

Authentically Indian



IN
SINCE
2000

ANNUAL REPORT
2019-20



NOTE FROM THE CHAIRMAN

Dear Shareholders,

I write this note to you in the backdrop of what has been an industry and life changing event in our times. The COVID-19 pandemic which started in early part of the year in China and now is spreading across our country has altered the very fundamentals of business and life as we all knew it. Never before has such an event occurred which has threatened lives, livelihoods and ways of doing business and changed it for years to come.

Even before the Pandemic, the retail industry as we all know it and the Branded Apparel and Lifestyle segments in particular were faced with a series of challenges. The unabated discounting, lack of differentiation, rising costs and dwindling consumer spends was having a deep impact on brands and retailers. On the other hand the rising share of E-Commerce and digital penetration was providing newer opportunities. The past year was particularly challenging for Indian Terrain in that we too were deeply impacted by the above factors. The business models of the past which were wholesale led are clearly facing headwinds and had an impact on our performance.

With widening digital media reach, even the smallest towns in the country now have access to real time content from around the world and this is driving aspiration and intent to purchase. The future of retail lies in the Aspirations and resilience of BHARAT. With a vast Hinterland yearning for quality brands which resonate with their beliefs, Indian Terrain is well positioned to capture this sentiment.

A young demographic augurs well for the future of retail. This along with the trend of the casualization of the workplace and "Work from Home" concepts presents a strong and sustainable future market for Indian Terrain. As a specialist of the smart casuals genre and with our unique offerings, we are poised to capture this growing trend in the years to come.

Another significant trend is the emergence of the rapidly growing branded kids wear segment, and here too your company is well poised with its offering in Indian Terrain Boys. In the past year a series of changes to the product, price and positioning has driven rapid growth in this category and we are very excited for what the future holds.

As we emerge out of the pandemic a whole new landscape awaits us. This moment is a time for a re-awakening. It is also a unique opportunity wherein those who survive will thrive. While India's macro economic indicators remain strong and as consumption starts picking up, there continue to remain specific challenges and opportunities in the evolving retail and apparel market. The future belongs to those brands who have a SUSTAINABLE business model and to those who can build REACH and RELEVANCE.

We are accordingly accelerating the Pivot to a more "Direct to Consumer" model which will be driven by Exclusive and Controlled retail formats across the town classes and a stronger push into E-Commerce. With a Digital First Approach to business, the Company will invest into technologies to enable digitization across the gamut of activities – from design to marketing to selling to E-Retail.

It is 20 years to this date that I started this brand with a Name which resonates the very ethos of this land. Which captures the Authenticity, Resilience, Heritage, Passion, Grit, Innovativeness and Warmth of India and encompasses this in its guiding Motto SPIRIT of MAN. With a single minded belief to give the Indian Consumer a brand he could be proud of wearing and showcasing to the rest of the World. Today, we stand proudly somewhere along that journey, thanks to the countless consumers who believed in us, our vendor partners, our customers, you our shareholders and most of all my colleagues past and present.

As we build a future Indian Terrain 2.0 for the next twenty years we will continue to strive to build on this Spirit and make all of you our privileged shareholders proud. I am indeed grateful for your trust, faith and support.

Sincerely,

Venky Rajgopal
Executive Chairman and Whole Time Director

CONTENTS

4

NOTICE OF
THE AGM

8

BOARD'S
REPORT

19

SECRETARIAL
AUDIT REPORT

25

MANAGEMENT
DISCUSSION & ANALYSIS

30

CORPORATE
GOVERNANCE REPORT

39

INDEPENDENT
AUDITOR'S REPORT

45

FINANCIAL
STATEMENTS



Board of Directors

Mr. Venkatesh Rajagopal	Chairman & Whole Time Director
Mrs. Rama Rajagopal	Whole time Director
Mr. Charath Ram Narsimhan	Managing Director & CEO
Mr. N.K. Ranganath	Independent Director
Mr. Harsh Bahadur	Independent Director
Mr. Manoj Mohanka	Independent Director
Mr. Kalpathi S.Suresh	Independent Director
Mr. Vidyuth Venkatesh Rajagopal	Additional Director

(Appointed w.e.f. 25th June, 2020)

Audit Committee

Mr. N.K. Ranganath	Chairman
Mr. Harsh Bahadur	Member
Mr. Manoj Mohanka	Member
Mr. Kalpathi S.Suresh	Member
Mr. Venkatesh Rajagopal	Member
Mr. Charath Ram Narsimhan	Member

