



ITFL/SEC/2017-18/SEP/08

26th September, 2017

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: INDTERRAIN

Dear Sir/Madam,

Sub: Submission of Voting Results along with Scrutiniser's reports of the 8th Annual General Meeting.

Ref: Reg.44 of SEBI (LODR) Regulations, 2015

With reference to the above subject, we herewith enclose the Voting results as per Reg.44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 along with the Scrutiniser's report on E-voting, Poll and Combined report dated 26th September, 2017 for the 8th Annual General Meeting of the Company held on 25th September, 2017.

Please note that all the 4 resolutions as set out in the notice of AGM have been passed with requisite majority as prescribed under the Act.

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: a/a

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

INDIAN TERRAIN FASHIONS LIMITED

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

Particulars	Details
Date of Annual General Meeting	25th September 2017
Total number of shareholders on record date	10,915
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	3
Public:	32
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group	NIL
Public	NIL

Agenda- wise disclosure : All the four resolutions was passed with requisite majority
 Item no. 1 - To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon

Resolution required: (Ordinary/ Special)		Ordinary Resolution						
Category	Mode of Voting	No. of shares held	Whether promoter/ promoter group are interested in the agenda/resolution?				% of Votes in favour on votes polled	% of Votes against on votes polled
			No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – against		
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting		11085180	99.99	11085180	0	100.00	0.00
	Poll	11086100	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	11086100	11085180	99.99	11085180	0	100.00	0.00
Public-Institutions	E-Voting		9799202	70.28	9799202	0	100.00	0.00
	Poll	13943319	0	0.00	0	0	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	13943319	9799202	70.28	9799202	0	100.00	0.00
Public- Non Institutions	E-Voting		1692309	13.11	1692306	3	100.00	0.00
	Poll	12911881	770915	5.97	770915	0	100.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00
	Total	12911881	2463224	19.08	2463221	3	100.00	0.00
GRAND TOTAL		37941300	23347606	61.54	23347603	3	100.00	0.00



Item no.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

Ordinary Resolution									
Resolution required: (Ordinary/ Special)									
Whether promoter/ promoter group are interested in the agenda/resolution?									
Category	Mode of Voting	No. of shares held	Yes		No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled	No. of Votes - in favour	% of Votes - on outstanding shares
			No. of votes polled	% of Votes Polled					
		1	2	(3)=[(2)/(1)]* 100	4	5	(6)=[(4)/(2)]* 100	(7)=[(5)/(2)]*100	
Promoter and Promoter Group	E-Voting		4882250	44.04	4882250	0	100.00	0.00	0.00
	Poll	11086100	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	11086100	4882250	44.04	4882250	0	100.00	0.00	0.00
Public-Institutions	E-Voting		9799202	70.28	9799202	0	100.00	0.00	0.00
	Poll	13943319	0	0.00	0	0	0.00	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	13943319	9799202	70.28	9799202	0	100.00	0.00	0.00
Public- Non Institutions	E-Voting		1692309	13.11	1692305	4	100.00	0.00	0.00
	Poll	12911881	770915	5.97	770915	0	100.00	0.00	0.00
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00	0.00
	Total	12911881	2463224	19.08	2463220	4	100.00	0.00	0.00
	GRAND TOTAL	37941300	17144676	45.19	17144672	4	100.00	0.00	0.00

Note: 6202930 are abstained Votes in Promoter and Promoter group



Item no.3- To Appoint the Statutory Auditors of the Company and fix their remuneration

Resolution required: (Ordinary/ Special)		Ordinary 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	No. of Votes – in favour	No. of Votes – against	% of Votes in favour on votes polled	% of Votes against on votes polled			
		1	2	$(3) = \frac{(2)}{(1)} * 100$	4	5	$(6) = \frac{(4)}{(2)} * 100$	$(7) = \frac{(5)}{(2)} * 100$			
Promoter and Promoter Group	E-Voting		11085180	99.99	11085180	0	100.00				
	Poll	11086100	0	0.00	0	0	0.00				
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00				
	Total	11086100	11085180	99.99	11085180	0	100.00				
Public-Institutions	E-Voting		9799202	70.28	9799202	0	100.00				
	Poll	13943319	0	0.00	0	0	0.00				
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00				
	Total	13943319	9799202	70.28	9799202	0	100.00				
Public- Non Institutions	E-Voting		1692309	13.11	1692306	3	100.00				
	Poll	12911881	770915	5.97	770915	0	100.00				
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00				
	Total	12911881	2463224	19.08	2463221	3	100.00				
GRAND TOTAL		37941300	23347606	61.54	23347603	3	100.00				



