

Intellect/SEC/2025-26

April 21, 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.
2. **BSE Limited,**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.

Scrip Symbol :
INTELLECT

Scrip Code :
538835

Dear Sir/Madam,

Sub: Postal Ballot Notice – Disclosure under Regulation 30 of the SEBI (Listing Obligations & Disclosure Requirements) Regulation, 2015

The Board of Directors of the Company at their meeting held on April 09, 2025 and April 10, 2025 had inter-alia approved the Postal Ballot Notice on April 10, 2025 for seeking approval of the members of the Company for the business as set out in the Postal Ballot Notice.

Please find enclosed herewith Postal Ballot Notice together with the Explanatory Statement sent to the members of the Company whose names appears on the Register of Members / List of Beneficial Owners as on Friday, April 18, 2025.

The notice is available on the company's website www.intellectdesign.com.

The e-voting period shall commence on Wednesday, April 23, 2025 at 09.00 A.M. (IST) and shall end on Thursday, May 22, 2025 at 05.00 P.M. (IST).

Kindly take the above information on record and confirm compliance.

Thanking you,
For **Intellect Design Arena Limited,**

V V Naresh
Company Secretary and Compliance Officer

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

Intellect Design Arena Limited

CIN: L72900TN2011PLC080183

Registered Office:

No.244, Anna Salai, Chennai, Tamil Nadu, India – 600006.

E-mail ID: company.secretary@intellectdesign.com

website: www.intellectdesign.com

Tel: +91-44-6700-8000

Fax: +91-44-6700-8874

POSTAL BALLOT NOTICE

Dear Member(s),

NOTICE is hereby given to the Members of Intellect Design Arena Limited (the “Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions of The Companies Act, 2013 (hereinafter referred to as “the Act”) and the rules made thereunder, read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force read with the Ministry of Corporate Affairs General Circular Nos. 14/2020 & 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, General 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 dated December 14, 2021, General Circular No. 02/2022 dated May 5, 2022, General Circular No. 10/2022 dated December 28, 2022, 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”), Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (“Listing Regulations”) read with SEBI Circular No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 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 any other laws, rules and regulations for the time being in force and as amended from time to time, to transact the special business as set out hereunder by passing Special Resolutions by way of postal ballot through voting by electronic means ('remote e-Voting').

Members consent is sought for the proposal contained in the resolutions given in this Notice. The Explanatory Statement as required under Section 102 and 110 of the Companies Act, 2013 pertaining to the said resolutions setting out the material facts and related particulars is annexed hereto.

The Company has appointed Ms. Vasumathy Vasudevan, Practicing Company Secretary (FCS: 5424, COP: 9451), of M/s. V. Vasumathy & Associates, Chennai as the Scrutinizer for conducting the Postal Ballot through remote e-voting in a fair and transparent manner.

The Company has engaged the services of National Securities Depository Limited (“NSDL”) as the common agency to provide remote e-voting facility.

The remote e-voting facility will be available during the following period:

Cut-off date for determining the Members entitled to vote	Friday, April 18, 2025
Commencement of remote e-voting period	09.00 A.M. (IST) on Wednesday, April 23, 2025
Conclusion of remote e-voting period	05.00 P.M. (IST) on Thursday , May 22, 2025

Members are requested to carefully read the instructions in this Postal Ballot Notice and record their assent (FOR) or dissent (AGAINST) only through remote e-voting by not later than 05.00 P.M. (IST) on Thursday, May 22, 2025. The remote e-voting facility will be disabled by NSDL immediately after 05.00 P.M. (IST) on Thursday, May 22, 2025 and no votes can be cast thereafter.

The Scrutinizer will submit his report to the Company Secretary & Compliance Officer of the Company, within two (2) working days from the conclusion of remote e-Voting i.e., **on or before Monday, May 26, 2025**. Based on the Scrutinizer's Report, the Results of remote e-Voting will be declared and the same shall be placed on the website of the Company at www.intellectdesign.com and on the website of NSDL at <https://www.evoting.nsd.com> and shall simultaneously be forwarded to the National Stock Exchange of India Limited (“NSE”) and BSE Limited (“BSE”), at www.nseindia.com and www.bseindia.com respectively where the shares of the Company are listed.

