

INTELLECT/SEC/2025-26

May 26, 2025

- 1. National Stock Exchange of India Limited,**
Exchange Plaza, 5th Floor, Plot No. C/1, G Block,
Bandra Kurla Complex,
Bandra (E), Mumbai – 400 051.
- 2. BSE Limited.**
1st Floor, New Trade Ring, Rotunda Building,
PJ Towers, Dalal Street, Fort, Mumbai – 400 001.

Scrip Symbol :
INTELLECT

Scrip Code :
538835

Sub: - **Voting Results of Postal Ballot along with report of the Scrutinizer**

Dear Sir/Madam,

This is in continuation to our letter dated April 21, 2025 wherein we had sent you Notice of Postal Ballot dated April 10, 2025 seeking approval of Members of the company through Postal Ballot (remote e-voting only) on the following items:

Items	Description of Resolution	Type of Resolution
1.	To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for a second term of 5 years.	Special
2.	To consider and approve the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme.	Special

In this regard, kindly find enclosed;

1. Voting results pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
2. Report of the Scrutinizer dated May 26, 2025
3. Minutes of proceedings of the Postal Ballot

Kindly take the above information on record and confirm compliance.

Thanking you,

For **Intellect Design Arena Limited,**

V V Naresh
Company Secretary and Compliance Officer
Membership No. F8248

Encl: As above

Intellect Design Arena Limited

Registered Office: 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-6615 5100 | Fax: +91-44-6615 5123
Corporate Headquarters: SIPCOT IT Park Siruseri, Chennai - 600 130, India | Ph: +91-44-6700 8000 | Fax: +91-44-6700 8874
E-mail: contact@intellectdesign.com | www.intellectdesign.com

INTELLECT DESIGN ARENA LIMITED

VOTING RESULT		
Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015		
Sr. No.	Particulars	Details
1	Notice dated E-Voting Start date E-Voting End date	Thursday, April 10, 2025 Wednesday, April 23, 2025 Thursday, May 22, 2025
2	Total number of shareholders as on record date	As on the e-Voting Cut-off Date, i.e., 18.04.2025 – 1,15,070
3	Number of Shareholders present in the meeting either in person or through proxy Promoters and Promoter Group: Public:	Not Applicable
4	Number of Shareholders attended the meeting through VC / OAVM Promoters and Promoter Group: Public:	Not Applicable
5	No. of resolutions passed in the meeting	2 Details of Voting Results attached

RESOLUTION - 1

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		None						
Description of the resolution		To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for a second term of 5 years						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	41526429	41526429	100.0000	41526429	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100.0000	41526429	0	100.0000	0
PUBLIC-INSTITUTIONS	E-VOTING	45939869	22869367	49.7811	22578249	291118	98.7270	1.2730
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	45939869	22869367	49.7811	22578249	291118	98.7270	1.2730
PUBLIC-NON INSTITUTIONS	E-VOTING	51385471	11045133	21.4947	11038863	6270	99.9432	0.0568
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	51385471	11045133	21.4947	11038863	6270	99.9432	0.0568
GRAND TOTAL		138851769	75440929	54.3320	75143541	297388	99.6058	0.3942

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RESOLUTION - 2

Resolution Required:(Ordinary/Special)		Special Resolution						
Whether promoter/ promoter groups are interested in the agenda/resolution?		None						
Description of the resolution		To consider and approve the amendments to be made to Associate Stock Option Plan ("ASOP 2011") Scheme.						
PARTICULARS	MODE OF VOTING	NO OF SHARES HELD	NO OF VOTES POLLED	% OF SHARES POLLED ON OUTSTANDING SHARES	NO OF VOTES IN FAVOUR	NO OF VOTES AGAINST	% OF VOTES IN FAVOUR ON VOTES POLLED	% OF VOTES AGAINST ON VOTE POLLED
		(1)	(2)	(3)=(2/1)*100	(4)	(5)	(6)=(4/2)*100	(7)=(5/2)*100
PROMOTER AND PROMOTER GROUP	E-VOTING	41526429	41526429	100.0000	41526429	0	100.0000	0
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	41526429	41526429	100.0000	41526429	0	100.0000	0
PUBLIC-INSTITUTIONS	E-VOTING	45939869	22869367	49.7811	5053123	17816244	22.0956	77.9044
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	45939869	22869367	49.7811	5053123	17816244	22.0956	77.9044
PUBLIC-NON INSTITUTIONS	E-VOTING	51385471	11044986	21.4944	11022374	22612	99.7953	0.2047
	POLL		0	0	0	0	0	0
	POSTAL_BALLOT		0	0	0	0	0	0
	SUB TOTAL	51385471	11044986	21.4944	11022374	22612	99.7953	0.2047
GRAND TOTAL		138851769	75440782	54.3319	57601926	17838856	76.3538	23.6462

