



ITFL/SEC/2018-19/AUG/12

30th August, 2018

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

Scrip Code - 533329

NSE Symbol: IND TERRAIN

Dear Sir/Madam,

Sub.: Notice of 9th Annual General Meeting of the Company
Ref.: Reg.30 and 47 of SEBI (LODR) Regulations, 2015

This is to inform that the 9th Annual General Meeting (AGM) of the Company is scheduled to be held on Tuesday, 25th September, 2018 at 11.30 A.M. at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai - 600 045.

The Notice of the 9th AGM along with e-voting instructions, proxy form, attendance slip and route map to the AGM venue is enclosed. The Annual Report with notice of AGM has been dispatched to all the eligible shareholders as on the cut-off date 10th August, 2018 through email and physical mode.

As per Reg. 47 of SEBI (LODR) Regulations, 2015, the advertisement for notice of AGM and closure of register of members will be published in "Business Standard" and "Tamil Murasu" newspapers. The said advertisement will be available in the website of the Company www.indianterrain.com

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

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

Ravi B.S.G
Company Secretary & Compliance Officer



Encl.: As above

INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3rd Main Road, MEPZ / SEZ, Tambaram, Chennai - 600 045. Tel : +91-44-4227 9100, Fax : +91-44-2262 2897
Registered Office : No. 208, Velachery Tambaram Main Road, Narayanapuram, Pallikaranai, Chennai - 600 100.
Email ID : response.itfl@indianterrain.com
Website : www.indianterrain.com
L18101TN2009PLC073017

INDIAN TERRAIN



NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of Indian Terrain Fashions Limited will be held on Tuesday, 25th September, 2018 at 11.30 a.m. at SDF IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600045 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2018 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. Kalpathi Subramanian Suresh** 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) Mr. Kalpathi Subramanian Suresh, (DIN: 00526480) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28th May, 2018 who holds office up to the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 05 (five) consecutive years with effect from 28th May, 2018 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company and 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. Charath Ram Narsimhan** as 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 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. Charath Ram Narsimhan (DIN: 06497859) who was appointed as an additional Director of the Company by the Board of Directors with effect from 08th August, 2018 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 the Board of Directors of the Company and 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.”

5. To consider and approve the appointment of **Mr. Venkatesh Rajagopal** as Executive Chairman and Whole time Director of the Company, and for the purpose to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of 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. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole time Director of the Company for a period of 05 (five) years with effect from 08th August, 2018 as per the terms and conditions including remuneration set out in the explanatory statement annexed to this notice.

RESOLVED FURTHER THAT the members of the Company be and hereby authorise the Board of Directors/ Nomination and Remuneration Committee, 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 and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

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

RESOLVED FURTHER THAT the Board of Directors of the Company and 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.”

6. To consider and approve the appointment of **Mr. Charath Ram Narsimhan** as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company, and for the purpose 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) by the Board of Directors, the approval of the members be and is hereby accorded for appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a period of 05 (five) years with effect from 08th August, 2018 as per the terms and conditions including remuneration set out in the explanatory statement annexed to this notice and shall not be liable to retire by rotation.

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. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a period of 05 (five) years with effect from 08th August, 2018 as per the terms and conditions including remuneration set out in the explanatory statement annexed to this notice 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/ Nomination and Remuneration Committee, 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 and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

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

RESOLVED FURTHER THAT the Board of Directors of the Company and 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.”

7. To consider and approve the re-appointment of **Mr. Nugahalli Krishna Ranganath** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nugahalli Krishna Ranganath (DIN: 00004044), who holds office as an Independent Director upto 31st March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01st April, 2019 and shall not be liable to retire by rotation.”

8. To consider and approve the re-appointment of **Mr. Manoj Mohanka** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Mohanka (DIN: 00128593), who holds office as an Independent Director upto 31st March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01st April, 2019 and shall not be liable to retire by rotation.”

9. To consider and approve the re-appointment of **Mr. Harsh Bahadur** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harsh Bahadur (DIN: 00724826), who holds office as an Independent Director upto 31st March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01st April, 2019 and shall not be liable to retire by rotation.”

