



21st May, 2015

Bombay Stock Exchange Ltd
PJ Towers
Dalal Street
Mumbai 400 023

National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai 400 051

Dear Sirs,

Sub: Approval of Audited Annual Financial Results-Board Meeting Dated 21st May 2015

Ref.: Scrip Code – 533329 / INTERRAIN

The Board of Directors of the Company at their Meeting held on 21st May 2015, at the Corporate Office of the Company has approved the Audited Annual Financial Results for the Quarter and the year ended 31st March, 2015

We hereby enclose the aforesaid approved Audited Annual financial results along with Auditors Report as per the Listing Agreement for your records.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For INDIAN TERRAIN FASHIONS LIMITED

Authorised signatory

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

INDIAN TERRAIN

Dr. C.N. GANGADARAN
B.Com., FCA, MBIM (Lond.), Ph.d.

S. NEELAKANTAN
B.Com., FCA

R. THIRUMALMARUGAN
M.Com., FCA

G. CHELLA KRISHNA
M.Com., FCA, PGPM

CNGSN & ASSOCIATES LLP

CHARTERED ACCOUNTANTS

"Agastyar Manor"

New No.20, Old No.13, Raja Street,
T.Nagar, Chennai - 600 017.

Tel. : 91-44-2431 1480. Fax : 91-44-2431 1485

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D. KALAIALAGAN
B.Com., FCA

B. RAMAKRISHNAN
B.Com., FCA, Grad. CWA

V. VIVEK ANAND
B.Com., FCA

INDEPENDENT AUDITOR'S REPORT

To the Members of Indian Terrain Fashions Limited

Report on the Financial Statements

We have audited the accompanying financial statements of **Indian Terrain Fashions Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2015, Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, the state of affairs of the Company as at March 31, 2015, and its profit and its cash flows for the year ended on that date.



CHARTERED ACCOUNTANTS

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013 we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by section 143(3) of the Companies Act, 2013 we report that:
 - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e. on the basis of the written representations received from the directors as on March 31, 2015, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2015, from being appointed as a director in terms of Section 164(2) of the Act; and
 - f. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements as referred to in Note 27C to the financial statements
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses; and
 - iii. There were no amounts requiring to be transferred to the Investor Education and Protection Fund by the Company.

For CNGSN & ASSOCIATES LLP

Chartered Accountants

F.R.No.004915S



C N GANGADARAN

Partner

Memb.No.11205



Place:Chennai

Date: May 21, 2015.

Annexure to the Auditors' Report

The Annexure referred to in our Independent Auditor's Report to the members of **Indian Terrain Fashions Limited** ("the Company") on the financial statements for the year ended March 31, 2015, we report that:

1. In respect of its Fixed Assets:

- a. The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- b. As explained to us, the fixed assets of the Company have been physically verified by the Management during the year in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. In accordance with the phased programme of verification, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification.

2. In respect of its inventories :

- a. As explained to us the inventories of the Company, except in the case of stock of raw material of the value ` 2.98 crores lying in transit for which confirmation has been obtained, have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
- b. In our opinion and according to the information and explanations given to us, the physical verification of inventories followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
- c. According to the information and explanations given to us, the Company has maintained proper records of inventories. As explained to us, there were no material discrepancies noticed on physical verification of inventories as compared to book records.

3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act, 2013. Hence, the question of reporting whether the receipt of principal and interest are regular and whether reasonable steps for recovery of over dues of such loans taken do not arise.

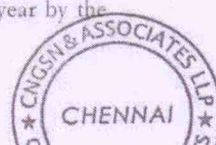
4. In our opinion and according to the information and explanations given to us, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to the purchase of fixed assets, inventory and for the sale of goods and services. Further, on the basis of our examination of the books and records of the Company, and according to the information and explanations given to us, we have neither observed nor have we been informed of any continuing failure to correct major weaknesses in the internal control system.

