



ITFL/SEC/2024-25/MAY/01

18th May 2024

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: INDTERRAIN

Dear Sir/Madam,

Sub: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Postal Ballot Remote e-voting results

Ref: Our earlier letter vide ITFL/SEC/2023-24/APR/04 dated 16th April 2024 regarding Notice of the Postal Ballot

In furtherance to the captioned reference and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following details:

- (a) remote e-voting results on the Resolutions passed through Postal Ballot vide Postal Ballot Notice dated 30th March 2024;
- (b) report of the Scrutinizer dated 17th May 2024;
- (c) minutes of the Postal Ballot proceedings.

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited. The e-voting period commenced on Thursday, 18th April 2024 at 9:00 a.m. and ended on Friday, 17th May 2024 at 5:00 p.m.

The said e-voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.indianterrain.com/pages/investor-information>

Kindly acknowledge and take the above information on record.

Thanking you,

Yours faithfully,

For Indian Terrain Fashions Limited

Sainath Sundaram

Company Secretary & Compliance Officer

INDIAN TERRAIN FASHIONS LIMITED

Registered office and Address for communication: Survey No. 549/2 & 232, Plot No 4
Thirukkachiyur & Sengundram Industrial Area,
Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu
Email ID: response.itfi@indianterrain.com
Website: www.indianterrain.com
CIN: L18101TN2009PLC073017
Ph: 044 – 4227 9100

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18th May 2024

Sub: Declaration of e-voting results on the Resolutions passed through Postal Ballot vide Postal Ballot Notice dated 30th March 2024

As per the captioned subject, the details are as follows:

Item No(s).	Postal Ballot Notice Item(s)	Type of Resolution(s)
1.	Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company.	Special Resolution
2.	Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company.	Special Resolution

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the abovementioned items have been passed with requisite majority.

Thanking you

Yours faithfully,

For Indian Terrain Fashions Limited

Venkatesh Rajagopal
Chairman & Whole-time Director
DIN: 00003625

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Annexure – I

Date of the AGM / EGM	Not Applicable (Resolution passed through Postal Ballot on 17 th May 2024, being the last date for e-voting)
Total Number of Shareholders on record date (i.e., Friday, 12th April 2024 - cut-off date for voting purpose)	21,204
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot)

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**The details of Voting Results with regard to the Special Resolutions
as required under Regulation 44 of the SEBI Listing Regulations, are as under:**

Resolution No.		I. Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company						
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	Remote e-Voting	1,51,65,100	1,50,29,045	99.1028	1,50,29,045	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,65,100	1,50,29,045	99.1028	1,50,29,045	---	100.0000
Public-institutions	Remote e-Voting	28,54,126	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		28,54,126	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,62,72,459	7,63,695	2.9068	7,61,328	2,367	99.6901	0.3099
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,62,72,459	7,63,695	2.9068	7,61,328	2,367	99.6901
TOTAL [(a) + (b) + (c)]		4,42,91,685	1,57,92,740	35.6562	1,57,90,373	2,367	99.9850	0.0150

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Resolution No.		2. Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company						
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	Remote e-Voting	1,51,65,100	1,50,29,045	99.1028	1,50,29,045	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,51,65,100	1,50,29,045	99.1028	1,50,29,045	---	100.0000
Public-institutions	Remote e-Voting	28,54,126	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		28,54,126	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,62,72,459	7,63,695	2.9068	7,61,318	2,377	99.6888	0.3112
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		2,62,72,459	7,63,695	2.9068	7,61,318	2,377	99.6888
TOTAL [(a) + (b) + (c)]		4,42,91,685	1,57,92,740	35.6562	1,57,90,363	2,377	99.9849	0.0151

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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]

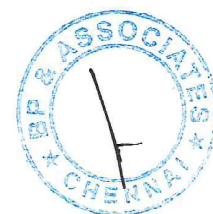
To,
The Chairman,
Indian Terrain Fashions Limited.

Respected Sir,

I, , K. J Chandra Mouli, Partner of 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 30th March 2024 for conducting the Postal Ballot e-voting process for seeking members' assent/dissent on the resolution as specified in the Postal Notice dated 30th March 2024, 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 including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 09/2023 dated 25th September, 2023 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws and 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 Postal ballot.





