

INTELLECT/SEC/2016-17

June 24, 2016

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

Dear Sirs,

Sub: Intimation of Annual General Meeting of the Company

Pursuant to Regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you the following updates :-

- a) The Annual General Meeting (AGM) of the members of Intellect Design Arena Limited will be held on Thursday, the July 21st, 2016 at 04:00 p.m. at The Music Academy, "Mini Hall", New No. 168, T.T.K. Road, Royapettah, Chennai – 600 014.
- b) The Annual Report of the Company will be sent/dispatched to the shareholders of the Company at their e-mail/ registered address on June 24th, 2016 and June 27th, 2016 respectively.
- c) In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to the members to cast their votes electronically through e-voting services provided by M/s Karvy Computershare Private Limited. The facility for voting through "Insta Poll" shall also be made available to those shareholders who are present at the 5th AGM and who have not cast their vote electronically.
- d) The Cut-off date for determining the eligibility of the Members to vote by remote e-voting or by Insta Poll at the Annual General Meeting is Thursday, July 14th, 2016. The remote e-voting commences on Monday, July 18th, 2016 at 09:00 a.m. and will end at Wednesday, July 20th, 2016 at 05:00 p.m.
- e) The Register of Members and Share Transfer Books of the Company will remain closed from **Monday, the July 11th, 2016 to Thursday, the July 21st, 2016 (both days inclusive)** and this is for the purpose of Annual General Meeting (AGM) of the Company.

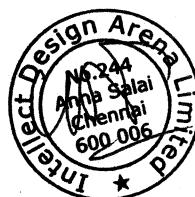
Kindly take the above information on record.

Thanking you,
for Intellect Design Arena Limited


V V Naresh

Company Secretary and Compliance Officer

Encl : Notice of Annual General Meeting



Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000, 3984 3400 | Fax: +91-44-2852 3280
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000
www.intellectdesign.com

Notice

NOTICE IS HEREBY GIVEN THAT THE FIFTH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY WILL BE HELD ON THURSDAY, JULY 21ST, 2016, AT 04:00 PM AT THE MUSIC ACADEMY, "MINI HALL", NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business

Item No.1 – Adoption of Financial Statements

To receive, consider and adopt :

- the audited financial statements of the Company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
- the audited consolidated financial statements of the Company for the financial year ended 31st March 2016.

Item No. 2 – 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

Item No.3 – Appointment of Auditors

To ratify the appointment of Auditors of the Company who were appointed at the third annual general meeting to hold office for a period of five years till the conclusion of the annual general meeting of the Company to be held in the calendar year 2019 and to authorise the Board of Directors to fix their remuneration and to pass the following resolution thereof as an **Ordinary Resolution**.

"RESOLVED THAT, pursuant to the provisions of Section 139 of the Companies Act, 2013 read with Rules 6 of the Companies (Audit and Auditors Rules), 2014 and other applicable provisions of the Companies Act, 2013, the appointment of M/s S.R. Batliboi & Associates LLP, Chartered Accountants (Registration No. 101049W), who were appointed as Auditors of the Company at the third Annual General Meeting to hold office till the conclusion of the Annual General Meeting of the Company to be held in the calendar year 2019, be and is hereby ratified, and that they shall be paid a remuneration as fixed by the Board of Directors of the Company."

Item No. 4 – Contributing 2% of the License Revenue of the Company to Ullas Trust

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 181 of the Companies Act, 2013 and such other provisions as may be applicable, including the relevant Rules thereof the consent of the members of the Company be and is hereby accorded for contributing 2% of License Revenue of the Company to Ullas Trust upon such terms and conditions as specified in the Explanatory Statement.

RESOLVED FURTHER THAT the Board of Directors or Chief Financial Officer or the Company Secretary and Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, things, matters and acts as may be required to give effect to this resolution."

Item No. 5 – Re-classification of Promoters Group

To consider and if thought fit, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the Regulation 31A(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR Regulations") and such other provisions of Companies Act, 2013 as may be applicable, the consent of the Members be and is hereby accorded for re-classification of existing Promoters acting in concert of the Company.

RESOLVED FURTHER THAT Promoters acting in concert ("PAC") who are seeking re-classification shall be subject to the following conditions :-

- such PAC shall not, directly or indirectly, exercise control, over the affairs of the entity.
- increase in the level of public shareholding pursuant to re-classification of PAC shall not be counted towards achieving compliance with minimum public shareholding requirement under rule 19A of the Securities Contracts (Regulation) Rules, 1957, and the provisions of the LODR regulations.
- Disclose the event of such re-classification to the stock exchanges as a material event in accordance with the provisions of these LODR regulations.

SEBI may relax any condition for re-classification in specific cases, if it is satisfied about non-exercise of control by the outgoing promoter or its persons acting in concert.

RESOLVED FURTHER THAT Mr. V V Naresh, Company Secretary and Compliance Officer of the Company be and is hereby authorised to do all such acts, deeds, things as may be required to give effect to this resolution."