Item no.4 - To consider and approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company
 Resolution required: (Ordinary/ Special)

		Ordinary Resolution									
		Yes									
Whether promoter/ promoter group are interested in the agenda/resolution?		Yes									
Category	Mode of Voting	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 and Promoter Group	E-Voting		0	0.00	0	0	0.00	0.00			
	Poll	11086100	0	0.00	0	0	0.00	0.00			
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00			
	Total	11086100	0	0	0	0	0.00	0.00			
Public-Institutions	E-Voting		6646839	47.67	6646839	0	100.00	0.00			
	Poll	13943319	0	0.00	0	0	0.00	0.00			
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00			
	Total	13943319	6646839	47.67	6646839	0	100.00	0.00			
Public- Non Institutions	E-Voting		1692309	13.11	1692305	4	100.00	0.00			
	Poll	12911881	770915	5.97	770915	0	100.00	0.00			
	Postal Ballot (Not Applicable)		0	0.00	0	0	0.00	0.00			
	Total	12911881	2463224	19.08	2463220	4	100.00	0.00			
GRAND TOTAL		37941300	9110063	24.01	9110059	4	100.00	0.00			

Note : a) 11085180 are abstained Votes in promoter and promoters group
 b) 3152363 are abstained Votes in Public- Institutions

For INDIAN TERRAIN FASHIONS LIMITED

Ravi B.S.G
 Company Secretary



**Combined Scrutinizer Report for e-Voting and Poll
of
Indian Terrain Fashions Limited**

To,
THE CHAIRMAN,
Indian Terrain Fashions Limited,
No. 208, Velachery Tambaram Road,
Narayanapuram, Pallikaranai,
Chennai-600 100

Dear Sir,

Sub: Passing of Resolutions through e-Voting And Poll conducted at the 08th Annual General Meeting

We, M/s. BP & Associates, Practising Company Secretaries, Chennai - 83, have been appointed as a Scrutinizer by

i. The Board of Directors through the Resolution dated 21st August, 2017 for the purpose of Scrutinizing the e-voting process under the provision 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 08th Annual General Meeting of the Company for conducting poll 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 08th Annual General Meeting of the members of the Company.

2. The Management of the Company is responsible to ensure the compliance requirement of the Companies Act, 2013 and Rules relating to e-voting and poll on the resolutions contained in the Notice to the 08th 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 above, based on the reports generated from the e-voting system provided by Central Depository Services (India) Ltd, the authorized agency engaged by the Company to provide facilities for e-voting and at the time of poll at Annual General Meeting.

3. The e-voting and Poll results were unblocked by us on 25th September 2017 at 4.00 PM in the presence of two witnesses (please refer our Scrutinizer report on evoting dated 26th September, 2017).

4. At the 08th Annual General Meeting of the Company held on 25th September, 2017, the Chairman of the meeting had suo motto 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.





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

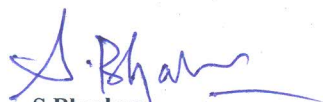
Item No of Notice	Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained* Votes	Total	
		Nos.	%	Nos.	%		Nos.	%
Item No: 1 of the Notice (Ordinary Resolution)	e-Voting	22,576,688	96.70%	3	0.00%	-	22,576,691	96.70%
	Poll	770,915	3.30%	-	-	-	770,915	3.30%
	Total	23,347,603	100.00%	3	0.00%	-	23,347,606	100.00%
Item No: 2 of the Notice (Ordinary Resolution)	e-Voting	16,373,757	95.50%	4	0.00%	6,202,930	16,373,761	95.50%
	Poll	770,915	4.50%	-	-	-	770,915	4.50%
	Total	17,144,672	100.00%	4	0.00%	6,202,930	17,144,676	100.00%
Item No: 3 of the Notice (Ordinary Resolution)	e-Voting	22,576,688	96.70%	3	0.00%	-	22,576,691	96.70%
	Poll	770,915	3.30%	-	-	-	770,915	3.30%
	Total	23,347,603	100.00%	3	0.00%	-	23,347,606	100.00%
Item No: 4 of the Notice (Ordinary Resolution)	e-Voting	8,339,144	91.54%	4	0.00%	14,237,543	8,339,148	91.54%
	Poll	770,915	8.46%	-	-	-	770,915	8.46%
	Total	9,110,059	100.00%	4	0.00%	14,237,543	9,110,063	100.00%

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

we hereby confirm that we are 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. we shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,


S Bhaskar,
Partner of BP & Associates,
Practising Company Secretaries
C P No: 8315



Place: Chennai-83
Date: 26/09/2017



FORM NO.MGT - 13

Report of Scrutinizer for Indian Terrain Fashions Limited

[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4) (xii) 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.