The results of remote e-Voting along with the Scrutinizer's report will also be displayed at the Notice Board at the Registered Office and the Corporate Office of the Company. The proposed resolution, if approved, shall be deemed to have been passed on the last date of remote e-voting i.e. Thursday, May 22, 2025.

SPECIAL BUSINESS

ITEM NO. 1

To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for a second term of 5 years:

To consider and if thought fit to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152, and other applicable provisions of The Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr. Abhay Anant Gupte (DIN: 00389288), who was appointed as an Independent Director of the Company at the 09th Annual General Meeting of the Company and who holds office upto June 14, 2025, and who is eligible for re-appointment for a second term and who meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from June 15, 2025 till June 14, 2030.

RESOLVED FURTHER THAT any Director of the Company or Mr. V. V. Naresh, Company Secretary and Compliance Officer of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

ITEM NO. 2

To consider and approve the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme and in this regard to:

Consider and if thought fit to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Section 62(1)(b) of the Companies Act, 2013, Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 7 of the SEBI (Share Based Employee Benefits) Regulations, 2014 and any other applicable laws, rules, regulations for the time being in force (including any statutory modification(s) or re-enactment(s) thereof), as recommended by the Nomination and Remuneration Committee, the approval of the Board of Directors of the Company, be and is hereby accorded to carry out the following amendments to the Associate Stock Option Plan 2011 (ASOP 2011) Scheme :

1. The options which are surrendered, cancelled or forfeited, which are eligible to be reissued as fresh grants as per the provisions of ASOP 2011 as on 31st December 2024 is 20,34,910 (Twenty Lakhs Thirty Four Thousand Nine Hundred and Ten only) options convertible into equivalent number of Equity Shares of Rs.5/- (Rupees Five) each. These options can be granted under Swarnam 11, 21, 31, 41, 51 & 61.
2. New Types of grants - Swarnam 51 & 61 are introduced recommended for options / RSU's to be granted at Rs.5/-.
3. Vesting for Swarnam 51 - 33% at the end of the 3rd year, 33% at the end of the 4th year, and 34% at the end of the 5th year, with an additional vesting condition.
4. Options granted under Swarnam 51 shall be vested based on Attaining Goals or Achieving Targets or Occurrence of an Event.
5. On the recommendations from ISOP Selection Committee, the Nomination and Remuneration & Compensation Committee shall specify the goals, targets and events and communicate the same through grant letter at the time of grant.
6. These options shall vest not less than two years from the date of grant or not later than five years from the date of grant.
7. The targets or goals as may be fixed by the Compensation committee shall be - Either Individual or team or the organization as a whole and Financial or Event achievement.

8. Vesting for Swarnam 61 - shall be decided by the Nomination Remuneration and Compensation Committee subject to a maximum vesting period of five years.

RESOLVED FURTHER THAT the Board or any Committee thereof, be and are hereby authorized to do all such things, deeds, matters and acts as may be required to give effect to this resolution and to do all such things incidental or ancillary thereto.

RESOLVED FURTHER THAT any Director of the Company or Mr. V. V. Naresh Company Secretary and Compliance Officer of the Company be and is hereby authorised severally to do all acts and take all such steps as may be necessary, proper or expedient to give effect to the above resolution.”

