conducting the Secretarial Audit of the Company. for the financial years 2025-26 to 2029 -30.

RESOLVED FURTHER THAT the Board, including the relevant Committee thereof, shall be given the power to agree, alter and vary the terms and conditions of appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditors.

Item No. 6 To approve Commission payable to the Non-Executive Directors of the Company including Independent Directors of the Company (i.e., Directors other than the Managing Director and/ or Whole Time Directors) of the Company and in this regard pass the following as a Special Resolution.

“**RESOLVED THAT** in supersession of the resolutions passed earlier in this regard, and subject to the provisions of Sections 149,197 and 198 and other applicable provisions of the Companies Act, 2013 ('the Act') (including any statutory modification or re-enactment thereof for the time being in force) and applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the consent of the members be and is hereby accorded unless otherwise decided by the Board in future for payment of commission at the rate not exceeding 1% (one percent) of the net profits of the Company or remuneration in the event of loss or inadequacy of profits in any financial year in accordance with Schedule V to the Act, subject to a maximum of Rs 24,00,000 (Rupees twenty four lakhs only) for every year to all the Non-Executive Directors including Independent Directors of the Company (apart from sitting fees and expenses incurred for attending the meetings of the Committee(s) thereof), and that such commission or remuneration be paid to and distributed amongst all the Non-Executive Directors including Independent Directors of the Company in such manner and proportion as may be decided by the Board on the recommendation of the Nomination, Remuneration and Compensation committee.

By Order of the Board
for **Intellect Design Arena Limited**

V. V. Naresh
Senior Vice President - Company Secretary & Compliance Officer
Membership No.: F8248

Place: Chennai
Date: May 09, 2025

Notes

1. The Ministry of Corporate Affairs (“MCA”) has vide its circular nos. 14/2020 and 17/2020 dated April 8, 2020 and April 13, 2020 respectively, in relation to “Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19”, circular no. 20/2020 dated May 5, 2020, General Circular no. 02/2021 dated January 13, 2021, General Circular No. 19/2021 December 8, 2021, General Circular No. 21/2021 December 14, 2021, General Circular no. 02/2022 dated May 5, 2022, General Circular no. 10/2022 dated December 28, 2022 and General Circular no. 09/2023 dated September 25, 2023 and General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as “MCA Circulars”), in relation to “Clarification on holding of annual general meeting (AGM) and EGM through video conferencing (VC) or other audio visual means (OAVM)” (collectively referred to as “MCA Circulars”) and Securities and Exchange Board of India (“SEBI”) read with SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December

09, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 and SEBI Circular No.: SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 and (collectively referred to as “SEBI Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue and provided relaxation on sending hard copy of annual report to shareholders. In compliance with the MCA Circulars and SEBI Circulars, the AGM of the members of the Company is being held through VC / OAVM. The Registered Office of the Company shall be deemed to be the venue for the AGM.

- The Explanatory Statement pursuant to Section 102 (1) of the Act in respect of the business under Item Nos. 4 to 6 set out above and the relevant details in respect of the Directors seeking re-appointment at this AGM as required under Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard”) are annexed hereto.
 - The Company has fixed July 18, 2025 as the "Record Date" for determining entitlement of Members to final dividend for the financial year ended March 31, 2025, if approved at the AGM.
 - The final dividend, once approved and declared by the members in the ensuing AGM, will be paid within 30 days from the conclusion of the AGM to the shareholders. In the event the Company is unable to pay dividend to any Members directly in their bank accounts through Electronic Clearing Services or any other means, due to non-registration of the Electronic Bank Mandate, the Company shall dispatch the dividend warrant/ Bankers' cheque/ Demand Draft to such Members.
- Additionally, as per SEBI Circular effective from April 1, 2024, shareholders holding shares in physical mode whose folios are not updated with KYC details namely (i) PAN (ii) Contact Details with Pincode (iii) Mobile Number, (iv) Bank Account Details, and (v) Signature will be eligible to receive dividends only in electronic mode. Accordingly, payment of the final dividend, subject to approval at the AGM, shall be made to physical shareholders only after the required KYC details are duly updated in their folios.
- Pursuant to the Finance Act 2020, dividend income is taxable in the hands of shareholders w.e.f. April 01, 2020 and the Company is required to deduct tax at source (TDS) at the time of making the payment of final dividend to the members at the prescribed rate. However, no tax shall be deducted on the dividend payable to a resident individual shareholders if the total dividend to be received by them during the financial year 2024-25 does not exceed Rs. 10,000/- and also in cases where shareholders provide Form 15G/Form 15H. Shareholders are requested to note that in case their PAN is not registered, or having invalid PAN, the tax will be deducted at a higher rate prescribed under Section 206AA of the Income Tax Act, as applicable.

