



ITFL/SEC/2024-25/MAR/04

11th March 2025

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: INTERRAIN

Dear Sir/Madam,

Sub: Submission of the voting results along with the consolidated Scrutiniser's Report of the EGM under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: (1) Our earlier letter vide ITFL/SEC/2024-25/FEB/10 dated 14th February 2025 regarding dispatch of Notice of the EGM

(2) Our earlier letter vide ITFL/SEC/2024-25/MAR/03 dated 10th March 2025 Regarding outcome on the proceedings of EGM

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) voting results on the Resolutions passed by Shareholders for the EGM held on Monday, 10th March 2025 enclosed as Annexure – I;
- (b) report of the Scrutinizer dated 10th March 2025;

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited which commenced on Wednesday, 05th March 2025 at 9:00 A.M. IST and ended on Sunday, 09th March 2025 at 5:00 P.M. IST. The facility of e-voting on the date of EGM was also provided.

Kindly note that 1 (one) resolution (“Special”) as set out in the notice of the EGM have been passed with requisite majority.

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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



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

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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,
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11th March 2025

Sub: Declaration of voting results on the Resolutions passed by Shareholders for the EGM held on Monday, 10th March 2025 commenced at 12 Noon IST

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

Item No(s).	EGM Notice Item(s)	Type of Resolution(s)
Special Business		
1.	Issuance of 49,48,537 Convertible Warrants on Preferential basis to certain identified Non-Promoter Entity / Persons	Special

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

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Sainath Sundaram

Company Secretary & Compliance Officer

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Annexure – I

Date of the AGM / EGM	Monday, 10 th March 2025
Total Number of Shareholders on record date (i.e., Monday, 3rd March 2025 - cut-off date for voting purpose)	23,548
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	---
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	--- 30

The details of Voting Results with regard to the items passed at the EGM (01/2024-25) as required under Regulation 44 of the SEBI Listing Regulations, are as under:

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Resolution No.			(1) Issuance of 49,48,537 Convertible Warrants on Preferential basis to certain identified Non-Promoter Entity / Persons					
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	1,59,84,648	1,59,84,648	100.0000	1,59,84,648	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)	1,59,84,648	1,59,84,648	100.0000	1,59,84,648	---	100.0000	---
Public-institutions	Remote e-Voting	25,69,433	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)	25,69,433	---	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	2,71,64,749	13,65,479	5.0267	13,64,267	1,212	99.9112	0.0888
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)	2,71,64,749	13,65,479	5.0267	13,64,267	1,212	99.9112	0.0888
TOTAL [(a) + (b) + (c)]		4,57,18,830	1,73,50,127	37.9496	1,73,48,915	1,212	99.9930	0.0070
Whether Resolution is Pass or not								Yes

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INDIAN TERRAIN



BP & ASSOCIATES

Company Secretaries

Consolidated 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 **Extra Ordinary General Meeting (EGM 01/2024-25)** of the Equity Shareholders of Indian Terrain Fashions Limited held on **Monday, 10th March 2025 at 12:00 Noon 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 12th February 2025 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the Extra-Ordinary General meeting ("EGM No:01/2024-2025") of the Equity Shareholders of "Indian Terrain Fashions Limited" held on Monday, 10th March 2025 at 12:00 Noon (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. 09/2024 dated 19th September 2024, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03rd October 2024 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold EGM through VC, 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 Extra-Ordinary General Meeting (01/2024-2025).



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Guna Complex, Anna Salai,
Teynampet, Chennai - 600018



2. My responsibility as scrutinizer for the e-voting facility both for e-voting prior to the EGM (remote e-voting) and voting at the EGM 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) Limited, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting to the Shareholders of the Company.
3. The e-Voting period remained open from 9.00 AM on Wednesday, 05th March 2025 up to 5.00 PM on Sunday, 09th March 2025. 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, 03rd March 2025 have cast their vote electronically were entitled to vote on the proposed 1 (one) resolution as mentioned in the Notice of the Extra-Ordinary General Meeting (01/2024-2025) including the corrigendum notice dated 07th March 2025 of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 of the Notice of the EGM 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 EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
5. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM were unblocked and downloaded from the e-voting website of Central Depository Services (India) Limited. 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

Special Resolution - Issuance of 49,48,537 Convertible Warrants on Preferential basis to certain identified Non-Promoter Entity/ Persons:

Mode of Voting	Votes in favor of the resolution		Votes in against of the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Remote E- Voting	1,73,48,915	99.99	1,212	0.01	-	1,73,50,127	100.00
Venue E- Voting	-	-	-	-	-	-	-
Total	1,73,48,915	99.99	1,212	0.01	-	1,73,50,127	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 Extra-Ordinary 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: F011720F004079168



Place: Chennai
Date: 10th March 2025