

**Disclosure of Voting Results of 5th Annual General Meeting of Indian Terrain Fashions Ltd held on 29th September
2014 Voting Results as per Clause 35A of Equity Listing Agreement with Stock Exchanges**

Date of Annual General Meeting	29th September 2014
Total Number of Shareholders as on record date (i.e.22nd Aug 2014-Cut off date for e-voting purpose)	10075
No. of Shareholders present in the Meeting either in person or through proxy	
Promoter and Promoter Group	2
Public	34
No. of Shareholders attended the meeting through Video Conferencing	Not Aranged

Agenda-wise

The mode of voting for all resolutions: E-Voting

Item No	Details of Agenda	Resolution Required	Mode of Voting	Remarks
		(Ordinary / Special)	(Show of Hands /Poll/Postal Ballot/ E-voting)	
1	Adoption of Audited Financial statements as at March 31, 2014, Directors report, and Auditors report thereon	Ordinary	E-Voting	The resolution was passed with requisite majority
2	Re-appointment of Mrs.Rama Rajagopal as Director retire by rotation	Ordinary	E-Voting	The resolution was passed with requisite majority
3	Appointment of M/s.Anil Nair & Associates ,Chartered Accountants and M/s.CNGSN & Associates,Chartered Accountants as Auditors	Ordinary	E-Voting	The resolution was passed with requisite majority
4	Appointment of Mr.N.K.Ranganath as an Independent Director	Ordinary	E-Voting	The resolution was passed with requisite majority
5	Appointment of Mr.P.S.Raman as an Independent Director	Ordinary	E-Voting	The resolution was passed with requisite majority
6	Appointment of Mr.Harsh Bahadur as an Independent Director	Ordinary	E-Voting	The resolution was passed with requisite majority
7	Appointment of Mr.Manoj Mohanka as an Independent Director	Ordinary	E-Voting	The resolution was passed with requisite majority
8	Revision in terms of Remuneration to Mr.V.Rajagopal,Chairman & Managing Director	Special	E-Voting	The resolution was passed with requisite majority
9	Revision in terms of Remuneration to Mrs.Rama Rajagopal,Executive Director	Special	E-Voting	The resolution was passed with requisite majority
10	Power to borrow monies in excess of paid up capital and free reserves of the Company in terms of Section 180(1) (c) of the Companies Act,2013	Special	E-Voting	The resolution was passed with requisite majority

For INDIAN TERRAIN FASHIONS LTD.

J. Manikandan

J. Manikandan
Company Secretary



Incase of Poll /Postal Ballot / E-Voting : E-Voting

1 Adoption of Audited Financial statements as at March 31, 2014, Directors report, and Auditors report thereon

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

2 Re-appointment of Mrs.Rama Rajagopal as Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	0	0.00%	0	0	0	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	85955	1.51%	85955	0	100	0

3 Appointment of M/s.Anil Nair & Associates ,Chartered Accountants and M/s.CNGSN & Associates,Chartered Accountants as Auditors

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

For INDIAN TERRAIN FASHIONS LTD.

J. Manikandan

J. Manikandan
Company Secretary



4 Appointment of Mr.N.K.Ranganath as an Independent Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

5 Appointment of Mr.P.S.Raman as an Independent Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

6 Appointment of Mr.Harsh Bahadur as an Independent Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

For INDIAN TERRAIN FASHIONS LTD.

Manikandan

J.Manikandan
Company Secretary



7 Appointment of Mr.Manoj Mohanka as an Independent Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

8 Revision in terms of Remuneration to Mr.V.Rajagopal,Chairman & Managing Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter & Promoter Group	2217510	0	0.00%	0	0	0	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	85955	1.51%	85955	0	100	0

9 Revision in terms of Remuneration to Mrs.Rama Rajagopal,Executive Director

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	3=(2/1)*100	4	5	6=(4/2)*100	7=(5/2)*100
Promoter & Promoter Group	2217510	0	0.00%	0	0	0	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	85955	1.51%	85955	0	100	0

For INDIAN TERRAIN FASHIONS LTD.

J. Manikandan

J.Manikandan
Company Secretary



Power to borrow monies in excess of paid up capital and free reserves of the Company in terms of Section 180(1) (c) of the Companies Act,2013

Promoter / Public	No. of Shares Held	No. of Votes polled	% of Votes polled on outstanding shares	No. of Votes- In Favour	No. of Votes- Against	% of Votes in favour on votes polled	% of Votes against on Votes polled
	1	2	$3=(2/1)*100$	4	5	$6=(4/2)*100$	$7=(5/2)*100$
Promoter & Promoter Group	2217510	2217008	99.98%	2217008	0	100	0
Public -Institutional holders	445704	0	0.00%	0	0	0	0
Public-Others	3028117	85955	2.84%	85955	0	100	0
Total	5691331	2302963	40.46%	2302963	0	100	0

Note: All the aforesaid resolutions passed with requisite majority

For INDIAN TERRAIN FASHIONS LTD.

