



ITFL/SEC/2019-20/Oct/01

01st October, 2019

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: Submission of Voting Results along with Consolidated Scrutiniser's reports of the 10th 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 01st October, 2019 of the 10th Annual General Meeting of the Company held on 30th September, 2019.

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

INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai - 600 045. Tel : +91-44-4227 9100, Fax : +91-44-2262 2897

Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.

Email ID : response.itfl@indianterrain.com

Website : www.indianterrain.com

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INDIAN TERRAIN

Particulars	Details
Date of Annual General Meeting	30th September 2019
Total number of shareholders on record date	11,657
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	2
Public:	35
No. of Shareholders attended the meeting through Video Conferencing	Not Applicable
Promoters and Promoter Group	
Public	

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, 2019 together with the reports of the Board of Directors and Auditors thereon.

Resolution required: (Ordinary/ Special)		Ordinary Resolution								
Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the agenda/resolution?		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
			No	Yes						
Promoter and Promoter Group	E-Voting	1			2	$(3)=[(2)/(1)]*100$	4	5	$(6)=[(4)/(2)]*100$	$(7)=[(5)/(2)]*100$
	Poll				11415180		11415180	0	100.00	0.00
	Postal Ballot (Not Applicable)	11416100			920		920	0	100.00	0.00
	Total	11416100			11416100	100.00	11416100	0	100.00	0.00
Public-Institutions	E-Voting				8885663	57.13	8885663	0	100.00	0.00
	Poll				0		0	0	0.00	0.00
	Postal Ballot (Not Applicable)	15554590			0		0	0	0.00	0.00
	Total	15554590			8885663	57.13	8885663	0	100.00	0.00
Public- Non Institutions	E-Voting				1149096	10.47	1149096	0	100.00	0.00
	Poll				4109		4109	0	100.00	0.00
	Postal Ballot (Not Applicable)	10970610			0		0	0	0.00	0.00
	Total	10970610			1153205	10.51	1153205	0	100.00	0.00
GRAND TOTAL		37941300			21454968	56.55	21454968	0	100.00	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						
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?					% of Votes in favour on votes polled	% of Votes against on votes polled
		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in favour	No. of Votes - against		
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		4882250	42.77	4882250	0	100.00	0.00
	Poll	11416100	920	0.01	920	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	11416100	4883170	42.77	4883170	0	100.00	0.00
Public-Institutions	E-Voting		8885663	57.13	8885663	0	100.00	0.00
	Poll	15554590	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	15554590	8885663	57.13	8885663	0	100.00	0.00
Public- Non Institutions	E-Voting		1149096	10.47	1148446	650	99.94	0.06
	Poll	10970610	4109	0.04	4109	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	10970610	1153205	10.51	1152555	650	99.94	0.06
	GRAND TOTAL	37941300	14922038	39.33	14921388	650	100.00	0.00



Item no.3-To appoint M/s. SRSV & Associates, Chartered Accountants, Chennai as statutory auditors of the Company and fix their remuneration.

Resolution required: (Ordinary/ Special)		Ordinary Resolution									
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?	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	No. of Votes - against	% of Votes against on votes polled
Promoter and Promoter Group	E-Voting		11416100	11415180	99.99	11415180	0	100.00	0.00		0.00
	Poll		11416100	920	0.01	920	0	100.00	0.00		0.00
	Postal Ballot (Not Applicable)			0	0.00	0	0	0.00	0.00		0.00
	Total		11416100	11416100	100.00	11416100	0	100.00	0.00		0.00
Public-Institutions	E-Voting		15554590	8885663	57.13	8885663	0	100.00	0.00		0.00
	Poll			0	0.00	0	0	0.00	0.00		0.00
	Postal Ballot (Not Applicable)			0	0.00	0	0	0.00	0.00		0.00
	Total		15554590	8885663	57.13	8885663	0	100.00	0.00		0.00
Public- Non Institutions	E-Voting		10970610	1149096	10.47	1148896	200	99.98	0.02		0.00
	Poll			4109	0.04	4109	0	100.00	0.00		0.00
	Postal Ballot (Not Applicable)			0	0.00	0	0	0.00	0.00		0.00
	Total		10970610	1153205	10.51	1153005	200	99.98	0.02		0.00
GRAND TOTAL			37941300	21454968	56.55	21454768	200	100.00	0.00	200	0.00



Item no.4 - To re-appoint Mrs. Rama Rajagopal (DIN: 00003565) as Whole Time Director of the Company.

