



ITFL/SEC/2024-25/MAR/03

10th March 2025

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 Extra-ordinary General Meeting (EGM 01/2024-25)
held on Monday, 10th March 2025 commencing at 12 Noon IST**

- Ref.: (1) Regulation 30 read with Schedule III of SEBI (LODR) Regulations, 2015
(2) Our earlier letter vide ITFL/SEC/2024-25/FEB/10 dated 14th February 2025
regarding dispatch of Notice of the EGM
(3) Our earlier letter vide ITFL/SEC/2024-25/MAR/01 dated 7th March 2025
regarding dispatch of Corrigendum to the Notice of EGM**

In furtherance to the captioned subject and reference, this is to inform that the Extra-ordinary General Meeting (EGM) of the Company was held today i.e., Monday, 10th March 2025 commencing at 12 Noon IST through Video Conferencing / Other Audio-Visual means (VC/OAVM) for the businesses mentioned in the notice of EGM dated 12th February 2025.

Further, in compliance with the provisions of Regulations 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the Extra-ordinary General Meeting (EGM 01/2024-25).

The EGM commenced at 12 Noon IST and concluded at 12:30 PM IST

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

Thanking you,

Yours faithfully,

For **Indian Terrain Fashions Limited**

Sainath Sundaram

Company Secretary & Compliance Officer

Encl: a/a

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.itfl@indianterrain.com
Website: www.indianterrain.com
CIN: L18101TN2009PLC073017
Ph: 044 – 4227 9100

INDIAN TERRAIN



SUMMARY OF PROCEEDINGS OF THE EXTRA-ORDINARY GENERAL MEETING (EGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON MONDAY, 10th MARCH 2025 COMMENCING AT 12 NOON IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC/OAVM).

DIRECTORS PRESENT THROUGH VC / OAVM:

Name of the Director(s)	Designation	DIN
Mr. Charath Ram Narsimhan	Managing Director & CEO Chairman for this Meeting	06497859
Mr. Tarique Ansari	Independent Director & Chairman of Audit Committee	00101820
Mr. P S Raghavan	Independent Director & Chairman of Nomination & Remuneration Committee	07812320

AUDITORS PRESENT THROUGH VC / OAVM:

Mr. V Rajeswaran / Ms. Madura Ganesh - Partners, M/s. SRSV & Associates
(Statutory Auditors)

Mr. K. J. Chandramouli - Partner, M/s. BP & Associates
(Secretarial Auditors & Scrutinizer - E-voting)

IN ATTENDANCE THROUGH VC / OAVM:

Mr. Sheikh Sahenawaz - Chief Financial Officer

Mr. Sainath Sundaram - Company Secretary & Compliance Officer

CHAIRMAN:

Mr. Charath Ram Narsimhan, Chairman for this meeting.

ATTENDANCE:

Members present through Video Conference: 30 (thirty) members holding
13,68,804 Equity shares

Members present through proxies : Not Applicable

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At 12 Noon IST, Mr. Sainath Sundaram, Company Secretary and Compliance Officer commenced the proceedings of the Extra-ordinary General Meeting (EGM 01/2024-25) by welcoming the members to the EGM of the Company held through Video Conferencing mode as per the provisions of Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI). He informed further that pursuant to the Secretarial Standards, Mr. Charath Ram Narsimhan, Managing Director & CEO of Indian Terrain Fashions Limited was willing to Chair and convene the proceedings of this Extra-ordinary General Meeting.

Then Mr. Charath Ram Narsimhan, Chairman for this Meeting, briefed the members about instructions and the processes regarding the participation through video conferencing and the requisite quorum being present through video conferencing, declared the meeting in order. He further informed that since the EGM was held through video conferencing, the requirement of appointing proxies was not applicable. The Chairman for this Meeting informed that the necessary documents as required to be kept for inspection were available electronically for inspection by the members.

The Chairman for this Meeting then introduced the Directors and Key Managerial Personnel of the Company present for the EGM through video conferencing. He informed that Mr. Venkatesh Rajagopal Chairman & Whole-time Director (DIN: 00003625), Mrs. Rama Rajagopal, Non-Executive Non-Independent Director (DIN: 00003565) and Mrs. Nidhi Reddy Independent Director & Chairperson of Stakeholders Relationship Committee (DIN: 00004081) could not attend the meeting due to other pre-occupations. He also acknowledged the attendance of Mr. V Rajeswaran / Ms. Madura Ganesh, Partner of M/s. SRSV & Associates, Statutory Auditors and Mr. K. J. Chandramouli, Partner of M/s. BP & Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizers for E-voting. He thanked all the members, Board of Directors, Auditors and the Management team for joining this EGM through video conferencing.

The Chairman for this Meeting informed that the Company has provided remote e-voting facility of Central Depository Services India Ltd to the Members of the Company to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes through remote e-voting and participating in the EGM will also have an opportunity to cast their votes during the meeting through the e-voting system. He further informed that the Notice of EGM along with the explanatory statement annexed to the EGM Notice was already circulated to the members and informed members to treat them as read.

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The Chairman for this Meeting 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 providing remote e-voting and e-voting during EGM facility to members. The remote e-voting facility started on Wednesday, 05th March 2025 at 9.00 a.m. (IST) and ended on Sunday, 09th March 2025 at 5.00 p.m. (IST) and M/s. BP & Associates, Practicing Company Secretaries, Chennai were appointed as the Scrutinizers by the Board for scrutinizing the e-voting process.

Then, the Chairman for this Meeting went through the items mentioned in the EGM Notice as detailed below:

S No.	Particulars	Resolution required (Ordinary/ Special)
Special Business		
1.	Issuance of 49,48,537 Convertible Warrants on Preferential basis to certain identified Non-Promoter Entity / Persons	Special

Subsequently, He informed that the Company had provided to the shareholders the facility to register themselves as speakers and also send queries through e-mail. The Company had received requests from 5 (Five) shareholders to register themselves as speaker shareholders during the EGM and requested the host (CDSL) to enable the speaker shareholders to speak/ask queries specifically on the Notice of EGM.

Accordingly, 2 (Two) speaker shareholders had participated and sought answers/clarifications. The Chairman for this Meeting answered to the observations/queries raised by speaker shareholders to their satisfaction. Thereafter, He thanked the speaker shareholders for their participation on behalf of the Company.

Thereafter, the Chairman for this Meeting requested all the members participating who have not exercised remote e-voting to exercise their votes electronically on the platform of Central Depository Services (India) Limited – www.evotingindia.com and informed that e-voting facility will remain open for 15 minutes after the conclusion of the meeting.

The Chairman for this Meeting informed that the results of e-voting would be declared within 2 working days of conclusion of this EGM and authorized Mr. Sainath Sundaram, Company Secretary & Compliance Officer of the Company to declare the said results.

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Also, He informed that the results will be uploaded on the Company's website <https://www.indianterrain.com/pages/investor-information>, website of CDSL and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com.

The Chairman for this Meeting then thanked the members for their continuous support and confidence in the Company and announced the formal closure of the Extra-ordinary General Meeting of the Company.

With e-voting facility being remained open for 15 minutes after the conclusion of the EGM and accordingly the Meeting stood closed at 12:30 P.M. (IST).

For **Indian Terrain Fashions Limited**

Sainath Sundaram
Company Secretary & Compliance Officer

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