ITFL/SEC/2017-18/SEP/11

27th September, 2017

BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code - 533329

National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra-Kurla Complex,
Bandra (East), Mumbai- 400051.

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

Sub: Submission of Annual Report for the Financial Year 2016-17

Ref: Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

With reference to the above, please find the enclosed Annual Report for the financial year 2016-17 as required to be submitted under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, which was duly approved and adopted by the members in the annual general meeting held on 25th September, 2017.

This is for your information and records. Kindly acknowledge the receipt of the same.

Thanking you

Yours faithfully,

For **INDIAN TERRAIN FASHIONS LIMITED**

INDIAN TERRAIN FASHIONS LIMITED CHENNAI 600 100

Ravi B.S.G
Company Secretary & Compliance Officer

Encl: a/a



Indian Terrain

ANNUAL REPORT
2016-17



NOTE FROM THE CHAIRMAN

It is said that all the forces in the world are not as powerful as an idea whose time has come.

Over 15 years ago when we began our journey calling ourselves Indian Terrain, we were told that this was contrary to category and lifestyle aspirations.

And we have all witnessed the change ! Today, as Indian Terrain, we are strongly positioned to resonate with a new surging India. A restless, and increasingly confident nation that has created a unique mark for itself on the global map, one with a strong sense of identity drawing pride from who we are and where we belong.

We are proud to be, India's most preferred and fastest growing apparel brand in the mens smart casual segment. Our core strengths are : best in class international product quality, expansive distribution network, a robust supply chain network & a relevant audience focused communication strategy, all of which have resulted in an exceptionally large base of happy consumers.

This year in particular, has been a seminal year with demonetization having a far reaching impact across society. This was followed by the introduction of GST, a bold move with strong positive implications for the long term.

Change always brings out one's strengths. Demonetization, though challenging, strongly highlighted the brand's inherent strengths and pull. The digital push to payments seemed natural for our audience, men who thrived on change like the brand!

What always amazes me and I draw inspiration from, is the strong sense of passion the brand evokes. From our own employees, our partners and our valued customers alike.

I am confident, that this is the bedrock that will propel us to an exciting future ahead.

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

Regards



Venky Rajgopal
Chairman & Managing Director

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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

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. Harsh Bahadur	Member
Mr. Manoj Mohanka	Member
Mr. P.S. Raman	Member

Corporate Social Responsibility Committee

Mrs. Rama Rajagopal	Chairman
Mr. Venkatesh Rajagopal	Member
Mr. N.K. Ranganath	Member

Chief Executive Officer

Mr. Charath Ram Narsimhan

Chief Operating Officer

Mr. Amitabh Suri

Chief Financial Officer

Mrs. L. Visalakshi (Appointed w.e.f 27th May, 2017)

Company Secretary

Mr. Ravi B.S.G (Appointed w.e.f 28th Nov, 2016)

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

Corporate Office

SDF-IV & C2, 3rd Main Road, MEPZ-SEZ,
Tambaram, Chennai - 600045
Tel : +91 44 4227 9100 (Board)
Fax : +91 44 2262 2897
Email : response.itfl@indianterrain.com
Website : www.indianterrain.com

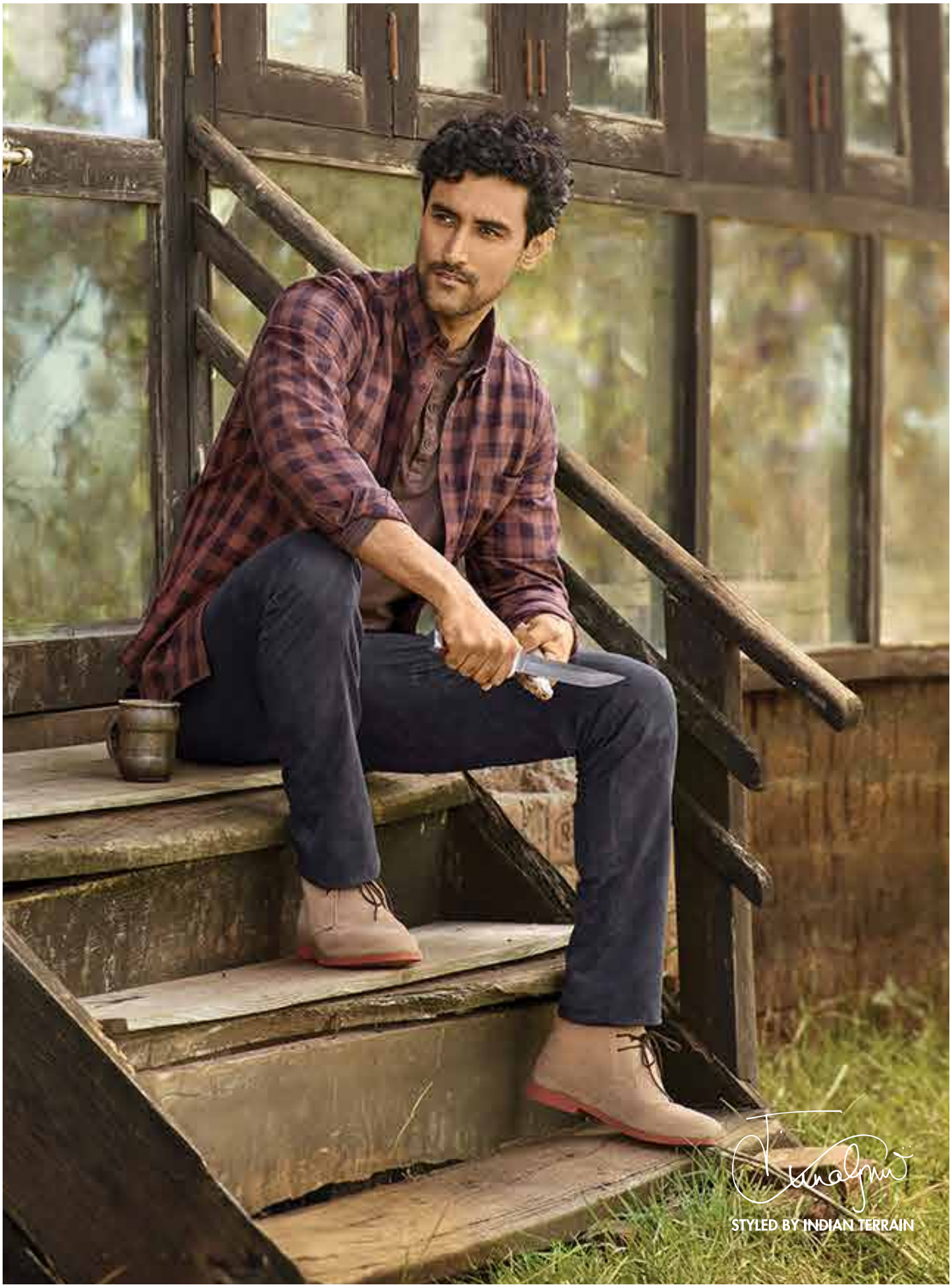
Warehouse

70/2 & 3A, Agaram Road, Thiruvanchery Village,
Chennai - 600073

Registrar and Share Transfer Agent

Link Intime India Private Limited
www.linkintime.co.in

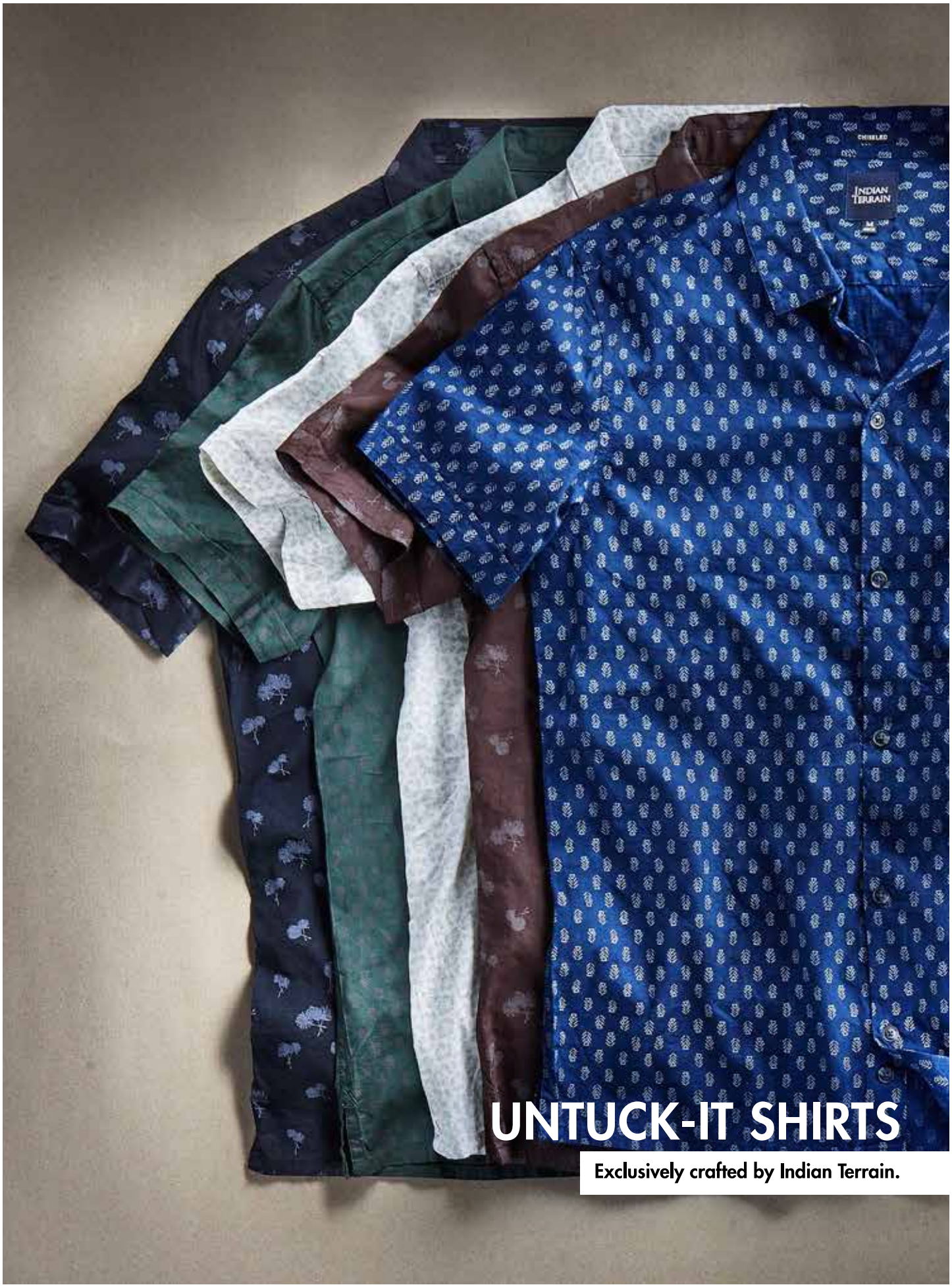

STYLED BY INDIAN TERRAIN


STYLED BY INDIAN TERRAIN


INDIAN TERRAIN
INDIAN TERRAIN
INDIAN TERRAIN
PRINTED KHAKIS
Subtle impressions.


FLANNELS
The comfortable classics.


INDIGO POLOS
365 days, 365 versions.


UNTUCK-IT SHIRTS
Exclusively crafted by Indian Terrain.





140+
Exclusive Outlets

200+
Doors in
Departmental Stores

1200+
Doors under
Multi Branded Outlets

NOTICE CONVENING THE ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth Annual General Meeting of Indian Terrain Fashions Limited will be held on Monday 25th September, 2017 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 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 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.

3. To appoint the Statutory Auditors of the Company and fix their remuneration and for the purpose to pass the following resolution as an **Ordinary Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 139 and 142 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. Anil Nair & Associates, Chartered Accountants, Chennai (Firm Registration No. 000175S) and M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai (Firm Registration No.004915S/S200036) be and is hereby appointed as the Joint Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of 10th Annual General Meeting of the Company, subject to ratification of the appointment by members at every Annual General Meeting at such remuneration including applicable taxes and reimbursement of all related out-of pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors."

SPECIAL BUSINESS

4. To consider and the approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing 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 196, 197 and 198 of the Companies Act, 2013 ("the 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 or any other law and pursuant to the Articles of Association, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, the approval of the Company be and is hereby accorded for payment of revised remuneration to Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman and Managing Director of the Company with effect from 1st December, 2016 to the remaining tenure of his appointment i.e., upto 30th September, 2020 subject to the maximum limit prescribed under the Act as per the terms and conditions set out in the explanatory statement annexed to the notice.

RESOLVED FURTHER THAT the Board of Directors/Nomination and Remuneration Committee (NRC) be and is hereby authorized 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 in accordance with the provisions of the Companies Act, 2013 for the time being in force and any statutory modifications or enactment thereof, and/or any rules or regulations framed there under.

RESOLVED FURTHER THAT in the case of absence or inadequacy of profits in any financial year during the tenure of office of Mr. Venkatesh Rajagopal, Chairman and Managing Director (DIN: 00003625), the total remuneration payable to him by way of Salaries, perquisites and other benefits shall be within the limits prescribed in Schedule V of Companies Act, 2013 or any modifications thereto.

RESOLVED FURTHER THAT any Director of the Company and/or Company Secretary be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and sign and execute all applications, documents and writings that may be required, on behalf of the Company and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board

for INDIAN TERRAIN FASHIONS LIMITED

sd/-

Ravi B.S.G

Company Secretary

Date: 21st August, 2017

Place: Chennai

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 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 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 both the member and proxy attend 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 hours before the time fixed for the commencement o AGM and until the conclusion of the AGM.

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 16th September, 2017 to 25th September, 2017 (both days inclusive).

8. Members are requested to notify change in address, if any, in case of shares held in Electronic form to the concerned Depository Participant quoting their ID No. and in case of physical shares, members are requested to advise any change of communication address immediately to the Registrar and Transfer Agent, viz. Link intime 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, Link intime India Private Ltd for reply to their queries/redressal of complaints, if any, or contact Mr. Ravi B.S.G, Company Secretary and Compliance Officer addressed to the Corporate Office of the Company (Phone: (044) 4227 9241; Email: ravi.bsg@indianterrain.com/response.itfl@indianterrain.com).

10. Queries if any, on the accounts and operation of the Company may please be sent to the Corporate Office situated at SDF-IV & C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600045 (marked to the attention of CS/CFO) at least seven days prior to the date of AGM.

11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/Registrars and Share Transfer Agents, Link intime India Private Ltd.

12. In accordance with the provision of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and amendments thereto and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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.18. The cut-off date for determining the eligibility to vote by electronic means or by ballot at the AGM shall be 15th September, 2017.

13. 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 aforesaid Meeting. The facility of voting through electronic voting system will not be available at the Meeting. Members who have cast their vote by remote e-voting may attend the Meeting, but shall not be eligible to vote at the Meeting. Such members will also not be allowed to change or cast votes again. The Company shall be providing the facility of voting through polling and members attending the AGM who have not already cast their vote by remote e-voting shall be able to exercise their right at the AGM.

14. In keeping with the Green Initiative measures, the Company hereby request the 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.

15. 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.

16. A route map showing directions to reach the venue of the 8th Annual General Meeting is given along with this notice.

17. **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 or to the registered Office of the Company. The Annual report of the Company can be accessed at Annual Report category of Investor section in website of the Company www.indianterrain.com.

Electronic copy of the notice of the 8th AGM and Annual Report for the financial year 2016-17 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 2016-17 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.

18. **E-Voting:**

Voting through electronic means: The Company is pleased to provide 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 and Regulation 44 of SEBI (Listing obligations and disclosure requirements) Regulations, 2015.

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

(i) The voting period begins on 21st September, 2017 at 9.00 A.M. and ends on 24th September, 2017 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 15th September, 2017 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	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.
Dividend Bank Details **OR** Date of Birth (DOB)	Enter the Dividend Bank Details or Date or Birth (in dd/mm/yyyy format) as recorded in your demat account or in the Company records in order to login. • If both the details are not recorded with the depository or Company please enter the member if/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. 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 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) 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 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.
- 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 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.

(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 15th September, 2017 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, under help section or write an email to helpdesk.evoting@cdslindia.com.

19. 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 15th September, 2017.

20. The Board of Directors has appointed BP & Associates, Practicing Company Secretary, New No.74 (old No.62) Akshaya Flats, 3rd Floor, 12th Avenue, Ashok Nagar, Chennai- 83 as the Scrutinizer for conducting the e-voting and poll in a fair and transparent manner.

21. 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.

22. The Results shall be declared by the Chairman or by any person authorized by him in this regard on or before 27th September, 2017. The result 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 days of passing of the resolutions at the AGM of the Company and will be 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.

23. All documents referred to in the accompanying notice shall be open for inspection at the Corporate Office of the Company 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

sd/-
Ravi B.S.G
Company Secretary

Date: 21st August, 2017
Place: Chennai

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

Annexure to the Notice of 8th Annual General Meeting scheduled to be held on Monday, 25th September, 2017

Item No.4

The Board of Directors of the Company at their meeting held on 11th August, 2015 had re-appointed Mr. Venkatesh Rajagopal as Managing Director of the Company with a remuneration of ₹ 3,50,000/- per month for a period of 5 years with effect from 1st October, 2015 to 30th September, 2020 and was subsequently approved by the Shareholders at the Annual general meeting held on 25th September, 2015.

Further, the Board of directors at their meeting held on 12th 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 after considering various parameters which, inter alia, includes, the scale of operations of the Company and increased involvement of the Managing Director in the day to day operations for the overall growth of the Company especially in respect of exploring new domestic markets, deeper penetration of existing markets, enhancing brand value through various initiatives, financial growth of the Company etc. with a view to ensure objectivity in determining the remuneration package as well as maintaining a balance between interest of the Company and shareholders.

Taking into account the size of operations of the Company, position, responsibilities and expertise of Mr. Venkatesh Rajagopal, Chairman and Managing Director, the board has approved the revision in remuneration from ₹ 3,50,000/- per month to ₹ 6,00,000/- per month on a fixed basis and he shall be entitled to a variable commission of 2% of Net profits for every financial year and the total remuneration including the variable commission shall not exceed the maximum of 5% of Net profits as computed under Section 198 of Companies Act, 2013 with effect from 1st December, 2016 to the remaining tenure of his appointment i.e., upto 30th September, 2020 subject to the approval of the Shareholders.

Except the revision in remuneration, all other existing terms and conditions of his appointment remain unaltered and which are reproduced hereunder.

S.NO	PARTICULARS	DESCRIPTION
1	Salary	₹ 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 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 is authorized to alter or vary the terms of remuneration of Mr. Venkatesh Rajagopal, Chairman and Managing Director of the Company as it may, 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) or any amendments made thereto from time to time.

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 revision in remuneration requires approval of members of the Company in a general meeting by way of ordinary resolution. Accordingly, the resolutions set out at item no. 4 of the notice are recommended to be passed as ordinary resolution.

None of the Directors, Key Managerial Personnel and/ or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolutions at Item No. 4 of the accompanying notice except Mr. Venkatesh Rajagopal and Mrs. Rama Rajagopal and their relatives.

Pursuant to Secretarial Standards on General Meeting (SS-2) issued by The Institute of Company Secretaries of India (ICSI), the details of Directors whose remuneration and reappointment is proposed are given below:

S. NO	CATEGORY	PARTICULARS	
1.	Name of the Director	Mr. Venkatesh Rajagopal (DIN: 00003625)	Mrs. Rama Rajagopal (DIN: 00003565)
2.	Age	60 Years	62 Years
3.	Nationality	Indian	Indian
4.	Qualification	B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and M.A from Bangalore University.	P.G. in Economics from University of Bangalore
5.	Expertise in specific functional areas	Managerial, Financial, Marketing and Administration	General Management and Administration
6.	Date of first appointment to the Board	29th September, 2009	29th September, 2009
7.	Terms of Re-appointment	Re-appointed for 5 years with effect from 1st October, 2015.	Re-appointed for 3 years with effect from 1st October, 2016.
8.	Revised Remuneration sought to be paid w.e.f 1st December, 2016	Salary: ₹ 6,00,000/- Per month Commission on variable basis: In addition to the above, he shall be entitled to receive 2% of Net profits for every financial year as Variable Commission 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.	NIL
9.	Remuneration last drawn in the FY 2015-16	Salary ₹ 42,00,000/-	Salary ₹ 42,00,000/-
10.	Shareholding in this Company	47,47,115 equity shares (12.51%) as on 30th June, 2017	62,02,930 equity shares (16.35%) as on 30th June, 2017

11.	Relationship	Relationship with directors • Spouse of Mrs. Rama Rajagopal (Whole time Director) Relationship with Manager • NA Relationship with Key Managerial Personnel • NIL	Relationship with directors • Spouse of Mr. Venkatesh Rajagopal (Managing Director) Relationship with Manager • NA Relationship with Key Managerial Personnel • NIL
12.	No of Board Meetings held and attended during the year	6/6 (Six)	4/6 (Six)
13.	Name(s) of other entities in which holding of directorship	Celebrity Fashions Limited	Celebrity Fashions Limited
14.	Chairpersonship/ Membership in committees of other Entities	**Celebrity Fashions Limited** • Member - Corporate Social Responsibility Committee	**Celebrity Fashions Limited** • Chairperson - Corporate Social Responsibility Committee

By Order of the Board

for INDIAN TERRAIN FASHIONS LIMITED

sd/-

Date: 21st August, 2017
Place: Chennai

Ravi B.S.G
Company Secretary

BOARD'S REPORT

Dear Shareholders,

The Directors hereby present the Eighth Annual Report of the Company together with the Audited Financial statements of the Company for the financial year ended 31st March, 2017.

OVERVIEW

India has become the fastest growing G20 economy with annual growth rates of 7.5%. Robust growth has been accompanied by a rapid decline in inflation and the current account deficit. The return to a normal monsoon in 2016, after two consecutive years of bad weather, is supporting a recovery in agricultural income and rural consumption. The demonetization although temporarily impacted the consumption and other macroeconomic parameters, was a welcome move among the Organized industry set-up. To sum up, the overall benefits of a positive macroeconomic situation helped propel the general business environment in financial year 2016-17.

With this backdrop, the Company recorded growth in revenues of 24% from the previous year. The revenues stood at ₹ 402.77 crs against ₹ 325.10 crs in financial year 2015-16. The operating margins contracted by 90 bps and was at 11.7% against 12.6% in the previous year. Profit before taxes for the year was up by 8.5% and stood at ₹ 40.14 crs and Net Profits after taxes was at ₹ 27.59 crs down by 16.4% from previous year's net profits of ₹ 33.02 crs.

A detailed discussion on the performance of the Company is given in the Management Discussion and Analysis Report which forms part of this report.

CHANGES TO SHARE CAPITAL

During the year under review, pursuant to exercise of options granted under Employee Stock Option Scheme 2011, the Company has allotted 12,30,000 equity shares of ₹ 2/- each. Accordingly, the Company's share capital increased by ₹ 24.60 lakhs and the paid up capital stood at ₹ 7.59 crs as against ₹ 7.34 crs in the previous year. The details of allotment are as follows.

Date of Allotment	30th May, 2016	20th Jan, 2017
Name of Allottees	Mr. Amitabh Suri	i) Mr. Amitabh Suri ii) Mr. Charath Ram Narsimhan
No. of Shares allotted	5,60,000 equity shares of ₹ 2/- each	i) 2,80,000 equity shares of ₹ 2/- each to Mr. Amitabh Suri ii) 3,90,000 equity shares of ₹ 2/- each to Mr. Charath Ram Narsimhan
Price	Allotment at a Premium of ₹ 17.80/- per equity share. Total grant price being ₹ 19.80/- per equity share.	Allotment at a Premium of ₹ 17.80/- per equity share. Total grant price being ₹ 19.80/- per equity share.

DIVIDEND

The Board of Directors with a view to conserve resources have not recommended any dividend for the year ended 31st March, 2017.

TRANSFER TO RESERVES

During the year under review, the Company has not transferred any amount to the reserves.