10. To consider and approve the re-appointment of **Mr. Pattabi Sundar Raman** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pattabi Sundar Raman (DIN: 00003606), who holds office as an Independent Director upto 31st March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01st April, 2019 and shall not be liable to retire by rotation.”

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 08th August, 2018
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary

**NOTES:**

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the AGM. Proxies admitted on behalf of the Companies, Societies and Partnership firms etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.

2. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his/her identity at the time of attending the AGM. When a member appoints a proxy and if both the member and proxy attends the meeting, the proxy stands automatically revoked.
3. Corporate members are requested to send a duly certified copy of the Board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed hereto.
5. A member would be entitled to inspect the proxies lodged during the business hours of the Company during the period 24 (twenty four) hours before the time fixed for the commencement of AGM and until the conclusion of the AGM by giving not less than 3 (three) days notice in writing to the Company.
6. The members/proxies are requested to bring their copy of the annual report to the AGM along with duly filled in attendance slips for admission to the AGM.
7. The Register of Members and the Share Transfer books of the Company will remain closed from 15th September, 2018 to 25th September, 2018 (both days inclusive).
8. Members are requested to notify change in email ID, if any, in case of shares held in Electronic form to the concerned Depository Participant by quoting their ID No. and in case of members holding shares in physical mode are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. Linkintime India Private Ltd, C 101, 247 Park, L.B.S. Marg, Vikroli (west) Mumbai - 400083.
9. Members are requested to contact the Company's Registrar & Share Transfer Agents, Link Intime India Private Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ravi B.S.G Company Secretary & Compliance Officer of the Company through exclusive Email ID : response.itfl@indianterrain.com
10. Queries on the accounts and operation of the Company, if any, may please be sent to SDF-IV & C2, 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600045 (marked to the attention of CS/CFO) at least 7 (seven) days prior to the date of AGM.
11. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) as amended, 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 serial no.19. The cut-off date for determining the eligibility to vote by electronic means or by ballot at the general meeting shall be 14th September, 2018.
12. 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 not be available at the AGM. Members who have cast their vote by remote e-voting may attend the AGM, but shall not be able to vote 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 poll and members attending the AGM who have not casted their votes already by remote-voting shall be eligible to exercise their right at the AGM.
13. 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.
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 by the members at the AGM.

15. A route map showing directions to reach the venue of the 9th Annual General Meeting is given along with this notice.

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 21.04.2011 and Circular No.18/2011, dated 29.04.2011 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.itfl@indianterrain.com. The Annual report of the Company can be accessed under Annual Report section of Investor information page in website of the Company www.indianterrain.com.

Electronic copy of the Notice of the 9th AGM and Annual Report for the financial year 2017-18 of the Company inter alia indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form 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 2017-18 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the eligible members of the Company to their registered address.

17. The Securities and Exchange Board of India (SEBI) vide its circular dated 20th April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all shareholders. All members holding shares in demat and physical form are therefore requested to submit their PAN and Bank Account details to Link Intime India Private Limited (RTA) by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
18. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f 05th December, 2018. In view of the above and to avail various benefits of dematerialization, members are kindly advised to dematerialize the shares held by them in physical form by sending request to Link Intime India Private Limited (RTA).

19. E-Voting:

Voting through electronic means: The Company is pleased to provide the members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014, Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and SS-2.

The instructions for shareholders voting electronically (remote e-Voting) are as under:

- (i) The voting period begins on 20th September, 2018 at 9.00 A.M. and ends on 24th September, 2018 at 5.00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 14th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through polling paper in the Annual General Meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (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. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (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 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 Members holding shares in Demat Form 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"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
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)

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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 Members 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 out of the voting done by you 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 available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Custodian/Corporate shareholder.
 - 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 they should create a compliance user 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.

