

INTELLECT DESIGN ARENA LIMITED  
CIN : L72900TN2011PLC080183

CORPORATE GOVERNANCE REPORT

1.Name of Listed entity INTELLECT DESIGN ARENA LIMITED  
2.Quarter ending 30<sup>th</sup> September, 2017

I.Composition of Board of Directors

| Title(Mr./Ms) | Name of the Director    | PAN        | DIN      | Category (Chairperson / Executive / Non-Executive/ Independent/ Nominee) | Date of Appointment in the current term/ cessation | Tenure* | No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations) | Number of Memberships in Audit/Stakeholder Committee(s) including this listed entity(RefRegulation 26(1) of Listing Regulations) | No of post of Chairperson in Audit/Stakeholder Committee held in listed entities including this listed entity(Ref Regulation 26(1) of Listing regulations) |
|---------------|-------------------------|------------|----------|--|--|---------|--|--|--|
| Mr.           | Arun Jain               | AAHPJ6020E | 00580919 | Chairperson  | 21/08/2017**                                       |         | 1  | 0  | 0  |
| Mr.           | Anil Kumar Verma        | AMDPV2949N | 01957168 | Executive  | 30/09/2014   |         | 1  | 2  | 0  |
| Ms.           | Aruna Krishnamurthy Rao | AAANR4548K | 06986715 | Independent  | 21/08/2017**                                       | 3 years | 1  | 2  | 0  |
| Mr.           | Arun Shekhar Aran       | AAJPA1921B | 00015335 | Independent  | 21/07/2016   | 3 years | 1  | 0  | 1  |
| Mr.           | V.Balaraman             | AAAPB3329D | 00267829 | Independent  | 21/08/2017**                                       | 2 years | 2  | 6  | 2  |

SPAN number of any director would not be displayed on the website of Stock Exchange

\*Category of Directors means executive/non-executive/Independent/Nominee.If a Director fits into more than one category write all categories separating them with hyphen

\*\* to be filled only for Independent Director.Tenure would mean total period from which Independent director is serving on Board of Directors of the listed entity in continuity without any cooling off period.

\*\* Appointed for the second term at the Annual General Meeting held on 21st August, 2017.

II.Composition of Committees

| Name of Committee                                   | Name of committee members | Category (Chairperson / Executive/ Non-Executive/ Independent/ Nominee) |
|---|---------------------------|---|
| 1.Audit Committee                                   | Arun Shekhar Aran         | Independent/ Chairperson  |
|   | Aruna Krishnamurthy Rao   | Independent   |
|   | V.Balaraman               | Independent   |
|   | Anil Kumar Verma          | Executive   |
| 2.Nomination, Remuneration & Compensation Committee | V Balaraman               | Independent / Chairperson   |
|   | Aruna Krishnamurthy Rao   | Independent   |
|   | Mr. Arun Shekhar Aran     | Independent   |
|   | Arun Jain                 | Executive   |
| 3.Risk Management Committee                         | Not applicable            |   |
| 4.Stakeholders relationship committee               | V Balaraman               | Independent / Chairperson   |
|   | Aruna Krishnamurthy Rao   | Independent   |
|   | Anil Kumar Verma          | Executive   |

\*Category of Directors means executive/non-executive/Independent/nominee. If a director fits into more than one category,write all categories separating them with hyphen

III.Meeting of Board of Directors

| Date(s) of Meeting (if any) in the previous quarter | Date(s) of Meeting (if Any) in the relevant quarter | Maximum gap between any two consecutive (in number of days) |
|---|---|---|
| 2 <sup>nd</sup> May, 2017                           | 6th July, 2017                                      | 63*   |
| 3rd May, 2017                                       | 11th August, 2017                                   |   |
|   | 19th August, 2017                                   |   |
|   | 21st September, 2017                                |   |