FINANCE AND ACCOUNTS

During the year under review, the Company has repaid Term loan instalments of ₹ 2.25 crs. The net term loans outstanding as at end of 31st March, 2017 were ₹ 9.00 crs. The Company has pre-closed the term loans in full during April 2017.

The financial statements are prepared in accordance with Indian GAAP as prescribed under Companies Act, 2013 read with the relevant rules issued thereunder.

The Ministry of Corporate Affairs (MCA) has notified the Indian Accounting Standards (IndAS) in the Official Gazette dated 16th February, 2015 applicable to different classes of Companies. The Indian Accounting Standards (IndAS) is applicable to the Company from 1st April, 2017 with transition date of 1st April, 2016.

DISCLOSURE UNDER SECTION 67(3)(C) OF THE COMPANIES ACT, 2013

The disclosure with regard to voting rights not exercised directly by the employees of the Company as required under Section 67(3)(c) of Companies Act, 2013 read with rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014 is not applicable to the Company.

DEPOSITS

The Company has not accepted any deposits within the ambit of Section 73 of Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

CASH FLOW STATEMENT

In compliance with the provisions of Section 134 of Companies Act, 2013 and Regulation 34(2)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Cash flow statement for the financial year ended 31st March, 2017 forms part of this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All the transactions with the related parties during the financial year were in the ordinary course of business and on Arm's length basis. The details of such transactions are disclosed in the notes to accounts. The Company has framed a policy on Related Party Transactions and the same is available in the Company's website www.indianterrain.com

The details of related party transactions pursuant to Section 134(3)(h) of Companies Act, 2013 is disclosed in Form No. AOC-2 as ANNEXURE-II

CORPORATE GOVERNANCE REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

The Corporate Governance Report and Management Discussion & Analysis, which forms part of this Report, are set out as separate Annexures, together with the Certificate from the auditors of the Company regarding compliance of conditions of Corporate Governance as stipulated in Schedule V of Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

COMPLIANCE WITH CODE OF CONDUCT

The Company has framed a Code of Conduct for the Board of directors and Senior Management personnel of the Company. The Code of Conduct is available on the Company's website www.indianterrain.com. All the Board of directors and senior management personnel have affirmed compliance with the Code of conduct as on 31st March, 2017.

As required under Regulation 34(3) and Schedule V(D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration from Mr. Venkatesh Rajagopal Chairman and Managing director to this effect is annexed to the report on Corporate governance, which forms part of this Annual Report.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the requirements of Section 135 and Schedule VII of the Companies Act, 2013 read with The Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended, the Board of Directors have adopted a policy on CSR as recommended by the CSR committee duly constituted and the said policy is available on the Company's website www.indianterrain.com. The composition and terms of reference of the CSR Committee is detailed in the Corporate Governance Report forming part of this Annual Report.

An update on the policy on Corporate Social Responsibility and activities of the Company is provided in ANNEXURE-VI forming part of this Annual Report.

ESTABLISHMENT OF VIGIL MECHANISM/ WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of Companies Act 2013 and Regulation 22 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has formulated a whistle blower mechanism for directors and employees to report concerns about unethical behavior, actual or suspected frauds or violation of the Company's code of conduct and ethics. The Audit Committee of the Board oversees the functioning of Whistle Blower Policy. The Whistle Blower Policy covering all employees and directors is available in the Company's website www.indianterrain.com

EMPLOYEE STOCK OPTION PLAN (ESOP)

The Company has granted stock options as per the Employee Stock Option Plan 2011 in accordance with SEBI ESOP guidelines. Pursuant to exercise of options granted by the employees the board has allotted equity shares to its employees over the years.

During the financial year ended 31st March, 2017, the Board of Directors at their meeting held on 30th May, 2016 and 20th January, 2017 has allotted 560,000 and 670,000 equity shares respectively of face value of ₹ 2/- each to the eligible employees upon exercise of options granted to them. Pursuant to provisions of Section 62(1)(b) read with Rule 12(9) of the Companies (Share capital and Debentures) Rules, 2014 and SEBI (Share Based Employee Benefits) Regulations, 2014 the detailed particulars of Employee Stock Option Plan 2011 are given in a separate statement as ANNEXURE-III forming part of this Annual Report.

CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

RE-APPOINTMENT OF WHOLE TIME DIRECTOR

During the year ended 31st March, 2017, Mrs. Rama Rajagopal (DIN: 00003565) was re-appointed as the Executive director of the Company by the Shareholders at the 7th Annual General Meeting of the Company held on 30th September, 2016 for a period of 3 years with effect from 1st October, 2016 as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company at their meeting held on 1st August, 2016.

In accordance with the provision of Section 152 of the Companies Act 2013, Mrs. Rama Rajagopal retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for reappointment. A brief resume, nature of expertise, details of directorships held in other Companies of the director proposed to be re-appointed, along with their shareholding in the Company, as stipulated under Secretarial Standard 2 and Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is appended to the notice of the Annual General Meeting.

KEY MANAGERIAL PERSONNEL

COMPANY SECRETARY AND COMPLIANCE OFFICER

Mr. Ravi B.S.G was appointed by the Board of directors as Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 28th November, 2016 in accordance with Section 203 of Companies Act, 2013 in place of Mr. J. Manikandan, Company Secretary and Compliance Officer (Key Managerial Personnel) who resigned from the services of the Company with effect from 30th October, 2016.

DECLARATION BY INDEPENDENT DIRECTOR

The Company has received declarations from all Independent Directors of the Company confirming that they continue to meet with the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 25 & 16 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXTRACT OF ANNUAL RETURN

Pursuant to the Section 92(3) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules, 2014, as amended, an extract of the Annual Return in the prescribed Form MGT-9 is annexed as ANNEXURE- IV.

NUMBER OF MEETINGS OF THE BOARD & COMMITTEES

The Board of Directors met Six (6) times during the financial year ended 31st March, 2017 i.e., on 30th May, 2016, 1st August, 2016, 12th November, 2016, 28th November, 2016, 20th January, 2017 and 13th February, 2017. The gap between the Board meetings were within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The particulars of meeting of all Committees held during the financial year ended 31st March, 2017 are given in the Corporate Governance report forming part of this Annual Report.

AUDIT COMMITTEE

Pursuant to section 177(8) of Companies Act 2013, the particulars relating to the Composition and all other details about Audit Committee have been detailed in the Corporate Governance Report forming part of this Annual Report. During the year, all the recommendations of the Audit Committee were accepted by the Board.

NOMINATION AND REMUNERATION COMMITTEE POLICY

Pursuant to the provisions of Section 178(4) of Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Nomination and remuneration committee policy of the Company as stated hereunder:

The Remuneration policy of the Company has been structured to match the market trends of the industry, qualifications and experience of the employee and responsibilities handled by them.

The Policy inter alia provides for the following:

a) attract, recruit, and retain good and exceptional talent;

b) list down the criteria for determining the qualifications, positive attributes, and independence of the directors of the Company;

c) ensure that the remuneration of the directors, key managerial personnel and other employees is performance driven, motivates them, recognises their merits and achievements and promotes excellence in their performance;

d) motivate such personnel to align their individual interests with the interests of the Company, and further the interests of its stakeholders;

e) ensure a transparent nomination process for directors with the diversity of thought, experience, knowledge, perspective and gender in the Board; and

f) fulfill the Company's objectives and goals, including in relation to good corporate governance, transparency, and sustained long term value creation for its stakeholders.

Particulars pertaining to the constitution of the Nomination and remuneration Committee and its terms of reference have been detailed in the Corporate Governance Report forming part of this Annual Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

The Company has not given any loans or guarantees covered under the provision of section 186 of the Companies Act, 2013. The details of the investments made by the Company are given in the notes to the financial statements which forms part of this Annual Report.

MATERIAL CHANGES AND COMMITMENTS

There are no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year and the date of this Report.

ANNUAL EVALUATION BY THE BOARD OF ITS OWN PERFORMANCE AND THAT OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS

Pursuant to provisions of the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual evaluation of the Board as a whole, various Committees, Directors individually and the Chairman. Performance of the Board and Board Committees were evaluated on various

parameters such as structure, composition, quality, diversity, experiences, competencies, performance of specific duties and obligations, quality of decision making and overall board effectiveness.

The Performance of individual Directors was evaluated on parameters, such as meeting attendance, participation and contribution, responsibility towards stakeholders and independent judgment. The Chairman and Managing Director was evaluated on certain additional parameters, such as performance of the Company, leadership, relationships, communication, recognition and awards received by the Company

The statement including the manner in which the evaluation exercise was conducted is included in the Corporate Governance Report, which forms part of this Annual Report.

REPORT AS PER SECTION 134 READ WITH RULE 8 AND SUB RULE 5 OF COMPANIES ACCOUNTS RULES 2014

Change in nature of business, if any : NIL

Name of Companies which have become or ceased to be its subsidiaries, Joint Ventures or associate companies during the year : NIL

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE

The Company has not received any orders/notices from the regulator / courts / tribunals impacting the going concern status of future operations of the Company.

INTERNAL CONTROL AND SYSTEMS AND THEIR ADEQUACY

The Company has an adequate internal control system which commensurate with the size, scale and complexity of its operations. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board and to the Chairman and Managing Director. The Internal Auditor monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and there by strengthen the controls. A report of Auditors pursuant to Section 143(3)(i) of the Companies Act, 2013 certifying the adequacy of Internal Financial Controls is annexed with the Auditors report.

The Company has in place adequate Internal Financial Controls with reference to Financial Statements. During the year, such controls were tested and no reportable material weaknesses in the design or operation were observed. Audit Committee and Board of Directors of the Company were appraised on the performance of the IFC.

DEVELOPMENT AND IMPLEMENTATION OF A RISK MANAGEMENT POLICY

Pursuant to section 134(3)(n) of the Companies Act, 2013 the Company has framed Risk Management Policy which lays down the framework to define, assess, monitor and mitigate the business, operational, financial and other risks associated with the business of the Company. The Company has been addressing various risks impacting the Company in Management Discussion and Analysis Report which forms part of this Annual Report.

During the year under review, the Company has not identified any element of risk which may threaten the existence of the Company.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTOR

In compliance with the requirements of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has put in place a familiarization programme for the Independent Directors to familiarize them with their role, rights and responsibility asd Directors, the working of the Company, nature of the Industry in which the Company operates, business model, etc. The details of the familiarization programme are explained in the Corporate Governance Report and also available on the Company's website www.indianterrain.com

AUDITORS

STATUTORY AUDITORS

M/s Anil Nair & Associates, Chartered Accountants, Chennai and M/s. CNGSN & Associates LLP, Chartered Accountants, Chennai, are the Joint Statutory Auditors of the Company.

They were appointed in the 5th Annual General Meeting of the Company and subject to ratification of the shareholders at every Annual General Meeting. The Annual Accounts of the Company including its Balance Sheet, Statement of Profit and Loss and Cash Flow Statement including the Notes and Schedules to the Accounts have been audited by M/s. Anil Nair & Associates, Chennai and M/s CNGSN & Associates LLP, Chennai.

The Statutory Auditors' Report does not contain any qualification, reservation or adverse remark on the financial Statements of the Company. The Independent Auditors' Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITOR

Pursuant to the Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014. The Board of Directors have appointed M/s. BP & Associates, Practicing Company Secretaries, Chennai as the Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2016-17. The Secretarial Audit Report for the Financial Year 2016-17 does not contain any adverse remark, qualification or reservation or declaimer which requires any explanation / comments by the Board. The Secretarial Audit Report is annexed as ANNEXURE-V which forms the part of this Annual Report.

INTERNAL AUDITOR

Pursuant to Section 138 of the Companies Act 2013 read with rule 13 of The Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) if any of the Companies Act 2013 and as recommended by the audit committee M/s. RVKS & Associates, Chartered Accountants, Chennai was appointed as the Internal Auditors of the Company for the Financial Year 2016-17.

The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed each quarter in consultation with the Audit Committee. These audits are based on risk based methodology and inter alia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the financial year for corrective action. The Audit Committee oversees the work of Internal Auditors.

LISTING FEE

The equity shares of the Company are listed on the Stock Exchanges viz., BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE). The Company has paid the applicable listing fees to the Stock Exchanges within the stipulated time.

PARTICULARS OF EMPLOYEES

Disclosure with respect to the remuneration of Directors and employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1), 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is enclosed as ANNEXURE-I.

DISCLOSURE AS PER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company firmly provides a safe, supportive and friendly workplace environment – a workplace where our values come to life through the underlying behaviors. Positive workplace environment and a great employee experience are integral parts of our culture.

The Company has zero tolerance towards sexual harassment at work place. The Company has in place a Policy on Prevention, Prohibition and Redressal of Sexual Harassment and Non-discrimination at Work Place in line with the requirements of Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013. All employees (permanent, contractual, temporary, trainees) are covered under this policy.

An Internal Complaints Committee (ICC) has been set up to redress the complaints received from women regarding sexual harassment and discrimination at workplace.

During the year ended 31st March, 2017, the ICC did not receive any complaint pertaining to sexual harassment / discrimination at the work location.

DISCLOSURE REGARDING FRAUDS

The Statutory auditors of the Company has stated that there was no material fraud by the Company or on the Company by its officers or employees was noticed or reported during the course of our audit in their Independent Auditors Report which forms part of this Annual Report. Hence, there is no requirement to report the same to Audit Committee or Board of Directors of the Company

DIRECTORS' RESPONSIBILITY STATEMENT

In terms of Section 134(3) (c) and 134 (5) of the Companies Act, 2013 the directors on the basis of information made available to them, confirm that:

a) in the preparation of the annual accounts for the financial year ended 31st March 2017, the applicable accounting standards read with requirements set out under Schedule III to the Companies Act, 2013 have been followed and there are no material departures from the same;

b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

d) the directors have prepared the annual accounts on a going concern basis.

e) the directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively.

f) the directors have devised proper system to ensure compliance with the provisions of all applicable laws and that such system are adequate and operating effectively.

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors and the reviews performed by management and the relevant board committees, including the audit committee, the Board is of the opinion that the Company's internal financial controls were adequate and effective during the financial year 2016-17.

CONSERVATION OF ENERGY / TECHNOLOGY ABSORPTION / FOREIGN EXCHANGE

A. Conservation of Energy:

Steps taken for conservation	The operations of the Company are not energy-intensive. However, wherever possible, the Company strives to curtail the consumption of energy on a continuing basis.
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipments	

B. Technology absorption:

Efforts made for technology absorption	Not Applicable
Benefits derived	
Expenditure on Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

C. Foreign Exchange Earning and Outgo:

a. Total Foreign exchange earned (FOB Value) : NIL

b. Total Foreign exchange outgo : ₹ 9.69 Crores

PERSONNEL

Employee relations have been very cordial during the financial year ended 31st March, 2017. The Board wishes to place on record its appreciation to all the employees in the Company for their sustained efforts and immense contribution to the high level of performance and growth of the business during the year. The Management team of the Company comprises of young passionate driven professionals committed to the organizational goals.

ACKNOWLEDGEMENT

The directors place on record their deep appreciation and contribution made every member of the Indian Terrain family. The Board places on record its appreciation for the support and co-operation the Company has been receiving from its suppliers, distributors, retailers, business partners, investors, regulatory and government authorities.

For and on Behalf of the Board

sd/-
Venkatesh Rajagopal
Chairman & Managing Director
(DIN: 00003625)

Place: Chennai
Date: 26th May, 2017

ANNEXURE -I TO BOARD'S REPORT

PARTICULARS OF EMPLOYEES:

A. Disclosure with respect to the remuneration of Directors and employees as required under Section 197 of the Companies Act, 2013 and Rule 5 of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is as follows:

a) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year 2016-17:

Name of Directors	Designation	Ratio to median remuneration
Mr. Venkatesh Rajagopal	Chairman & Managing Director	26.63 : 1
Mrs. Rama Rajagopal	Whole Time Director	21.51 : 1

b) Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year 2016-17:

Name	Designation	% increase in remuneration in financial year 2016-17
Mr. Venkatesh Rajagopal	Chairman & Managing Director	24%
Mrs. Rama Rajagopal	Whole Time Director	NIL
Mr. M. Thiyagarajan	Chief Financial Officer	12%
Mr. J. Manikandan (Resigned w.e.f 30th Oct, 2016)	Company Secretary & Compliance Officer	15%
Mr. Ravi B.S.G (Appointed w.e.f 28th Nov, 2016)	Company Secretary & Compliance Officer	NA

c) Percentage increase in the median remuneration of employees in the financial year 2016-17: 16%

d) The number of permanent employees on the rolls of the Company: 637

e) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration:

Average increase in remuneration is 11.55% for Key Managerial Personnel (KMP) and 12.77% for employees other than Key Managerial Personnel.

Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that the remuneration is as per the Remuneration Policy of the Company.

B. Information as per Section 197(12) of the Companies Act, 2013 read with Rule 5(2) & 5(3) The Companies (Appointment and remuneration of Managerial Personnel) Rules, 2014 forming part of the Directors' Report for the year ended 31st March, 2017.

Name	Designation	Nature of Employment	Remuneration (₹ in Lakhs)	Qualification & Experience	Date of Commencement of Employment	Age	Previous Employment	Percentage of shares held by the Employee	Whether he is a Relative of a Director / Manager
Mr. Charath Ram Narasimhan	CEO	Full Time	*523.17	B. Tech (IIT), PGDBM (IIM), 20 years	7th Nov, 2005	44	Madura garments	4.45%	No
Mr. Venkatesh Rajagopal	MD	Full Time	**133.92	M.A., I.P.S, 39 years	1st Oct, 2010	60	Celebrity Fashions Limited	12.51%	Yes
Mr. Amitabh Suri	COO	Full Time	*984.82	PG (Apparel Marketing & Marchandising) - NIFT Chennai, 17 years	26th Mar, 2001	41	First employment with Indian Terrain	2.63%	No

*On earned CTC basis including perquisites value on ESOP and others.
** Managerial remuneration including commission on variable basis and perquisites.

Date : 26th May, 2017
Place : Chennai

For and on behalf of the Board
sd/-
Venkatesh Rajagopal
Chairman and Managing Director
(DIN: 00003625)

ANNEXURE -II TO BOARD'S REPORT

FORM NO. AOC -2

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

Form for disclosure of particulars of contracts/arrangements entered into by the Company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at arm's length basis.

S. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transactions	
c)	Duration of the contracts/arrangements/transactions	
d)	Salient terms of the contracts or arrangements or transactions including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions	
f)	Date(s) of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

2. Details of material contracts or arrangements or transactions at arm's length basis.

S. No.	Particulars	Details
1	Name (s) of the related party	Celebrity Fashions Limited
2	Nature of Relationship	Mr. Venkatesh Rajagopal & Mrs. Rama Rajagopal, Directors of Indian Terrain Fashions Limited are also the Directors in Celebrity Fashions Limited
3	Nature of contracts/ arrangements/ transactions	Job work charges, purchase of raw materials, Washing charges, FOB sales and purchase of license scrips and lease rentals
4	Duration of the contracts/ arrangements/ transactions	Not Applicable
5	Salient terms of the contracts or arrangements or transactions including the value, if any	Upto Maximum of ₹ 40 Crores in any financial year
6	Date of approval by the Board	13th November, 2014
7	Amount paid as advances, if any	NIL

For and on behalf of the Board
sd/-
Venkatesh Rajagopal
Chairman and Managing Director
(DIN: 00003625)

Date : 26th May, 2017
Place : Chennai

ANNEXURE-III TO BOARD'S REPORT

DISCLOSURE WITH RESPECT TO EMPLOYEE STOCK OPTION SCHEME PURSUANT TO SECTION 62(1)(B) OF COMPANIES ACT 2013, READ WITH RULE 12(9) OF THE COMPANIES (SHARE CAPITAL AND DEBENTURES) RULES, 2014 AND SEBI (SHARE BASED EMPLOYEE BENEFITS) REGULATIONS, 2014

EMPLOYEE STOCK OPTION 2011

During the Financial Year 2011-12 the Company had formulated an Employee Stock Option Scheme in accordance with the provision of (Employee Stock Option Scheme and Employee Stock Purchase Scheme Guidelines, 1999)

Sl. No.	Particulars	ESOP-2011
1	Date of shareholders' approval	30th September, 2011
2	Total number of options approved under the Scheme	11,16,000 options
3	Vesting requirements	Options granted under ESOP 2011 would vest not earlier than one year and not later than six years from the date of Grant of such Options. Vesting of Options would be subject to continued employment with the Company.
4	Exercise price or pricing formula	₹ 19.80/- per option
5	Maximum term of options granted	6 years
6	Source of shares	Secondary
7	Variation in terms of options	NIL
8	Method used to account for ESOS	NIL
9	Difference between the employee compensation cost based on intrinsic value of the stock and the fair value for the year and its impact on the profits and on EPS of the Company	NIL
10	Options movement during the year	
	Number of Options outstanding at the beginning of the year	12,30,000 options
	Number of Options granted during the year	NIL
	Number of options forfeited / lapsed during the year	NIL
	Number of Options vested during the year	12,30,000 options
	Number of Options exercised during the year	**i) On 30th May 2016** Mr. Amitabh Suri- 560,000 options **ii) On 20th January 2017** Mr. Amitabh Suri – 280,000 options Mr. Charath Ram Narsimhan – 390,000 options **Total No of option exercised during the year** 12,30,000 options
	Number of shares arising as result of exercise of options	12,30,000 Shares
	Money realised by exercise of options	₹ 2,43,54,000/- (12,30,000 Shares @ ₹ 19.80/- each)
	Loan repaid by the Trust during the year from exercise price received	Not Applicable
	Number of options outstanding at the end of the year	NIL
	Number of options exercisable at the end of the year	NIL

11	weighted-average exercise price	NA
	weighted-average fair value	NA
12	Employee wise details	
	Senior Managerial Personnel	11,16,000 options (detailed below before sub division)
	Any other employees who receives a grant of options in any one year of option amounting to 5% or more of options granted during the year	11,16,000 options (detailed below before sub division)
	Identified employees who were granted option, during any one year equal to or exceeding 1% of the issued capital of the Company at the time of grant	Mr. Charath Ram Narsimhan Mr. Amitabh Suri Mr. S. Surya Narayanan
13	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information	NA
a)	i) Weighted-average values of share price	NA
	ii) Weighted-average exercise price	NA
	iii) expected volatility	NA
	iv) expected option life	NA
	v) expected dividends	NA
	vi) the risk-free interest rate and any other inputs to the model	NA
b)	the method used and the assumptions made to incorporate the effects of	NA
	expected early exercise	
c)	how expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility	NA
d)	whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition	NA

i). SHARES GRANTED TO SENIOR MANAGEMENT

Employee Name	Total Options*	Growth Options	Thank you Options	% of Issued Capital
Charath Ram Narsimhan	5,00,000	3,90,000	1,10,000	9%
Amitabh Suri	3,35,000	2,80,000	55,000	6%
S. Surya Narayanan	2,25,000	1,70,000	55,000	4%
John Dulip kumar	56,000	46,000	10,000	1%
Total	**11,16,000**	**8,86,000**	**2,30,000**	**20%**

*The above options were granted before Sub Division.
*56,000 options granted to Mr. John Dulip Kumar stands cancelled subsequent to his resignation in the financial year 2011-12.
*1,97,500 options granted to Mr. S. Surya Narayanan stands cancelled subsequent to his resignation in the financial year 2012-13.
*1,56,000 Growth options granted to Mr. Charath Narsimhan stands lapsed due to performance parameter.
*1,12,000 Growth options granted to Mr. Amitabh Suri stands lapsed due to performance parameter.

ii) EMPLOYEES RECEIVING IN EXCESS OF 5% UNDER ESOP

Employee Name	Total Options*	Growth Options	Thank you Options	%
Charath Narsimhan	5,00,000	3,90,000	1,10,000	45%
Amitabh Suri	3,35,000	2,80,000	55,000	30%
S. Surya Narayanan	2,25,000	1,70,000	55,000	20%
John Dulip kumar	56,000	46,000	10,000	5%
Total	**11,16,000**	**8,86,000**	**2,30,000**	**20%**

*The above options were granted before Sub Division.