**By order of the Board of Directors
For Intellect Design Arena Limited**

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

Place: Chennai

Date: April 10, 2025

Notes:

1. Pursuant to Section 102 read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014, an Explanatory Statement setting out the material facts and reasons for the proposed Resolution of the Postal Ballot is appended herein.
2. The Postal Ballot Notice is being sent to all the Members of the Company, whose names appear on the Register of Members, as received from National Securities Depository Limited (“NSDL”) / Central Depository Services (India) Limited (“CDSL”) on Friday, April 18, 2025 (cut-off date) and who have registered their e-mail addresses with Cameo Corporate Services Limited, Registrar and Share Transfer Agent (“RTA”) of the Company or the Depository Participant(s). In terms of the said MCA Circulars, the requirement of sending the physical Notice of Postal Ballot along with the Postal Ballot Form in physical form has been dispensed with till September 30, 2025. Accordingly, physical copies of Notice of Postal Ballot and Postal Ballot Form are not being despatched to any Member of the Company. The members as on the said cut-off date are only eligible for voting on the resolution stated in this Notice. A person who is not a Member as on the Cut-off Date should treat this Postal Ballot Notice for information purposes only.
3. Relevant documents referred to in this Postal Ballot notice and the Explanatory Statement pursuant to Section 102 of the Act is available for inspection through electronic mode. Members are requested to write to the Company at company.secretary@intellectdesign.com from their registered e-mail addresses mentioning their names, folio numbers/DP ID and Client ID for inspection of the said documents.
4. After sending the Notice of Postal Ballot through email, an advertisement shall be published in English newspaper and Tamil newspaper, each with wide circulation in the district, where the Registered Office of the Company is situated, and also on the Company’s website: www.intellectdesign.com.
5. The Notice of Postal Ballot will also be available on the Company's website at www.intellectdesign.com; website of the Stock Exchanges i.e. BSE and NSE at www.bseindia.com and www.nseindia.com respectively. Notice is also available on the website of Depository i.e. NSDL at <https://www.evoting.nsdl.com>.
6. The Scrutinizer's decision on the validity of the votes cast through Postal Ballot shall be final.

7. The Resolution set out in the Notice of Postal Ballot, if passed by requisite majority, shall be deemed to have been passed on the last date specified for remote e-Voting i.e. Thursday , May 22, 2025. Further, resolutions passed by the Members through postal ballot are deemed to have been passed as if they are passed at a general meeting of the Members.
8. The results of the Postal Ballot shall be declared along with Scrutinizer's Report within two (2) working days from the conclusion of remote e-Voting i.e., on or before Monday, May 26, 2025 in the recognised Stock Exchanges where the Company have listed its shares namely BSE & NSE and on the website of the Company.
9. In case of any queries, you may contact the Company at company.secretary@intellectdesign.com. Alternatively, you may contact the RTA, Cameo Corporate Services Limited at cameo@cameoindia.com, "Subramanian Building" No. 1, Club House Road, Chennai- 600 002 Ph:- 044- 4002 0700, Fax: 044 2846 0129.
10. Members are informed that in case of joint holders, only such joint holder whose name stands first in the Register of Members of the Company as on cut-off date as received from Depositories in respect of such joint holding will be entitled to vote.

11. Remote e-Voting procedure:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period begins on Wednesday, April 23, 2025 at 09:00 A.M. (IST) and will end on Thursday, May 22, 2025 at 05:00 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 as on the cut-off date i.e., Friday, April 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 Friday, April 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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 e-mail 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. <https://eservices.nsd.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.
2. If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsd.com>. Select “**Register Online for IDeAS Portal**” or click at <https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp>
3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.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.
4. 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 e-voting is in progress as per the information provided by company. On clicking the e-voting 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. Additionally, there are 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 e-voting 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.

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
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B) Login Method for e-Voting 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'?
 - 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'.
 - 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.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. 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 is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for Shareholders

1. 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.
2. 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.
3. 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 registration of email address for obtaining Postal Ballot notice:

1. In case shares are held in physical mode, are requested to register / update their e-mail address by submitting Form ISR-1 (available on the website of the Company) at www.intellectdesign.com. 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 or naresh.vv@intellectdesign.com or to M/s. Cameo Corporate Services Limited, (RTA) Unit: Intellect Design Arena Limited, Subramanian Building, No. 1, Club House Road, Chennai - 600 002, Phone no.: 044- 4002 0700, Fax: 044 2846 0129.

