



ITFL/SEC/2020-2021/SEP/07

22<sup>nd</sup> September, 2020

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

National Stock Exchange of India Limited  
Exchange Plaza, 5<sup>th</sup> 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 Voting Results along with Consolidated Scrutiniser's reports of the 11<sup>th</sup> Annual General Meeting.

Ref: Reg.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 Consolidated Scrutiniser's report dated 21<sup>st</sup> September, 2020 of the 11<sup>th</sup> Annual General Meeting of the Company held on 21<sup>st</sup> September, 2020.

Kindly note that all the 4 (four) resolutions as set out in the notice of the Annual General Meeting have 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

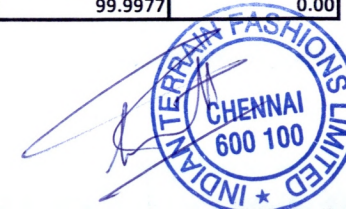
Voting Results as per Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.

| Particulars                                                                   | Details             |
|-------------------------------------------------------------------------------|---------------------|
| Date of Annual General Meeting                                                | 21st September 2020 |
| Total number of shareholders on record date                                   | 26,477              |
| No. of shareholders present in the meeting either in person or through proxy: | Not Applicable      |
| Promoters and Promoter Group:                                                 | -                   |
| Public:                                                                       | -                   |
| No. of Shareholders attended the meeting through Video Conferencing           | 45                  |
| Promoters and Promoter Group                                                  | 4                   |
| Public                                                                        | 41                  |

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

Item no. 1 - To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.

| Resolution required: (Ordinary/ Special)                                  |                                |                    | Ordinary 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 (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 11416100           | 11415180            | 99.99                                   | 11415180                 | 0                      | 100.00                               | 0.00                               |
| Public-Institutions                                                       | E-Voting                       | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
| Public- Non Institutions                                                  | E-Voting                       | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.04                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.04                               |
| GRAND TOTAL                                                               |                                | 37941300           | 16879068            | 44.487                                  | 16878681                 | 387                    | 99.9977                              | 0.00                               |



Item no.2- To Appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment

| Resolution required: (Ordinary/ Special)                                  |                                |                    |                     | Ordinary 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           | 4882250             | 42.77                                   | 4882250                  | 0                      | 100.00                               | 0.00                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 11416100           | 4882250             | 42.77                                   | 4882250                  | 0                      | 100.00                               | 0.00                               |
| Public-Institutions                                                       | E-Voting                       | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
| Public- Non Institutions                                                  | E-Voting                       | 18471389           | 977492              | 5.29                                    | 976655                   | 837                    | 99.91                                | 0.09                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        |                        | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 18471389           | 977492              | 5.29                                    | 976655                   | 837                    | 99.91                                | 0.09                               |
| GRAND TOTAL                                                               |                                | 37941300           | 10346138            | 27.27                                   | 10345301                 | 837                    | 99.99                                | 0.01                               |



Item no.3 - To consider and approve the appointment of Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) as Director of the Company

| Resolution required: (Ordinary/ Special)                                  |                                |                    |                     | Ordinary 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 (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 11416100           | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
| Public-Institutions                                                       | E-Voting                       | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
| Public- Non Institutions                                                  | E-Voting                       | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.04                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.04                               |
| GRAND TOTAL                                                               |                                | 37941300           | 5463888             | 14.40                                   | 5463501                  | 387                    | 99.99                                | 0.01                               |



Item no.4 - To consider and approve the appointment of Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) as Joint Managing Director of the Company

| Resolution required: (Ordinary/ Special)                                  |                                |                    |                     | Ordinary 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 (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 11416100           | 0                   | 0                                       | 0                        | 0                      | 0.00                                 | 0.00                               |
| Public-Institutions                                                       | E-Voting                       | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 8053811            | 4486396             | 55.71                                   | 4486396                  | 0                      | 100.00                               | 0.00                               |
| Public- Non Institutions                                                  | E-Voting                       | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.04                               |
|                                                                           | Poll                           |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Postal Ballot (Not Applicable) |                    | 0                   | 0.00                                    | 0                        | 0                      | 0.00                                 | 0.00                               |
|                                                                           | Total                          | 18471389           | 977492              | 5.29                                    | 977105                   | 387                    | 99.96                                | 0.00                               |
| GRAND TOTAL                                                               |                                | 37941300           | 5463888             | 14.40                                   | 5463501                  | 387                    | 99.993                               | 0.01                               |





**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 11th Annual General Meeting of the Equity Shareholders of INDIAN TERRAIN FASHIONS LIMITED held on Monday, the 21st September, 2020 at 11.30 a.m IST through Video Conferencing (VC) or Other Audio Visual Means (OAVM).

Respected Sir,

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 21st August, 2020 for the purpose of scrutinizing e-voting process (remote e-voting) and electronic voting (e-voting) during the **11<sup>th</sup> Annual General Meeting ("AGM")** of the Equity Shareholders of **"INDIAN TERRAIN FASHIONS LIMITED"** held on **Monday, the 21st September, 2020 at 11.30 a.m** (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. 14/2020 dated 08th April, 2020, the General Circular No. 17/2020 dated 13th April, 2020, in relation to "Clarification on passing of ordinary and special resolutions by companies under the Companies Act, 2013 and the rules made thereunder on account of the threat posed by Covid-19" and General Circular No. 20/2020 dated 5th May, 2020, in relation to "Clarification on holding of Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio Visual Means (OAVM)" all issued by the Ministry of Corporate Affairs, Government of India ("**MCA Circulars**") and Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, ("**Listing Regulations**") read with Circular dated May 12, 2020, in relation to "Additional relaxation in relation to compliance with certain provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 - Covid 19 pandemic".

