



ITFL/SEC/2023-2024/AUG/12

26th August 2023

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.: Notice convening 14th Annual General Meeting
Ref.: Reg.30 and 34 of SEBI (LODR) Regulations, 2015

This is to inform that the 14th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 18th September 2023 at 11.00 A.M. IST through video conferencing/ other audio-visual means.

The Notice convening the 14th AGM of the Company is enclosed. The Annual Report along with the Notice of AGM has been dispatched to all the eligible shareholders as on the cut-off date 18th August 2023 through e-mail mode only and will be available in the website of the Company www.indianterrain.com

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.: As above

NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 14th Annual General Meeting of the shareholders of Indian Terrain Fashions Limited will be held on Monday, 18th September, 2023 at 11.00 a.m. IST through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM") to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2023 together with the reports of the Board of Directors and Auditors thereon.
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.

SPECIAL BUSINESS:

3. TO APPROVE REAPPOINTMENT OF MR. VENKATESH RAJAGOPAL (DIN: 00003625) AS EXECUTIVE CHAIRMAN AND WHOLE TIME DIRECTOR OF THE COMPANY

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") 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) and pursuant to the Articles of Association of the Company, as approved by the Board of Directors, the approval of the members be and is hereby accorded for reappointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole time Director of the Company for a period of 03 (three) years with effect from 08th August, 2023 as per the terms and conditions including remuneration set out in the explanatory statement annexed to the notice and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board of Directors/ Nomination and Remuneration Committee, to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/Nomination and Remuneration Committee may consider appropriate and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Venkatesh Rajagopal, the total remuneration payable to him by way of salaries, perquisites and other benefits shall be within the limits prescribed under Schedule V of the Act including any statutory modifications thereto as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

4. TO APPROVE REAPPOINTMENT OF MR. CHARATH RAM NARSIMHAN (DIN: 06497859), MANAGING DIRECTOR OF THE COMPANY

To consider and, if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") 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) and pursuant to the Articles of Association of the Company as approved by the Board of Directors, the approval of the members be and is hereby accorded for reappointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a period of 03 (three) years with effect from 08th August, 2023 as per the terms and conditions including remuneration set out in the explanatory statement annexed to the notice and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the members of the Company be and hereby authorize the Board of Directors/ Nomination and Remuneration Committee, to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/ Nomination and Remuneration Committee may consider appropriate and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof

RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Charath Ram Narsimhan, the total remuneration payable to him by way of salaries, perquisites and other benefits shall be within the limits prescribed under Schedule V of the Act including any statutory modifications thereto as may be applicable from time to time.

RESOLVED FURTHER THAT the Board of Directors of the Company and /or Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

5. TO AUTHORISE THE CHANGE IN ADDRESS OF REGISTERED OFFICE

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution**.

"RESOLVED THAT Pursuant to provisions of Sections 12 of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 and includes any other applicable provisions, including amendments thereto for the time being in force, the consent of the members be and is hereby accorded for shifting of registered office of the Company from its present location at 208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai- 600100 to "Survey No 549/2 & 232 Plot No.4, Thirukkachiur & Sengundram Industrial Area Singaperumal Koil, Post, Chengalpattu, Tamil Nadu 603204", which is under the jurisdiction of Maraimalai Nagar Police Station

RESOLVED FURTHER THAT the Board of Directors of the Company and/or Company Secretary be and are hereby severally authorized to sign, execute any deeds, documents and file with Registrar of Companies, the required Eform and any other statutory body, if required, the verification of the situation of the registered office of the Company and any other necessary documents.

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

sd/-
Date: 14th August, 2023
Place: Chennai

E. Elamugilan
Company Secretary
Membership No.: A33396

Registered Office :
208, Velachery Tambaram Road, Narayanapuram,
Pallikaranai Chennai - 600100
CIN : L18101TN2009PLC073017
Tel.: 044-42279100
Email : response.itfl@indianterrain.com
Website : www.indianterrain.com



NOTES:

