

INTELLECT/SEC/2015-16

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

2. **The Bombay Stock Exchange Ltd.**
1st Floor, New Trade Ring, Rotunda Building, PJ Towers,
Dalal Street, Fort, Mumbai – 400 001.
Scrip code - 532254

Dear Sirs,

Ref ISIN: INE306R01017

Re: Results of the Postal Ballot pursuant to Clause 35A

This is with further reference to our letter dated 26th October 2015 enclosing the Notice along with Explanatory Statement for seeking the consent of Shareholders by Special Resolution vide a Postal Ballot for the following items:-

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") – **SPECIAL RESOLUTION**
2. To amend the Associate Stock Option Plan 2015 ("ASOP 2015") – to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("New Regulation") – **SPECIAL RESOLUTION**

S.No.	Description	
A	Period of Postal Ballot	19 th October 2015 to 17 th November 2015
B	Record Date	25 th September 2015

The special resolutions set out in the Notice of the Postal Ballot dated 01st October 2015 require more than three-fourths of the number of votes to be cast in favour of each of the Resolutions in order to pass the Resolutions.

In connection with the above and pursuant to clause 35A of the Listing Agreement, we would like to inform you that Resolutions No. 1, 2 mentioned in the aforesaid Notice were passed by the Shareholders by the requisite majority.

Attached are the voting Results of the said Postal Ballot. Kindly take the above information on record.

Thanking you,
For Intellect Design Arena Limited
 (Formerly known as Fin Tech Grid Limited)


V V Naresh
 Company Secretary and Compliance Officer
 Encl : As Above



Intellect Design Arena Limited

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 www.intellectdesign.com

CIN:L72900TN2011PLC000183

INTELLECT DESIGN ARENA LTD
Sebi Polling Report

Resolution : All Resolutions

Resolution	Category	Shares Held (1)	Votes Polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)= [(4)/(2)]*100	% of Votes against on votes polled (7)= [(5)/(2)]*100
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") - SPECIAL RESOLUTION	Public - Institutional Holders	24197078	13030990	53.85	12370405	660585	94.93	5.07
	Promoter and Promoter Group	32275906	32231856	99.86	32231856	0	100.00	0.00
	Public-Others	44080740	7535550	17.09	7534890	660	99.99	0.01
	Total	100553724	52798396	52.51	52137151	661245	98.75	1.25
To amend the Associate Stock Option Plan 2015 ("ASOP 2015") - to incorporate the changes pursuant to Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("New Regulation") - SPECIAL RESOLUTION	Public - Institutional Holders	24197078	13030990	53.85	12370405	660585	94.93	5.07
	Promoter and Promoter Group	32275906	32231856	99.86	32231856	0	100.00	0.00
	Public-Others	44080740	7535550	17.09	7534900	650	99.99	0.01
	Total	100553724	52798396	52.51	52137161	661235	98.75	1.25



SCRUTINIZER'S REPORT FOR POSTAL BALLOT INCLUDING E-VOTING

(Pursuant to Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014)

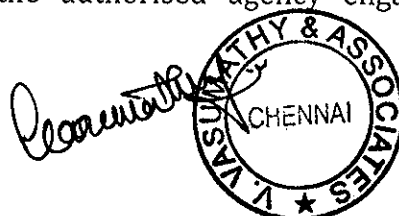
November 20, 2015

The Chairman
Intellect Design Arena Limited
244, Anna Salai
Chennai - 600 006.

SUB: SCRUTINIZER'S REPORT ON THE POSTAL BOLLOT INCLUDING VOTING BY ELECTRONIC MEANS IN RESPECT OF PASSING OF RESOLUTIONS SET-OUT IN THE NOTICE DATED OCTOBER 1, 2015 THROUGH POSTAL BALLOT

Dear Sir,

1. I, V. Vasumathy, FCS, Proprietor of M/s. V. Vasumathy & Associates, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company) as a Scrutinizer vide letter dated October 1, 2015 for the purpose of scrutinizing the e-voting and the postal ballot in a fair and transparent manner in accordance with Section 108 & 110 of the Companies Act, 2013 read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 , in respect of the following matters set-out in the notice of the postal ballot, dated October 1, 2015:
 - a) Amendment of Associate Stock Plan 2011("ASOP 2011") ("**Resolution No.1**");
 - b) Amendment of Intellect Stock Option Plan 2015 ("ISOP 2015"). ("**Resolution No.2**")
2. The management of the Company is responsible to ensure the compliance with the requirements of the relevant provisions of:
 - (i) The Companies Act, 2013 and the Rules made thereunder; and
 - (ii) Listing Agreements with the Stock Exchanges.relating to postal ballot voting including voting by electronic means.
3. My responsibility as a Scrutinizer is restricted to making a Scrutinizer's Report of the votes cast by the members for the resolutions contained in the Notice dated October 1, 2015, based on the reports generated from the e-voting system provided by Karvy Computershare Private Limited ("Karvy"), the authorised agency engaged by the



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Company to provide e-voting facilities for e-voting and scrutiny of the postal ballot received till the time fixed for closing of the voting process i.e. till 5 p.m. on November 17, 2015.

