



# INDIAN TERRAIN

**ANNUAL REPORT  
2017-18**



## NOTE FROM THE CHAIRMAN

Dear Shareholders,

The past year has been an exciting and eventful one for the Indian Economy and closer home to the retail & apparel industry with the economy emerging from effects of the Demonetisation and the introduction of the game changing tax reform, the Goods & Services Tax (GST).

India's macro economic indicators continue to remain strong as ever and the consumption economy is on the rebound. However, there is a visible change in consumption patterns - what with a young, energetic, technology savvy consumer is emerging and who will shape the nature of consumption in the decade to come.

India lives in its villages it was once said. This is changing rapidly as India urbanises with more young men and women getting added to the workforce that will drive the nature of clothing consumption for years to come. Those who have a strong sense of pride in who they are and where they belong and whose need for smart casual style of dressing will only increase.

As one of India's leading apparel brands for men and now boys in the Smart Casuals, Indian Terrain is well poised to take advantage of this emerging consumer trend. The past two years of strong growth have created a base for the future.

However, as I look into the horizon it is clear to me that what brought us here in terms of business models, channels and strategies will not necessarily take us there. We must see what we need to question and what we need to change. Even as we have grown rapidly with stores, department stores and other forms of retail we haven't been able to fully leverage the same to reflect in a stronger balance sheet as should have been. This strategy is being reworked to recognize the change in the landscape of retail, the emergence of E Commerce as a dominant channel here to stay and the constant value perception being sought by the consumer.

I am aware that the strengths and the brilliant future I see for the brand as its founder and chairman, may not as easily shine through and reflect themselves to all of you, in a year where some of the metrics for the evaluation of the state of your brand, may not be coming through as clearly as it should.

This was also a year when we had to change to a new standard of accounting for reporting, which had led to a changes to recognition and restatement of revenues in a different manner. It has more truly and contemporaneously reflects the state of our business which has now shifted over the past couple of years to a more retail centric model.

I am also aware that the continuation of the share pledge despite the strong fundamentals of the company does concern many of you. I wish to dispel any concerns that you may have. The prevailing banking environment as you are all well aware is extremely challenged and under these circumstances the banks have sought time for the same. I have taken this up most strongly and am confident of a resolution to the same at the earliest.

You, our shareholders are the bedrock on which, we have been able to build such a strong brand and company. As your Chairman I want to dispel any notion of concern you may have had and assure you that even as we build a strong vibrant brand we will build a stronger, model company.

The coming year will be one of consolidation, one of strengthening every facet of our business and preparing a stronger business model for the next phase of growth which will be in hinterland India, will be driven by E Commerce and Technology and which will be built on innovation and agility in supply chain.

Lastly a word for the passionate people I am surrounded by in Indian Terrain. From the sales staff at our stores to the leaders of our company I am indeed proud of the deeply passionate, energized and committed 'Terrainers' whose only motto daily is to serve our customers and make this the brand of choice for our community. I salute them and am privileged to be leading such a team.

I am indeed very excited about the future of the brand and the company based on where we are positioned today and where our country is going over the next decade.

I am delighted to have you all along with me on this exciting journey and hope the report of your company's road travelled is interesting and reassuring to each one of you and my placing the explanation for the common fears that may be lurking in the minds helps you all see the way ahead truly through our eyes and see it shining as bright as we do.

Thanking you all for your invaluable trust and belief in us as a brand.

Venky Rajgopal  
Chairman & Managing Director



Contents	Page No
Notice of the AGM	4
Board's Report	12
Secretarial Audit Report	23
Management Discussion and Analysis	26
Corporate Governance report	32
Independent Auditors' Report	39
Financial Statements	42

Board of Directors	
Mr. Venkatesh Rajagopal	Chairman & Managing Director
Mrs. Rama Rajagopal	Whole time Director
Mr. N.K. Ranganath	Independent Director
Mr. P.S. Raman	Independent Director
Mr. Harsh Bahadur	Independent Director
Mr. Manoj Mohanka	Independent Director
Mr. Kalpathi S.Suresh (Appointed w.e.f 28 <sup>th</sup> May, 2018)	Independent Director
Mr. Charath Ram Narsimhan (Appointed w.e.f 08 <sup>th</sup> Aug, 2018)	Additional Director