We, M/s. BP & Associates, Practising Company Secretaries, Chennai - 83, were appointed as Scrutinizers for the 8th Annual General Meeting of the Equity Shareholders of "Indian Terrain Fashions Limited" held on Monday, the 25th September 2017 at 11.30 a.m. at 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 (xii) of Rule 20(4) 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 Thursday, the 21st of September, 2017 up to 5.00 PM on Sunday, the 24th September, 2017.
2. The Shareholders holding shares as on the "cut off" date, i.e., 15th September, 2017 were entitled to vote on the proposed 4 (Four) resolutions as mentioned in the Notice of the 08th Annual General Meeting of "Indian Terrain Fashions Limited" (Item Number 1 to 4 of the Notice of the 08th AGM of Indian Terrain Fashions Limited)
3. The votes were unblocked on Monday 25th September, 2017 around 4.00 PM in the presence of two witnesses, namely, Mr. M.Gopinath and Ms. M.Priya.

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


Name: M.Gopinath


Name: M. Priya





BP & ASSOCIATES
Company Secretaries

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.

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

(a) Item No - 1

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon..

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
33	22,576,688	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	3	0.00%

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(b) Item No - 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.

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
30	16,373,757	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
2	4	0.00%





BP & ASSOCIATES

Company Secretaries

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
2	6,202,930

The above category denotes to Abstain.

(c) **Item No - 3**

To appoint the Statutory Auditors of the Company and fix their remuneration

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
33	22,576,688	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
1	3	0.00%

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
-	-

(d) **Item No - 4**

To consider and the approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company

(i) Voted in **favour** of the Resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
22	8,339,144	100.00%

(ii) Voted **against** the resolution:

Number of Members voted in evoting	Number of votes cast by them	% of total number of valid votes cast
2	4	0.00%

(iii) Invalid/Abstain Votes:

Number of Members voted in evoting	Total number of votes cast by them
10	14,237,543

The above category denotes to Abstain.





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,
Partner of BP & Associates,
Practising Company Secretaries
C P No: 8315

Place: Chennai
Date: 26/09/2017





Report of Scrutinizer for Indian Terrain Fashions Limited

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) 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 poll -Reg

We, M/s. BP & Associates, Practising Company Secretaries, Chennai - 83, was appointed as Scrutinizers for the purpose of the poll taken on the below mentioned resolution(s) at the 8th Annual General Meeting of the Equity Shareholders of "Indian Terrain Fashions Limited" held on Monday, the 25th September 2017 at 11.30 a.m. at Corporate Office of the Company Situated at SDF IV & C2 , 3rd Main Road, MEPZ/SEZ, Tambaram, Chennai-600 045 submit report as under:

1. After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in our presence with due identification marks place by us.
2. The locked ballot boxes were subsequently opened in our presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company.
3. We did not find poll Papers Invalid.
4. The result of the poll is as under:

(a) Item No - 1

To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 together with the reports of the Board of Directors and Auditors thereon..

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	770,915	100%





BP & ASSOCIATES

Company Secretaries

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(b) Item No - 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.

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	770,915	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-





(c) Item No - 3

To appoint the Statutory Auditors of the Company and fix their remuneration

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	770,915	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-

(d) Item No - 4

To consider and the approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company

(i) Voted in **favour** of the Resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
8	770,915	100%

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
-	-	-

(iii) Invalid/Abstain Votes:

Number of members present and voting (in person or by proxy)	Total number of votes cast by them
-	-





BP & ASSOCIATES
Company Secretaries

5. A Compact disc containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.

6. The poll papers and all other relevant records were sealed and handed over to the Company Secretary by the Board for safe keeping.

Thanking You,
Yours faithfully,

S Bhaskar,
Partner of BP & Associates,
Practising Company Secretaries
C P No: 8315



Place: Chennai
Date: 26/09/2017