For and on behalf of the Board
sd/-
Venkatesh Rajagopal
Chairman and Managing Director
(DIN: 00003625)

Date : 26th May, 2017
Place : Chennai

ANNEXURE - IV TO THE BOARD'S REPORT

Form No. MGT-9

EXTRACT OF ANNUAL RETURN

as on the financial year ended on 31st March 2017

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	:	L18101TN2009PLC073017
ii.	Registration Date	:	29/09/2009
iii.	Name of the Company	:	INDIAN TERRAIN FASHIONS LIMITED
iv.	Category / Sub-Category of the Company	:	Company Limited by shares/ Non-Govt Company
v.	Address of the Registered office and contact details	:	208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai-100, Phone: 044-42279100 Fax: 044-2262 2897 e-mail: ravi.bsg@indianterrain.com Website: www.indianterrain.com
vi.	Whether listed Company	:	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Link Intime India Private Limited C-101, 247 Park, L.B.S. Marg, Vikhroli (west), Mumbai-400 083 Phone No: 022 49186000 Fax No: 022 49186060 E-mail: manali.ganatra@linkintime.co.in Website: www.linkintime.co.in

II. PRINCIPAL BUSINESS ACTIVITIES OF THE Company

All the business activities contributing 10 % or more of the total turnover of the Company shall be stated:

S. No.	Name and Description of main products/services	NIC Code of the Product/Service	% to total turnover of the Company
1	Apparels	141-Manufacturing of Wearing Apparels	100%

III.PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No.	Name and address of the Company	CIN/GLN	Holding/Subsidiary/Associate	% of shares held	Applicable section
NOT APPLICABLE					

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1)Indian									
a) Individual/HUF	11086100	0	11086100	30.2	11086100	0	11086100	29.22	(0.98)
b) Central Govt.	0	0	0	0	0	0	0	0	0
c) State Govt(s)	0	0	0	0	0	0	0	0	0
d) Bodies Corp.	0	0	0	0	0	0	0	0	0
e) Banks/FI	0	0	0	0	0	0	0	0	0
f) Any other ...	0	0	0	0	0	0	0	0	0
Sub-Total (A)(1)	**11086100**	**0**	**11086100**	**30.2**	**11086100**	**0**	**11086100**	**29.22**	**(0.98)**
(2) Foreign									
a) NRIs-Individuals	0	0	0	0	0	0	0	0	0
b) Other-Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0

e) Any other....	0	0	0	0	0	0	0	0	0
Sub-Total (A)(2)	0	0	0	0	0	0	0	0	0
Total Shareholding of Promoter (A)=(A)(1)+(A)(2)	**11086100**	**0**	**11086100**	**30.2**	**11086100**	**0**	**11086100**	**29.22**	**(0.98)**
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	7734685	0	7734685	21.07	9571042	0	9571042	25.23	4.16
b) Banks/ FI	0	0	0	0	0	0	0	0	0
c) Central Govt	0	0	0	0	0	0	0	0	0
d) State Govt(s)	0	0	0	0	0	0	0	0	0
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIs	824945	0	824945	2.25	902725	0	902725	2.38	0.13
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (Foreign Portfolio Investor)	2446640	0	2446640	6.66	1928275	0	1928275	5.08	(1.58)
Sub-Total (B)(1)	**11006270**	**0**	**11006270**	**29.98**	**12402042**	**0**	**12402042**	**32.69**	**2.71**
(2) Non-institutions									
a) Bodies Corp.									
i) Indian	4081844	0	4081844	11.12	3792061	0	3792061	9.99	(1.12)
ii) Overseas	0	0	0	0	0	0	0	0	0
b) Individuals									
i. Individual shareholders holding nominal share capital up to ₹ 1 lakh	4700329	1445	4701774	12.81	4573411	1475	4574886	12.06	(0.75)
ii. Individual shareholders holding nominal share capital in excess of ₹ 1lakh.	3344355	0	3344355	9.11	4109089	0	4109089	10.83	1.72
c) Others (specify)									
Hindu undivided Family	225630	0	225630	0.61	274913	0	274913	0.72	0.11
Foreign Companies	1845140	0	1845140	5.03	1245140	0	1245140	3.28	(1.74)
Non Resident Indians	292723	0	292723	0.8	251782	0	251782	0.66	(0.13)
Clearing Member	127464	0	127464	0.35	205287	0	205287	0.54	0.19
Sub-Total (B)(2)	**14617485**	**1445**	**14618930**	**39.82**	**14451683**	**0**	**14453158**	**38.09**	**(1.73)**
Total Public Shareholding (B)= (B)(1)+(B)(2)	**25623755**	**1445**	**25625200**	**69.8**	**26853725**	**1475**	**26855200**	**70.78**	**0.98**
C. Shares held Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
GRAND TOTAL (A)+(B)+(C)	**36709855**	**1445**	**36711300**	**100**	**37939825**	**1475**	**37941300**	**100**	**0**

(ii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in Shareholding during the year
		No. of shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	No. of shares	% of total shares of the Company	% of Shares Pledged/ encumbered to total shares	
1	Venkatesh Rajagopal	4747115	12.93	10.41	4747115	12.51	10.08	(0.42)
2	Rama Rajagopal	6202930	16.9	10.41	6202930	16.35	10.08	(0.55)
3	Vidyuth Rajagopal	134995	0.37	0	134995	0.36	0	(0.01)
4	Rajagopalan K.A	920	0	0	920	0	0	Nil
5	Anjali Rajagopal	140	0	0	140	0	0	Nil
	Total	**11086100**	**30.2**	**20.82**	**11086100**	**29.22**	**20.15**	**(0.98)**

(iii) Change in Promoters' Shareholding (specify, if there is no change)

S. No.	Shareholder's Name	Shareholding at the beginning of the year		Date of Increase/ decrease	Reason for Increase/ decrease	No of Shares	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	**Venkatesh Rajagopal**	**4747115**	**12.93**				**4747115**	**12.93**
				-	No Change	0	4747115	12.93
				31.03.2017	**At the end of the year**		**4747115**	**12.51**
2	**Rama Rajagopal**	**6202930**	**16.9**				**6202930**	**16.9**
				-	No Change	0	6202930	16.9
				31.03.2017	**At the end of the year**		**6202930**	**16.35**
3	**Vidyuth Rajagopal**	**134995**	**0.37**				**134995**	**0.37**
				-	No Change	0	134995	0.37
				31.03.2017	**At the end of the year**		**134995**	**0.36**
4	**Rajagopalan K.A**	**920**	**0**				**920**	**0**
				-	No Change	0	920	0
				31.03.2017	**At the end of the year**		**920**	**0**
5	**Anjali Rajagopal**	**140**	**0**				**140**	**0**
				-	No Change	0	140	0
				31.03.2017	**At the end of the year**		**140**	**0**

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Date of Increase/ decrease	Reason for Increase/ decrease	No of Shares	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
1	**SBI Magnum Multi Cap Fund**	**3375000**	**9.19**				**3375000**	**9.19**
				27.05.2016	Sale	(275000)	3100000	8.17
				08.07.2016	Sale	(4500)	3095500	8.16
				22.07.2016	Sale	(5500)	3090000	8.14
				09.12.2016	Sale	(16000)	3074000	8.1
				16.12.2016	Purchase	465000	3539000	9.33
				31.03.2017	**At the end of the year**		**3539000**	**9.33**
2	**DSP Blackrock Small And Midcap Fund**	**2848860**	**7.76**					
				18.11.2016	Purchase	13654	2862514	7.54
				25.11.2016	Purchase	88130	2950644	7.78
				02.12.2016	Purchase	1798	2952442	7.78
				31.03.2017	**At the end of the year**		**2952442**	**7.78**
3	**Malabar India Fund Limited**	**1763275**	**4.8**				**1763275**	**4.8**
				-	No change	0	1763275	4.8
				31.03.2017	**At the end of the year**		**1763275**	**4.65**
4	**Charath Ram Narsimhan**	**1310000**	**3.57**				**1310000**	**3.57**
				10.06.2016	Sale	(10000)	1300000	3.43
				03.02.2017	Allotment under ESOP 2011	390000	1690000	4.45
				31.03.2017	**At the end of the year**		**1690000**	**4.45**

5	**Reliance Capital Trustee Co. Ltd-A/C Reliance small Cap Fund**	**0**	**0**				**0**	**0**
				16.12.2016	Purchase	1314100	1314100	3.46
				06.01.2017	Purchase	2142	1316242	3.47
				13.01.2017	Purchase	17900	1334142	3.52
				20.01.2017	Purchase	3350	1337492	3.53
				17.03.2017	Purchase	3725	1341217	3.54
				24.03.2017	Purchase	56550	1397767	3.68
				31.03.2017	Purchase	2500	1400267	3.69
				31.03.2017	**At the end of the year**		**1400267**	**3.69**
6	**New Vernon Private Equity Limited**	**1845140**	**5.03**				**1845140**	**5.03**
				16.12.2016	Sale	(600000)	1245140	3.28
				31.03.2017	**At the end of the year**		**1245140**	**3.28**
7	**Bennett, Coleman And Company Limited**	**1316820**	**3.59**				**1316820**	**3.59**
				29.07.2016	Sale	188116	1128704	2.97
				31.03.2017	**At the end of the year**		**1128704**	**2.97**
8	**Birla Sun Life Trustee Company Private Limited**	**81300**	**0.22**				**81300**	**0.22**
				20.05.2016	Purchase	19000	100300	0.26
				27.05.2016	Purchase	173600	273900	0.72
				03.06.2016	Purchase	65800	339700	0.9
				10.06.2016	Purchase	84000	423700	1.12
				17.06.2016	Purchase	40000	463700	1.22
				24.06.2016	Purchase	49200	512900	1.35
				22.07.2016	Purchase	10600	523500	1.38
				29.07.2016	Purchase	117000	640500	1.69
				05.08.2016	Purchase	122450	762950	2.01
				12.08.2016	Purchase	25000	787950	2.08
				09.09.2016	Purchase	33500	821450	2.17
				16.09.2016	Purchase	17500	838950	2.21
				23.09.2016	Purchase	40000	878950	2.32
				06.01.2017	Purchase	142000	1020950	2.69
				20.01.2017	Sale	(7950)	1013000	2.67
				03.03.2017	Sale	(6770)	1006230	2.65
				31.03.2017	**At the end of the year**		**1006230**	**2.65**
9	**Amitabh Suri**	**251665**	**0.69**				**251665**	**0.69**
				10.06.2016	Sale	(7164)	244501	0.64
				10.06.2016	Allotment under ESOP 2011	560000	804501	2.12
				17.06.2016	Sale	(2029)	802472	2.12
				15.07.2016	Sale	(7570)	794902	2.1
				12.08.2016	Sale	(5)	794897	2.1
				19.08.2016	Sale	(11777)	783120	2.06
				26.08.2016	Sale	(81)	783039	2.06
				28.10.2016	Sale	(2550)	780489	2.06
				03.02.2017	Allotment under ESOP 2011	280000	1060489	2.8
				17.02.2017	Sale	(10201)	1050288	2.77
				24.02.2017	Sale	(25971)	1024317	2.7
				03.03.2017	Sale	(5863)	1018454	2.68
				17.03.2017	Sale	(11000)	1007454	2.66

				31.03.2017	Sale	(10000)	997454	2.63
				31.03.2017	**At the end of the year**		**997454**	**2.63**
10	**Eos Multi Strategy Fund**	**764445**	**2.08**				**764445**	**2.08**
				13.05.2016	Purchase	84000	848445	2.24
				03.06.2016	Sale	(84000)	764445	2.01
				26.08.2016	Purchase	57000	821445	2.17
				18.11.2016	Purchase	64636	886081	2.34
				31.03.2017	**At the end of the year**		**886081**	**2.34**

S. No.	For Each of the Directors and Key Managerial Personnel	Shareholding at the beginning of the year		Date of Increase/ decrease	Reason for Increase/ decrease	No of Shares	Cumulative Shareholding during the year	
		No. of Shares	% of total Shares of the Company				No. of Shares	% of total Shares of the Company
	DIRECTORS							
1	**Venkatesh Rajagopal Chairman & Managing Director**	**4747115**	**12.93**				**4747115**	**12.93**
				-	No Change	0	4747115	12.93
				31.03.2017	**At the end of the year**		**4747115**	**12.51**
2	**Rama Rajagopal Whole Time Director**	**6202930**	**16.9**				**6202930**	**16.9**
				-	No Change	0	6202930	16.9
				31.03.2017	**At the end of the year**		**6202930**	**16.35**
	KEY MANAGERIAL PERSONNEL							
1	**M. Thiagarajan Chief Financial Officer**	**0**	**0**				**0**	**0**
				-	No Change	0	0	0
				31.03.2017	**At the end of the year**	**0**	**0**	**0**
2	**J. Manikandan Company Secretary (Resigned w.e.f 31st Oct, 2016)**	**0**	**0**				**0**	**0**
				-	No Change	0	0	0
				31.03.2017	**At the end of the year**	**0**	**0**	**0**
3	**Ravi B.S.G Company Secretary (Appointed w.e.f 28th Nov, 2016)**	**0**	**0**				**0**	**0**
				-	No Change	0	0	0
				31.03.2017	**At the end of the year**	**0**	**0**	**0**

Note:
The Independent Directors did not hold any shares in the Company during the financial year ended 31st March, 2017.

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment (₹ in Lakhs)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal amount	4406	0	0	4406
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**4406**			**4406**
Change in Indebtedness during the financial year				
• Addition	0	0	0	0
• Reduction	0	0	0	0

Net Change	0	0	0	0
Indebtedness at the end of the financial year				
i. Principal amount	4406	0	0	4406
ii. Interest due but not paid	0	0	0	0
iii. Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	**4406**			**4406**

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager: **(₹ in Lakhs)**

S.No.	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Venkatesh Rajagopal Chairman & Managing Director	Rama Rajagopal Whole Time Director	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961	52	42	94
	(b) Value of Perquisites u/s 17(2) Income – tax Act,1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission -as % of profit -others, specify	81.92	Nil	81.92
5	Others, please specify	Nil	Nil	Nil
	Total (A)	**133.92**	**42**	**175.92**
	Ceiling as per the Act	**201**	**201**	-

B. Remuneration to other directors: **(₹ in Lakhs)**

S. No.	Particulars of Remuneration	Name of Independent Directors				Total Amount
		N.K. Ranganath	P.S. Raman	Harsh Bahadur	Manoj Mohanka	
1	Fee for attending Board/Committee Meetings	2.725	1.025	2.6	2.6	8.95
	Commission	Nil	Nil	Nil	Nil	Nil
	Others, Please specify	Nil	Nil	Nil	Nil	Nil
	Total (1)	**2.725**	**1.025**	**2.6**	**2.6**	**8.95**

S. No.	Particulars of Remuneration	Name of other Non Executive Directors	Total Amount (In Lakhs)
2	Fee for attending Board/Committee Meetings	Nil	Nil
	Commission	Nil	Nil
	Others, Please specify	Nil	Nil
	Total (2)	Nil	Nil
	Total (B)=(1+2)	**8.950 Lakhs**	
	Total Managerial Remuneration	**184.87 Lakhs**	
	Overall Ceiling as per the Act	**420 Lakhs**	

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD **(₹ in Lakhs)**

S. No.	Particulars of Remuneration	Key Managerial Personnel			
		CFO	CS		Total
			Mr. J. Manikandan (Resigned w.e.f 30th Oct 2016)	Mr. Ravi B.S.G (Appointed w.e.f 28th Nov 2016)	
1	Gross Salary	16.17	12.71	1.98	30.86
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act,1961				
	(b) Value of Perquisites u/s 17(2) Income –tax Act,1961	0	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income-tax Act,1961	0	0	0	0

2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	-as % of profit				
	-others, Specify				
5	Others, please specify	0	0	0	0
	Total	**16.17**	**12.71**	**1.98**	**30.86**

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/Compounding fees imposed	Authority (RD/NCLT/COURT)	Appeal made, if any (give Details)
A. Company					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
B. DIRECTORS					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil
C. OTHER OFFICERS IN DEFAULT					
Penalty	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil
Compounding	Nil	Nil	Nil	Nil	Nil

For and on behalf of the Board
sd/-
Venkatesh Rajagopal
Chairman and Managing Director
(DIN: 00003625)

Date : 26th May, 2017
Place : Chennai

ANNEXURE - V

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2017

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,
Indian Terrain Fashions Limited
No. 208, Velachery Tambaram Road,
Narayanapuram, Pallikaranai,
Chennai - 600100

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indian Terrain Fashions Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Indian Terrain Fashions Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanations given to us and the representations made by the Management, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 generally complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Indian Terrain Fashions Limited for the financial year ended on 31st March, 2017 according to the applicable provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(g) the Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(vi) The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

(vii) Other laws applicable to the Company as per the representations made by the Management.

With respect to Fiscal laws such as Income Tax, Value Added Tax, Central Excise Act and Service Tax Rules, we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various Acts and based on the information and explanation provided to us by the management and officers of the Company and

also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India have been generally complied with.

ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

During the period under review there were no events which required specific compliance of the provisions of

i. the Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

ii. the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009;

iii. the Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For BP & Associates
Company Secretaries

sd/-
S.Bhaskar
Partner
M No: 10798
CP No: 8315

Date: 26th May, 2017
Place: Chennai

'ANNEXURE A'

To

The Members,
Indian Terrain Fashions Limited,
No. 208, Velachery Tambaram Road,
Narayanapuram, Pallikaranai,
Chennai - 600100

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.

2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company

4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For BP & Associates
Company Secretaries

sd/-
S.Bhaskar
Partner
M No: 10798
CP No: 8315

Date: 26th May, 2017
Place: Chennai

ANNEXURE- VI TO BOARD'S REPORT

CORPORATE SOCIAL RESPONSIBILITY REPORT

1. Company's Corporate Social Responsibility policy

The Company's philosophy on Corporate Social Responsibility (CSR) is that to contribute to the social and economic development of the communities in which it operates, resulting in building a better and sustainable way of life for the society at large. The implementation and monitoring of CSR policy is in compliance with CSR objectives and policy of the Company. The CSR Policy of the Company is available in the Company's website www.indianterrain.com

2. Corporate Social Responsibility Committee

As per Section 135 of Companies Act, 2013, the board of directors at their meeting held on 20th May, 2014 had constituted a CSR committee consisting of following members.

- Mrs. Rama Rajagopal, Whole time Director - Chairperson of the Committee
- Mr. Venkatesh Rajagopal - Member
- Mr. N. K. Ranganath - Member

The said Committee has been entrusted with the responsibility of formulating and recommending to the Board, a Corporate Social Responsibility policy indicating the activities to be undertaken by the Company, monitoring the implementation of the framework of the CSR Policy and recommending the amount to be spent on CSR activities.

3. Average Net Profit of the Company for the last three years: ₹ 24.08 Crores

4. Prescribed CSR Expenditure (2% of the amount as in Item No.3) : ₹ 0.48 Crores

5. Details of CSR Spent during the Financial year:

a. Total amount to be spent for the financial year: ₹ 0.48 Crores

b. Amount unspent, if any: ₹ 0.48 Crores

c. Manner in which the amount spent during the financial year is detailed below-

(1)	(2)	(3)	(4)	(5)	(6)	(7)	(8)
S. No.	CSR project or activity identified	Sector in which the project is covered	Projects or programs (1) Local area or other (2) Specify the state and district where projects or program was undertaken	Amount Outlay (Budget) Project or programs wise	Amount spent on the programs or projects (1) Direct expenditure on Projects or Programs (2) Overhead	Cumulative expenditure upto the reporting period	Amount Spent: Direct or Implementing agency
	NIL						

6. In case the Company has failed to spend the two per cent of the average net profit of the last three financial years or any part thereof, the Company shall provide the reasons for not spending the amount in its Board report.

The Company had identified suitable CSR projects based on the parameters set by the CSR Committee and has been analyzing such projects in line with the CSR policy of the Company. The Company is also in the process of establishing its own registered trust/foundation to carry out the CSR activities in an structured sustainable model to ensure maximum benefits to the communities. For this reason, during the year ended, the Company has not been able to spend on the CSR activities as per the limits prescribed in the Companies Act, 2013. The Company is always committed to undertake better initiatives in the upcoming years.

7. A responsibility statement of the CSR Committee that the implementation and monitoring of CSR Policy, is in compliance with CSR objectives and Policy of the Company.

We hereby declare that implementation and monitoring of the CSR Policy are in compliance with CSR objectives and policy of the Company.

Mr. Venkatesh Rajagopal
Member - CSR Committee
(DIN: 00003625)

Mrs. Rama Rajagopal
Chairperson - CSR Committee
(DIN: 00003565)

MANAGEMENT DISCUSSION AND ANALYSIS

Disclaimer

Statement in this Management Discussion and Analysis describing the Company's objectives, projections, estimates, expectations or predictions may be "forward looking statements" within the meaning of applicable securities, laws and regulations. Actual results could materially differ from those expressed or implied. Important factors that could make a difference to the Company's operations include raw material availability and prices, global demand-supply conditions, changes in governmental regulations and tax structure, economic structure within India and the countries with which the Company has business contacts and other incidental factors.

The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

Macroeconomic Overview

The global economy in 2016 was characterized by relatively slow growth, weak business investment, persistent deflationary pressures, and slow growth of cross-border trade in goods and services. The Global growth is estimated to have fallen to 2.3% in 2016 – the weakest since the Global economic crisis. While the estimates for 2017 is pegged at 2.7%, the increase is mainly expected from a recovery in emerging market and developing economies (EMDEs).

However, despite global uncertainty and demonetization, India's growth remained buoyant for three-fourths of last year. The economy exhibited immense resilience in the first three quarters of financial year 2016–17. Being a $2 trillion economy and growing at approximately 7% year on year, the Indian economy is on the cusp of delivering growth at an accelerated pace driven by reforms, demographic dividends and consumption demand.

Further as the economy picks up pace, consumption-led demand can lead to an improvement in capacity utilisation of industries thus creating more jobs which will enable rise in consumption across the spectrum. Owing to shift in consumer behavior and expenditure pattern, India is expected to be the third largest consumer economy with its consumption expected to triple to US$ 4 trillion by 2025 according to a Boston Consulting Group (BCG) report. According to a report by PricewaterhouseCoopers Indian economy is also estimated to surpass USA to become the second largest economy in terms of purchasing power parity (PPP) by the year 2040.

Industry Overview

The Indian retail industry is rapidly growing and the apparel market in particular is demonstrating resilience and growth.

The fashion retail category continues to be one of the leading segments of modern retail in India backed by the increasing aspirations of the Indian fashion consumer. In recent years, a structural shift has been seen from both demand side and supply side of the market. The consumers have become more demanding due to rise in disposable incomes and have moved from unbranded to branded, ready-to-stitch fabric to ready-to-wear apparel.

Growing urbanization and rising per capita income in India and China would result in increased purchasing power and change in life style. Per Capita apparel consumption in developing countries like India and China is likely to rise by two times in 10 years and will make developing countries the drivers of incremental growth.

China and India are set to overtake Europe and the US in terms of consumption. The combined apparel use of China and India is expected to touch USD 795 billion against the combined market size of USD 775 billion between US and Europe. Growth of Indian Apparel industry is thus expected to remain strong over the next decade.

Mens'wear

Demand for menswear is expected to remain strong. Over the last few years there's a greater emphasis being placed on fashion, grooming and appearance among the Indian Consumers. This trend is expected to further strengthen and the Men'swear market is predicted to register sales of ₹ 179,500 crs in 2021.

Boyswear

The Indian kidswear market is slightly skewed towards Boyswear which accounts for 51% of the total kidswear market. This market is estimated to worth ₹ 31,552 crs and is expected to grow at a CAGR of 10.4% to reach market of ₹ 85,197 crs by 2026.

