17th March 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: Postal Ballot Notice

Ref.: Scrip Code – 533329 / INDTERRAIN

We hereby enclose Postal Ballot Notice & Ballot Form of Indian Terrain Fashions Limited for your record.

Kindly acknowledge the receipt.

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

J.Manikandan
Company Secretary
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
CIN NO : L18101TN2009PLC073017

INDIAN TERRAIN

INDIAN TERRAIN FASHIONS LIMITED

CIN: L18101TN2009PLC073017
Registered Office: No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai 600100
Phone No: 044 4227 9100; email: response.itfl@indianterrain.com.
Fax No: 044 22622897 Website: www.indianterrain.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Member(s),

NOTICE IS HEREBY GIVEN that the resolution as set out in this notice is proposed for consideration and approval of the Members of the Company by means of postal ballot / e-voting under Section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.

Accordingly, the Resolution and the Explanatory Statement is being sent to you for your consideration, along with a Postal Ballot Form. The Company has appointed Mr. Bhaskar Swaminathan, Practicing Company Secretary, as the Scrutinizer for conducting the Postal Ballot / e-voting process in a fair and transparent manner.

To consider and if thought fit, to give assent/ dissent to the following Resolution as a **Special Resolution:**

ITEM NO.1:-

TO APPROVE TRANSACTIONS WITH RELATED PARTY

"RESOLVED THAT pursuant to section 188 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder including any modification or amendments or clarifications thereon, if any, and pursuant to the revised Clause 49(VII) of the Listing Agreement entered into with the Stock Exchanges as applicable and subsequent modifications/amendments thereto as are made from time to time and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary, approval of the shareholders be and is hereby accorded to the Board of Directors to enter into a contract(s)/ arrangement (s)/ transaction(s) with Celebrity Fashions Limited, a related party within the meaning of the aforesaid law, on such terms and conditions as may be mutually agreed upon,upto a maximum amount of Rs. 40 crores in any financial year, from the financial year 2014-2015 and onwards provided, however that contract(s)/ transaction(s) so carried out shall at all times be on arm's length basis and in the ordinary course of the Company's business.

"RESOLVED FURTHER THAT any acts/transactions done with the said party after 1st April, 2014 and up to the date of passing of this resolution are hereby approved and ratified."

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above Resolution; sign and execute necessary documents and papers on an ongoing basis and to do and perform all such acts, deeds and things as may be necessary or in its absolute discretion deem necessary, proper, desirable and to finalize any documents and writings in this regard.

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any one or more Directors of the Company or any other officer(s) or employee(s) of the Company as it may consider appropriate in order to give effect to this Resolution."

By Order of the Board of Directors

Place: Chennai — J Manikandan

Date : 11.03.2015 — Company Secretary

NOTES:

1. The Explanatory Statement pursuant to Section 102(1) read with Section 110 of the Companies Act, 2013 is appended herein below.

2. The Notice is being sent to all the Members, whose names appear in the Register of Members / List of Beneficial Owners / Records of Depositories as on 06th March, 2015. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participant (in case of electronic shareholding)/ the Company's Registrar and Share Transfer Agents (in case of physical shareholding). In case of Members whose e-mail addresses are not registered, physical

copies of the Notice are being sent in the manner prescribed.

3. The dispatch of the Postal Ballot Notices will be completed by 19th March 2015. The voting through Postal Ballot/ e-voting will end on 18th April ,2015. Postal Ballots received after the said date will be treated as not having been received..

4. The Members can opt for only one mode of voting, i.e either by physical ballot or by evoting. In case any Member casts votes through both the modes, voting done by e-voting shall prevail and votes cast through physical postal ballot form will be treated as invalid.

5. In compliance with provisions of Clause 35B of the Listing Agreement, Section 110 of the Companies Act,2013 read with the Companies (Management and Administration) Rules,2014, the Company is offering e-voting facility to all the Members of the Company. For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting facility to enable the Members to cast their votes electronically instead of dispatching Postal Ballot Form. Please note that e-voting is optional for Members. The Company has appointed Link Intime India Pvt.Ltd as e-voting facilitator to co-ordinate with CDSL for uploading the Notice of Postal Ballot and Postal Ballot Form on the website of the CDSL.

