



ITFL/SEC/2025-26/SEP/02

5<sup>th</sup> September 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai- 400 051

**Scrip Code – 533329**

**NSE Symbol: INDTERRAIN**

Dear Sir / Madam,

**Sub.: Submission of Notice convening 16<sup>th</sup> Annual General Meeting**

**Ref.: Reg. 30 and 34 of SEBI (LODR) Regulations, 2015**

As per the captioned subject and reference, we inform that the 16<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 29<sup>th</sup> September 2025 at 12 Noon IST through video conferencing/ other audio-visual means.

The Notice convening the 16<sup>th</sup> AGM of the Company is enclosed. The Annual Report along with the Notice of AGM has been dispatched to all the eligible shareholders as on the cut-off date 29<sup>th</sup> August 2025 through e-mail mode only. The said Annual Report along with Notice of AGM will be available in the website of the Company at <https://www.indianterrain.com/pages/investor-information>.

In compliance with section 108 of the Companies Act, 2013 and Regulation 44 of SEBI (LODR) Regulations 2015, the Company is providing the facility of Remote E-voting and E-voting at the 16<sup>th</sup> AGM through Central Depository Services Limited (CDSL) for the resolutions proposed to be passed at the 16<sup>th</sup> AGM. The remote E-voting shall commence from Wednesday, 24<sup>th</sup> September 2025 at 09.00 A.M. (IST) and end on Sunday, 28<sup>th</sup> September 2025 at 05.00 P.M. (IST). The cut-off date for determining the eligibility of the Shareholders to cast their vote is Monday, 22<sup>nd</sup> September 2025.

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

Thanking you,

Yours faithfully,

**For Indian Terrain Fashions Limited**

**Sainath Sundaram**

**Company Secretary & Compliance Officer**

**Encl.: As above**

**INDIAN TERRAIN FASHIONS LIMITED**

Registered office and Address for communication: Survey No. 549/2 & 232, Plot  
No 4 Thirukkachiur & Sengundram Industrial Area,  
Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu  
Email ID: response.itfl@indianterrain.com  
Website: www.indianterrain.com  
CIN: L18101TN2009PLC073017  
Ph: 044 – 4227 9100

**INDIAN TERRAIN**



## NOTICE OF 16<sup>th</sup> ANNUAL GENERAL MEETING

To  
The Members,  
of Indian Terrain Fashions Limited  
[CIN: L18101TN2009PLC073017]

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting ("AGM") of the Members of Indian Terrain Fashions Limited (the "Company") will be held on Monday, the 29<sup>th</sup> September 2025, at 12 Noon IST through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following businesses:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31<sup>st</sup> March 2025, together with the reports of Board of Directors' and Auditors' thereon:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT the Audited Standalone Financial statements of the Company for the year ended 31<sup>st</sup> March 2025, and Board's Report and Auditor's Report thereon be and are hereby considered and adopted."

2. To appoint a Director in the place of Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible, offers herself for reappointment

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to section 152 of the Companies Act 2013, Mrs. Rama Rajagopal (DIN: 00003565), who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and she shall continue to be the Non-Executive Non-Independent Director of the Company in accordance with her terms of appointment."

### SPECIAL BUSINESS

3. To appoint M/s. BP & Associates, firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto 5 (Five) consecutive years and to fix their remuneration thereon

To consider and if thought fit, to pass, the following Resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, as per the recommendations of Audit Committee and Board of Directors, M/s. BP & Associates, Firm of Company Secretaries in Practice (Firm Registration Number P2015TN040200) be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this 16<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of 21<sup>st</sup> (Twenty First) AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ("the Board");

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

4. To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution(s) as a **Special Resolution**:

RESOLVED THAT pursuant to Section 149, 150, 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Nidhi Reddy (DIN: 00004081), who holds office as an Independent Director upto 10<sup>th</sup> February 2026 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under

Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (Five) years effective from 11<sup>th</sup> February 2026 till 10<sup>th</sup> February 2031, and that she shall not be liable to retire by rotation;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By Order of the Board  
For INDIAN TERRAIN FASHIONS LIMITED