Resolution required: (Ordinary/ Special)		Ordinary Resolution								
Category	Mode of Voting	Whether promoter/ promoter group are interested in the agenda/resolution?		No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
		Yes	No							
	E-Voting			1	2	(3)=[(2)/(1)]*100	4	5	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	Poll			11416100	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				8885663	57.13	8885663	0	100.00	0.00
	Poll			15554590	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)				0	0.00	0	0	0.00	0.00
Public- Non Institutions	Total			15554590	8885663	57.13	8885663	0	100.00	0.00
	E-Voting				1149096	10.47	1148256	840	99.93	0.07
	Poll			10970610	4109	0.04	4109	0	100.00	0.00
GRAND TOTAL	Postal Ballot (Not Applicable)				0	0.00	0	0	0.00	0.00
	Total			10970610	1153205	10.51	1152365	840	99.93	0.00
				37941300	10038868	26.46	10038028	840	99.99	0.01





Consolidated Scrutinizer's Report on Remote E-Voting & Poll conducted at the 10th AGM of Indian Terrain Fashions Limited held on 30th September, 2019

To,
The Chairman
Indian Terrain Fashions Limited
208, Velachery Tambaram Road Narayanapuram, Pallikaranai, Chennai - 600100, Tamilnadu.

Dear Sir,

Sub: Passing of Resolution(s) through electronic voting and Poll pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 as amended.

We, M/s. BP & Associates, Practicing Company Secretaries, Chennai - 83, have been appointed as the Scrutinizer by the Board of Directors of Indian Terrain Fashions Limited at its meeting held on 13th August, 2019 for the purpose of scrutinizing the Remote E-voting and ballot process, conducted at the venue of the 10th Annual General Meeting held on 30th September, 2019 at 11.30 a.m. at SDF IV & C2, 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045. Pursuant to Section 108 & 109 of the Companies Act, 2013 read with Rule 20 & 21 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We hereby state that, we are familiar and well versed with the concept of electronic voting system and poll as prescribed under the said Rules.

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 and Ballot Process on the resolutions contained in the Notice calling the 10th Annual General Meeting.

Our responsibility as scrutinizer for the e-voting process and for the poll at the AGM is restricted to make Consolidated 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, the authorized agency engaged by the Company to provide facilities for e-voting and votes casted by the Shareholders via Ballot paper at the Annual General Meeting.

The E-Voting period begun at 9 A.M. on 25th September 2019 and ended at 5 P.M. on 29th September 2019. 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., 23rd September 2019 have cast their vote electronically.

At the venue of the 10th AGM of the company, the Chairman on suo motu basis ordered to conduct the "Poll" by the Ballot Forms to those Members present at the meeting but could not participate in the Remote E-voting to record their votes.

On 30th September, 2019, after the Poll was conducted, the locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company/Registrar and Transfer Agents of the Company and the authorizations/ proxies lodged with the Company. Thereafter, the Ballot Forms were entered by us in CDSL E-Voting platform and the votes cast through Remote E-Voting facility was duly unblocked by us as a Scrutinizer around 5.30 PM in the presence of Mr. T.Karthikeyan and Ms. S.Bharathi who acted as the witnesses:

Name: Mr. T.Karthikeyan

Name: Ms. S.Bharathi



Thereafter, we as Scrutinizer duly compiled details of the Remote E-Voting carried out by the Members and the Poll conducted at the venue of the AGM, the details of which are as follows:

Details	Remote E-Voting	Poll Conducted in AGM	Total Voting
Number of members who cast their votes	50	12	62
Total number of Shares held by them	21449939	5029	21454968
Valid votes	As per details provided under each one of the Resolution(s) mentioned hereunder.		
Invalid/Abstained Votes	Various as mentioned under each of the Resolution.		

The results of the e-voting together with that of the poll are 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, 2019 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/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	21449939	99.98%	-	0.00%	-	21449939	99.98%
Poll	5029	0.02%	-	0.00%	-	5029	0.02%
Total	21454968	100.00%	-	0.00%	-	21454968	100.00%

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/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	14916359	99.96%	650	0.00%	6,532,930	14917009	99.97%
Poll	5029	0.03%	-	0.00%	-	5029	0.03%
Total	14921388	100.00%	650	0.00%	6,532,930	14922038	100.00%

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

Item No - 3

Ordinary Resolution - To appoint M/s. SRSV & Associates, Chartered Accountants, Chennai as statutory auditors of the Company and fix their remuneration.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	21449739	99.98%	200	0.00%	-	21449939	99.98%
Poll	5029	0.02%	-	0.00%	-	5029	0.02%
Total	21454768	100.00%	200	0.00%	-	21454968	100.00%

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



Item No - 4

Ordinary Resolution - To re-appoint Mrs. Rama Rajagopal (DIN: 00003565) as Whole Time Director of the Company.

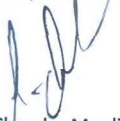
Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
e-Voting	10033919	99.95%	840	0.01%	11415180	10034759	99.96%
Poll	4109	0.04%	-	0.00%	920	4109	0.04%
Total	10038028	99.99%	840	0.01%	11416100	10038868	100.00%

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

We hereby confirm that we are maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes casted through e-voting and poll by the shareholders of the Company. we shall be arranging to handover these records to the Chairman of the Company.

Thanking you,

Yours Faithfully,
BP & Associates
Company Secretaries



K. J. Chandra Mouli
Partner
C P No: 15708 | M No : 25315
Place: Chennai
Date: 01st October, 2019

