18th December, 2014

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: Notice for Extra Ordinary General Meeting dated 12th January 2015

Ref.: Scrip Code – 533329 / INDTERRAIN

Please find attached Notice Convening an extra-ordinary general meeting of the members of the Company dated January 12, 2015 for your records.

Kindly take on record and acknowledge the receipt.

Thanking you,

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

Company Secretary

Encl:a/a

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 IS HEREBY GIVEN THAT AN EXTRA-ORDINARY GENERAL MEETING OF THE MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED WILL BE HELD ON 12th JANUARY 2015 AT 11.30 A.M., AT THE CORPORATE OFFICE OF THE COMPANY AT SDF-IV & C2, 3rd MAIN ROAD, MEPZ-SEZ, TAMBARAM, CHENNAI 600045 TO TRANSACT THE FOLLOWING SPECIAL BUSINESS:

To consider and if thought fit, to pass with or without modification(s), the following Resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013, as may be amended from time to time (the "**Companies Act, 2013**", including, without limitation, Sections 41, 42, 54, 55, 62, 63 and 71 thereof, and also including any relevant provisions of the Companies Act, 1956 (the "**Companies Act, 1956**"), to the extent that such provisions of the Companies Act, 1956 have not been superseded by the Companies Act, 2013 or denotified, as the case may be, and together, the "**Companies Act**"), the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**SEBI ICDR Regulations**"), the Memorandum and Articles of Association of the Company, the Listing Agreement, and all other applicable laws including the Foreign Exchange Management Act, 2000, Foreign Exchange Management (Transfer or issue of securities by a person resident outside India) Regulations, 2000, Issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depositary Receipt Mechanism) Scheme 1993, as amended (the "**1993 Scheme**") Consolidated Foreign Direct Investment Policy, and the other statutes, rules, regulations, guidelines, notifications, circulars, clarifications, et al, prescribed by the Government of India (including, without limitation, the Ministry of Finance and the Ministry of Corporate Affairs), the Securities and Exchange Board of India ("**SEBI**"), the Reserve Bank of India ("**RBI**"), the Foreign Investment Promotion Board, the Indian stock exchanges (the "**Stock Exchanges**") and/or any other competent regulatory authority, as amended from time to time and to the extent applicable in each case, and subject to the approvals, consents, permissions and sanctions issued by (as well as the terms of any such approvals, consents, permissions and sanctions as may be issued by) competent regulatory authorities in this behalf, the consent of the Board of Directors of the Company (the "**Board**" which term shall be deemed to include any Committees constituted or to be constituted by the Board to exercise its powers, including the powers conferred by this Resolution) to create, issue, offer and allot (including with provision for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted, and also including with provisions to permit an offer for sale by members of the Company), through one or more public issue and/or on a private placement basis and/or preferential issue and/or any other kind of issue and/or placement as may be permitted under applicable law from time to time (including without limitation through a qualified institutions placement ("**QIP**")) in the domestic and/or one or more international markets, with or without a green shoe or over-allotment option, in one or more tranches, such number of equity shares of the Company ("**Equity Shares**") and/or Preference Shares and/or Equity Shares through depository receipts including American Depository Receipts ("**ADRs**"), Global Depository Receipts ("**GDRs**") and/or Convertible Debentures including Foreign Currency Convertible Bonds ("**FCCBs**"), Partly Convertible Debentures ("**PCDs**"), Optionally Convertible Debentures ("**OCDs**") and/or other securities convertible into or exchangeable for Equity Shares, at the option of the Company and/or the holders of such securities, and/or securities linked to the Equity Shares, and/or securities with or without detachable or non-detachable warrants with a right exercisable by the warrant holders to subscribe for the Equity Shares

and/or warrants with an option exercisable by the warrant-holders to subscribe for Equity Shares and/or any instruments or securities representing Equity Shares, secured premium notes and/or any other financial instruments which would be converted into or exchanged with equity shares at a later date (the "**Securities**") to any eligible investors (whether residents and/or non-residents and/or Qualified Institutional Buyers within the meaning of the SEBI ICDR Regulations ("**QIBs**"), including institutions /banks and/or incorporated bodies, Foreign Institutional Investors ("**FIIs**") and/or individuals and/or mutual funds and/or insurance companies and/or pension funds and/or trustees and/or stabilizing agents and/or any other categories of investors, whether or not such investors are members of the Company) through issue of requisite offer documents, for an aggregate amount not exceeding Rs.75 Crores (Rupees Seventy Five Crores) or its equivalent in one or more currencies, including premium, if any, and in such manner and on such price (including provisions in relation to discount or payment in calls), terms and conditions as may be determined by the Board in its absolute discretion.