5. According to the information and explanations given to us, the Company has not accepted any deposits from the public. Therefore in our opinion the provisions of Clause (v) of paragraph 3 of the Order (as amended) are not applicable to the Company.

6. We have broadly reviewed the cost records maintained by the Company pursuant to the Companies (Cost Accounting Records) Rules 2011 prescribed by the Central Government under section 148(1) of the Companies Act, 2013 and are of the opinion that *prima facie* the prescribed cost records have been maintained. However we are not required to and have not carried out any detailed examination of such accounts and records.

7. In respect of statutory dues:

- a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including provident fund, income tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues have been regularly deposited during the year by the



Company with the appropriate authorities. As explained to us, the Company did not have any dues on account of duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31 March 2015 for a period of more than six months from the date they became payable.

- a. According to the information and explanations given to us, the disputed statutory dues aggregating to Rs.177.88 lakhs that has not been deposited on account of matters pending before the appropriate authorities are as under:-

Name of the Statute	Nature of Dues	Forum Where the dispute is pending	Period to which the amount relates	Amount (₹. in Lakhs)
Central Excise Act, 1944	CENVAT	Appellate Tribunal, Central Excise & Service Tax, Chennai	February 2012 to April 2012	47.43
Central Excise Act, 1944	CENVAT	Appellate Tribunal, Central Excise & Service Tax, Chennai	May 2012 to September 2012	32.18
Central Excise Act, 1944	CENVAT	Commissioner Appeals, Central Excise, Chennai	October 2012 to January 2013	46.45
Central Excise Act, 1944	CENVAT	Commissioner, Central Excise, Chennai	February 2013	51.82
Total				177.88

- b. According to the information and explanations given to us, there were no amounts which were required to be transferred to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules there under.

8. The Company does not have any accumulated losses at the end of the financial year and has not incurred cash losses in the financial year and in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions and banks. The Company did not have any Debentures outstanding during the year.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial institutions. Hence in our opinion clause (x) of paragraph 3 of the Companies (Auditors Report) Order, 2015 is not applicable to the Company.
11. According to the information and explanations given to us, and based on the records and documents produced before us, in our opinion the term loans have been applied for the purposes for which they were obtained.



12. According to the information and explanations given to us no material fraud on or by the Company has been noticed or reported during the course of our audit.

for CNGSN & ASSOCIATES
Chartered Accountants
ICAI Firm Registration Number 004915S



C.N. GANGADARAN
Partner
Membership Number 11205



Place: Chennai
Date: 21.05.2015

Indian Terrain Fashions Limited

Regd Office: No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai - 600 100.

