



A Polaris Group Company

Intellect Design Arena Limited

Registered office: 244, Anna Salai, Chennai – 600006, India.

Corporate Identity Number (CIN): L72900TN2011PLC080183.

Email: shareholder.query@intellectdesign.com, website: www.intellectdesign.com

Tel: 044-3987 4000 Fax: 044-2852 3280

POSTAL BALLOT NOTICE

Dear Shareholders,

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, that Company seeks approval of Members, via Postal Ballot for the following:

- 1) To amend the Associate Stock Option Plan 2011 (“ASOP 2011”) – to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**New Regulation**”)
- 2) To amend the Intellect Stock Option Plan 2015 (“ISOP 2015”) – to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**New Regulation**”)

Members’ consent is sought for the proposals contained in the resolutions given in this Notice. The Explanatory Statement pertaining to the said resolutions setting out the material facts and related particulars are annexed hereto along with a Postal Ballot Form.

The Company has appointed Ms. V Vasumathy, Practicing Company Secretary, as Scrutinizer for conducting the Postal Ballot in a fair and transparent manner.

Please read carefully the instructions printed on the Postal Ballot Form and return the Postal Ballot Form duly completed in all respects in the enclosed self-addressed pre-paid postage envelope, so as to reach the Scrutinizer on or before Tuesday, 5 PM, 17th November 2015. Members may choose to vote using the **e-voting facility**, the details whereof are specified under instructions to the Postal Ballot Form.

The Scrutinizer will submit her report to the Chairman of the Board of Directors after completion of the scrutiny and the result of the voting by Postal Ballot will be declared at the registered office of the Company at No. 244 Anna Salai, Chennai – 600 006 on Friday, 20th day of November 2015, at 3 PM and through the website of the Company (www.intellectdesign.com) and by way of intimation to the Stock Exchanges on which the Company is listed.

RESOLUTION NO. 1

Amendment of Associate Stock Option Plan 2011 (“ASOP 2011”)

To pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the approval of the members and subject to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of the Directors be and is hereby accorded, to carry out the following amendments to the Associate Stock Option Plan 2011 (ASOP 2011)

- a) the words “Companies Act, 1956” wherever it appears shall stand substituted with the words “Companies Act, 2013 and the applicable regulations”;
- b) In Chapter 2 “Definitions” - the following amendments shall be made.
 1. The following sub-clause (vi) shall be added to the term “Associates” in clause 2.2 as – “(vi) An Independent Director
 2. Clause 2.18 shall stand substituted with “‘Grant Date’ or ‘Date of Grant’ means the date on which the compensation committee approves the Grant;
 3. The definition of the term “Independent Director” in Clause 2.19 shall stand substituted to read as “**Independent Director**” shall have the same meaning assigned to it in Clause 49 of the equity listing agreement as prescribed by the Securities Exchange Board of India;
 4. Clause 2.30 shall stand substituted with the following new definition:
“Nomination and Remuneration & Compensation Committee” or “the Committee” means the committee of the board of directors of the company constituted pursuant to section 178 of the Companies Act, 2013 (as amended or modified from time to time).
 5. The definition of the term SEBI Guideline in Clause 2.31 shall be deleted, and in its place the following definition shall stand replaced: “SEBI Regulations” means the Securities and Exchange Board of India (Share Based Employee Benefits), Regulations, 2014 or any regulations / notifications/ circulars to be issued by SEBI related to Stock Options as amended or replaced from time to time.
- e) In Chapter 6 – Clause 6.1 shall stand substituted with
The Nomination and Remuneration & Compensation Committee shall have the powers to grant the Options under the ASOP 2011 to the identified Associates.
- f) In Chapter 15 – Clause 15. 3 shall stand deleted

RESOLUTION NO.2

Amendment of Intellect Stock Option Plan 2015 (“ISOP 2015”)