Stakeholders Relationship Committee

Mr. N.K. Ranganath	Chairman
Mr. Kalpathi S.Suresh	Member
Mr. Venkatesh Rajagopal	Member
Mr. Charath Ram Narsimhan	Member

Nomination and Remuneration Committee

Mr. N.K. Ranganath	Chairman
Mr. Harsh Bahadur	Member
Mr. Manoj Mohanka	Member
Mr. Kalpathi S.Suresh	Member

Corporate Social Responsibility Committee

Mrs. Rama Rajagopal	Chairperson
Mr. N.K. Ranganath	Member
Mr. Kalpathi S.Suresh	Member
Mr. Venkatesh Rajagopal	Member
Mr. Charath Ram Narsimhan	Member

Chief Financial Officer

Mr. S. Ramachandran
(Appointed w.e.f. 25th June, 2020)

Mr. N. Nandakumar
(Resigned w.e.f. 10th February, 2020)

Company Secretary & Compliance Officer

Mr. Ravi B.S.G

Statutory Auditors

M/s. SRSV & Associates,
T.Nagar, Chennai – 600017

Internal Auditors

M/s. RVKS & Associates
T.Nagar, Chennai – 600017

Secretarial Auditors

M/s. BP & Associates
Ashok Nagar, Chennai- 600083

Banker

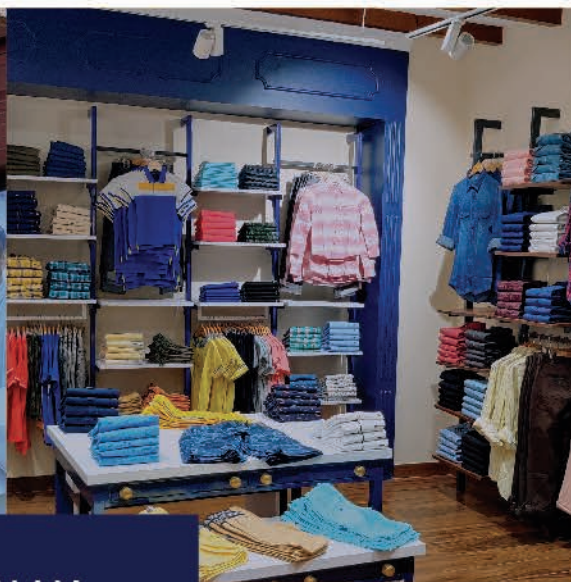
State Bank of India, Overseas Branch,
Chennai – 600001.

Registered Office

No. 208, Velachery Tambaram Road,
Narayanapuram,
Pallikaranai, Chennai - 600 100.
Tel : 044-42279100
CIN : L18101TN2009PLC073017
www.indianterrain.com

Registrar and Share Transfer Agent

Link Intime India Private Limited
C 101, 247 Park, L.B.S. Marg,
Vikroli (West), Mumbai - 400 083.
www.linkintime.co.in



**THE SPIRIT OF MAN
GROWS STRONGER
WHEN CHALLENGED.**

CONVICTION

We're scaling new heights,
conquering new terrains.

New Stores in Ooty, Srinagar,
Ganganagar and Siwan.

COMMITMENT

To provide a safe and secure
shopping experience.

INNOVATION

Enhanced online shopping experience
with a lighter, faster website.