Item No. 6 – Introduction of New ASOP scheme namely "ISOP 2016"

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

"RESOLVED THAT the Employee Stock Option Scheme of the Company namely Intellect Stock Option Plan 2016 ("ISOP 2016") framed under the provisions of SEBI (Share Based Employee Benefits) Regulations, 2014 (SEBI Regulations) as approved and recommended by the Board of Directors (hereinafter referred to as "the Board", which term shall be deemed to include any Committee constituted by the Board to exercise its powers, including the powers conferred by this resolution) be and is hereby approved and the Board is hereby authorized on behalf of the Company to grant from time to time options to apply for equity shares and securities convertible into equity shares and shall include American Depository Receipts (ADRs), Global Depository Receipts (GDRs) or other depository receipts representing underlying equity shares or securities convertible into equity shares to eligible associates (Employees) of the Company (including Directors of the Company, whether whole time Director or not but excluding Independent Directors), provided that the number of Options that can be granted as reduced by the options lapsed, surrendered, cancelled or repurchased, shall not exceed 40,00,000 (Forty lakhs only) convertible into equivalent number of Equity Shares of Rs.5/- (Rupees Five) each, subject to any increase or decrease due to any Corporate Action(s) such as issue of Bonus Shares, Split or Consolidation of Shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to formulate, evolve and bring into effect the ISOP 2016 on such terms and conditions as contained in the Explanatory Statement to this item in the notice and to make any modifications(s), change(s), variation(s), alteration(s) or revision(s) in the terms and conditions of the ISOP 2016 in accordance with any guidelines or regulations that may be issued, from time to time, by any appropriate authority including but not limited to, amendments with respect to the vesting period and schedule, number of options, exercise price, exercise period, eligibility criteria or to suspend, withdraw, terminate or revise the ISOP 2016, without any form of further reference, confirmation, approvals or sanctions from the members of the company, to the extent permissible by the SEBI (Share Based Employee Benefits) Regulations, 2014 and other relevant regulations in force."

RESOLVED FURTHER THAT the Board of Directors be and is hereby empowered to formulate such terms and conditions if any additionally required, alter, modify the terms and conditions of the ISOP 2016 which shall not be detrimental to the interests of the then existing option holder

and to formulate procedures for grant or vesting or exercise of Option(s) under ISOP 2016."

Item No. 7 – Approval of extension of the benefits and terms and conditions of Intellect Stock Option Plan 2016 ("ISOP 2016") to Subsidiary and Associate Companies:

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

"RESOLVED THAT the benefits of the Intellect Stock Option Plan 2016 (ISOP 2016) be extended to eligible associates (including Directors of the Company, whether whole time Director or not but excluding Independent Directors) of the Subsidiary and / or holding company and / or Associate Company of the Company on the terms and conditions as may be specified in ISOP 2016.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer or grant of options under ISOP 2016 or issue or allotment of equity shares pursuant to the exercise of options granted, or securities or instruments representing the same as described above, under ISOP 2016, the Board be and is hereby authorized on behalf of the Company to do all or any such acts, deeds, matters and things as may be required and / or under the SEBI (Share Based Employee Benefits) Regulations, 2014, the Companies Act, 2013 or other Acts/ Regulations as applicable or in its absolute discretion, for obtaining in principle approval and listing of the shares allotted upon exercise of options from the Stock Exchange(s), as it may deem necessary or desirable for such purpose, and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in this regard to such issue(s) or allotment(s),

RESOLVED FURTHER THAT in case of any corporate action (s) such as rights issue, bonus issues, merger, de-merger, amalgamation, sale of division and any other form of corporate restructuring, the Board be and is hereby authorized to make reasonable adjustments to the number of options granted or the exercise price or both as it may consider appropriate.

RESOLVED FURTHER THAT subject to the terms stated herein, the equity shares allotted in pursuant to the provision of ISOP 2016 shall in all respect rank pari passu inter se, as also with the existing equity shares of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of Directors, or Chairman of the Company with a power to further delegate the same to any executives/officers of the company to do all such acts and deeds, matters and things as also execute documents, writings, and other papers as may be necessary in this regard."

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to administer, supervise and implement the terms and conditions of ISOP 2016 either by itself or through a trust."

Item No. 8 – Appointment of Mr. Arun Shekhar Aran as an Independent Director of the Company :

To consider and if thought fit, the following resolution as an **Ordinary Resolution** :-

"RESOLVED THAT, Mr. Arun Shekhar Aran (holding DIN : 00015335) who was appointed as an Additional Director with effect from May 03rd, 2016 and who holds office until the date of this annual general meeting pursuant to the applicable provisions of the Companies Act, 2013 including any Schedules and the relevant Rules thereof and in respect of whom the Company has received a notice in writing under the applicable provisions of the Companies Act, 2013 and the Rules thereof, proposing his candidature for the office of Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 3(three) years for a term upto the conclusion of 8th Annual General Meeting of the Company."

Item No. 9(a) – Increase in Authorised Share Capital of the Company and alteration of the Capital Clause in the Memorandum of Association of the Company :

To consider and if thought fit, to pass the following as **Ordinary Resolution** :-

"RESOLVED THAT pursuant to the provisions of Section 13(1) read with Section 61 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules formed thereunder and in accordance with the provisions of the Articles of Association of the Company, the Authorised Share Capital of the Company be and is hereby increased from Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 11,00,00,000 (Eleven Crores only) equity shares of Rs. 5/- (Rupees Five only) each to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen Crores only) equity shares of Rs. 5/- (Rupees Five only) each and that Clause V of the Memorandum of Association of the Company be and is hereby altered accordingly and the Clause V be read :

(V) Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen Crores only) equity shares of Rs. 5/- (Rupees Five only) each with power to increase, reduce and subdivide the Share Capital of the Company and to divide the same into various classes of shares and attach thereto such preferential/ deferred, special rights and privileges as may be determined by the Company in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the new equity shares shall rank pari-passu with the existing equity shares of the Company."