RESOLVED FURTHER THAT in case of a qualified institutions placement pursuant to Chapter VIII of the ICDR Regulations, the allotment of Securities (or any combination of the Securities as decided by the Board) shall only be to Qualified Institutional Buyers within the meaning of Chapter VIII of the ICDR Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, also offer a discount of not more than 5% or such percentage as permitted under applicable law on the price calculated in accordance with the pricing formula provided under the ICDR Regulations.

RESOLVED FURTHER THAT in the event that Equity Shares are issued to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of the Equity Shares shall be the date of the meeting in which the Board decides to open the proposed issue of Equity Shares and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event that convertible securities and/or warrants which are convertible into Equity Shares of the Company are issued simultaneously with non-convertible debentures to qualified institutional buyers under Chapter VIII of the ICDR Regulations, the relevant date for the purpose of pricing of such securities, shall be the date of the meeting in which the Board decides to open the issue of such convertible securities and/or warrants simultaneously with non-convertible debentures and at such price being not less than the price determined in accordance with the pricing formula provided under Chapter VIII of the ICDR Regulations.

RESOLVED FURTHER THAT in the event the Securities proposed to be issued as ADRs or GDRs or FCCBs, pursuant to the provisions of the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable pricing provisions issued by the Ministry of Finance, the relevant date for the purpose of pricing the Securities to be issued pursuant to such issue shall be the date of the meeting in which the Board or duly authorised committee of directors decides to open such issue.

RESOLVED FURTHER THAT the issue to the holders of the Securities, which are convertible into or exchangeable with equity shares at a later date shall be, *inter alia*, subject to the following terms and conditions:

(a) in the event the Company is making a bonus issue by way of capitalization of its profits or reserves prior to the allotment of the Equity Shares, the number of Equity Shares to be allotted shall stand augmented in the same proportion in which the equity share capital increases as a consequence of such bonus issue and the premium, if any, shall stand reduced pro tanto;

(b) in the event of the Company making a rights offer by issue of Equity Shares prior to the allotment of the Equity Shares, the entitlement to the Equity Shares will stand increased in the same proportion as that of the rights offer and such additional Equity Shares shall be offered to the holders of the Securities at the same price at which they are offered to the existing shareholders;

(c) in the event of merger, amalgamation, takeover or any other re-organization or restructuring or any such corporate action, the number of Equity Shares, the price and the time period as aforesaid shall be suitably adjusted; and

(d) in the event of consolidation and/or division of outstanding Equity Shares into smaller number of Equity Shares (including by way of stock split) or re-classification of the Securities into other securities and/or involvement in such other event or circumstances which in the opinion of concerned stock exchange requires such adjustments, necessary adjustments will be made.

RESOLVED FURTHER THAT in pursuance of the aforesaid resolutions:

(a) the Securities to be so created, offered, issued and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company; and

(b) the Equity Shares that may be issued by the Company shall rank *pari passu* with the existing Equity Shares of the Company in all respects.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution including any conditions as may be prescribed in granting such approval or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms in accordance with international practices to provide for the tradability and free transferability thereof as per the prevailing practices and regulations in the capital markets including but not limited to the terms and conditions in relation to payment of dividend, issue of additional Equity Shares, variation of the conversion price of the Securities or period of conversion of Securities into Equity Shares during the duration of the Securities and the Board be and is hereby authorised in its absolute discretion in such manner as it may deem fit, to dispose off such of the Securities that are not subscribed.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution including any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things, as it may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation, the determination of terms and conditions for issuance of Securities including the number of Securities that may be offered in domestic or international markets and proportion thereof, timing for issuance of such Securities, issue price, face value, premium amount on issue/conversion of the Securities, if any, rate of interest, creation of mortgage/ charge in accordance with provisions of the Companies Act, and shall be entitled to vary, modify or alter any of the terms and conditions as it may deem expedient, entering into and executing arrangements for managing, underwriting, marketing, listing, trading and providing legal advise as well as acting as depository, custodian, registrar, stabilizing agent, paying and conversion agent, trustee, escrow agent and executing other agreements, including any amendments or supplements thereto, as necessary or appropriate and to finalise, approve and issue any document(s), including but not limited to prospectus and/or letter of offer and/or placement document and/or offering circular and/or offer document and/or documents and agreements including filing of registration statements, prospectus and other documents (in draft or final form) with any Indian or foreign

