



December 7, 2015

**National Stock Exchange of India Ltd.,
Exchange Plaza, C-1, Block G,
BandraKurla Complex,
Mumbai - 400 051**

**BSE Limited
Phiroze Jee jee bhoy Towers
Bandra (E) Dalal Street
Mumbai- 400001**

Dear Sir/Madam,

Sub: Voting Results

Ref: Security Code - 533329; Security ID - INTERRAIN

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) regulations, 2015, the consolidated voting results of the business transacted through postal ballot (including e-voting) in the prescribed format is enclosed.

Also find enclosed Scrutinizer report obtained from the Scrutinizer.

Requesting you to take the above on record & oblige

Thanking You,

Yours faithfully,

For Indian Terrain Fashions Limited

**J. Manikandan
Company Secretary**

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

INDIAN TERRAIN

INDIAN TERRIAM FASHIONS LIMITED - Voting Results

Annexure I

Date of the AGM/EGM	Postal Ballot & E-Voting From 2nd November, 2015 to 1st December, 2015
Total number of shareholders on record date	10291
No. of shareholders present in the meeting either in person or through proxy:	N/A
Promoters and Promoter Group:	
Public:	
No. of Shareholders attended the meeting through Video Conferencing	N/A
Promoters and Promoter Group	
Public	

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

Item no. 1 - Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution?	Ordinary Resolution							
	No	1	2	3	4	5	6	
Category		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
Promoter and Promoter Group								
		E-Voting	2217220	2217036	99.99	2217036	0	100
		Poll	2217220	0	0	0	0	0
		Postal Ballot (if applicable)	2217220	0	0	0	0	0
		Total	2217220	2217036	99.99	2217036	0	100
Public-Institutions		E-Voting	2204253	831890	37.74	831890	0	100
		Poll	2204253	0	0	0	0	0
		Postal Ballot (if applicable)	2204253	696000	31.58	696000	0	100
		Total	2204253	1527890	69.32	1527890	0	100
		E-Voting	2764787	161082	5.83	161082	0	100
		Poll	2764787	0	0	0	0	0
		Postal Ballot (if applicable)	2764787	1127	0.04	1127	0	100
		Total	2764787	162209	5.87	162209	0	100
Public- Non Institutions		Total	7186260	3907135	54.37	3907135	0	100



Item no. 2 – Alteration of the Capital Clause in the Memorandum of Association

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	2217220	2217036	99.99	2217036	0	100	0
	Poll	2217220	0	0	0	0	0	0
	Postal Ballot (if applicable)	2217220	0	0	0	0	0	0
	Total	2217220	2217036	99.99	2217036	0	100	0
Public-Institutions	E-Voting	2204253	831890	37.74	831890	0	100	0
	Poll	2204253	0	0	0	0	0	0
	Postal Ballot (if applicable)	2204253	696000	31.58	696000	0	100	0
	Total	2204253	1527890	69.32	1527890	0	100	0
Public- Non Institutions	E-Voting	2764787	161082	5.83	161082	0	100	0
	Poll	2764787	0	0	0	0	0	0
	Postal Ballot (if applicable)	2764787	1127	0.04	1127	0	100	0
	Total	2764787	162209	5.87	162209	0	100	0
Total		7186260	3907135	54.37	3907135	0	100	0

Item no. 3 – Alteration of the Capital Clause of the Articles of Association

Resolution required: (Ordinary/Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/resolution?		No						
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	2217220	2217036	99.99	2217036	0	100	0
	Poll	2217220	0	0	0	0	0	0
	Postal Ballot (if applicable)	2217220	0	0	0	0	0	0
	Total	2217220	2217036	99.99	2217036	0	100	0
Public-Institutions	E-Voting	2204253	831890	37.74	831890	0	100	0
	Poll	2204253	0	0	0	0	0	0
	Postal Ballot (if applicable)	2204253	696000	31.58	696000	0	100	0
	Total	2204253	1527890	69.32	1527890	0	100	0
Public- Non Institutions	E-Voting	2764787	161082	5.83	161082	0	100	0
	Poll	2764787	0	0	0	0	0	0
	Postal Ballot (if applicable)	2764787	1127	0.04	1127	0	100	0
	Total	2764787	162209	5.87	162209	0	100	0
Total		7186260	3907135	54.37	3907135	0	100	0



