

ITFL/SEC/2022-2023/SEP/02

10<sup>th</sup> September 2022

**BSE Limited**  
Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai - 400001.

**National Stock Exchange of India Limited**  
Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai- 400051.

**Scrip Code - 533329**

**NSE Symbol: INDTERRAIN**

Dear Sir/Madam,

**Sub: Submission of Voting Results along with Consolidated Scrutiniser's reports of the 13<sup>th</sup> Annual General Meeting.**

**Ref: Reg.44(3) of SEBI (LODR) Regulations, 2015**

With reference to the above, we herewith enclose the voting results as per Reg.44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with the Consolidated Scrutiniser's report dated 10<sup>th</sup> September 2022 of the 13<sup>th</sup> Annual General Meeting of the Company held on 09<sup>th</sup> September 2022.

Kindly note that all the 8 (eight) resolutions as set out in the notice of the Annual General Meeting have been passed with requisite majority.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

**For INDIAN TERRAIN FASHIONS LIMITED**

**E. Elamugilan**  
**Company Secretary & Compliance Officer**

**Encl: a/a**

<b>General information about company</b>	
Scrip code	533329
NSE Symbol	INDTERRAIN
MSEI Symbol	
ISIN	INE611L01021
Name of the company	INDIAN TERRAIN FASHIONS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	09-09-2022
Start time of the meeting	11:00 AM
End time of the meeting	11:45 AM

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
**Company Secretary & Compliance Officer**

<b>Scrutinizer Details</b>	
Name of the Scrutinizer	K.J. CHANDRA MOULI
Firms Name	BP & Associates
Qualification	CS
Membership Number	F11720
Date of Board Meeting in which appointed	12-08-2022
Date of Issuance of Report to the company	10-09-2022

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
**Company Secretary & Compliance Officer**

<b>Voting results</b>	
Record date	02-09-2022
Total number of shareholders on record date	21887
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	3
b) Public	69
No. of resolution passed in the meeting	8
Disclosure of notes on voting results	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
**Company Secretary & Compliance Officer**

Resolution(1)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			No					
Description of resolution considered			To Consider and adopt the Audited Financial Statements for the financial year ended March 31,2022, and the Reports of the Board of Directors and Auditor's Report thereon.					
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	E-Voting	11965100	8140815	68.038	8140815	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11965100	8140815	68.038	8140815	0	100
Public- Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1833438	16	99.9991	0.0009
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1833454	6.9623	1833438	16	99.9991
Total		41091685	11748753	28.5916	11748737	16	99.9999	0.0001
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Resolution(2)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To Appoint a director in place of Mrs. Rama Rajagopal (DIN:00003565), who retires by rotation and being eligible offers herself for re-appointment.					
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	E-Voting	11965100	1373885	11.4824	1373885	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11965100	1373885	11.4824	1373885	0	100
Public- Institutions	E-Voting	2792373	1774484	63.5475	1725000	49484	97.2114	2.7886
	Poll							
	Postal Ballot (if applicable)							
	Total		2792373	1774484	63.5475	1725000	49484	97.2114
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1832848	606	99.9669	0.0331
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1833454	6.9623	1832848	606	99.9669
Total		41091685	4981823	12.1237	4931733	50090	98.9945	1.0055
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer



Resolution(3)								
Resolution required: (Ordinary / Special)			Special					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			To Approve the waiver of recovery of excess remuneration Paid to Mr. Venkatesh Rajagopal (DIN:00003625), Whole-Time Director of the Company During the FY 2021-2022.					
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	E-Voting	11965100	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11965100	0	0	0	0	0
Public-Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1679258	154196	91.5899	8.4101
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1833454	6.9623	1679258	154196	91.5899
Total		41091685	3607938	8.7802	3453742	154196	95.7262	4.2738
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For INDIAN TERRAIN FASHIONS LIMITED



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Resolution(4)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				To Approve Increase in Managerial Remuneration Payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman & Whole-Time Director of the Company				
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	E-Voting	11965100	0	0	0	0	0	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11965100	0	0	0	0	0
Public-Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1679678	153776	91.6128	8.3872
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1833454	6.9623	1679678	153776	91.6128
Total		41091685	3607938	8.7802	3454162	153776	95.7378	4.2622
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

For INDIAN TERRAIN FASHIONS LIMITED



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
**Company Secretary & Compliance Officer**