The factors fuelling the growth of the kidswear segment include the high population base of children, the growing exposure of both parents and children towards fashion trends. Furthermore, increasing number of double income parents leading to higher household incomes and, consequently, higher disposable incomes also favored the growth of this segment. Traditionally, the unorganized players which offered a wide range of styles at low prices dominated this market. However, this is gradually giving way to branded clothing becoming the popular option for kidswear. The Brands are extending their portfolios and expanding their geographies, in order to leverage the growth of the kidswear market in India.

Financial Performance

(₹ in crs)

	FY 2016-17		FY 2015-16	
	Amount	**% to Revenues**	**Amount**	**% to Revenues**
Revenues	**402.77**		**325.10**	
Operational Earnings	47.12	11.7%	41.10	12.6%
Other Income	5.05	1.3%	5.16	1.6%
EBITDA	**52.17**	**13.0%**	**46.26**	**14.2%**
Finance Cost	8.89	2.2%	6.97	2.1%
Depreciation	3.14	0.8%	2.31	0.7%
Profit Before Tax	**40.14**	**10.0%**	**36.98**	**11.4%**
Tax Expenses	12.55	3.1%	3.96	1.2%
Profit After Tax	**27.59**	**6.9%**	**33.02**	**10.2%**

Revenues

The Company's revenues grew at a healthy pace of 23.9% over the previous year amidst temporary market glitches in the first and third quarters of the financial year. The net revenues were at ₹ 402.77 crs against ₹ 325.10 crs in FY 2015-16.

The core segment Men'swear business continued to gain traction and posted revenue growth of about 19% supported by strong volume growth of 11%. Boyswear revenues were at 3.4x of previous year and the segment within a very short span and limited launch hit the first milestone of ₹ 25 crs in FY 2016-17.

Retailing as a channel was the prime driver of growth contributing ~60% to overall revenues. The Company opened 22 exclusive stores and also tied up with 2 new departmental store chain during the year. As at the year end, the Company had 141 exclusive outlets and 269 doors in departmental stores. With over 1200 points of sale, distribution through Multi-Branded Outlets contributed ~33% to the Company's revenues. The channel grew 21.6% during the year with increased market penetration and renewed tie-ups with distribution partners. E-Commerce revenues were at 2x with contribution mainly from the third-party tie-ups.

On the product front, core categories of Shirts and Trousers continued to show robust growth of 27% and 23% respectively. The brand has relooked at its Denim category and reconstructed the line starting Spring Summer 2017. With the revamped line hitting the shelves in the last quarter of the financial year, Denims had a good sell through and as a category contributed 4% to the overall revenues in FY 2016-17.

Operating EBITDA

The operating EBITDA margins was at ₹ 47.12 crs (11.7%) against ₹ 41.10 crs (12.6%) the previous year. The growth in EBITDA margins was restricted to 14.6% mainly on account of the brand's investment in new initiatives. Further the margins were also impact with the incremental promotional costs during third and fourth quarters of the year to off-set the impact of demonetization. During the year under review, the Company continued to invest in strengthening its human capital in preparation for the new initiatives and future growth. This had resulted in incremental personnel costs for the year.

The total spends on Advertisement and Marketing was at ₹ 14.53 crs against ₹ 15.75 crs in previous year. The Company calibrated its marketing spends in the last quarter of the financial year in view of the "de-mon" impact and also with the hard stop of EOSS by January, 2017.

Finance Costs

The finance costs for the year was higher by 27.5% primarily on account of the interest on term loans availed in March, 2016. The Company has pre-closed this term loan and the entire outstanding of ₹ 9 crs as on 31st March, 2017 was settled in April, 2017. The interest on working capital increased by ~14%.

Depreciation

Depreciation for the year was higher by ~36% with the acquisition of Warehouse premises in March, 2016. Further the Company had invested in interiors of new stores and also renovated key stores during the year which increased the depreciation charge.

Working Capital

The Net Working Capital was up by ~19% compared to previous year. The working capital holding on Inventories, Receivables net of Trade creditors remained flat at 137 days of revenues as of 31st March, 2017.

Business Outlook

As disposable income and aspirations rise, beyond the metros, Indian youth are increasingly looking at spending on branded wear equating that with improved lifestyles. Further in tandem with globalization, Indian apparel market is expected to witness higher growth in casual wear compared to formal wear.

Further the new legislation involving tax and bankruptcy reforms could set the stage for an acceleration of growth. Such action is expected to ease the cost of doing business and promote more employment.

Given the backdrop of positive environment, the Company's efficient and scalable business model will provide the necessary impetus to leap into the future. The Company expects to double its revenues from its current levels by the financial year 2020 aided by the following factors:

- Retail expansion through exclusive stores and extensions in departmental stores will continue to be key drivers of growth. The Company firmly believes that point of sale has a huge influence on keeping a brand salient. The plan is to increase the retail presence to 625 counters across exclusive outlets and departmental stores. The brand will continue to gain its market share by connecting more with consumers and continuing to meet their needs.
- The distribution network across multi-branded outlets is set to expand in a big way with new customer groups and deeper penetration of markets. The strong relationships with the existing partners will help build the block and provide avenues for future growth.
- Boyswear has received an encouraging response and is expected to be at 5x by 2020 supported by expanded reach and distribution.
- The Company continues to see good traction and growth opportunities in its core categories and will accordingly keep investing in product innovation and design and stepping up the number of collections. Recognising the opportunity presented in Jeanswear and based on the initial encouraging response, the Company will increase its focus on category. Investments will be planned to enhance the product capabilities and concept.
- To leverage the digital market place, the Company is revamping its website. The IT infrastructure is being strengthened and the aim is to merge physical and digital stores. eCom revenues is estimated to contribute ~5% to total revenues.
- Being "On-time" to market is the root of success for retailing. The Company will continue to assess the supply chain infrastructure including network of suppliers, manufacturers, warehousing / distribution centers in tandem with the growing revenues. The Company will make appropriate tie-ups / investments in building a reliable, agile supply chain to gain the necessary advantage and ensure seamless operations.
- The Company is also planning to accelerate the marketing spends to further boost growth and improve brand salience. The efforts are to embrace and integrate branding in eCommerce marketing strategies and target increased consumer involvement in the brand through social media.

FY 2018 outlook

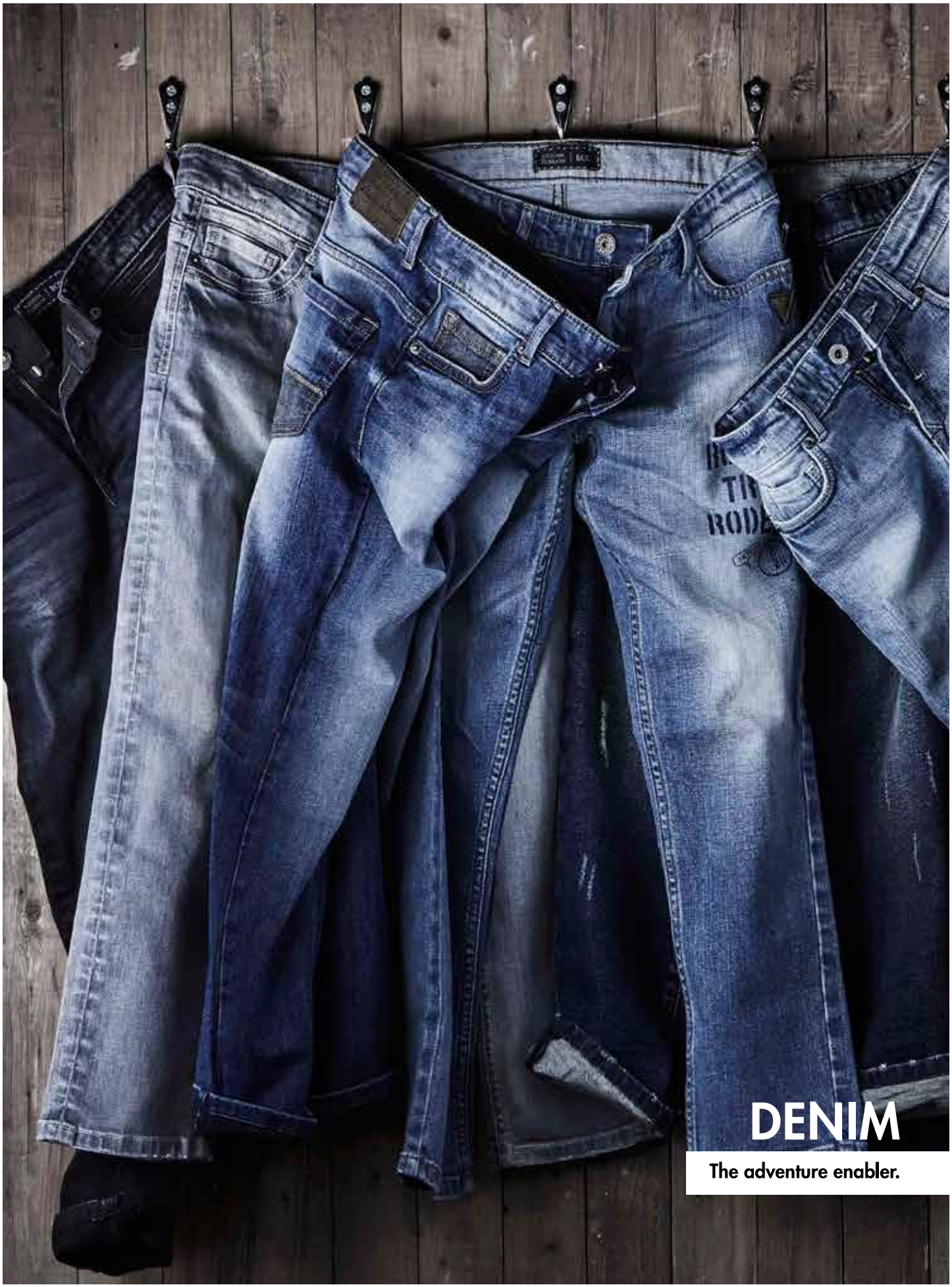
The outlook remains positive for FY 2018. The revenue estimates are pegged upwards of 20% with focus remaining on increased market share. The margins are expected to consolidate with higher spends on marketing / brand salience and continued investment in business analytics / business intelligence. The proposed implementation of GST may have a temporary disruption to operations including increase in costs but in the long-term the tax reform is expected to benefit the industry as a whole.






KHAKIS
It's a dad thing.


INDIGO SHIRTS
A new shade every day.


DENIM
The adventure enabler.


TEXTURED SPORTCOAT
For the stylish troublemaker.


INDIAN
TERRAIN
BOY


INDIAN
TERRAIN
60+
Exclusive Outlets
55+
Doors in
Departmental Stores
200+
Doors under
Multi Branded Outlets

CORPORATE GOVERNANCE REPORT

1. STATEMENT ON COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Indian Terrain Fashions Limited considers Corporate Governance as a set of systems and practices to ensure that the affairs of the Company are being managed which results in maximum accountability, transparency and fairness in addition to sustainable corporate growth and a powerful medium to achieve the Company's goals of maximizing wealth of its shareholders and maximizing value for all its stakeholders.

The Company is always committed to achieve and maintain the highest standards of corporate governance. Over the years, governance processes and systems have been strengthened internally and corporate governance has been an integral part of the way business is done.

A sound corporate governance strengthens investors' trust and enables the Company to fulfill its commitment towards its customers, employees and the society at large. Indian Terrain Fashions Limited believes that the primary objective is to create and adhere to a corporate culture of conscience and consciousness, empowerment, accountability and independent monitoring.

The Company's philosophy is based on the key elements in corporate governance viz., transparency, disclosure, supervision, internal controls, risk management system, high standard of safety, accounting fidelity and product quality. The Company has a strong legacy of fair and ethical governance practices. In addition to the above, an Independent Board with defined role and responsibilities, ethics, governance policies, audits, internal checks and balances, initiatives for internal controls and best corporate governance practices, etc.

2. BOARD OF DIRECTORS

The Board of Directors of the Company possess highest personal and professional ethics, integrity, values, provides leadership, strategic guidance and objective judgments on the affairs of the Company. The Board is fully aware of its fiduciary responsibilities and is committed to represent the long-term interest of the Stakeholders. The Board adopted the principles of corporate governance and remains informed, participative, and independent to implement its broad policies and guidelines and has set up adequate review procedures.

The Key to good corporate governance is the optimum combination of the executive and non-executive directors on the board and the extent of their independence. The Board consists of 6 (six) directors with knowledge and experience in diverse fields and professionally acclaimed to understand their role in addressing the issues raised by the management. The day-to-day affairs of the Company are managed by the Managing Director and Chief Executive Officer under the supervision and guidance of the Board.

Board composition and category of Directors

During the financial year ended 31st March, 2017 composition of the Board and category of directors are as follows:

S. No.	Name of Directors	DIN	Designation	Category
1	Mr. Venkatesh Rajagopal	00003625	Chairman and Managing Director	Promoter, Executive and Non-Independent Director
2	Mrs. Rama Rajagopal	00003565	Whole time Director	Promoter, Executive and Non-Independent Director
3	Mr. N.K. Ranganath	00004044	Director	Non-Executive Independent Director
4	Mr. P.S. Raman	00003606	Director	Non-Executive - Independent Director
5	Mr. Manoj Mohanka	00128593	Director	Non-Executive - Independent Director
6	Mr. Harsh Bahadur	00724826	Director	Non-Executive - Independent Director

Note:

All the independent Directors of the Company have furnished declaration both at the time of their appointment and also every year that they qualify the conditions of their being independent. All such declarations are placed before the meeting of the Board.

The Board is constituted in the manner, which results in an optimum combination of Executive and Non-executive independent directors to maintain its independence, and separate its functions of governance and management. The number of independent directors on the Board is more than half of its strength. Thus the composition of the Board of Directors of the Company is in compliance with Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013 read with applicable rules made there under.

Attendance of Directors at Board meetings, last Annual General Meeting (AGM) and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in other companies

S. No.	Name of Directors	Attendance at meetings during financial year 2016-17		No. of Directorship in other Boards as on 31st March, 2017*	No. of Chairmanship, Membership in other Committees of the Board**	
		Board meetings	Attendance at the last AGM		Membership	Chairmanship
1	Mr. Venkatesh Rajagopal	06/06	Yes	1	0	0
2	Mrs. Rama Rajagopal	04/06	No	1	0	0
3	Mr. N.K. Ranganath	04/06	Yes	3	2	2
4	Mr. P.S. Raman	02/06	No	2	2	0
5	Mr. Manoj Mohanka	04/06	No	7	3	1
6	Mr. Harsh Bahadur	04/06	No	1	0	0

* The Directorship held by the Directors, as mentioned above, includes the directorship held in Private Limited Companies

** Membership(s) / Chairmanship(s) of Audit Committees and Stakeholders Relationship Committees in all public limited companies (excluding Indian Terrain Fashions Limited) have been considered.

Profile of the Directors

The brief profile of the Board of directors is given below.

Mr. Venkatesh Rajagopal (DIN : 00003625) - Chairman and Managing Director

Mr.Venkatesh Rajgopal has been the Chairman and Managing Director of Indian Terrain Fashions Limited since 1st October, 2010. He holds B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and Master of Arts from Bangalore University. He has expertise knowledge in specific functional areas like Managerial, Financial, Marketing and Administration. He joined the Indian Police Service during the year 1979 and served the nation for a decade. During the year 1988, he quit the Indian Police Service and entered into the business of garment exports. He served as a Member of the Young President Organization, Madras Chapter. Mr. Venkatesh Rajgopal served as a Member of a Social Organization called Round Table for 8 years till 1998. He was associated in organizing the International conference of Round Tablers in 1996, in Chennai in the capacity as Vice Chairman of the conference.

Mrs. Rama Rajagopal (DIN : 00003565) - Whole time Director

Mrs. Rama Rajagopal holds Post Graduate in Economics from Bangalore University. She has been the Executive Director of Indian Terrain Fashions Limited since 29th September, 2009.

Mr. N.K. Ranganath (DIN : 00004044) – Independent Director

Mr. N.K. Ranganath is a mechanical engineer and holds a post graduate degree in Business Management from XLRI. He is the Managing Director of Grundfos Pumps India Private Limited. He has acquired valuable knowledge, experience and expertise in sales, marketing, finance, production and human resource disciplines.

Mr. P.S. Raman (DIN : 00003606) – Independent Director

Mr. P.S. Raman holds a bachelor degree in Commerce and Law. He is a Senior Advocate with more than two decades of practice experience at Madras High Court and in the Supreme Court. During the years of practice, he has gained valuable knowledge, experience and expertise in the field of law.

Mr. Manoj Mohanka (DIN – 00128593) - Independent Director

Mr. Manoj Mohanka holds a Master Degree in Strategic Marketing from National University of Ireland, Chevening Scholar from London School of Economics. He has more than 20 years of experience in Business Management and held various positions in Industry forums including President, Calcutta Chamber of Commerce, Co-Chairman, Economic Affairs Committee of FICCI (Eastern Region), Committee Member of Indo-Italian Chamber of Commerce, Young President Organization, Kolkata. He is also a guest Lecturer at Indian Institute of Technology (IIT) at Kharagpur.

Mr. Harsh Bahadur (DIN – 00724826) - Independent Director

Mr.Harsh Bahadur holds a Master Degree in History from St.Stephens College, Delhi University and Master of Business Administration from Boston University. He has more than 30 years of rich experience in retail, branded FMCG and Music, Sportswear, Business services and jewelry industries. He is also an senior advisor at PricewaterhouseCoopers (PWC). Mr. Bahadur also advises Private Equity Funds and has evaluated Companies in the automobile servicing, branded food and e-commerce sectors.

Number of Board meetings held

The Board meets at regular intervals to discuss and decide on Company / business policy and strategy apart from other Board business. The Board / Committee Meetings are pre-scheduled and a tentative date of the Board and Committee Meetings is circulated to the Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the meetings.

The notice of Board meeting is given well in advance to all the Directors. Usually, meetings of the Board are held in Chennai. The Agenda of the Board / Committee meetings is set by the Company Secretary in consultation with the Chairman, Chief Executive Officer and Chief Financial Officer (Group) of the Company. The Agenda is circulated a week prior to the date of the meeting. The Agenda for the Board and Committee meetings cover items set out as per the guidelines in Listing Regulations to the extent it is relevant and applicable. The Agenda for the Board and Committee meetings include detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the financial year ended 31st March, 2017, 06 (six) board meetings were held on 30th May, 2016, 1st August, 2016, 12th November, 2016, 28th November, 2016, 20th January, 2017 and 13th February, 2017. The maximum interval between any two meetings was well within the maximum allowed gap of 120 days.

Board Support

The Company Secretary is responsible for collation, review and distribution of all papers submitted to the Board and Committees thereof for consideration. The Company Secretary is also responsible for preparation of the agenda and convening of the Board and Committee meetings. The Company Secretary attends all the meetings of the Board and its Committees, in the capacity of Secretary of the Committees, assures the Board on Compliance and Governance principles and ensures appropriate recording of minutes of the meetings.

Disclosure of relationship between the Directors inter-se

None of the Board members are related to each other except Mrs.Rama Rajagopal being spouse of Mr. Venkatesh Rajagopal.

Details of shares and convertible instruments held by non- executive directors

None of the non-executive Independent directors hold any equity shares in the Company as on the financial year ended 31st March 2017 and the Company has not issued any convertible instruments.

Familiarisation Programme of Independent Director

The Independent directors are provided with necessary documents, reports, internal policies, documents and brouchers enabling them to familiarize with the Company's systems, procedures and practices. During every meeting of the Board and committees, periodical presentations are made on the business updates, strategies, performances and related risks involved. The details of such familiarization programmes for the Independent Directors are posted on the website of the Company www.indianterrain.com

Access to information and updation to Board of Directors

The required information as enumerated in Part- A of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is made available to the Board of Directors for discussions and consideration at board meetings. The Board also reviews significant strategic, financial, operational aspects and compliance matters in the meetings. The schedule for the meetings of the board are fixed after taking into account the convenience of all the directors and sufficient notice is given to them in this regard.

3. COMMITTEES OF THE BOARD

In compliance with the statutory requirements, the Board has constituted various committees viz., Audit Committee, Stakeholders Relationship Committee, Nomination & Remuneration Committee, Risk Management Committee and Corporate Social Responsibility Committee with specific terms of reference and scope. The Objective is to focus effectively on the issues and ensure expedient resolution of the diverse matters. The committees operate as the Board's empowered agents according to their terms of reference. The compositions of the Board committees are available on the Company's website www.indianterrain.com and are also stated herein.

i) AUDIT COMMITTEE

Brief description of terms of reference

The primary objective of the audit committee is to monitor and provide an effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting. The audit committee oversees the work carried out in the financial reporting process by the management, the internal auditors and the independent auditors, and notes the processes and safeguards employed by each of them. The audit committee has the ultimate authority and responsibility to select, evaluate and, where appropriate, replace the independent auditors in accordance with the law. All possible measures is taken by the audit committee to ensure the objectivity and independence of the independent auditors.

The role of the Audit Committee and information to be reviewed by the audit committee in accordance with the Regulation 18 read with Part C of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The quarterly financial results are placed before the audit committee for its review, suggestions and recommendation(s), before forwarding the same to the Board. The Committee also reviews the management discussion and analysis of financial conditions, results of operations and related party transactions. All recommendations made by the audit committee during the year were accepted by the Board of directors.

Composition of the Committee

The Company comprises of a well qualified and independent Audit Committee. The committee consists of 04 (four) Independent directors namely Mr. N.K. Ranganath - Chairman, Mr. Harsh Bahadur, Mr. Manoj Mohanka and Mr. P.S. Raman and 01 (one) Executive non-independent director namely Mr. Venkatesh Rajagopal as the members. All the members of the Committee posses excellent financial and accounting knowledge and exposure.

The composition of the Audit Committee is in accordance with the provisions of Section 177 of the Companies Act, 2013 and the rules made there under and Regulation 18 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Meetings and attendance during the financial year

The Committee met 04 (four) times on 30th May, 2016, 1st August 2016, 12th November, 2016 and 13th February, 2017 during the financial year ended 31st March, 2017.

S. No	Name of the Members of Audit Committee	Designation	No of Meeting Attended
1	Mr. N.K. Ranganath	Chairman	4/4
2	Mr. Venkatesh Rajagopal	Member	4/4
3	Mr. Harsh Bahadur	Member	4/4
4	Mr. Manoj Mohanka	Member	4/4
5	Mr. P.S. Raman	Member	2/4

The Company Secretary acts as the Secretary to the Committee. Mr. Charath Ram Narsimhan - Chief Executive Officer, Mrs. L. Visalakshi – Chief Financial Officer (Group), and Mr. R. Venkatakrishnan, Partner of M/s. RVKS & Associates, Internal Auditor of the Company are regular invitees to the meeting. The internal auditor reports directly to the Audit Committee.

The Chairman of the Audit Committee was present at the Company's Annual General Meeting held on 30th September, 2016 to answer the shareholders' queries.

ii) NOMINATION AND REMUNERATION COMMITTEE

Brief description of terms of reference

The constitution of the committee is in compliance of Section 178 of the Companies Act, 2013, read with Rule 6 of the Companies (Meetings of the Board and its Powers) Rules, 2014 and Regulation 19 and Part D (Point A) of the Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Composition of the Nomination and remuneration committee

The Nomination and remuneration committee is constituted with 04 (four) independent directors as its members viz., Mr. N K Ranganath being the Chairman of the committee, Mr. P.S. Raman, Mr. Harsh Bahadur and Mr. Manoj Mohanka as its members.

Meetings and attendance details during the financial year

The Committee met 2 (two) times on 1st August, 2016, and 12th November, 2016 during the financial year ended 31st March, 2017.

S. No	Name of the Members of Nomination and Remuneration committee	Designation	No of Meeting Attended
1	Mr. N.K. Ranganath	Chairman	2/2
2	Mr. Harsh Bahadur	Member	2/2
3	Mr. Manoj Mohanka	Member	2/2
4	Mr. P.S. Raman	Member	1/2

The Chairman of the Committee was present at the Company's Annual General Meeting held on 30th September, 2016 to answer the shareholders' queries.