To pass the following resolution as a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the applicable provisions of the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 and any other applicable laws, rules and regulations for the time being in force, if any, approval of the members of the Company be and is hereby accorded, to carry out the following amendments to the Associate Stock Option Plan 2015 (ASOP 2015)

- a. In Chapter 2 "Definitions" - the following amendments shall be made.
 1. Clause 2.14 shall stand substituted with the following definition:
"Grant Date" or "Date of Grant" means the date on which the Nomination and Remuneration & Compensation Committee approves the Grant;
 2. Clause 2.15 shall stand substituted with the following definition:
"Independent Director" shall have the same meaning assigned to it in Clause 49 of the equity Listing Agreement as prescribed by the Securities and Exchange Board of India;
 3. Clause 2.26 shall be substituted with the following definition :
"Nomination and Remuneration & Compensation Committee" or "the Committee" means the committee of the board of directors of the Company constituted pursuant to section 178 of the Companies Act, 2013 (as amended or modified from time to time).
- b) In Chapter 6 – Clause 6. 1 shall stand modified to read as:
Nomination and Remuneration & Compensation Committee shall have the powers to grant the options under the ASOP 2015 to the identified Associates
- c) In Chapter 15 – Clause 15. 3 shall stand deleted

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 things incidental and ancillary thereto.

**By order of the Board of Directors
Intellect Design Arena Limited
(formerly known as Fin Tech Grid Limited)**

**Place: Chennai
Date : 1st October, 2015**

**V V Naresh
Company Secretary & Compliance Officer**

Notes:

1. Pursuant to Section 102 of the Companies Act, 2013, the Explanatory Statement setting out material facts and reasons for the proposed Special Business are 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/List of Beneficial Owners, as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on 25th September 2015 (record date). The persons who are members as on the said record date are only eligible for voting on the resolution stated in this Notice. In case, the notice is received by the person who is not a member on 25th September 2015 (record date) shall treat notice for information purposes only.
3. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed in the attached postage pre-paid self-addressed envelope. Unsigned Postal Ballot Form/s will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or by registered post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. **The duly completed Postal Ballot Form(s) should reach the Scrutinizer on or before Tuesday, 5 pm, 17th November 2015**, to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member/s. The e-Voting module shall also be disabled by Karvy for voting thereafter.
4. In compliance with the provisions of Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, the Company has also extended e-voting facility as an alternate, for its Members to enable them to cast their votes electronically instead of dispatching Postal Ballot Form/s.

EXPLANATORY STATEMENT

(Pursuant to the provisions of Section 102 of the Companies Act, 2013)

Item No. 1 & 2

The Securities and Exchange Board of India, replaced the Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999, with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("**New Regulation**"), with effect from October 28, 2014. As per Regulation 7(2) of the New Regulation, the Company is required to obtain the consent of the members by way of a Special Resolution to vary the terms of ESOP or ESPS Scheme of the Company. The Company presently has two Schemes, viz: ASOP 2011 and ISOP 2015 Schemes. The amendments and variations are being carried out in the aforesaid two Scheme, to bring the terms contained therein, in line with the New Regulation.

Hence, this resolution.

No Director and Key Managerial Personnel of the Company and their relatives are concerned or interested, financial or otherwise, in the above resolution, save in respect of the ESOP's that may be granted to them .

**By order of the Board of Directors
Intellect Design Arena Limited
(formerly known as Fin Tech Grid Limited)**

**Place: Chennai
Date : 1st October, 2015**

**V V Naresh
Company Secretary & Compliance Officer**

intellect™

A Polaris Group Company

Intellect Design Arena Limited

Registered office: 244, Anna Salai, Chennai – 600006, India.

Corporate Identity Number (CIN): L72900TN2011PLC080183.