Item no. 4 – Alteration of Articles of Association

Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		No	Yes					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	2217220	2217036	99.99	2217036	0	100	0
	Poll	2217220	0	0	0	0	0	0
	Postal Ballot (if applicable)	2217220	0	0	0	0	0	0
	Total	2217220	2217036	99.99	2217036	0	100	0
	E-Voting	2204253	831890	37.74	831890	0	100	0
Public-Institutions	Poll	2204253	0	0	0	0	0	0
	Postal Ballot (if applicable)	2204253	696000	31.58	696000	0	100	0
	Total	2204253	1527890	69.32	1527890	0	100	0
	E-Voting	2764787	161082	5.83	161082	0	100	0
	Poll	2764787	0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	2764787	1127	0.04	1112	15	98.67	1.33
	Total	2764787	162209	5.87	162194	15	99.99	0.01
	Total	7186260	3907135	54.37	3907120	15	100.00	0.00

Item no.5- Purchase of Immoveable Property from Related Party

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Whether promoter/ promoter group are interested in the agenda/ resolution?		Yes	No					
Category	Mode of Voting	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
Promoter and Promoter Group	E-Voting	2217220	0	0.00	0	0	0	0
	Poll	2217220	0	0	0	0	0	0
	Postal Ballot (if applicable)	2217220	0	0	0	0	0	0
	Total	2217220	0	0.00	0	0	0	0
	E-Voting	2204253	815630	37.00	808373	7257	99.11	0.89
Public-Institutions	Poll	2204253	0	0	0	0	0	0
	Postal Ballot (if applicable)	2204253	696000	31.58	696000	0	100	0
	Total	2204253	1511630	68.58	1504373	7257	100	0
	E-Voting	2764787	52082	1.88	52082	0	100	0
	Poll	2764787	0	0	0	0	0	0
Public- Non Institutions	Postal Ballot (if applicable)	2764787	1127	0.04	1089	38	96.63	3.37
	Total	2764787	53209	1.92	53171	38	99.93	0.07
	Total	7186260	1564839	21.78	1557544	7295	99.53	0.47

FOR INDIAN TERRAIN FASHIONS LTD
J. Manikanda
 J. Manikanda
 Company Secretary



To

Chairman,
INDIAN TERRAIN FASHIONS LIMITED

Report of Scrutinizer

I, S Bhaskar, Partner, BP & Associates, Company Secretaries, have been appointed as a scrutinizer by the Board of Directors of Indian Terrain Fashions Limited for scrutinizing postal ballot voting including voting by electronic means in respect of resolutions contained in the Notice dated 23rd October 2015 through Postal Ballot.

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 passing of the resolutions contained in the Notice dated 23rd October 2015 through Postal Ballot.

- a) Ordinary Resolution : Sub-Division of Equity Shares from the Face Value of Rs. 10/- per share to Rs. 2/- per share

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	3210008	82%	0	0%	0	3210008	82%
	Postal Ballot	697127	18%	0	0%	0	697127	18%
	Total	3907135	100%	0	0%	0	3907135	100%





b) Special Resolution : Alteration of the Capital Clause in the Memorandum of Association

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: 2 of the Notice (Special Resolution)	e-Voting	3210008	82%	0	0%	0	3210008	82%
	Postal Ballot	697127	18%	0	0%	0	697127	18%
	Total	3907135	100%	0	0%	0	3907135	100%

c) Special Resolution : Alteration of the Capital Clause of the Articles of Association

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: 3 of the Notice (Special Resolution)	e-Voting	3210008	82%	0	0%	0	3210008	82%
	Postal Ballot	697127	18%	0	0%	0	697127	18%
	Total	3907135	100%	0	0%	0	3907135	100%

d) Special Resolution : Alteration of Articles of Association

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: 4 of the Notice (Special Resolution)	e-Voting	3210008	82%	0	0%	0	3210008	82%
	Postal Ballot	697112	18%	15	0%	0	697127	18%
	Total	3907120	100%	15	0%	0	3907135	100%





e) Ordinary Resolution : Purchase of Immovable Property from Related Party

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: 5 of the Notice (Ordinary Resolution)	e-Voting	860455	54.99%	7257	0.46%	2326036*	867712	55.45%
	Postal Ballot	697089	44.54%	38	0.01%	0	697127	44.55%
	Total	1557544	99.53%	7295	0.47%	2326036*	1564839	100%

Place: Chennai
Date: 07th December, 2015

For BP & Associates
Company Secretaries



S Bhaskar
Partner
C P No: 8315