Members desire to exercise vote either by Postal Ballot Form or by e-voting are requested to carefully read the instructions printed on the reverse of the enclosed Postal Ballot Form.

1. The Board of Directors of the Company has appointed Mr. Bhaskar Swaminathan , Practising Company Secretary as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the completed ballot paper and the votes received electronically from the Members. After completion of his scrutiny, Scrutinizer will submit his report to the Chairman and in his absence to the Company Secretary of the Company. The Scrutinizer's decision or the validity of a Postal Ballot / e-voting shall be final and binding.

2. A copy of each of the document referred to in the accompanying Explanatory Statement is open for inspection to the Members at the Registered Office of the Company between 10 A.M. to 1.00 P.M on any working day excluding Saturdays, Sundays and national holidays till the last date of receiving Postal Ballots by Scrutinizer i.e. 18th April 2015.

3. The e-voting period commences on Friday, 20th March,2015 (9 a.m. IST) and ends on Saturday 18th April 2015 (6 p.m. IST). During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on 06th March 2015, 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 the Member, he shall not be allowed to change it subsequently.

4. Members who are holding shares in electronic form are requested to notify any correction / change in their name / address immediately to the Depository Participant. Members who hold shares in physical form are requested to notify any change in their particulars like change in address, bank particulars, etc., to the Company's Registrars and Transfer Agents viz.,. Link Intime India Private Limited,C-13, Pannalal Silk Mills Compound, L.B.S.Marg, Bhandup (W), Mumbai-400 078,Telephone-022-25963838,Fax -022-25946969

5. The voting rights of Members shall be in proportion to their number of shares held by them each fully paid up in the paid up equity share capital of the Company as on 06th March,2015.

6. The Scrutinizer will submit his report to the Chairman of the meeting within seven days from the last date of receipt of Postal Ballots.The results of the Postal Ballot and e-voting will be declared by the Chairman of the Meeting or Managing Director or Executive Directors or Company Secretary on receipt of scrutinizer report and the resolution will be deemed to have been passed on the date of announcement/declaration of the results if the results of the Postal Ballot/e-voting indicate that the requisite majority of the members had assented to the resolution.Further, the results of the Postal Ballot along with the Scrutinizer's report shall be placed on Company's website www.indianterrain.com and communicated to the BSE Limited and the National Stock Exchange of India Limited where the equity shares of the Company are listed.

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

ITEM NO.1:

TO APPROVE TRANSACTIONS WITH RELATED PARTY

The Company in its ordinary course of business sources material from different manufacturers of Materials/ apparels. Given that Celebrity Fashions Limited is one of the large Manufacturer of apparels. The Company also outsources its manufacturing operations to Celebrity Fashions Limited. The Company procures materials and issue jobwork orders for conversion of Materials to Garments to Celebrity Fashions Limited. In certain cases, depending on the requirements, the company also procures raw materials from Celebrity Fashions Limited. The Purchase of Materials and issue of Job work orders is dependent on the requirement of the Company for its products from time to time and the ability of Celebrity Fashions Limited to supply specified material/Product based on the design specifications provided by the company. The Company also pays lease rentals to Celebrity Fashions Limited for using the premises owned by Celebrity Fashions Limited.

The Company has noted that Celebrity Fashions Limited fall under the category of a related party of the Company in terms of the provisions of the revised Clause 49 of the Listing Agreement effective from 1st October, 2014 ("Listing Agreement").

The provisions of the Listing Agreement consider a transaction with a related party material if the transaction / transactions to be entered into individually or taken together with previous transactions during a financial year, exceeds ten percent of the annual turnover of the company as per the last audited financial statements of the company. Further, the Listing Agreement requires all material related party transactions to be approved by the shareholders through a special resolution and the related parties shall abstain from voting on such resolutions.