Item No. 9(b) – To amend the Articles of Association subsequent to increase in Authorised Share Capital of the Company:

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

"RESOLVED THAT pursuant to the provisions of Section 14 and other applicable provisions, if any, of the Companies Act, 2013, the existing Article 2(aa) of the Articles of Association be altered and substituted by the following clause :

Article 2 (aa) :-

The Authorised Share Capital of the Company is Rs.75,00,00,000 (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen Crores) Equity shares of Rs. 5/- (Rupees Five) each.

Item No. 10 – Approval of fund raising options for an amount not exceeding Rs. 300 crores :

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

RESOLVED THAT pursuant to the provisions of Section 62 and other applicable provisions of the Companies Act, 2013 ("the Act"), and the rules made thereunder (including any statutory modification or re-enactment thereof) and the Companies Act, 1956, the Foreign Exchange Management Act, 1999, as amended ("FEMA") including the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2000, and the rules framed there under, The Securities Contracts (Regulation) Act, 1956, The Securities and Exchange Board of India Act, 1992 and the rules framed there under including Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations 2009, ("ICDR Regulations") (including any statutory amendments, modifications or re-enactments thereof), SEBI(Listing Obligations and Disclosure Requirements) Regulations, 2015, enabling provisions in the Memorandum and Articles of Association of the Company and subject to the approvals, consents, permissions and sanctions as might be required and subject to such conditions as might be prescribed while granting such approvals, consents, permissions and sanctions and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be

deemed to include any Committee(s) constituted/ to be constituted by the Board to exercise its powers including the powers conferred by this Resolution), the Board be and is hereby authorized on behalf of the Company, to create, offer, issue and allot in India or in the course of international offerings, in one or more foreign markets, in one or more tranches, to investors whether Indian or Foreign, including Foreign Institutions, Indian and/or Multilateral Financial Institutions, Non Resident Indians, Corporate Bodies, Mutual Funds, Banks, Insurance Companies, Pensions Funds, Foreign Institutional Investors, Foreign Portfolio Investors, Individuals or otherwise, whether members of the Company or not, by way of a public issue and/or private placement and/or preferential issue, through further public offer and/or rights issue and/or qualified institutional placement to qualified institutional buyers ("QIBs") in terms of Chapter VIII of SEBI ICDR Regulations ("QIP"), or any other mode/method or means as may be prescribed by the concerned authorities from time to time, or a combination thereof, Equity Shares of face value Rs. 5/- (Rupees Five only) each of the Company ("Equity Share"), through one or more prospectus, placement documents and/ or letter of offer or circular and/ or on private placement basis, at such time or times, at such price or prices, and on such terms and conditions as the Board may determine in its absolute discretion thinks fit in accordance with all applicable laws, rules and regulations for the time being in force in this regard, so that the total amount raised through issue of the Securities shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores only), in consultation with the Lead Managers, Underwriters, Merchant Bankers, Guarantors, Financial and/or Legal Advisors, Rating Agencies / Advisors, Depositories, Custodians, Principal Paying/ Transfer/ Conversion agents, Listing agents, Registrars, Trustees, Printers, Auditors, Stabilizing agents and all other Agencies/ Advisors.

RESOLVED FURTHER THAT for the purpose of giving effect to the above, the Board be and is hereby authorized to determine the form, terms and timing of the issue(s), including the class of investors to whom the Securities are to be allotted, number of Securities to be allotted in each tranche, issue price, face value, premium amount in issue/ conversion/ exercise/ redemption, rate of interest, redemption period, listings on one or more stock exchanges in India or abroad as the Board may in its absolute discretion deems fit and to make and accept any modifications in the proposals as may be required by the authorities involved in such issue(s) in India and / or abroad, to do all acts, deeds, matters and things and to settle any questions or difficulties that may arise in regard to the issue(s).

RESOLVED FURTHER THAT in case of a qualified institutional placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to QIBs within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed under the ICDR Regulations from time to time, at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations as may be amended from time to time and the Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations, as may be amended from time to time and the Securities so issued shall not be eligible to be sold for a period of 12 months from the date of allotment, except on a recognized stock exchange.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue and in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued to QIBs under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such

Securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants.

RESOLVED FURTHER THAT the Equity Shares so issued by the Company pursuant to the QIP shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu with the existing equity shares of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Securities, the Board be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in the absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of the terms thereof, for entering into arrangements for managing, underwriting, marketing, listing and trading, to issue placement documents and to sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to such offer(s) or issue(s) or allotment(s) as it may, in its absolute discretion, deem fit.