Audit Committee	
Mr. N.K. Ranganath	Chairman
Mr. Venkatesh Rajagopal	Member
Mr. P.S. Raman	Member
Mr. Harsh Bahadur	Member
Mr. Manoj Mohanka	Member

Stakeholders Relationship Committee	
Mr. N.K. Ranganath	Chairman
Mr. Venkatesh Rajagopal	Member
Mr. P.S. Raman	Member

Nomination and Remuneration Committee	
Mr. N.K. Ranganath	Chairman
Mr. P.S. Raman	Member
Mr. Harsh Bahadur	Member
Mr. Manoj Mohanka	Member

Corporate Social Responsibility Committee	
Mrs. Rama Rajagopal	Chairperson
Mr. Venkatesh Rajagopal	Member
Mr. N.K. Ranganath	Member

Chief Executive Officer	
Mr. Charath Ram Narsimhan	

Chief Financial Officer	
Mrs. L. Visalakshi	

Company Secretary & Compliance Officer	
Mr. Ravi B.S.G	

Statutory Auditors	
M/s. Anil Nair & Associates Egmore, Chennai - 600008	M/s. CNGSN & Associates LLP T. Nagar, Chennai - 600017

Internal Auditors	
M/s. RVKS & Associates R.A. Puram, Chennai - 600028	

Banker	
State Bank of India, Overseas Branch, Chennai - 600001	

Registered Office	
No. 208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai - 600100 CIN : L18101TN2009PLC073017	

Registrar and Transfer Agent	
Link Intime India Private Limited <a href="http://www.linkintime.co.in">www.linkintime.co.in</a>	











## NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the 9th Annual General Meeting of Indian Terrain Fashions Limited will be held on Tuesday, 25<sup>th</sup> September, 2018 at 11.30 a.m. at SDF IV & C2, 3<sup>rd</sup> Main Road, MEPZ-SEZ, Tambaram, Chennai-600045 to transact the following businesses:

### ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the reports of the Board of Directors and Auditors thereon.

2. To appoint a director in place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible offers herself for re-appointment.

### SPECIAL BUSINESS

3. To consider and approve the appointment of **Mr. Kalpathi Subramanian Suresh** as an Independent Director of the Company and for the purpose to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152, read with Schedule IV of the Companies Act, 2013 (the "Act"), the rules made thereunder and Regulation 17 and 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. Kalpathi Subramanian Suresh, (DIN: 00526480) who was appointed as an Additional Director of the Company by the Board of Directors with effect from 28<sup>th</sup> May, 2018 who holds office upto the date of this Annual General Meeting in terms of Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a period of 05 (five) consecutive years with effect from 28<sup>th</sup> May, 2018 and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Ravi B.S.G, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

4. To consider and approve the appointment of **Mr. Charath Ram Narsimhan** as Director of the Company, and for the purpose to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 161 of the Companies Act, 2013 read with the rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Charath Ram Narsimhan (DIN: 06497859) who was appointed as an additional Director of the Company by the Board of Directors with effect from 08<sup>th</sup> August, 2018 who holds office up to the date of this Annual General Meeting be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Ravi B.S.G, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

5. To consider and approve the appointment of **Mr. Venkatesh Rajagopal** as Executive Chairman and Whole time Director of the Company, and for the purpose to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196 and 197 read with Schedule V and other applicable provisions, if any, of Companies Act, 2013 (the "Act") and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company, as approved by the Board of Directors, the approval of the members be and is hereby accorded for appointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole time Director of the Company for a period of 05 (five) years with effect from 08<sup>th</sup> August, 2018 as per the terms and conditions including remuneration set out in the explanatory statement annexed to this notice.

**RESOLVED FURTHER THAT** the members of the Company be and hereby authorise the Board of Directors/ Nomination and Remuneration Committee, to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/ Nomination and Remuneration Committee may consider appropriate and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Venkatesh Rajagopal, the total remuneration payable to him by way of salaries, perquisites and other benefits shall be within the limits prescribed under Schedule V of the Act including any statutory modifications thereto as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Ravi B.S.G, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

6. To consider and approve the appointment of **Mr. Charath Ram Narsimhan** as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company, and for the purpose to pass the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 (the "Act")

and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the Articles of Association of the Company as approved by the Board of Directors, the approval of the members be and is hereby accorded for appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for a period of 05 (five) years with effect from 08<sup>th</sup> August, 2018 as per the terms and conditions including remuneration set out in the explanatory statement annexed to this notice and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the members of the Company be and hereby authorise the Board of Directors/ Nomination and Remuneration Committee, to fix and vary remuneration and perquisites including monetary value thereof to the extent the Board of Directors/ Nomination and Remuneration Committee may consider appropriate and permitted or authorized as per the provisions the Act for the time being in force including any statutory modification(s) or re-enactment thereof.