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 Annual General Meeting.





## BP & ASSOCIATES

Company Secretaries

- 2 Our responsibility as scrutinizer for the e-voting facility both for e-voting prior to the AGM (remote e-voting) and voting at the AGM 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 Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting and e-voting by the Shareholders of the Company.
- 3 The e-Voting period remained open from Wednesday, 16th September, 2020 at 9.00 a.m. and ended on Sunday, 20th September, 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., Monday, 14th September, 2020 have casted their vote electronically were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 11th Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 4 of the Notice of the 11th AGM 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 AGM through VC and who had not voted on remote evoting were allowed to cast their votes through e-voting system during the AGM.
- 5 After closure of e-voting at the AGM, the votes cast through evoting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of Central Depository Services India Ltd in the presence of two witnesses, who are not in the employment of the Company. 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.

The votes were unblocked on Monday, the 21st September, 2020 after the meeting in the presence of two witnesses, namely, **Mr. Karthick Palaniappan** and **Mr. Earnest K Prem Kumar G.**

They have signed below in confirmation of the votes being unblocked in their presence.

**Name: Karthick Palaniappan**

**Name: Earnest K Prem Kumar G**

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.





# BP & ASSOCIATES

Company Secretaries

6 The result of the E- voting is as under:

## Item No - 1

**Ordinary Resolution** - To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2020 together with the reports of the Board of Directors and Auditors thereon.

| Mode of Voting  | Votes in favor of the resolution |                | Votes against the resolution |              | Invalid/<br>Abstained Votes | Total             |                |
|-----------------|----------------------------------|----------------|------------------------------|--------------|-----------------------------|-------------------|----------------|
|                 | Nos.                             | %              | Nos.                         | %            |                             | Nos.              | %              |
| Remote e-Voting | 168,67,718                       | 99.93%         | 387                          | 0.00%        | 0                           | 168,68,105        | 99.94%         |
| e-Voting        | 10963                            | 0.06%          | 0                            | 0.00%        | 0                           | 10963             | 0.06%          |
| <b>Total</b>    | <b>168,78,681</b>                | <b>100.00%</b> | <b>387</b>                   | <b>0.00%</b> | <b>0</b>                    | <b>168,79,068</b> | <b>100.00%</b> |

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

## Item No - 2

**Ordinary Resolution** - To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.

| Mode of Voting  | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid/<br>Abstained Votes | Total             |                |
|-----------------|----------------------------------|---------------|------------------------------|--------------|-----------------------------|-------------------|----------------|
|                 | Nos.                             | %             | Nos.                         | %            |                             | Nos.              | %              |
| Remote e-Voting | 103,34,338                       | 99.89%        | 837                          | 0.01%        | 65,32,930                   | 103,35,175        | 99.89%         |
| e-Voting        | 10,963                           | 0.11%         | 0                            | 0.00%        | 0                           | 10,963            | 0.11%          |
| <b>Total</b>    | <b>103,45,301</b>                | <b>99.99%</b> | <b>837</b>                   | <b>0.01%</b> | <b>65,32,930</b>            | <b>103,46,138</b> | <b>100.00%</b> |

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

## Item No - 3

**Ordinary Resolution** - To consider and approve the appointment of Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) as Director of the Company.

| Mode of Voting  | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid/<br>Abstained Votes | Total            |                |
|-----------------|----------------------------------|---------------|------------------------------|--------------|-----------------------------|------------------|----------------|
|                 | Nos.                             | %             | Nos.                         | %            |                             | Nos.             | %              |
| Remote e-Voting | 54,52,538                        | 99.79%        | 387                          | 0.01%        | 114,15,180                  | 54,52,925        | 99.80%         |
| e-Voting        | 10,963                           | 0.20%         | 0                            | 0.00%        | 0                           | 10963            | 0.20%          |
| <b>Total</b>    | <b>54,63,501</b>                 | <b>99.99%</b> | <b>387</b>                   | <b>0.01%</b> | <b>114,15,180</b>           | <b>54,63,888</b> | <b>100.00%</b> |

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

## Item No - 4

**Ordinary Resolution** - To consider and approve the appointment of Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) as Joint Managing Director of the Company.

| Mode of Voting  | Votes in favor of the resolution |               | Votes against the resolution |              | Invalid/<br>Abstained Votes | Total            |                |
|-----------------|----------------------------------|---------------|------------------------------|--------------|-----------------------------|------------------|----------------|
|                 | Nos.                             | %             | Nos.                         | %            |                             | Nos.             | %              |
| Remote e-Voting | 54,52,538                        | 99.79%        | 387                          | 0.01%        | 114,15,180                  | 54,52,925        | 99.80%         |
| e-Voting        | 10963                            | 0.20%         | 0                            | 0.00%        | -                           | 10963            | 0.20%          |
| <b>Total</b>    | <b>54,63,501</b>                 | <b>99.99%</b> | <b>387</b>                   | <b>0.01%</b> | <b>114,15,180</b>           | <b>54,63,888</b> | <b>100.00%</b> |

Based on the aforesaid results, we report that this **Ordinary 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 11th Annual 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

K.J. CHANDRA MOULI  
Partner  
C P No: 15708 | M No : 25315  
UDIN: A025315B000742451  
Place: Chennai  
Date: 21st September, 2020