- (xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 14th September, 2018 may follow the same instructions as mentioned above for e-Voting.
- (xxii) In case you have any queries or issues regarding e-voting, 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.
20. 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, 2018.
21. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretary, New No.74 (old No.62) Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai-83 as the Scrutinizer for conducting the e-voting and poll in a fair and transparent manner.
22. The Scrutinizer 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 Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
23. The Results shall be declared by the Chairman or by any person authorized by him in this regard on or before 27th September, 2018. The result along with the Scrutinizer'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.
24. The item related to ratification for appointment of Statutory Auditors by members at the Annual General Meeting is done away with vide notification dated 07th May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 25th September, 2017.
25. All documents referred to in the accompanying Notice shall be open for inspection at SDF-IV & C2, 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600045 during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays & Sundays, and including the date of the Annual General Meeting of the Company.

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 08th August, 2018
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary



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

Annexed to the Notice calling the 9th Annual General Meeting scheduled to be held on Tuesday, 25th September, 2018

Item No.2

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director who is eligible for re-appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of the Director	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	63 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.	Terms and conditions Re-appointment	Re-appointed for 3 (three) years with effect from 1 st October, 2016.
8.	Revised Remuneration sought to be paid	NIL
9.	Remuneration for FY 2017-18	₹ 42.00 lakhs
10.	Shareholding in this Company	62,02,930 equity shares (16.35%)
11.	Relationship	<u>Relationship with directors</u> • Spouse of Mr. Venkatesh Rajagopal <u>Relationship with Manager</u> • NA <u>Relationship with Key Managerial Personnel</u> • NIL
12.	No of Board meetings attended and held during the year	3/5 meetings
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 • Chairperson - Corporate Social Responsibility Committee

Item No.3

Mr. Kalpathi Subramanian Suresh, (DIN: 00526480) was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors on and with effect from 28th May, 2018 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 upto the date of this Annual General Meeting.

The Company has received from Mr. Kalpathi Subramanian Suresh (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 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Kalpathi Subramanian Suresh fulfills the conditions specified in the Act and the Listing Regulations for such appointment and he is independent of the Management. He does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person.

A copy of the draft letter of appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day up to the date of this AGM.

The resolution seeks the approval of the shareholders for the appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director of the Company to hold office for a period of 05 (five) years with effective from 28th May, 2018 and shall not be liable to retire by rotation.

Except Mr. Kalpathi Subramanian Suresh, being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends passing of the Resolution at Item No. 3 of the Notice as an Ordinary Resolution.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Kalpathi Subramanian Suresh, (DIN: 00526480)
2.	Age	53 Years
3.	Nationality	Indian
4.	Brief Profile	Kalpathi S Suresh (Chairman and CEO of Kalpathi Investments Private Limited, Chennai) is an extremely successful entrepreneur, an active venture capitalist, angel investor, and businessman. He started off his entrepreneurial journey in 1991 with SSI Ltd, which was one of India's leading IT Training Firms, with a bold initiative to launch high end short term IT training courses, a concept that was unheard of in the Indian market. He has been credited with successfully completing India's largest cross-border acquisition in the early 2000's & was instrumental for SSI Ltd being the first software company to list on the London Stock Exchange. An active alumnus of IIT Madras (BTEE – 1986), is often an invited speaker at IIT Madras, number of societies and large corporations to talk on entrepreneurship. As the president of IIT Alumni Club, he played a stellar role in developing the IIT Alumni Club into a globally present facility for all IITians under the aegis of PanIIT. Mr. Suresh is an avid runner and six star finisher having completed the London, New York, Berlin, Chicago, Tokyo and the Boston marathon.
5.	Date of first appointment to the Board	28 th May, 2018
6.	Terms and conditions of appointment	Appointment as Independent Director for a period of 5 (five) years w.e.f. 28 th May, 2018
7.	Remuneration for FY 2017-18	NA
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees
9.	Shareholding in the Company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board meetings attended and held during the year	NA
12.	Name(s) of other entities in which holding of directorship	a) Kodai Valley Orchards Private Limited b) Grasslands Agro Private Limited c) Bell Agro Farms Private Limited d) Aditi Dairy And Agro Farms Private Limited e) Tuticorin Energy Private Limited f) Kalpathi Investments Private Limited g) AGS Cinemas Private Limited h) AGS Entertainment Private Limited
13.	Chairpersonship/ Membership in committees of other Entities	Nil



Item No. 4 & 6 of the Notice:

Mr. Charath Ram Narsimhan (DIN: 06497859) being the Chief Executive officer of the Company was appointed as an Additional Director of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on and with effect from 08th August, 2018 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 extremely pleased at the manner in which Mr. Charath Ram Narsimhan has led this Company till date and unanimously decided to elevate Mr. Charath Ram Narsimhan as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the period of 05 (five) consecutive years with effect from 08th August, 2018 subject to the approval of the members of the Company.