1. The 14th Annual General Meeting (AGM) shall be conducted through video conferencing (VC) or Other Audio Visual Means (OAVM) as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No.10/2022 dated 28th December, 2022 read with other relevant circulars of MCA (collectively called, 'MCA Circulars') and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with SEBI circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15th January, 2021 and other relevant circulars of SEBI (collectively called, 'SEBI Circulars') and other applicable provisions of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015
2. **A member entitled to attend and vote is entitled to appoint a proxy and such a proxy need not be a member.** However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for the AGM to be conducted in electronic mode till 30th September, 2023. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice of AGM.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts, details and information in respect of Special Business under item no. 3 to 5 as set out in the Notice is annexed hereto.
5. The Register of Members and the Share Transfer books of the Company will remain closed from 12th September, 2023 to 18th September, 2023 (both days inclusive).
6. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical share members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Link in time India Private Ltd, C 101, 247 Park, L.B.S. Marg, Vikroli (West) Mumbai – 400 083.
7. As per Regulation 40 of the SEBI Listing Regulations, securities of listed companies can be transferred only in dematerialized form with effect from 01st April, 2019, and with effect from 24th January, 2022 the request for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and the transmission or transposition of securities held in physical or dematerialised form shall also be effected only in dematerialised form. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form.
8. Members are requested to contact the Company's Registrar & Share Transfer Agents, Link in time India Private Ltd for reply to their queries/ redressal of complaints, if any, or contact Mr. E. Elamugilan, Company Secretary & Compliance Officer at the Corporate Office of the Company (Phone: (044) 4227 9241; Email: response.itfl@indianterrain.com).
9. The queries on the accounts and operation of the Company, if any, may please be sent to the Company at No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai-600100. or through email to response.itfl@indianterrain.com (marked to the attention of CS/CFO) at least 7 (seven) days prior to the date of AGM.
10. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrars and Share Transfer Agents.
11. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are given in note no.17. The cut-off date for determining the eligibility to vote by electronic means shall be Monday, 11th September, 2023.
12. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will be available during the AGM also. Members who have casted their vote by remote e-voting may attend the AGM, but shall not be able to vote electronically at the AGM. Such members will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through e-voting and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right during the AGM.
13. In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
14. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the members are requested to take action to dematerialise the Equity Shares of the Company, promptly.
15. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection.
16. The details under SEBI Listing Regulations in respect of the Directors seeking appointment / re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
17. **Important Shareholders Communication:**
The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21st April, 2011 and Circular No.18/2011, dated 29th April, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at response.itfl@indianterrain.com or at the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor information in the website of Company www.indianterrain.com.

Electronic copy of the Notice of the 14th AGM and Annual Report for the financial year 2022-23 of the Company inter-alia indicating the process and manner of voting through electronic means is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2022-23 will not be sent as per the SEBI and MCA guidelines.
18. **Instructions for attending the AGM through VC/OAVM and Electronic Voting:**
 - a) The general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide General Circular No.10/2022 dated 28th December 2022 read with other relevant circulars of MCA (collectively called, 'MCA Circulars') and SEBI Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 5th January, 2023 read with SEBI circular No. SEBI/ HO/ CFD/ CMD2/ CIR/ P/ 2021/ 11 dated 15th January, 2021. The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate the AGM through VC/OAVM.
 - b) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
 - c) The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.
 - d) The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
 - e) Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through

VC/OAVM and cast their votes through e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC/OAVM portal / e-voting portal.

- f) In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.indianterrain.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com
- g) The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING DURING AGM/ EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- 1) The voting period begins on 13th September, 2023 at 9.00 a.m. (IST) and ends on 17th September, 2023 at 5.00 p.m. (IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 11th September, 2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- 2) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- 3) (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility. Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdsiindia.com and click on login icon & New System Myeasi Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdsiindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdsiindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https:// eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdEasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website. Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL.



Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

(v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> • If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- vi. After entering these details appropriately, click on "SUBMIT" tab.
- vii. Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- viii. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- ix. Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- x. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xi. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xii. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- xiii. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xiv. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xv. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xvi. Facility for Non – Individual Shareholders and Custodians –Remote Voting
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.

- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.

- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; response@indianterrain.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
4. Shareholders are encouraged to join the Meeting through Laptops / iPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
7. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance atleast 06 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/ folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
8. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
9. Only those shareholders, who are present in the AGM/EGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the EGM/AGM.
10. If any Votes are cast by the shareholders through the e-voting available during the EGM/AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

1. For Physical shareholders - Please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to Company email id response.itfl@indianterrain.com or RTA email id rnt.helpdesk@linkintime.co.in
2. For Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

- All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 11th September, 2023
 20. The Board of Directors has appointed BP & Associates, (Entity ID:83104), Practicing Company Secretary, New No. 443 & 445,5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai- 600018. as the Scrutiniser for conducting the voting process (e-Voting and Poll) in a fair and transparent manner.
 21. The Scrutinizer shall, immediately after the conclusion of e-voting during the AGM, first count the e-votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 2 working days from the conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing.
 22. The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 20th September, 2023. The result along with the Scrutiniser's report shall be placed on the Company's website www.indianterrain.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited & National Stock Exchange of India Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.

