

ITFL/SEC/2020-2021/OCT/04

27th October, 2020



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: INTERRAIN

Dear Sir/Madam,

Sub.: Submission of Postal Ballot (E-voting) results along with Scrutiniser's report for the Postal Ballot notice dated 12th September, 2020.

Ref.: Regulation 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 Scrutiniser's report dated 26th October, 2020 for the Postal Ballot notice dated 12th September, 2020.

Kindly note that all the 4 (four) special resolutions as set out in the Postal Ballot notice has 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**

Ravi B.S.G

Company Secretary & Compliance Officer



Encl.: a/a

INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai - 600 045. Tel : +91-44-4227 9100, Fax : +91-44-2262 2897
Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.
Email ID : response.itfl@indianterrain.com
Website : www.indianterrain.com
L18101TN2009PLC073017

INDIAN TERRAIN

INDIAN TERRAIN FASHIONS LIMITED

Voting Results as per Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.

Particulars	Details
Record Date	18th September 2020
Total number of shareholders on record date	26,568
No. of shareholders present in the meeting either in person or through proxy:	NA
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	NA
Promoters and Promoter Group	
Public	
No. of resolution passed in the meeting	4

Agenda- wise disclosure : All the four resolutions was passed with requisite majority

Item no. 1 - Issue of Convertible Warrants to Mr. Venkatesh Rajagopal, Promoter and Wholetime Director of the Company on Preferential basis

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11416100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11416100	0	0.00	0	0	0.00
Public-Institutions	E-Voting	8036740	3521315	43.82	3521315	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8036740	3521315	43.82	3521315	0	100.00
Public- Non Institutions	E-Voting	18488460	1192586	6.45	1181989	10597	99.11	0.89
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18488460	1192586	6.45	1181989	10597	99.11
GRAND TOTAL		37941300	4713901	12.42	4703304	10597	99.78	0.22



Item no.2- Issue of Convertible Warrants to Mrs. Rama Rajagopal, Promoter and Wholetime Director of the Company on Preferential basis.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11416100	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0.00	0.00
Public-Institutions	E-Voting	8036740	3521315	43.82	3521315	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		3521315	43.82	3521315	0	100.00	0.00
Public- Non Institutions	E-Voting	18488460	1192786	6.45	1183136	9650	99.19	0.81
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		1192786	6.45	1183136	9650	99.19	0.81
GRAND TOTAL		37941300	4714101	12.42	4704451	9650	99.80	0.20



Item no.3- Issue of Equity shares to A.R. Foundations Private Limited on Preferential basis.

Resolution required: (Ordinary/ Special)			Special Resolution					
Whether promoter/ promoter group are interested in the agenda/resolution?			No					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11416100	11415180	99.99	11415180	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11416100	11415180	99.99	11415180	0	100.00
Public-Institutions	E-Voting	8036740	3521315	43.82	3521315	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8036740	3521315	43.82	3521315	0	100.00
Public- Non Institutions	E-Voting	18488460	1192786	6.45	1181244	11542	99.03	0.97
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18488460	1192786	6.45	1181244	11542	99.03
GRAND TOTAL		37941300	16129281	42.51	16117739	11542	99.93	0.07



Item no.4 - Issue of Equity shares to ARES DIVERSIFIED on Preferential basis.

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	11416100	11415180	99.99	11415180	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		11416100	11415180	99.99	11415180	0	0.00
Public-Institutions	E-Voting	8036740	3521315	43.82	3521315	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		8036740	3521315	43.82	3521315	0	100.00
Public- Non Institutions	E-Voting	18488460	1192786	6.45	1180237	12549	98.95	1.05
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		18488460	1192786	6.45	1180237	12549	98.95
GRAND TOTAL		37941300	16129281	42.51	16116732	12549	99.92	0.08





**SCRUTINIZER'S REPORT ON POSTAL BALLOT (E-VOTING) OF
INDIAN TERRAIN FASHIONS LIMITED**

**[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22
respectively of the Companies (Management and Administration) Rules, 2014]**

To,
The Chairman
INDIAN TERRAIN FASHIONS LIMITED
208, Velachery Tambaram Road Narayanapuram, Pallikaranai, Chennai - 600100.

