



ITFL/SEC/2017-18/AUG/03

30th August, 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.: Notice of 8th Annual General Meeting of the Company

Ref.: Reg.30 and 47(3) of SEBI (LODR) Regulations, 2015

This is to inform that the 8th Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 25th September, 2017 at the Corporate office of the Company situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 at 11.30 A.M.

The notice of 8th Annual General Meeting along with the proxy form, attendance slip and route Map is enclosed. The Annual Report along with the notice of AGM has been dispatched to all the eligible shareholders as on the cut-off date 11th August, 2017 through email and permitted mode.

As per Reg. 47 of SEBI (LODR) Regulations, 2015 and other relevant provisions, the said notice will be published in "BUSINESS STANDARD" and in "MAKKAL KURAL" newspapers. The said advertisement will be available in the website of the Company www.indianterrain.com.

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



NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of Indian Terrain Fashions Limited will be held on Monday 25th September, 2017 at 11.30 A.M at the Corporate Office of the Company situated at SDF IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 to transact the following businesses:

ORDINARY BUSINESS

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.

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.

3. To appoint the Statutory Auditors of the Company and fix their remuneration and for the purpose to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Anil Nair & Associates, Chartered Accountants, Chennai (Firm Registration No. 000175S) and M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai (Firm Registration No.004915S/S200036) be and is hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company, subject to ratification of the appointment by members at every Annual General Meeting at such remuneration including applicable taxes and reimbursement of all related out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company and for the purpose to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 ("the Act") read with Schedule V of the Act and the rules made thereunder, and other applicable provisions, if any, including any statutory modification or re-enactment thereof or any other law and pursuant to the Articles of Association, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Company be and is hereby accorded for payment of revised remuneration to Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman and Managing Director of the Company with effect from 1st December, 2016 to the remaining tenure of his appointment i.e., upto 30th September, 2020 subject to the maximum limit prescribed under the Act as per the terms and conditions set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors/Nomination and Remuneration Committee (NRC) be and is hereby authorized to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/Nomination and Remuneration Committee may consider appropriate and permitted or authorized in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or enactment thereof, and/or any rules or regulations framed there under.

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Venkatesh Rajagopal, Chairman and Managing Director (DIN: 00003625), the total remuneration payable to him by way of Salaries, perquisites and other benefits shall be within the limits prescribed in Schedule V of Companies Act, 2013 or any modifications thereto.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 21st August, 2017
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE Company.

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than forty-eight hours before the commencement of the AGM. Proxies admitted on behalf of the Companies, Societies and Partnership firms etc., must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.

- Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his/her identity at the time of attending the AGM. When a member appoints a proxy and both the member and proxy attend the meeting, the proxy stands automatically revoked.
- Corporate members are requested to send a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
- Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed hereto.
- A member would be entitled to inspect the proxies lodged during the business hours of the Company during the period 24 hours before the time fixed for the commencement of AGM and until the conclusion of the AGM.
- The members/proxies are requested to bring their copy of the annual report to the AGM along with duly filled in attendance slips for admission to the AGM.
- The Register of Members and the Share Transfer books of the Company will remain closed from 16th September, 2017 to 25th September, 2017 (both days inclusive).
- Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares, members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Link Intime India Private Ltd, C 101, 247 Park, L.B.S. Marg, Vikroli (west), Mumbai-400083.
- Members are requested to contact the Company's Registrar & Share Transfer Agents, Link Intime India Private Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ravi B.S.G, Company Secretary and Compliance Officer addressed to the Corporate Office of the Company (Phone: (044) 4227 9241; Email: ravi.bsg@indianterrain.com/response.ifl@indianterrain.com).
- Queries if any, on the accounts and operation of the Company may please be sent to the Corporate Office situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600045 (marked to the attention of CS/CFO) at least seven days prior to the date of AGM.
- The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, Link Intime India Private Ltd.
- In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the notice. The instructions for e-voting are given in serial no.18. The cut-off date for determining the eligibility to vote by electronic means or by ballot at the AGM shall be 15th September, 2017.
- The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the aforesaid Meeting. The facility of voting through electronic voting system will not be available at the Meeting. Members who have cast their vote by remote e-voting may attend the Meeting, but shall not be eligible to vote at the Meeting. Such members will also not be allowed to change or cast votes again. The Company shall be providing the facility of voting through polling and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.
- In keeping with the Green Initiative measures, the Company hereby request the members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
- The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which



directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the AGM.