2. On 16th April 2024 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, 12th April 2024 and whose e-mail IDs was available with the Company and Depositories. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope was not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. The e-Voting period remained open from Thursday, 18th April, 2024 at 9.00 a.m. and ended on Friday, 17th May 2024 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., Friday, 12th April 2024 have casted their vote electronically were entitled to vote on the proposed Two (2) resolutions as mentioned in the Postal Ballot Notice of "INDIAN TERRAIN FASHIONS LIMITED.
4. All votes casted through remote e-voting facility up to 5.00 p.m IST on Friday, 17th May 2024, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
5. My responsibility as scrutinizer for the e-voting facility for Postal Ballot 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 Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting by the Shareholders 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 the E- voting is as under:

Item No – 1:

Special Resolution – Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Postal Ballot- Remote e-voting	1,57,90,373	99.99%	2,367	0.01%	-	1,57,92,740	100.00%
Total	1,57,90,373	99.99%	2,367	0.01%	-	1,57,92,740	100.00%

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

Item No – 2:

Special Resolution – Appointment of Mr. Tarique Ansari (DIN:00101820) as an Independent Director of the Company.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Postal Ballot- Remote e-voting	1,57,90,363	99.98%	2,377	0.02%	-	1,57,92,740	100.00%
Total	1,57,90,363	99.98%	2,377	0.02%	-	1,57,92,740	100.00%

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





BP & ASSOCIATES

Company Secretaries

7. we hereby confirm that we are maintaining the Registers received from the Service Provider electronically in respect of the votes cast through e-voting by the shareholders of the Company. We shall be arranging to handover these records to you or other person as authorized by you.

Thanking you,

Yours Faithfully,

**BP & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEW NO.: P2015TN040200**

**K. J CHNADRA MOULI
PARTNER
C P No: 15708 | M.NO: F11720
UDIN: F011720F000394388**



Place: Chennai

Date: 17th May, 2024



MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED CONCLUDED ON 17th MAY 2024, RESULTS OF WHICH WERE DECLARED ON 17th MAY 2024

The Board of Directors of the Company at its Board Meeting held on 30th March 2024, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2) to seek approval of the Members on the following Special Businesses, as set out in the notice of the Postal Ballot dated 30th March 2024:

SI No.	Particulars	Type of Resolution
1.	Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company	Special
2.	Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company	Special

- (1) The Company had engaged the services of CDSL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members;
- (2) The Board had appointed Mr. K. J. Chandramouli, Partner of M/s. BP & Associates (Entity ID: 83104) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner;
- (3) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent only through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories ("eligible shareholders") as on the cut-off date 12th April 2024, seeking approval as set out in the postal ballot notice;

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- (4) The total number of shareholders as on the cut-off date was 21,204 and the total no. of shares as on the cut-off date was 4,42,91,685 Equity Shares;
- (5) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on 16th April 2024;
- (6) A public advertisement was published on 17th April 2024, in Business Standard in English and Tamil Murasu in Tamil;
- (7) The remote e-voting commenced on 18th April 2024 (9.00 AM IST) and closed on 17th May 2024 (5.00 PM IST) [both days inclusive];
- (8) The Scrutinizer unblocked the votes casted under remote e-voting and downloaded the details on 17th May 2024 from CDSL portal in the presence of two witnesses;
- (9) The Scrutinizer then rendered his report to the Chairman;

The Chairman took the report on record and declared that the resolutions set out in the postal ballot notice dated 30th March 2024 which were passed with requisite majority. The details of remote e-voting on the resolutions as per the Scrutinizer's Report are as under:

RESOLUTION NO. 1:
APPOINTMENT OF MR. P S RAGHAVAN (DIN: 07812320) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Nature of Resolution – Special Resolution

RESOLVED THAT Mr. P S Raghavan (DIN: 07812320), who as per the recommendations of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 1st April 2024 in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years upto 31st March 2029 as per Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the Listing Regulations;

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RESOLVED FURTHER THAT the Board of Directors/ KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.

Results of voting through Postal Ballot by remote e-voting were as follows:

Total No. of votes polled	No. of votes – in favour	% of votes in favour on votes polled	No. of votes – against	% of Votes against on votes polled
1,57,92,740	1,57,90,373	99.99%	2,367	0.01%

Note – None of the promoter / promoter group members were interested in aforementioned resolutions

Resolution passed by requisite majority.

RESOLUTION NO. 2:

APPOINTMENT OF MR. TARIQUE ANSARI (DIN: 00101820) AS AN INDEPENDENT DIRECTOR OF THE COMPANY:

Nature of Resolution – Special Resolution

RESOLVED THAT Mr. Tarique Ansari (DIN: 00101820), who as per the recommendations of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 1 st April 2024 in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years upto 31st March 2029 as per Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or reenactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors/ KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution

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Result of voting through Postal Ballot by remote e-voting was as follows:

Total No. of votes polled	No. of votes – in favour	% of votes in favour on votes polled	No. of votes – against	% of Votes against on votes polled
1,57,92,740	1,57,90,363	99.98%	2,377	0.02%

Note – None of the promoter / promoter group members were interested in aforementioned resolutions

Resolution passed by requisite majority.

Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated 30th March 2024, were duly passed on 17th May 2024 with requisite majority.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

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