RESOLVED FURTHER THAT the Board be and is hereby authorized to appoint Lead Manager(s) and such other parties in offerings of Securities and such other agencies, if necessary and to remunerate them by way of commission, brokerage, fees or the like and also to enter into and execute all such arrangements, agreements, memoranda, documents, etc. with Lead Manager(s) and other agencies and to seek the listing of such Securities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to create necessary charge on such of the assets and properties (whether present or future) of the Company in respect of Securities and to approve, accept, finalize and execute facilities, sanctions, undertakings, agreements, promissory notes, credit limits and any of the documents and papers in connection with the issue of Securities, if any required.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to a Committee of Directors or any director or any officer of the company in such manner as it may deem fit including to settle all questions, difficulties, or doubts, that may arise in regard to the issue, offer and allotment of the Securities and utilization of the issue proceeds as it may in its absolute discretion deem fit without being required to seek any further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by way of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Arun Jain, Chairman and Managing Director, Mr.S.Swaminathan, Chief Financial Officer and Mr. V V Naresh, Company Secretary and Compliance Officer of the Company be and is hereby authorised severally, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-form with the Registrar of Companies,"

By Order of the Board
For Intellect Design Arena Limited

V.V.Naresh

Vice President - Company Secretary & Compliance Officer

Place: Chennai

Date: 11th June, 2016

Notes

1. The Company has opted to circulate the abridged version of the Annual Report as per the provisions of Section 136(1) of the Companies Act, 2013. The Copies of the entire Annual Report shall be made available for inspection at its Registered Office and Corporate Office during working hours for a period of 21 days before the date of this Annual General Meeting.
2. The Statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the Special Business set out in the Notice is annexed
3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ANOTHER PERSON AS A PROXY TO ATTEND AND VOTE ON HIS BEHALF IN THE MEETING AND SUCH PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS OF THE COMPANY NOT EXCEEDING FIFTY AND HOLDING IN AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARES. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS A PROXY FOR ANY OTHER PERSON OR SHAREHOLDER. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
4. The instrument appointing the Proxy, duly completed must be deposited at the Company's Registered Office not less than 48 hours before the commencement of the meeting. A Proxy form for the ANNUAL GENERAL MEETING is enclosed.
5. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
6. Members/Proxies should bring the duly filled Attendance Slip enclosed herewith to attend the meeting.
Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
8. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the ANNUAL GENERAL MEETING.
9. The certificate from the Auditors of the Company certifying that the Company's Associate Stock Option Plan(s) are being implemented in accordance with the SEBI (Employee Stock Option Scheme and Employees Stock Purchase Scheme) Guidelines, 1999 and SEBI (Share Based Employee Benefits) Regulations, 2014 as applicable and in accordance with the resolution of the Members in the General Meeting is available for inspection by the Members at the Annual General Meeting.
10. The Register of Members and Share Transfer Books of the Company will remain closed from July 11th, 2016 to July 21st, 2016 (both days inclusive) for the purpose of the ANNUAL GENERAL MEETING.
11. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updates of savings bank account details to their respective Depository Participant(s). Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.
12. Members are requested to quote their Registered Folio Number or Demat Account number & Depository Participant (DP) ID number on all correspondences with the Company. The transfer deeds, communication for change of address, bank details, ECS details, mandates (if any), should be lodged with Registrar & Share Transfer Agents (RTA) of the Company, M/s.Karvy Computershare Private Limited, Hyderabad. Members whose shares are held in the electronic mode are requested to intimate the same to their respective Depository Participants.
13. The Company is concerned about the environment and utilizing natural resources in a suitable way. We request you to update your email address with your Depository Participant to enable us to send you the quarterly reports and other communications via email. Annual Report 2016 with Attendance Slip and Proxy form are being sent by electronic mode only to all the members whose email addresses are registered with the Company / Depository Participant(s) for communication purposes unless a member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the Annual Report for 2016 are being sent by the permitted mode.
14. Members may also note that the Notice of the 5th Annual General Meeting and the Annual Report 2016 will also be available on the Company's website www.intellectdesign.com. The physical copies of the aforesaid documents will also be available at the Company's Corporate Office in Navalur, Chennai for inspection during normal business hours on working days. Members who require communication in physical form in addition to e-communication, or have any other queries, may write to us at shareholder.query@intellectdesign.com / company.secretary@intellectdesign.com.
15. Additional information pursuant to Clause 36(3) of the Listing Regulations with the Stock Exchanges in respect of the Directors seeking appointment at the ANNUAL GENERAL MEETING are furnished and forms part of the Notice. The Directors have furnished the requisite consents / declarations for their appointment/reappointment.
16. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
17. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members to cast their votes electronically on all resolutions set forth in the Notice convening the 5th annual general meeting to be held on Thursday, July 21st 2016, at 04:00 p.m. The Company has engaged the services of Karvy Computershare Private Limited to provide the e-voting facility:
The e-voting facility is available at the link <http://www.evotingkarvy.com/>
18. The facility for voting through Instapoll shall be made available at the AGM, to all the members attending the AGM, who have not opted evoting facility. Further, the members who have opted evoting facility may also attend the AGM but shall not be entitled to cast their vote again at the AGM.
19. Evoting commences on July 18th, 2016 at 9 AM and will end at July 20th, 2016 at 5 PM and at the end of e-voting period, the facility shall forthwith be blocked.
20. The Detailed instructions on remote e-voting is made part of a separate sheet "Instructions for e-voting" attached to this Notice.
21. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013, will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days upto the date of declaration of the result of the 5th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the Company and also at the meeting.

By Order of the Board
For Intellect Design Arena Limited

V.V.Naresh

Vice President - Company Secretary & Compliance Officer

Place: Chennai

Date: 11th June, 2016

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013**Item No. 4 :-**

The Company proposes to contribute upto 2% of its License Revenue to the Ullas Trust.

The Corporate Social Responsibility (CSR) initiatives of Intellect are managed by Ullas Trust, started with a view to integrate the organisation with the larger community and enable its associates to experience the joy of working with young minds.