Email: shareholder.query@intellectdesign.com, website: www.intellectdesign.com

Tel: 044-3987 4000 Fax: 044-2852 3280

POSTAL BALLOT FORM

Serial No. : 2192

1. Name and Registered address of the Sole/First Joint Shareholder : NSCCL-CC
PLOT NO. C-1, G BLOCK, IFBC
BANDRA KURLA COMPLEX, BANDRA (EAST)
MUMBAI
MUMBAI
PIN : 400051

2. Name(s) of Joint holder(s), if any :

3. Registered Folio No. / DP ID No./ Client ID No.* : IN001002 / 10000560
(*Applicable to investors holding shares in dematerialised form)

4. Number of Equity Shares held : 200

I/We hereby exercise my/our vote in respect of the Resolutions to be passed through Postal Ballot for Resolutions stated in the Postal Ballot Notice of the Company dated 1st October, 2015, by sending my/our Assent (For) or Dissent (Against) to the said Resolutions by placing the tick (✓) mark at the appropriate box below:

Resolution No.	Description	I/We assent to the Resolution (Vote in favour)	I/We dissent to the Resolution (Vote against)
1.	Amendment of ASOP 2011		
2.	Amendment of ISOP 2015		

Place :

Date :

Signature of the Sole / First Joint Holder

ELECTRONIC VOTING PARTICULARS

EVENT (E-Voting Event Number)	USER ID	PASSWORD/PIN
2165	IN00100210000560	Existing Password

Note: Members are requested to read carefully the instructions printed overleaf before exercising the vote.

IMPORTANT INSTRUCTIONS

1. The voting rights for the Equity Shares are one vote per Equity Share, registered in the name of the Shareholders/Beneficial Owners.
 2. Voting by Postal Ballot, in the physical form or e-voting, can be exercised only by the Shareholder or his/her duly constituted attorney or in case of bodies corporate the duly authorised person. Voting rights in a Postal Ballot cannot be exercised by a Proxy.
 3. Voting period commences on 19th October 2015 at 9:00 AM (start date) and ends on 17th November 2015 at 5:00 PM (end date).
 4. The result of the voting on the Resolutions will be declared at the Registered Office of the Company at 244, Anna Salai, Chennai – 600006, India, on 20th November 2015 at 3 PM onwards.
 5. Kindly note that the Members can opt only one mode of voting, i.e., either by Physical Ballot or e-Voting. If you are opting for e-Voting, then do not vote by Physical Ballot also and vice versa. However, in case Members cast their vote by Physical Ballot and e-Voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid. The Scrutinizer's decision on the validity of the Postal Ballot shall be final.
 6. Members who have registered their e-mail ids for receipt of documents in electronic mode under the Green Initiative of MCA have been sent Postal Ballot Notice by e-mail and who wish to vote through Ballot Form can obtain the Ballot Form from Registrar and Share Transfer Agent (R & T Agent), Karvy Computershare Pvt. Limited, Karvy Selenium Tower B, Plot number 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad-500032 or from the Company at its Registered Office and fill in the details and send the same to the Scrutinizer by Post at the address given at above.
- Any query in relation to the Resolutions proposed to be passed by Postal Ballot may be sent to: Company Secretary & Compliance Officer, - 244, Anna Salai, Chennai – 600006. Phone: 044-3987 4000 Extn: 5744 email: naresh.vv@intellectdesign.com