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

sd/-  
Sainath Sundaram  
Company Secretary  
Membership No.: F12981

### NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 9/2024 dated 19<sup>th</sup> September 2024, 9/2023 dated 25<sup>th</sup> September 2023, General Circular No. 11/2022 dated 28<sup>th</sup> December 2022, General Circular 3/2022 dated 05<sup>th</sup> May 2022 read with circulars dated 13<sup>th</sup> January 2021, 05<sup>th</sup> May 2020, 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and other applicable circulars (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated 15<sup>th</sup> January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 07<sup>th</sup> October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October 2024 ("SEBI Circulars") has permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue. In compliance with these MCA and SEBI Circulars, applicable provisions of the Act (including any statutory modifications or re-enactments thereof for the time being in force) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and pursuant to Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), the AGM of the Company is being conducted through VC/OAVM on Monday, the 29<sup>th</sup> September 2025 at 12 Noon IST. The registered office of the Company shall be deemed to be the venue for the AGM.
2. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for this AGM and hence the Attendance Slip and Proxy Form are not annexed to this Notice. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
3. The Members can join the AGM through VC/OAVM mode 30 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in this Notice. The facility of participation in the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc., who are allowed to attend the AGM without restriction on account of first come first served basis. The detailed instructions for joining the Meeting through VC/OAVM forms part of the Notes to this Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
5. The relative Explanatory Statement pursuant to Section 102 of the Act, setting out material facts concerning the Special Business under Item Nos. 3&4 of the Notice, is annexed hereto. Further, the relevant details with respect to "Director's seeking re-appointment at this AGM" are also provided as Annexure pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI).

6. SEBI vide its Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 07<sup>th</sup> May 2024 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.
7. In view of the same and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are advised to dematerialize the shares held by them. Members can contact the Company or Company's Registrars and Transfer Agents - M/s. MUFG Intime India Pvt Ltd for assistance in this regard
8. Members may please note that SEBI vide its Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 07<sup>th</sup> May 2024, has mandated the listed companies to issue securities in dematerialized form only while processing service request viz., Issue of duplicate securities certificates; claim from Unclaimed Suspense Account; Renewal / Exchange of securities certificate; Endorsement; Sub-division / Splitting of securities certificate; consolidation of securities certificate/folios; Transmission; Transposition. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR-4, on the website of the Company's Registrar and Share Transfer Agent, M/s. MUFG Intime India Pvt Ltd at <https://web.in.mpms.mufig.com/contact-us.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant
9. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from 31<sup>st</sup> December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
10. To support the "Green Initiative", Members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/their Depository Participants, in respect of shares held in physical/electronic mode, respectively, for receiving all communication(s) including Annual Report, Notices, Circulars, etc. from the Company electronically
11. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their Depository Participant in case the shares are held in electronic form and in case the shares are held in physical form to RTA in prescribed form ISR-1 and other forms pursuant to SEBI Master Circular No. SEBI/HO/MIRSD/ SEC/FATF/P/CIR/2023/169 dated 12<sup>th</sup> October 2023.
12. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
13. Members holding shares in physical form are requested to advise any change of address immediately to the Company's Registrar and Share Transfer Agent. Members holding shares in electronic form must send the advice about change in address to their respective Depository Participant only and not to the Company or the Company's Registrar and Share Transfer Agent
14. **Updation of Members' Details:**  
The format of the Register of Members prescribed by the Ministry of Corporate Affairs under the Act requires the Company / Registrar and Share Transfer Agent to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. Members holding shares in physical form are requested to submit the details to the Company or to its Registrar and Share Transfer Agent. Members holding shares in electronic form are requested to submit the details to their respective Depository Participant.
15. **Nomination Facility:**  
As per the provisions of Section 72 of the Act and Rule 19(1) of the Companies (Share Capital and Debentures) Rules, 2014, as amended, Members holding shares in physical form may file nomination in the prescribed Form SH-13 with the Company's Registrar and Share Transfer Agent. In respect of shares held in dematerialized form, the nomination form may be filed with the respective Depository Participant.
16. All documents referred to in the accompanying Notice and the Explanatory Statement along with the Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and relevant documents referred to in this Notice or Explanatory Statement will be available electronically for inspection by the Members before as well as during the AGM which shall be open for inspection by the Members by writing an e-mail to the Company Secretary & Compliance Officer at [secretarial@indianterrain.com](mailto:secretarial@indianterrain.com);
17. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company / Depository Participants. Members may note that the Notice of AGM will also be available on the Company's website at <https://www.indianterrain.com/pages/investor-information>, on the website of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India Limited at <http://www.nseindia.com/> and on the website of CDSL <https://www.cdslindia.com/>;