Resolution(5)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To Approve Increase in Managerial Remuneration Payable To Mr. Charath Ram Narsimhan (Din: 06497859), Managing Director & Chief Executive Officer Of The Company				
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	E-Voting	11965100	8140815	68.038	8140815	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		11965100	8140815	68.038	8140815	0	100
Public- Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll							
	Postal Ballot (if applicable)							
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1081313	4.1061	927487	153826	85.7741	14.2259
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1081313	4.1061	927487	153826	85.7741
Total		41091685	10996612	26.7612	10842786	153826	98.6012	1.3988
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Resolution(6)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Change in Designation of Mrs. Rama Rajagopal from Executive Director to Non-Executive Director of the Company					
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	E-Voting	11965100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11965100	0	0	0	0	0
Public-Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1833393	61	99.9967	0.0033
	Poll							
	Postal Ballot (if applicable)							
	Total		26334212	1833454	6.9623	1833393	61	99.9967
Total		41091685	3607938	8.7802	3607877	61	99.9983	0.0017
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer



Resolution(7)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Approval for revision in audit fee of statutory auditors for the financial year 2022-23 and onwards				
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	E-Voting	11965100	8140815	68.038	8140815	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11965100	8140815	68.038	8140815	0	100
Public-Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1833198	256	99.986	0.014
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26334212	1833454	6.9623	1833198	256	99.986
Total		41091685	11748753	28.5916	11748497	256	99.9978	0.0022
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer

Resolution(8)								
Resolution required: (Ordinary / Special)			Ordinary					
Whether promoter/promoter group are interested in the agenda/resolution?			Yes					
Description of resolution considered			Material related party transaction(s) between the Company and Celebrity Fashions Limited					
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	E-Voting	11965100	0	0	0	0	0	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		11965100	0	0	0	0	0
Public- Institutions	E-Voting	2792373	1774484	63.5475	1774484	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		2792373	1774484	63.5475	1774484	0	100
Public- Non Institutions	E-Voting	26334212	1833454	6.9623	1833398	56	99.9969	0.0031
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total		26334212	1833454	6.9623	1833398	56	99.9969
Total		41091685	3607938	8.7802	3607882	56	99.9984	0.0016
Whether resolution is Pass or Not.								Yes
Disclosure of notes on resolution								

For INDIAN TERRAIN FASHIONS LIMITED



**E. Elamugilan**  
Company Secretary & Compliance Officer

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

For **INDIAN TERRAIN FASHIONS LIMITED**



**E. Elamugilan**  
Company Secretary & Compliance Officer



**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 13th Annual General Meeting of the Equity Shareholders of INDIAN TERRAIN FASHIONS LIMITED held on Friday, the 09th September, 2022 at 11.00 a.m IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai, have been appointed as the Scrutinizer by the Board of Directors of Indian Terrain Fashions Limited ("the Company") at its meeting held on 12th August, 2022 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the 13th Annual General Meeting ("AGM") of the Equity Shareholders of "Indian Terrain Fashions Limited" held on Friday, the 09th day of September, 2022 at 11.00 A.M (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. 14/2020 dated 08th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020 and 13th January, 2021 in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("MCA Circulars") and SEBI Circular Dated 12<sup>th</sup> May, 2020, 15<sup>th</sup> January, 2021 and 13<sup>th</sup> May, 2022 in line 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.



**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com



## BP & ASSOCIATES

Company Secretaries

3. The e-Voting period remained open from 9.00 AM on Sunday, the 04th September, 2022 upto 5.00 PM on Thursday, the 08th September, 2022. 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., Friday, 02nd September, 2022 have cast their vote electronically were entitled to vote on the proposed 8 (Eight) resolutions as mentioned in the Notice of the 13th Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 8 of the Notice of the 13th AGM).
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 evoting 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 evoting 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.

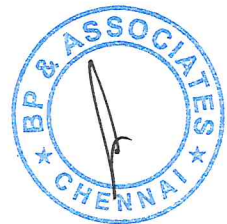
Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.

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

**Item No – 1: Ordinary Resolution – To consider and adopt the Audited Financial Statements of the company for the financial year ended March 31,2022 together with the Reports of the Board of Directors and Auditor's Report thereon.**

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	10,823,737	92.13 %	16	0.00 %	-	10,823,753	92.13 %
e-Voting at AGM	9,25,000	7.87 %	-	0.00 %	-	9,25,000	7.87 %
<b>Total</b>	<b>11,748,737</b>	<b>100.00 %</b>	<b>16</b>	<b>0.00 %</b>	<b>-</b>	<b>11,748,753</b>	<b>100.00 %</b>