The Company envisages that the transaction(s) entered into with Celebrity Fashions Limited whether individually and/or in aggregate would exceed the stipulated threshold of ten percent of the annual turnover of the Company as per the last audited and financial statements of the Company during the financial year. The Company therefore requires approval of the shareholders through a special resolution for entering into contract(s)/ arrangement (s)/ transaction(s) with Celebrity Fashions Limited upto a maximum amount as mentioned in the respective resolution from the financial year 2014-2015 and onwards.

Although approval of the shareholders would not be required under the provisions of Section 188 of the Companies Act, 2013 and the rules framed thereunder for the specified transactions with these two companies, the same is being sought as an abundant precautionary measure.

All related parties shall abstain from voting on this resolution.

The relevant information is as follows :-

1 Name of related party	Celebrity Fashions Limited
2 Name of Directors or KMP who is related	Mr.Venkatesh Rajagopal & Mrs.Rama Rajagopal Mr.Charath Ram Narsimhan
3 Nature of relationship	Mr.Venkatesh Rajagopal who is Chairmen & Managing Director of the company & Director of Celebrity Fashions Limited, Spouse of Mrs.Rama Rajagopal who is also Executive Director of this company and Director of Celebrity Fashions Limited. Mr.Charath Ram Narsimhan is the Managing Director of Celebrity Fashions Limited.
4 Monetary Value	The estimated aggregate contract value for the matters proposed in the resolution shall not exceed Rs.40 crores with Celebrity Fashions Limited in any Financial year.
5 Nature,material terms and particulars of arrangement	Purchase of Raw material and issue of Job work orders to this company is dependent on the requirement of the company for its products from time to time and ability of Celebrity Fashions Limited to supply specified material/Product to Indian Terrain Fashions Limited.However, such transactions would at all times be on arm's length basis and in the ordinary course of the Company's business. Indian Terrain Fashions Limited also pays lease rentals for using the premises owned by Celebrity Fashions Limited.
6 Any other information relevant or important for the members to take a decision on the proposed resolution	None

The Audit committee and the Board of the Directors of the Company have considered these proposed arrangements and limits at their meeting held on 13th November 2014 and have approved the proposed arrangements with the Related party (i.e.Celebrity Fashions Limited) and have also decided to seek approval of shareholders vide Board meeting date 11th March 2015 by way of special resolution pursuant to section 188 of the Companies Act 2013 read with the Companies (Meeting of Board and its powers) Rules, 2014 and Clause 49 of the Listing Agreement amended vide Circular No.CIR/CFD/POLICY CELL/2/2014 dated April 17,2014 and amended further vide Circular No.CIR/CFD/POLICY CELL/7/2014 dated September 15,2014.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested, financially or otherwise in this resolution except Mr.Venkatesh Rajagopal ,Mrs. Rama Rajagopal and Mr.Charath Ram Narsimhan.

The Board of Directors recommend the above special resolution for your approval.

By Order of the Board of Directors

Place: Chennai — J Manikandan

Date : 11.03.2015 — Company Secretary

NOTES/INSTRUCTIONS :

Procedure for E-Voting:

In compliance of with section 108 of the Companies Act, 2013 and relevant rules there under, the company is required to conduct the voting process electronically. The company is providing the facility for voting by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited:

The instructions for shareholders voting electronically are as under:

(i) The voting period begins on 20th March .2015 9.00 A.M and ends on 18th April 2015 6.00 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 (record date) of 06th March ,2015 , 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 the shareholder, the shareholder shall not be allowed to change it subsequently. Members who do not have access to e-voting facility may send duly completed Ballot Form (part of Notice) so as to reach the Scrutinizer appointed by the Board of Directors of the Company, not later than 6.00 P.M on Saturday, 18th April 2015 in self addressed envelope. Ballot Form received thereafter will be treated as invalid.

(ii) The shareholders should log on to the e-voting website www.evotingindia.com.

(iii) Click on "Shareholders" tab.

(iv) Now Enter your User ID

a. For CDSL: 16 digits beneficiary ID,

b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

c. Members holding shares in Physical Form should enter Folio Number registered with the Company.

(v) Next enter the Image Verification as displayed and Click on Login.

(vi) 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.

(vii)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

	For Members holding shares in Demat Form and Physical Form
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If 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).