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice
19. Dispute Resolution: SEBI has established a common Online Dispute Resolution Portal ("ODR Portal - <https://smartodr.in/login>") vide its SEBI Master Circular No. SEBI/HO/OIAE/OIAE\_IAD-3/P/CIR/2023/195 dated 31<sup>st</sup> July 2023 to raise disputes arising in the Indian Securities Market. Post exhausting the option to resolve their grievances with the RTA/Company directly and through SCORES platform, the investors can initiate dispute resolution through the ODR Portal. Link to access ODR portal is available on Company's website: <https://www.indianterrain.com/pages/investor-information>
20. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September 2025 to 29<sup>th</sup> September 2025 (both days inclusive).

#### THE INSTRUCTIONS TO SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The remote e-voting period begins on Wednesday, 24<sup>th</sup> September 2025 at 09:00 A.M. IST and ends on Sunday, 28<sup>th</sup> September 2025 at 05:00 P.M. IST. During this period, Members holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Monday, 22<sup>nd</sup> September 2025 may cast their vote electronically. The remote e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' Resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level. There are also multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India which necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.  
  
In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (iii) In terms of SEBI circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09<sup>th</sup> December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-voting facility.







(iv) Pursuant to abovesaid SEBI Circular, Login method for e-voting for Individual shareholders holding securities in Demat mode CDSL / NSDL is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> <li>Users who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-voting page without any further authentication. The user to login to Easi / Easiest are requested to visit <a href="http://www.cdslindia.com">www.cdslindia.com</a> or <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and click on holding Login icon and select My Easi New (Token).</li> <li>After successful login, the Easi / Easiest user will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by the Company. On clicking the e-voting option, the user will be able to see e-voting page of the e-voting service provider for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-voting Service Providers, so that the user can visit the e-voting service providers' website directly.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi tab and click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-voting option where the e-voting is in progress and also able to directly access the system of all e-voting Service Providers.</li> </ol>
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-voting services. Click on "Access to e-voting" under e-voting services and you will be able to see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP received in registered mobile &amp; email and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting.</li> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client ID, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-voting page. Click on company name or e-voting service provider name and you will be re-directed to e-voting service provider website for casting your vote during the remote e-voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

Individual Shareholders holding securities in demat mode login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-voting facility. After successful login, you will be able to see e-voting option. Once you click on e-voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting feature. Click on company name or e-voting service provider name and you will be redirected to e-voting service provider's website for casting your vote during the remote e-voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL**

Login Type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no.: 1800 21 0991.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or contact at toll free no.: 022 - 4886 7000 and 022 - 2499 7000.

(v) Login method for remote e-voting for **Physical shareholders and shareholders other than individual holding in Demat form:**

- The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- Click on "Shareholders / Members" module.
- Now enter your User ID:
  - For CDSL: 16 digits beneficiary ID,
  - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- If you are a first-time user follow the steps given below:

Physical shareholders and shareholders other than individual holding shares in demat form	
PAN	Enter your 10-digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)  Shareholders who have not updated their PAN with the Company /Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.  If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- After entering these details appropriately, click on "SUBMIT" tab
- Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- Click on the EVSN: 250828030 for the relevant Company name i.e. Indian Terrain Fashions Limited on which you choose to vote.



- (k) 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.
- (l) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (m) 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.
- (n) Once you "CONFIRM" your vote on the Resolution, you will not be allowed to modify your vote.
- (o) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (p) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (q) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.

**(vi) Additional Facility for Non - Individual Shareholders and Custodians - For Remote Voting only**

- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (c) After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- (d) The list of accounts linked in the login will be mapped automatically and can be delink in case of any wrong mapping.
- (e) It is mandatory that, 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.
- (f) Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer [chandramouli@bpcorpadvors.com](mailto:chandramouli@bpcorpadvors.com) and to the RTA at the email address viz: [helpdesk@in.mps.mufg.com](mailto:helpdesk@in.mps.mufg.com), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (vii) In case of any difficulty in voting, the Shareholder may contact the Company Secretary and Compliance Officer by sending the email to [secretarial@indianterrain.com](mailto:secretarial@indianterrain.com) or by phone no. 044 – 4227 9100.