Pursuant to Regulation 19 and Part D of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the role of Nomination and Remuneration Committee in brief is as follows:

1) To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of the directors, key managerial personnel and other employees
2) To formulate the criteria for evaluation of performance of independent directors and the board of directors;
3) To devise a policy on Board diversity
4) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and/or removal.
5) Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.
6) To recommend / review remuneration of the Whole-time Director, based on their performance and defined assessment criteria
7) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable

Performance evaluation criteria for independent directors

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including Independent Directors. Their criteria provide for certain parameters like attendance at meetings, preparedness and contribution at Board Meetings, interpersonal skills etc. which are used by the Committee and/or the Board while evaluating the performance of each Director.

Remuneration to Directors

Policy on Remuneration and details of remuneration paid

The remuneration policy of the Company is directed towards rewarding performance based on review of achievements on a periodic basis. The remuneration policy is in consonance with the existing industry practice.

The Managing Director and Whole-time Director are paid remuneration as per the terms duly approved by the Nomination and Remuneration Committee, the Board of Directors and the Members in General Meeting. Remuneration to the Executive directors is periodically reviewed and as decided by the Nomination and Remuneration Committee, revisions if any in the remuneration are recommended to the Board for their approval and subject to the approval of the shareholders.

Remuneration to Non-executive Directors

The non-executive directors do not have any pecuniary relationship or transactions with the Company apart from receiving sitting fee for attending the Board and Committee meetings. The details of sitting fees paid to non-executive directors during the financial year ended 31st March, 2017 is given below. The executive directors are not eligible for sitting fees.

Name of the Non-Executive Director	Sitting Fee paid for Board and Committee meetings (In. ₹)
Mr. N.K. Ranganath	2,72,500
Mr. Harsh Bahadur	2,60,000
Mr. Manoj Mohanka	2,60,000
Mr. P.S. Raman	1,02,500

The roles and responsibilities of the non-executive independent directors have undergone qualitative changes in the affairs of the Company. Further, in view of the increased scale of operations and expertise guidance required for the Company's operations the Board of directors of the Company at their meeting held on 12th November, 2016 revised the sitting fee payable with effect from 1st December, 2016 which is as follows.

Type of Meetings	Existing Sitting Fee per meeting (In ₹)	Revised sitting fee per meeting (In ₹)
Board Meeting	25,000	35,000
Audit Committee	25,000	35,000
Nomination and Remuneration Committee	2,500	15,000
Stakeholders Relationship Committee	2,500	10,000
Corporate Social Responsibility Committee	2,500	10,000
Independent Directors meeting	25,000	35,000

Disclosure with respect to Remuneration paid to Executive Directors

The Company pays remuneration by way of Salary, perquisites, commission and allowances to the Managing Director and Executive Director of the Company. The details of remuneration package of the executive directors are summarized below under major groups during the year ended 31st March, 2017.

Name of the Director	Salary (₹ in Lakhs)	*Commission	Retirement Benefits	Total (₹ in Lakhs)
Mr. Venkatesh Rajagopal (For the period April, 2016 to November, 2016)	28	81.92	Nil	133.92
Mr. Venkatesh Rajagopal (For the period December, 2016 to March, 2017)*	24		Nil	
Mrs. Rama Rajagopal	42	Nil	Nil	42
Total				**175.92**

* Pursuant to the recommendation of the Nomination and Remuneration Committee, the board of directors of the Company at their meeting held on 12th November, 2016 has revised the remuneration payable to Mr. Venkatesh Rajagopal, Chairman and Managing Director from ₹ 3,50,000/- per month to ₹ 6,00,000/- per month with effect from 1st December, 2016. Further the Committee has also recommended a variable commission of 2% of Net profits for every financial year and such that the total remuneration including the variable commission shall be subject to a maximum of 5% of Net profits as computed under Section 198 of Companies Act, 2013 up to the remaining tenure of his appointment i.e., 30th September, 2020 subject to the approval of the shareholders at the ensuing general meeting of the Company.

For such increase, the Nomination and Remuneration Committee considered various parameters during his tenure of office which, inter alia, includes, the increased scale of operations of the Company and increased involvement of the Managing Director in to the day to day operations for the overall growth of the Company especially in respect of exploring new domestic markets, deeper penetration of existing markets, enhancing brand value through various initiatives, financial growth of the Company, etc.

The said revised remuneration is within the limit and meaning of the provisions of Sections 196, 197 and 198 of the Companies Act, 2013 ("Act") read with Schedule V of the Act and the Rules made there under, and other applicable provisions, if any, including any statutory modifications or enactments thereof or any other law and pursuant to Articles of Association of the Company.

In addition to the above, the Executive directors shall be entitled to suitable mediclaim policy for hospitalization and reimbursement of all actual medical expenses for themselves and their family to the extent not reimbursed under Mediclaim policy. They shall be entitled to telephone, fax and other communication facilities at their residence at Company's cost. They are entitled to a car fully maintained by the Company with drivers for Company's purpose. They shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by them for and on behalf of the Company, in furtherance of its business and objects. But they will not be entitled to any sitting fee for attending the meetings of the Board or of any Committees thereof.

Details of service contracts, notice period, severance fees

The appointment of executive directors is in accordance with the resolution passed by the Board of directors and the shareholders of the Company. The Company does not have provisions for payment of severance fees.

During the year ended 31st March, 2017, none of the executive and non-executive directors were issued/ granted employee stock options of the Company.

iii) STAKEHOLDERS RELATIONSHIP COMMITTEE

Constitution of the Committee and attendance

The Stakeholders' Relationship Committee has been constituted with the following members.

S. No.	Name of the Members of Stakeholders' Relationship Committee	Designation	No of Meetings Attended
1	Mr. N.K. Ranganath	Chairman	1/1
2	Mr. Venkatesh Rajagopal	Member	1/1
3	Mr. P.S. Raman	Member	0/1

The Chairman of the Committee was present at the Company's Annual General Meeting held on 30th September, 2016 to answer the shareholders' queries.

Name and designation of Compliance Officer

Mr. Ravi B.S.G was appointed as the Company Secretary and Compliance Officer (Key Managerial Personnel) of the Company with effect from 28th November, 2016 in place of Mr. J. Manikandan, Company Secretary and Compliance Officer (Key Managerial Personnel) who resigned from the services of the Company w.e.f 30th October, 2016.

Brief description and term of reference

Pursuant to Regulations 13 and 20 and Part-D of Schedule II of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 the Committee oversees and reviews the redressal of investors' grievances pertaining to transfer of shares and dematerialization, re-materialization, non-receipt of balance sheet, non-receipt of declared dividends, etc.

The Company is in compliance with the SCORES mechanism, which has been initiated by SEBI for processing the investor complaints in a centralized web based redressal system and online redressal of all the shareholders complaints.

Status of Shareholders complaints/grievances

The following were the status of Shareholders complaints during the financial year ended 31st March, 2017.

S. No	Particulars	*Number of Complaints
1	Number of investor complaints pending at the beginning of the year	0
2	Number of investor complaints received during the year	0
3	Number of investor complaints disposed off during the year	0
4	Number of investor complaints remaining unresolved at the end of the year	0

*Based on the quarterly investors grievance report submitted to the stock exchanges pursuant to Regulation 13 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 during the financial year ended 31st March, 2017.

iv) RISK MANAGEMENT COMMITTEE

The Risk Management Committee was constituted in compliance with the requirements of the Listing Regulations. Business Risk Evaluation and Management (BRM) is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The Committee consists of Mr. Venkatesh Rajagopal being the Chairman and Mrs. Rama Rajagopal as Member.

The objectives and scope of the Risk Management Committee broadly comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluates treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure, potential impact analysis and mitigation plan.

v) CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

The Company has constituted Corporate Social Responsibility committee in accordance with Section 135 of the Companies Act, 2013 and the Committee has formulated a policy on Corporate Social Responsibility. The committee consists of following members.

S. No.	Name of the Members of Corporate Social Responsibility	Designation	No of Meetings Attended
1	Mrs.Rama Rajagopal*	Chairperson	1/1
2	Mr. Venkatesh Rajagopal	Member	1/1
3	Mr. N.K. Ranganath	Member	1/1

*Mrs. Rama Rajagopal was appointed as Chairperson of the committee with effect from 30th May, 2016.

Mr. Ravi B.S.G, Company Secretary and Compliance Officer is the Secretary to the Committee.

The terms of reference of CSR Committee shall, inter-alia, include the following:

a. To formulate and recommend to the Board, a CSR policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;

b. To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the Company;

c. To monitor the CSR policy of the Company from time to time;

d. Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time".

During the financial year ended 31st March, 2017, the Corporate Social Responsibility committee met on 13th February, 2017.

vi) INDEPENDENT DIRECTORS MEETING:

During the financial year ended 31st March, 2017, the Independent Directors met on13th February, 2017 without the presence of the Executive Directors and management personnel of the Company. Such meetings are conducted to enable Independent Directors to inter alia to discuss:

1. Evaluation of the performance of the Non Independent Directors and the Board of Directors as a Whole:
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The directors were satisfied with the evaluations. All the Independent Directors were present except Mr. P S Raman due to his pre occupation.

4. GENERAL MEETINGS

Location and time, where last three annual general meetings held

Location	Date	Time	Special resolutions passed at previous three Annual General Meetings (AGM)
Corporate Office: SDF- IV & C2, 3rd Main Road, MEPZ - SEZ, Tambaram, Chennai - 600 045.	Friday, 30th Sep, 2016	11.30 A.M	No special resolution was passed.
Corporate Office: SDF- IV & C 2, 3rd Main Road, MEPZ - SEZ, Tambaram, Chennai - 600 045.	Friday, 25th Sep, 2015	11.30 A.M	No special resolution was passed.

Corporate Office: SDF- IV & C 2, 3rd Main Road, MEPZ - SEZ, Tambaram, Chennai - 600 045.	Monday, 29th Sep, 2014	11.00 A.M	1) Revision in terms of remuneration to Mr. Venkatesh Rajagopal, Chairman & Managing Director 2) Revision in terms of remuneration to Mrs. Rama Rajagopal, Executive Director 3) Borrowing powers of the Company

There was no extra ordinary general meeting held during the last three years.

The Company has not passed any ordinary/special resolution during previous year ended 31st March, 2017 through postal ballot.

There is no immediate proposal for passing any special resolution through Postal Ballot on or before the ensuing Annual General Meeting.

5. MEANS OF COMMUNICATION

Quarterly results

The Company's quarterly financial results are announced within 45 (forty five) days of the close of the quarter and the audited annual financial results are announced within 60 (sixty) days from the close of the financial year as per the requirements of the SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges. The aforesaid financial results are intimated to BSE Limited (BSE) and The National Stock Exchange of India Limited (NSE) where the Company's securities are listed, immediately after the approval of the Board of directors and are simultaneously displayed on our website www.indianterrain.com

Newspapers wherein results normally published:

The Company's quarterly and annual audited financial statements are published in daily newspapers, viz. Business Standard (English daily) and Makkal Kural (vernacular newspaper).

Official New releases & Presentations made to Investors

The Company as and when press releases are made, the same are intimated to the stock exchanges and displayed on our website www.indianterrain.com. Also financial results, Shareholding pattern, Policies, Investor presentations, Newspaper advertisements, other updates and other general information which is required to be disclosed pursuant to Regulation 46 of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015 are available on the website the Company www.indianterrain.com.

Website

The website of the Company www.indianterrain.com contains a separate dedicated section "Investor Information" where all the shareholders' information are available. Also the Company's Annual Report is available.

Annual Report

The Annual Report containing the Audited Financial Statements, Board's Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management's Discussion and Analysis (MD&A) Report forms part of the Board's report. The Annual Report is displayed on the Company's website www.indianterrain.com in a downloadable form.

Exclusive E-mail Id

The Company has dedicated exclusively the following email ids for addressing the shareholders queries/grievances.

i) response.itfl@indianterrain.com

ii) investorservices@indianterrain.com

6. GENERAL SHAREHOLDER INFORMATION:

Annual General Meeting and Book Closure

The Corporate governance report forming part of the Board's report was taken on record by the Board of directors at their meeting held on 26th May, 2017 and the date, time and venue of the 8th Annual general meeting was not finalised in the said meeting. Therefore schedule of the annual general meeting and date of book closure have not been provided.

Financial Year : 1st April to 31st March

Calendar of financial year ended 31st March, 2017

The Company follows April-March as the financial year. The meetings of Board of Directors for approval of quarterly financial results during the financial year ended 31st March, 2017 were held on the following dates:

First Quarter Results	1st August, 2016
Second Quarter and Half yearly Results	12th November, 2016
Third Quarter Results	10th February, 2017
Fourth Quarter and Annual Results	26th May, 2017

Tentative Calendar of financial year ending 31st March, 2018

The tentative month of meeting of Board of Directors for consideration of quarterly/Half yearly/Annually financial results for the financial year ending 31st March, 2018 are as follows:

First Quarter Results	*September, 2017
Second Quarter and Half yearly Results	*December, 2017
Third Quarter Results	February, 2018
Fourth Quarter and Annual Results	May, 2018

* The Company is required to adopt Ind AS for the first time in this financial year 2017-18. Hence the timeline for submitting the financial results for the quarter ended June, 2017 and September, 2017 may be extended by one month in compliance with the provisions of the SEBI Circular CIR/CFD/FAC/62/2016 dated 05th July, 2016.

Dividend payment date : Not Applicable

Listed on Stock Exchange :

BSE Limited	The National Stock Exchange of India Limited
Phiroze Jeejeebhoy Towers,	Exchange Plaza, G Block,
Dalal Street, Mumbai – 400 001	Bandra-Kurla Complex, Bandra (East),
	Mumbai - 400 051

Stock Code : BSE - Stock Code - 533329

: NSE - Stock Code - INDTERRAIN

ISIN : INE611L01021

The Annual listing fees for the financial year have been paid to the above Stock exchanges where the shares of the Company are listed.

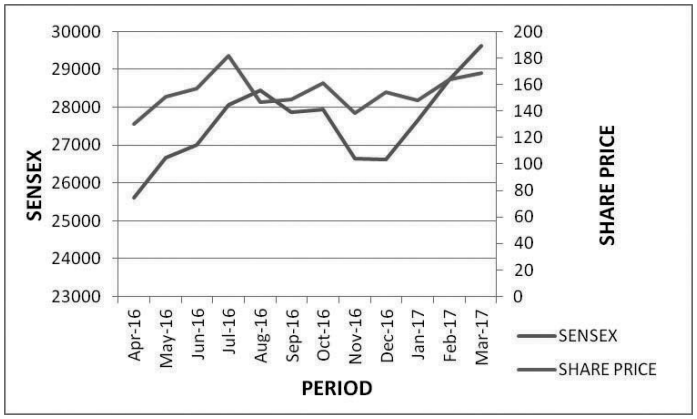
Market price data- high, low during each month in the previous financial year

Share price in (₹)

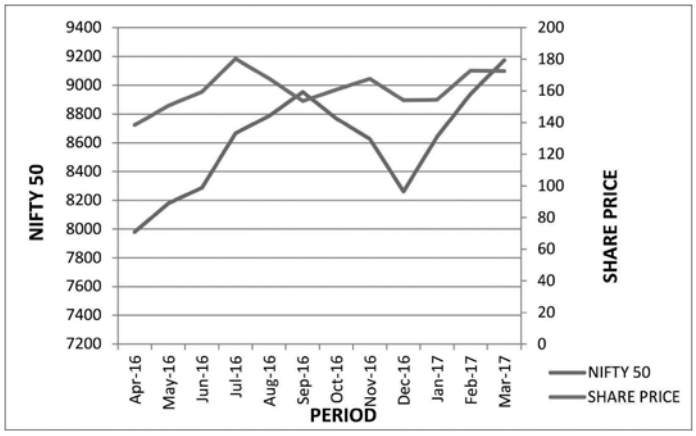
Month	BSE			NSE		
	High	Low	Volume	High	Low	Volume
Apr-16	142.50	124.10	65758	142.75	125.65	370725
May-16	158.40	117.10	512039	158.80	117.00	1191605
Jun-16	161.50	142.35	277869	162.00	143.10	948794
Jul-16	184.90	149.00	328747	185.00	145.00	1254125
Aug-16	183.95	142.90	744605	183.40	142.15	1563619
Sep-16	159.20	135.05	495585	159.00	135.00	1627356
Oct-16	164.40	142.00	348990	164.40	141.70	1264459
Nov-16	171.95	125.00	281953	172.00	123.00	834471
Dec-16	157.75	131.20	532239	155.00	133.30	1772433
Jan-17	159.00	145.00	61062	157.90	144.20	399142
Feb-17	182.00	146.50	246551	182.80	147.10	788059
Mar-17	187.80	157.80	141106	186.90	159.45	682775

Performance in comparison to broad-based indices

(i) BSE -SENSEX



(ii) NSE NIFTY 50



Registrar and Share Transfer Agents : Link Intime India Private Limited
C 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai - 400083.
Tel: +91 22 4918 6270
Fax: +91 22 4918 6060
E-mail: manali.ganatra@linkintime.co.in
Website: www.linkintime.co.in

Share Transfer System

The majority of Company's equity shares i.e., 99.99% are in demat format. These shares can be transferred through the depositories viz., i.e. National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) without the Company's involvement.

The Board has delegated the powers to approve share transfers, transmissions, rematerialisation by constituting a Stakeholders Relationship Committee. Transfer of shares in physical form is processed within 15 days from the date of receipt of transfer request, provided the documents are complete in all respects. All transfers are first processed by the Transfer Agent and are submitted thereafter to the Company for approval. The physical share transfer, transmissions are processed based on number of requests received. The shares lodged for transfers are processed and registered as per the requirements of the regulations.

Pursuant to Regulation 40(9) of SEBI (Listing obligations and Disclosure Requirements) Regulations, 2015, the Company obtains certificates from the Practicing Company Secretary on a half yearly basis to the effect that all the transfers are completed within the statutory stipulated period. A copy of the certificate so received is submitted to both stock Exchanges where the shares of the Company are listed

Distribution of Shareholding

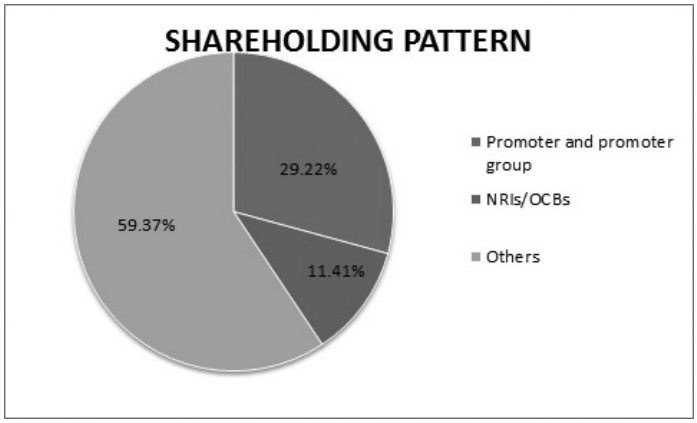
Distribution of Shareholding as on 31st March, 2017 is as under:

Range	Number of Shareholders	% of Total Shareholders	Shares	% of Total Share Capital
1-500	9514	85.335	1064945	2.8068
501-1000	698	6.2607	537641	1.4170
1001-2000	387	3.4712	569213	1.5002
2001-3000	180	1.6145	454050	1.1967
3001-4000	71	0.6368	252282	0.6649
4001-5000	67	0.6010	315257	0.8309
5001-10000	86	0.7714	633170	1.6688
Above 10000	144	1.3095	34114742	89.9145
Grand Total	**11147**	**100**	**37941300**	**100**

Shareholding Pattern as on 31st March, 2017

Category	No. of Shares	Percentage
Promoter and promoter group		
Promoter and promoter group	11086100	29.22
Subtotal (A)	**11086100**	**29.22**
NRIs/OCBs		
Foreign Company	1245140	3.28
Foreign Nationals		
Non Resident Indians	251782	0.66
Foreign Institutional Investors	902725	2.38
Foreign Portfolio Investor	1928275	5.08
Subtotal (B)	**4327922**	**11.41**
Others		
Clearing Members	205287	0.54
Private Corporate Bodies	3792061	9.99
Mutual Funds	9571042	25.23
Public	8675916	22.87
Others (HUF, NNB)	282972	0.75
Subtotal (c)	**22527278**	**59.38**
Total (A+B+C)	**37941300**	**100.00**

Graphical Representation of the Shareholding pattern



Dematerialization of shares and liquidity as on 31st March, 2017

Particulars	No of Shares	% to Capital
National Securities Depository Limited	22385769	59.001
Central Depository Services (India) Limited	15554056	40.995
Subtotal -Demat (A)	37939825	99.996
Subtotal -Physical (B)	1475	0.004
Total (A+B)	**37941300**	**100**

The Company's shares are compulsorily traded in dematerialised form and are available for trading with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). The shareholders can hold the Company's shares with any of the depository participants, registered with these depositories.

The Company's equity shares are frequently traded at the BSE Limited and The National stock exchange of India limited.

Outstanding Debt/ GDRs/ ADRs/ Warrants or any Convertible Instruments, conversion date and likely impact on equity

The Company has not issued any GDRs / ADRs / Warrants or any convertible instruments as on date.

Commodity price risk or foreign exchange risk and hedging activities

The Company does not have much exposure to foreign exchanges requirements and the price fluctuations of raw materials required for manufacturing process are well managed as per the policy of the Company.

Plant locations : The Company does not have any inhouse manufacturing facilities as on date. The warehouse facility of the Company is situated at Thiruvencheri Village, Tambaram Taluk, Kancheepuram District.

Address for correspondence:

Registered Office
Indian Terrain Fashions Limited
No.208, Velachery Tambaram Road,
Narayanapuram, Pallikaranai,
Chennai - 600 100.

Corporate Office
SDF - IV & C2, 3rd Main Road,
MEPZ - SEZ, Tambaram, Chennai - 600 045.
Tel: +91 44 4227 9100
Fax: +91 44 2262 2897
Email: investorservices@indianterrain.com/response.itfl@indianterrain.com
Website : www.indianterrain.com

Contact details of Designated Official for assisting & handling Investor Grievances

Mr. Ravi B.S.G.
Company Secretary & Compliance Officer
INDIAN TERRAIN FASHIONS LIMITED
SDF-IV & C2, 3rd Main Road
MEPZ-SEZ, Tambaram, Chennai-600 045
Tel : +91 44 4227 9100 (Board)
+91 44 4227 9241 (Direct)
Fax : +91 44 2262 2897

E-mail : ravi.bsg@indianterrain.com

7. OTHER DISCLOSURES:

Disclosures on materially significant related party transactions that may have potential conflict with the interests of Company at large

During the year, the Company had not entered into any transaction of a material nature with any of the related parties which may have potential conflict with the interest of the Company. The transactions of purchase/sale of finished goods, raw materials and job work with related parties have been made in the ordinary course of business and at arm's length.

The Company already has taken approval from the shareholders for a contract value of ₹ 40 Crores towards related party transactions on Purchase of Materials, Issue of Job Work Orders and lease rentals.

The above transaction with Celebrity Fashions Limited is on prevailing market conditions, carried at arm's length basis. However, in absence of any specific definition of term 'ordinary course of business', as a matter of prudence Company took approval of the shareholders for the above mentioned transaction. The Register of Contracts containing transactions, in which Directors are interested, is placed before the board regularly. There is no such transaction which has potential conflict with the interests of the Company at large.

The Policy on dealing with Related Party Transactions is put up on website of the Company www.indianterrain.com

Details of non-compliance by the listed entity, penalties, and strictures imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

There have been no instances of non-compliances by the Company and no penalties and / or strictures have been imposed by Stock Exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

Code of conduct

The Company has adopted a Code of Conduct for all board members and senior management of the Company. The Code has been communicated to the directors and the members of the Senior Management of the Company. The code has been displayed on the Company's website namely www.indianterrain.com. All the members of the Board and senior management have confirmed compliance with the Code for the year ended, 31st March, 2017. The annual report contains a declaration to this effect signed by the Chairman and Managing Director.