- Non- resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other documents which may be required to avail the tax treaty benefits.

We request shareholders to submit the aforesaid documents in this regard with company's Registrar and Share Transfer Agent, Cameo Corporate Services Limited at <https://investors.cameoindia.com/> or <https://wisdom.cameoindia.com> or email at nagaraj@cameoindia.com or investor@cameoindia.com on or before July 18, 2025. Any communications received after this date or through any other mode, will not be considered for deduction of applicable tax.

7. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc. :
 - a. For shares held in electronic form: to their Depository Participants (DPs)
 - b. For shares held in physical form: to the Company/Registrar and Transfer Agent in prescribed Form ISR-1 and other forms.
8. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 read with SEBI Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 has mandated the listed companies to issue securities in dematerialised form only while processing service requests viz. Issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/folios; transmission and transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR - 4, the format of which is available on the Company's website at <https://www.intellectdesign.com/investor/intimations/Intimation-to-Shareholder-for-furnishing-PAN-KYC-details2024.pdf> and on the website of the Company's Registrar and Transfer Agents, Cameo Corporate Services Limited ("Cameo") at <https://cameoindia.com/registry-and-share-transfer>. It may be noted that any service request can be processed only after the member is KYC Compliant.
9. As per the provisions of Section 72 of the Act and SEBI Circular, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. If a Member desires to opt out or cancel the earlier nomination and record a fresh nomination, he/ she may submit the same in Form ISR-3 or SH-14 as the case may be. The said forms can be downloaded from the Company's website <https://www.intellectdesign.com/investor/intimations/Intimation-to-Shareholder-for-furnishing-PAN-KYC-details2024.pdf>. Members are requested to submit the said details to their DP in case the shares are held by them in dematerialised form and to Cameo in case the shares are held in physical form.
10. Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/RTA.
11. Pursuant to the provisions of the Companies Act, 2013, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
12. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Scrutinizer by email to scrutinizervasumathy@gmail.com with a copy marked to evoting@nsdl.com.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, securities of listed companies can be transferred only in dematerialised form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this, to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holdings to dematerialised form. Members can contact the Company or Company's Registrars and Transfer Agents, Cameo Corporate Services Limited viz, www.cameoindia.com for assistance in this regard.
14. SEBI has established a common Online Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievances with the RTA/Company directly and/or through the SEBI SCORES platform, the investors can initiate dispute resolution through the ODR Portal <https://smartodr.in/login> and the same can also be accessed through the Company's website at <https://www.intellectdesign.com/investor/intimations/SEBI-Circular-for%20Online-Dispute-Resolution.pdf>.
15. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
16. In compliance with the MCA Circulars, Notice of the AGM, along with the Annual Report 2024-25, is being sent only through electronic mode to those Members whose email addresses are registered with the Company / Depositories. The Company shall send physical copy of the Annual Report of FY 2024-25 to those Members who request for the same at company.secretary@intellectdesign.com or naresh.vv@intellectdesign.com mentioning their Folio No./DP ID and Client ID. Members may note that the Notice and Annual Report 2024-25 will also be available on the Company's website www.intellectdesign.com, websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com and on the website of NSDL at <https://www.evoting.nsdl.com> respectively.
17. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
18. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 Members on a first come first served basis as per the MCA Circulars. This will not include large shareholders (shareholders holding 2% or more shareholding), Promoter/ Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
19. Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
20. The relevant documents referred to in the Notice are available for inspection by the members at the Registered Office of the Company during business hours on any working day (i.e. except Saturdays, Sundays & Public Holidays) between 10.00 A.M. IST to 5.00 P.M IST up to the date of the Annual General Meeting.
21. The register of directors and key managerial personnel (KMP) and their shareholding, maintained under Section 170 of the Act, and the register of contracts or arrangements in which the directors are

- interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM.
22. The facility for voting during the AGM will also be made available. Those Members, who will be present at the AGM through VC / OAVM facility and have not cast their vote on the resolutions through remote e-voting and otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM.
 23. The Board of Directors of the Company has appointed Mrs. V. Vasumathy, Practising Company Secretary (Membership No. FCS 5424/ COP-9451) as a Scrutiniser to scrutinise the remote e-voting and voting through electronic means at the AGM in a fair and transparent manner and she has communicated her willingness to be appointed.
 24. The Scrutiniser, after scrutinising the votes cast through remote e-voting and through electronic means at the AGM, will not later than two working days of the conclusion of the meeting, make a consolidated Scrutiniser's Report and submit the same to the Chairman or the Company Secretary. The results declared along with the consolidated Scrutiniser's Report shall be placed on the website of the Company at the link: www.intellectdesign.com and on the website of Company's Registrars and Transfer Agents, Cameo Corporate Services Limited viz, www.cameoindia.com. The results shall be communicated to the Stock Exchanges simultaneously.
 25. Subject to receipt of the requisite number of votes, the Resolutions shall be deemed to have been passed on the date of the meeting, i.e. Friday, July 25, 2025.
 26. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
 27. A person, whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the Depositories as on the cut-off date, i.e., Friday, July 18, 2025 only shall be entitled to avail the facility of e-voting. A person who is not a member after the cut-off date, should treat this Notice for information purpose only.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING THE AGM THROUGH VC/OAVM MODE ARE AS UNDER:

The remote e-voting period begins on Tuesday, July 22, 2025 (9:00 a.m. IST) and ends on Thursday, July 24, 2025 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. July 18, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 18, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

1. For OTP based login you can click on <https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp> You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
2. Existing **IDEAS** user can visit the e-Services website of NSDL Viz. <https://eservices.nsdl.com> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
3. If you are not registered for IDEAS e-Services, option to register is available at <https://eservices.nsdl.com>. Select "Register Online for IDEAS Portal" or click at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
5. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress

as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.

3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.

Individual Shareholders (holding securities in demat mode) login through their depository participants:

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS

login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - i. If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - ii. If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.

- After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote to the Scrutinizer by e-mail to scrutinizervasumathy@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
- In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on 022 - 48867000 or send a request to Mr. Amit Vishal, Deputy Vice president at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to company.secretary@intellectdesign.com.
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to company.secretary@intellectdesign.com. If you are an Individual shareholders holding securities in demat mode, you are

requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email ID, mobile number at company.secretary@intellectdesign.com or naresh.vv@intellectdesign.com between Monday, July 14, 2025 (9:00 a.m. IST) and ends on Thursday, July 24, 2025 (5:00 p.m. IST). The same will be replied by the company suitably.

6. Members who would like to express their views or ask questions as a speaker at the Meeting may pre-register themselves by sending a request from their registered e-mail address mentioning their names, DP ID and Client ID/ folio number, PAN and mobile number at naresh.vv@intellectdesign.com or company.secretary@intellectdesign.com from July 14, 2025 (09:00 a.m. IST) to July 24, 2025 (05:00 p.m. IST). Only those Members who have pre-registered themselves as a speaker will be allowed to express their views or ask questions during the AGM. The Company reserves the right to restrict the number of questions and speakers depending on the availability of time for the AGM.

By Order of the Board
for Intellect Design Arena Limited

V. V. Naresh
Senior Vice President - Company Secretary & Compliance Officer
Membership No.: F8248

Place: Chennai
Date: May 09, 2025

Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, Secretarial Standard - 2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

Item No. 3

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2

The brief resume, age, qualifications, functional expertise and the membership on various Boards and Committee to be re-appointed at the Fourteenth annual general meeting of the company are furnished below.

Name of Director	Mr. Anil Kumar Verma
Date of birth	05.07.1955
Age	69 years
Qualifications	Bachelor of Electrical Engineering from IIT, Delhi and post-graduate in Instructional Design from the University of Wollongong in Australia
Experience	42 years
Expertise in functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.
No. of Board Meetings attended during the financial year 2024-2025	7 Meetings
Terms and condition	The terms and conditions of re-appointment was approved by the members of the Company in the AGM held on July 28, 2015. Subsequently the terms and conditions of re-appointment was changed effective from November 01,2022.
Remuneration last drawn(FY 2024-2025)	1.13 million
Remuneration Proposed to be paid	As per existing approved terms of appointment
Date of appointment on the Board (Initial Appointment)	September 30, 2014
Shareholding as on March 31, 2025	2,37,433 Equity Shares
Relationship with other Directors / KMP	He is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director
Name of listed entities in which the person holds Directorship	Nil
Listed entities in which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the Independent Director meets the requirement.	Not Applicable
Chairman / Member of Committee of the Board of Directors of the Company	Intellect Design Arena Limited 1. Corporate Social Responsibility Committee – Chairman 2. Audit Committee – Member 3. Stakeholders’ Relationship Committee - Member
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice	Oculus Healthcare Private Limited

Brief Resume of Mr. Anil Kumar Verma

Mr. Anil Kumar Verma is a key contributor to the strategic vision of the organization. A Bachelor of Electrical Engineering from IIT Delhi and postgraduate in instructional design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 42 years in the industry.

