October 16, 2015

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

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001

Dear Sir/Madam,

Sub: Clause 31 (d) of the listing agreement

The 6th Annual General Meeting of the Members of our Company was held on Friday, 25th September 2015 at the corporate office of the company at SDF IV & C2, Third Main Road, MEPZ SEZ, Tambaram , Chennai ,Tamil Nadu, 600045 at 11.30 A.M. We are herewith enclosing copy of the proceedings of the Annual General Meeting, pursuant to clause 31(d) of the listing agreement.

Kindly acknowledge receipt.

Thanking You,

Yours faithfully,
For Indian Terrain Fashions Limited

J. Manikandan
Company Secretary

encl: a/a

PROCEEDINGS OF THE SIXTH ANNUAL GENERAL MEETING OF INDIAN TERRAIN FASHIONS LIMITED HELD ON FRIDAY, SEPTEMBER 25, 2015 AT 11.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT SDF IV & C2, 3RD MAIN ROAD, MEPZ/SEZ, TAMBARAM, CHENNAI - 600 045.

DIRECTORS PRESENT:

Mr. V Rajagopal	Chairman and Managing Director
Mr.N.K.Ranganath	Director (Chairman - Audit Committee, Nomination & Remuneration Committee & Stakeholders Relationship Committee)

IN ATTENDANCE:

Mr.Charath Ram Narsimhan - CEO
Mrs.L.Visalakshi - Vice President – Finance (Group)
Mr. M. Thiyagarajan - Chief Financial Officer
Mr.J.Manikandan - Company Secretary
Mr.Bhaskar Swaminathan – Practicing Company Secretary & Scrutinizer (E-voting & Poll)

MEMBERS ATTENDANCE:

Members in person: 37
Members by proxy: 2

CHAIRMAN:

Mr.V.Rajagopal, Chairman of the Board of Directors presided over the meeting.

The Chairman then welcomed all Members to the 6th AGM of the Company and introduced the Directors on the dais.

The Chairman having ascertained that the requisite quorum fixed for the Meeting was present declared the Meeting open. The Chairman informed the members that the Register of Directors & KMP and their Shareholding under Section 170 of the Companies Act, 2013 and Register of proxies were placed on the table and were available for inspection.

The Chairman then informed that the Notice of the 6th Annual General Meeting (AGM) along with the copies of the Audited Accounts for the year ended 31st March, 2015 together with the Director's and Auditor's Reports having been dispatched to all the Members within the statutory period. With the consent of the Members, the Notice of the 6th AGM was taken as read.

The Chairman then called upon Mr.J.Manikandan, Company Secretary to read out the Auditor's report to the Members.

The Chairman gave an overview of the financial performance of the Company for the financial year ended March 31, 2015 and its future outlook. Further the Chairman invited the members to ask queries, if any on the notice, annual report and the financials. Members attended the meetings have raised queries on the company's accounts and businesses, which were replied by the Chairman and the Management team.

After ascertaining that there were no more queries, the Chairman informed the Members that Pursuant to the Provisions of the Section 108 of the Companies Act, 2013 read with the Rule 20 of the Companies (Management and Administration) Rules, 2014 the Company had extended the e-voting facility through Central Depository Services India Ltd to the Members of the Company in respect of businesses to be transacted at Annual General Meeting. The e-voting commenced at 22nd September, 2015 (9.00 a.m.) and ended at 24th September, 2015 (5.00 p.m.). Mr.S.Bhaskar, Practicing Company Secretary was appointed as the Scrutinizer by the Board for scrutinizing the e-voting process.

The Chairman informed that as per the provisions of the Companies Act 2013, resolutions shall not be passed by show of hands as Company provided e-voting facility. Thus, the company arranged for a poll for the members present on all the resolutions to be passed in this meeting. Mr. S Bhaskar, Practicing Company Secretary is appointed as the Scrutinizer for the Poll Process.

The Chairman ordered Poll on the resolutions of Ordinary and Special Business set out in items 1 to 4 of the Annual General Meeting Notice. Poll Ballot paper was distributed to the members.

ORDINARY BUSINESS:

1. Consider and adopt the Financial Statements of the Company for the year ended 31st March, 2015 including audited Balance Sheet as at 31st March, 2015 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 (Ordinary Resolution)
2. Re-appointment of Mrs.Rama Rajagopal (DIN 00003565) who retires by rotation (Ordinary Resolution)
3. Ratification of appointment of M/s.Anil Nair & Associates, Chartered Accountants (Firm Registration No.000175S) & M/s.CNGSN & Associates, Chartered Accountants (Firm Registration No.004915S) as Statutory Auditors and fixing their remuneration (Ordinary Resolution)

SPECIAL BUSINESS:

4. Re-appointment of Mr.V.Rajagopal, as Managing Director of the Company (Ordinary Resolution)

He requested all members, who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion of their shares of the paid up equity share capital of the Company as on the cut-off date September 18, 2015.

The Chairman informed that the combined result of e-voting and the poll would be declared on/before 28th September, 2015. Further said, the Combined result along with report of Scrutinizer will be informed to stock exchanges (NSE & BSE) and report of Scrutinizer for e-voting and the Poll uploaded on website of Central Depository Services India Ltd (www.cdslindia.com).

Thereafter Poll was conducted.

There being no other business to be transacted, the Chairman declared closure of the meeting.

For INDIAN TERRAIN FASHIONS LIMITED

J MANIKANDAN
COMPANY SECRETARY

INDIAN TERRAIN FASHIONS LTD * CHENNAI 600 100