The terms and conditions of his appointment are detailed below.

S. No.	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹ 4,00,000/- per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Charath Ram Narsimhan 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).

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. 4 & 6 of the notice are recommended to be passed as an ordinary resolution.

Except Mr. Charath Ram Narsimhan being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 6.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1	Name of Director	Mr. Charath Ram Narsimhan (DIN: 06497859)
2	Age	46 years
3	Nationality	Indian
4	Brief Profile	Mr. Charath Ram Narsimhan holds a B.Tech. degree from IIT and PGDBM (Finance) from IIM – Lucknow. Having over two decades of rich experience in garment industries, his expertise area includes Managerial, Financial, Commercial, Systems and Administration.
5	Date of first appointment to the Board	08th August, 2018
6	Terms and conditions of appointment	Appointment as Managing Director and Chief Executive Officer (KMP) for the period of 5 (five) years with effect from 08th August, 2018.

7	Remuneration for FY 2017-18	₹ 84.68 lakhs (As CEO)
8	Remuneration proposed to be paid	Salary (Fixed Pay) : ₹ 4,00,000/- per month Commission on variable basis : In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act
9	Shareholding in this company	16,82,332 equity shares (4.34%)
10	Relationship	Not related to any Director / Key Managerial Personnel
11	No of Board meetings attended and held during the year	5/5 meetings (As CEO)
12	Name(s) of other entities in which holding of directorship	NIL
13	Chairpersonship/ Membership in committees of other Entities	Nil

Item No.5

Mr. Venkatesh Rajagopal (DIN: 00003625) was re-appointed as Managing Director of the Company with a remuneration of ₹ 3,50,000/- per month for a period of 5 (five) years with effect from 01st October, 2015 to 30th September, 2020 by the Board of Directors of the Company at their meeting held on 11th August, 2015 and subsequently approved by the Shareholders at the Annual general meeting held on 25th September, 2015.

Further, the Board of directors at their meeting held on 12th November, 2016 had approved the revision in remuneration payable to Mr. Venkatesh Rajagopal, Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee, with a remuneration of ₹ 6,00,000/- Per month and in addition to the salary, he was entitled to receive 2% of Net profits for every financial year as Commission on variable basis and such that the total remuneration including variable commission shall not exceed the maximum of 5% of Net profits as per the provisions of the Act.

To re-align the Management, Mr. Venkatesh Rajagopal has decided to step down from the position of Managing Director (KMP) of the Company and continue as Executive Chairman and Whole Time Director of the Company. The Board of directors at their meeting held on 08th August, 2018 has approved the change in designation of Mr. Venkatesh Rajagopal as Executive Chairman and Whole Time Director with effect from 08th August, 2018 for the period of 05 (five) years subject to approval of the members of the Company.

The terms and conditions of his appointment are detailed below.

S. No.	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹ 6,00,000/- Per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 2% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Charath Ram Narsimhan 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)



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. 5 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.5 of the Notice except Mr. Venkatesh Rajagopal being the appointee and Mrs. Rama Rajagopal and their relatives.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of the Director	Mr. Venkatesh Rajagopal (DIN: 00003625)
2.	Age	61 Years
3.	Nationality	Indian
4.	Qualification	B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and M.A from Bangalore University.
5.	Expertise in specific functional areas	Managerial, Financial, Marketing and Administration
6.	Date of first appointment to the Board	29 th September, 2009
7.	Terms and conditions of appointment	Appointment as Executive Chairman and Whole Time Director for the period of 5 (five) years w.e.f. 08 th August, 2018
8.	Remuneration proposed to be paid	Salary (Fixed Pay) : ₹ 6,00,000/- Per month Commission on variable basis : In addition to the above, he shall be entitled to receive 2% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
9.	Remuneration for FY 2017-18	₹ 150.00 lakhs
10.	Shareholding in this Company	47,47,115 equity shares (12.51%)
11.	Relationship	<u>Relationship with directors</u> • Spouse of Mrs. Rama Rajagopal <u>Relationship with Manager</u> • NA <u>Relationship with Key Managerial Personnel</u> • NIL
12.	No of Board meetings attended and held during the year	5/5 meetings
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 • Member - Corporate Social Responsibility Committee