**By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED**

Date: 14th August, 2023
Place: Chennai

sd/-
E.Elamugilan
Company Secretary
Membership No.: A33396

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Annexed to the Notice of 14th Annual General Meeting scheduled to be held on Monday, 18th September, 2023.

Item No.2

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment / re-appointment at the Annual General Meeting are given below:

S.NO	CATEGORY	PARTICULARS
1.	Name of the Whole Time Director	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	66 years
3.	Nationality	Indian
4.	Designation/category of the Director	Non-Executive (Non-Independent) Director.
5.	Profile/ Qualification	Mrs. Rama Rajagopal holds a Post Graduate Degree in Economics from Bangalore University. She has been the Executive Director of Indian Terrain Fashions Limited since 29 th September 2009.
6.	Expertise in specific functional areas	General Management and Administration
7.	Date of first appointment to the Board	29 th September, 2009
8.	Term of previous appointment	Non-Executive (Non-Independent) Director.
9.	Terms and Conditions of appointment / reappointment	Re-appointment as a Non-Executive, Non-Independent Director under sec 152(6) of Companies Act 2013.
10.	Remuneration last drawn for the FY 2022-23	Nil
11.	Revised Remuneration sought to be paid	Not Applicable
12.	No. of Shares held	83,66,930 equity shares (18.89%) as on 30 th June, 2023
13.	Relationship	<u>Relationship with directors</u> • Spouse of Mr. Venkatesh Rajagopal • Mother of Mr. Vidyuth Venkatesh Rajagopal <u>Relationship with Manager</u> • NA <u>Relationship with Key Managerial Personnel</u> • NIL
14.	No of Board Meetings attended / held during the year FY 2022-23	4/4
15.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited
16.	Chairpersonship / Membership in committees of other Entities	<u>Celebrity Fashions Limited</u> • Chairman - Corporate Social Responsibility Committee
17.	Listed entities from which the Director has resigned in the past three years	Nil

Item No.3

Mr. Venkatesh Rajagopal (DIN 00003625) was appointed as the Chairman and Whole time Director for a period of 5 (five) years with effect from 08th August, 2018 to 07th August, 2023. Mr. Venkatesh Rajagopal will complete his present term on 07th August, 2023.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 19th May 2023, subject to the approval of the members, re-appointed Mr. Venkatesh Rajagopal as the Chairman and Whole time Director of the Company for a period of 3 (three) years with effect from 08th August, 2023, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board for a period of three years (08th August, 2023 to 07th August, 2026), as mentioned in the resolution and here above.



Taking into account the quality of experience, textile Industries exposure, leadership, scale of business handled, current & future needs of the business, present performance and potential assessment, the Board recommends re-appointment of Mr. Venkatesh Rajagopal as the Chairman and Whole time Director of the Company, for a period of 3 years, w.e.f .08th August, 2023 on the terms as to remuneration and otherwise as set out in the Resolution at the Item No. 3

Brief Profile of Mr. Venkatesh Rajagopal:

Mr. Venkatesh Rajagopal is the Executive Chairman and Whole time Director of the Company. He holds B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and Master of Arts from Bangalore University. He has expertise knowledge in specific functional areas like Managerial, Financial, Marketing and Administration.

He joined the Indian Police Service during the year 1979 and served the nation for a decade. During the year 1988, he quit the Indian Police Service and entered into the business of garment exports. He served as a Member of the Young President Organization, Madras Chapter. Mr. Venkatesh Rajagopal served as a Member of a Social Organization called Round Table for 8 years till 1998. He was associated in organizing the International conference of Round Tablers in 1996, in Chennai in the capacity as Vice Chairman of the conference.

The terms and conditions of his appointment are detailed below.

S.NO	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹8,00,000/- Per month.
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 2% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees hereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Venkatesh Rajagopal at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the rules made thereunder, and other applicable provisions, if any, (including any statutory modification or re-enactment thereof for the time being in force).

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said terms require approval of Shareholders of the Company in the general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 3 of the notice are recommended to be passed as an ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the resolutions at Item No.3 of the Notice except Mr. Venkatesh Rajagopal being the appointee and Mrs. Rama Rajagopal and their relatives.

