

**INDIAN TERRAIN FASHIONS LIMITED**  
**Outcome of Voting on Postal Ballot**  
**Voting Results as per Clause 35A of Equity Listing Agreement with Stock Exchanges**

<b>Date of AGM/EGM</b>	Postal Ballot Voting period from 20 <sup>th</sup> March,2015 to 18 <sup>th</sup> April,2015
<b>Total Number of Shareholders as on record date (i.e 06th March 2015.Cut off date )</b>	10446
<b>No. of Shareholders present in the Meeting either in person or through proxy</b>	
<b>Promoter and Promoter Group</b>	N.A
<b>Public</b>	N.A
<b>No. of Shareholders attended the meeting through Video Conferencing</b>	N.A

Agenda-wise

The mode of voting of resolution: Postal Ballot (e-voting & Physical Ballot)

Item No	Details of Agenda	Resolution Required	Mode of Voting	Remarks
		(Ordinary / Special)	(Show of Hands /Poll/Postal Ballot/ E-voting)	
1	To approve Transactions with Related Party	Special	E-Voting & Postal Ballot	The resolution was passed with requisite majority



*Handwritten signature*

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

1.To Approve Transactions with Related Party

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
	<b>1</b>	<b>2</b>	<b>3=(2/1)*100</b>	<b>4</b>	<b>5</b>	<b>6=(4/2)*100</b>	<b>7=(5/2)*100</b>
Promoter & Promoter Group	2217510	0	0.00%	0	0	0	0
Public - Institutional holders	1895752	1272916	67.15%	1272916	0	100	0
Public-Others	3072998	55650	1.81%	55650	0	100	0
<b>Total</b>	<b>7186260</b>	<b>1328566</b>	<b>18.49%</b>	<b>1328566</b>	<b>0</b>	<b>100</b>	<b>0</b>

For INDIAN TERRAIN FASHIONS LTD.

*J. Manikandan*  
J. Manikandan  
Company Secretary

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

To

Chairman,  
**INDIAN TERRAIN FASHIONS LIMITED**

**Report of Scrutinizer**

I, S Bhaskar, a Company Secretary in Practice having my office at Third Floor, New No. 74, (Old No.62), Akshaya Flats, 12th Avenue, Ashok Nagar, Chennai-83 had been appointed as the scrutinizer to conduct postal ballot process in respect of the following resolution:

- a) Special resolution under section 188 of Companies Act, 2013 and pursuant to revised clause 49(VII) of the listing agreement, authorizing the board of directors to enter into a contract(s)/ arrangement(s)/ transactions(s) with Celebrity Fashions Limited upto a maximum limit of Rs. 40 Crores.

Pursuant to the notice dated 11.03.2015 issued under section 110 of the Companies Act 2013.

I have scrutinized the Postal Ballot forms and e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.

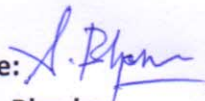
I now submit my report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said resolutions.

- a) Special resolution under section 188 of Companies Act, 2013 and pursuant to revised clause 49(VII) of the listing agreement, authorizing the board of directors to enter into a contract(s)/ arrangement(s)/ transactions(s) with Celebrity Fashions Limited upto a maximum limit of Rs. 40 Crores.

Item No of Notice		Votes in favour of the resolution (A)			Votes against the resolution (B)			Total		Invalid votes (C)	
		Nos.	Shares	%	Nos.	Shares	%	Shares	%	Nos.	Shares
Item No: 1 of the Notice (Special Resolution)	e-Voting	11	652034	100	0	0	0	652034	100	0	0
	Postal Ballot	8	676532	100	0	0	0	676532	100	2	12
	<b>Total</b>	19	1328566		<b>0</b>	<b>0</b>		1328566		<b>2</b>	<b>12</b>
<b>Total(A+B+C)</b>										<b>21</b>	1328566

Place: Chennai

Date: 21/04/2015

Signature: 

Name: S. Bhaskar

COP No: 8315