Item No.7

Mr. Nugahalli Krishna Ranganath (DIN: 00004044) was appointed as an Independent Directors of the Company for a period of 5 (five) years and his tenure ends on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of special resolution by the Company for another term of 05 (five) consecutive years on the Board.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Nugahalli Krishna Ranganath, the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years upto 31st March, 2024.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Nugahalli Krishna Ranganath, as the Independent Director of the Company for another term of 05 (five) consecutive years on the Board with effect from 01st April, 2019 till 31st March, 2024 and shall not liable to retire by rotation.

Mr. Nugahalli Krishna Ranganath is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

A copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day upto the date of this AGM.

Except Mr. Nugahalli Krishna Ranganath, being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 7.

The Board recommends passing of the Resolution at Item No. 7 of the Notice as a Special Resolution.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose re-appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Nugahalli Krishna Ranganath (DIN: 00004044)
2.	Age	62 Years
3.	Nationality	Indian
4.	Brief Profile	Mr. N.K. Ranganath is a mechanical engineer and holds a post graduate degree in Business Management from XLRI. He is the Managing Director of Grundfos Pumps India Private Limited. He has acquired valuable knowledge, experience and expertise in sales, marketing, finance, production and human resource disciplines
5.	Date of first appointment to the Board	20 th September, 2010
6.	Terms and conditions of Re- appointment	Re-appointment for 5 (five) years w.e.f 01 st April, 2019
7.	Remuneration for FY 2017-18	Sitting Fees of ₹ 4.10 lakhs paid for attending meeting of the Board and Committees
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees.
9.	Shareholding in the Company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board Meetings attended and held during the year	5/5 meetings
12.	Name(s) of other entities in which holding of directorship	a) Celebrity Fashions Limited b) Grundfos Pumps India Private Limited c) L&T Valves Limited d) Cura Healthcare Private Limited
13.	Chairpersonship/ Membership in committees of other Entities	Celebrity Fashions Limited • Chairman - Audit Committee - Nomination and Remuneration Committee - Stakeholders relationship Committee • Member - Corporate Social Responsibility Committee



Item No.8

Mr. Manoj Mohanka (DIN: 00128593) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of special resolution by the Company for another term of 05 (five) consecutive years on the Board.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Manoj Mohanka, the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years upto 31st March, 2024.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Manoj Mohanka, as the Independent Director of the Company for an another term of 05 (five) consecutive years on the Board with effect from 01st April, 2019 till 31st March, 2024 and shall not liable to retire by rotation.

Mr. Manoj Mohanka is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

A copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day upto the date of this AGM.

Except Mr. Manoj Mohanka, being the appointee, none of the Director or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 8.

The Board recommends passing of the Resolution at Item No. 8 of the Notice as a Special Resolution.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose re-appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Manoj Mohanka (DIN: 00128593)
2.	Age	55 Years
3.	Nationality	Indian
4.	Brief Profile	Mr. Manoj Mohanka holds a Master Degree in Strategic Marketing from National University of Ireland, Chevening Scholar from London School of Economics. He has more than 24 years of experience in Business Management and he has held various positions in Industry forums including President - Calcutta Chamber of Commerce, Co-Chairman - Economic Affairs Committee of FICCI (Eastern Region), Committee Member of Indo-Italian Chamber of Commerce, Board of Governors of Eastern Institute of Management, Young Presidents Organization, Kolkata. He is also a guest Lecturer at Indian Institute of Technology (IIT) at Kharagpur.
5.	Date of first appointment to the Board	13th December, 2011
6.	Terms and Conditions of re-appointment	Re-appointment for 5 (five) years w.e.f. 01 st April, 2019
7.	Remuneration for FY 2017-18	Sitting Fees of ₹ 3.30 lakhs paid for attending meetings of the Board and Committees
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees.
9.	Shareholding in this company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board Meetings attended and held during the year	4/5 meetings

