



SPIRIT

OF

MAN

ANNUAL REPORT
2020 - 21



NOTE FROM THE CHAIRMAN

Dear Shareholders,

2020 was an extraordinary year by any measure. More than 16 months after COVID-19 became a global health crisis, we are still confronting its impacts daily and have yet to return to normalcy. For billions of people around the world, the pandemic has brought on hardships— physically, emotionally, mentally, and financially. As ministerial orders for unlocking in a phased manner of malls and markets following precautionary measures like face masks and sanitisation at the end of FY 2021, had been locked again in a phased manner due to the onset of the second wave of Covid-19 pandemic.

Retail was amongst the worst hit sectors through the first wave of the pandemic and once again bore the brunt of it in the second wave. With Malls and stores being closed, deliveries being restricted, customers choosing to stay at home in many cases and traditional distribution channels getting disrupted, the impact on the company's revenues and subsequently on the profitability was severe.

Adversity brings in its wake opportunity as well goes the saying. And true to that your company also realigned its business model and business process to prepare for a post COVID new order and new way of doing things. Sharp control over costs and in many cases forever eliminating them, variablising the costs of the business model, rapid digitization, of many areas of the business and a flexible working environment which foster talent acquisition, retention and productivity and building for a sustainable future are amongst the new ways business will have to reorient themselves to deal with a post pandemic environment.

I'm indeed pleased to see the various rapid steps that the leadership teams have taken in this direction over the course of the past year, even as we powered ahead building on our strategic pillars of Direct-to-Consumer Retail in the Hinterland of India, E Commerce, Childrenswear and Sustainable Products.

At a time when many others were retreating, your company opened more than 30 EBOS (Exclusive Brand Stores) across the length and breadth of the country, especially in the Tier 3 & 4 cities which are recovering faster from the effects of COVID and where aspirations are soaring high. I'm pleased to say this momentum continues even into this fiscal and is a statement of the strength of the brand, its products, its relevance to this consumer and the confidence of the franchisee partners.

Digitisation and E Commerce is going to be a way of life for the future and in keeping with this your company launched its Direct-to Consumer Business through its website while continuing to build on

the partnerships with the leading marketplaces. The explosive growth of the D2C business is going play a significant role in pivoting of your company's business model to reach far and wide. Towards this we are investing resources on technology, People, Digital and social media marketing, Customer service and relevant products for the generation of today and tomorrow who are digital first consumers.

The lockdowns have had a huge impact on Children with schools being closed and recreational activities being limited for young people. However, the advent of Online classes, reach of digital media and E Commerce are continuing to fuel a boom in branded Childrenswear and this area continues to present a significant opportunity. The Boyswear segment which has become amongst the leading brands for children is posed to grow rapidly in the years to come and will be powered by the ever-increasing reach of E Commerce and Distribution.

Lastly, if there is one thing that the pandemic has taught us all is that we need to leave behind a sustainable planet for our future generations. Consumers have woken up to the urgent and imminent need to have conscious consumption, are moving brands that do more that just sell and are increasingly buying products that are made from sustainable resources. I'm proud to say that company was amongst the first in this space and has taken on a commitment to make more than a third of all its products through sustainable inputs and resources over the next 3 years. A major step in this direction was the Unique Partnership with FAIRTRADE, a global organization, making Indian Terrain India's first high street fashion brand to sign up for this sustainability movement. This is in keeping with our belief that it's not just about Making you Look good but Making you Feel Good.

As a brand that has been in the consciousness of the Indian Consumer for over two decades and built a unique and loyal following, we are well poised to grow in the years to come. A younger India, A more casualized work environment, A burgeoning aspiration of consumption of the 200+ towns that make up BHARAT, A whole new opportunity in E Commerce and a rapidly growing branded Childrenswear business all augur well for the future. This coupled with the various initiatives on Cost Control, Change in Business models will create the foundation for a sustainable, profitable journey for the next few years.

All this I am sure we will achieve on the back of the two most important things as I see – Our Team and you our Shareholders who have been a bedrock of support. I deeply thank you for all your support, goodwill and as your chairman would like to dispel any doubts or concerns that any of you may have. We are adequately capitalized with the recent Capital raise and have created strong foundations to grow fast and profitably as the pandemic recedes.

As we build Indian Terrain 2.0 for the next decade 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

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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. Vidyuth Venkatesh Rajagopal	Joint Managing Director
Mr. N.K. Ranganath	Independent Director
Mr. Harsh Bahadur	Independent Director
Mr. Manoj Mohanka	Independent Director
Mr. Kalpathi S.Suresh	Independent Director
Mrs. Nidhi Reddy	Independent Director

(Appointed w.e.f. 11th February, 2021)

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

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 & Resigned w.e.f. 20th May, 2021)

Company Secretary & Compliance Officer

Mr. E. Elamugilan
(Appointed w.e.f. 21st May, 2021)

Mr. Ravi B.S.G
(Resigned w.e.f. 26th March, 2021)





NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 12th Annual General Meeting of the shareholders of Indian Terrain Fashions Limited will be held on Thursday, 16th September, 2021 at 11.00 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, 2021 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 appoint Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company and for the purpose to pass the following resolution as an Ordinary Resolution:

RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152, read with Schedule IV of the Companies Act, 2013 (the "Act"), the rules made thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Nidhi Reddy, (DIN: 00004081) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 11th February, 2021 who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby regularised as an Independent Director of the Company to hold office for a period of 05 (five) consecutive years from 11th February, 2021.

RESOLVED FURTHER THAT Mr. Venkatesh Rajagopal, Chairman and Managing Director (DIN: 00003625) and/or Mr. E. Elamugilan, Company Secretary be and are hereby severally authorized to file necessary e-Forms with the Registrar of Companies, Chennai, intimate to the stock exchanges and to do all such other acts, deeds, things etc. as may be necessary to give effect to the above resolution."