Ullas Trust seeks to recognize academic excellence in students from the economically challenged sections of the Society and encourage the 'Can do' spirit towards realising their dreams. The section on 'Social Connect' in the Directors' report forming part of the Annual Report presents a detailed overview of the activities of the Trust. The Trust is presently supported by Intellect and Intellect Associates besides contribution from Polaris Consulting & Services Ltd and its associates. This contribution is to ensure continuity of funding to the Trust to carry on its agenda as per its Charter. The quantum of contribution will be determined based on the results of each and disbursed to Ullas in the subsequent quarter.

License Revenue refers to the amounts received towards granting right of use of the software to a Customer based on number of users or for a particular geographical region or for a Business Line for a defined period of time.

Mr. Arun Jain is a related party as he is a trustee to the Ullas Trust and Director of the Company, the same will not qualify for Related Party Transaction as there are no Goods received or services rendered under Section 188 of the Companies Act, 2013.

None of the Directors other than Mr. Arun Jain, Key Managerial Personnel, or their relatives is interested or concerned in the resolution.

Item No. 5 :-

The following are the promoters of the Company as on March 31st, 2016:-

Sl.No	Name of Promoters and PAC	% of Shareholding
1	Polaris Banyan Holding Private Limited	22.85
2	Arun Jain	4.77
3	Arun Jain (HUF)	0.79
4	Meena Agarwal	0.02
5	Yogesh Andlay	2.06
6	Nita Jain	0.00
7	Shashi Gupta	0.01
8	Uma Gupta	0.00
9	Manju Jain	1.27
10	Naveen Kumar	0.01
11	Uday Jain	0.62
12	Neeta Mathur	0.00
13	Suman Mathur	0.00
14	Aarushi Jain	0.06
15	Manju Verma	0.00
Total		32.46

As the Persons Acting in Concert (PAC) mentioned in the above table starting from Serial No 4 (Four) till 15 (Fifteen) do not exercise control over the day-to-day affairs of the Company directly or indirectly, the Board in its meeting held on May 03rd, 2016 has decided to re-classify them as Public Shareholders subject to the approval of the shareholders.

None of the Directors other than Mr. Arun Jain and his relatives, Key Managerial Personnel, or their relatives is interested or concerned in the resolution.

Item No. 6 & 7 :-**Brief Description of ISOP 2016**

The primary objective of the Company Intellect has always been to create high performance communities that create significant value for all stakeholders. The Company already has four Stock Option Schemes namely ASOP 2003, ASOP 2004, ASOP 2011 and ISOP 2015 currently in force.

Balance pool available in ASOP 2003 and ASOP 2004 shall not be available for further grant of options. However, the balance grantable options in ASOP 2011 and ISOP 2015 are available for grant. The Company has decided to introduce new Associate Stock Options Plan, namely ISOP 2016. The Management opined that the new scheme would encourage and reward eligible associates globally for their performance, commitment and support for the growth of Intellect and to provide an incentive to continue contributing to the success of the Company. It is envisaged that ISOP 2016 Scheme will enable Intellect to attract and retain Global resources by making them partners in business and its growth.

Salient features of ISOP-2016 Scheme :

The Intellect Stock Option Plan – 2016 policy was drafted in accordance with the SEBI (Share Based Employee Benefits) Regulations, 2014.

(a) Total number of options are to be granted pursuant to ISOP 2016 shall not exceed 40,00,000 (Forty Lakhs only) Options convertible into equivalent number of shares of Rs.5/- each.

The options which are surrendered, cancelled or forfeited are eligible to be issued as fresh grants as per the provisions of this scheme

B) Identification of classes of associates entitled to participate in ISOP

All Associates are eligible to participate in Swarnam 101,201,301,401 & 501 of ISOP 2016

"Associate" means :-

- Permanent employees of the Company working in India or outside India;
- Directors of the Company, whether a Whole-time director or not but excluding an Independent Director; and
- an associate as defined in Clauses (a) or (b) of a subsidiary, in India or outside India, or of a holding Company or Associate Company but does not include -
 - an associate who is a promoter or a person belonging to the promoter group
 - a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding equity shares of the Company;
- any other associate, who under any law or regulation not entitled to participate in the Scheme

(c) Pricing of Options

The Grant price per option shall be the Market Price or discount on Market Price as detailed below:

	Price Band	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
A	Market Price up to Rs.49/-	Nil	Nil	Nil	Nil	Nil
B	Market Price between Rs.49 to Rs.140/-	10%	20%	50%	25%	Up to 50%
C	Market Price is > Rs. 140/-	15%	30%	50%	25%	Up to 50%

In case of B above, Grant Price (after discount) shall not be lower than the floor price of Rs.49/-. The Price Band mentioned above shall be adjusted for corporate actions, if any.

(d) Exercise Period and Process of Exercise

The exercise period shall commence from the date of vesting and expire not later than 60 (sixty) calendar months from the relevant vesting date. Options vested and not exercised by the option grantee before the exercise period of the said options, shall lapse. The Trust that shall be formed for the administration of Stock Option Plans of the Company may facilitate the exercise of options including Cashless exercise of Options with the approval of the Nomination and Remuneration & Compensation Committee.

Process Of Exercise :-

The option grantee, shall, at the time of exercise of options send the prescribed form mentioning the number of options that he is willing to exercise, Demat account details specifying Depository Participant (D.P.) ID No, Client ID No. and PAN, together with payment for an amount equal to the aggregate exercise price and tax payable in respect of the options exercised.