16. A route map showing directions to reach the venue of the 8th Annual General Meeting is given along with this notice.

17. IMPORTANT SHAREHOLDERS COMMUNICATION:

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at response.itfl@indianterrain.com or to the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor section in website of the Company www.indianterrain.com.

Electronic copy of the notice of the 8th AGM and Annual Report for the financial year 2016-17 of the Company inter alia indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2016-17 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the eligible members of the Company.

18. E-Voting:

Voting through electronic means: The Company is pleased to provide members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014 and Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

The instructions for shareholders voting electronically (remote e-Voting) are as under:

- The voting period begins on 21st September, 2017 at 9.00 A.M. and ends on 24th September, 2017 at 5.00 P.M. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 15th September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by shareholder, the shareholder shall not be allowed to change it subsequently.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through polling paper in the Annual General Meeting.
- The shareholders should log on to the e-voting website www.evotingindia.com.
- Click on Shareholders/Members.
- Now Enter your User ID
 - For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any Company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

	In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date or Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. If both the details are not recorded with the depository or Company please enter the member id/folio number in the Dividend Bank details field as mentioned in instruction (v)

- After entering these details appropriately, click on "SUBMIT" tab.
 - Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other Company on which they are eligible to vote, provided that Company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - Click on the EVSN for the relevant Company Name on which you choose to vote. i.e., INDIAN TERRAIN FASHIONS LIMITED
 - On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
 - After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
 - You can also take a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
 - If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
 - Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Custodian/Corporate shareholder.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they should create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
 - Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 15th September, 2017 may follow the same instructions as mentioned above for e-Voting.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.
19. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 15th September, 2017.



20. The Board of Directors has appointed BP & Associates, Practicing Company Secretary, New No.74 (old No.62) Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai- 83 as the Scrutinizer for conducting the e-voting and poll in a fair and transparent manner.
21. The Scrutinizer shall within a period not exceeding 03 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 02 (two) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
22. The Results shall be declared by the Chairman or by any person authorized by him in this regard on or before 27th September, 2017. The result along with the Scrutinizer's report shall be placed on the Company's website www.indianterrain.com and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and will be communicated to BSE Limited & National Stock Exchange of India Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.
23. All documents referred to in the accompanying notice shall be open for inspection at the Corporate Office of the Company during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays & Sundays and including the date of the Annual General Meeting of the Company.

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 21st August, 2017
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013:

Annexure to the Notice of 8th Annual General Meeting scheduled to be held on Monday, 25th September, 2017

Item No.4

The Board of Directors of the Company at their meeting held on 11th August, 2015 had re-appointed Mr. Venkatesh Rajagopal as Managing Director of the Company with a remuneration of ₹ 3,50,000/- per month for a period of 5 years with effect from 1st October, 2015 to 30th September, 2020 and was subsequently approved by the Shareholders at the Annual general meeting held on 25th September, 2015.

Further, the Board of directors at their meeting held on 12th November, 2016 had approved the revision in remuneration payable to Mr. Venkatesh Rajagopal, Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee after considering various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of the Managing Director in the day to day operations for the overall growth of the Company especially in respect of exploring new domestic markets, deeper penetration of existing markets, enhancing brand value through various initiatives, financial growth of the Company etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the Company and shareholders.

Taking into account the size of operations of the Company, position, responsibilities and expertise of Mr. Venkatesh Rajagopal, Chairman and Managing Director, the board has approved the revision in remuneration from ₹ 3,50,000/- per month to ₹ 6,00,000/- per month on a fixed basis and he shall be entitled to a variable commission of 2% of Net profits for every financial year and the total remuneration including the variable commission shall not exceed the maximum of 5% of Net profits as computed under Section 198 of Companies Act, 2013 with effect from 1st December, 2016 to the remaining tenure of his appointment i.e., upto 30th September, 2020 subject to the approval of the Shareholders.

Except the revision in remuneration, all other existing terms and conditions of his appointment remain unaltered and which are reproduced hereunder.

S.NO	PARTICULARS	DESCRIPTION
1	Salary	₹ 6,00,000/- Per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 2% of Net profits for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.

6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company is authorized to alter or vary the terms of remuneration of Mr. Venkatesh Rajagopal, Chairman and Managing Director of the Company as it may, at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, and other applicable provisions, if any, (Including any statutory modification or re-enactment thereof for the time being in force) or any amendments made thereto from time to time.

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 4 of the notice are recommended to be passed as ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 4 of the accompanying notice except Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal and their relatives.