4. As per the information provided to me, the Company had completed despatch of notice of the postal ballot to the members on October 15, 2015.
5. The members had an option to vote through a ballot paper or through electronic means, for which the Company had entered into an arrangement with Karvy Computershare Private Limited ("Karvy"), for providing the electronic voting ("e-voting") facility to enable its members to vote on the above matters. The Company had also despatched to the members, a postage pre-paid envelope, which were addressed to the scrutinizer bearing the address of Karvy. The envelopes that were received at the address of Karvy were passed on to me in a single tranche. A total of 39 envelopes were received which contained, 43 ballot papers. Four envelopes had more than one ballot paper therein.
6. The period of postal ballot as per the notice commenced on October 19, 2015 at 9.00 am IST and ended on November 17, 2015 at 5:00 pm IST. I, as the Scrutinizer, unblocked the e-voting results on Karvy's e-voting platform on November 17, 2015 at 5.00 p.m. IST in the presence of two witness who are not in employment of the Company in accordance with Rule 20 (3) (ix) of the Companies (Management and Administration) Rules, 2014 and downloaded the results, after the appointed time.
7. **I submit my report as under, in respect of both (i.e) the votes cast by ballot papers and on the e-voting platform.**
8. **The details of the ballot paper received, is as under:**

Particulars	Number of ballot papers	No. of Shares - Resolution No. 1	No. of Shares - Resolution No. 2
Total number of ballot papers received	43	8,143	8,143
Invalid Votes	7	440	440
Valid Votes	36	7,703	7,703
Voted for	31	7,043	-
Voted Against	5	660	-
Voted for	32	-	7,053
Voted Against	4	-	650

Scrutinizer
V. VASUMATHY & ASSOCIATES
CHENNAI

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9. I report to you the details of votes cast "FOR" and "AGAINST" in the ballot papers:

Resolution No.	Total Valid Votes	Total No. of Equity shares voting on the Resolution	FOR		AGAINST	
			No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	36	7,703	7,043	91.43%	660	8.57%
Resolution No. 2	36	7,703	7,053	91.56%	650	8.44%

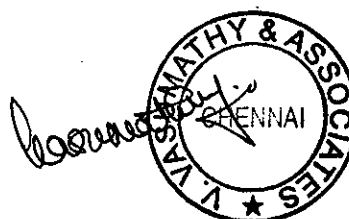
TREATING AS INVALID: Based on the scrutiny, I considered **440** shares for all the resolutions, as **NOT VALID**, as the signatures in the postal ballot form mismatch with the signatures made available by Karvy. The specimen signatures of two members were unavailable with Karvy, and I have considered those ballots as valid.

10. Details of votes cast on the e-voting platform is as under:

Resolution No.	Total Number of shareholders who have cast their vote on the e-voting platform	No. of Equity shares
Resolution No. 1	91	5,60,99,617
Resolution No. 2	91	5,60,99,617

11. Details of scrutiny carried out in respect of the e-voting:

- With respect to Corporate Shareholders - the scrutiny is whether the Corporate Shareholder has provided a Board Resolution authorising a natural person to vote at a general meeting of the company.
- With respect to Mutual Funds - the scrutiny is whether the Trustee Company of the Mutual Fund has provided a Board Resolution / Power of Attorney ("POA") authorising a natural person to vote at a general meeting of the company.
- With respect to FII's and FPI's - the scrutiny is availability of a Power of Attorney ("POA") given by the FII / FPI in favour of a custodian in India, and POA is scrutinized for the following:
 - Whether the name of the FII / FPI in the POA attached is the same, or where there is a name mismatch - whether any SEBI registration certificate for the change in name is available or not;
 - Where the POA bears a date of execution;
 - Where the POA has been executed outside India - has the same has been Apostilled in that country;
 - Whether the POA has been adjudicated under the Indian Stamp Act - else the document cannot be valid in India;



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- (v) Whether under the POA the FII / FPI has given the custodian – the custodian has a right to vote at general meetings and /or appoint a person as a proxy to attend and vote at a general meeting;

TREATING AS INVALID: Based on the scrutiny as above, I considered **33,08,924** shares for all resolutions, as NOT VALID, as the documents uploaded did not meet any one of the aforesaid conditions.

12. I report to you the details of valid votes cast “FOR” and “AGAINST” under the e-voting platform held between October 19, 2015 and November 17, 2015:

Resolution No.	Total No. of Equity Shares with respect to which votes have been cast and considered valid	FOR		AGAINST	
		No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	77	5,21,30,108	98.75%	6,60,585	1.25%
Resolution No. 2	77	5,21,30,108	98.75%	6,60,585	1.25%

13. The consolidated report on the votes cast through Ballot papers and e-voting platform (held between October 19, 2015 and November 17, 2015) is as below:

Resolution No.	FOR		AGAINST	
	No. of Equity Shares	Percentage	No. of Equity Shares	Percentage
Resolution No. 1	5,21,37,151	98.75%	6,61,245	1.25%
Resolution No. 2	5,21,37,161	98.75%	6,61,235	1.25%

For V. VASUMATHY & ASSOCIATES



V. VASUMATHY

Practising Company Secretary

FCS: 5424, COP: 9451



Place: Chennai