(e) The The appraisal process for determining the eligibility of employees to ISOP 2016

The Nomination and Remuneration & Compensation Committee determining the eligibility criteria for associates under ISOP 2016, based on evaluation of various parameters, such as length of service, grade, performance, technical knowledge, leadership qualities, merit, contribution and conduct, future potential, etc., and such other factors as may be deemed appropriate by it.

(f) Requirement of Vesting and the Vesting Period shall be as follows :

The Continuation of the option grantee in the Service of the Company or its holding/ subsidiaries/ associate Company shall be a primary requirement of the vesting

Vesting Schedule (From the date of Grant)	Swarnam 101	Swarnam 201	Swarnam 301	Swarnam 401	Swarnam 501
	As a % on Options granted				
At the end of year 1	10%	0%	0%	0%	0%
At the end of year 2	15%	0%	0%	0%	0%
At the end of year 3	20%	33%	33%	33%	33%
At the end of year 4	25%	33%	33%	33%	33%
At the end of year 5	30%	34%	34%	34%	34%

Options granted under Swarnam 501 shall be vested based on

1. Attaining Goals
2. Achieving Targets
3. Occurrence of an Event

These options shall vest not less than 2 years from the date of grant or not later than 5 years from the date of grant.

a. Additional Conditions :

If the performance rating of an associate during a year, as per the policies of the company is or lower than "P-" or any equivalent thereof or where any disciplinary action is initiated in any of the year during the vesting period, then 20% of the options granted shall stand cancelled for each of the respective year(s).

Those cancelled options shall be reduced from the options vesting immediately after the performance ratings are announced or disciplinary action is initiated.

If there is any shortfall in cancellation, then the balance shall be cancelled from subsequent vesting.

b. Additional conditions for acceleration

In addition to the vesting schedule as per Point (f) above, where an option grantee is in service for not less than nine months during any financial year, vesting of balance unvested options under each type shall be accelerated (hereinafter referred to as Accelerated options) in the event of the percentage of growth in EPS for that financial year over the immediate previous financial year as indicated below:

1. **EPS growth of 25%** leads to accelerated vesting of 5% of the total options granted.
2. **EPS growth of 40%** leads to accelerated vesting of 10% of the total options granted

The accelerated options shall be reduced from the options due for vesting in the immediate succeeding year.

The accelerated vesting referred to above shall vest on the option grantee on the relevant vesting date or the date of Consolidated Audited financial statements of the group for the financial year for which the EPS growth relates to, whichever is later.

For the purpose of the above

Earnings per Share or EPS means the diluted earnings per share as per group consolidated audited Balance Sheet of the Company.

G. Maximum Period within which the options shall be vested :

All options shall vest within 5 years from the date of grant

H. Maximum number of options to be issued per employee and in aggregate

The maximum number of options granted to any one associate over the life of the scheme shall not be more than 1% of the issued equity share capital of the company at the time of grant of the option.

(i) The Scheme is to be implemented by the Company and will be administered directly by the Company or through a trust

(j) The Shares involves new issue of shares by the Company, which shall not exceed 40,00,000 (Forty Lakhs Only) Shares of Rs. 5/- (Rupees Five) each, subject to any increase or decrease due to any Corporate Action(s) such as issue of Bonus Shares, Split or Consolidation of Shares of the Company.

(k) The Company shall conform to the accounting policies specified in clause 15.1 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014.

(l) The Company shall follow the intrinsic method for valuations of options unless otherwise required by the Accounting Standards followed by the company

(m) In case the Company calculates the employee compensation cost using the intrinsic value of the stock options, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the options, shall be disclosed in the Directors' Report and also the impact of this difference on profits and on EPS of the Company shall also be disclosed in the Directors Report

The Directors of the Company are interested to the extent of their shareholding in the Company and to the extent they may be covered by the Schemes. Accordingly your Directors recommend the Special Resolutions in the best interests of the Company.

The draft Scheme will be available for inspection in physical or electronic form at the Registered Office and Corporate Office of the Company during business hours on all working days up to the date of declaration of the result of the 5th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company and also at the meeting.

Item No. 8 :-

Mr. Arun Shekhar Aran joined the Board of Directors of the Company on May 03rd, 2016 as Additional Director of the Company pursuant to Section 152 and 161 of the Companies Act, 2013. Pursuant to the provisions of Section 161 of the Companies Act, 2013 Mr. Arun Shekhar Aran shall hold office upto the date of ensuing Annual General Meeting.

In terms of Section 149 read with Schedule IV and all other applicable provisions of the Companies Act, 2013, Mr. Arun Shekhar Aran (DIN : 00015335) is proposed to be appointed as an Independent Director for a term of 3(three) years.

The Company has received a notice in writing under the provisions of Section 160 of the Companies Act, 2013, from him along with the deposit of Rs. 1,00,000/- (Rupees One Lakh Only) proposing the candidature of himself for office of Independent Director to be appointed as such under the provisions of Section 149 of the Companies Act, 2013 read with Schedule IV and all other applicable provisions of the Companies Act, 2013.

The Company has received from Mr. Arun Shekhar Aran (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013 (iii) Declaration of Independence, that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

Draft letter for appointment of Mr. Arun Shekhar Aran as director setting out terms and conditions will be available for inspection in physical or electronic form at the Registered Office of the Company during business hours on all working days up to the date of declaration of the result of the 5th Annual General Meeting of the Company and the copies thereof shall also be made available for inspection in physical or electronic form at the Corporate Office of the company and also at the meeting.

