



ITFL/SEC/2018-19/SEP/03

25th September, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

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

Scrip Code - 533329

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

Sub.: Summary of proceedings of 9th Annual General Meeting held on 25th Sep, 2018
Ref.: Reg.30 read with Part A of Schedule III of SEBI (LODR) Regulations, 2015

This is to inform that the 9th Annual General Meeting (AGM) of the Company was held today i.e., 25th September, 2018 at 11.30 a.m. for the business mentioned in notice of AGM dated 08th Aug, 2018. In this regard, please find enclosed summary of proceedings of 9th Annual General Meeting.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

Ravi B.S.G
Company Secretary & Compliance Officer



Encl: a/a

INDIAN TERRAIN FASHIONS LIMITED

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Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.
Email ID : response.itfl@indianterrain.com
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L18101TN2009PLC073017

INDIAN TERRAIN



SUMMARY OF PROCEEDINGS OF THE 9TH ANNUAL GENERAL MEETING (AGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON TUESDAY, 25TH SEPTEMBER, 2018 AT 11.30 A.M. AT SDF-IV & C2, 3RD MAIN ROAD, MEPZ-SEZ, TAMBARAM, CHENNAI – 600045.

DIRECTORS PRESENT:

Mr. Venkatesh Rajagopal	- Chairman (DIN: 00003625)
Mr. Charath Ram Narsimhan	- Managing Director & CEO (DIN: 06497859)
Mr. N. K. Ranganath	- Independent Director (DIN: 00004044) (Chairman – Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee)
Mrs. Rama Rajagopal	- Wholetime Director (DIN: 00003565)

IN ATTENDANCE:

Mrs. L. Visalakshi	- Chief Financial Officer
Mr. Ravi B.S.G	- Company Secretary
Mr. C.Prabhakar	- Partner, M/s. B.P. & Associates (Secretarial Auditors & Scrutinizer - e-voting & Poll)

CHAIRMAN:

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

Members Present:

47 (forty seven) members attended the meeting and there were no proxies.

At 11.30 a.m., the Chairman commenced the proceedings of the annual general meeting (AGM) by welcoming the members to the 9th AGM of the Company and informed members that as per the provisions of Section 103 of the Companies Act, 2013, the requisite quorum was present and declared the meeting in order.

The Chairman then introduced the Directors and Senior executives present and informed that the Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170, Register of Contracts or Arrangements in which Directors are interested maintained under Section 189, other Statutory registers under Companies Act, 2013 along with documents mentioned in the Notice of AGM and Proxy Register were available for inspection by members at the venue during the AGM.

The Chairman further informed that the notice of AGM, Board's report, audited financial statements, Statutory Auditors report and Secretarial Auditors was already circulated to the members along with the Annual Report and sought the permission of the members to treat them as read since it did not have any qualifications/comments/observations and the same has been agreed by the members.





The Chairman delivered his speech on the overall performance, operations, outlook, strategy and future prospects of the Company.

After the conclusion of his speech, he invited observations/queries on the Company's operations and financial statements from the members. The Chairman and Senior Executives of the Company answered to the observations/queries raised by members to their satisfaction. Thereafter, the Chairman thanked the shareholders on behalf of the Company.

The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of remote e-voting facility to members which commenced on 20th September, 2018 at 09.00 a.m. and ended on 24th September, 2018 at 5.00 p.m. and M/s. B.P. & Associates, Practicing Company Secretaries, Chennai were appointed as the Scrutinizers by the Board for scrutinizing the e-voting and poll process. He further informed that the Company is also providing voting facility through poll (ballot process) for the members who have not casted their votes through the said e-voting facility.

The Chairman ordered the poll to be conducted on the resolutions 1 to 10 as set out in the notice convening the 9th AGM. The Chairman requested all members, who have not casted their votes through e-voting facility to participate in polling and cast their votes in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e. 14th September, 2018 and requested the Scrutinizers to distribute the Ballot and the poll was conducted for the following resolutions.

S No.	Particulars	Resolution required (Ordinary/ Special)
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 together with the reports of the Board of Directors and Auditors thereon	Ordinary
2	Appointment of Mrs. Rama Rajagopal, a Director retiring by rotation	Ordinary
3	Appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director	Ordinary
4	Appointment of Mr. Charath Ram Narsimhan as Director	Ordinary
5	Appointment of Mr. Venkatesh Rajagopal as Executive Chairman and Whole Time Director	Ordinary





6	Appointment of Mr. Charath Ram Narsimhan as Managing Director and Chief Executive Officer	Ordinary
7	Re-appointment of Mr. Nugahalli Krishna Ranganath as an Independent Director	Special
8	Re-appointment of Mr. Manoj Mohanka as an Independent Director	Special
9	Re-appointment of Mr. Harsh Bahadur as an Independent Director	Special
10	Re-appointment of Mr. Pattabi Sundar Raman as an Independent Director	Special

The members then casted their votes through poll and deposited the same in the ballot box placed at the meeting hall.

The Chairman informed that the combined results of e-voting and poll would be declared on or before 27th September, 2018 i.e., within 48 hours and authorized Mr. Ravi B.S.G, Company Secretary to declare the said results. The Combined results along with Scrutinizer's report will be uploaded on the Company's website www.indianterrain.com, website of CDSL and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com.

The Chairman then thanked the members present for their continuous support and confidence in the Company and announced the formal closure of the 9th Annual General Meeting of the Company at 12.50 p.m.

For **INDIAN TERRAIN FASHIONS LIMITED**

Ravi B.S.G
Company Secretary & Compliance Officer