(viii) After entering these details appropriately, click on "SUBMIT" tab.

(ix) 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.

(x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.

(xii) 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.

(xiii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

(xiv) 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.

(xv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.

(xvi) You can also take out print of the voting done by you by clicking on "Click here to print" option on the voting p age.

(xvii) 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.

(xviii) Note for Non-Individual Shareholders & Custodians:

- Non-Individual Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to https://www.evotingindia.com and register themselves as Corporates and Custodians respectively.
- 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 have to create compliance user should be created using the admin login and password. The Compliance user would be able to link the depository account(s)/ folio numbers on 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.

(xx) 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@cdsl india.com.

PROCEDURE FOR VOTING THROUGH POSTAL BALLOT FORM :

- A Member desiring to exercise vote by Postal Ballot Form may complete this Postal Ballot form and send it to the Scrutinizer in the enclosed self-addressed business reply envelope. However, Postal Ballots deposited in person or sent by courier or by registered/speed post, at the expense of the Member, will also be accepted. No other form or photocopy of the Postal Ballot form will be accepted.
- The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of the Directors of the Company.
- The Postal Ballot Form should be completed and signed by the Member and in case of joint holding, the form should be completed and signed by the first named member and in his absence by the next named Member, as per the specimen signature recorded with the Company or furnished by National Securities Depository Limited/ Central Depository Services (India) Limited to the Company, in respect of shares held in the physical form or dematerialised form respectively.
- In case of shares held by institutions, companies, trusts, societies etc. (i.e. other than individuals, HUF, NRI etc.) completed Postal Ballot Form should be accompanied by a certified copy of the Board Resolution/appropriate Authorisation with the specimen signature(s) of the authorized signatory(ies), duly attested.
- Unsigned, incomplete and incorrect Postal Ballot Form will be rejected.
- Duly completed Postal Ballot Form should reach the Scrutinizer not later than close of working hours on 18th April, 2015 at the address as appearing in the self-addressed Business Reply Envelope. Postal Ballot Forms received after the above date will be treated as if, reply from such Members has not been received.
- The consent must be accorded by recording the assent in the Column "FOR" and dissent in the Column "AGAINST" by placing a tick mark (√) in the appropriate column.
- There shall be one ballot for every folio/DPID & Client ID irrespective of the number of joint holders.
- Members are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed Business Reply Envelope.
- Duplicate copy of the Postal Ballot Form can be obtained on written request from Link Intime India Private Limited, the Registrar and Share Transfer Agents at C-13, Pannalal Silk Mills Compound,L.B.S.Marg, Bhandup(West), Mumbai-400 078 or can be downloaded from Company's website www.indianterrain.com. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the date specified under instructions above.

INDIAN TERRAIN FASHIONS LIMITED

CIN: L18101TN2009PLC073017
Registered Office: No.208, Velachery Tambaram Road,
Narayanapuram, Pallikaranai, Chennai 600100
Phone No: 044 4227 9100; email: response.itfl@indianterrain.com.
Fax No: 044 22622897 Website: www.indianterrain.com

POSTAL BALLOT FORM

(To be returned to Scrutinizer appointed by the Company)

Name of the Member(s)	
Address	
Email ID	
DP ID Client ID/Folio No./ Registered Folio No.* (* applicable to investors holding shares in Physical form)	
No. of Shares held	

I/We hereby exercise my/our vote in respect of the Special Resolution to be passed through Postal Ballot for the business stated in the notice of the Company by sending my/our assent to the said resolution by placing tick(✓) mark in the relevant box below:

Sl. No.	Brief Particulars of the Item	Number of votes exercised corresponding to the total number of voting rights	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
1	To approve Related Party Transactions with Celebrity Fashions Limited,			

Place :	Signature of the Shareholder :
Date :	(must be as per Specimen signature registered with the Company)

Book Post

If undelivered please return to

INDIAN TERRAIN FASHIONS LIMITED

No.208, Velachery Tambaram Road, Narayanapuram,
Pallikaranai, Chennai 600100
Tel: +91 44 4227 9100
Fax: +91 44 2262 2897