Anil established and nurtured deep relationships for strengthening Intellect brand in Australia. Earlier, he was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies in Australia) that later became NASSCOM Australia, an influential industry body that he led as founder President for several years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the Western Sydney University in Australia where he was instrumental in creating graduate and post graduate course on software testing. He has contributed significantly in promoting collaboration between India and Australia in the field of ICT. In 1997 he was nominated for prestigious Australia Day award for his contribution to the Aboriginal community.

Anil has been associated with the Australian Computer Society, AIIA – FSG (Australian Information Industry Association – Financial Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

Item No. 4

To re-appoint Mr. Arun Jain (DIN:00580919) as the Managing Director of the Company for a term of 5 years and in this regard, pass the following Resolution as a Special Resolution:

Mr. Arun Jain (DIN: 00580919) was appointed as the Managing Director of the Company with effect from August 30, 2014, which was duly approved by the shareholders at the 3rd Annual General Meeting ("AGM") held in the year 2014.

Thereafter, Mr. Arun Jain was re-appointed as the Managing Director for a further period of 3 (three) years in the AGM held in the year 2017. Subsequently, he was again re-appointed for a further term of 5 (five) years with effect from August 21, 2020, by the shareholders at the AGM held in the year 2020. His present term shall conclude on August 20, 2025.

The Board of Directors of the Company at its meeting held on May 09, 2025 based on the recommendation of Nomination, Remuneration and Compensation Committee had considered and approved after unanimously due deliberation, the continuation of Mr. Arun Jain as the Managing Director of the Company for a further period of 5 (five) years from August 21, 2025 till August 20, 2030 subject to approval of the shareholders by way of Special Resolution.

The Company has received following disclosures from Mr. Arun Jain:

- Is not disqualified under Section 164 of the Companies Act, 2013 ("the Act") to act as a Director of the Company.
- Has, in pursuance of BSE Limited's Circular LIST / COMP/14/2018-19 dated June 20, 2018 and National Stock Exchange of India's Circular No. NSE/CML/2018/24 dated June 20, 2018, affirmed that he is not debarred from holding the office of Director by virtue of any SEBI order or any other such authority.
- Confirmation in terms of Regulation 25(8) of the SEBI Listing Regulations that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as a Managing Director of the Company.

The particulars of the terms of appointment of and remuneration payable to Mr. Arun Jain are as under:

Name of the Managing Director	Remuneration (Per Annum)
Mr. Arun Jain	Perquisite- At actual cost, and such amount shall not exceed Rs.20,00,000/-(Rupees Twenty lakhs only) per annum***

*** The Perquisites as aforesaid shall include the following:

- Reimbursement of medical expenses & leave travel allowance for self and family.
- Use of car with chauffeur and telephone at residence.
- Medical and accident insurance premium as per rules of the company and Keyman Insurance, if any.
- Leave in accordance with the leave rules of the Company from time to time in force. Perquisites shall be evaluated at actual cost to the Company and where it is not possible to ascertain the actual cost, such perquisites shall be evaluated as per the Income Tax Rules. The term "family" means spouse, the dependent children and dependent parents.

General:

- The Managing Director will perform his respective duties as such with regard to all work of the Company, he will manage and attend to such business, and carry out the orders and directions given by the Board from time to time in all respects and conform to and comply with all such statutory reports, directions and regulations as may from time to time be given and made by the Board and the functions of the Managing Director will be under the overall supervision of the Board.
- The Managing Director shall act in accordance with the Articles of Association of the Company and shall abide by the provisions contained in Section 166 of the Act with regard to duties of directors.