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

**Date: 13th August, 2021
Place: Chennai**

**sd/-
E. Elamugilan
Company Secretary
Membership No.: A33396**

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. 2/2021 dated 13th January, 2021 read with General Circular No. 20/2020 dated 05th May, 2020, 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 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, 2021. 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 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 10th September 2021 to 16th September 2021 (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. E. Elamugilan, 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 09th September 2021.
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 cast 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 of the Company, 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, Directors 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.itf@indian-terrain.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 12th AGM and Annual Report for the financial year 2020-21 of the Company inter alia 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 2020-21 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:

1. 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 8th April, 2020, Circular No.17/2020 dated 13th April, 2020, Circular No. 20/2020 dated 05th May, 2020, and Circular No. 2/2021 dated 13th January, 2021. The forthcoming AGM/EGM will thus be held through video conferencing (VC) or other audio-visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM/EGM through VC/OAVM.
2. 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, 05th May, 2020 and 13th January, 2021 the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM/EGM. 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 EGM/AGM will be provided by CDSL.
3. The Members can join the EGM/AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 EGM/AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM/EGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
5. 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/EGM. 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/EGM through VC/OAVM and cast their votes through e-voting.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13th April, 2020, the Notice calling the AGM/EGM 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/EGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM/EGM) i.e. www.evotingindia.com.
7. The AGM/EGM 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, MCA Circular No. 20/2020 dated 05th May, 2020 and MCA Circular No.2/2021 dated 13th January, 2021.

8. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31st December 2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated 13th January 2021.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM/EGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on 12th September 2021 at 09.00 A.M IST and ends on 15th September 2021 at 05.00 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 09th September 2021 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) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This 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.
- (iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09th December, 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.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode 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 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 URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting 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 or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/ KARVY/LINKINTIME, 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 https://web.cdslindia.com/myeasi/Registration/EasiRegistration 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 evoting 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	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following 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 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 or joining virtual meeting & voting during the meeting.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS" Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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 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 or joining virtual meeting & voting during the meeting</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>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 website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

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 022- 23058738 and 22-23058542-43.
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 call at toll free no.: 1800 1020 990 and 1800 22 44 30

- (v) Login method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding in Demat form & physical shareholders.
- The shareholders should log on to the e-voting website www.evotingindia.com.
 - Click on "Shareholders" module.
 - 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.
 - Next enter the Image Verification as displayed and Click on Login.
 - 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.
 - If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> 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)	<p>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.</p> <ul style="list-style-type: none"> 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).

- After entering these details appropriately, click on "SUBMIT" tab.
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant Indian Terrain Fashions Ltd on which you choose to vote.
- 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.
- Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 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.
- Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- 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.
- Facility for Non – Individual Shareholders and Custodians –Remote Voting

- 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 should 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 Scrutinizer and to the Company at the email address viz; response@indianterran.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM/EGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

- The procedure for attending meeting & e-Voting on the day of the AGM/ EGM is same as the instructions mentioned above for Remote e-voting.
- The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.



- Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM/EGM.
- Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- 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.
- 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 atleast 06 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). These queries will be replied to by the company suitably by email.
- Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.
- Only those shareholders, who are present in the AGM/EGM 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 EGM/AGM.
- If any Votes are cast by the shareholders through the e-voting available during the EGM/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 meeting.

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

- 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/RTA email id.
- For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
- For Individual Demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

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 on 022-23058542/43.

- 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 09th September, 2021
- 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 (e-Voting and Poll) in a fair and transparent manner.
- The Scrutiniser shall within a period not exceeding 03 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 02 (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.
- The results shall be declared by the Chairman or by any person authorised by him in this regard on or before 18th September, 2021. 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

sd/-
E.Elamugilan
Company Secretary
Membership No.: A33396

Date: 13th August, 2021
Place: Chennai

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

Annexed to the Notice of 12th Annual General Meeting scheduled to be held on Thursday, 16th September 2021.

Item No.2

At the 11th AGM of the Company held on 21st September 2020, Mrs. Rama Rajagopal was re-appointed for a period of 5 (five) years w.e.f. 22nd September 2020 up-to 30th September 2025.

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	66 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 21 st September 2020 up-to 21 st September 2025
8.	Remuneration last drawn for the FY 2020-21	₹31.05 Lakh
9.	Revised Remuneration sought to be paid	NA
10.	No. of Shares held	62,02,930 equity shares (15.09%) as on 30 th June, 2021
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 2020-21	5/6
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"> Chairman- Corporate Social Responsibility Committee

Item No.3

Mrs. Nidhi Reddy was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors on and with effect from 11th February, 2021 pursuant to the provisions of Section 149, 161, Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV of Companies Act, 2013 and other application provisions (including any modification or re-enactment thereof), if any, read with Reg.16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office up-to the date of this Annual General Meeting of the Company.

The Company has received from Mrs. Nidhi Reddy (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board of Directors, Mrs. Nidhi Reddy fulfills the conditions specified in the Act and the Listing Regulations for such appointment and she is independent of the Management. She does not hold any shares in the Company in her individual capacity or on a beneficial basis for any other person.

The brief profile of Mrs. Nidhi Reddy is available on the website of the Company www.indianterrain.com. A copy of the draft letter of appointment of Mrs. Nidhi Reddy as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day up to the date of the AGM and is also available on the website of the Company i.e. www.indianterrain.com

The resolution seeks the approval of the shareholders for the appointment of Mrs. Nidhi Reddy as an Independent Director of the Company to hold office for a