



September 30, 2016

National Stock Exchange of India Ltd  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex,  
Mumbai-400 051.

BSE Limited  
Phiroze Jee Jee Bhoy Towers  
Bandra (East), Dalal Street  
Mumbai 400 001.

Dear sir/ Madam,

**Sub: Submission of Voting Results of the 7<sup>th</sup> Annual General Meeting.**  
**Ref: Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.**  
**Security Code-533329; Security ID- INDTERRAIN**

With reference to the above subject, we herewith enclose the voting results of the 7<sup>th</sup> Annual General Meeting of the members of the company held today, September 30, 2016 at 11.30 A.M as per the format prescribed under Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015 along with this letter and Scrutinizer's Report.

Please note that all the 4 resolutions have been passed with requisite majority as prescribed under applicable law and Regulations.

Copy of this letter shall also be hosted on the website of the company viz. [www.indianterrain.com](http://www.indianterrain.com).

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you

Yours faithfully  
For Indian Terrain Fashions Limited

**J. Manikandan**  
Company Secretary  
Encl:a/a



INDIAN TERRAIN FASHIONS LIMITED

SDF-IV & C2, 3<sup>rd</sup> 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.

INDIAN TERRAIN

INDIAN TERRAIN FASHIONS LIMITED  
Voting Results as per Regulation 44 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.

S No.	Particulars	Details
1	Date of Annual General Meeting	30th September 2016
2	Total number of shareholders on record date	11,439
	No. of shareholders present in the meeting either in person or through proxy:	
	Promoters and Promoter Group:	2
	Public:	34
3	No. of Shareholders attended the meeting through Video Conferencing	
	Promoters and Promoter Group	NIL
	Public	NIL
4		

Agenda-wise disclosure : All the resolutions passed with requisite majority

Item no. 1 - Adoption of Audited Financial Statement for the Financial year ended March 31, 2016 and the Report of the Board of Directors and Auditors Report thereon

Category	Mode of Voting	No. of shares held	Ordinary Resolution					% of Votes in favour on votes polled	% of Votes against on votes polled
			No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*	No. of Votes – in favour	No. of Votes – against	(6)=[(4)/(2)]*		
		1	2	100	4	5	100	100	
	E-Voting		11085040	99.99	11085040	0	100.00	0	
	Poll		0	0	0	0	0	0	
	Ballot		0	0	0	0	0	0	
Promoter and Promoter Group	Total	11086100	11085040	99.99	11085040	0	100.00	0	
	E-Voting		8030797	69.81	8030797	0	100.00	0	
	Poll		0	0	0	0	0	0	
	Ballot		0	0	0	0	0	0	
Public-institutions	Total	11503143	8030797	69.81	8030797	0	100.00	0	
	E-Voting		2087230	14.22	2087230	0	100.00	0.00	
	Poll		2115	0.01	2115	0	100.00	0	
	Ballot		0	0.00	0	0	0	0.00	
Public- Non Institutions	Total	14682057	2089345	14.23	2089345	0	100.00	0.00	
Total	GRAND TOTAL	37271300	21205182	56.89	21205182	0	100.00	0.00	



Item no.2-Appointment of Mrs. Rama Rajagopal, (DIN: 00003565) who retires by rotation and being eligible seeks re-appointment

Category	Mode of Voting	No. of shares held	Ordinary Resolution				No. of Votes in favour – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			Whether promoter/ promoter group are interested in the agenda/resolution?	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*$	No. of Votes in favour – against			
Promoter and Promoter Group	E-Voting		1	2	100	4	5	0	
	Poll	11086100		4882110	44.04	4882110	0	0	
	Ballot			0	0	0	0	0	
	Total	11086100		4882110	44.04	4882110	0	0	
Public-Institutions	E-Voting			8030797	69.81	8030797	0	100.00	
	Poll	11503143		0	0	0	0	0	
	Ballot			0	0	0	0	0	
	Total	11503143		8030797	69.81	8030797	0	100.00	
Public- Non Institutions	E-Voting			2087230	14.22	2087230	0	100.00	
	Poll	14682057		2115	0.01	2115	0	100.00	
	Ballot			0	0.00	0	0	0.00	
	Total	14682057		2089345	14.23	2089345	0	100.00	
Total	GRAND TOTAL	37271300		15002252	40.25	15002252	0	100.00	

\* 6202930 are abstained Votes in Promoter and Promoter group

Item no.3- Re-appoint M/s. CNGSN & Associates LLP and M/s. Anil Nair & Associates as Auditors of the company for the financial year 2016-17.