The Company has also framed a Code of Conduct for prevention of Insider Trading in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015. This code is applicable to all directors/officers and designated employees of the Company. The code regulates dealing in shares by the persons having access to the unpublished price sensitive information.

CEO/ CFO CERTIFICATION

CEO and CFO have given the certificate as given in Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015.

Whistle Blower Policy/Vigil Mechanism

The Company has an established mechanism for Directors/ Employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the code of conduct or ethics policy. It also provides for adequate safeguards against victimization of directors/ employees who avail of the mechanism. The Company affirms that no personnel has been denied access to the audit committee. The Company has formulated a Policy of Vigil Mechanism and has established a mechanism that any personnel may make protected disclosures concerning financial or accounting matters, in writing to the Chairman of the Audit Committee of the Company, as soon as possible but not later than thirty consecutive days after becoming aware of the same. The Chairman of the Audit Committee of the Company shall finalise and submit the report and submit it to the Audit Committee for further action.

Details of compliance with mandatory requirements and adoption of the non-mandatory requirements;

The Company has fully complied with all the mandatory requirements and has adopted certain non- mandatory requirements as prescribed in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are as follows.

a) The Company has appointed separate person to the post of Chairman and Managing Director and Chief Executive Officer

b) The internal auditor may report directly to the audit committee.

The Company has no subsidiary. Hence the requirement of Policy for determining 'material' subsidiaries does not arise. The Policy on dealing with related party transactions is available in our Company's website.

The Company has complied all the requirement of corporate governance report of sub paras (2) to (10) above, with reasons thereof.

The Company has complied with the Corporate governance requirements as specified in Regulation 17 to 27 and clauses (b) to (i) of sub regulation (2) of Regulation 46 of the Listing Regulations.

Disclosures with respect to demat suspense account/ unclaimed suspense account:

Particulars	No. of Shareholders	No. of equity shares
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on 1st April, 2016	NIL	NIL
Number of shareholders who approached the Company for transfer of shares from suspense account during the year	NIL	NIL
Number of shareholders to whom shares were transferred from the suspense account during the year	NIL	NIL
Aggregate Number of shareholders and the outstanding shares in the suspense account lying as on 31st March, 2017	NIL	NIL
The voting rights on the shares outstanding in the suspense account as on 31st March, 2017 shall remain frozen till the rightful owner of such shares claims the shares	NIL	NIL

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

Indian Terrain Fashions Limited

We have examined the compliance of conditions of Corporate Governance by Indian Terrain Fashions Limited for the financial year ended 31st March, 2017, as stipulated under Schedule V(E) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above-mentioned SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

We further state that such compliance is neither an assurance as to future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For CNGSN & Associates LLP
Chartered Accountants

sd/-
C.N.Gangadaran
Partner
Membership No.11205
F.R.No.004915S/S200036

Date: 26th May, 2017
Place: Chennai

Compliance with Code of Conduct

This is to confirm that the Company has adopted the Code of Conduct for its Board of directors and Senior Management Personnel and designated persons as per the code. The Code of Conduct is available on the Company's website.

I confirm that the Company has in respect of the financial year ended 31st March, 2017 received from the senior management team of the Company and the Members of the Board a declaration of compliance with the Code of Conduct as applicable to them.

For the purpose of this declaration, the Senior Management Team means Members of the Management one level below Executive Directors as on 31st March, 2017.

Date: 26th May, 2017
Place: Chennai

Venkatesh Rajagopal
Chairman & Managing Director

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying Financial Statements of **Indian Terrain Fashions Limited** ("the Company"), which comprises the Balance sheet as at March 31, 2017, the Statement of Profit and Loss and the Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on these Financial Statements based on our audit. We have taken into account the provisions of the Act and the Rules made thereunder including the accounting standards and matters which required to be in the audit report.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India. Those Standards and pronouncements require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the Financial Statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the Financial Statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the Financial Statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the Financial Statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's directors, as well as evaluating the overall presentation of Financial Statements.

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2017 and its profits and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (here in after referred to as the "Order") and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in Annexure B, a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by section 143(3) of the Companies Act, 2013, we report that:

(a) we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

(b) in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;

(c) the Balance Sheet, the Statement of Profit and Loss and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;

(d) in our opinion, the aforesaid Financial Statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

(e) on the basis of the written representations received from the directors as on March 31, 2017, and taken on record by the Board of Directors, none of the directors are disqualified as on March 31, 2017, from being appointed as a director in terms of Section 164(2) of the Act; and

(f) with respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in 'Annexure A'; and

(g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and belief and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on as at March 31, 2017 on its financial position in its Financial Statements as referred to in Note 31 (c) to the Financial Statements;

ii. The Company did not have any long-term contracts including derivative contracts as at March 31, 2017;

iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended March 31, 2017

iv. The Company has provided requisite disclosures in the Financial Statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account maintained by the Company and as produced to us by the Management (Refer Note 40).

for **ANIL NAIR & ASSOCIATES**
Chartered Accountants
ICAI Firm Registration Number
000175S

sd/-
G. ANIL
Partner
Membership Number: 022450

for **CNGSN & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration Number
004915S/S200036

sd/-
C.N. GANGADARAN
Partner
Membership Number: 011205

Place: Chennai,
Date: 26th May, 2017

ANNEXURE A

TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OF INDIAN TERRAIN FASHIONS LIMITED

(Referred to in paragraph 12(f) of the Independent Auditors' Report of even date to the members of **Indian Terrain Fashions Limited** on the Financial Statements for the year ended March 31,2017)

REPORT ON THE INTERNAL FINANCIAL CONTROLS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ("THE ACT").

We have audited the internal financial controls over financial reporting of **Indian Terrain Fashions Limited** ("the Company") as of March 31, 2017 in conjunction with our audit of the Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI'). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of Internal Financial Controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operate effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Financial Statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the Inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **ANIL NAIR & ASSOCIATES**
Chartered Accountants
ICAI Firm Registration Number
000175S

sd/-
G. ANIL
Partner
Membership Number: 022450

for **CNGSN & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration Number
004915S/S200036

sd/-
C.N. GANGADARAN
Partner
Membership Number: 011205

Place: Chennai,
Date: 26th May, 2017

ANNEXURE - B

TO THE INDEPENDENT AUDITORS' REPORT ON THE FINANCIAL STATEMENTS OFINDIAN TERRAIN FASHIONS LIMITED

The Annexure referred to in our Independent Auditors' Report to the members of the **Indian Terrain Fashions Limited** on the Financial Statements for the year ended March 31, 2017, we report that:

1. In respect of its Fixed Assets:

a. On the basis of available information, we report that the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.

b. As explained to us, the Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased periodical manner designed to cover all the items over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no discrepancies were noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.

c. According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties are held in the name of the Company.

2. In respect of its Inventories:

In our opinion, the inventories have been physically verified during the year by the management at reasonable intervals and as explained to us no material discrepancies were noticedon physical verification.

3. The Company has not granted any loans, secured or unsecured, to companies, firms, limited liability partnerships or other parties covered in the register maintained under Section 189 of the Companies Act, 2013.Therefore in our opinion, the provisions of clause(iii)(a)(b) and(c) of paragraph 3 of the said Order are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities.

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

6. To the best of our knowledge and as explained to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the products/services manufactured/rendered by the Company.

7. In respect of Statutory dues:

a. According to the information and explanations given to us, and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues, including provident fund, employees state insurance scheme, income tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues as applicable, have been regularly deposited during the year by the Company with the appropriate authorities.

   According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, employees state insurance scheme,incometax,duty of customs, duty of excise, value added tax, cess and other material statutory dues were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.

b. According to the information and explanations given to us, the followingdues of Income Tax and Fringe Benefit Tax have not been deposited by the Company on account of Disputes: -

Name of the Statue	Nature of Dues	Forum Where the dispute is pending	Period to which the amount relates	Amount (₹ in Lakhs)
Central Excise Act, 1944	Excise duty	Appellate Tribunal, Central Excise & Service Tax, Chennai	**February 2012 to April 2012**	47.43
Central Excise Act, 1944	Excise duty	Appellate Tribunal, Central Excise & Service Tax, Chennai	**May 2012 to September 2012**	32.18
Central Excise Act, 1944	Excise duty	Appellate Tribunal, Central Excise & Service Tax, Chennai	**October 2012 to January 2013**	23.29
Central Excise Act, 1944	Excise duty	Commissioner, Central Excise, Chennai	**February 2013**	51.82
Central Excise Act, 1944	Excise duty	Appellate Tribunal, Central Excise & Service Tax, Chennai	**October 2015**	42.65
Total				**197.37**

8. Based on our audit procedures and according to the information and explanations given to us, by the management we are of the opinion that the Company has not defaulted in repayment of loans and borrowings to a financial institution, bank, or government. The Company has not issued any debentures.

9. According to the information and explanations given to us, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). The term loans raised in our opinion have been applied by the Company for the purposes for which they were obtained.

10. According to the information and explanations given to us no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year.

11. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, during the year the Company has paid / provided Managerial Remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Companies Act, 2013.

12. In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, paragraph 3(xii) of the Order is not applicable.

13. In our opinion and according to the information and explanations given to us and based on our examination of the records of the Company, transactions with its related parties are in compliance with Sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the Financial Statements as required by the applicable Accounting Standards.

14. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.

15. In our opinion and according to the information and explanation given to us, during the year, the Company has not entered into any non-cash transactions with its directors or persons connected with him and hence reporting under clause (xv) of paragraph 3 of the order is not applicable to the Company.

16. In our opinion and according to the information and explanation given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **ANIL NAIR & ASSOCIATES**
Chartered Accountants
ICAI Firm Registration Number
000175S

sd/-
G. ANIL
Partner
Membership Number: 022450

for **CNGSN & ASSOCIATES LLP**
Chartered Accountants
ICAI Firm Registration Number
004915S/S200036

sd/-
C.N. GANGADARAN
Partner
Membership Number: 011205

Place: Chennai,
Date: 26th May, 2017

Indian Terrain Fashions Limited
Balance Sheet as at 31st March, 2017

₹ in Crores

	Particulars	Note No.	As at 31-Mar-17	As at 31-Mar-16
I	**EQUITY AND LIABILITIES**			
1	**Shareholder's Funds**			
	(a) Share Capital	2	7.59	7.34
	(b) Reserves and Surplus	3	183.40	153.62
			190.99	**160.96**
2	**Non-Current Liabilities**			
	(a) Long-Term Borrowings	4	0.09	9.25
	(b) Deferred Tax Liabilities	5	1.82	-
	(c) Other Long-Term Liabilities	6	13.12	8.89
			15.03	**18.14**
3	**Current Liabilities**			
	(a) Short-Term Borrowings	7	35.06	33.11
	(b) Trade Payables	8		
	(i) Due to Micro and Small Enterprises		-	-
	(ii) Due to Others		47.26	39.34
	(c) Other Current Liabilities	9	21.75	12.41
	(d) Short-Term Provisions	10	3.59	5.97
			107.66	**90.83**
	Total		**313.68**	**269.93**
II	**ASSETS**			
1	**Non-Current Assets**			
	(a) Fixed Assets	11		
	(i) Tangible Assets - Property, Plant & Equipment		34.03	26.57
	(ii) Intangible Assets		0.48	-
	(iii) Intangible assets under development		2.03	-
			36.54	**26.57**
	(b) Long-Term Loans and Advances	12	11.20	11.56
	(c) Other Non-Current Assets	13	0.31	0.43
			48.05	**38.56**
2	**Current Assets**			
	(a) Current Investments		-	-
	(b) Inventories	14	58.00	44.82
	(c) Trade Receivables	15	140.47	117.23
	(d) Cash and Cash Equivalents	16	64.36	67.17
	(e) Short-Term Loans and Advances	17	0.69	0.60
	(f) Other Current Assets	18	2.11	1.55
			265.63	**231.37**
	Total		**313.68**	**269.93**
	See Accompanying Notes to Financial Statements	1	-	-

To be read with our report of even date

For Anil Nair & Associates
Chartered Accountants
ICAI Firm Registration No. 000175S

sd/-
G. Anil
Partner
Membership No. 22450

For CNGSN & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 004915S/S200036

sd/-
C.N.Gangadaran
Partner
Membership No. 11205

For and on Behalf of the Board

sd/-
V. Rajagopal
Chairman & Managing Director
(DIN :00003625)

sd/-
Rama Rajagopal
Director
(DIN :00003565)

sd/-
M. Thiyagarajan
Chief Financial Officer

sd/-
Ravi B.S.G
Company Secretary

Chennai
26th May, 2017

Indian Terrain Fashions Limited
Statement of Profit and Loss for the Year Ended 31st March, 2017

₹ in Crores (except per share data)

	Particulars	Note No.	For the Year Ended 31-Mar-17	31-Mar-16
I	Revenue from Operations	19	402.77	325.10
II	Other Income	20	5.05	5.16
III	**Total Revenues**		**407.82**	**330.26**
IV	**Expenses**			
	a Cost of Materials	21	56.62	39.21
	b Purchases of Finished Goods		128.10	112.93
	c Excise Duty Expenses		3.01	0.09
	d Changes in Inventories of Finished Goods & Work-in-Progress - (Increase) / Decrease		(12.66)	(9.51)
	d Employee Benefit Expenses	22	21.77	16.63
	e Other Expenses	23	158.81	124.65
			355.65	**284.00**
	Earnings before Interest, Depreciation and Tax		**52.17**	**46.26**
	f Finance Costs	24	8.89	6.97
	g Depreciation and Amortisation Expenses		3.14	2.31
	Total Expenses		**12.03**	**9.28**
V	**Profit before Tax**		**40.14**	**36.98**
	MAT Credit Entitlement		**-**	**(9.02)**
VI	**Tax Expenses**			
	a Current Tax Expense		11.91	12.98
	b Deferred Tax		1.82	-
	c (Excess) / Short Provision of Tax of Earlier Years		(1.18)	-
			12.55	12.98
VII	**Profit for the Period**		**27.59**	**33.02**
VIII	**Earnings Per Share - In ₹**			
	Equity shares of par value ₹ 2 /- each			
	-- Basic		**7.39**	**9.16**
	-- Diluted		**7.39**	**9.16**

See Accompanying Notes to Financial Statements 1

To be read with our report of even date

For Anil Nair & Associates
Chartered Accountants
ICAI Firm Registration No. 000175S

sd/-
G. Anil
Partner
Membership No. 22450

For CNGSN & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 004915S/S200036

sd/-
C.N.Gangadaran
Partner
Membership No. 11205

sd/-
M. Thiyagarajan
Chief Financial Officer

For and on Behalf of the Board

sd/-
V. Rajagopal
Chairman & Managing Director
(DIN :00003625)

sd/-
Rama Rajagopal
Director
(DIN :00003565)

sd/-
Ravi B.S.G
Company Secretary

Chennai
26th May, 2017

Notes to the Accounts as at 31st March 2017

1 Significant Accounting Policies

Sl No. Particulars

1.1 Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Generally Accepted Accounting Principles (GAAP) in India under the historical cost convention on accrual basis. GAAP comprises of mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. The financial statements are presented in Indian rupees rounded of to the nearest rupee in crores.

1.2 Use of Estimates

The preparation of the financial statements in conformity of the GAAP requires management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosures relating to contingent liabilities as at the date of financial statements and reported amounts of income and expenses during the period. Although these estimates are based upon the management best knowledge of current events and actions, actual results could differ from those estimates. Appropriate changes in estimates are made as the management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and if material their effects are disclosed in the notes to the financial statements.

1.3 Current/ Non Current Assets/ Liablites Classification

All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other set out in Schedule III of the Companies Act 2013. The Company has ascertained it's normal operating cycle as 12 months. In accordance with Schedule III of the Act, an asset or liability is classified as current if it satisfies any of the following conditions:

(i) It is expected to be realized or settled in the Company's normal operating cycle;
(ii) It is expected to be realized or settled with in twelve months from the reporting date;
(iii) In the case of an assets:-
It is held primarily for the purpose of being traded; or
It is cash or cash equivalent, unless it is restricted from being exchanged or used to settle a liability for at least twelve months from the reporting date;
(iv) In the case of a liability, the Company doesn't have an unconditional right to defer settlement of liability for at least twelve from the reporting date.

All the other assets and liabilities are classified as Non-Current. Current Asset/ Liability include the current portion of Non Current Asset/Liability respectively.

1.4 Revenue Recognition

Revenue is recognized only when risks and rewards incidental to ownership are transferred to the customer, it can be reliably measured and it is reasonable to expect ultimate collection. Revenue from operations includes Net Sales (Net of Returns and after deduction of trade discounts and rebates) which are recorded when the significant risks and rewards of ownership are transferred. Consignment Sales are accounted on the basis of Sales Memo received from Consignees.

Export Sales are accounted on the basis of the dates of Bill of Lading and other delivery documents as per the contract. Domestic Sales excludes Sales Tax and Value Added Tax. Export benefits are accounted for in the year of exports based on eligibility and when there is no uncertainty in receiving the same.

i) Profit on sale of investments is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.
ii) Interest Income is recognized on time proportion basis taking into account the amount outstanding and the rate applicable.
iii) Dividend income is recognized when the Company's right to receive dividend is established.

The Income mentioned in items (i), (ii) & (iii) above are grouped under the head "Other Income" in the Statement of Profit and Loss.

1.5 Expenditure

Expenses are recognised on a accrual basis.

1.6 Inventories

Raw Materials and Components are valued at lower of Cost or Net Realizable Value. Cost of the said is computed by applying Specific Identification Method. Work in Progress and Finished Goods are valued at lower of Cost or Net Realizable Value. Cost of these inventories includes Costs of Conversion and Other costs incurred in bringing them to the present location and condition.

1.7 Fixed Assets-Property, Plant and Equipment

Property, Plant And Equipment are stated at cost including incidental expenses related to acquisition and installation, less accumulated depreciation and impairment if any. Direct costs are capitalized until the Property Plant And Equipment are ready for use. These costs includes non recoverable taxes,duties or levies, freight and any other directly attributable costs of bringing the asset to its working condition for its intended use.

Subsequent expenditure relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably.

Repairs and maintenance costs are recognized in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciationare eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

Gains and losses arising from retirement or disposal of the Property, Plant And Equipment are determined as the difference between the net disposalproceeds and the carrying amount of the asset and are recognized in the Statement of Profit and Loss on the date of retirement or disposal.

Depreciation of tangible assets.

Depreciation on tangible assets is provided on the straight-line method over the useful lives of assets estimated by the Management. Depreciation for assets purchased /sold during a period is proportionately charged. The estimated useful lives of assets are as follows:

Category of Assets	Useful life under Companies Act, 2013	Useful life estimated by the Management
Building	30	30
Plant & Machinery	15	15
Electrical Installation	10	10
Office Equipment	5	5
Computers	3	3
Vehicles	8	8
Furniture & Fixture	10	10

Additional depreciation is being provided to the extent required during the year of sale of assets. Assets, for which the estimated useful life is completed, have been removed from gross block and accumulated depreciation.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-current assets and the cost of assets not put to use before such date are disclosed under 'Capital work - in -progress'. Subsequent expenditures relating to property, plant and equipment is capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss. Assets to be disposed off are reported at the lower of the carrying value or the fair value less cost to sell.

1.8 Intangible Assets

Intangible assets are stated at cost less accumulated amortisation / depletion and impairment loss, if any. The cost comprises purchase price, borrowing costs and any cost directly attributable in bringing the asset to its working condition for the intended use. Intanglible assets are amortized over their respective individual estimated useful lives on a straight line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. Amortization methods and useful lives are reviewed periodically including at each financial year end.

Capital work-in-progress represents the cost of intangible assets that are not yet ready for their intended use at the reporting date.

Amortization of Intangible Assets

The amortization period and the amortization method for an intangible asset are reviewed, at least, at each financial year end. Changes in the expected useful life or the pattern of consumption of future economic benefits embodied in the asset is accounted for by changing the amortization period or method, as appropriate, and are treated as changes in accounting estimates.

Category of Assets	Useful life under Companies Act, 2013	Useful life estimated by the Management
Computer Software (Intangible)	3	3

1.9 Impairment

The Company assesses at each Balance Sheet date whether there is any indication due to internal or external factors that an asset may be impaired. If any such indication exists, the Company estimates the recoverable amount of the asset. If such recoverable amount of the asset or the recoverable amount of the cash generating unit to which the asset belongs is less than its carrying amount, the carrying amount is reduced to its recoverable amount and the reduction is treated as an impairment loss and is recognized in the Statement of profit and loss. If at any subsequent balance sheet date there is an indication that a previously assessed impairment loss no longer exists,the recoverable amount is reassessed and the asset is reflected at recoverable amount subject to maximum of depreciated historical cost and is accordingly reversed in the Statement of profit and loss.

1.10 Foreign Currency Transactions

Transactions denominated in foreign currencies are recorded at the exchange rate prevailing on the date of the transaction or that which approximates the actual rate at the date of the transaction.

Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent on the date of transaction. Monetary items denominated in foreign currencies at the year end are restated at year end rates. Any income or expense on account of exchange differences either on settlement or on translation is recognized in the Statement of Profit and Loss.

1.11 Investments

Trade investments are the investments made to enhance the Company's business interests. Investments are either classified as current or non-current (long term) based on Management's intention at the time of purchase. Investments which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments.

Long term investments are carried at cost less provisions recorded to recognize any decline, other than temporary, in the carrying value of each investment. Current investments are carried at the lower of cost and fair value of each investment individually.

On disposal of an investment, the difference between its carrying amount and net disposal proceeds is charged or credited to the Statement or Profit and Loss.

1.12 Employee Benefits

All employee benefits payable within twelve months of rendering the service are classified as short term employee benefits. Short term employee benefits in the nature of salary, wages, bonus, leave encashment and the expected cost of ex-gratia are recognized and accounted for on accrual basis in the period in which the employee renders the related service.

A) Defined Contribution Plans

Provident Fund and Employees State Insurance Scheme is a defined contribution plan, each eligible employee and the Company makes equal contributions at a percentage on the basic salary specified under the Employees' Provident Funds and Miscellaneous Provision Act, 1952 and Employees State Insurance Act, 1948 respectively. The Company's contributions are charged to the statement of profit and loss in the year when the contributions to the respective funds are due. The Company has no further obligations under the plan beyond its periodic contributions.

B) Defined Benefit Plan

The Company provides for gratuity, a defined benefit retirement plan ("the Gratuity Plan") covering the eligible employees.

The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and tenure of the employee's employment with the Company.

The Employees Gratuity Scheme which is a defined benefit plan, is managed by trust maintained with SBI General Insurance Company Ltd. The liability with respect to gratuity plan is determined by an independent actuarial valuation on projected unit credit method on the balance sheet date, base upon which the Company contributes to the Group Gratuity Scheme. Obligation is measured at the present value of the estimated future cash flows using a discount rate that is determined with reference to market yields at the Balance Sheet date on Government Bonds, where the currency and terms of the Government Bonds are consistent with the currency and estimated terms of the defined benefit obligation.

1.13 Borrowing Costs

Borrowing costs attributable to acquisition and construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that necessarily takes substantial period of time to get ready for its intended use. All other borrowing costs are charged to the Statement of Profit and Loss in the period in which they are incurred.

1.14 Taxation

Tax expense comprises of current and deferred tax. Provision for current tax is made on the basis of estimated taxable income for the current accounting year in accordance with the provisions of the Income-tax Act, 1961. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, by the reporting date.

Minimum Alternate Tax paid in accordance with tax laws gives rise to future economic benefits in the form of tax credit against future income tax liability.

MAT credit is recognised as an asset only when and to the extent there is convincing evidence that the Company will pay normal income tax during the specified period, i.e. the period for which MAT credit is allowed to be carried forward. In the year in which the MAT credit becomes eligible to be recognised as an asset in accordance with the recommendation contained in the Guidance Note issued by the Institute of Chartered Accountants of India, the said asset is created by way of a credit to the Statement of Profit and Loss and shown as MAT Credit Entitlement. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that the Company will pay normal income tax during the specified period.

