

Date: 03rd July, 2015

To,

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

Dear Sir,

Sub: Intimation of Annual General Meeting of the Company - 28th July 2015 - Reg

We wish to inform you that the Annual General meeting of the Company, Intellect Design Arena Limited has been scheduled on Tuesday, the 28th of July 2015 at 3:00 p.m at "Rani Seethai Hall", First Floor, Anna Salai, Thousand Lights, Chennai - 600 006.

In accordance with clause 51 (a) of the listing agreement we are forwarding herewith ^{and notice} a copy of the annual report ⁴ convening general meeting for your information and records.

Thanking you

Yours sincerely

For Intellect Design Arena Limited

(formerly known as Fin Tech Grid Limited)


V V Nareish

Company Secretary and Compliance Officer

Encl: As Above



Intellect Design Arena Limited

Registered Office: Polaris House, 244 Anna Salai, Chennai - 600 006, India | Ph: +91-44-3987 4000, 3984 3400 | Fax: +91-44-2852 3280
Corporate Headquarters: 34 IT Highway, Chennai - 603 103, India | Ph: +91-44-2743 5001, 3987 3000 | Fax: +91-44-2743 5166
www.intellectdesign.com

CIN:L72900TN2011PLC080183

Notice

NOTICE IS HEREBY GIVEN THAT THE FOURTH ANNUAL GENERAL MEETING OF MEMBERS OF THE COMPANY WILL BE HELD ON TUESDAY, 28th JULY 2015 AT 03:00 PM AT "RANI SEETHAI HALL", NO. 603, FIRST FLOOR, ANNA SALAI, THOUSAND LIGHTS, CHENNAI-600 006, TAMIL NADU, INDIA TO TRANSACT THE FOLLOWING BUSINESSES:

Ordinary Business

Item No.1. – Adoption of Financial Statements

To receive, consider and adopt:

- (i) the audited financial statements of the Company for the financial year ended 31st March, 2015 and the reports of the Board of Directors and Auditors thereon.
- (ii) the audited Consolidated Financial Statements of the Company for the financial year ended 31st March 2015.

Item No.2 – Ratification of 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 authorize 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 Rule 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".

Special Business

Item No. 3 – Appointment of Executive Director

To appoint Mr.Anil Kumar Verma (DIN:01957168) as an Executive Director and in this regard to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 149 of the Companies Act, 2013 and the Rules made thereunder and the Articles of Association of the Company, Mr.Anil Kumar Verma (DIN:01957168), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30th September 2014 and as Executive Director of the Company with effect from 1st February 2015 and who holds office until the date of the ensuing AGM, in terms of Section 161 of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing from the director himself under Section 160 of the Companies Act, 2013 signifying his intention to propose himself as a candidate for the office of a director of the Company, be and is hereby appointed as a Director of the Company, liable to retire by rotation".

"RESOLVED FURTHER THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the approval of the Company be and is hereby accorded for the appointment of Mr.Anil Kumar Verma (DIN:01957168) as Executive Director of the Company, for a period of 3 (three) years with effect from 1st February 2015 with the remuneration as detailed in Item No.3 of the Explanatory Statement with liberty to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or

remuneration as it may deem fit and as may be acceptable to Mr.Anil Kumar Verma, subject to the same not exceeding the limits specified under Section 197 read with Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

"RESOLVED FURTHER THAT, notwithstanding anything herein above stated, where, in any financial year during the tenure of his appointment as Executive Director of the Company, the Company incurs a loss or its profits are inadequate, the Company shall pay to Mr.Anil Kumar Verma, the above remuneration by way of Base Salary, Variable Pay, and other allowances not exceeding the limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 (including any statutory modifications or re-enactment(s) thereof, for the time being in force), or such other limits as may be prescribed by the Central Government from time to time as minimum remuneration and if it is not able to comply with such provisions, with the previous approval of the Central Government".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to alter and vary the terms and conditions of appointment and / or remuneration, subject to the same not exceeding the limits specified under Section 197, read with Schedule V of the Companies Act, 2013".

Item No.4 – Enhancement of investments of the Company in the Share Capital of Intellect Polaris Design LLC, USA.

To consider and if thought fit to pass with or without modification (s), the following resolution as a Special resolution:

"RESOLVED THAT the approval of the Company be and is hereby accorded for investment upto US\$ 2.25 Million at face value, representing additional 45% stake be made in the Share Capital of Intellect Polaris Design LLC, USA by acquiring the shares from Polaris Consulting & Services Limited, India".

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all acts, deeds and things to give effect to this resolution".

By Order of the Board
For Intellect Design Arena Limited

V.V.Naresh

Vice President - Company Secretary & Compliance Officer

Place: Chennai
Date: May 21, 2015

Services Group) and Financial Services Institute of Australia (FINSIA) for a long time.