Category	Mode of Voting	No. of shares held	Ordinary Resolution				No. of Votes in favour – against	% of Votes in favour on votes polled	% of Votes against on votes polled
			Whether promoter/ promoter group are interested in the agenda/resolution?	No. of votes polled	% of Votes Polled on outstanding shares $(3)=[(2)/(1)]*$	No. of Votes in favour – against			
Promoter and Promoter Group	E-Voting		1	2	100	4	5	0	
	Poll	11086100		11085040	99.99	11085040	0	100.00	
	Ballot			0	0	0	0	0	
	Total	11086100		11085040	99.99	11085040	0	100.00	
Public-Institutions	E-Voting			8030797	69.81	8030797	0	100.00	
	Poll	11503143		0	0	0	0	0	
	Ballot			0	0	0	0	0	
	Total	11503143		8030797	69.81	8030797	0	100.00	
Public- Non Institutions	E-Voting			2087230	14.22	2087230	0	100.00	
	Poll	14682057		2115	0.0	2115	0	100.00	
	Ballot			0	0.00	0	0	0.00	
	Total	14682057		2089345	14.23	2089345	0	100.00	
Total	GRAND TOTAL	37271300		21205182	56.89	21205182	0	100.00	



Item no.4 - Re-appointment of Mrs. Rama Rajagopal as Executive Director of the Company

Resolution required: (Ordinary/ Special)	Ordinary Resolution							
	Whether promoter/ promoter group are interested in the agenda/resolution?	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes in favour	No. of Votes - against	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Category	1		2	0*	4	5	0	0
Promoter and Promoter Group	E-Voting			0.00	0	0	0	0
	Poll	11086100		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	11086100		0.00	0	0	0	0
Public-Institutions	E-Voting		8030797	69.81	8030797	0	100.00	0
	Poll	11503143		0	0	0	0	0
	Ballot			0	0	0	0	0
	Total	11503143	8030797	69.81	8030797	0	100.00	0
Public- Non Institutions	E-Voting		2087230	14.22	2087230	0	100.00	0.00
	Poll	14682057		2115	2115	0	100.00	0
	Ballot			0.00	0	0	0	0.00
	Total	14682057	2089345	14.23	2089345	0	100.00	0.00
Total		37271300	10120142	27.15	10120142	0	100.00	0.00

\* 11085040 are abstained Votes

For INDIAN TERRAIN FASHIONS LTD.

  
J. Manikandan  
Company Secretary





COMBINED SCRUTINIZER REPORT  
FOR  
INDIAN TERRAIN FASHIONS LIMITED

To,  
The Chairman of 7<sup>th</sup> Annual General Meeting of the members of INDIAN TERRAIN FASHIONS LIMITED (the Company) held on the Friday, 30<sup>th</sup> September, 2016 at 11: 30 A.M. at the Corporate Office of the Company Situated at SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045.

Dear Sir,

Sub: Passing of Resolution through e-Voting and poll conducted at the 7<sup>th</sup> Annual General Meeting.

1. I, S Bhaskar, Practicing Company Secretary, has been appointed as a Scrutinizer by
  - i. The Board of Directors of the Company at their meeting held on Monday, 01<sup>st</sup> August, 2016 for the purpose of Scrutinizing the e-voting process under the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and
  - ii. The Chairman of the 7<sup>th</sup> Annual General Meeting for scrutinizing the poll process as ordered by him under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, on the resolutions contained in the notice to the 7<sup>th</sup> Annual General Meeting of the members of the Company, held on Friday, 30<sup>th</sup> September, 2016 at 11: 30 A.M. at the Corporate Office of the Company Situated at SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045.
2. The Management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 7<sup>th</sup> Annual General Meeting of the members of the Company. My responsibility as a scrutinizer for the e-voting process and for poll at the AGM is restricted to make a scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the AGM notice, based on the reports generated from the e-voting system provided by Central Depository Services Limited (CDSL) the authorized agency engaged by the Company to provide e-voting facilities to its members for e-voting and based on ballot paper at the time of poll at AGM.
3. The e-Voting results were unblocked by me on Friday, 30<sup>th</sup> September, 2016 in the presence of two witnesses. For further details kindly refer my Scrutinizer's report dated 30<sup>th</sup> September, 2016 attached herewith.
4. At the 7<sup>th</sup> Annual General Meeting of the Company held on Friday, 30<sup>th</sup> September, 2016 at 11: 30 A.M., the Chairman of the meeting had called for a poll to facilitate the members present in the meeting who could not participate in the e-voting to record their votes through the poll process.
5. The Chairman of the AGM had appointed me as the Scrutinizer for the same. For further details kindly refer to my Scrutinizers report in Form MGT-13 dated 30<sup>th</sup> September, 2016.