\* Maximum Gap from 3rd May, 2017 till 06th July, 2017

IV.Meeting of Committees

| Date(s) of meeting of the committee in the relevant quarter        | Whether requirement of Quorum met (details) | Date(s) of meeting of the committee in the previous quarter | Maximum gap between any two consecutive meetings in number of days* |
|--|---|---|---|
| <b>a) Audit Committee</b>  |   |   |   |
| 06th July, 2017  | Yes   | 3rd May, 2017   | 63**  |
| 11th August, 2017  | Yes   |   |   |
| 21st September, 2017   | Yes   |   |   |
| <b>b) Stakeholders' Relationship Committee</b>                     |   |   |   |
| 11th August, 2017  | Yes   | 03 <sup>rd</sup> May, 2017                                  | 99***   |
| <b>c) Nomination and Remuneration &amp; Compensation Committee</b> |   |   |   |
| 6th July, 2017   | Yes   | 3 <sup>rd</sup> May, 2017                                   | 63**  |
| 11th August, 2017  | Yes   |   |   |



Intellect Design Arena Limited

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Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India. | Ph: +91-44-3341 8000

www.intellectdesign.com

\*This information has to be mandatorily be given for audit committee, for rest of the Committees giving this information is optional

\*\* Maximum Gap from 03rd March, 2017 till 06th July, 2017

\*\*\* Maximum Gap from 03<sup>rd</sup> May, 2017 till 11th August 2017

**V. Related Party Transactions**

| Subject  | Compliance status(Yes/No/NA) |
|--|------------------------------|
| Whether prior approval of audit committee obtained   | NA                           |
| Whether shareholder approval obtained for material RPT   | NA                           |
| Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee | Yes                          |

**Note**

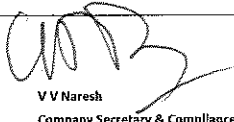
1. In the column "Compliance Status", compliance or non-compliance may be indicated by Yes/No/N.A.. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed entity has no related party transactions, the Words "N.A" may be indicated.

2. If status is "NO" details of non-Compliance may be given here.

**VI. Affirmations**

1. The composition of Board of directors is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations 2015.  
 2. The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements)Regulations,2015  
 a. Audit Committee  
 b. Nomination & Remuneration Committee  
 c. Stakeholders relationship committee  
 d. Risk management committee (applicable to the top 100 listed entities)  
 3. The committee members have been made aware of their powers, role and responsibilities as specified in SEBI(Listing obligations and disclosure requirements)Regulations 2015.  
 4. The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI(Listing obligations and disclosure requirements)Regulations,2015  
 5. This report and/or the report submitted in the previous quarter has been placed before Board of Directors. Any Comments/Observations/Advice of Board of directors may be mentioned here:

Signature:



Name

V V Naresh

Designation


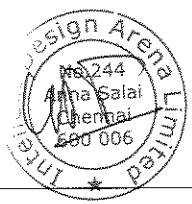
Company Secretary & Compliance Officer

Date:

5-Oct-17



Note: Information at Table I and II above need to be necessarily given in 1st quarter of each financial year. However, if there is no change of information in subsequent quarter(s) of that financial Year, this information may not be given by Listed entity and instead a statement "Same as previous quarter" may be given.

| <b>I AFFIRMATIONS</b>   |                                      |  |
|---|--------------------------------------|--|
| <b>Broad Heading</b>  | <b>Regulation Number</b>             | <b>Compliance Status (Yes/ No/ NA)</b> |
| Copy of the annual report, including Balance Sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website   | 46(2)                                | Yes                                    |
| Presence of Chairperson of Audit Committee at the Annual General Meeting  | 18(1)(d)                             | Yes                                    |
| Presence of Chairperson of the Nomination and Remuneration and Compensation Committee at the Annual General Meeting   | 19(3)                                | Yes                                    |
| Whether "Corporate Governance Report" disclosed in Annual Report  | 34(3) read with Para C of Schedule V | Yes                                    |
| <p><b>Note</b></p> <p>1. In the Column "Compliance Status", compliance or non-compliance may be indicated by Yes/ No/NA. For example, if the Board has been composed in accordance with the requirements of Listing Regulations, "Yes" may be indicated. Similarly, in case the Listed Entity has no related party transactions, the words "N.A." may be indicated.</p> <p>2. If status is "No" details of non-compliance may be given here.</p> <p>3. If the Listed entity would like to provide any other information the same may be indicated here.</p> |                                      |  |
| <p><br/> <b>V V Naresh</b><br/> <b>Company Secretary and Compliance Officer</b></p> <p></p>  |                                      |  |