

ITFL/SEC/2023-2024/SEP/02

19th September 2023

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: Submission of Voting Results along with Consolidated Scrutiniser's reports of the 14th 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 19th September 2023 of the 14th Annual General Meeting of the Company held on 18th September 2023.

Kindly note that all the 5 (five) 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

Indian Terrain Fashions Limited

Resolution Required : (Ordinary)		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.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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
Promoter and Promoter Group	E-Voting	15165100	11340815	74.7823	11340815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11340815	74.7823	11340815	0	100.0000	0.0000
Public Institutions	E-Voting	2686533	34452	1.2824	34452	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34452	1.2824	34452	0	100.0000	0.0000
Public Non Institutions	E-Voting	26440052	1798128	6.8008	1798116	12	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1798128	6.8008	1798116	12	99.9993	0.0007
Total		44291685	13173395	29.7424	13173383	12	99.9999	0.0001

Indian Terrain Fashions Limited

Resolution Required : (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.						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	15165100	11340815	74.7823	11340815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11340815	74.7823	11340815	0	100.0000	0.0000
Public Institutions	E-Voting	2686533	34452	1.2824	0	34452	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34452	1.2824	0	34452	0.0000	100.0000
Public Non Institutions	E-Voting	26440052	1798128	6.8008	1798116	12	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1798128	6.8008	1798116	12	99.9993	0.0007
Total		44291685	13173395	29.7424	13138931	34464	99.7384	0.2616

Indian Terrain Fashions Limited

Resolution Required : (Ordinary)		3 - To approve the reappointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole Time Director of the company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	15165100	11340815	74.7823	11340815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11340815	74.7823	11340815	0	100.0000	0.0000
Public Institutions	E-Voting	2686533	34452	1.2824	0	34452	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34452	1.2824	0	34452	0.0000	100.0000
Public Non Institutions	E-Voting	26440052	1798128	6.8008	1798116	12	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1798128	6.8008	1798116	12	99.9993	0.0007
Total		44291685	13173395	29.7424	13138931	34464	99.7384	0.2616

Indian Terrain Fashions Limited

Resolution Required : (Ordinary)		4 - To approve reappointment of Mr. Charath Ram Narsimhan (DIN: 06497859), Managing Director of the Company						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	15165100	11340815	74.7823	11340815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11340815	74.7823	11340815	0	100.0000	0.0000
Public Institutions	E-Voting	2686533	34452	1.2824	34452	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34452	1.2824	34452	0	100.0000	0.0000
Public Non Institutions	E-Voting	26440052	1798128	6.8008	1798116	12	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1798128	6.8008	1798116	12	99.9993	0.0007
Total		44291685	13173395	29.7424	13173383	12	99.9999	0.0001

Indian Terrain Fashions Limited

Resolution Required : (Special)		5 - To authorise the change in address of registered office						
Whether promoter/ promoter group are interested in the agenda/resolution?								
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	15165100	11340815	74.7823	11340815	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11340815	74.7823	11340815	0	100.0000	0.0000
Public Institutions	E-Voting	2686533	34452	1.2824	34452	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		34452	1.2824	34452	0	100.0000	0.0000
Public Non Institutions	E-Voting	26440052	1798128	6.8008	1798116	12	99.9993	0.0007
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		1798128	6.8008	1798116	12	99.9993	0.0007
Total		44291685	13173395	29.7424	13173383	12	99.9999	0.0001



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 14th Annual General Meeting of the Equity Shareholders of INDIAN TERRAIN FASHIONS LIMITED held on Monday, the 18th September, 2023 at 11.00 a.m IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

We, BP & Associates, Company Secretaries, Chennai - 600018, have been appointed as the Scrutinizer by the Board of Directors of **Indian Terrain Fashions Limited ("the Company")** at its meeting held on 14th August, 2023 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the **14th Annual General Meeting ("AGM")** of the Equity Shareholders of **"Indian Terrain Fashions Limited" held on Monday, the 18th day of September, 2023 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 8th 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, 13th January, 2021 and MCA vide General Circular No. 10/2022 dated December 28, 2022 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 12th May, 2020 and 05th January, 2023 in compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("Listing Regulations").

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

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





- 2 My responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM by electronics means (e-voting) is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by M/s. Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
- 3 The e-Voting period remained open from 9.00 AM on Wednesday, the 13th September, 2023 upto 5.00 PM on Sunday, the 17th September, 2023. During this period, the shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 11th September, 2023 have cast their vote electronically were entitled to vote on the proposed 5 (Five) resolutions as mentioned in the Notice of the 14th Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 5 of the Notice of the 14th AGM of INDIAN TERRAIN FASHIONS LIMITED).
- 4 As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by CDSL had been blocked and only those members who were present at the AGM through VC and who had not voted on remote 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 31st March 2023 together with the reports of the Board of Directors and Auditors thereon

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	1,21,28,382	92.07%	12	0.00%	-	1,21,28,394	92.07%
e-Voting	10,45,001	7.93%	-	0.00%	-	10,45,001	7.93%
Total	1,31,73,383	100.00%	12	0.00%	-	1,31,73,395	100.00%

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

Item No - 2

Ordinary Resolution - To appoint a director in 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	37,27,000	77.54%	34,464	0.72%	83,66,930	37,61,464	78.26%
e-Voting	10,45,001	21.74%	-	0.00%	-	10,45,001	21.74%
Total	47,72,001	99.28%	34,464	0.72%	83,66,930	48,06,465	100.00%

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

Item No - 3

Ordinary Resolution -To approve Re-appointment of Mr. Venkatesh Rajagopal (DIN:00003625)as Executive Chairman and 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	7,53,115	41.10%	34,464	1.88%	1,13,40,815	7,87,579	42.98%
e-Voting	10,45,001	57.02%	-	0.00%	-	10,45,001	57.02%
Total	17,98,116	98.12%	34,464	1.88%	1,13,40,815	18,32,580	100.00%

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

Item No - 4

Ordinary Resolution - To approve Re-appointment of Mr.Charath Ram Narismhan (DIN: 06497859),Managing 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	1,13,76,241	91.59%	12	0.00%	7,52,141	1,13,76,253	91.59%
e-Voting	10,45,001	8.41%	-	0.00%	-	10,45,001	8.41%
Total	1,24,21,242	100.00%	12	0.00%	7,52,141	1,24,21,254	100.00%

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





Item No -5

Special Resolution - To authorize the change in address of Registered Office

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	1,21,28,382	92.07%	12	0.00%	-	1,21,28,394	92.07%
e-Voting	10,45,001	7.93%	-	0.00%	-	10,45,001	7.93%
Total	1,31,73,383	100.00%	12	0.00%	-	1,31,73,395	100.00%

Based on the aforesaid results, we report that this **Special 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 14th Annual General Meeting and the same shall be handed over thereafter to the Chairman/Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries
Peer Review No.:P2015TN040200


K.J. CHANDRA MOULI
Partner
C P No: 15708 | M No : F11720
UDIN:F011720E001037140
Place: Chennai
Date: 19th September, 2023