Deferred income tax reflects the impact of current period timing differences between taxable income and accounting income for the period and reversal of timing differences of earlier periods. Deferred tax assets and liabilities are measured, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date. Deferred tax assets arising from timing differences are recognised to the extent there is reasonable certainty that these would be realised in future.In case of unabsorbed losses and unabsorbed depreciation, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that they can be realised against future taxable profit. Unrecognized deferred tax assets of earlier periods are re-assessed and recognized to the extent that it has become reasonably certain or virtually certain as the case may be, that future taxable income will be available against which such deferred tax assets can be realized.

1.15 Leases

Lease under which the Company assumes substantially all the risks and rewards of ownership are classified as finance leases. Such assets acquired are capitalized at fair value of the asset or present value of the maximum lease payment at the inception of the lease, whichever is lower. Lease payments under operating leases are recognized as an expense on a straight line basis in the statement of profit and loss over the lease term.

Leases

a) Operating Leases: Rentals are expensed on a straight line basis with reference to lease terms and other considerations.
b) (i) Finance leases prior to 1st April, 2001: Rentals are expensed with reference to lease terms and other considerations.
(ii) Finance leases on or after 1st April, 2001: The lower of the fair value of the assets and present value of the minimum lease rentals is capitalised as fixed assets with corresponding amount shown as lease liability. The principal component in the lease rental is adjusted against the lease liability and the interest component is charged to Statement of Profit and Loss.
c) However, rentals referred to in (a) or (b) (i) above and the interest component referred to in (b) (ii) above, pertaining to the period upto the date of commissioning of the asset are capitalised.

1.16 Cash and Cash Equivalents

Cash and cash equivalents comprise cash on deposit with Banks. The Company considers all highly liquid investments with a remaining maturity at the date of purchase of three months or less and that are readily convertible to known amounts of cash to be cash equivalents.

1.17 Cash Flow Statement

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the Company are segregated.

1.18 Trade Receivables and Loans and Advances

Trade receivables and loans and advances are stated after writing off debts/ loans and advances considered as bad. If any adequate provision is made for debts/loans and advances considered doubtful (if any).

1.19 Provisions, Contingent Liabilities and Contingent Assets

A provision is recognized if, as a result of a past event, the Company has a present legal obligation that can be estimated reliably and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by the best estimate of the outflow of economic benefits required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

Where no reliable estimate can be made, a disclosure is made as a contingent liability. A disclosure for a contingent liability is also made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. Where there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Contingent assets are neither recognized nor disclosed in the financial statements.

1.20 Earnings per Share

Basic earnings per share is computed by dividing the net profit after tax by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit after tax by the weighted average number of equity shares considered for deriving basic earnings per share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The diluted potential equity shares are adjusted for the proceeds receivable had the shares been actually issued at fair value which is the average market value of the outstanding shares. Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued at a later date. Dilutive potential equity shares are determined independently for each period presented.

The number of shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits including changes effected prior to the approval of the financial statements by the Board of Directors.

1.21 Segment reporting:

The Company has considered business segment as the primary segment for disclosure. The Company is primarily engaged in a single segment business of dealing in garments and is managed as one entity and is governed by a similar set of risks and return.

1.22 Accounting of Government Grants:

Grants and subsidies from the government are recognized when there is reasonable assurance that the grant / subsidy will be received and all attaching conditions will be complied with. When the grant or subsidy relates to an expense item, it is netted off with the relevant expense. Where the grant or subsidy relates to an asset, its value is deducted in arriving at the carrying amount of the related asset.

1.23 Accounting for Corporate Social Responsibility

The Company is required to contribute to Corporate Social Responsibility according to section 135 of the Companies Act, 2013. Accounting for the said contributions are made in accordance with the Guidance Note issued by Institute of Chartered Accountants of India (ICAI).

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
2	**SHARE CAPITAL**		
a	**Authorized, Issued, Subscribed and Paid-Up Share Capital**		
	Authorized Share Capital:		
	6,00,00,000 (Previous Year 6,00,00,000) Equity Shares of ₹ 2/- each	12.00	12.00
	Issued, Subscribed and Paid up Capital :		
	3,79,41,300 (Previous Year 3,67,11,300) Equity Shares of ₹ 2/- each	7.59	7.34
	Total	**7.59**	**7.34**
b	**Reconciliation of the number of shares**		
	Number of Equity Shares outstanding at the beginning of the year	367,11,300	359,31,300
	Add: Number of Shares issued during the year	12,30,000	7,80,000
	Number of Equity Shares outstanding at the end of the year	379,41,300	367,11,300
c	**Rights, Preferences and Restrictions attached to Equity Shares**		
	The Company has only one class of shares referred to as Equity Shares having a par value of ₹ 2/- each		
	Each holder of equity shares is entitled to one vote per share		
	In the event of liquidation of the Company, the holders of Equity Shares will be entitled to receive any of the remaining assets of the Company in proportion to the number of Equity Shares held by the shareholders.		
d	**Shares held by Holding Company, Ultimate Holding Company, Subsidiaries, Associates**	NIL	NIL
e	**Details of Shares held by each Shareholder holding more than 5%**		

Name of the Shareholder	As at 31-Mar-17		As at 31-Mar-16	
	No. of Shares	% held	No. of Shares	% held
Mr. Venkatesh Rajagopal	47,47,115	12.51%	47,47,115	12.93%
Mrs. Rama Rajagopal	62,02,930	16.35%	62,02,930	16.90%
SBI Magnum Multi Cap Fund	35,39,000	9.33%	35,75,000	9.19%
DSP Blackrock Small and Mid Cap Fund	29,52,442	7.78%	28,48,860	7.76%

f	**Shares reserved for issuance**		
	Employee Stock Options Granted	-	**12,30,000**

The Employee Stock Option Scheme which was outstanding for exercise were fully exercised during the year.

Accordingly there were no Stock Option pending for issuance as at March 31, 2017 (March 31, 2016 : 12,30,000)

(Refer Note 36)

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
		-	-
	g Shares allotted for consideration other than cash		
	1) The Company was incorporated on 29th September, 2009 with an Authorised Share Capital of ₹ 50 lakhs (5,00,000 Shares of ₹ 10 each)		
	2) In terms of the Scheme of Arrangement between Celebrity Fashions Limited, Indian Terrain Fashions Limited and its respective Shareholders and Creditors sanctioned by the Honorable High Court of Madras, which became effective on 3rd September, 2010 with retrospective effect from 1st April, 2010, the following effects were given:		
	a) Authorised Shared Capital increased to ₹ 12,00,00,000 (1,20,00,000 shares of ₹ 10 each)		
	b) The Pre-demerger paid up share capital of ₹ 5,00,000 stands cancelled		
	c) 55,81,331 shares of the Company were issued to the Share holders of Celebrity Fashions Limited pursuant to demerger in the ratio of 2:7 (Two Shares for every Seven shares held in Celebrity Fashions Limited)		
	3) The Shareholders of the Company approved the sub-division of each equity share having a face value of ₹ 10/- each into five equity shares having a face value of ₹ 2/- each through postal ballot on 1st December, 2015. The record date for the sub-division was 22nd December, 2015. All shares and per share information in the finance statements reflect the effect of sub-division for each of period presented.		
3	**RESERVES AND SURPLUS**		
	a Capital Reserve	**8.01**	**8.01**
	b Securities Premium Reserve		
	Opening Balance	74.52	73.13
	Add: Received during the Year	2.19	1.39
	Closing Balance	**76.71**	**74.52**
	c Surplus in Statement of Profit and Loss		
	Opening Balance	71.09	38.07
	Add: Profit for the Year	27.59	33.02
	Closing Balance	**98.68**	**71.09**
	Total	**183.40**	**153.62**
4	**LONG TERM BORROWINGS**		
	Secured		
	(i) Term loans		
	From Banks		
	- State Bank of India	-	9.00
	- Axis Bank Limited - Vehicle Loan	0.02	0.14
	(ii) From Others	0.07	0.11
	Total	**0.09**	**9.25**

(a) Term loan from State Bank of India (SBI) is primarly secured by an Equitable Mortgage over land measuring 37932 Sq.feet and building thereon situated at survey No.70/2 & 70/3A Agaram Main Road, Thiruvenchery, Tambaram Taluk, Kancheepuram District.

The loan was additionally secured by the following collateral securities:
i) Hypothecation of plant & machinery, both present and future and;
ii) Assignment of the Brand value of "Indian Terrain" and;
iii) Personal guarantee of the promoters

The secured term loan availed from State Bank of India has been pre-closed in full in April 2017. Accordingly the entire loan outstanding of ₹ 9 crs as at the balance sheet date has been grouped under Other Current Liabilities.

Secured Term Loan from Axis Bank Limited amounting to ₹ 0.02 (Previous Year: ₹ 0.14) represents the vehicle loan availed which carries interest rate of 10.25% p.a. This loan is repayable in 36 monthly installments from the date of the loan. The loan is secured by the hypothecation of the motor vehicle purchased under their assistance

The maturity profile and rate of interest of the above term loans from banks are as set out below:

Term Loan from Others	Rate of Interest	2017-18	2018-19	2019-20	2020-21	Total
Axis Bank Ltd	10.25%	0.11	0.03	-	-	0.14

(b) Secured Term Loans from Others amounting to ₹ 0.07 (Previous Year: ₹ 0.11) represents the vehicle loan availed from Kotak Mahindra Prime Limited which carries interest rate of 10% p.a. This loan is repayable in 60 monthly installments from the date of the loan.
The loan is secured by the hypothecation of the motor vehicle purchased under their assistance.

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16

The maturity profile and rate of interest of the above term loan from others are as set out below:

Term Loan from Others	Rate of Interest	2017-18	2018-19	2019-20	2020-21	Total
Kotak Mahindra Prime Ltd	10.00%	0.03	0.03	0.03	0.01	0.11

Current Maturities of Long Term Borrowings are disclosed under the head "Other Current Liabilities" (Refer Note 9)

	Details of Term loans		
	Total Term loans	**9.25**	**11.63**
	Less: Classified under Other Current Liabilities - (Current maturities of Long Term Borrowings)	9.16	2.38
	Long Term Borrowings	0.09	9.25
5	**DEFERRED TAX LIABILITIES**		
	Deferred Tax Liability	1.95	0.18
	Deferred Tax Asset	(0.13)	(0.18)

The Company has recognised deferred tax asset on unabsorbed depreciation and brought forward business losses to the extent of corresponding deferred tax liability arising on the difference between the book depreciation and depreciation computed as per the Income Tax Act, 1961.

Deferred tax assets and deferred tax liabilities have been offset wherever the Company has legally enforceable right to set off current tax assets against current tax liabilities.

	Total	**1.82**	**-**
6	**OTHER LONG-TERM LIABILITIES**		
a	Trade Payables	0.24	0.12
b	Others:		
	Trade / Security Deposits Received	12.88	8.77
	Total	**13.12**	**8.89**
7	**SHORT-TERM BORROWINGS**		
a	**Loans Repayable on Demand from Banks**		
	Secured:		
	Working Capital Facilities from State Bank of India	35.06	33.11
		35.06	**33.11**

The Working Capital Facilities from State Bank of India are secured by a First charge over the stocks, receivables and other current assets of the Company.
The Loan is further secured by the following additional collaterals :
i) Hypothecation of plant & machinery
ii) Assignment of Brand value of "Indian Terrain"
iii) Equitable Mortgage over land and building situated at 70/2 & 70/3A, Agaram Road, Thiruvenchery, Chennai - 600 073
iv) Pledge of Promoters Shares in the Company to an extent of 76,46,450 Equity Shares and
v) Personal guarantee of the promoters

	Total	**35.06**	**33.11**
8	**TRADE PAYABLES**		
a.	Micro, Small and Medium Enterprises	-	-
b.	Others	47.26	39.34
	Total	**47.26**	**39.34**

The Company has not received any Memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March, 2017 as Micro, Small or Medium Enterprises (MSME).
Consequently the amount payable to these enterprises during the year is . NIL.

Others include Bills Acceptances of ₹ 8.65 crs (Previous Year ₹ 8.17 crs)

Trade Payables include ₹ 3.62 crs payable (Previous Year ₹ 1.55 crs) to Company under Significant Influence or Control of Key Managerial Personnel (Refer Note 33 (e)(iii))

9	**OTHER CURRENT LIABILITIES**		
a	**Current Maturities of Long-Term Borrowings**		
	Secured		
(i)	**Term loans (Refer Note 4)**		
	From Banks		
	- State Bank of India	9.00	2.25
	- Axis Bank Limited - Vehicle Loan	0.12	0.10
(ii)	From Others	0.04	0.02
		9.16	**2.37**

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
	The secured term loan availed from State Bank of India has been pre-closed in full in April 2017. Accordingly the entire loan outstanding of ₹ 9 crs has been grouped as a current maturity under Other Current Liabilities.		
	b Accrued Salaries and Benefits		
	Salaries and Wages Payable	1.37	1.03
	Bonus Payable	0.86	0.61
		2.23	**1.64**
	c Other Liabilities		
	Withholding and Other Taxes Payable	1.58	1.26
	Accrued Expenses	8.78	7.14
		10.36	**8.40**
	Total	**21.75**	**12.41**
10	**SHORT-TERM PROVISIONS**		
	a Provision for Employee Benefits		
	Provision for Unavailed leave	0.70	0.50
	Provision for Gratuity (Refer Note 35)	0.49	0.38
		1.19	**0.88**
	b Other Provisions		
	Provision for Tax	2.07	5.09
	Provision for Excise Duty on Finished Goods	0.33	-
		2.40	**5.09**
	Total	**3.59**	**5.97**

11 FIXED ASSETS

11.1 TANGIBLE ASSETS - PROPERTY, PLANT AND EQUIPMENT

Sl. No.	Particulars	Gross carrying value as of April 1, 2016	Additions	Deductions / Adjustments	Gross carrying value as of March 31, 2017	Accumulated depreciation as of April 1, 2016	For the year	Accumulated depreciation on Deletions / Adjustments	Accumulated depreciation as of March 31, 2017	Carrying value as of March 31, 2017	Carrying value as of March 31, 2016
1	Land	8.22	-	-	8.22	-	-	-	-	8.22	8.22
2	Buildings	6.16	0.61	-	6.76	0.01	0.21	-	0.22	6.54	6.15
3	Plant & Machinery	1.14	0.01	-	1.16	0.10	0.08	-	0.18	0.98	1.04
4	Electrical Installation	0.05	-	-	0.05	0.03	0.01	-	0.04	0.02	0.03
5	Office Equipments	0.11	0.24	-	0.35	0.03	0.05	-	0.08	0.27	0.08
6	Computers	0.50	0.15	-	0.65	0.31	0.11	-	0.42	0.23	0.19
7	Vehicles	2.09	0.01	-	2.10	0.47	0.32	-	0.78	1.32	1.63
8	Furniture & Fixtures	10.81	9.48	1.28	19.01	1.59	2.25	1.28	2.56	16.46	9.22
	Total	**29.09**	**10.50**	**1.28**	**38.31**	**2.53**	**3.03**	**1.28**	**4.27**	**34.03**	**26.56**

11.2 INTANGIBLE ASSETS

Sl. No.	Particulars	Gross carrying value as of April 1, 2016	Additions	Deductions / Adjustments	Gross carrying value as of March 31, 2017	Accumulated depreciation as of April 1, 2016	For the year	Accumulated depreciation on Deletions / Adjustments	Accumulated depreciation as of March 31, 2017	Carrying value as of March 31, 2017	
1	Computer Software	0.24	0.59	-	0.82	0.24	0.11	-	0.35	0.48	-
		0.24	**0.59**	**-**	**0.82**	**0.24**	**0.11**	**-**	**0.35**	**0.48**	**-**

Assets purchased / sold during the year are depreciated on a pro rata basis, based on the actual number of days the assets have been put to use.
The aggregate depreciation has been included under Depreciation and amortisation and expensed in the Statement of Profit & Loss

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.		PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
12		**LONG-TERM LOANS AND ADVANCES**		
		Unsecured and considered good		
	a	Capital Advances	0.93	-
	b	Security Deposits	8.42	7.14
	c	Advance Income Tax	0.09	0.48
	d	MAT Credit Entitlement	1.76	3.94
		Total	**11.20**	**11.56**
		Security Deposits comprises of Rental Deposits which have been given for business purposes and Deposits with government/ Public bodies		
		MAT Credit of ₹ 3.34 crs (Previous Year ₹ 5.08 Crs) has been utilised during the year ended 31st March, 2017 and adjusted with Provision for Tax.		
13		**OTHER NON-CURRENT ASSETS**		
		Unsecured and considered good		
		Others		
	a	Interest accrued on Fixed Deposits	-	0.06
	b	Deposit with Revenue Authorities	0.14	0.14
	c	Receivable from Government Authorities		
		VAT Receivable	0.17	0.23
		Total	**0.31**	**0.43**
		Deposit with Revenue Authorities represents pre-deposit amount made with the Central Excise Authorities in connection with an appeal preferred.		
14		**INVENTORIES**		
	a	Raw Materials	1.83	1.64
	b	Work-in-Progress	3.44	1.08
	c	Finished Goods - Manufactured / Bought-Out	52.40	42.10
	d	Excise Duty Provision on Finished Goods	0.33	-
		Total	**58.00**	**44.82**
		Finished Goods includes Goods in Transit of ₹ 4.73 cr (Previous Year ₹ 1.53 crs)		
15		**TRADE RECEIVABLES**		
		Unsecured and considered good		
	a	Trade receivables outstanding for a period exceeding six months	5.04	3.92
	b	Others	135.43	113.31
		Total	**140.47**	**117.23**
16		**CASH AND CASH EQUIVALENTS**		
	a	Cash and Cash Equivalents		
		Balances with Bank		
		in Current Account	62.39	65.32
		Cash on hand	0.05	0.04
			62.44	**65.36**
	b	Other Bank Balances		
		Fixed Deposit with Banks	1.92	1.81
		Total	**64.36**	**67.17**
		Fixed deposits with banks comprises of restricted bank balances of ₹ 1.92 crs (Previous Year ₹ 1.80 crs). The restrictions are primarily on account of fixed deposits held as margin money against Borrowings / Bank Guarantees.		
17		**SHORT-TERM LOANS AND ADVANCES**		
		Unsecured and considered good		
		Others		
		Advances		
		Prepaid Expenses	0.34	0.23
		Loans and advances to Employees	0.35	0.37
		Total	**0.69**	**0.60**

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.		PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
18		**OTHER CURRENT ASSETS**		
		Unsecured and considered good		
		Advances to Suppliers of Goods and Services	2.11	1.55
		Total	**2.11**	**1.55**
19		**REVENUE FROM OPERATIONS (GROSS)**		
	a	Sale of Products		
		-- Domestic	401.39	324.38
		-- Exports	1.38	0.72
	b	Other Operating Revenues		
		-- Duty Drawback	-	-
		Total	**402.77**	**325.10**
20		**OTHER INCOME**		
	a	Interest Accrued / Received on Fixed Deposits	0.11	0.09
	b	Income from Investment in Mutual Funds	4.85	5.04
	c	Profit on Sale of Assets	-	-
	d	Rental Income	0.08	-
	e	Net Gain / (Loss) on Foreign Currency Transactions (Other than considered in finance costs)	-	-
	f	Others	0.01	0.03
		Total	**5.05**	**5.16**
		Rental Income of ₹ 0.08 crs (Previous year ₹ Nil) is received from Celebrity Fashions [Refer Note. 33(d)]		
21		**COST OF MATERIALS**		
		Opening Stock of Materials	1.64	2.04
		Add: Purchases of Materials	56.81	38.81
		Less: Closing Stock of Materials	1.83	1.64
		Total	**56.62**	**39.21**
		PURCHASES OF FINISHED GOODS		
		Knitwear	28.04	25.81
		Jackets	5.52	5.72
		Trouser / Denims	31.20	33.14
		Shirt	61.93	47.81
		Others	1.41	0.45
		Total	**128.10**	**112.93**
		CHANGE IN INVENTORIES OF FINISHED GOODS / WORK-IN-PROGRESS - (INCREASE) / DECREASE		
		Closing Stock		
		Finished Goods - Manufactured / Bought-Out	52.74	42.10
		Work-in-Progress	3.44	1.08
		Opening Stock		
		Finished Goods - Manufactured / Bought-Out	42.10	31.55
		Work-in-Progress	1.08	2.12
		Variation in Excise Duty Provision	0.34	-
		Total	**(12.66)**	**(9.51)**
22		**EMPLOYEE COSTS**		
		Salaries and Wages	19.44	14.96
		Contribution to Provident and Other Funds	1.37	1.02
		Staff Welfare Expenses	0.96	0.65
		Total	**21.77**	**16.63**

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
23	**OTHER EXPENSES**		
	Subcontracting and Garment Processing Costs	24.78	15.88
	Power & Fuel	0.13	0.11
	Rent	14.21	11.50
	Insurance	0.56	0.39
	Rates and Taxes	0.74	0.60
	Traveling & Conveyance	3.77	3.21
	Consultancy Charges	3.38	2.39
	Communication Expenses	0.55	0.38
	Selling Commission & Discounts	71.47	56.12
	Selling Expenditure Reimbursement	5.16	1.87
	Distribution Costs	5.24	4.83
	Entertainment & Sales Promotion Expenses	8.52	7.00
	Advertisement	14.53	15.75
	Printing & Stationery	0.38	0.30
	Showroom Maintenance	1.63	1.02
	Books, Periodicals & Subscriptions	0.26	0.56
	Directors Sitting Fee	0.10	0.09
	Remuneration to Directors	1.76	0.84
	Vehicle Fuel & Repairs	0.09	0.06
	Auditors' remuneration	0.08	0.08
	Other Miscellaneous Expenses	1.47	1.40
	Contribution towards Corporate Social Responsibility	-	0.27
	Total	**158.81**	**124.65**

Auditors' Remuneration includes ₹ 5.15 lakhs (Previous Year ₹ 5.15 lakhs) for Statutory Audit.

₹ 0.80 lakhs (Previous Year ₹ 0.80 lakhs) for Tax Audit.

₹ 0.80 lakhs (Previous Year - ₹ 0.80 lakhs) for Transfer Pricing Audit.
₹ 1.15 lakhs (Previous Year ₹ 1.00 lakhs) for Secretarial Audit.
An amount of ₹ 3,42,325/- (Previous Year - ₹ 1,92,298/-) was paid to the Auditors towards certification and out-of-pocket expenses and the same is grouped under consultancy charges.
Remuneration to director includes ₹ 0.80 crs - commission of 2% of Net profits (previous year ₹ Nil)

As per the provisions of section 135 of the Companies Act, 2013, the Company is required to spend at least 2 % of the Net Profit towards Corporate Social Responsibility (CSR) activities. The Company has not spent any amount towards CSR during the year and intends to spend in the coming financial years in line with the CSR policy of the Company.

24	**FINANCE COSTS**		
a	Interest on		
	Term loans	1.17	0.04
	Working Capital & Others	5.71	5.02
b	Other Borrowing Costs - Bank Charges	2.01	1.91
	Total	**8.89**	**6.97**

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
25	Pursuant to the enactment of Companies Act 2013, the Company has applied the estimated useful lives as specified in Schedule II of the Companies Act 2013 as disclosed in the Accounting policy on Depreciation and Amortization.		
26	Some balances of Trade/Other receivables, Trade/Other Payables and Loans and Advances are subject to confirmation/ reconciliation. Adjustments (if any) will be accounted for on confirmation/reconciliation of the same. In the opinion of the Board of Directors this will not have a material impact.		
27	All known liabilities other than Contingent Liabilities have been provided for.		
28	The Company has recognized deferred tax arising on account of timing difference, being the difference between the taxable income and accounting income, that originate in one period and is capable of reversal in one or more subsequent period(s) in compliance with Accounting Standard-22 Accounting for Taxes on Income.		