**RESOLVED FURTHER THAT** in the event of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Charath Ram Narsimhan, the total remuneration payable to him by way of salaries, perquisites and other benefits shall be within the limits prescribed under Schedule V of the Act including any statutory modifications thereto as may be applicable from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company and Mr. Ravi B.S.G, Company Secretary be and are hereby severally authorized to do all such acts, deeds, things as may be necessary to give effect to the above resolution."

7. To consider and approve the re-appointment of **Mr. Nugahalli Krishna Ranganath** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Nugahalli Krishna Ranganath (DIN: 00004044), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01<sup>st</sup> April, 2019 and shall not be liable to retire by rotation."

8. To consider and approve the re-appointment of **Mr. Manoj Mohanka** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Manoj Mohanka (DIN: 00128593), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01<sup>st</sup> April, 2019 and shall not be liable to retire by rotation."

9. To consider and approve the re-appointment of **Mr. Harsh Bahadur** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Harsh Bahadur (DIN: 00724826), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01<sup>st</sup> April, 2019 and shall not be liable to retire by rotation."

10. To consider and approve the re-appointment of **Mr. Pattabi Sundar Raman** as an Independent Director of the Company and for the purpose to pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Pattabi Sundar Raman (DIN: 00003606), who holds office as an Independent Director upto 31<sup>st</sup> March, 2019 being eligible for re-appointment and who has submitted a declaration that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 be and is hereby re-appointed as an Independent Director of the Company to hold office for another term of 05 (five) consecutive years with effect from 01<sup>st</sup> April, 2019 and shall not be liable to retire by rotation."

By Order of the Board  
for INDIAN TERRAIN FASHIONS LIMITED

Date: 08<sup>th</sup> August, 2018  
Place: Chennai

sd/-  
Ravi B.S.G  
Company Secretary



**NOTES:**

**1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument appointing the proxy, in order to be effective, should be deposited, duly completed and signed, at the registered office of the Company not less than 48 (forty eight) hours before the commencement of the AGM. Proxies admitted on behalf of the Companies, Societies and Partnership firms etc. must be accompanied by appropriate resolution/authority as applicable, issued on behalf of the nominating organization.

2. Pursuant to Section 105 of the Companies Act, 2013 and Rule 19 of the Companies (Management & Administration) Rules, 2014, a person can act as a proxy on behalf of members not exceeding 50 (fifty) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder. The proxy holder shall prove his/her identity at the time of attending the AGM. When a member appoints a proxy and if both the member and proxy attends the meeting, the proxy stands automatically revoked.
3. Corporate members are requested to send a duly certified copy of the Board resolution, pursuant to Section 113 of the Companies Act, 2013 authorizing their representative to attend and vote at the AGM.
4. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 with respect to the special business as set out in the notice is annexed hereto.
5. A member would be entitled to inspect the proxies lodged during the business hours of the Company during the period 24 (twenty four) hours before the time fixed for the commencement of AGM and until the conclusion of the AGM by giving not less than 3 (three) days notice in writing to the Company.
6. The members/proxies are requested to bring their copy of the annual report to the AGM along with duly filled in attendance slips for admission to the AGM.
7. The Register of Members and the Share Transfer books of the Company will remain closed from 15<sup>th</sup> September, 2018 to 25<sup>th</sup> September, 2018 (both days inclusive).
8. Members are requested to notify change in email ID, if any, in case of shares held in Electronic form to the concerned Depository Participant by quoting their ID No. and in case of members holding shares in physical mode are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, Viz. Linkintime India Private Ltd, C 101, 247 Park, L.B.S. Marg, Vikroli (west) Mumbai – 400083.
9. Members are requested to contact the Company's Registrar & Share Transfer Agents, Linkintime India Private Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ravi B.S.G Company Secretary & Compliance Officer of the Company through exclusive Email ID : response.itfl@indianterrain.com
10. Queries on the accounts and operation of the Company, if any, may please be sent to SDF-IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai-600045 (marked to the attention of CS/CFO) at least 7 (seven) days prior to the date of AGM.
11. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of SEBI (Listing Obligations And Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meetings (SS-2) as amended, the Company is pleased to provide its members the facility to cast their vote by electronic means on all resolutions set forth in the Notice. The instructions for e-voting are given in serial no.19. The cut-off date for determining the eligibility to vote by electronic means or by ballot at the general meeting shall be 14<sup>th</sup> September, 2018.
12. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide facility of voting through electronic means to all the members to enable them to cast their votes electronically in respect of all the businesses to be transacted at the AGM. The facility of voting through electronic voting system will not be available at the AGM. Members who have cast their vote by remote e-voting may attend the AGM, but shall not be able to vote at the AGM. Such members will also not be allowed to change or cast vote again. The Company shall be providing the facility of voting through poll and members attending the AGM who have not casted their votes already by remote-voting shall be eligible to exercise their right at the AGM.
13. In keeping with the Green Initiative measures, the Company hereby requests members who have not registered their email addresses so far, to register their email addresses for receiving all communication including annual report, notices, circulars etc. from the Company electronically.
14. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 and Register of Contracts or Arrangements in which directors are interested, maintained under Section 189 of the Companies Act, 2013 read with Rules issued thereunder will be available for inspection by the members at the AGM.