J. Manikandan

J. Manikandan
Company Secretary



New No. 74, (Old No. 62), Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai - 83.

REPORT OF SCRUTINIZER – INDIAN TERRAIN FASHIONS LIMITED

[Pursuant to section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the companies (Management and Administration) Rules, 2014.]

To,

The Chairman
INDIAN TERRAIN FASHIONS LIMITED,
SDF - IV & C 2, THIRD MAIN ROAD,
MEPZ- SEZ, TAMBARAM
CHENNAI-45.

Respected Sir,

Sub: Scrutinizer Report - Passing of Resolution through Electronic Voting-Reg .

I, S. Bhaskar, Company Secretary in practice, Chennai, was appointed as Scrutinizer for the 5th Annual General Meeting of the Equity Shareholders of "Indian Terrain Fashions Limited," to be held on Monday, the 29th September 2014 at 11.00 am. at SDF - IV & C 2, THIRD MAIN ROAD, MEPZ- SEZ, TAMBARAM, CHENNAI-45 for the purpose of scrutinizing the E-Voting process in a fair and transparent manner and ascertaining the requisite majority on e-Voting carried out as per the provisions of the Companies Act, 2013 and sub rule (xi) of Rule 20 of Companies (Management and Administration) Rules, 2014 on the resolutions referred to in this report.

We submit our report as under:

1. The e-Voting period remained open from 09.00 AM on Monday, the 22nd September 2014 of, upto 06.00 PM on Wednesday, the 24th September, 2014.
2. The Shareholders holding shares as on the "cut off" date, i.e. 22nd August, 2014 were entitled to vote on the proposed 10 (Ten) resolutions as mentioned in the Notice of the 5th Annual General Meeting of "Indian Terrain Fashions Limited" (Item Number 01 to 10 of the Notice of the 5th AGM of Indian Terrain Fashions Limited)
3. The votes were unblocked on Thursday, the 24th September, 2014 around 7.30 PM in the presence of two witnesses, namely, Mr. C Prabhakar and Mr. J R Vishnu Varthan.



They have signed below in confirmation of the votes being unblocked in their presence.



Name: C Prabhakar



Name: J R Vishnu Varthan

4. Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited (<http://www.evotingindia.co.in/>).

5. The result of the E- voting is as under:

(A) Item No- 1

Ordinary Resolution to receive, consider and adopt the Directors' Report, the Audited Balance Sheet as at 31st March 2014, Statement of Profit and Loss for the year ended 31st March 2014 and the Auditors' Report thereon.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
			-



(B) Item - 2

Ordinary Resolution to appoint a Director in place of Mrs. Rama Rajagopal who retires by rotation and being eligible for re-appointment.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	7	85955	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
2217008	5		2217008

(C) Item - 3

Ordinary Resolution to reappointment Statutory Auditors and fix their remuneration.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
-	-		-



(D) Item - 4

Ordinary Resolution to appointment of Mr. N.K Ranganath as an Independent Director of the Company.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
-	-		-

(E) Item - 5

Ordinary Resolution to appointment of Mr. P.S.Raman as an Independent Director of the Company.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
-	-		-



(F) Item - 6

Ordinary Resolution to appointment of Mr. Harsh Bahadur as an Independent Director of the Company.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them

(G) Item - 7

Ordinary Resolution to appointment of Mr. Manoj Mohanka as an Independent Director of the Company.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them



(H) Item - 8

Special Resolution to revise remuneration terms of Mr.V. Rajagopal, Managing Director.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	7	85955	100
Voted against the resolution			
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
2217008	5		2217008

(I) Item - 9

Special Resolution to revise remuneration terms of Mrs. Rama Rajagopal, Executive Director.

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	7	85955	100
Voted against the resolution			
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
2217008	5		2217008



(J) Item - 10

Special Resolution for Borrowing Powers of the Company:

	Number of members participated in e-voting	Number of votes cast by them	% of total number of Valid Votes cast
Voted in favour of the resolution	12	2302963	100
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

6. The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and thereafter the same will be handed over to the company.

Thanking You,

Yours faithfully,



S Bhaskar
Company Secretary in Practice
C P No: 8315

Place: Chennai
Date: 25-09-2014