The results of the e-voting together with that of the poll are as under:

Item No of Notice	Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid*/ Abstained Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	21203067	100%	0	0%	0	21203067	100%
	Poll	2115	0%	0	0%	0	2115	0%
	Total	21205182	100%	0	0%	0	21205182	100%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	15000137	100%	0	0%	6202930	15000137	100%
	Poll	2115	0%	0	0%	0	2115	0%
	Total	15002252	100%	0	0%	6202930	15002252	100%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	21203067	100%	0	0%	0	21203067	100%
	Poll	2115	0%	0	0%	0	2115	0%
	Total	21205182	100%	0	0%	0	21205182	100%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	10118027	100%	0	0%	11085040	10118027	100%
	Poll	2115	0%	0	0%	0	2115	0%
	Total	10120142	100%	0	0%	11085040	10120142	100%

All the resolutions stands passed under e-voting and poll with the requisite majority.

I hereby confirm that I am maintaining the Registers received from the Service Provider both electronically and manually, in respect of the votes cast through e-voting and poll by the shareholders of the Company. I shall be arranging to handover these record to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

S Bhaskar  
Practicing Company Secretary  
M No: 10798 | C P No: 8315



Place: Chennai  
Date: 30.09.2016



[FORM MGT-13]

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  
NO. 208, Velachery, Tambaram Road,  
Narayanapuram, Pallikaranai,  
Chennai-600 100

Respected Sir,

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

I, S.Bhaskar, Practicing Company Secretary, Chennai, was appointed as Scrutinizer for the 7<sup>th</sup> Annual General Meeting of the Equity Shareholders of "INDIAN TERRAIN FASHIONS LIMITED" to be held on Friday, 30<sup>th</sup> September, 2016 at 11:30A.M. at the Corporate Office of the Company Situated at SDF IV & C2 , 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045, 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 on Tuesday, 27<sup>th</sup> September, 2016 at 9.00 A.M. until Thursday, 29<sup>th</sup> September, 2016 5:00 P.M.
2. The Shareholders holding shares as on the "cut off" date, Friday, 23<sup>rd</sup> September, 2016 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 7<sup>th</sup> Annual General Meeting of "INDIAN TERRAIN FASHIONS LIMITED" (Item Number 1 to 4 of the Notice of the 7<sup>th</sup> AGM of INDIAN TERRAIN FASHIONS LIMITED)
3. The votes were unblocked on Friday, 30<sup>th</sup> September 2016 around 8.00 PM in the presence of two witnesses, namely, Ms. S. Preethi & Mr. Gopalan. V

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

Name: S. Preethi

Name: Gopalan. V

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:

To receive, consider and adopt the Financial Statements of the Company for the year ended 31st March, 2016 including audited Balance Sheet as at 31st March, 2016 and the Statement of Profit

and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.

Particulars	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	21203067	31	100%
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

b. Item No - 2

To appoint a director in place of Mrs. Rama Rajagopal (holding DIN 00003565), who retires by rotation and being eligible and offers herself for re-appointment.

Particulars	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	15000137	29	100%
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	2		6202930







c. Item No- 3

To ratify the appointment of Auditors of the Company who were appointed at the 5th Annual General Meeting to hold Office for a period of 3 years (i.e) till the conclusion of next Annual General Meeting of the Company to be held in the Calendar year 2017, and to authorize the Board of Directors to fix their remuneration and to pass the following as on Ordinary Resolution thereof

Particulars	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	21203067	31	100%
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	-		-

d. Item No - 4

Re-appointment of Mrs. Rama Rajagopal as Executive Director of the Company. (Ordinary Resolution).

Particulars	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	10118027	26	100%
Voted against the resolution	-	-	-
Invalid /Abstain Votes	Number of members		Total Number of Votes cast by them
	5		11085040





**BP & ASSOCIATES**  
Company Secretaries

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

Practicing Company Secretary  
M No: 10798 | C P No: 8315



Place: Chennai

Date: 30.09.2016