15. A route map showing directions to reach the venue of the 9<sup>th</sup> Annual General Meeting is given along with this notice.

**16. IMPORTANT SHAREHOLDERS COMMUNICATION:**

The Ministry of Corporate Affairs ("Ministry"), Government of India, has taken a "Green Initiative in Corporate Governance" by allowing paperless compliances by companies through electronic mode. As per the Circular No.17/2011, dated 21.04.2011 and Circular No.18/2011, dated 29.04.2011 issued by the Ministry of Corporate Affairs, Companies can now send various notices/documents (including notice calling Annual General Meeting, Audited Financial Statements, Directors Report, Auditors Report etc.) to the shareholders through electronic mode, to their registered email addresses. In case you are desirous of having the digital version of the Annual Report, you may write to us at response.itfl@indianterrain.com. The Annual report of the Company can be accessed under Annual Report section of Investor information page in website of the Company www.indianterrain.com.

Electronic copy of the Notice of the 9<sup>th</sup> AGM and Annual Report for the financial year 2017-18 of the Company inter alia indicating the process and manner of voting through electronic means along with Attendance Slip and Proxy Form is being sent to all the Members whose email IDs are registered with the Company's Registrar and Share Transfer Agents/Depository Participants(s) for communication purposes.

For members who have not registered their email address, physical copies of the Notice of the AGM and Annual Report for the financial year 2017-18 inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the eligible members of the Company to their registered address.

17. The Securities and Exchange Board of India (SEBI) vide its circular dated 20<sup>th</sup> April, 2018 has mandated registration of Permanent Account Number (PAN) and Bank Account details for all shareholders. All members holding shares in demat and physical form are therefore requested to submit their PAN and Bank Account details to Link Intime India Private Limited (RTA) by sending a duly signed letter along with self-attested copy of PAN Card and original cancelled cheque.
18. SEBI has mandated that securities of listed companies can be transferred only in dematerialized form w.e.f 05<sup>th</sup> December, 2018. In view of the above and to avail various benefits of dematerialization, members are kindly advised to dematerialize the shares held by them in physical form by sending request to Link Intime India Private Limited (RTA).

**19. E-Voting:**

Voting through electronic means: The Company is pleased to provide the members a facility to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-voting services provided by Central Depository Services (India) Limited.

The Company is providing facility for voting by electronic means in compliance with the provisions of Section 108 of the Companies Act, read with Rule 20 of the Companies (Management and Administration) Rule, 2014, Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015 and SS-2.

**The instructions for shareholders voting electronically (remote e-Voting) are as under:**

- (i) The voting period begins on 20<sup>th</sup> September, 2018 at 9.00 A.M. and ends on 24<sup>th</sup> September, 2018 at 5.00 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 14<sup>th</sup> September, 2018 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 shareholder, the shareholder shall not be allowed to change it subsequently.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue. The facility for voting, through polling paper shall also be made available at the meeting and members attending the meeting who have not already cast their vote may exercise their vote through polling paper in the Annual General Meeting.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders/Members.
- (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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> <li>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.</li> <li>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.</li> </ul>
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> <li>If both 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)</li> </ul>

- (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. 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.
- (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. i.e., INDIAN TERRAIN FASHIONS LIMITED
- (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 a print out of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xviii) If a Demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. iPhone and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Custodian/Corporate shareholder.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they should create a compliance user using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto: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.