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SCRUTINIZER'S REPORT

(On voting through Remote E-Voting on Postal Ballot)

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

May 26, 2025

The Chairman

Intellect Design Arena Limited
CIN: L72900TN2011PLC080183
No. 244, Anna Salai
Chennai - 600 006.

Dear Sir,

**SUB: SCRUTINIZER'S REPORT OF THE REMOTE E-VOTING ON POSTAL BALLOT
NOTICE DATED APRIL 10, 2025**

1. I, Vasumathy Vasudevan, Practising Company Secretary, have been appointed by the Board of Directors of **Intellect Design Arena Limited** ("the Company"), having CIN: L72900TN2011PLC080183, as the Scrutinizer vide their letter dated April 10, 2025 for the purpose of scrutinizing Remote E-voting of the Postal Ballot in respect of the members of the Company, 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 as amended from time to time and subject to Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the resolutions set out in the Postal Ballot Notice dated April 10, 2025.
2. The Company has provided remote e-voting facility to members as on cut-off date to exercise their voting rights on the resolutions as set out in the Postal Ballot Notice, in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 the Companies (Management and Administration) Rules, 2014 read with the Ministry of Corporate Affairs ("MCA") General Circular Nos. 14/2020 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively, MCA General Circular No. 09/2024 dated September 19, 2024, Secretarial Standards 2 on General Meetings issued by the Institute of Company Secretaries of India and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular

No.: SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 and SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

3. The Management of the Company is responsible to ensure compliance with the statutory requirements w.r.t. the following, for conduct of remote e-voting on the resolutions contained in Postal Ballot Notice of the Company:
 - (i) the Companies Act, 2013 and Rules made thereunder read with the relevant Circulars of Ministry of Corporate Affairs ("MCA") w.r.t. conduct of Postal Ballot through Remote E-voting;
 - (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to Remote E-Voting.
4. The Company had availed the voting facility offered by National Securities Depository Limited ("NSDL"), for conducting Remote E-voting ("Remote E-Voting") to enable the Members to exercise their right to vote by electronic means.
5. My responsibility as the Scrutinizer for the voting process is restricted to prepare a 'Scrutinizer's Report' of the votes cast as "for" or "against" / "assent" or "dissent" for the resolutions as stated in the Postal Ballot Notice, based on reports generated from the electronic voting service facility provided by NSDL, engaged by the Company to provide voting through electronic means i.e., by Remote E-voting.
6. The Shareholders of the Company holding shares as on the "Cut-off" date (i.e. on Friday, April 18, 2025) were entitled to vote on the resolutions as set out in the Postal Ballot Notice.
7. The Remote E-voting for the Postal Ballot commenced on Wednesday, April 23, 2025 at 09.00 A.M. IST till Thursday, May 22, 2025 at 05.00 P.M. IST for thirty days from the date of issue of postal ballot notice as required under Rule 22 of the Companies (Management and Administration) Rules, 2014 and the NSDL Remote E-voting Platform was blocked by NSDL thereafter, in due time for e-voting.
8. After closure of remote e-voting period on Thursday, May 22, 2025, a detailed voting summary report was generated from the Portal of NSDL, in the presence of two witnesses who are not in employment of the Company in accordance with Rule 20 (4) (xii) of the Companies (Management and Administration) Rules, 2014 and after the appointed time from the E-voting System of NSDL, scrutinized, reviewed and the voting results were prepared.