The major components of deferred tax liabilities/(assets) arising on account of timing difference as at March 31, 2017 are as follows:-

Particulars	Deferred Tax (Asset)/ Liability as at 01.04.2016	Current year Charge/ (Credit)	Deferred Tax (Asset)/ Liability as at 31.03.2017
Deferred Tax Liabilities			
Difference between book and tax depreciation	(0.09)	1.95	1.86
Deferred Tax Assets			
Provision for gratuity	-	(0.04)	(0.04)
Total	**(0.09)**	**1.91**	**1.82**

29	**Trade Payables**		

Particulars	2016-17	2015-16
i. Total outstanding dues of micro enterprises and small enterprises (see note below)	Nil	Nil
ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	47.26	39.34

Note :-

The Company has not received any memorandum from (as required to be filed by the supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006) claiming their status as on 31st March 2017 as Micro, Small or Medium Enterprises. Consequently, the Company has no amounts payable to Micro and Small enterprises as defined in section 7(1) of the Micro, Small and Medium Enterprises Development Act ,2006, to the extent such parties have been identified on the basis of information collected by the management. This has been relied upon by the auditors.

30	**EARNINGS PER SHARE**		
	Earnings Per Share - In ₹		
	Equity shares of par value ₹ 2 /- each		
	Basic	7.39	9.16
	Diluted	7.39	9.16
	Earnings per Share is calculated as under:		
a	Numerator		
	Net Profit after Tax as disclosed in Statement of Profit and Loss	**27.59**	**33.02**
b	Denominator		
	Weighted Average Number of Equity Share Outstanding		
	Basic	373,11,108	360,39,989
	Diluted	373,11,108	360,39,989
c	**Nominal Value of Share (In ₹)**	**2.00**	**2.00**
	No. of Shares as on 1st April	367,11,300	359,31,300
	Additional Shares	5,60,000	7,80,000
	Additional Shares	6,70,000	-
	No. of Shares as on 31st March	379,41,300	367,11,300
	Weighted Average No. of Shares	**373,11,108**	**360,39,989**
	Dilutive No. of Shares	**373,11,108**	**360,39,989**
31	**CONTINGENT LIABILITIES (TO THE EXTENT NOT PROVIDED FOR)**		
a	Guarantees given by Banks and Counter Guaranteed by the Company	0.09	0.05
b	On account of Letters of Credit issued by Bankers on behalf of the Company	0.50	3.33
c	Claims against Company not acknowledged as Debts, being demands from Commissionerate of Central Excise on availing Input Credit of Service Tax. Based on the advise of its legal counsels and interpretation of the relevant regulations governing the levy of Excise Duty, the Company is of the opinion that the issues raised in the demand notice are unlikely to be sustained. Accordingly no provision has been made for such demands in the accounts.	1.97	1.97

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
32	As per best estimates of the management provision has been made in the accounts towards probable sales returns on goods from customers.		
33	**RELATED PARTY TRANSACTIONS**		
	Related Parties with whom transactions have taken place during the year:		
a	**Key Managerial Personnel:**		
	Mr. V. Rajagopal		
b	**Relatives of Key Managerial Personnel**		
	Ms. Anjali Rajagopal		
c	**Enterprises under Control or Significant Influence of Key Managerial Personnel / Relatives of Key Managerial Personnel**		
	Celebrity Fashions Limited		
	M/s. Touche PR		
d	**Transactions carried out with Related Parties during the Year**		
	Managerial Remuneration	1.76	0.84
	Consultancy Charges	0.06	0.11
	Jobwork Charges, Material Purchases and Rental Income - Celebrity Fashions Limited	25.46	23.69
	Purchase of Immovable Property - Celebrity Fashions Limited	-	14.00
e	**Outstanding Balances as on 31.03.17**		
i	Payable as Managerial Remuneration	0.91	0.07
ii	Consultancy Charges	-	0.01
iii	Trade Payables - Celebrity Fashions Limited	3.62	1.55
34	**DISCLOSURE AS PER REGULATION 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015**		
	Loans and advances in the nature of Loans given to Subsidiaries, Associates and Others	-	-
35	**EMPLOYEE BENEFIT PLAN - GRATUITY**		
	The employees' gratuity fund scheme managed by a Trust is a defined benefit plan.		
	The present value of obligation is determined based on the actuarial valuation using the Projected Unit Credit Method, which recognises each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.		
	Amount Recognised in the Balance Sheet in respect of gratuity		
	Present Value of Defined Benefit Obligation at the end of the Year	0.76	0.73
	Fair Value of Plan Assets at the end of the Year	0.27	0.35
	Net Liability / (Asset)	**0.49**	**0.38**
	Amount Recognised in Statement of Profit and Loss in respect of gratuity		
	Current Service Cost	0.16	0.18
	Interest on Defined Benefit Obligations	0.05	0.04
	Expected Return on Plan Assets	(0.02)	(0.02)
	Net Actuarial (Gain) / Loss recognised during the Period	(0.08)	(0.04)
	Net Gratuity Cost	**0.11**	**0.15**
	Actual Return on Plan Assets		
	Expected Return on Plan Assets	0.02	0.02
	Actuarial Gain / (Loss) on Plan Assets	0.00	0.10
	Actual Return on Plan Assets	**0.03**	**0.12**
	Reconciliation of present value of obligation and the fair value of the plan assets		
	Opening Defined Benefit Obligation	0.73	0.50
	Current Service Cost	0.16	0.18
	Interest Cost	0.05	0.04
	Actuarial (Gain) / Loss	(0.07)	0.06
	Benefits Paid	(0.10)	(0.05)
	Closing Defined Benefit Obligation	**0.76**	**0.73**
	Opening Fair Value of Plan Assets	0.35	0.28
	Expected Return on Plan Assets	0.02	0.02
	Actuarial Gain / (Loss)	0.00	0.10
	Employer Contributions	-	-
	Benefits Paid	(0.10)	(0.05)
	Closing Fair Value of Plan Assets	**0.27**	**0.35**

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
	Closing balances of Defined Benefit Obligation		
	Defined Benefit Obligation at the beginning of the Year	0.73	0.50
	Interest Cost	0.05	0.04
	Current Service Cost	0.16	0.18
	Benefit Paid	(0.10)	(0.05)
	Actuarial (gain) / loss on obligations	(0.07)	0.06
	Liability at the end of the Year	0.76	0.73
	Closing balances of Fair Value of Plan Assets		
	Fair Value of Plan Assets at the beginning of the Year	0.35	0.28
	Expected Return on Plan Assets	0.02	0.02
	Employer Contributions	-	-
	Benefits Paid	(0.10)	(0.05)
	Actuarial gain/(loss) on Plan Assets	0.00	0.10
	Fair Value of Plan Assets at the end of the Year	0.27	0.35
	Actual Return on plan assets	0.03	0.12
	Investment Details of Plan Assets		
	Assets under Insurance Schemes	100%	100%
	Principal Actuarial Assumptions at the Balance Sheet Date		
	Discount Rate	7.3%	7.8%
	Estimated Rate of Return on Plan Assets	7.3%	7.8%
	The estimates of future salary increases, considered in actuarial valuation take account of inflation, seniority, promotion and other relevant factors such as supply and demand in the employment market.		
36	**EMPLOYEE STOCK OPTION SCHEME DETAILS (ESOP)**		
	The Shareholders in the Annual General Meeting held on 30th September 2011, approved the issue of 11,16,000 Options		
	under the Scheme titled "Employee Stock Option Scheme (ESOP) 2011" to Key Managerial Executives of the Company.		
	Each Option comprises one underlying Equity Share. The Details of the Scheme is provided in the Annexure to the Board's Report.		
	The difference between the Fair Price of the Share underlying the Options on the date of grant and the exercise price of the Options (being the intrinsic value of the option) representing Stock Compensation expense is expensed over the Vesting Period.		
	ESOP Details as on the date of the Balance Sheet		
	Options Outstanding at the beginning of the Year	12,30,000	20,10,000
	Exercised during the Year	12,30,000	7,80,000
	Options Outstanding at the end of the Year	**-**	**12,30,000**
37	**SEGMENT REPORTING**		
	The Company has considered business segment as the primary segment for disclosure. The Company is primarily engaged in a single segment business of manufacturing and sale of garments and is managed as one entity for its sale and is governed by a similar set of risks and return. Hence, no additional disclosures are required, other than those already given in the Financial Statements.		
	The Company has identified Geographical Segment as the secondary segment which consists of:		
	a) Domestic (Sales to customers located in India)		
	b) International (Sales to customers located outside India)		
	Revenue directly attributable to segments is reported based on items that are individually identifiable to that segment. The Company believes that it is not practical to allocate segment expenses, segment results, assets used, except trade receivables, in the Company's business or liabilities contracted since the resources/ services/ assets are used interchangeably within the segments. All fixed assets are located in India. Accordingly, no secondary segmental information is disclosed.		
38	**OTHERS**		
a	**Aggregate Expenses**		
	Electricity Expenses included under Power and Fuel	0.12	0.10
b	**Earnings in Foreign Currency**		
	Export of Goods - FOB Value	-	-
c	**Expenditure in Foreign Currency**		
	Traveling expenses	0.26	0.62
	Software Expenses	-	0.07
	Consultancy Fees	0.72	1.08
	Subscription & Membership	0.15	0.14
	Product Shoot	0.11	-

Notes to Financial Statements for the financial year ended 31st March, 2017

₹ in Crores

Note No.	PARTICULARS	As at 31-Mar-17	As at 31-Mar-16
d	**Value of Imports**		
	Raw materials	8.45	6.14
	Capital Goods	-	-
e	**Imported and Indigenous Consumption of Raw materials**		
	Imported		
	-- ₹ in Crores	8.50	6.16
	-- % to Total	4.6%	4.0%
	Indigenous		
	-- ₹ in Crores	176.22	145.98
	-- % to Total	95.4%	96.0%
39	**OTHER DISCLOSURES**		
a	In the opinion of the Board of Directors, long term loans and advances, other non current assets and current assets of the Company, are expected to have a value on realization in the ordinary course of business at least equal to the amount at which they are stated. Provision for all known liabilities and for bad or doubtful amounts has been made in the accounts, wherever warranted.		
b	Previous year figures have been regrouped and reclassified wherever necessary to be in confirmity with current year disclosure requirements.		
40	**DISCLOSURE ON SPECIFIED BANK NOTES**		

During the year, the Company had Specified Bank Notes (SBN) and other denomination notes as defined in the MCA notification G.S.R 308(E) dated March 31, 2017 on the details of Specified Bank Notes (SBN) held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination wise SBNs and other notes as per the notification is given below:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on November 8, 2016	64,65,500	3,16,015	67,81,515
(+) Permitted receipts	-	23,228	23,228
(-) Permitted payments	-	2,96,058	2,96,058
(+) Non Permitted receipts	-	-	-
(-) Non Permitted payments	-	-	-
(+) Amount withdrawn from bank	-	1,50,000	1,50,000
(-) Amount deposited into bank	64,65,500	-	64,65,500
Closing cash in hand as on December 30, 2016			1,93,185

For the purpose of this clause, the term Specified Bank Notes (SBN) shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O 307 (E) dated the 8th November 2016

To be read with our report of even date

For Anil Nair & Associates
Chartered Accountants
ICAI Firm Registration No. 000175S

sd/-
G. Anil
Partner
Membership No. 22450

For CNGSN & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 004915S/S200036

sd/-
C.N.Gangadaran
Partner
Membership No. 11205

For and on Behalf of the Board

sd/-
V. Rajagopal
Chairman & Managing Director
(DIN :00003625)

sd/-
Rama Rajagopal
Director
(DIN :00003565)

sd/-
M. Thiyagarajan
Chief Financial Officer

sd/-
Ravi B.S.G
Company Secretary

Chennai
26th May, 2017

Indian Terrain Fashions Limited
Cashflow Statement for the year ending 31st March, 2017

₹ in Crores

Sl. No.	Particulars	2016-17		2015-16	
A	**Cashflow from Operating Activities**				
	Net Profit before Tax and before Extra-Ordinary Items		40.14		36.98
	Adjustments for:				
	Depreciation and Amortisation for the year	3.14		2.31	
	Income from sale of investments	(4.84)		(5.04)	
	Interest & Finance Charges paid	8.89		6.97	
	Interest Income	(0.11)		(0.09)	
			7.08		4.15
	Operating Profit before Working Capital Changes		**47.22**		**41.13**
	Adjustments for:				
	Decrease / (Increase) in debtors and other receivables	(25.98)		(22.00)	
	Decrease / (Increase) in inventories	(13.18)		(8.94)	
	Increase / (Decrease) in creditors and other payables	15.39	(23.77)	19.57	(11.37)
	Cash generated from Operations		**23.45**		**29.76**
	Income Taxes Refund / (Paid) (net)		(11.18)		(6.93)
	Net Cash from Operating Activities		**12.27**		**22.83**
B	**Cashflow from Investing Activities**				
	(Purchase) / Sale of Fixed Assets including land and building (net)	(13.11)		(22.14)	
	(Purchase) / Sale of Investments (net)	4.84		64.11	
	Increase in Restricted Cash Balances	(0.12)		(0.70)	
	Interest Received	0.11	(8.28)	0.03	41.30
	Net Cash (Used In) / from Investing Activities		**(8.28)**		**41.30**
C	**Cashflow from Financing Activities**				
	Share Capital	0.25		0.16	
	Share Premium	2.19		1.39	
	Short Term Borrowings	1.95		(6.24)	
	Long Term Borrowings (Net)	(2.41)		11.50	
	Interest and Finance Charges paid	(8.89)	(6.91)	(6.97)	(0.16)
	Net Cash (Used In) / from Financing Activities		**(6.91)**		**(0.16)**
	Net Increase in Cash and Cash Equivalents		**(2.92)**		**63.97**
	Cash and Cash Equivalents (Opening Balance)		65.36		1.39
	Cash and Cash Equivalents (Closing Balance)		**62.44**		**65.36**

Note:

1 The above statement has been prepared on the basis of indirect method as stipulated in Accounting Standard 3

2 Cash and Cash equivalents represents

-- Cash balances	0.05	0.04
-- Bank balances	62.39	65.32
	62.44	**65.36**

3 Previous year figures have been re-grouped / re-classified wherever necessary to be in confirmity with current year disclosure requirements.

For Anil Nair & Associates
Chartered Accountants
ICAI Firm Registration No. 000175S

sd/-
G. Anil
Partner
Membership No. 22450

For CNGSN & Associates LLP
Chartered Accountants
ICAI Firm Registration No. 004915S/S200036

sd/-
C.N.Gangadaran
Partner
Membership No. 11205

sd/-
M. Thiyagarajan
Chief Financial Officer

For and on Behalf of the Board

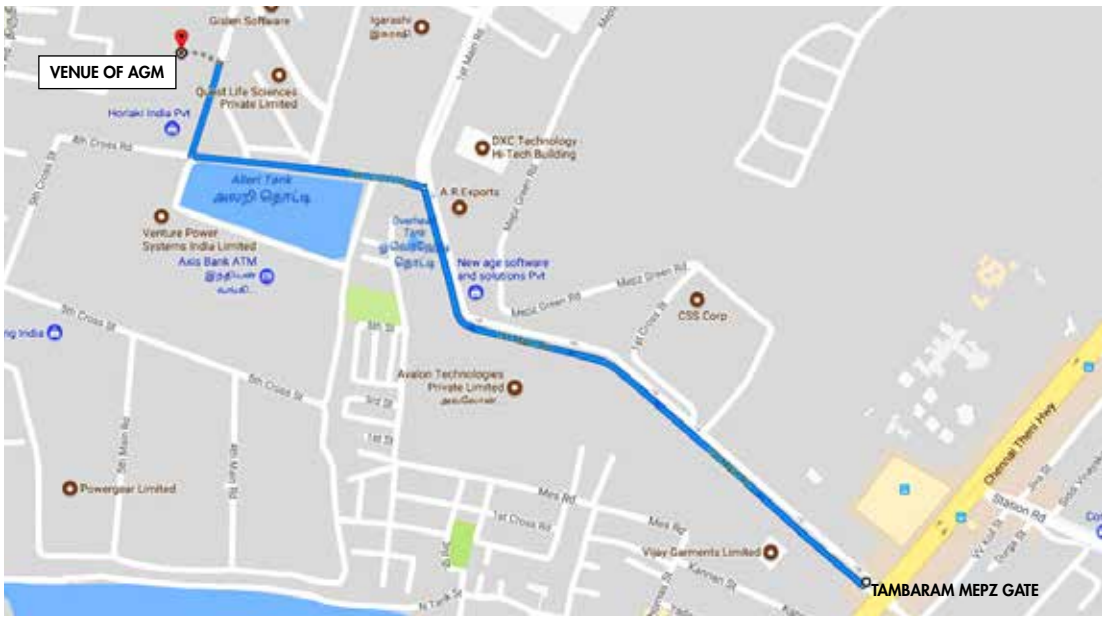
sd/-
V. Rajagopal
Chairman & Managing Director
(DIN :00003625)

sd/-
Rama Rajagopal
Director
(DIN :00003565)

sd/-
Ravi B.S.G
Company Secretary

Chennai
26th May, 2017

ROUTE MAP TO THE 8TH AGM VENUE
Venue Address : SDF - IV & C2, 3rd MAIN ROAD, MEPZ – SEZ, CHENNAI - 600045



INDIAN TERRAIN FASHIONS LIMITED

CIN: L18101TN2009PLC073017

Registered Off: No.208, Velachery Tambaram Road, Narayanapuram, Pallikaranai, Chennai-600100.

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

ATTENDANCE SLIP

*DP ID		Folio No	
*Client ID		No of Shares	

I certify that I am a registered shareholder/ proxy for the registered shareholder of the Company and I hereby record my presence at the 8th ANNUAL GENERAL MEETING of the Company at SDF-IV & C2, 3rd Main Road, MEPZ- SEZ, Tambaram, Chennai - 600 045 on Monday, 25th September, 2017 at 11.30 a.m

Shareholder's/Proxy's name in BLOCK LETTERS

Signature of Shareholder/Proxy

Note: Please fill 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, Velachery Tambaram Road, 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 Indian Terrain Fashions Limited, hereby appoint

1. Name :
   Address :
   E-mail ID :
   Signature : ……..……or falling him / her.

2. Name :
   Address :
   E-mail ID :
   Signature : ……..……or falling him / her.

as my / our proxy to attend and vote (on a poll) for me / us on my behalf at the 8th Annual General Meeting of the Company to be held on Monday, 25th September, 2017 at 11.30 a.m. 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.	Resolution	For	Against
1	To consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2017 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.		
3	To appoint the Statutory Auditors of the Company and fix their remuneration		
4	To consider and the approve the revision in remuneration payable to Mr. Venkatesh Rajagopal (DIN:00003625), Chairman and Managing Director of the Company		

Affix ₹ 1
Revenue Stamp

Signed this _____ day of September 2017.

Signature of shareholder : _____

Signature of Proxy holder(s) : _____

Note: This form of proxy in order to be effective, should be duly completed and deposited at the Corporate Office of the Company situated at SDF-V& C2, 3rd Main Road, MEPZ-SEZ, Tambaram, Chennai-600 045 not less than 48 hours before the commencement of the 8th AGM.

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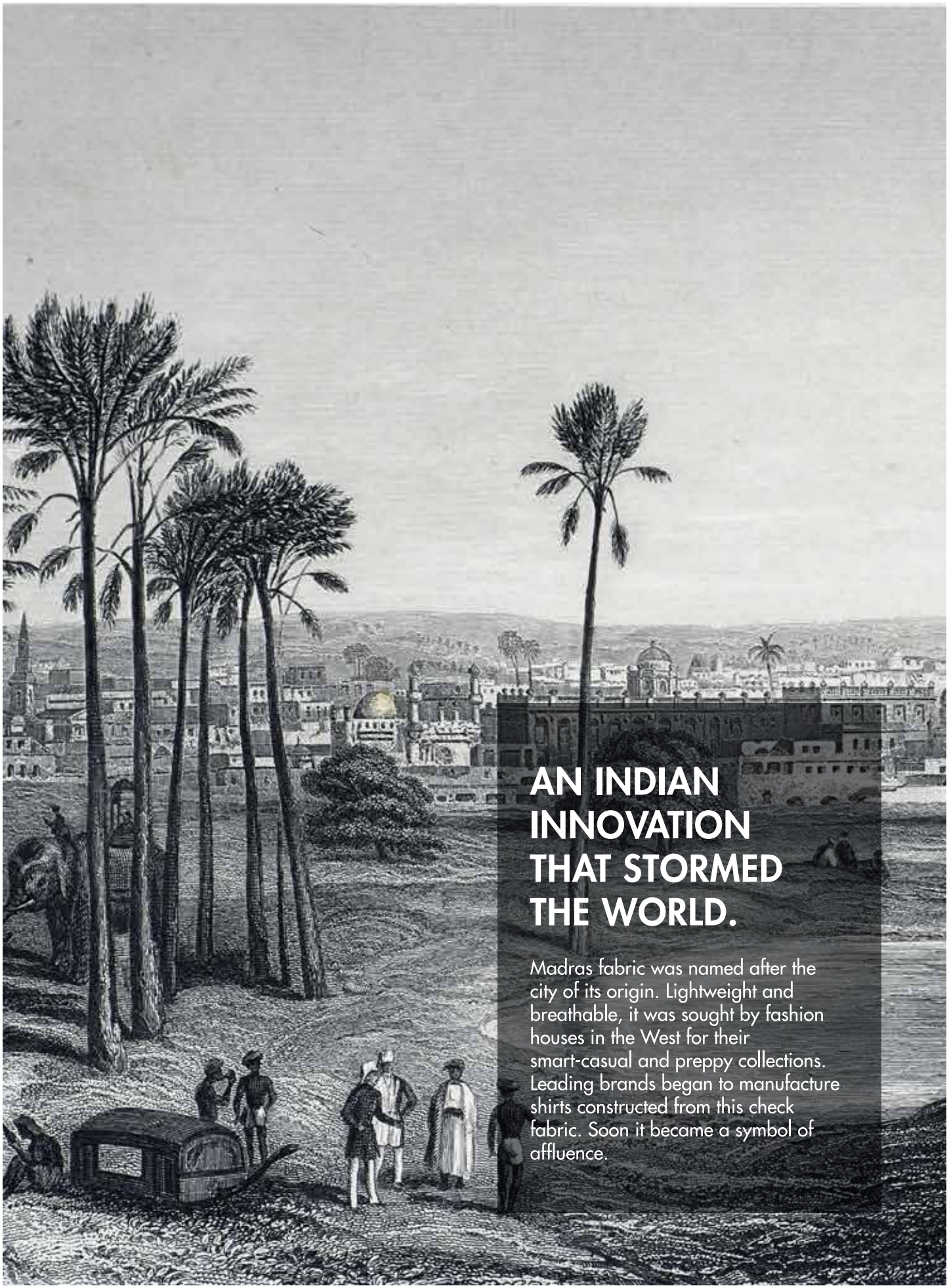


Yale University, USA

AMERICAN SPORTSWEAR, AT HOME IN INDIA.

In 1718, the Governor of Madras Elihu Yale, gave Yale University its name. The term Madras fabric itself was coined by noted shirt maker David J. Anderson in 1844.

Inspired by the timeless connect of Madras on global fashion, Indian Terrain set shop at Madras and American Sportswear found a new home, amidst old roots.



AN INDIAN INNOVATION THAT STORMED THE WORLD.

Madras fabric was named after the city of its origin. Lightweight and breathable, it was sought by fashion houses in the West for their smart-casual and preppy collections. Leading brands began to manufacture shirts constructed from this check fabric. Soon it became a symbol of affluence.





BIRTH OF AN ICON.

Khakis were born in British India in 1846 and were adapted for civilian use in the 40's and 50's. In 2000, we introduced authentic Khakis to the domestic market and shaped men's smart-casual attire ever since.

The introduction of the iconic Brooklyn fit triggered a meteoric rise in demand for Indian Terrain Khakis and helped us consolidate our position in the industry. Khakis are an integral part of our identity and the name "Indian Terrain" is synonymous with the trademark cotton twill trousers.


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If undelivered please return to
No. 208, Velachery, Tambaram Road,
Narayanapuram, Pallikaranai, Chennai - 600 100.
Tel : +91 44 4227 9100
Fax : +91 44 4343 2360