(xxi) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date 14<sup>th</sup> September, 2018 may follow the same instructions as mentioned above for e-Voting.

(xxii) 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](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).

20. 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 14<sup>th</sup> September, 2018.
21. The Board of Directors has appointed M/s. BP & Associates, Practicing Company Secretary, New No.74 (old No.62) Akshaya Flats, 3<sup>rd</sup> Floor, 12<sup>th</sup> Avenue, Ashok Nagar, Chennai-83 as the Scrutinizer for conducting the e-voting and poll in a fair and transparent manner.
22. The Scrutinizer shall within a period not exceeding 03 (three) working days from the conclusion of the e-voting period unblock the votes in the presence of at least 02 (two) 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.
23. The Results shall be declared by the Chairman or by any person authorized by him in this regard on or before 27<sup>th</sup> September, 2018. The result along with the Scrutinizer's report shall be placed on the Company's website [www.indianterrain.com](http://www.indianterrain.com) and on the website of CDSL within two days of passing of the resolutions at the AGM of the Company and communicated to BSE Limited & National Stock Exchange of India Limited. The resolution, if approved will be taken as passed effectively on the date of declaration of the result, explained as above.
24. The item related to ratification for appointment of Statutory Auditors by members at the Annual General Meeting is done away with vide notification dated 07<sup>th</sup> May, 2018 issued by the Ministry of Corporate Affairs. Accordingly, no resolution is proposed for ratification of appointment of Statutory Auditors, who were appointed in the Annual General Meeting held on 25<sup>th</sup> September, 2017.
25. All documents referred to in the accompanying Notice shall be open for inspection at SDF-IV & C2, 3<sup>rd</sup> Main Road, MEPZ/SEZ, Tambaram, Chennai-600045 during normal business hours (9.30 am to 5.00 pm) on all working days except Saturdays & Sundays, and including the date of the Annual General Meeting of the Company.

By Order of the Board  
for INDIAN TERRAIN FASHIONS LIMITED

Date: 08<sup>th</sup> August, 2018  
Place: Chennai

sd/-  
Ravi B.S.G  
Company Secretary





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

Annexed to the Notice calling the 9th Annual General Meeting scheduled to be held on Tuesday, 25<sup>th</sup> September, 2018

**Item No.2**

**Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director who is eligible for re-appointment is proposed are given below:**

S. No.	CATEGORY	PARTICULARS
1.	Name of the Director	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	63 Years
3.	Nationality	Indian
4.	Qualification	P.G. in Economics from University of Bangalore
5.	Expertise in specific functional areas	General Management and Administration
6.	Date of first appointment to the Board	29 <sup>th</sup> September, 2009
7.	Terms and conditions Re-appointment	Re-appointed for 3 (three) years with effect from 1 <sup>st</sup> October, 2016.
8.	Revised Remuneration sought to be paid	NIL
9.	Remuneration for FY 2017-18	₹ 42.00 lakhs
10.	Shareholding in this Company	62,02,930 equity shares (16.35%)
11.	Relationship	Relationship with directors • Spouse of Mr. Venkatesh Rajagopal Relationship with Manager • NA Relationship with Key Managerial Personnel • NIL
12.	No of Board meetings attended and held during the year	3/5 meetings
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited
14.	Chairpersonship/ Membership in committees of other Entities	<b>Celebrity Fashions Limited</b> • Chairperson - Corporate Social Responsibility Committee

**Item No.3**

**Mr. Kalpathi Subramanian Suresh**, (DIN: 00526480) was appointed as an Additional Director (Independent Director) of the Company by the Board of Directors on and with effect from 28<sup>th</sup> May, 2018 pursuant to the provisions of Section 149, 161, Rule 5 of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, who holds office upto the date of this Annual General Meeting.

