



INDIAN TERRAIN

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

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 & 108 of the Companies Act, 2013 read with Rule 22 and 20 of the Companies (Management & Administration) Rules, 2014]

To
The Members,
of Indian Terrain Fashions Limited
[CIN: L18101TN2009PLC073017]

Notice is hereby given to the Members of Indian Terrain Fashions Limited ("the Company"), that pursuant to the provisions of Section 110 and Section 108 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Rule 22 and 20 of the Companies (Management and Administration) Rules, 2014 (the "Rules"), General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 09/2023 dated September 25, 2023, issued by the Ministry of Corporate Affairs ("MCA Circulars") and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2), to transact the special business only by remote e-voting process ("e-voting") being provided by the Company to all its Members to cast their votes electronically, as set out hereunder by passing Special Resolution through postal ballot.

The Statement, pursuant to the provisions of Section 102(1) and other applicable provisions of the Act read with the Rules, setting out all material facts relating to the Resolutions mentioned in this Postal Ballot Notice and additional information as required under the Listing Regulations is also attached.

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The Company is providing e-voting facility for voting electronically/ remote e-voting on the Resolutions proposed in this Postal Ballot Notice. Accordingly, members can cast their vote electronically through the CDSL e-voting platform. Remote e-voting will commence at 9 A.M. IST on Thursday, 18th April 2024 and will end at 5 P.M. IST on Friday, 17th May 2024. Members are requested to read the instructions in the Notes in this Postal Ballot Notice so as to cast their vote electronically and are requested to cast their vote before 5.00 p.m. on Friday, 17th May 2024.

The Board of Directors of the Company have appointed Mr. K. J. Chandramouli, Partner of M/s. BP & Associates (Entity ID: 83104) Practicing Company Secretaries, Chennai, to act as the scrutinizer for conducting the postal ballot process, in a fair and transparent manner.

After completion of scrutiny, the Scrutinizer will submit his Report, addressed to the Chairman of the Company. The results of the e-voting conducted for Postal Ballot will be announced at the Registered Office of the Company on Monday, 20th May 2024. The Result will be uploaded in the Company's website www.indianterrain.com/investor-information and CDSL website www.evotingindia.com and also intimated to BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com

SPECIAL BUSINESSES:

1. Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution(s) as a **Special Resolution:**

“RESOLVED THAT Mr. P S Raghavan (DIN: 07812320), who as per the recommendations of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 1st April 2024 in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years upto 31st March 2029 as per Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the Listing Regulations;

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RESOLVED FURTHER THAT the Board of Directors/ KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.”

2. Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company:

To consider and if thought fit, to pass the following resolution(s) as a **Special Resolution:**

“**RESOLVED THAT** Mr. Tarique Ansari (DIN: 00101820), who as per the recommendations of the Nomination and Remuneration Committee was appointed as an Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 1st April 2024 in terms of Section 161 of the Companies Act, 2013 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company for a term of five years upto 31st March 2029 as per Sections 149, 150, 152 and 160 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV of the Companies Act, 2013, and the Listing Regulations;

RESOLVED FURTHER THAT the Board of Directors/ KMPs of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution.”