Justification for choosing the appointee for appointment as Independent Director

The Board consider that his proposed association as an Independent Director would be of immense benefit to the Company and it is desirable to avail the services of Mr. Arun Shekhar Aran as an Independent Director.

No, Director, Key Managerial Personnel, or their relatives, except Mr. Arun Shekhar Aran to whom the resolution relates, is interested or concerned in the Resolution.

The Board recommends the resolution set forth in Item No. 8 for the approval of members.

Item No. 9(a) and 9(b) :-

In light of Item No. 6,7 and 10 it is proposed to increase the Authorised Share Capital of the Company from the existing Rs. 55,00,00,000/- (Rupees Fifty Five Crores only) divided into 11,00,00,000 (Eleven crores only) equity shares of Rs. 5/- (Rupees Five only) to Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) divided into 15,00,00,000 (Fifteen

Crores only) equity shares of Rs. 5/- (Rupees Five only) each, as indicated in the resolution of the Notice.

Consequently, it is proposed to make appropriate alterations in the Memorandum and Articles of Association of the Company to reflect changes in the Authorised Share Capital of the Company.

The proposed resolutions are in the interest of the Company. None of the Directors and Key Managerial Personnel of the Company including their relatives are concerned or interested in aforesaid resolution.

Item No. 10 :-

The Board of Directors of the Company at its meeting held on 11th June 2016 have proposed to issue raise funds for an amount not exceeding Rs. 300 crores (Three Hundred Crores Only) through issuance of securities including equity shares and/or other securities convertible into equity shares, including through public issue and/or on a private placement basis and/or preferential issue or any other kind of issue by way of further public offer or Rights Issue or including through Qualified Institutional Placement ("QIP") under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2009 (the "SEBI ICDR Regulations").

When it is proposed to increase the issued capital of the Company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down in Section 62(1)(a) of the Companies Act, 2013 unless the shareholders by way of Special Resolution in a General Meeting decide otherwise. Since the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought in pursuant to the provisions of Section 62(1)(c) and such other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Regulations, 2015 executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

However, if it is proposed to increase the issued capital through Qualified Institutional Buyers by way of Qualified Institutions Placement ("QIP") then it should be in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the SEBI ICDR Regulations") for cash at such price, to be decided later, for aggregating upto Rs 300 Crores (Rupees Three Hundred Crores only) or to such other persons subject to the compliance of the provisions of ICDR Regulations.

In terms of Sections 41, 42, 62 and Section 71 of the Act, a company proposing to issue Securities to persons other than the existing shareholders or the public, is required to obtain the approval of the members by way of a Special Resolution for each offer or invitation. However, in accordance with relevant rules under the Act, the Company is permitted to make all offers for issue of the securities as specified in the concerned resolution.

It is proposed to obtain the approval of the members under Section 41, 42, 62, 71 and other applicable provisions, if any, of the Act, read together with the Rules made thereunder (to the extent applicable), to enable the Company to make a private placement and/or QIP of securities (equity or other securities convertible into equity) in one or more tranches within such limits to set out in the Resolution at Item No. 10 of the Notice.

The proceeds of the issue would be utilized in meeting the long term working capital requirements, repayment of debt, Capital expenditure and other general corporate purposes. The pricing for the security which may be issued by the Company on the basis of this Resolution will be done by the Board or committee thereof in accordance with applicable law including SEBI (ICDR) Regulations and Foreign Exchange Management Act as may be applicable.

The Board recommends the resolution at Item No. 10 of the Notice for the approval of the shareholders by way of a Special Resolution.

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

At the Annual General Meeting, Mr. Anil Kumar Verma (DIN 01957168) Executive Director of the Company retire by rotation and being eligible offer himself for re-appointment. Mr. Arun Shekhar Aran (DIN 00015335) was appointed as Additional Director by the Board of Directors who hold office till the Annual General Meeting and in respect of whom Company has received notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of the Director. The brief resume, experience and functional expertise and the membership on various Board and Committee of Directors proposed to be appointed/ re-appointed at Serial Number 2 and 8 of the Notice convening 5th Annual General Meeting, as per the Corporate Governance Code as defined under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are furnished below :-

Name of the Director	Mr. Anil Kumar Verma	Mr. Arun Shekhar Aran
Date of Birth	05.07.1955	30.04.1959
Age	60	57
Date of First appointment	30-09-2014	03.05.2016
Experience in Specific functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.	Well experienced in the areas of software development and maintenance career spanning over 34 years.
Number of shares held in the company	21,000	474,560
Qualification	A Bachelor of Electrical Engineering from IIT Delhi and Post- Graduate in instruction design from the University of Wollongong in Australia	A Bachelor of Technology from IIT Delhi and MBA from Indian Institute of Management, Ahmedabad
List of Companies in which Directorship held	a. Polaris Banyan Holding Private Limited b. Oculus Healthcare Private Limited c. Intellect Design Arena Pty. Ltd., Australia d. Artec Interactives Pty Ltd., Australia	a. OSS Software Solutions Labs Private Limited b. NUCSOFT OSS Labs Private Limited c. NUC SOFT Limited
Chairman/ Members of the Committees of the Board of Companies in which he is a Director	Chairman – 1 Member in Committee – 3	Chairman – Nil Member in Committee – Nil
No. of Meetings of the Board attended during the financial year 2015-16	7 (Seven)	NIL (Since appointed as Additional Director on May 03 rd , 2016)
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Mr. Anil Kumar Verma is brother-in-law of Mr. Arun Jain, Chairman and Managing Director of the Company	No relationship with any Director, Manager and other Key Managerial Personnel of the Company

Brief Resume of the Director :-
ANIL KUMAR VERMA
Background details :

Anil Kumar Verma is a key contributor to the strategic vision of the organization. A Bachelor of Electrical Engineering from IIT Delhi and Post-

Graduate in instructional design from the University of Wollongong in Australia, Anil has rich and global professional experience of over 35 years in the industry.