The Company has received from Mr. Kalpathi Subramanian Suresh (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules 2014, (ii) intimation in Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Act and (iii) a declaration to the effect that he meets the criteria of independence as provided in sub-section (6) of Section 149 of the Companies Act, 2013 and under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In the opinion of the Board, Mr. Kalpathi Subramanian Suresh fulfills the conditions specified in the Act and the Listing Regulations for such appointment and he is independent of the Management. He does not hold any shares in the Company in his individual capacity or on a beneficial basis for any other person.

A copy of the draft letter of appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Corporate office of the Company during normal business hours on any working day up to the date of this AGM.

The resolution seeks the approval of the shareholders for the appointment of Mr. Kalpathi Subramanian Suresh as an Independent Director of the Company to hold office for a period of 05 (five) years with effective from 28<sup>th</sup> May, 2018 and shall not be liable to retire by rotation.

Except Mr. Kalpathi Subramanian Suresh, being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board recommends passing of the Resolution at Item No. 3 of the Notice as an Ordinary Resolution.

**Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:**

S. No.	CATEGORY	PARTICULARS
1.	Name of Director	Mr. Kalpathi Subramanian Suresh, (DIN: 00526480)
2.	Age	53 Years
3.	Nationality	Indian
4.	Brief Profile	Kalpathi S Suresh (Chairman and CEO of Kalpathi Investments Private Limited, Chennai) is an extremely successful entrepreneur, an active venture capitalist, angel investor, and businessman. He started off his entrepreneurial journey in 1991 with SSI Ltd, which was one of India's leading IT Training Firms, with a bold initiative to launch high end short term IT training courses, a concept that was unheard of in the Indian market. He has been credited with successfully completing India's largest cross-border acquisition in the early 2000's & was instrumental for SSI Ltd being the first software company to list on the London Stock Exchange.  An active alumnus of IIT Madras (BTEE - 1986), is often an invited speaker at IIT Madras, number of societies and large corporations to talk on entrepreneurship. As the president of IIT Alumni Club, he played a stellar role in developing the IIT Alumni Club into a globally present facility for all IITians under the aegis of PanIIT. Mr. Suresh is an avid runner and six star finisher having completed the London, New York, Berlin, Chicago, Tokyo and the Boston marathon.
5.	Date of first appointment to the Board	28 <sup>th</sup> May, 2018
6.	Terms and conditions of appointment	Appointment as Independent Director for a period of 5 (five) years w.e.f. 28 <sup>th</sup> May, 2018
7.	Remuneration for FY 2017-18	NA
8.	Remuneration proposed to be paid.	Sitting Fees to be paid for attending meetings of the Board and Committees
9.	Shareholding in the Company	Nil
10.	Relationship	Not related to any Director / Key Managerial Personnel
11.	No of Board meetings attended and held during the year	NA
12.	Name(s) of other entities in which holding of directorship	a) Kodai Valley Orchards Private Limited b) Grasslands Agro Private Limited c) Bell Agro Farms Private Limited d) Aditi Dairy And Agro Farms Private Limited e) Tuticorin Energy Private Limited f) Kalpathi Investments Private Limited g) AGS Cinemas Private Limited h) AGS Entertainment Private Limited
13.	Chairpersonship/ Membership in committees of other Entities	Nil



**Item No. 4 & 6 of the Notice:**

Mr. Charath Ram Narsimhan (DIN: 06497859) being the Chief Executive officer of the Company was appointed as an Additional Director of the Company as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors on and with effect from 08th August, 2018 pursuant to the provisions of Section 161 of the Companies Act, 2013 read with rules thereunder who holds office upto the date of this AGM but is eligible for appointment as a Director subject to the approval of the members of the Company.

Further the Board was extremely pleased at the manner in which Mr. Charath Ram Narsimhan has led this Company till date and unanimously decided to elevate Mr. Charath Ram Narsimhan as Managing Director and Chief Executive Officer (Key Managerial Personnel) of the Company for the period of 05 (five) consecutive years with effect from 08th August, 2018 subject to the approval of the members of the Company.

The terms and conditions of his appointment are detailed below.

S. No.	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹ 4,00,000/- per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Charath Ram Narsimhan at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made thereunder, and other applicable provisions, if any, (Including any statutory modification or re-enactment thereof for the time being in force).

Pursuant to provisions of Section 197 read with Part I and Section I of Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) and applicable clauses of the Articles of Association of the Company, the above said terms require approval of shareholders of the Company in the general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 4 & 6 of the notice are recommended to be passed as an ordinary resolution.

