



September 30, 2016

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

BSE Limited
Phiroze Jee Jee Bhoy Towers
Bandra (East), Dalal Street
Mumbai 400 001.

Dear sir/ Madam,

Sub: Proceedings of the 7th Annual General Meeting held on September 30, 2016
Ref: Regulation 30 of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.
Security Code-533329; Security ID- INDTERRAIN

Further to our letter dated, 1st September 2016, the 7th Annual General Meeting of the company was held today, September 30, 2016 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 and the businesses mentioned in our notice dated August 1, 2016 was transacted.

In this regard, we herewith enclosed the Gist of proceedings of the 7th Annual General Meeting as required under Regulation 30 read with Part- A of Schedule III of SEBI (Listing obligations and Disclosure requirements) Regulations, 2015.

Kindly take the above information on your records and acknowledge the receipt of the same.

Thanking you

Yours faithfully
For Indian Terrain Fashions Limited

J. Manikandan
Company Secretary
Encl:a/a



INDIAN TERRAIN FASHIONS LIMITED

INDIAN TERRAIN

GIST OF PROCEEDINGS OF THE 7th ANNUAL GENERAL MEETING OF MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED HELD ON FRIDAY, THE 30th SEPTEMBER, 2016 AT 11.30 A.M. AT THE CORPORATE OFFICE OF THE COMPANY AT SDF IV & C2, THIRD MAIN ROAD, MEPZ/SEZ, TAMBARAM , CHENNAI – 600045.

DIRECTORS PRESENT:

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

IN ATTENDANCE:

Mr. Charath Ram Narsimhan – Chief Executive Officer
Mrs. L.Visalakshi – Group CFO
Ms. M. Thiyagarajan, Chief Financial Officer
Mr. J Manikandan – Company Secretary
Mr. Bhaskar Swaminathan – Secretarial Auditor & Scrutinizer (e-voting & Poll)

Members Present:

36 Members attended the meeting

CHAIRMAN:

Mr.V.Rajagopal, Chairman of the Board of Directors chaired the meeting.

At 11.30 A.M., the Chairman commenced the meeting by welcoming the members to the 7th AGM of the Company. Pursuant to the provisions of Section 103 of the Companies Act, 2013, with the requisite quorum being present, the Chairman declared the meeting to be in order.

The Chairman introduced the Directors and senior management team to the members.

The Chairman informed the members that the Register of Directors & Key Managerial Personnel and their Shareholding under Section 170 of the Companies Act, 2013 and Register of proxies are placed on the table and are available for inspection.

The Chairman then informed that the Notice of the 7th Annual General Meeting (AGM) along with the copies of the Audited Accounts for the year ended 31st March, 2016 together with the Director's and Auditor's Reports have been dispatched to all the Members within the statutory period. With the consent of the Members, the Notice of the 7th AGM was taken as read.

The Chairman informed that Auditors Report was an unqualified report and hence requested the same to be taken as read.

The Chairman then delivered his speech.



Further the Chairman invited the members to ask queries, if any, on the notice, annual report and the financials. Members attended the meetings 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 the Company has extended e-voting facility of Central Depository Services India Ltd to the Members of the Company in respect of businesses to be transacted at Annual General Meeting in accordance with the Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and as per Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The e-voting commenced at 9.00 a.m. on 27th September, 2016 (Tuesday) and ended at 5.00. p.m. on 29th September, 2016 (Thursday). M/s. BP & Associates, Practicing Company Secretaries were appointed as Scrutinizers by the Board for scrutinizing the e-voting process in fair and transparent manner.

The Chairman informed that as per the provisions of the Companies Act 2013, resolutions shall not be passed by show of hands as the Company has 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. M/s. BP & Associates, Practicing Company Secretaries were appointed as Scrutinizers 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.

The Chairman requested all members, who have not voted through e-voting mechanism, to participate in Poll and cast their votes in proportion to their shares of the Paid-up equity share capital of the Company as on the cut-off date i.e. 23rd September, 2016. Poll Ballot papers were distributed to the members.

The following businesses were transacted at the meeting:

S No.	Particulars	Resolution required (Ordinary/ Special)
1	Adoption of the Audited Financial Statements for the financial year ended March 31, 2016 and the Reports of the Board of Directors and Auditor's Report thereon.	Ordinary
2	Re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) as a Director, Who retires by rotation.	Ordinary
3	Re-appointment of M/s. Anil Nair & Associates, Chartered Accountants (Firm Registration No.000175S) & M/s. CNGSN & Associates LLP, Chartered Accountants (Firm Registration No.004915S) as statutory auditors of the Company to hold office from the conclusion of 7 th Annual General Meeting until the conclusion of 8 th Annual General Meeting and fixing their remuneration	Ordinary
4	Re-appointment of Mrs. Rama Rajagopal as Executive Director of the Company	Ordinary



The members then cast their votes on the ballot papers and deposited the same in the ballot box placed at the meeting hall.

The Chairman informed that the combined result of e-voting and the poll would be declared on/before 01st October, 2016. The Combined results along with report of Scrutinizer will be informed to stock exchanges (NSE & BSE) and report of Scrutinizer for e-voting and the Poll will also be uploaded on website of our Company (www.indianterrain.com) and Central Depository Services India Ltd website (www.cdslindia.com) besides communicating to the Stock Exchange(s).

The Chairman then thanked the members present and announced the formal closure of the 7th Annual General Meeting of the Company at 12.40 P.M.

For INDIAN TERRAIN FASHIONS LIMITED



J. Manikandan
Company Secretary