INSTRUCTIONS FOR VOTING BY PHYSICAL POSTAL BALLOT FORM

- a) A Shareholder desirous of exercising vote by physical Postal Ballot should complete the Postal Ballot Form in all respects and send it after signature to the Scrutinizer in the attached self-addressed postal pre-paid envelope which shall be properly sealed with adhesive or adhesive tape. However, envelopes containing Postal Ballot Form, if sent by courier, at the expense of the Member will also be accepted. Members are requested to convey their assent or dissent in this Postal Ballot Form only. The assent or dissent received in any other form or manner shall be considered as invalid.
- b) The Self-addressed envelope bears the name of the Scrutinizer appointed by the Board of Directors of the Company, and the address to which the same needs to be dispatched.
- c) The Postal Ballot Form should be signed by the Shareholder as per specimen signature registered with the Registrar/ Depository. In case the Equity Shares are jointly held, this Form should be completed and signed (as per specimen signature registered with Registrar/Depository) by the first named Member and in his/her absence, by the next named Member. Holders of Power of Attorney (POA) on behalf of the Members may vote on the Postal Ballot mentioning the registration number of the POA and enclosing an attested copy of the POA. Unsigned Postal Ballot Forms will be rejected.
- d) Duly completed Postal Ballot Form should reach the Scrutinizer not later than 5 pm on 17th November 2015. Postal Ballot Form received after that date will be strictly treated as if reply from such Member has not been received. The Members are requested to send the duly completed Postal Ballot Form well before the last date providing sufficient time for the postal transit.
- e) In case of Equity Shares held by companies, trusts, societies etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution/authority and preferably with attested specimen signature(s) of the duly authorized signatories giving requisite authorities to the person voting on the Postal Ballot Form.
- f) Shareholders are requested not to send any paper (other than the resolution/ authority as mentioned under instruction above) along with the Postal Ballot Form in the enclosed self- addressed postage pre-paid envelope as all such envelopes will be sent to the Scrutinizer and if any extraneous paper is found in such envelope, the same would not be considered and would be destroyed by the Scrutinizer.
- g) There will be only one Postal Ballot Form for every folio / client ID irrespective of the number of the joint Members. On receipt of the duplicate Postal Ballot Form, the original will be rejected.
- h) A Member may request for a duplicate Postal Ballot Form, if so required or can download the Postal Ballot Form from the Company's website (www.intellectdesign.com) and the same duly completed should reach the Scrutinizer not later than the last date for voting mentioned above.
- i) The votes should be cast either in favour of or against by putting the tick (✓) mark in the column provided for assent or dissent. Postal Ballot Form bearing (✓) in both the columns will render the Form invalid.
- j) Incomplete, unsigned or improperly or incorrectly filled Postal Ballot Form shall be rejected.

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MODE

The instructions for Members for e-voting are as under:

Open your web browser during the voting period and navigate to <https://evoting.karvy.com>.

- a. Enter the login credentials (i.e. user-id & password) mentioned on the Postal Ballot Form. Your folio/DP Client ID will be your

User – ID	For Members holding shares in Demat Form:- a) For NSDL :- 8 Character DP ID followed by 8 Digits Client ID b) For CDSL :- 16 digits beneficiary ID For Members holding shares in Physical Form:- • Even followed by Folio Number registered with the Company
Password	Your Unique password is printed on the Postal Ballot form/ via email forwarded through the electronic notice
Captcha	Enter the Verification code i.e. please enter the alphabets and the numbers in the exact way as they are displayed for security reasons

- b. Please contact our toll free No. 1-800-34-54-001 for any further clarifications.
- c. Members can cast their vote online from 19th October 2015 @ 9.00 AM to 17th November 2015 @ 5.00 P.M.
- d. After entering these details appropriately, click on "LOGIN".
- e. Members holding shares in Demat/Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. Change the password with new password of your choice with minimum 8 characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the Demat holders for voting for Resolution(s) of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile, email id etc. on 1st login. Note the new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (i) You need to login again with the new credentials
 - (ii) Select "EVENT" i.e Intellect Design Arena Limited.
 - (iii) Now you are ready for e-voting as Cast Vote page opens
 - (iv) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (v) Upon confirmation, the message "Vote cast successfully" will be displayed
 - (vi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- f. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN'.
- g. Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail csvasumathy@gmail.com with a copy marked To evoting@karvy.com. The file scanned image of the Board Resolution/Authority letter etc. should be in the naming format "Corporate Name - Event Number". In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-voting user manual for Members available at the Downloads section of www.evoting.karvy.com or contact Karvy at the following Telephone No: 04067162222.
- h. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any Company, then your existing login id and password are to be used. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).