4. 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.

5. Remuneration proposed – Rs.12,08,000/- per month.

6. 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.

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

Mr.Anil Kumar Verma is the relative of Mr.Arun Jain, Chairman and Managing Director

III. Other information:

1. Reasons of loss or inadequate profits

As this being the first year of operations of the company as a result of the demerger of the Products Business undertaking of Polaris into the Company, the Company has incurred loss as at March 31, 2015. The Board is of the opinion that the remuneration to be paid to the Executive Director, Mr. Anil Kumar Verma is to be commensurate with the compensation packages paid to similar top/senior level appointees in other companies.

2. Steps taken or proposed to be taken for improvement

The Company is taking adequate steps for improvement of the performance of the Company

3. Expected increase in productivity and profits in measurable terms. The Board expects that the Company will break-even before the end of the financial year.

No Director, Key Managerial Personnel, or their relatives, except Mr.Anil Kumar Verma to whom the resolution relates, and Mr. Arun Jain and their relatives is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No.3 for the approval of the members.

Item No.4 :

The Company presently holds 5% stake in Intellect Polaris Design LLC, USA. Your company proposes to invest upto US\$ 2.25 Million at face value, representing additional 45% stake in the said entity, by acquiring shares from Polaris Consulting & Services Limited, India (Polaris).

Through this entity we (jointly with Polaris) have acquired a facility to house our offices as well as the proposed Design Center at USA. This facility is shared with Polaris offices & infrastructures.

Subsequent to this investment, the Company will hold 50% stake in Intellect Polaris Design LLC, USA.

As per provision of Section 179 read with Section 186 of the Companies Act 2013, the power to approve such investment is within the purview of the Board. However, the Directors, viz. Mr.Arun Jain, Mr.Anil Kumar Verma, Ms.Aruna Krishnamurthy Rao, and Dr.Ashok Jhunjhunwala hold shares in Polaris, and hence there is no disinterested quorum at a meeting of the Board to approve this investment. Hence, this resolution. The Directors, viz. Mr.Arun Jain, Mr. Anil Kumar Verma, Ms.Aruna Krishnamurthy Rao and Dr.Ashok Jhunjhunwala are interested or concerned in the resolution as they hold equity shares in Polaris.

By Order of the Board
For Intellect Design Arena Limited

V.V.Naresh

Vice President - Company Secretary & Compliance Officer

Place: Chennai

Date: May 21, 2015

DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING (IN PURSUANCE) OF CLAUSE 49 VII (E) OF THE LISTING AGREEMENT

At the Annual General Meeting, Mr. Anil Kumar Verma (DIN 01957168) who was appointed as Additional Director by the Board of Directors on the 30th of September 2014 and who was re-designated as Executive director on the 1st of February 2015 to 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 the member himself. 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 3 of the Notice convening 4th Annual General Meeting, as per the Corporate Governance Code as defined under Clause 49 of the Listing Agreement are furnished below:

Name of the Director	Mr. Anil Kumar Verma
Date of Birth	05.07.1955
Age	59
Date of first appointment	30-09-2014
Experience in specific functional areas	Well experienced in the areas of accounting, finance, management, and corporate advisory services.
Number of shares held in the company	21,000
Qualification	A Bachelor of Electrical Engineering from IIT Delhi and Post – Graduate in instruction design from the University of Wollongong in Australia.
List of Companies in which directorship held	5
Chairman / Members of the Committee of the Board of Companies in which he is a director	Chairman – 1 Members – 2

INTELLECT DESIGN ARENA LIMITED
(Formerly known as Fin Tech Grid Limited)
(CIN:L72900TN2011PLC080183)

Registered Office: No.244, Anna Salai, Chennai - 600 006
Email id : shareholder.query@intellectdesign.com, company.secretary@intellectdesign.com Website: www.intellectdesign.com;
Phone : 044 - 3984 3400, Fax: 044 - 2852 3280

4th Annual General Meeting to be held on 28th July 2015 at 03:00 PM
"RANI SEETHAI HALL", NO. 603, FIRST FLOOR, ANNA SALAI, THOUSAND LIGHTS,
CHENNAI - 600 006

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

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 **Tuesday, the 28th July 2015 at 03.00 p.m. at "Rani Seethai Hall", 603, First Floor, Anna Salai, Thousand Lights, Chennai-600 006** and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution Nos.

1. Adoption of Financial Statements.
2. Ratification of the appointment of Statutory Auditors
3. Appointment of Mr. Anil Kumar Verma as Executive Director
4. Enhancement of investments of the company in the share capital of Intellect Polaris Design LLC, USA.

Signed this _____ day of _____ 2015.
Affix Revenue Stamp

Re.1
Revenue
stamp

Signature of shareholder(s)

Signature of Proxy holder(s)

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.