2. 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@intellect design.com or naresh.vv@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 for Individual shareholders holding securities in demat mode.**
3. 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.
4. In terms of SEBI circular dated December 9, 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.

EXPLANATORY STATEMENT UNDER SECTION 102 & 110 OF THE COMPANIES ACT, 2013.

Item No. 1

Re-appointment of Mr. Abhay Anant Gupte as an Independent Director of the Company for a Second term of 5 years:

Mr. Abhay Anant Gupte (DIN: 00389288) was appointed as an Additional Director in the Board Meeting held on June 15, 2020 and as an Independent Director of the Company at the Annual General Meeting held on August 21, 2020 for a term of 5 years with effect from June 15, 2020.

Mr. Abhay Anant Gupte's tenure as an Independent Director shall expire on June 14, 2025. The Board of Directors at its meeting held on April 09, 2025 and April 10, 2025, based on the receipt of a Notice in writing under Section 160 (1) of the Companies Act, 2013 from a member proposing his candidature for the office of Director, recommendation of the Nomination, Remuneration and Compensation Committee and subject to shareholders' approval, recommended the re-appointment of Mr. Abhay Anant Gupte as an Independent Director for a second term of 5 years with effect from June 15, 2025 till June 14, 2030.

The Company has received following disclosures from Mr. Abhay Anant Gupte:

- (a) Consent to act as Director of the company in Form DIR 2 pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014;
- (b) Intimation in Form DIR 8 in terms of the Rules to the effect that he is neither disqualified nor debarred from holding office of director by virtue of any SEBI order or any other such authority under the provisions of Section 164 (2) of the Act;
- (c) Declaration to the effect that he meets the criteria of independence as provided in Section 149 (6) of the Act read with Regulation 16 (1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (d) 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 an Independent Director of the Company.

The Board recommends the re-appointment on the basis of his performance evaluation and after considering his skills, expertise and rich experience in the technology field as required by the Board. The Board is of the view that considering the background, experience and contributions made by Mr. Abhay Anant Gupte during his tenure, his continued association

would be beneficial and in the best interest of the Company and it is desirable to continue to avail his services as an Independent Director.

In the opinion of the Board, Mr. Abhay Anant Gupte fulfils the conditions specified in the Act and Listing Regulations for such re-appointment and is independent of the Management. Accordingly, it is proposed to re-appoint Mr. Abhay Anant Gupte as an Independent Director of the Company, not liable to retire by rotation and to hold office for a second term of 5 (five) years on the Board of the Company with effect from June 15, 2025 till June 14, 2030.

A copy of the draft letter for re-appointment of Mr. Abhay Anant Gupte as an Independent Director setting out the terms & conditions are available on the website of the Company viz., <https://www.intellectdesign.com/> and are also available for inspection by the members as per the instructions provided in the Note No. 03 of this Notice.

Except Mr. Abhay Anant Gupte, being an appointee, none of the other Directors and Key Managerial Personnel (“KMP”) of the Company and their relatives in any way are concerned or interested (financially or otherwise) in the resolution set out at Item No. 1 of the Notice. Accordingly, the Board of Directors recommend the passing of the resolution set out at Item No. 1 by the way of Special Resolution

A brief profile of Mr. Abhay Anant Gupte and other information as required under Regulation 36 of SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India is provided below:

Name of Director	Mr. Abhay Anant Gupte
Date of birth	04.05.1961
Age	64 years
Qualifications	Post Graduate from IIT, Delhi
Experience	39 years
Expertise in functional areas	Abhay Anant Gupte, Managing Director and CEO, Manipal Technologies Limited (MTL), is responsible for its businesses & subsidiaries in India, Germany, Kenya and Nigeria. He has over 39 years of work experience with large global and Indian organisations. Prior to joining MTL, he was MD & CEO of Indian operations of global IT companies such as EDS and Logica. He has also held senior leadership positions at American Express Bank and GE Capital. Abhay Anant Gupte is an alumnus of IIT, New Delhi. He is a guest speaker at various Engineering and Management institutes, Associations and public