- iii. The office of the said Managing Director shall not be liable to determination for retirement by rotation pursuant to the provisions of the Companies Act, 2013 and the Articles of Association of the Company.
- iv. The Managing Director shall adhere to the Company's Code of Conduct for Directors and Senior Management I and Code of Conduct for Prevention of Insider Trading and fair Disclosure of Unpublished Price Sensitive Information Policy, as amended from time to time.
- v. The office of the Managing Director may be terminated by the Company or the concerned Managing Director by giving the other 3 (three) months' prior notice in writing. Mr. Arun Jain satisfies all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under sub-section (3) of Section 196 of the Act for being eligible for their appointment. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act. The above may be treated as a written memorandum setting out the terms of appointment of Mr. Arun Jain under Section 190 of the Act

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Arun Jain to whom the resolution relates, is interested or concerned in the Resolution.

As, Mr. Arun Jain would attend the age of 70 years during his tenure of appointment and as per the provision of Section 196(3) of the Companies Act, 2013 read with conditions specified in Part 1 of Schedule V to the said section, the appointment of Managing director shall be made by way of a special resolution.

The Board recommends the Special Resolution set forth in Item No. 4 of the notice for the approval of Members.

DETAILS OF DIRECTOR SEEKING RE-APPOINTMENT AT THE 14th ANNUAL GENERAL MEETING IN ACCORDANCE WITH REGULATION 36 (3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARDS 2

Name of Director	Mr. Arun Jain
Date of birth	30.12.1959
Age	66 years
Qualifications	Bachelor of Science (Electrical Engineering) from Delhi University
Experience	38 years
Expertise in functional areas	Expertise in Banking technology and rich experience in working with Global clients in BFSI domain for over three decades
Term of Reappointment	5 years (August 21, 2025 to August 20, 2030)
Remuneration	Perquisites not exceeding ₹20,00,000/- per annum (as detailed in the Explanatory Statement)
No. of Board Meetings attended during the financial year 2024-2025	6 Meetings
Terms and condition	The terms and conditions of reappointment will be on the same terms as mentioned in the notice elsewhere in this report
Date of appointment on the Board (Initial Appointment)	August 30, 2014
Shareholding as on March 31, 2025	75,56,321 Equity Shares
Relationship with other Directors / KMP	Mr. Arun Jain is brother-in-law of Mr. Anil Kumar Verma, Whole time Director of the Company
Name of listed entities in which the person holds Directorship	Nil
Listed entities in which the person has resigned in the past three years	Nil
Skills and capabilities required for the role and the manner in which the Independent Director meets the requirement.	Not Applicable
Chairman / Member of Committee of the Board of Directors of the Company	Intellect Design Arena Limited 1. Corporate Social Responsibility Committee – Member 2. Risk Management Committee – Member 3. Nomination, Remuneration and Compensation Committee - Member
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice	1. Maveric Systems Limited 2. Adrenalin eSystems Limited 3. Polaris Banyan Holding Private Limited 4. Grow Talent Company Limited

Brief Resume of Mr. Arun Jain

Mr. Arun Jain is the Founder of Polaris Group and the Chairman & Managing Director of Intellect Design Arena Ltd., a global enterprise grade financial technology company.

With over three decades of experience in the financial technology space, Arun brings a unique blend of domain expertise and technological innovation. He established Intellect with a vision to build world-class IT products from India for global financial institutions, and today, the company operates in 57 countries, serving 500+ leading banks and financial institutions.

A passionate evangelist of Design Thinking, Arun has institutionalised its practice across industries, academia, and government. He pioneered eMACH.ai, the First Principles Thinking based Most Comprehensive, Composable and Intelligent Open Finance Platform, and recently launched Purple Fabric, the World's First Open Business Impact AI Platform that transforms enterprise data into knowledge. He is also the founder of three social impact institutions: School of Design Thinking, Mission Samridhdi, and Ullas Trust. Arun is a published author and a committed institution-builder.

Item No. 5**To appoint M/s B Ravi and Associates (FRN- P2016TN052400) as the Secretarial Auditors for a period of 5 years**

In terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI LODR Regulations) read with SEBI notification dated December 12, 2024, and other applicable provisions of the Companies Act, 2013 the Company is required to appoint a peer reviewed firm as secretarial auditors for a period of 5 years commencing FY 2025-26, to conduct secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013.

The Board of Directors of the Company at its meeting held on April 10, 2025, considered and reviewed the appointment of M/s B Ravi and Associates (FRN- P2016TN052400) as the secretarial auditor of the Company for the period of five years commencing from the conclusion of the 14th Annual General Meeting until the conclusion of the 19th Annual General Meeting for conducting the secretarial audit of the Company for the period beginning from Financial Year 2025-2026 till FY 2029-2030.