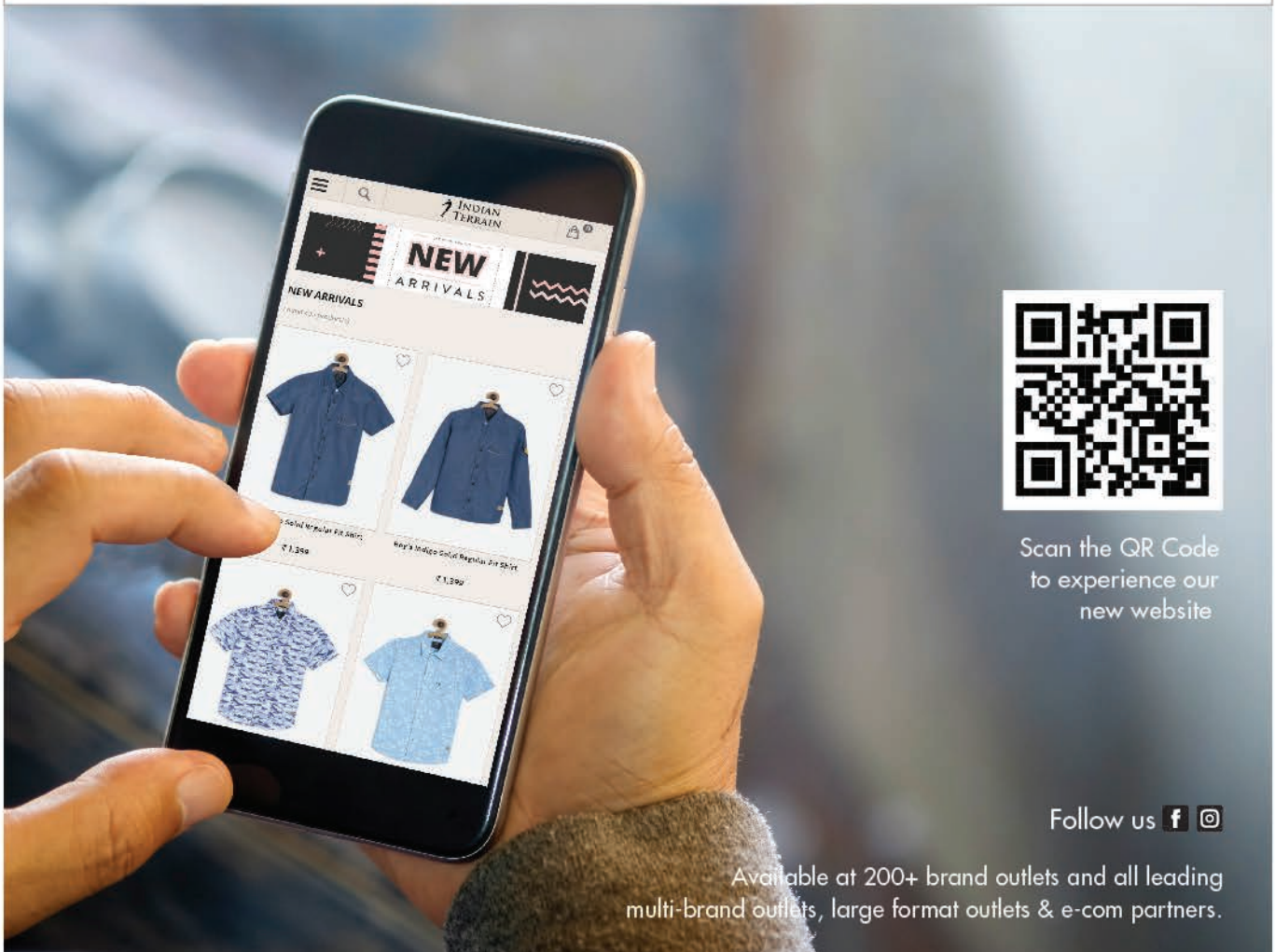
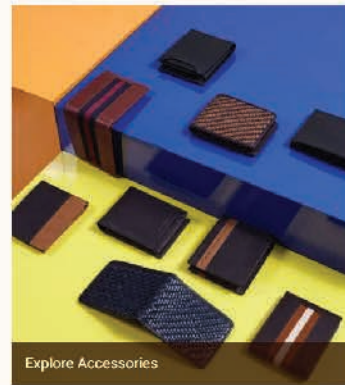
"Store to Door" Service
a curated virtual catalog sent to
customer via Whats App and the chosen
Product is delivered to their doorstep.





BUY 2 GET 30% OFF **BUY 3 GET 40% OFF**

The new dress code for work from home...



NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 11th Annual General Meeting of Indian Terrain Fashions Limited will be held on Monday, 21st September, 2020 at 11.30 a.m. IST through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

ORDINARY BUSINESS:

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.
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.

SPECIAL BUSINESS:

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Vidyuth Venkatesh Rajagopal (DIN: 07578471) who was appointed as an additional director of the Company by the Board of Directors with effect from 25th June, 2020 who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT Mr. Charath Ram Narsimhan, Managing Director and CEO and/or Mr. Ravi B.S.G, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

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

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**.

"RESOLVED THAT pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company as approved by the Board of Directors, the approval of the members be and is hereby accorded for appointment of Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) as Joint Managing Director of the Company for a period of 5 (five) years with effect from 25th June, 2020 as per the terms and conditions set out in the explanatory statement annexed to this notice, without any remuneration payable and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the members of the Company be and hereby authorise the Board of Directors of the Company to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors / Nomination and Remuneration Committee may consider appropriate in future and as may be considered and permitted or authorized in accordance with the provisions of the Act for the time being in force including any statutory modifications or enactment thereof, and/or any rules or regulations framed thereunder subject to the approval of the members of the Company.

