



ITFL/SEC/2021-2022/SEP/01

09th September 2022

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

National Stock Exchange of India Limited

Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code – 533329

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

Sub.: Summary of proceedings of 13th Annual General Meeting held on 09th September 2022

Ref.: Reg.30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015

This is to inform that the 13th Annual General Meeting (AGM) of the Company was held today i.e., 09th September 2022 at 11.00 A.M. for the businesses mentioned in the notice of AGM dated 12th August 2022. In this regard, please find enclosed summary of proceedings of the Annual General Meeting.

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



SUMMARY OF PROCEEDINGS OF THE 13TH ANNUAL GENERAL MEETING (AGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON FRIDAY, 09TH SEPTEMBER 2022 AT 11.00 A.M. THROUGH VIDEO CONFERENCING FACILITY.

DIRECTORS PRESENT:

- Mr. Venkatesh Rajagopal - Chairman (DIN: 00003625)
- Mrs. Rama Rajagopal - Non-Executive Director (DIN: 00003565)
(Chairperson - CSR Committee)
- Mr. Charath Ram Narsimhan - Managing Director & CEO (DIN: 06497859)
(Authorised Representative – Stakeholders Relationship Committee)
- Mr. Vidyuth Venkatesh Rajagopal - Joint Managing Director (DIN : 07578471)
- Mr. Manoj Mohanka - Independent Director (DIN: 00128593)
(Authorised Representative – Audit Committee, Nomination & Remuneration Committee)
- Mrs. Nidhi Reddy - Independent Director

AUDITORS PRESENT:

- Mr. Madura Ganesh - Partner, M/s. SRSV & Associates
(Statutory Auditors)
- Mr. K. J. Chandramouli - Partner, M/s. BP & Associates
(Secretarial Auditors & Scrutinizer - E-voting)
- Mr. R. Venkatakrishnan - Partner, RVKS & Associates (Internal Auditors)

IN ATTENDANCE:

- Mr. M. Thiagarajan - Chief Financial Officer
- Mr. E. Elamugilan - Company Secretary

CHAIRMAN:

Mr. Venkatesh Rajagopal, Chairman of the Board chaired the meeting.

Attendance:

Members present through Video Conference: 72 (Seventy-Two) members holding
1,42,54,279 Equity shares

Members present through proxies : Not Applicable

INDIAN TERRAIN FASHIONS LIMITED

Registered office: No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai-600 100

Email ID: response.itfl@indianterrain.com

Website: www.indianterrain.com

CIN: L18101TN2009PLC073017

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At 11.00 a.m., the Chairman commenced the proceedings of the annual general meeting (AGM) by welcoming the members to the 13th AGM of the Company held through Video Conferencing mode as per the provisions of Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Chairman briefed the members about instructions and the process regarding the participation through video conferencing and the requisite quorum being present through video conference, declared the meeting in order. Further informed that since the AGM is held through video conferencing, the requirement of appointing proxies is not applicable. The Chairman informed that the statutory registers as required to be kept for inspection were available electronically for inspection by the members during the AGM.

The Chairman then introduced the Directors, Senior Executives and Company Secretary present for the AGM through video conferencing. The Chairman also acknowledged the attendance of Ms. Madura Ganesh, Partner of M/s. SRSV & Associates, Statutory Auditors, Mr. K. J. Chandramouli, Partner of M/s. BP & Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizers for E-voting and Mr. R. Venkatakishnan, partner of M/s. RVKS & Associates, Internal Auditors. He thanked all the members, Board of Directors, Auditors and the Management team for joining this AGM through video conference.

The Chairman informed that the Company has provided remote e-voting facility of Central Depository Services India Ltd to the Members of the Company to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes through remote e-voting and participating in the AGM will also have an opportunity to cast their votes during the meeting through the e-voting system.

The Chairman further informed that the Notice of AGM, Board's report, audited financial statements, Statutory Auditors report and Secretarial Auditors report was already circulated to the members along with the Annual Report and informed members to treat them as read since it did not have any qualifications/ comments/ observations. The Chairman delivered his speech on the overall performance, operations, outlook, strategy and future prospects of the Company.

After the conclusion of his speech, he informed that the Company has provided to the shareholders the facility to register themselves as speakers and also send queries through e-mail. The Company has received requests from 5 (five) shareholders to register themselves as speaker shareholders during the AGM and requested the host (CDSL) to enable the speaker shareholders to speak/ask queries on the Company's operations and financial statements of the Company. Accordingly, only 2 (two) speaker shareholders had participated and sought answers/clarifications. The Chairman and other Directors answered to the observations/queries raised by speaker shareholders to their satisfaction. Thereafter, the Chairman thanked the speaker shareholders for their participation on behalf of the Company.

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The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting and e-voting during AGM facility to members. The remote e-voting facility started on 04th September 2022 at 9.00 a.m. and ended on 08th September 2022 at 5.00 p.m. (IST) and M/s. BP & Associates, Practicing Company Secretaries, Chennai was appointed as the Scrutinizers by the Board for scrutinizing the e-voting process.

Thereafter, the Chairman requested all the members participating who have not exercised remote e-voting to exercise their votes electronically on the platform of Central Depository Services (India) Limited – www.evotingindia.com and informed that e-voting facility will remain open for the conclusion of the meeting.

The following resolutions as set out at Item Nos. 1 to 8 of the Notice of AGM were open for e-voting:

S No.	Particulars	Resolution required (Ordinary/ Special)
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2022 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
2.	To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.	Ordinary
3.	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.	Special
4.	To approve increase in managerial remuneration payable to Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman & Whole Time Director of the company.	Special
5.	To approve increase in managerial remuneration payable to Mr. Charath Ram Narsimhan (DIN: 06497859), Managing Director & Chief Executive Officer of the Company	Special
6.	Change in designation of Mrs. Rama Rajagopal from Executive Director to Non- Executive Director of the Company	Special
7.	Approval for revision in audit fee of statutory auditors for the financial year 2022-23 and onwards	Special
8.	Material related party transaction(s) between the company and Celebrity Fashions Limited	Special

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The Chairman informed that the results of e-voting would be declared on or before 11th September 2022 i.e., within 48 hours of conclusion of AGM and authorized Mr. E. Elamugilan, Company Secretary to declare the said results.

Also, informed that the results will be uploaded on the Company's website www.indianterrain.com, website of CDSL and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com.

The Chairman then thanked the members for their continuous support and confidence in the Company and announced the formal closure of the 13th Annual General Meeting of the Company at 11.45 A.M.

For **INDIAN TERRAIN FASHIONS LIMITED**

E. Elamugilan
Company Secretary & Compliance Officer

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