The statement containing the information to be given to the members in terms of Schedule V of the Companies Act, 2013 is as under:

I. General Information

S.NO	CATEGORY	PARTICULARS
1.	Nature of Industry	Manufacture of all type of Textile garments and clothing accessories
2.	Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The Company has earned a Net profit of ₹7.09 Crs for the financial year ended 31 st March 2023
5.	Foreign Investments or collaborations, if any	Not Applicable

II. Information about the appointee

S.NO	CATEGORY	PARTICULARS
1.	Background details	Mr. Venkatesh Rajagopal is serving as the Director of the Company effective 2009. He has had significant experience across all areas of the organization. He holds a Master's degree in Arts and served in Indian Police Service
2.	Past remuneration	₹ 96,00,000/-
3.	Recognition or awards	Nil
4.	Job profile and his suitability	Job requires strong knowledge and experience in garments industry. Mr. Venkatesh Rajagopal is eminently suitable given his background.
5.	Proposed Remuneration	As per resolution given above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and in line with the other companies of similar size and nature in the industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Mrs. Rama Rajagopal is the spouse and Mr. Vidyuth Venkatesh Rajagopal, Joint Managing Director is the son.

III. Other Information

S.NO	CATEGORY	PARTICULARS
1.	Reasons of loss or inadequate profits	Industry trend and increase in operating cost.
2.	Steps taken or proposed to be taken for improvement	The company is undertaking various strategic initiatives including improvement to productivity and rationalisation of costs.
3.	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:

S.NO	CATEGORY	PARTICULARS
1.	Name of the Director	Mr. Venkatesh Rajagopal (DIN: 00003625)
2.	Age	66 Years
3.	Nationality	Indian
4.	Qualification	B.A. Honors in Economics from Sri Ram College of
5.	Expertise in specific functional areas	Managerial, Financial, Marketing and Administration
6.	Date of first appointment to the Board	29 th September, 2009
7.	Terms and Conditions of Appointment / Reappointment	Appointment as Executive Chairman and Wholetime Director for the period of 3 (three) years w.e.f. 08 th August, 2023
8.	Remuneration last drawn for the FY 2022-23	₹ 96,00,000/-
9.	Remuneration proposed to be paid	Salary (Fixed Pay) : ₹ 8,00,000/- per month Commission on variable basis: In addition to the above, he shall be entitled to receive 2% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
10.	Shareholding in this Company	66,62,115 equity shares - (15.04 %) as on 30 th June, 2023
11.	Relationship	Relationship with directors <ul style="list-style-type: none"> Spouse of Mrs. Rama Rajagopa and father of Mr. Vidyuth Venkatesh Rajagopal Relationship with Manager <ul style="list-style-type: none"> NA Relationship with Key Managerial Personnel <ul style="list-style-type: none"> NIL
12.	No of Board meetings attended and held during the year	4/4
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited
14.	Chairpersonship/Membership in committees of other Entities	Celebrity Fashions Limited <ul style="list-style-type: none"> Chairman - Corporate Social Responsibility Committee
15.	Listed entities from which the Director has resigned in the past three years	Nil

Item No.4

Mr. Charath Ram Narsimhan (DIN: 06497859) was appointed as Managing Director of the Company for a period of 5 (five) years with effect from 08th August, 2018 to 07th August 2023. Mr. Charath Ram Narsimhan will complete his present term on 07th August 2023.

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company at its Meeting held on 19th May 2023, subject to the approval of the members, re-appointed Mr. Charath Ram Narsimhan as Managing Director of the Company for a period of 3 (three) years with effect from 08th August, 2023, on the terms and conditions including remuneration as recommended by the Nomination and Remuneration Committee and approved by the Board.

Further the Board was extremely pleased at the manner in which Mr. Charath Ram Narsimhan has led this Company till date and unanimously decided to reappoint Mr. Charath Ram Narsimhan as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the period of 03 (three) consecutive years with effect from (08th August, 2023 to 07th August, 2026), subject to the approval of the members of the Company.

The terms and conditions of his appointment are detailed below.

S.NO	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹6,00,000/- Per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Charath Ram Narsimhan at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, and other applicable provisions, if any, (Including any statutory modification or re-enactment thereof for the time being in force).

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said terms require approval of shareholders of the Company in the general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 4 of the notice are recommended to be passed as an ordinary resolution.