Except Mr. Charath Ram Narsimhan being the appointee, none of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 & 6.

**Pursuant to Secretarial Standards on General Meeting (SS-2), the details of Director whose appointment is proposed are given below:**

S. No.	CATEGORY	PARTICULARS
1	Name of Director	Mr. Charath Ram Narsimhan (DIN: 06497859)
2	Age	46 years
3	Nationality	Indian
4	Brief Profile	Mr. Charath Ram Narsimhan holds a B.Tech. degree from IIT and PGDBM (Finance) from IIM - Lucknow. Having over two decades of rich experience in garment industries, his expertise area includes Managerial, Financial, Commercial, Systems and Administration.
5	Date of first appointment to the Board	08th August, 2018
6	Terms and conditions of appointment	Appointment as Managing Director and Chief Executive Officer (KMP) for the period of 5 (five) years with effect from 08th August, 2018.

7	Remuneration for FY 2017-18	₹ 84.68 lakhs (As CEO)
8	Remuneration proposed to be paid	Salary (Fixed Pay) : ₹ 4,00,000/- per month Commission on variable basis : In addition to the above, he shall be entitled to receive 1% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act
9	Shareholding in this company	16,82,332 equity shares (4.34%)
10	Relationship	Not related to any Director / Key Managerial Personnel
11	No of Board meetings attended and held during the year	5/5 meetings (As CEO)
12	Name(s) of other entities in which holding of directorship	NIL
13	Chairpersonship/ Membership in committees of other Entities	Nil

**Item No.5**

**Mr. Venkatesh Rajagopal** (DIN: 00003625) was re-appointed as Managing Director of the Company with a remuneration of ₹ 3,50,000/- per month for a period of 5 (five) years with effect from 01<sup>st</sup> October, 2015 to 30<sup>th</sup> September, 2020 by the Board of Directors of the Company at their meeting held on 11<sup>th</sup> August, 2015 and subsequently approved by the Shareholders at the Annual general meeting held on 25<sup>th</sup> September, 2015.

Further, the Board of directors at their meeting held on 12<sup>th</sup> November, 2016 had approved the revision in remuneration payable to Mr. Venkatesh Rajagopal, Chairman and Managing Director of the Company as recommended by the Nomination and Remuneration Committee, with a remuneration of ₹ 6,00,000/- Per month and in addition to the salary, he was entitled to receive 2% of Net profits for every financial year as Commission on variable basis and such that the total remuneration including variable commission shall not exceed the maximum of 5% of Net profits as per the provisions of the Act.

To re-align the Management, Mr. Venkatesh Rajagopal has decided to step down from the position of Managing Director (KMP) of the Company and continue as Executive Chairman and Whole Time Director of the Company. The Board of directors at their meeting held on 08<sup>th</sup> August, 2018 has approved the change in designation of Mr. Venkatesh Rajagopal as Executive Chairman and Whole Time Director with effect from 08<sup>th</sup> August, 2018 for the period of 05 (five) years subject to approval of the members of the Company.

The terms and conditions of his appointment are detailed below.

S. No.	PARTICULARS	DESCRIPTION
1	Salary (Fixed Pay)	₹ 6,00,000/- Per month
2	Commission on variable basis	In addition to the above, he shall be entitled to receive 2% of Net profits (as per Section 198 of the Act) for every financial year on Commission basis all together subject to a maximum of 5% of Net profits as per the provisions of the Act.
3	Medical Benefits	Suitable Mediclaim Policy for hospitalization for himself and family. Reimbursement of all actual medical expenses for himself and family to the extent not reimbursed under Mediclaim Policy.
4	Telephone	Telephone, Tele fax and other communication facilities at his residence at Company's cost.
5	Automobile	He shall be entitled for a Car fully maintained by the Company with driver for Company's purpose.
6	Reimbursement of expenses	He shall be entitled to the reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by him for and on behalf of the Company, in furtherance of its business and objects.
7	Sitting Fees	He will not be entitled to any sitting fees for attending the meetings of the Board or of any Committees thereof.

The Board of directors/Nomination and Remuneration Committee of the Company be authorized to alter or vary the remuneration and perquisites of Mr. Charath Ram Narsimhan at its discretion deem fit from time to time, so as not to exceed the limit specified in Sections 197 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the rules made thereunder, and other applicable provisions, if any, (Including any statutory modification or re-enactment thereof for the time being in force)