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of the appointment, the total remuneration payable to him by way of Salaries, perquisites and other benefits shall be within the limits prescribed in Schedule V of the Act, including any statutory modifications thereto as may be applicable from time to time.

RESOLVED FURTHER THAT Mr. Charath Ram Narsimhan, Managing Director and CEO and/or Mr. Ravi B.S.G., Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

sd/-

Ravi B.S.G

Company Secretary

Membership No.: A47890

Date: 21st August, 2020
Place: Chennai

Registered Office :
208, Velachery Tambaram Road, Narayanapuram,
Pallikaranai Chennai - 600100
CIN : L18101TN2009PLC073017
Tel.: 044-42279100
Email : response.itfl@indianterrain.com
Website : www.indianterrain.com

NOTES:

1. The Ministry of Corporate Affairs (MCA) has vide its General Circular No. 20/2020 dated 05th May, 2020 read with General Circular No. 14/2020 dated 08th April, 2020 and General Circular No. 17/2020 dated 13th April, 2020 (collectively referred to as 'MCA Circulars') permitted the holding of the Annual General Meeting (AGM) through VC/OAVM, without the physical presence of the Members at a common venue, due to the ongoing COVID-19 pandemic. In compliance with the provisions of the Act, SEBI Listing Regulations and MCA Circulars, the AGM of the Company is being held through VC/OAVM mode only. In accordance with the MCA Circulars, Special Business under item no.3 and 4 as set out in the Notice are considered unavoidable in nature by the Board of Directors of the Company.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY AND SUCH A PROXY NEED NOT BE A MEMBER.** However, as per the permission granted by MCA and SEBI, the entitlement for appointment of proxy has been dispensed with for the AGM to be conducted in electronic mode till 31st December, 2020. Accordingly, the Attendance Slip and Proxy Form have not been annexed to this Notice of AGM.
3. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act. In case of joint holders attending the AGM through VC/OAVM, only such joint holder who is higher in the order of names will be entitled to vote.
4. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, Secretarial Standard-2 on General Meetings and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 setting out material facts, details and information in respect of Special Business under item no. 3 and 4 as set out in the Notice is annexed hereto.
5. The Register of Members and the Share Transfer books of the Company will remain closed from 15th September, 2020 to 21st September, 2020 (both days inclusive).
6. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical share members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Link in time India Private Ltd, C 101, 247 Park, L.B.S. Marg, Vikroli (West) Mumbai – 400 083.
7. Members are requested to contact the Company's Registrar & Share Transfer Agents, Link in time India Private Ltd for reply to their queries/ redressal of complaints, if any, or contact Mr. Ravi B.S.G, Company Secretary & Compliance Officer at the Corporate Office of the Company (Phone: (044) 4227 9241; Email: response.itfl@indianterrain.com).
8. The queries on the accounts and operation of the Company, if any, may please be sent to the Company at SDF-IV & C2, 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600045 or through email to response.itfl@indianterrain.com (marked to the attention of CS/CFO) at least 7 (seven) days prior to the date of AGM.
9. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or Registrars and Share Transfer Agents.
10. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are given in note no.17. The cut-off date for determining the eligibility to vote by electronic means shall be 14th September, 2020.
11. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will be available during the AGM also. Members who have casted their vote by remote e-voting may attend the AGM, but shall not be able to vote electronically at the AGM. Such members will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through e-voting and members attending the AGM who have not already casted their vote by remote e-voting shall be able to exercise their right during the AGM.
12. In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars, etc. from the Company electronically.
13. SEBI Notification No. SEBI/LAD-NRO/GN/2018/24 dated 8th June, 2018 and further amendment vide Notification No. SEBI/LAD-NRO/GN/2018/49 dated 30th November, 2018, requests for effecting transfer of securities (except in case of transmission or transposition of securities) shall not be processed



from 1st April, 2019 unless the securities are held in the dematerialised form with the depositories. Therefore, the members are requested to take action to dematerialise the Equity Shares held promptly.

14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection.

15. The details under SEBI Listing Regulations in respect of the Directors seeking appointment/ re-appointment at the AGM, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/ re-appointment.

16. Important Shareholders Communication:

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21st April, 2011 and Circular No.18/2011, dated 29th April, 2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Board's Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at response.itfl@indianterrain.com or at the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor information in the website of Company www.indianterrain.com.