12.	Name(s) of other entities in which holding of directorship	a) India Carbon Limited b) 3D Technopack Private Limited c) Titagarh Wagons Limited d) Voylla Fashions Private Limited e) Charismatic Media Investment Private Limited f) Artevea Digital India Private Limited g) ATI Freight Private Limited
13.	Chairpersonship/ Membership in committees of other Entities	India Carbon Limited • Member - Audit Committee - Nomination and Remuneration Committee Titagarh Wagons Limited • Chairman - Stakeholders relationship Committee • Member - Audit Committee - Nomination and Remuneration Committee

Item No.9

Mr. Harsh Bahadur (DIN: 00724826) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of special resolution by the Company for another term of 05 (five) consecutive years on the Board.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Harsh Bahadur the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years upto 31st March, 2024.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Harsh Bahadur, as the Independent Director of the Company for an another term of 05 (five) consecutive years on the Board with effect from 01st April, 2019 till 31st March, 2024 and shall not liable to retire by rotation.

Mr. Harsh Bahadur is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

A copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day upto the date of this AGM.

Except Mr. Harsh Bahadur, being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 9.

The Board recommends passing of the Resolution at Item No. 9 of the Notice as a Special Resolution.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose re-appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Harsh Bahadur (DIN: 00724826)
2.	Age	63 Years
3.	Nationality	Indian
4.	Brief Profile	Mr. Harsh Bahadur holds a Master Degree in History from St. Stephens College, Delhi University and Master of Business Administration from Boston University. He has more than 34 years of rich experience in retail, branded FMCG and Music, Sportswear, Business services and jewelry industries. He is also a senior advisor at PricewaterhouseCoopers (PWC). Mr. Harsh Bahadur also advises Private Equity Funds and has evaluated Companies in the automobile servicing, branded food and e-commerce sectors.



5.	Date of first appointment to the Board	27 th June, 2011
6.	Terms and conditions of re-appointment	Re-appointment for 5 (five) years w.e.f 01 st April, 2019
7.	Remuneration for FY 2017-18	Sitting Fees of ₹ 1.90 lakhs paid for attending meetings of the Board and Committees
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees.
9.	Shareholding in this company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board meetings attended and held during the year	2/5 meetings
12.	Name(s) of other entities in which holding of directorship	Vaibhav Global Limited
13.	Chairpersonship/ Membership in committees of other Entities	Vaibhav Global Limited <ul style="list-style-type: none"> • Member - Audit Committee - Nomination and Remuneration Committee - Stakeholders relationship Committee • Member - Corporate Social Responsibility Committee

Item No.10

Mr. Pattabi Sundar Raman (DIN: 00003606) was appointed as Independent Director of the Company for a period of 5 (five) years and his tenure ends on 31st March, 2019.

As per Section 149(10) of the Companies Act, 2013, an Independent Director shall hold office for a term of 5 (five) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of special resolution by the Company for another term of 05 (five) consecutive years on the Board.

In line with the aforesaid provisions of the Companies Act, 2013 and in view of long, rich experience, continued valuable guidance to the management and strong Board performance of Mr. Pattabi Sundar Raman the Nomination and Remuneration Committee of the Board has recommended his re-appointment as Independent Director of the Board for a second term of 05 (five) consecutive years upto 31st March, 2024.

The Board based on the performance evaluation and as per the recommendation of Nomination and Remuneration Committee, considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail his services as an Independent Director. Accordingly, it is proposed to re-appoint Mr. Pattabi Sundar Raman, as the Independent Director of the Company for an another term of 05 (five) consecutive years on the Board with effect from 01st April, 2019 till 31st March, 2024 and shall not liable to retire by rotation.

Mr. Pattabi Sundar Raman is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act 2013 and has given his consent in writing to act as an Independent Director of the Company.