Except Mr. Charath Ram Narsimhan being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The statement containing the information to be given to the members in terms of Schedule V of the Companies Act, 2013 is as under:

I. General Information

S.NO	CATEGORY	PARTICULARS
1.	Nature of Industry	Manufacture of all type of Textile garments and clothing accessories
2.	Date or expected date of commencement of commercial production	N.A. since the Company has already commenced its business activities
3.	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4.	Financial performance based on given indicators	The Company has earned a Net profit of ₹ 7.09 Crs for the financial year ended 31 st March, 2023
5.	Foreign Investments or collaborations, if any	Not Applicable



II. Information about the appointee

S.NO	CATEGORY	PARTICULARS
1.	Background details	Mr. Charath Ram Narsimhan is serving as the Director of the Company, having over 2 decades of rich experience in garment industries. He has had significant experience across all areas of the organization. He holds a bachelor's degree from IIT & Master's degree from IIM Lucknow.
2.	Past remuneration	₹ 72,00,000/-
3.	Recognition or awards	Nil
4.	Job profile and his suitability	Job requires strong knowledge and experience in garments industry. Mr. Charath Ram Narsimhan is eminently suitable given his background.
5.	Proposed Remuneration	As per resolution given above
6.	Comparative remuneration profile with respect to industry, size of the company, profile of the position and person	The proposed remuneration is comparable and in line with the other companies of similar size and nature in the industry.
7.	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.	Nil

III. Other Information

S.NO	CATEGORY	PARTICULARS
1.	Reasons of loss or inadequate profits	Industry trend and increase in operating cost.
2.	Steps taken or proposed to be taken for improvement	The company is undertaking various strategic initiatives including improvement to productivity and rationalisation of costs.
3.	Expected increase in productivity and profits in measurable terms	The company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:

S.NO	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Charath Ram Narsimhan (DIN: 06497859)
2.	Age	46 years
3.	Nationality	Indian
4.	Brief Profile and Qualification	Mr. Charath Ram Narsimhan holds a B.Tech. degree from IIT and PGDBM (Finance) from IIM-Lucknow. Having over two decades of rich experience in garment industries.
5.	Expertise in specific functional areas	Expertise area includes Managerial, Financial, Commercial, Systems and Administration.
6.	Date of first appointment to the Board	08 th August, 2018
7.	Terms and Conditions of appointment / reappointment	Appointment as Managing Director for the period of 3 (three) years w.e.f. 08 th August, 2023 and he continue as Chief Executive Officer of the Company.
8.	Remuneration last drawn for the FY 2022-23	₹ 72 Lakhs
9.	Remuneration proposed to be paid	Salary (Fixed Pay): ₹ 6,00,000/- per month. Commission on variable basis : In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act
10.	Shareholding in this company	752141 equity shares (1.70%)

11.	Relationship	Not related to any Director/ Key Managerial Personnel
12.	No. of Board meetings attended and held during the year	4/4 meetings
13.	Name(s) of other entities in which holding of directorship	Nil
14.	Chairpersonship/ Membership in committees of other Entities	Nil
15.	Listed entities from which the Director has resigned in the past three years	Nil

Item No.5

The Registered office of the Company is presently situated at No. 208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai- 600100. With a view to improve the operational efficiency of the Company, the Board of Directors is proposing for shifting of the Registered office of the Company to "Survey No 549/2 & 232 Plot No.4, Thirukkachiur & Sengundram Industrial Area Singaperumal Koil, Post, Chengalpattu, Tamil Nadu 603204".

In accordance with provisions of section 12(5) of the Companies act, 2013, except on the authority of a special resolution passed by the Company, the registered office of the Company shall not be changed, outside the local limits of the any city, town or village where such office is situated.

Accordingly, consent of the members of the company is sought for passing of the special resolution as set out in Item No. 5 of the Notice.

None of the Directors and Key managerial personal of the company and their respective relatives is concerned or interested or financially or otherwise, in the resolution of Item no. 5.

The Board commends the special resolution set out at item No. 5 for the approval of the members of the Company.

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

Date: 14th August, 2023
Place: Chennai

sd/-
E. Elamugilan
Company Secretary
Membership No.: A33396

Registered Office :
208, Velachery Tambaram Road, Narayanapuram,
Pallikaranai Chennai - 600100
CIN : L18101TN2009PLC073017
Tel.: 044-42279100
Email : response.itf@indianterrain.com
Website : www.indianterrain.com