Audited Financial Results for the Quarter and Year Ending 31st March 2015

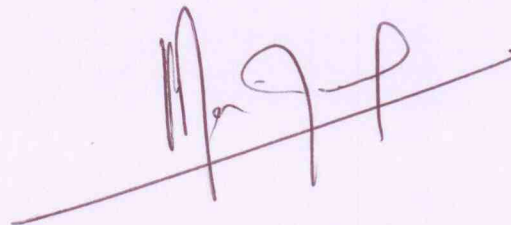
INDIAN TERRAIN

Sl. No.	Particulars	Quarter Ended			Rs. In Crs	
		Audited	Unaudited	Audited	FY 2014-15	FY 2013-14
		31-Mar-15	31-Dec-14	31-Mar-14	Audited	Audited
1	Net Sales / Income from Operations	68.97	66.09	61.97	290.41	232.06
	Other Operating Income	-	-	-	-	-
	Total	68.97	66.09	61.97	290.41	232.06
2	Cost of Sales / Operating Expenses					
	-- (Increase) / Decrease in Stock	(11.32)	11.86	(13.88)	4.46	(11.77)
	-- Consumption of Raw Materials	14.08	11.36	27.17	59.08	73.59
	-- Purchase of traded goods	20.95	8.34	9.35	57.76	27.93
	-- Employee Costs	3.11	3.40	2.74	13.42	11.08
	-- Depreciation	0.85	0.59	1.01	2.92	2.46
	-- Other Expenses	33.88	23.17	30.36	122.17	107.05
	-- Total	61.55	58.72	56.75	259.81	210.34
3	Profit from Operations before Other Income, Interest and Exceptional Items	7.42	7.37	5.22	30.60	21.72
4	Other Income	0.62	0.05	0.06	0.78	0.28
5	Profit before Interest and Exceptional Items	8.04	7.42	5.28	31.38	22.00
6	Interest & Other Finance Costs	1.67	2.48	2.56	8.63	9.50
7	Profit after Interest but before Exceptional Items	6.37	4.94	2.72	22.75	12.50
8	Exceptional Item	-	-	-	-	-
9	Profit / (Loss) from Ordinary Activities before Tax	6.37	4.94	2.72	22.75	12.50
10	Provision for Tax	2.37	-	2.62	4.77	2.62
11	Net Profit / (Loss) from Ordinary Activities after tax	4.00	4.94	0.10	17.98	9.88
12	Extraordinary Items (net of tax expenses)	-	-	-	-	-
13	Net Profit / (Loss) for the Period (11+12)	4.00	4.94	0.10	17.98	9.88
14	Paid-Up Equity Share Capital (Equity Shares of Rs.10/- each)	7.19	5.77	5.69	7.19	5.69
15	Reserves excluding Revaluation Reserves as per Balance Sheet				119.21	30.49
16	Earnings Per Share (before Extraordinary items)					
	-- Basic EPS	5.87	8.56	0.18	30.04	17.45
	-- Diluted EPS	5.87	8.56	0.17	29.67	17.22
	Earnings Per Share (after Extraordinary items)					
	-- Basic EPS	5.87	8.56	0.18	30.04	17.45
	-- Diluted EPS	5.87	8.56	0.17	29.67	17.22



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Select Information for the Quarter and Year Ended 31st March 2015						
Sl. No.	Particulars	Quarter Ended			FY 2014-15	FY 2013-14
		Audited 31-03-15	Unaudited 31-12-14	Audited 31-03-14	Audited	Audited
A	Particulars of Shareholding					
1	Public Shareholding					
	-- Number of Shares	4,968,750	3,556,321	3,473,821	4,968,750	3,473,821
	-- Percentage Shareholding	69.1%	61.6%	61.1%	69.1%	61.1%
2	Promoters and Promoter Group Shareholding					
	a) Pledged / Encumbered					
	-- Number of Shares	1,529,290	1,529,290	1,529,290	1,529,290	1,529,290
	-- Percentage Shares (as a % of the total shareholding of promoter and promoter group)	69.0%	69.0%	69.0%	69.0%	69.0%
	-- Percentage Shares (as a % of the total share capital of the company)	21.3%	26.5%	26.9%	21.3%	26.9%
	b) Non-Encumbered					
	-- Number of Shares	688,220	688,220	688,220	688,220	688,220
	-- Percentage Shares (as a % of the total shareholding of promoter and promoter group)	31.0%	31.0%	31.0%	31.0%	31.0%
	-- Percentage Shares (as a % of the total share capital of the company)	9.6%	11.9%	12.1%	9.6%	12.1%
	Particulars for 3 months ending 31st March 2015					
B	Investor Complaints					
	Pending at the beginning of the Quarter	NIL				
	Received during the Quarter		1			
	Disposed during the Quarter		1			
	Remaining unresolved at the end of the Quarter	NIL				