The Company has also received a declaration from him that he meets the criteria of independence as prescribed under Section 149(6) 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, he fulfills the conditions specified in the Act and Listing Regulations and he is independent of the management.

A copy of the draft letter for appointment of Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day upto the date of this AGM.

Except Mr. Pattabi Sundar Raman, being the appointee, none of the Director or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 10.

The Board recommends passing of the Resolution at Item No. 10 of the Notice as a Special Resolution.

Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose re-appointment is proposed are given below:

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Pattabi Sundar Raman (DIN: 00003606)
2.	Age	57 Years
3.	Nationality	Indian

4.	Brief Profile	Mr. P.S. Raman holds a bachelor degree in Commerce and Law. He is a Senior Advocate with more than two decades of experience at Madras High Court and in the Supreme Court. During the years of practice, he has gained immense experience and expertise in the field of law.
5.	Date of first appointment to the Board	20 th November, 2010
6.	Terms and Conditions of Re- appointment	Re-appointment for 5 (five) years w.e.f 01 st April, 2019
7.	Remuneration for FY 2017-18	Sitting Fees of ₹ 1.75 akhs paid for attending meetings of the Board and Committees.
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees.
9.	Shareholding in this company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board Meetings attended and held during the year	2/5 meetings
12.	Name(s) of other entities in which holding of directorship	a) Celebrity Fashions Limited b) Sundaram Brake Linings Limited
13.	Chairpersonship/ Membership in committees of other Entities	Celebrity Fashions Limited <ul style="list-style-type: none"> • Member - Audit Committee - Nomination and Remuneration Committee Sundaram Brake Linings Limited <ul style="list-style-type: none"> • Member - Audit Committee

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 08th August, 2018
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L18101TN2009PLC073017
Name of the Company	INDIAN TERRAIN FASHIONS LIMITED
Registered Office	208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai - 600 100
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of Shares of the Indian Terrain Fashions Limited, hereby appoint

1. Name : 2. Name :
 Address : Address :
 E-mail ID : E-mail ID :
 Signature :or falling him / her. Signature :or falling him / her.

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the 9th Annual General Meeting of the Company to be held on Tuesday, 25th September, 2018 at 11.30 a.m. at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 and at any adjournment thereof in respect of such resolutions are indicated below:

Item No.	Resolutions	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2018 together with the reports of the Board of Directors and Auditors thereon.		
2	Appointment of Mrs. Rama Rajagopal, a Director retiring by rotation		
3	Appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director		
4	Appointment of Mr. Charath Ram Narsimhan as Director		
5	Appointment of Mr. Venkatesh Rajagopal as Executive Chairman and Whole Time Director		
6	Appointment of Mr. Charath Ram Narsimhan as Managing Director and Chief Executive Officer		

INDIAN TERRAIN FASHIONS LIMITED

CIN: L18101TN2009PLC073017

Registered Off: No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai-600100.

Phone No.91-44-4227 9100; Fax No. +91-44-2262 2897; email: response.ifl@indianterrain.com Website: www.indianterrain.com.

ATTENDANCE SLIP

*DP ID		Folio No	
*Client ID		No of Shares	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company and I hereby record my presence at the 9th ANNUAL GENERAL MEETING of the Company at SDF-IV & C2, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai - 600 045 on Tuesday, 25th September, 2018 at 11.30 a.m

Shareholder's/Proxy's name in BLOCK LETTERS

Signature of Shareholder/Proxy

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.



PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

7	Re-appointment of Mr. Nugahalli Krishna Ranganath as an Independent Director		
8	Re-appointment of Mr. Manoj Mohanka as an Independent Director		
9	Re-appointment of Mr. Harsh Bahadur as an Independent Director		
10	Re-appointment of Mr. Pattabi Sundar Raman as an Independent Director		

Signed this ____ day of September, 2018.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix ₹ 1
Revenue Stamp

Note: This form of proxy in order to be effective, should be duly completed and deposited at SDF-V& C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 not less than 48 hours before the commencement of the 9th AGM.



ROUTE MAP TO THE 9TH AGM VENUE

Address: SDF - IV & C2, 3rd MAIN ROAD, MEPZ – SEZ, CHENNAI-600045