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



**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com



## BP & ASSOCIATES

Company Secretaries

**Item No – 2:** Ordinary Resolution -To Appoint a director in place of Mrs. Rama Rajagopal (DIN:00003565), who retires by rotation and being eligible offers herself for re-appointment.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	40,06,733	80.43%	50,090	1.01%	67,66,930	40,56,823	81.43%
e-Voting at AGM	9,25,000	18.57%	-	0.00%	-	9,25,000	18.57%
<b>Total</b>	<b>49,31,733</b>	<b>98.99%</b>	<b>50,090</b>	<b>1.01%</b>	<b>67,66,930</b>	<b>49,81,823</b>	<b>100.00%</b>

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

**Item No – 3:** Special Resolution - To Approve the waiver of recovery of excess remuneration Paid to Mr. Venkatesh Rajagopal (DIN:00003625), Whole-Time Director of the Company During the FY 2021-2022.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	25,28,742	70.09%	1,54,196	4.27%	81,40,815	26,82,938	74.36%
e-Voting at AGM	9,25,000	25.64%	-	0.00%	-	9,25,000	25.64%
<b>Total</b>	<b>34,53,742</b>	<b>95.73%</b>	<b>1,54,196</b>	<b>4.27%</b>	<b>81,40,815</b>	<b>36,07,938</b>	<b>100.00%</b>

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



**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com



**Item No – 4:** Special Resolution - To Approve Increase in Managerial Remuneration Payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman & Whole-Time Director of the Company

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	25,29,162	70.10%	1,53,776	4.26%	81,40,815	26,82,938	74.36%
e-Voting at AGM	9,25,000	25.64%	-	0.00%	-	9,25,000	25.64%
<b>Total</b>	<b>34,54,162</b>	<b>95.74%</b>	<b>1,53,776</b>	<b>4.26%</b>	<b>81,40,815</b>	<b>36,07,938</b>	<b>100.00%</b>

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

**Item No – 5:** Special Resolution - To Approve Increase in Managerial Remuneration Payable To Mr. Charath Ram Narsimhan (Din: 06497859), Managing Director & Chief Executive Officer Of The Company

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	99,17,786	90.19%	1,53,826	1.40%	7,52,141	1,00,71,612	91.59%
e-Voting at AGM	9,25,000	8.41%	-	0.0%	-	9,25,000	8.41%
<b>Total</b>	<b>1,08,42,786</b>	<b>98.60%</b>	<b>1,53,826</b>	<b>1.40%</b>	<b>7,52,141</b>	<b>1,09,96,612</b>	<b>100.00%</b>

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



**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com





**Item No -6:** Ordinary Resolution - Change in Designation of Mrs. Rama Rajagopal from Executive Director to Non- Executive Director of the Company

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	26,82,877	74.36%	61	0.00%	81,40,815	26,82,938	74.36%
e-Voting at AGM	9,25,000	25.64%	-	0.00%	-	9,25,000	25.64%
<b>Total</b>	<b>36,07,877</b>	<b>100.00%</b>	<b>61</b>	<b>0.00%</b>	<b>81,40,815</b>	<b>36,07,938</b>	<b>100.00%</b>

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

**Item No – 7:** Ordinary Resolution - Approval for Revision in Audit Fee of Statutory Auditors for The Financial Year 2022-23 And Onwards.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	1,08,23,497	92.12%	256	0.00%	-	1,08,23,753	92.12%
e-Voting at AGM	9,25,000	7.87%	-	0.00%	-	9,25,000	7.87%
<b>Total</b>	<b>1,17,48,497</b>	<b>100.00%</b>	<b>256</b>	<b>0.00%</b>	<b>-</b>	<b>1,17,48,753</b>	<b>100.00%</b>

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



**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com



**Item No – 8:** Ordinary Resolution - Material related party transaction(s) between the company and Celebrity Fashions Limited

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	26,82,882	74.36%	56	0.00%	81,40,815	26,82,938	74.36%
e-Voting at AGM	9,25,000	25.64%	-	0.00%	-	9,25,000	25.64%
<b>Total</b>	<b>36,07,882</b>	<b>100.00%</b>	<b>56</b>	<b>0.00%</b>	<b>81,40,815</b>	<b>36,07,938</b>	<b>100.00%</b>

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

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 31<sup>st</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman for safe keeping.

Thanking you,  
Yours Faithfully,  
BP & Associates  
Company Secretaries



**K.J. CHANDRA MOULI**  
Partner  
C P No: 15708 | M No: F11720  
UDIN: F011720D000951771  
Place: Chennai  
Date: 10<sup>th</sup> September, 2022

**Office Address:** New No 443 & 445, 5th Floor, Annexe 1, Guna Complex,  
Anna Salai, Teynampet, Chennai-18.

**Ph:** 044-24334503. **Email:** secretarial@bpcorpadvisors.com