Anil established and nurtured deep relationships for strengthening the Polaris brand in Australia. He was part of the core group that conceptualized and created FINDIT (Forum of Indian IT Companies) that later became NASSCOM Australia, an influential industry body that he led as founder President for four years. Living the spirit of deeper connect with the local community, Anil established long term relationship with the University of Western Sydney in Australia where he has been 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.

1. Recognition or awards :

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.

2. Job profile and his suitability :

The job profile involves providing leadership and direction to the Business Operations of Intellect Design Arena Limited. This includes managing the day to day operations and take complete ownership of the P&L of the company.

3. Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)

Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered by him and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar top/senior level appointees in other companies.

4. Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.

Mr. Anil Kumar Verma is the brother-in-law of Mr. Arun Jain, Chairman and Managing Director.

ARUN SHEKHAR ARAN

Arun Shekhar Aran has had technical education at IIT Delhi completing a B Tech in Mechanical Engineering. Subsequently, he also spent two years at IIM Ahmedabad learning management through their flagship course PGDM specializing in Systems.

After, IIM, he started his working career at Asian Paints(I) Ltd, which was very much respected for the quality of its management talent at that point of time. He established a lot of path-breaking usages for computers at Asian Paints during his stint of seven years there while he rose to a middle management position there.

He moved out of a good going job in 1989 to join some of his friends in an entrepreneurial venture to add to their development team and be instrumental in writing some of the newage softwares for their clients at that time. In 1994 as a part of the group initiative he moved to Mumbai and setup a new team in the name of Nucsoft Ltd which also worked with clients in Banking and Financial Services area.

INTELLECT DESIGN ARENA LIMITED

(Formerly known as Fin Tech Grid Limited)

(CIN:L72900TN2011PLC080183)

Registered Office: No.244, Anna Salai, Chennai- 600 006, Ph : 044 2852 3280 / 2852 4154

Corporate Office : Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130, Ph : 3341 8000

Email id : shareholder.query@intellectdesign.com, company.secretary@intellectdesign.com Website: www.intellectdesign.com;

5th Annual General Meeting to be held on July 21st, 2016 at 04:00 PM

THE MUSIC ACADEMY, MINI HALL, NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA

ATTENDANCE SLIP

Registered Folio No :(or)

Demat Account No.D.P.ID.No.....

Name of Shareholder(s)

I/We certify that I am/we are the Member(s) / Proxy of the Member(s) of the Company holding _____ Shares.

.....
Signature of Member(s) / Proxy

- A member or his duly appointed Proxy wishing to attend the meeting must complete this Admission Slip and hand it over at the entrance of the meeting hall.
- Name of the Proxy in BLOCK letters (in case a Proxy attends the meeting)
- Those who hold shares in Demat form to quote their Demat Account No. and Depository Participant (D.P.) ID. No.

Form No. MGT-11

Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L72900TN2011PLC080183

Name of the Company: Intellect Design Arena Limited

Registered office: 244, Anna Salai, Chennai – 600 006

Corporate Office : Plot No.3/G-3, SIPCOT IT Park, Siruseri, Chennai – 600 130

Name of the Member (s)

Registered Address

E-mail ID

Folio No./ Client Id & DP. ID

I/We being the Member(s) of _____ shares of the above named Company, hereby appoint

1. Name : _____
Address : _____

E-mail ID : _____

Signature : _____, or failing him _____

2. Name : _____
Address : _____

E-mail ID : _____

Signature : _____, or failing him _____

3. Name : _____
Address : _____

E-mail ID : _____

Signature : _____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Thursday, the July 21st, 2016, at 04:00 p.m. at THE MUSIC ACADEMY, "MINI HALL", NEW NO. 168, T.T.K. ROAD, ROYAPETTAH, CHENNAI – 600 014, INDIA** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of Financial Statements.
2. Re- appointment of Mr.Anil Kumar Verma
3. Ratification of the appointment of Statutory Auditors
4. Proposal for Contributing 2% of the License Revenue of the Company to Ullas Trust
5. Re-classification of Promoters' acting in Concert
6. Introduction of New ASOP Scheme namely "ISOP 2016"
7. Approval of the benefits and terms and conditions of ISOP 2016
8. Appointment of Mr. Arun Shekhar Aran as an Independent Director of the Company
9. Increase in Authorised Share Capital and alteration of capital clause of the Memorandum of Association of the Company
10. Proposal for raising of funds not exceeding Rs. 300 crores

Signed this _____ day of _____ 2016.

Affix Revenue Stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

Re.1
Revenue
stamp

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. For the resolutions, Explanatory Statement and Notes, please refer to the Notice of the Annual General Meeting.
3. A holder of this proxy may vote either for or against any of the aforesaid resolutions.