9. I have relied on information provided by Cameo Corporate Services Limited (“Cameo”), the Registrar and Share Transfer Agent (“RTA”) of the Company in relation to details regarding number of shares held and signatures of shareholders.
10. **Based on the data downloaded from NSDL E-voting System, the total votes cast in “favour” or “against” / “assent” or “dissent” on the resolutions proposed in the Postal Ballot Notice dated April 10, 2025 is submitted by me as under:**

Resolution No. 1:

Approval for re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for the second term of five years. (Special Resolution)

- (a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
478	7,51,43,541	99.6058%

- (b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
41	2,97,388	0.3942%

- (c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
40	1,39,72,605



Resolution No. 2:

Approval of the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme (*Special Resolution*)

(a) Voted in favour of the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
350	5,76,01,926	76.3538%

(b) Voted against the Resolution:

Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
168	1,78,38,856	23.6462%

(c) Invalid Votes:

Total Number of Members, whose Votes were declared invalid	Number of Votes cast by them
40	1,39,72,605

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

- a) With respect to Corporate Shareholders – the scrutiny is whether the Corporate Shareholder has provided a board resolution authorising a natural person to vote in the Postal Ballot e-voting of the company.
- b) With respect to Mutual Funds – the scrutiny is whether the Trustee Company of the Mutual Fund has provided a board resolution authorising a natural person to vote at a general meeting of the company.
- c) With respect to FII’s and FPI’s – the scrutiny is availability of Power of Attorney (“POA”) given by the FII / FPI in favour of a custodian in India and POA is scrutinized for the following:
 - i. 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;
 - ii. Where the POA bears a date of execution;



- iii. Where the POA has been executed outside India - has the same been Apostilled in that country;
- iv. Whether the POA has been adjudicated under the Indian Stamp Act, 1899 - else the document cannot be valid in India;
- v. Whether under the POA, the FII / FPI has given to 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;
- vi. Whether the Custodian has by way of an applicable authorisation document, given a power to vote to its officer or any natural person.

I report that the Resolutions have been passed by the Members of the Company through E-voting during the Postal Ballot period with requisite majority as proposed in the Postal Ballot Notice dated April 10, 2025. You may accordingly declare the results.

Electronic data and relevant records relating to Remote E-voting of the Postal Ballot shall be handed over to the Company Secretary of the Company for the safe keeping.

Thanking you,

Yours' faithfully,

For **V. VASUMATHY & ASSOCIATES,**

VASUMATHY
VASUDEVAN
Digitally signed by
VASUMATHY VASUDEVAN
Date: 2025.05.26 16:13:57
+05'30'

VASUMATHY VASUDEVAN
Practising Company Secretary
FCS No. 5424 / COP No. 9451
ICSI Peer Review Certificate No: 6395/2025
UDIN: F005424G000442333
Place: Chennai

Countersigned by:
For **INTELLECT DESIGN ARENA LIMITED**

VUDALI VENKATA
NARESH
Digitally signed by VUDALI
VENKATA NARESH
Date: 2025.05.26 16:27:26 +05'30'

V. V. NARESH
Company Secretary & Compliance Officer

**MINUTES OF POSTAL BALLOT PROCEEDINGS HELD THROUGH REMOTE E-VOTING
CONCLUDED ON THURSDAY, MAY 22, 2025.**

The Board of Directors vide their resolution dated April 10, 2025, approved the postal ballot notice entailing the following resolutions to be considered and approved by shareholders through remote e-voting pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014.

S No.	Particulars
1.	To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for a second term of years.
2.	To consider and approve the amendments to be made to Associate Stock Option Plan ("ASOP 2011") Scheme.