Indian Terrain Fashions Limited			
Statement of Assets and Liabilities			
		31-Mar-15	31-Mar-14
Particulars		Rs. In Crs	
		Audited	
A	EQUITY AND LIABILITIES		
1	Shareholders Funds		
	(a) Capital	7.19	5.69
	(b) Reserves & Surplus	119.21	30.49
		126.40	36.18
2	Non-Current Liabilities		
	(a) Long Term Borrowings	-	16.28
	(b) Deferred Tax Liabilities (net)	-	-
	(c) Other Long Term Borrowings	7.89	5.06
		7.89	21.34
3	Current Liabilities		
	(a) Short Term Borrowings	39.28	35.04
	(b) Trade Payables	14.83	16.28
	(c) Other Current Liabilities	16.27	26.17
	(d) Short Term Provisions	10.75	5.71
		81.13	83.20
	TOTAL EQUITY AND LIABILITIES	215.42	140.72
B	ASSETS		
1	Non-Current Assets		
	(a) Fixed Assets	6.74	7.94
	(b) Long Term Loans and Advances	13.41	8.53
	(c) Other Non-Current Assets	0.23	0.30
		20.38	16.77
2	Current Assets		
	(a) Current Investment	59.07	-
	(b) Inventories	35.87	43.09
	(c) Trade Receivables	95.62	77.11
	(d) Cash and Bank Balances	2.43	2.70
	(e) Short Term Loans and Advances	0.69	0.34
	(f) Other Current Assets	1.36	0.71
		195.04	123.95
	TOTAL ASSETS	215.42	140.72

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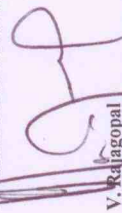


Notes

- 1 The above results as reviewed by Audit Committee were approved and taken on record by Board of Directors in the meeting held on 21st May 2015.
- 2 The financial results for the year ended 31st March 2015 have been audited by the Statutory Auditors of the Company. Pursuant to Demerger, the Company has got a net deferred tax asset on account of accumulated losses and unabsorbed depreciation and hence the Company does not have any income liable to be taxed under the normal provisions of Income Tax Act. However the Company is subject to Minimum Alternate Tax (MAT).
In compliance with the provisions of the Accounting Standard - 22, "Accounting for Taxes on Income" and based on General Prudence, the Company has not recognised the deferred tax asset.
- 3 At the AGM held on 29th September, 2014, M/s. Anil Nair & Associates, Chartered Accountants, Chennai and M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai were appointed as joint auditors for the Company for the Financial year 2014-15. However, M/s. Anil Nair & Associates are awaiting the revalidation of their Peer Review Certificate and the process is on-going. As on the date of signing the Balance Sheet, M/s. Anil Nair & Associates are yet to receive the certification from Peer Review Board. Consequently as a matter of abundant prudence, M/s. Anil Nair & Associates have abstained from signing the Balance Sheet of the Company. The Annual Accounts of the Company including its Balance Sheet, Statement of Profit and Loss along with Cash Flow Statement have been audited and signed by M/s. CNGSN & Associates LLP.
- 4 During the period the Company has re-aligned its Depreciation Policy in accordance with Schedule II, Companies Act, 2013. Consequently with effect from 1st April 2014, the carrying value of assets is now depreciated over its revised remaining useful life. Where the remaining useful life of the asset is NIL as on 1st April 2014, carrying value of assets amounting to Rs.67.46 lakhs has been adjusted against opening reserves and surplus.
- 5 The Company operates exclusively in the segment of garments. This in the context of Accounting Standard 17 (AS 17) "Segment Reporting" issued by the Institute of Chartered Accountants of India constitutes one single primary segment.
- 6 The number of shares used in calculating the Basic and Diluted EPS is based on weighted average number of shares outstanding during the period / year as per Accounting Standard 20.
- 7 The figures of last quarter are the balancing figures between audited figures in respect of full Financial Year and the published year to date figures upto the third quarter of the current financial year.
- 8 Previous period figures have been regrouped / reclassified, wherever necessary.

Date: 21st May 2015
Place: Chennai

By Order of the Board
for Indian Terrain Fashions Limited


V. Rajagopal
Chairman and Managing Director