



**ITFL/SEC/2023-2024/SEP/01**

**18<sup>th</sup> September 2023**

**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: INDTERRAIN**

Dear Sir/Madam,

**Sub.: Summary of proceedings of 14<sup>th</sup> Annual General Meeting held on 18<sup>th</sup> September 2023**

**Ref.: Reg.30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015**

This is to inform that the 14<sup>th</sup> Annual General Meeting (AGM) of the Company was held today i.e., Monday 18<sup>th</sup> September 2023 at 11.00 A.M. for the businesses mentioned in the notice of AGM dated 14<sup>th</sup> August 2023. In this regard, please find enclosed summary of proceedings of the Annual General Meeting.

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

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

**E. Elamugilan**

**Company Secretary & Compliance Officer**

**Encl: a/a**

**INDIAN TERRAIN FASHIONS LIMITED**

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

Email ID: response.itfl@indianterrain.com

Website: www.indianterrain.com

CIN: L18101TN2009PLC073017

**INDIAN TERRAIN**



**SUMMARY OF PROCEEDINGS OF THE 14<sup>TH</sup> ANNUAL GENERAL MEETING (AGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON MONDAY, 18<sup>TH</sup> SEPTEMBER 2023 AT 11.00 A.M. THROUGH VIDEO CONFERENCING FACILITY.**

**DIRECTORS PRESENT:**

Mr. Venkatesh Rajagopal	- Chairman (DIN: 00003625)
Mr. Charath Ram Narsimhan	- Managing Director & CEO (DIN: 06497859)
Mr. Vidyuth Venkatesh Rajagopal	- Joint Managing Director (DIN: 07578471)
Mr. N K Ranganathan	- Independent Director (DIN: 00004044) (Authorized Representative – Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee)
Mr. Manoj Mohanka	- Independent Director (DIN: 00128593)
Mr. Harsh Bahadur	- Independent Director (DIN: 00724826)

**AUDITORS PRESENT:**

Mr. Madura Ganesh	- Partner, M/s. SRSV & Associates (Statutory Auditors)
Mr. K. J. Chandramouli	- Partner, M/s. BP & Associates (Secretarial Auditors & Scrutinizer - E-voting)
Mr. R. Venkatakrishnan	- Partner, RVKS & Associates (Internal Auditors)

**IN ATTENDANCE:**

Mr. M. Thiagarajan	- Vice President (Finance & Accounts)
Mr. E. Elamugilan	- Company Secretary

**CHAIRMAN:**

Mr. Venkatesh Rajagopal, Chairman of the Board chaired the meeting.

**Attendance:**

Members present through Video Conference: 93 (Ninety - Three) members holding 82,12,191 Equity shares

Members present through proxies : Not Applicable

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At 11.00 a.m., the Chairman commenced the proceedings of the annual general meeting (AGM) by welcoming the members to the 14<sup>th</sup> AGM of the Company held through Video Conferencing mode as per the provisions of Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Chairman briefed the members about instructions and the process regarding the participation through video conferencing and the requisite quorum being present through video conference, declared the meeting in order. Further informed that since the AGM is held through video conferencing, the requirement of appointing proxies is not applicable. The Chairman informed that the statutory registers as required to be kept for inspection were available electronically for inspection by the members during the AGM.

The Chairman then introduced the Directors, Senior Executives and Company Secretary present for the AGM through video conferencing. The Chairman also acknowledged the attendance of Ms. Madura Ganesh, Partner of M/s. SRSV & Associates, Statutory Auditors, Mr. K. J. Chandramouli, Partner of M/s. BP & Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizers for E-voting and Mr. R. Venkatakishnan, partner of M/s. RVKS & Associates, Internal Auditors. He thanked all the members, Board of Directors, Auditors and the Management team for joining this AGM through video conference.

The Chairman informed that the Company has provided remote e-voting facility of Central Depository Services India Ltd to the Members of the Company to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes through remote e-voting and participating in the AGM will also have an opportunity to cast their votes during the meeting through the e-voting system.

The Chairman further informed that the Notice of AGM, Board's report, audited financial statements, Statutory Auditors report and Secretarial Auditors report was already circulated to the members along with the Annual Report and informed members to treat them as read since it did not have any qualifications/ comments/ observations. The Chairman delivered his speech on the overall performance, operations, outlook, strategy and future prospects of the Company.

After the conclusion of his speech, he informed that the Company has provided to the shareholders the facility to register themselves as speakers and also send queries through e-mail. The Company has received requests from 7 (seven) shareholders to register themselves as speaker shareholders during the AGM and requested the host (CDSL) to enable the speaker shareholders to speak/ask queries on the Company's operations and financial statements of the Company. Accordingly, only 3 (Three) speaker shareholders had participated and sought answers/clarifications. The Chairman and other Directors answered to the observations/queries raised by speaker shareholders to their satisfaction. Thereafter, the Chairman thanked the speaker shareholders for their participation on behalf of the Company.

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The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting and e-voting during AGM facility to members. The remote e-voting facility started on 13<sup>th</sup> September 2023 at 9.00 a.m. and ended on 17<sup>th</sup> September 2023 at 5.00 p.m. (IST) and M/s. BP & Associates, Practicing Company Secretaries, Chennai was appointed as the Scrutinizers by the Board for scrutinizing the e-voting process.

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

The following resolutions as set out at Item Nos. 1 to 5 of the Notice of AGM were open for e-voting:

<b>S No.</b>	<b>Particulars</b>	<b>Resolution required (Ordinary/ Special)</b>
1.	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March 2023 together with the reports of the Board of Directors and Auditors thereon.	Ordinary
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.	Ordinary
3.	To approve the reappointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole Time Director of the company	Ordinary
4.	To approve reappointment of Mr. Charath Ram Narsimhan (DIN: 06497859), Managing Director of the Company	Ordinary
5.	To authorise the change in address of registered office	Special

The Chairman informed that the results of e-voting would be declared on or before 20<sup>th</sup> September 2023 i.e., within 48 hours of conclusion of AGM and authorized Mr. E. Elamugilan, Company Secretary to declare the said results.

Also, informed that the results will be uploaded on the Company's website [www.indianterrain.com](http://www.indianterrain.com), website of CDSL and on the website of the Stock Exchanges [www.nseindia.com](http://www.nseindia.com) and [www.bseindia.com](http://www.bseindia.com).

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The Chairman then thanked the members for their continuous support and confidence in the Company and announced the formal closure of the 14<sup>th</sup> Annual General Meeting of the Company at 11.30 A.M.

For **INDIAN TERRAIN FASHIONS LIMITED**

**E. Elamugilan**  
**Company Secretary & Compliance Officer**

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