M/s B Ravi and Associates has:

- (i) Consented vide letter dated January 07, 2025 for being appointed as Secretarial Auditors of the Company for five years as per Regulation 24 A of SEBI (LODR) Regulations, 2015
- (ii) Certified that the appointment, if made, shall be in accordance with the below mentioned conditions:
 - (a) The firm is eligible for appointment as it is Peer Reviewed Company Secretary and has not incurred any of the disqualifications as specified by the Board
 - (b) The proposed appointment is as per the terms provided under the Act;
 - (c) The proposed appointment is within the limits laid down by or under the authority of the Act;
 - (d) The list of proceedings against the auditor or audit firm or any of the partner of the audit pending with respect to professional matters of conduct, as disclosed in the certificate, is true and correct.

None of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution. The Board recommends the Ordinary Resolution set forth in Item No. 5 of the notice as an Ordinary Resolution for the approval of the members.

Statement containing additional disclosure as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed fees payable to the Secretarial Auditor for the financial year 2025	Rs. 12,00,000 p.a./- (Rupees twelve Lakhs Only)
Terms of appointment	Five years for conduct of secretarial Audit from the financial year 2025-26 to 2029-30. From the conclusion of this 14th AGM scheduled to be held on July 25, 2025 till the conclusion of 19th AGM which shall be held in the calendar year 2030, for the purpose of conducting the Secretarial Audit of the Company for the financial years 2025-26 to 2029 -30 subject to the approval of shareholders of the Company.
Material changes in the fee payable to new Secretarial Auditor	The Board of Directors shall approve revisions to the remuneration of M/s B Ravi and Associates for the remaining part of the tenure from time to time.
Basis of recommendation for appointment including the details in relation to and credentials of the Secretarial Auditor proposed to be appointed	M/s. B. Ravi & Associates, Company Secretaries, having FRN: P2016TN052400 and Peer Review Certificate no 6835/2025 is a renowned firm. CS Dr. B. Ravi is a renowned Practicing Company Secretary and an Expert in Company Law & Secretarial Practice. He is a Fellow Member of the Institute of Company Secretaries of India (FCS No.: 1810) and Managing Partner of M/s. B. Ravi & Associates. The Firm specializes in Secretarial Audit, Due Diligence, Corporate Restructuring and advices on Legal and Company Law matters to Companies.
Brief profile of Secretarial Auditor	M/s. B. Ravi & Associates specializes in Secretarial Audit, Due Diligence, Corporate Restructuring and advices on Legal and Company Law matters to Companies.

Item No. 6**To approve Commission payable to the Non-Executive Directors including Independent Directors of the Company (i.e., Directors other than the Managing Director and/ or Whole Time Directors) of the Company and in this regard pass the following as a Special Resolution.**

The Board of Directors of the Company at its meeting held on May 09, 2025 based on the recommendation of Nomination, Remuneration and Compensation Committee had considered and approved the payment of commission not exceeding in aggregate, 1% per annum of the net profits of the Company computed in the manner referred to in Section 198 of the Companies Act, 2013 to the Non-Executive Directors including Independent Directors of the Company (i.e., Directors other than the Managing Director and/ or Whole Time Directors) of the Company, and the same requires prior approval of Shareholders by way of an Special Resolution.

As per the provisions of Section 197 and Section 198 of the Companies Act, 2013 read with the rules and schedule made thereunder, and Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations"), the Company is permitted to pay remuneration by way of commission to the Non-Executive Directors including Independent Directors of the Company (i.e., Directors other than the Managing Director and/or Whole-time Directors), in addition to sitting fees for attending meetings of the Board and its Committees.

It is noted that such remuneration by way of commission shall not exceed one percent (1%) of the net profits of the Company in any financial year, computed in the manner laid down under Section 198 of the Companies Act, 2013.

The Non-Executive Directors of the Company possess high levels of professional expertise and experience in diverse functional areas. Their active involvement in decision-making and strategic direction has significantly contributed to the governance, compliance, and long-term sustainability of the Company.

The evolving regulatory landscape, which has placed enhanced responsibilities and accountability on the Non-Executive and Independent Directors under the Companies Act, 2013 and SEBI LODR Regulations, 2015, thereby necessitating adequate and commensurate compensation in recognition of their substantial time spent, expertise, and oversight functions.

Except Non-Executive Directors including Independent Directors of the Company, none of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, interested or concerned, financially or otherwise in the said resolution. The Board recommends the Special resolution set forth in Item No. 6 of the notice for the approval of Members.

This space has been intentionally left blank