**By order of the Board
for Indian Terrain Fashions Limited
---sd---**

Place: Chennai

Date : Saturday, 30th March 2024

**Sainath Sundaram
Company Secretary
Membership No: F12981**

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**NOTES:**

1. The Explanatory Statements pursuant to Section 102 read with Section 110 of the Companies Act, 2013 in respect of the Special Businesses set out in the Postal Ballot notice is annexed hereto.
2. In compliance with the MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear on the Register of Members / Register of Beneficial Owners as on Friday, 12th April 2024 ("Cut-Off Date") received from the Depositories and whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. This Postal Ballot Notice will also be available on the Company's website at www.indianterrain.com/investor-information, website of the Stock Exchanges, i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com and disseminated on the website of CDSL (agency for providing the Remote e-Voting facility for Postal Ballot) i.e. www.evotingindia.com.
4. All the documents referred to in this Postal Ballot Notice and the Explanatory Statements, shall be available for inspection through electronic mode. Members can send an email to secretarial@indianterrain.com requesting for inspection of the documents.
5. As an on-going measure to enhance the ease of doing business for investors in the securities market, SEBI through its Circular dated November 17, 2023 in supersession of its earlier Circulars dated March 16, 2023, December 14, 2021 and November 03, 2021 provides revised common and simplified norms for processing investor's service request by RTAs and norms for mandatory furnishing of PAN, KYC details and Nomination including the fillable Forms are hosted on the Company's Website www.indianterrain.com/investor-information.
6. Members who have not registered their e-mail address are requested to register the same (i) with the Depository Participant(s) where they maintain their demat accounts, if the shares are held in electronic form, and (ii) Members holding shares in physical mode, who have not registered/ updated their e-mail address with the Company, are requested to register / update their e-mail address by submitting Form ISR - I (available on the website of the Company at www.indianterrain.com/investor-information) duly filled and signed along with requisite supporting documents to M/s. Link Intime India Pvt. Ltd C 101, Embassy 247, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.

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7. Voting rights of a Member/ Beneficial Owner (in case of electronic shareholding) shall be in proportion to his/ her/ its shareholding in the paid-up equity share capital of the Company as on the Cut-Off Date i.e., Friday, 12th April 2024. A person who is not a Member on that date should treat this notice for information purposes only.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 (as amended) and MCA Circulars dated September 25, 2023 read with December 28, 2022, May 05, 2022, December 14, 2021, January 13, 2021, May 05, 2020, April 08, 2020 and April 13, 2020, Company shall provide the facility of remote e-voting to its Members in respect of the business(es) to be transacted through the Postal Ballot. For this purpose, the Company has entered into an agreement with Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-voting agency. The facility of casting votes by a member using remote e-voting will be provided by CDSL.
9. The remote e-voting period begins on Thursday, 18th April 2024 at 9.00 A.M. and ends on Friday, 17th May 2024 at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 12th April 2024 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter upon the expiry of the aforesaid period.
10. The Scrutinizer will submit the report to Chairman of the Company after completion of the scrutiny and the results of the postal ballot will be announced by Monday, 20th May 2024 at the Registered Office of the Company at Survey No. 549/2 & 232, Plot No 4 Thirukkachiyur & Sengundram Industrial Area, Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu. The date of declaration of the postal ballot result shall be the date on which the Resolution(s) as stated in this Notice would be deemed to have been passed, if approved by the requisite majority.
11. The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.indianterrain.com/investor-information and on the CDSL website www.evotingindia.com within two working days of the conclusion of the Postal Ballot Process i.e., on or before Monday, 20th May 2024 and the same will be communicated to the Stock Exchanges, i.e. BSE Limited (BSE) at www.bseindia.com and National Stock Exchange of India Limited (NSE) at www.nseindia.com.

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THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on Thursday, 18th April 2024 at 09:00 A.M. and ends on Friday, 17th May 2024 at 05:00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 12th April 2024 may cast their vote electronically. The remote evoting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBT/HO/CFD/CMD/CIR/P/2020/242 dated 09th December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. There are also multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.
- (iv) Pursuant to abovesaid SEBI Circular, Login method for e-Voting for Individual shareholders holding securities in Demat mode COSL / NSDL is given below:



Type of Shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none">1) Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The user to login to Easi / Easiest are requested to visit www.cdslindia.com or https://web.cdslindia.com/myeasitoken/home/login and click on holding Login icon and select New System Myeasi Tab.2) After successful login, the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi tab and click on registration option.4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none">1) If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting

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	<p>services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nSDL.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nSDL.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nSDL.com/ either on a Personal Computer or on a mobile.</p> <p>4) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/ OTP received in registered mobile & email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
Individual Shareholders holding securities in demat mode login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.



Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no.: 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or contact at toll free no.: 1800 1020 990 and 1800 22 44 30.