regulatory authority or stock exchanges and sign all deeds, documents and writings and to pay any fees, commissions, remuneration, expenses relating thereto and with power on behalf of the Company to settle all questions, difficulties or doubts that may arise in regard to the issue, offer or allotment of Securities and take all steps which are incidental and ancillary in this connection, including in relation to utilization of the issue proceeds, as it may in its absolute discretion deem fit without being required to seek further consent or approval of the members of the Company ("**Members**") or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT for the purpose of giving effect to any offer, issue or allotment of Equity Shares or Securities or instruments representing the same, as described above, the Board be and is hereby authorised on behalf of the Company to seek listing of any or all of such Securities on one or more Stock Exchanges in India or outside India and the listing of Equity Shares underlying the ADRs and/or GDRs on the Stock Exchanges in India.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers herein conferred to any Committee or any one or more executives of the Company.

By Order of the Board of Directors

Place: Chennai
Date: 18.12.2014

J Manikandan
Company Secretary

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll, instead of him/ herself and the proxy need not be a member of the company. proxies, in order to be effective, must be received by the company at its registered office not less than 48 hours prior to the commencement of the meeting

   A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the company. the instrument appointing proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting. Proxies submitted on behalf of limited companies, societies etc, must supported by appropriate resolution / authority as applicable, issued on behalf of the nominating company.

2. An Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 relating to the Special Business to be transacted at the meeting is annexed hereto.

3. Members are requested to bring their copy / printout of notice along with the attendance slips to the meeting and handover the slips at the entrance duly signed by them.

4. Relevant documents referred to in the accompanying Notice are open for inspection by the Members at the Registered Office of the Company on all working days between 11.A.M. and 1.00 P.M. up to the date of the Meeting.

5. In terms of Sections 107 and 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, the Company is providing its Members the facility to exercise their right to vote at the Meeting by electronic means on any or all of the businesses specified in the accompanying Notice.

6. **IMPORTANT SHAREHODER COMMUNICATION**:

The Ministry of Corporate Affairs (MCA), Government of India has taken a 'Green Initiative in Corporate Governance' by allowing paperless compliance by the Companies and had issued circulars stating that Notice be sent to shareholders whose E-mail IDs are registered with us or the depositories. In case you are desirous of having a Physical copy of Notice, you may write to us at response.itfl@indianterrain.com or at the registered Office of the Company. The Notice for EGM of the Company can be accessed at www.indianterrain.com in the investor section.

Electronic copy of the Notice of the EGM of the Company along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/Depository Participants(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of EGM of the Company along with Attendance Slip and Proxy Form is being sent in the permitted mode.

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 Business to be transacted at the EGM may be transacted through electronic voting system and 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 6th January 2015 9.00 A.M and ends on 8th January 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 12th December 2014, 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 Thursday, 8th January 2015 in self addressed envelope enclosed herewith(postage will be borne by company). 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,select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"

(v)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.

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

(vii) 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.

(viii) 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
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).

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

(x)Members holding shares in physical form will then directly reach the Company selection screen.

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

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

(xiii) 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.

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

(xv) 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.

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

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

(xviii) 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.

(xix) 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.co.in 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 account(s) for which they wish to vote on.

- 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.co.in under help section or write an email to helpdesk.evotingindia@cdslindia.com.

1. 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 12th December 2014.

2. Mr. Bhaskar Swaminathan Practicing Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

3. The Scrutinizer shall within a period not exceeding three(3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) 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.
4. The Results shall be declared on or after the EGM of the Company. The Results declared 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(2) days of passing of the resolutions at the EGM of the Company and communicated to the BSE & NSE Limited.

For and On behalf of the Board

Date : 18th December 2014
Place : Chennai

J Manikandan
Company Secretary

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS RELATING TO SPECIAL BUSINESS:

Company is engaged in the business of manufacturing and retailing ready-made garments. In order to enhance its competitiveness and expand its retail presence, the Company intends to expand its existing chain of retail stores, extend its product portfolio by introducing new product lines, investment in supply chain infrastructure, customer connect through finer marketing initiatives and invest in enhancing and upgrading its existing physical and information technology infrastructure. The company intends to strengthen its financial position to meet the above purposes and also working capital requirements and other general corporate purposes.

