



ITFL/SEC/2024-25/SEP/02

17th September 2024

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400 051

Scrip Code – 533329

NSE Symbol: INTERRAIN

Dear Sir/Madam,

Sub: Submission of the voting results along with the consolidated Scrutiniser's Report of the 15th Annual General Meeting under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Our earlier letter vide ITFL/SEC/2024-25/AUG/15 dated 23rd August 2024 regarding dispatch of Notice of the 15th AGM

In furtherance to the captioned reference and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following details:

- (a) voting results on the Resolutions passed by Shareholders for the 15th AGM held on Monday, 16th September 2024;
- (b) report of the Scrutinizer dated 17th September 2024;

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited which commenced on Friday, 13th September 2024 at 9:00 A.M. IST and ended on Sunday, 15th September 2024 at 5:00 P.M. IST. The facility of e-voting on the date of AGM was also provided.

Kindly note that all the 4 (four) resolutions as set out in the notice of the 15th AGM have been passed with requisite majority.

The said e-voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.indianterrain.com/pages/investor-information>

Kindly acknowledge and take the above information on record.

Thanking you,

Yours faithfully,
For Indian Terrain Fashions Limited

Sainath Sundaram
Company Secretary & Compliance Officer

INDIAN TERRAIN FASHIONS LIMITED
Registered office and Address for communication: Survey No. 549/2 & 232, Plot No 4
Thirukkachiyur & Sengundram Industrial Area,
Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu
Email ID: response.itfl@indianterrain.com
Website: www.indianterrain.com
CIN: L18101TN2009PLC073017
Ph: 044 – 4227 9100

INDIAN TERRAIN



17th September 2024

Sub: Declaration of voting results on the Resolutions passed by Shareholders for the 15th AGM held on Monday, 16th September 2024

As per the captioned subject, the details are as follows:

Item No(s).	AGM Notice Item(s)	Type of Resolution(s)
Ordinary Businesses		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March 2024, together with the reports of Board of Directors' and Auditors' thereon	Ordinary
2.	To appoint a Director in the place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible, offers herself for reappointment	Ordinary
3.	To re-appoint M/s. SRSV & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration	Ordinary
Special Business		
4.	Issuance of 14,27,145 (Fourteen Lakh Twenty Seven Thousand One Forty Five) Equity Shares on Preferential Basis to Promoter and Executive Chairman and Managing Director & CEO	Special

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the abovementioned items have been passed with requisite majority.

Thanking you

Yours faithfully,

For Indian Terrain Fashions Limited

Sainath Sundaram

Company Secretary & Compliance Officer

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Annexure – I

Date of the AGM / EGM	Monday, 16 th September 2024
Total Number of Shareholders on record date (i.e., Monday, 9th September 2024 - cut-off date for voting purpose)	23,062
No. of Shareholders present in the meeting either in person or through proxy:	
Promoter and Promoter Group	---
Public	
No. of Shareholders attended the meeting through Video Conferencing:	
Promoter and Promoter Group	2
Public	49

The details of Voting Results with regard to the items passed at the 15th AGM as required under Regulation 44 of the SEBI Listing Regulations, are as under:

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Resolution No.		(1) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024, together with the reports of Board of Directors' and Auditors' thereon						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,51,64,040	1,51,64,040	100.0000	1,51,64,040	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,64,040	1,51,64,040	100.0000	1,51,64,040	---	100.0000
Public-institutions	Remote e-Voting	26,57,846	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		26,57,846	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,64,69,799	7,60,034	2.8713	7,58,915	1,119	99.8528	0.1472
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,64,69,799	7,60,034	2.8713	7,58,915	1,119	99.8528
TOTAL [(a) + (b) + (c)]		4,42,91,685	1,59,24,074	35.9527	1,59,22,955	1,119	99.9930	0.0070

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Resolution No.		(2) To appoint a Director in the place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible, offers herself for reappointment						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		Yes						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,51,64,040	67,97,110	44.8239	67,97,110	---	100.0000	0.0000
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,64,040	67,97,110	44.8239	67,97,110	---	100.0000
Public-institutions	Remote e-Voting	26,57,846	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		26,57,846	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,64,69,799	7,60,034	2.8713	758510	1,524	99.7995	0.2005
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,64,69,799	7,60,034	2.8713	7,58,510	1,524	99.7995
TOTAL [(a) + (b) + (c)]		4,42,91,685	75,57,144	17.0622	75,55,620	1,524	99.9798	0.0202