Electronic copy of the Notice of the 11th AGM and Annual Report for the financial year 2019-20 of the Company interalia indicating the process and manner of voting through electronic means is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2019-20 will not be sent due to the ongoing COVID-19 pandemic and as per the SEBI and MCA guidelines.

17. Instructions for attending the AGM through VC/OAVM and Electronic Voting:

a. As you are aware, in view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated 08th April, 2020, Circular No.17/2020 dated 13th April, 2020 and Circular No. 20/2020 dated 05th May, 2020. The AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate the AGM through VC/OAVM.

b. 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 & Disclosure Requirements) Regulations 2015 (as amended), and MCA Circulars dated 08th April, 2020, 13th April, 2020 and 05th May, 2020 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. 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's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.

c. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure mentioned in this Notice. The facility of participation at the AGM through VC/OAVM will be made available to atleast 1000 members on first come first serve basis. This will not include large Shareholders (Shareholders holding 2% or more), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first serve basis.

d. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Act.

e. Pursuant to MCA Circular No. 14/2020 dated 08th April, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting. Members of the Company under the category of Institutional Investors are encouraged to attend and vote at the AGM through VC/OAVM. Corporate members intending to authorize their representatives to participate and vote at the meeting are requested to send a certified copy of the Board resolution / authorization letter to the Company or upload on the VC/OAVM portal / e-voting portal.

f. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM has been uploaded on the website

of the Company at www.indianterrain.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM i.e. www.evotingindia.com).

g. The AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 08th April, 2020 and MCA Circular No. 17/2020 dated 13th April, 2020 and MCA Circular No. 20/2020 dated 05th May, 2020.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

i. The voting period begins on 16th September, 2020 at 9.00 a.m.(IST) and ends on 20th September, 2020 at 5.00 p.m.(IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

iii. The shareholders should log on to the e-voting website www.evotingindia.com.

iv. Click on "Shareholders" module.

v. Now enter your User ID

- (a) For CDSL: 16 digits beneficiary ID,
- (b) For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
- (c) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

vi. Next enter the Image Verification as displayed and Click on Login.

vii. 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.

viii. If you are a first time user follow the steps given below:

For Shareholders holding shares in Demat Form and Physical 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 as mentioned in instruction (v).

ix. After entering these details appropriately, click on "SUBMIT" tab.

x. 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.

xi. For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

xii. Click on the EVSN for the relevant <Company Name> on which you choose to vote i.e, Indian Terrain Fashions Limited.

xiii. 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.



- xiv. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xv. 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.
- xvi. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- xviii. 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.
- xix. Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

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) by email to Company email id response.itfl@indianterrain.com or RTA email id rnt.helpdesk@linkintime.co.in
2. **For Demat shareholders** - Please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to Company email id response.itfl@indianterrain.com or RTA email id rnt.helpdesk@linkintime.co.in

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Shareholders will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 6 (six) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at response.itfl@indianterrain.com. The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 (seven) days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at response.itfl@indianterrain.com. These queries will be replied by the Company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time during the AGM.

INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the AGM.

4. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

xx. Note for Non – Individual Shareholders and Custodians

- 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.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- 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.
- 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 Scrutinizers at chandramouli@bpcorpadvors.com and to the Company at response.itfl@indianterrain.com if they have voted from individual tab and not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM and e-Voting from the e-Voting System, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com or contact Mr. Nitin Kunder (022- 23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, 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 on 022-23058542/43.

18. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 14th September, 2020.
19. The Board of Directors has appointed BP & Associates, Practicing Company Secretary, New No.74 (old No.62) Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai- 83 as the Scrutiniser for conducting the voting process (Remote e-Voting and e-Voting at AGM) in a fair and transparent manner.
20. The Scrutiniser shall within a period not exceeding 3 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 2 (two) witnesses not in the employment of the Company and make a Scrutiniser's Report for the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
21. The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 23rd September, 2020. The result along with the Scrutiniser's report shall be placed on the Company's website www.indianterrain.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited & National Stock Exchange of India Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.

**By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED**

**Date: 21st August, 2020
Place: Chennai**

**sd/-
Ravi B.S.G
Company Secretary
Membership No.: A47890**



EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Annexed to the Notice of 11th Annual General Meeting scheduled to be held on Monday, 21st September, 2020.