- (v) Login method for remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form:**
- (a) The shareholders should log on to the e-voting website www.evotingindia.com
- (b) Click on “Shareholders / Members” module.
- (c) Now enter your User ID:
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- (d) Next enter the Image Verification as displayed and Click on Login.
- (e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- (f) If you are a first-time user follow the steps given below:



Physical shareholders and shareholders other than individual holding shares in demat form	
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company /Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (g) After entering these details appropriately, click on "SUBMIT" tab
- (h) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for Resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (i) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- (j) Click on the relevant Company name i.e. Indian Terrain Fashions Limited on which you choose to vote.
- (k) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) After selecting the Resolution, you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (n) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (vi) **Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only**
- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- (e) It is mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.



- (f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer chandramouli@bpcorpadvisors.com and to the RTA at the email address viz rnt.helpdesk@linkintime.co.in if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) In case of any difficulty in voting, the Shareholder may contact the Company Secretary and Compliance Officer by sending the email to secretarial@indianterrain.com or by phone no. 044 – 4227 9100.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL / MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY / DEPOSITORIES:

- (1) For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) in Form ISR - 1 by email to Company/RTA email id.
- (2) For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
- (3) For individual demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting through depository

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free No.: 1800 22 55 33.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi Sr. Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free No.: 1800 22 55 33.

**By order of the Board
for Indian Terrain Fashions Limited
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**Place: Chennai
Date : Saturday, 30th March 2024**

**Sainath Sundaram
Company Secretary
Membership No: F12981**



EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESSES PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

The following explanatory statement sets out all material facts relating to the special businesses mentioned in the accompanying notice dated Saturday, 30th March 2024 and shall be taken as forming part of the Postal Ballot Notice.

Item No. 1

Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 30th March 2024 appointed Mr. P S Raghavan (DIN: 07812320) as an Additional Director of the company in the capacity of Independent Director to hold office from 1st April 2024 as per the provisions of Section 149 of the Companies Act, 2013. The proposed Resolution set out at Item No. 1, seeks the approval of members for the appointment of Mr. P S Raghavan as an Independent Director of the Company for a term of five years up to 31st March 2029 pursuant to Section 149 and other applicable provisions of the Companies Act 2013.

Mr. P S Raghavan is a former Diplomat and Ambassador who had handled diplomatic assignments in USSR, UK, Poland, South Africa and Vietnam, and was Ambassador to Czech Republic, Ireland and Russia. He is currently Chairman of the National Security Advisory Board. He is a Distinguished Fellow of the Vivekananda International Foundation, New Delhi and Emeritus Resource Faculty, Rashtriya Raksha University, Gandhinagar. He is an Independent Director on the Board & in certain committees of Listed Companies. He was an Independent Director of an unlisted PSU.

Considering his positive attributes, knowledge, experience, expertise, the balance of skills and independence, the Board is of the opinion that Mr. P S Raghavan fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder along with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company for a period of 5 years with effect from 1st April 2024. Copy of the draft letter for appointment of Mr. P S Raghavan as an Independent Director would be available for inspection without any fee by the members.

The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. P S Raghavan for the office of Independent Director.

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Except Mr. P S Raghavan, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Notice. In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 1 to the shareholders of the Company.

Item No. 2

Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company.

The Board of Directors of the Company at its meeting held on 30th March 2024 appointed Mr. Mr. Tarique Ansari (DIN: 00101820) as an Additional Director of the company in the capacity of Independent Director to hold office from 1st April 2024 as per the provisions of Section 149 of the Companies Act, 2013. The proposed Resolution set out at Item No. 2, seeks the approval of members for the appointment of Mr. Tarique Ansari as an Independent Director of the Company for a term of five years up to 31st March 2029 pursuant to Section 149 and other applicable provisions of the Companies Act 2013.

Mr. Tarique Ansari is an ex - Managing Director and Chairman at Next Mediaworks Limited (formerly Mid day Group) is also the founder of “India’s most Attractive Radio Brand “Radio One 94.3” in the year 1999 which was among the first private players to venture into private premium FM Brand in top metro cities. Currently, he is on the board of different Indian Companies.