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Resolution No.		(3) To re-appoint Ms. SRSV and Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration						
Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,51,64,040	1,51,64,040	100.0000	1,51,64,040	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,64,040	1,51,64,040	100.0000	1,51,64,040	---	100.0000
Public-institutions	Remote e-Voting	26,57,846	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		26,57,846	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,64,69,799	7,60,034	2.8713	7,58,470	1,564	99.7942	0.2058
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,64,69,799	7,60,034	2.8713	7,58,470	1,564	99.7942
TOTAL [(a) + (b) + (c)]		4,42,91,685	1,59,24,074	35.9527	1,59,22,510	1,564	99.9902	0.0098

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Resolution No.			(4) Issuance of 14,27,145 Equity Shares on Preferential Basis to Promoter and Executive Chairman and Managing Director and CEO					
Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda /resolution?			Yes					
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,51,64,040	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,64,040	---	---	---	---	---
Public-institutions	Remote e-Voting	26,57,846	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		26,57,846	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,64,69,799	7,943	0.0300	6,019	1,924	75.7774	24.2226
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,64,69,799	7,943	0.0300	6,019	1,924	75.7774
TOTAL [(a) + (b) + (c)]		4,42,91,685	7,943	0.0179	6,019	1,924	75.7774	24.2226

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BP & ASSOCIATES
Company Secretaries

Consolidated Scrutinizer's Report – Indian Terrain Fashions Limited

[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 15th Annual General Meeting of the Equity Shareholders of Indian Terrain Fashions Limited held on Monday, 16th September 2024 at 12:00 Noon IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai - 600018, have been appointed as the Scrutinizer by the Board of Directors of Indian Terrain Fashions Limited ("the Company") at its meeting held on 19th August 2024 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 15th Annual General Meeting ("AGM") of the Equity Shareholders of "Indian Terrain Fashions Limited" held on Monday, 16th September 2024 at 12:00 Noon (Indian Standard Time) through Video Conference (VC) / Other Audio Visual Means (OAVM), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated October 7, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

We hereby state that, we are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Annual General Meeting.





2. My responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services (India) Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
3. The e-Voting period remained open from 9.00 AM on Friday, 13th September 2024 up to 5.00 PM on Sunday, 15th September 2024. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 09th September 2024 have cast their vote electronically were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 15th Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 4 of the Notice of the 15th AGM of INDIAN TERRAIN FASHIONS LIMITED).
4. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
5. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd .The e-voting data/results downloaded from the e-voting system of CDSL were scrutinized and reviewed, the votes were counted, and the results were prepared.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.





6. The result of the E- voting is as under:

Item No – 1

Ordinary Resolution - To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024, together with the reports of Board of Directors' and Auditors' thereon:

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote E-Voting	15,922,955	99.993	1,119	0.007	50	15,924,074	100.00%
E-Voting	-	-	-	-	-	-	-
Total	15,922,955	99.993	1,119	0.007%	50	15,924,074	100.00%

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No – 2

Ordinary Resolution -To appoint a Director in the place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible, offers herself for reappointment.

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	Nos.
Remote E-Voting	7,555,620	98.98	1,524	0.02	83,66,980	7,557,144	100.00
E-Voting	-	-	-	-	-	-	-
Total	7,555,620	98.98	1,524	0.02	83,66,980	7,557,144	100.00

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.





Item No – 3

Ordinary Resolution - To re-appoint M/s. SRSV & Associates, Chartered Accountants as Statutory Auditors and to fix their remuneration.

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote E-Voting	15,922,510	99.99%	1,564	0.01%	50	15,924,074	100.00
E-Voting	-	-	-	-	-	-	-
Total	15,922,510	99.99%	1,564	0.01%	50	15,924,074	100.00

Based on the aforesaid results, we report that this **Ordinary Resolution** has been passed with requisite Majority.

Item No – 4

Special Resolution - Issuance of 14,27,145 Equity Shares on Preferential Basis to Promoter & Executive Chairman & Managing Director & CEO

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote E-Voting	6,019	75.78	1,924	24.22%	50	15,916,181	100.00%
E-Voting	-	-	-	-	-	-	-
Total	6,019	75.78	1,924	24.22%	50	15,916,181	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite Majority.





BP & ASSOCIATES
Company Secretaries

7. All electronic data and relevant records of voting will remain in my custody until the Chairman considers, approves and signs the minutes of the 15th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

**Thanking you,
Yours faithfully,**

**BP & Associates
Company Secretaries
Peer Review No: P2015TN040200**


**K J CHANDRA MOULI
PARTNER
C P No: 15708 | M No : F11720
UDIN: F011720F001233776**



**Place: Chennai
Date: 17th September 2024**