- a) The Company had engaged the services of NSDL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members.
- b) The Board had appointed Ms. Vasumathy Vasudevan, Practicing Company Secretary (FCS: 5424, COP: 9451), of M/s. V. Vasumathy & Associates, Chennai as the Scrutinizer for conducting the e-voting process in a fair and transparent manner.
- c) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent through electronic mode to those members whose e-mail addresses were registered with the Company/Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date Friday, April 18, 2025 seeking approval as set out in the postal ballot notice.
- d) The total number of shareholders as on the cut-off date was 1,15,070.
- e) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on April 21, 2025.
- f) A Public advertisement was published on April 22, 2025 in Business Line in English and Dinamani in Tamil.
- g) The e-voting commenced on Wednesday, April 23, 2025 (9.00 AM IST) and closed on Thursday, May 22, 2025 (5.00 PM IST).
- h) The Scrutinizer unblocked the votes casted under e-voting and downloaded the details at on Thursday, May 22, 2025 from NSDL portal in the presence of two witnesses.

i) The Scrutinizer then rendered her report to the Chairman.

Resolutions	Total shares as on the cut-off date	No. of votes polled	No. of Votes – in favor	% of Votes in favor	No. of Votes – against	% of Votes against
To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN: 00389288) as an Independent Director of the Company for a second term of 5 years.	13,88,51,769	7,54,40,929	7,51,43,541	99.6058	2,97,388	0.3942
To consider and approve the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme.		7,54,40,782	5,76,01,926	76.3538	1,78,38,856	23.6462

Note –

1. None of the promoter / promoter group members were interested in aforementioned resolutions.
- j) The text of resolutions as set out in the postal ballot notice dated April 10, 2025, that were passed by the shareholders were as follows:
1. **Resolution No. 1 – To consider and approve re-appointment of Mr. Abhay Anant Gupte (DIN:00389288) as an Independent Director of the Company for a second term of 5 years.**

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152, and other applicable provisions of The Companies Act, 2013 (“the Act”) read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable rules made thereunder and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“SEBI Listing Regulations”) (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), Mr.Abhay Anant Gupte (DIN:00389288), who was appointed as an Independent Director of the Company at the 09th Annual General Meeting of the Company and who holds office up to June 14, 2025,

and who is eligible for re-appointment for a second term and who meets the criteria for independence as provided in Section 149 (6) of the Companies Act, 2013 along with the rules framed thereunder and Regulation 16 (1) (b) of the SEBI Listing Regulations and who has submitted a declaration to that effect and in respect of whom the Company has received a Notice in writing under Section 160(1) of the Act from a member proposing his candidature for the office of Director, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) years commencing from June 15, 2025 till June 14, 2030.

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

2. Resolution No. 2 – To consider and approve the amendments to be made to Associate Stock Option Plan (“ASOP 2011”) Scheme.

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

1. The options which are surrendered, cancelled or forfeited, which are eligible to be reissued as fresh grants as per the provisions of ASOP 2011 as on 31st December 2024 is 20,34,910 (Twenty Lakhs Thirty Four Thousand Nine Hundred and Ten only) options convertible into equivalent number of Equity Shares of Rs.5/- (Rupees Five) each. These options can be granted under Swarnam 11, 21, 31, 41, 51 & 61.
2. New Types of grants - Swarnam 51 & 61 are introduced recommended for options / RSU's to be granted at Rs.5/-.
3. Vesting for Swarnam 51 - 33% at the end of the 3rd year, 33% at the end of the 4th year, and 34% at the end of the 5th year, with an additional vesting condition.
4. Options granted under Swarnam 51 shall be vested based on Attaining Goals or Achieving Targets or Occurrence of an Event.
5. On the recommendations from ISOP Selection Committee, the Nomination and Remuneration & Compensation Committee shall specify the goals, targets and events and communicate the same through grant letter at the time of grant.

6. These options shall vest not less than two years from the date of grant or not later than five years from the date of grant.
7. The targets or goals as may be fixed by the Compensation committee shall be - Either Individual or team or the organization as a whole and Financial or Event achievement.
8. Vesting for Swarnam 61 - shall be decided by the Nomination Remuneration and Compensation Committee subject to a maximum vesting period of five years.

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

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

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.