Pursuant to Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Directors whose remuneration and reappointment is proposed are given below:

S. NO	CATEGORY	PARTICULARS	
1.	Name of the Director	Mr. Venkatesh Rajagopal (DIN: 00003625)	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	60 Years	62 Years
3.	Nationality	Indian	Indian
4.	Qualification	B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and M.A from Bangalore University.	P.G. in Economics from University of Bangalore
5.	Expertise in specific functional areas	Managerial, Financial, Marketing and Administration	General Management and Administration
6.	Date of first appointment to the Board	29 th September, 2009	29 th September, 2009
7.	Terms of Re-appointment	Re-appointed for 5 years with effect from 1 st October, 2015.	Re-appointed for 3 years with effect from 1 st October, 2016.
8.	Revised Remuneration sought to be paid w.e.f 1 st December, 2016	Salary: ₹ 6,00,000/- Per month Commission on variable basis: In addition to the above, he shall be entitled to receive 2% of Net profits for every financial year as Variable Commission and such that the total remuneration including variable commission shall not exceed the maximum of 5% of Net profits as per the provisions of the Act.	NIL
9.	Remuneration last drawn in the FY 2015-16	Salary ₹ 42,00,000/-	Salary ₹ 42,00,000/-
10.	Shareholding in this Company	47,47,115 equity shares (12.51%) as on 30 th June, 2017	62,02,930 equity shares (16.35%) as on 30 th June, 2017



11.	Relationship	<u>Relationship with directors</u> • Spouse of Mrs. Rama Rajagopal (Whole time Director) <u>Relationship with Manager</u> • NA <u>Relationship with Key Managerial Personnel</u> • NIL	<u>Relationship with directors</u> • Spouse of Mr. Venkatesh Rajagopal (Managing Director) <u>Relationship with Manager</u> • NA <u>Relationship with Key Managerial Personnel</u> • NIL
12.	No of Board Meetings held and attended during the year	6/6 (Six)	4/6 (Six)
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited	Celebrity Fashions Limited
14.	Chairpersonship/ Membership in committees of other Entities	Celebrity Fashions Limited • Member - Corporate Social Responsibility Committee	Celebrity Fashions Limited • Chairperson - Corporate Social Responsibility Committee

By Order of the Board
for INDIAN TERRAIN FASHIONS LIMITED

Date: 21st August, 2017
Place: Chennai

sd/-
Ravi B.S.G
Company Secretary



INDIAN TERRAIN FASHIONS LIMITED

CIN: L18101TN2009PLC073017

Registered Off: No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai-600100.

Phone No.91-44-4227 9100; Fax No. +91-44-2262 2897; email: response.iff@indianterrain.com Website: www.indianterrain.com.

ATTENDANCE SLIP

*DP ID		Folio No	
*Client ID		No of Shares	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company and I hereby record my presence at the 8th ANNUAL GENERAL MEETING of the Company at SDF-IV & C2, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai - 600 045 on Monday, 25th September, 2017 at 11.30 a.m

Shareholder's/Proxy's name in BLOCK LETTERS

Signature of Shareholder/Proxy

Note: Please fill attendance slip and hand it over at the entrance of the meeting hall.

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN	L18101TN2009PLC073017
Name of the Company	INDIAN TERRAIN FASHIONS LIMITED
Registered Office	208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai - 600 100
Name of the Member(s)	
Registered Address	
E-mail ID	
Folio No./Client ID	
DP ID	

I/We, being the member(s) of Shares of the Indian Terrain Fashions Limited, hereby appoint

1. Name :

2. Name :

Address :

Address :

E-mail ID :

E-mail ID :

Signature :or falling him / her.

Signature :or falling him / her.

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the 8th Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 11.30 a.m. at SDF-IV& C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 and at any adjournment thereof in respect of such resolutions are indicated below:

Resolution No.	Resolution	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31 st March, 2017 together with the reports of the Board of Directors and Auditors thereon		
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.		
3	To appoint the Statutory Auditors of the Company and fix their remuneration		
4	To consider and the approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company		

Signed this ____ day of September 2017.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Affix ₹ 1
Revenue Stamp

Note: This form of proxy in order to be effective, should be duly completed and deposited at the Corporate Office of the Company situated at SDF-V& C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 not less than 48 hours before the commencement of the 8th AGM.



ROUTE MAP TO THE 8TH AGM VENUE

Venue Address : SDF - IV & C2, 3rd MAIN ROAD, MEPZ – SEZ, CHENNAI - 600045