Considering his positive attributes, knowledge, experience, expertise, the balance of skills and independence, the Board is of the opinion that Mr. Tarique Ansari fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder along with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, for his appointment as an Independent Director of the Company for a period of 5 years with effect from 1st April 2024. Copy of the draft letter for appointment of Mr. Tarique Ansari as an Independent Director would be available for inspection without any fee by the members.

The Company has received a notice in writing from a member under the provisions of Section 160 of the Act proposing the candidature of Mr. Tarique Ansari for the office of Independent Director.

INDIAN TERRAIN FASHIONS LIMITED

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Email ID: response.itfl@indianterrain.com
Website: www.indianterrain.com
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Ph: 044 – 4227 9100

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Except Mr. Tarique Ansari, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the Resolution set out at Item No.1 of this notice. The disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed with the Notice. In terms of Regulation 17(11) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of the Company recommends passing of the Special Resolution set out in Item No. 2 to the shareholders of the Company.

THE INFORMATION IN RESPECT OF ITEM NOS. 1 AND 2 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ABOUT THE DIRECTOR SEEKING APPOINTMENT / RE-APPOINTMENT THROUGH POSTAL BALLOT IS FURNISHED HEREUNDER

Particulars	Item No. 1	Item No. 2
Name of the Director	Mr. P S Raghavan	Mr. Tarique Ansari
Directors Identification Number (DIN)	07812320	00101820
Capacity	Independent Director	Independent Director
Date of Birth	19-July-1955	11-June-1961
Initial date of appointment on Board	1 st April 2024	1 st April 2024
Qualification	B.Sc (Honours) Physics, St Stephen's College, Delhi B.E. (Electronics & Communications), Indian Institute of Science, Bangalore	Bachelor's in Business Administration from Notre Dame, USA
Brief resume/ Experience including the Nature of expertise in specific functional areas	Mr. P S Raghavan is a former Diplomat and Ambassador who had handled diplomatic assignments in USSR, UK, Poland, South Africa and Vietnam, and was Ambassador to Czech Republic, Ireland and Russia. He is currently Chairman of the National	Mr. Tarique Ansari, an ex - Managing Director and Chairman at Next Mediaworks Limited (formerly Mid day Group) is also the founder of "India's most Attractive Radio Brand "Radio One 94.3" in the year 1999 which was among the first private players to venture

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	Security Advisory Board. He is a Distinguished Fellow of the Vivekananda International Foundation, New Delhi and Emeritus Resource Faculty, Rashtriya Raksha University, Gandhinagar. He is an Independent Director on the Board & in certain committees of Listed Companies. He was an Independent Director of an unlisted PSU	into private premium FM Brand in top metro cities. Currently, he is on the board of different Indian Companies
List of other Listed / Public Companies in which Directorship held	(1) Carborundum Universal Limited	(1) Next Outdoor Limited (2) One Audio Limited (3) Inquilab Offset Printers Limited
Listed entities from which resigned in the past three years	Antrix Corporation Limited	---
Chairman / Member of the Committee of the Board of Director of the Company	(1) Chairman of NRC (2) Member of AC	(1) Chairman of AC (2) Member of NRC
Chairman / Member of the Committee of other Listed / Public Companies in which he / she is a Director	Carborundum Universal Limited: (1) Chairman of RMC (2) Member of NRC, SRC, CSR	---
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis)	5,800 Equity Shares	---

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Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	He is not related to Promoters, Directors and other Key Managerial Personnel in the Company	He is not related to Promoters, Directors and other Key Managerial Personnel in the Company
	Not debarred from holding office by order of SEBI or any authority	Not debarred from holding office by order of SEBI or any authority

Note of abbreviations: AC – Audit Committee, NRC – Nomination & Remuneration Committee, SRC – Stakeholders Relations Committee, CSR – Corporate Social Responsibility Committee, RMC – Risk Management Committee

**By order of the Board
for Indian Terrain Fashions Limited**

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**Sainath Sundaram
Company Secretary
Membership No: F12981**

Place: Chennai

Date : Saturday, 30th March 2024

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