Respected Sir,

Sub: Passing of Special Resolutions through Postal Ballot (e-voting)

We, BP & Associates, Company Secretaries, Chennai - 83, have been appointed as the Scrutinizer by the Board of Directors of INDIAN TERRAIN FASHIONS LIMITED ("the Company") at its meeting held on 12th September, 2020 for conducting the Postal Ballot (e-Voting), pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 respectively of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and the guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated 08th April, 2020 and 17/2020 dated 13th April, 2020 in view of COVID-19 pandemic ("MCA Circulars") and 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 the compliance with the requirements of the Act, and Rules made thereunder including MCA Circulars issued by the MCA in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, have advised the companies to take all decisions requiring members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of postal ballot/e-voting in accordance with the provisions of the Companies Act 2013 and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue and SEBI Listing Regulation, relating to postal ballot process conducted through electronic means.



2. On Friday, 25th September, 2020 the Company has completed the dispatch of Postal Ballot notice(s)/ form(s), to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited/Central Depository Services (India) Limited as on the cut-off date i.e., Friday, 18th September, 2020 and whose e-mail IDs was available with the Company and Depositories. Pursuant to the Circulars nos. 14/2020 and 17/2020 dated April 8 and 13, 2020 ('MCA Circulars'), respectively issued by Ministry of Corporate Affairs, the Company has dispatched the notices/ forms only through e-mails.

The Company has not dispatched the postal ballot notices/ forms to those members whose e-mail IDs were not available with the Company and Depositories. However, the Company has also given an additional option to members to vote by postal ballot in the Postal Ballot Notice dated 12th September, 2020 , including the process to the members to register their e-mail ids with the Company or their depository participants.

3. The Postal Ballot (e-Voting) period begun on Saturday, 26th September, 2020 at 09.00 A.M . and ended on Sunday 25th October, 2020 at 5.00 P.M.. 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., 18th September 2020 have casted their vote electronically were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1,2,3 and 4 of the Notice of INDIAN TERRAIN FASHIONS LIMITED).
4. All votes casted through remote e-voting facility up to 5.00 p.m IST on Sunday, 25th October, 2020, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
5. After completion of e-voting, votes cast by the Members, were unblocked in the presence of two witnesses Mr. Gopinath M and Mr. Karthick Palaniappan who are not in the employment of the Company.

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 Postal Ballot through remote e-voting is as under in respect of resolution:

Item No - 1

Special Resolution - Issue of Convertible Warrants to Mr. Venkatesh Rajagopal, Promoter and Wholetime Director of the Company on Preferential basis.							
Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	47,03,304	99.78%	10,597	0.22%	11415380	47,13,901	100.00%
Postal Ballot	0	0.00%	0	0.00%	0	0	0.00%
Total	47,03,304	99.78%	10,597	0.22%	11415380	47,13,901	100.00%

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

Item No - 2

Special Resolution - Issue of Convertible Warrants to Mrs. Rama Rajagopal, Promoter and Wholetime Director of the Company on Preferential basis.							
Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	47,04,451	99.80%	9,650	0.20%	114,15,180	47,14,101	100.00%
Postal Ballot	0	0.00%	0	0.00%	0	0	0.00%
Total	47,04,451	99.80%	9,650	0.20%	114,15,180	47,14,101	100.00%

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

Item No - 3

Special Resolution - Issue of Equity shares to A.R. Foundations Private Limited on Preferential basis.							
Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	161,17,739	99.93%	11,542	0.07%	0	161,29,281	100.00%
Postal Ballot	0	0.00%	0	0.00%	0	0	0.00%
Total	161,17,739	99.93%	11,542	0.07%	0	161,29,281	100.00%

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

Item No - 4

Special Resolution - Issue of Equity shares to ARES DIVERSIFIED on Preferential basis.							
Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote e-Voting	161,16,732	99.92%	12,549	0.08%	0	161,29,281	100.00%
Postal Ballot	0	0.00%	0	0.00%	0	0	0.00%
Total	161,16,732	99.92%	12,549	0.08%	0	161,29,281	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 our custody until the Chairman considers, approves and handed over to the Chairman/Company Secretary for safe keeping. paper.(no physical postal ballot forms were dispatched to the Members in view of present situation of COVID 19).

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries

K.J. CHANDRA MOULI
Partner
C P No: 15708 | M No : 25315
UDIN:A025315B001057161
Place: Chennai
Date: 26th October, 2020