	forums, etc. He is a mentor to executive leadership of large global companies.
No. of Board Meetings attended	7 Meetings during the FY 2024-25
Terms and conditions of appointment	<ol style="list-style-type: none"> 1. The appointment of Mr. Abhay Anant Gupte as an Independent Director, subject to the approval of Shareholders through Postal Ballot vide Special Resolution w.e.f. June 15, 2025 till June 14, 2030 for second term of five (5) consecutive years; not liable to retire by rotation. 2. Sitting fees shall be paid to him for attending the meetings of Board of Directors and Committees.
Details of remuneration sought to be paid	Not Applicable
Details of remuneration last drawn	Not Applicable
Date of appointment on the Board (Initial Appointment)	June 15, 2020
Shareholding as on March 31, 2025	NIL
Relationship with other Directors / KMP	Not Applicable
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.	Refer Explanatory Statement

Chairman / Member of Committee of the Board of Directors of the Company	SL No.	Name of the Company	Committee	Position
	1	Intellect Design Arena Limited	Nomination, Remuneration and Compensation Committee	Chairman
			Stakeholders Relationship Committee	Chairman
			Audit Committee	Member
			Corporate Social Responsibility Committee	Member
Directorships held in other companies including equity listed companies and excluding foreign companies as of the date of this Notice	SL No.	Name of the Company	Designation	
	1.	Manipal Technologies Limited	Director	
	2.	Sahibandhu Fintech Services Private Limited	Director	
	3.	Manipal Payment and Identity Solutions Limited	Director	
	4.	Manipal Business Solutions Private Limited	Director	
	5.	Manipal Energy & Infratech Limited	Managing Director	

Brief Resume of Mr. Abhay Anant Gupte :

Mr. Abhay Anant Gupte, Managing Director and CEO, Manipal Technologies Limited (MTL), is responsible for its businesses & subsidiaries in India, Germany, Kenya and Nigeria. He has over 39 years of work experience with large global and Indian organisations. Prior to joining MTL, he was MD & CEO of Indian operations of global IT companies such as EDS and Logica. He has also held senior leadership positions at American Express Bank and GE Capital.

Mr. Abhay Anant Gupte is an alumnus of IIT, New Delhi. He is a guest speaker at various Engineering and Management institutes, Associations and public forums, etc. He is a mentor to executive leadership of large global companies.

Item No.2

Amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme:

Employee Stock Options serve as a potent mechanism for aligning the interests of employees with those of the Company, while simultaneously offering employees an opportunity to partake in the Company’s growth and fostering long-term wealth accumulation. Furthermore, this instrument assists the Company in attracting, retaining, and motivating the most qualified talent within a competitive landscape.

The Board of Directors of the Company at its meeting held on April 09, 2025 and April 10, 2025 approved the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme for the benefit of the employees of the Company on the recommendation of the Nomination Remuneration and Compensation Committee subject to the approval of the members by a special resolution. The amendments are being carried out to utilize the balance options available and also to provide for the grant of RSU’s as part of these Schemes for grant under Associate Stock Option Plan (“ASOP 2011”) Scheme.

A copy of the amended Associate Stock Option Plan (“ASOP 2011”) Scheme of the Company are available on the website of the Company viz., <https://www.intellectdesign.com/> and are also available for inspection by the members as per the instructions provided in the Note No. 03 of this Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives are concerned, interested, financially or otherwise in the above resolutions, save in respect of Options / RSU’s that may be granted to them.

As per Regulation 7(2) of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, the Company is required to obtain the consent of the members by way of special resolution for amending the Associate Stock Option Plan (“ASOP 2011”) Scheme. Accordingly, the Board of Directors recommend the passing of the resolution set out at Item No. 2 by the way of Special Resolution.

By Order of the Board
For **INTELLECT DESIGN ARENA LIMITED**
(CIN: L72900TN2011PLC080183)

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

Place: Chennai
Date: April 10, 2025