Accordingly, the Company proposes to raise additional capital for an amount not exceeding Rs. 75 crs (Rupees Seventy five crores) or its equivalent thereof by way of placement of Equity Shares to qualified institutional buyers through Qualified Institutions Placement ("**QIP**") in accordance with Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the "**ICDR Regulations**") and/or private placement in international markets through ADRs/GDRs or foreign currency convertible bonds or issue of fully convertible debentures/partly convertible debentures, preference shares convertible into Equity Shares, and/or any other financial instruments or securities convertible into Equity Shares or with or without detachable warrants with a right exercisable by the warrant holders to convert or subscribe to the Equity Shares or otherwise, in registered or bearer form, whether rupee denominated or denominated in foreign currency or a Public Issue or any other methods.

The QIP/private placement may be consummated in one or more tranches at such time or times at such price as the Board may in its absolute discretion decide, subject, however, to the ICDR Regulations and the Issue of Foreign Currency Convertible Bonds and Ordinary Shares (Through Depository Receipt Mechanism) Scheme, 1993 and other applicable guidelines, notifications, rules and regulations.

The Board may in their discretion adopt any one or more of the mechanisms prescribed above to meet its objectives as stated in the aforesaid paragraphs without the need for fresh approval from the Members of the Company.

The pricing of the Securities that may be issued to qualified institutional buyers pursuant to a QIP shall be freely determined subject to such price not being less than the price calculated in accordance with Chapter VIII of the ICDR Regulations. The Company may, in accordance with applicable law, offer a discount of not more than 5% or such percentage as permitted under applicable law on the price determined in accordance with Chapter VIII of the ICDR Regulations. The "Relevant Date" for this purpose will be the date on which the Board or the Committee of the Board thereof decides to open the QIP for subscription.
The Special Resolution also seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the issue(s)/offering(s) will be determined by the Board or its committee in its sole discretion in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be necessary considering the prevailing market conditions and in accordance with the applicable provisions of law and other relevant factors.

The Equity Shares allotted would be listed on one or more stock exchanges in India. The offer/ issue / allotment would be subject to obtaining necessary regulatory approvals, if applicable. The conversion of Securities held by foreign investors into Equity Shares would be subject to the applicable foreign investment cap and relevant foreign exchange regulations. As and when the Board takes a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges as may be required under the provisions of the Listing Agreements.

Section 62(1)(a) of the Companies Act, 2013 provides, *inter alia*, that when it is proposed to increase the issued capital of a company by allotment of further Equity Shares, such further Equity Shares shall be offered to the existing shareholders of such company in the manner laid down therein unless the shareholders by way of a special resolution in a General Meeting decide otherwise. Since, the Special Resolution proposed in the business of the Notice may result in the issue of Equity Shares of the Company to persons other than shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 62(1)(c) and other applicable provisions of the Companies Act, 2013 as well as applicable rules notified by the Ministry of Corporate Affairs and the provisions of the Listing Agreements executed by the Company with the stock exchanges where the Equity Shares of the Company are listed.

This Special Resolution, if passed, will have the effect of allowing the Board to offer, issue and allot Equity Shares to the investors who may or may not be the existing shareholders of the Company.

None of the Directors, Key Managerial Personnel or their relatives thereof are, in any way, concerned or interested in this resolution.

The Board of Directors of the Company recommends the resolution for the approval of the shareholders as a Special Resolution.

By Order of the Board of Directors

Place: Chennai
Date: 18.12.2014

J Manikandan
Company Secretary

INDIAN TERRAIN FASHIONS LIMITED

CIN:L18101TN2009PLC073017

Registered office: No.208, Velachery Tambaram Road, Narayanapuram,Pallikaranai,Chennai-600 100

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

Website: www.indianterrain.com

ATTENDANCE SLIP

Regd Folio No. /DP/ Client ID

No. of Shares held

I hereby record my presence at the EXTRA ORDINARY GENERAL MEETING of the Company at the Corporate Office situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 at 11.30 A.M. on Monday, the 12th day of January 2015.

Signature of member / Proxy

Note : Please fill the 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,VelacheryTambaramRoad, 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 above named company, hereby appoint

1.Name:
Address:
Email Id:
Signature: ……, or failing him

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the Extra ordinary General Meeting of the Company to be held on Monday, the 12th day of January 2015 at 11.30 A.M. at the Corporate Office situated 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.

Signed this..... Day of..... 2014/15

Affix Re. 1/- Revenue Stamp

Signature of shareholder

Signature of Proxy holder(s)

Note:

1. This form in order to be effective, should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Book Post

If undelivered please return to

Indian Terrain Fashions Limited

208,Velachery Tambaram Road,
Narayanapuram,Pallikaranai,Chennai-600 100
Tel :+91-44-42279100
Fax : +91-44-2262 2897