Item No.2

At the 10th AGM of the Company held on 30th September, 2019, Mrs. Rama Rajagopal was re-appointed as Wholtime Director of the Company for a period of 5 (five) years w.e.f. 01st October, 2019 upto 30th September, 2024.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment / re-appointment at the Annual General Meeting are given below:

S.NO	CATEGORY	PARTICULARS
1.	Name of the Whole Time Director	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	65 years
3.	Nationality	Indian
4.	Qualification	P.G. in Economics from University of Bangalore
5.	Expertise in specific functional areas	General Management and Administration
6.	Date of first appointment to the Board	29 th September, 2009
7.	Term of previous appointment	Re-appointed for 5 (five) years with effect from 01 st October, 2019 upto 30 th September, 2024
8.	Remuneration last drawn for the FY 2019-20	₹ 42.39 Lakhs (Includes value of perquisites of ₹ 0.39 Lakhs)
9.	Revised Remuneration sought to be paid	NA
10.	No. of Shares held	65,32,930 equity shares (17.22%) as on 30 th June, 2020
11.	Relationship	Relationship with directors <ul style="list-style-type: none"> • Spouse of Mr. Venkatesh Rajagopal • Mother of Mr. Vidyuth Venkatesh Rajagopal Relationship with Manager <ul style="list-style-type: none"> • NA Relationship with Key Managerial Personnel <ul style="list-style-type: none"> • NIL
12.	No of Board Meetings attended / held during the year FY 2019-20	3/5
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited
14.	Chairpersonship/Membership in committees of other Entities	Celebrity Fashions Limited <ul style="list-style-type: none"> • Chairperson- Corporate Social Responsibility Committee

Item No.3 & 4

Mr. Vidyuth Venkatesh Rajagopal (DIN : 07578471) was appointed as an Additional Director of the Company as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee and Board of Directors on and with effect from 25th June, 2020 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with rules thereunder who holds office upto the date of this AGM but is eligible for appointment as a Director subject to the approval of the members of the Company.

Further the Board was also pleased to consider the appointment of Mr. Vidyuth Venkatesh Rajagopal as Joint Managing Director of the Company and unanimously decided to elevate him as the Joint Managing Director of the Company for a period of 5 (five) years with effect from 25th June, 2020 without any remuneration payable subject to the approval of the members of the Company and shall not be liable to retire by rotation.

The Board of Directors of the Company be authorized to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors / Nomination and Remuneration Committee of the Company at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, and other applicable provisions, if any, (Including any statutory modification or re-enactment thereof for the time being in force) and/or any rules or regulations framed thereunder subject to the approval of the members of the Company.

In the case of absence or inadequacy of profits in any financial year during the tenure of the appointment, the total remuneration payable to him by way of Salaries, perquisites and other benefits shall be within the limits prescribed in Schedule V of the Act, including any statutory modifications thereto as may be applicable from time to time.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013

(including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said terms require approval of shareholders of the Company in the general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 3 and 4 of the notice are recommended to be passed as an Ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 3 and 4 of the Notice except Mr. Vidyuth Venkatesh Rajagopal being the appointee, Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal and their relatives.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Director seeking appointment / re-appointment at the Annual General Meeting are given below:

S.NO	CATEGORY	PARTICULARS
1.	Name of the Director	Mr. Vidyuth Venkatesh Rajagopal (DIN: 07578471)
2.	Age	33 years
3.	Nationality	Indian
4.	Qualification	<ul style="list-style-type: none"> • Bachelor's Degree in Economics – Loyola College, Chennai • Masters in Business Administration – Indian School of Business, Hyderabad
5.	Expertise in specific functional areas	Business Development, Merchandising, Product Development, Retail Operations, Cluster Management and factory operations in Apparel manufacturing industry
6.	Date of first appointment to the Board	25 th June, 2020
7.	Term of previous appointment	NA
8.	Remuneration last drawn for the FY 2019-20	NA
9.	Proposed Remuneration sought to be paid	NA
10.	No. of Shares held	1,34,995 equity shares (0.36%) as on 30 th June, 2020
11.	Relationship	Relationship with directors <ul style="list-style-type: none"> • Son of Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal Relationship with Manager <ul style="list-style-type: none"> • NA Relationship with Key Managerial Personnel <ul style="list-style-type: none"> • NIL
12.	No of Board Meetings attended / held during the year FY 2019-20	NA
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited
14.	Chairpersonship / Membership in committees of other Entities	Celebrity Fashions Limited <ul style="list-style-type: none"> • Managing Director • Member – Audit Committee • Member – Stakeholders Relationship committee • Member - Corporate Social Responsibility Committee

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

Date: 21st August, 2020
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary
Membership No.: A47890