**INSTRUCTIONS TO MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:**

1. The procedure for e-voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for e-voting
3. Only those Members/ Shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system in the AGM.
4. Members who have voted through Remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
5. The details of the person who may be contacted for any grievances connected with the facility for e-voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**GENERAL INSTRUCTIONS / INFORMATION FOR MEMBERS FOR VOTING ON THE RESOLUTIONS:**

1. Corporate / Institutional Members (i.e., other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF / JPG Format) of the relevant Board Resolution/ Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s) who are authorized to vote, to the Scrutinizer at the email address: [chandramouli@bpcorpadvors.com](mailto:chandramouli@bpcorpadvors.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com);
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evotingindia.com](http://www.evotingindia.com) to reset the password.

3. In case of any query pertaining to e-voting, Members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the download section of [www.evotingindia.com](http://www.evotingindia.com) or call on 022-23058738 and 022-23058542/43 or send a request at helpdesk Any query or grievance connected with the remote e-voting may be addressed to Mr. Rakesh Dalvi, Sr. Manager, CDSL, Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futrex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
4. Any grievance or clarifications with regard to voting by electronic means may be addressed to Mr. Sainath Sundaram, Company Secretary & Compliance Officer at Phone: 044 – 4227 9100, Email ID: [secretarial@indianterrain.com](mailto:secretarial@indianterrain.com).

**PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL IDS ARE NOT REGISTERED WITH THE DEPOSITORIES FOR PROCURING USER ID AND PASSWORD AND REGISTRATION OF E-MAIL IDS FOR E-VOTING FOR THE RESOLUTIONS SET OUT IN THIS NOTICE:**

1. For Physical shareholders - please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) in Form ISR - I by email to Company/RTA email id.
2. For demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP).
3. For individual demat shareholders - Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-voting through depository
4. If you have any queries or issues regarding e-voting from the CDSL e-voting System, you can write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free No.: 1800 21 09911.
5. In terms of SEBI circular dated 09<sup>th</sup> December 2020 on e-voting facility provided by Listed Companies, Individual shareholders holding securities in Demat mode are allowed to vote through their Demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their Demat account in order to access e-voting facility

**INSTRUCTIONS TO MEMBERS FOR ATTENDING THE AGM THROUGH VC / OAVM, ARE AS UNDER**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-voting system. Members may access by following the steps mentioned above for Access to CDSL e-voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVSN of Company will be displayed.
2. Members who do not have the User ID and Password for e-voting or have forgotten the User ID and Password may retrieve the same by following the remote e-voting instructions mentioned in the notice to avoid last minute rush.
3. Members are encouraged to join the Meeting through Laptops for better experience.
4. Further, Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
5. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
6. Facility of joining the AGM through VC / OAVM shall open 30 minutes before the time scheduled for the AGM and will be available for Members on first come first served basis.
7. Members who need assistance before or during the AGM, can contact CDSL at toll free no: 1800 21 09911 or contact Mr. Rakesh Dalvi, Sr. Manager at [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
8. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [secretarial@indianterrain.com](mailto:secretarial@indianterrain.com) at least 7 working days prior to the AGM. Those Members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

**OTHER INFORMATION:**

1. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the Meeting, thereafter unblock the votes cast through



remote e-voting in the presence of at least two witnesses who are not in the employment of the Company and within 2 working days of conclusion of the Meeting, make a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or to a person authorized by the Chairman in writing who shall countersign the same;

2. The Chairman or the person authorized by him in writing shall forthwith on receipt of the consolidated Scrutinizer's Report, declare the Results of the voting. The Results declared, along with the Scrutinizer's Report, shall be placed on the Company's website and on the website of CDSL immediately after the results is declared and communicated to the Stock Exchanges where the equity shares of the Company are listed;
3. Subject to the receipt of requisite number of votes, the Resolutions forming part of the Notice of Annual General Meeting shall be deemed to be passed on the date of the AGM i.e. Monday, 29<sup>th</sup> September 2025.

**By Order of the Board  
For INDIAN TERRAIN FASHIONS LIMITED**

sd/-

Sainath Sundaram

Company Secretary

Membership No.: F12981

Date: 12<sup>th</sup> August, 2025

Place: Chennai

#### EXPLANATORY STATEMENT

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") sets out all material facts relating to the special business mentioned in the accompanying notice dated 12<sup>th</sup> August 2025. The Disclosures required to be given under Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards on General Meeting (SS-2) is provided as Annexure of this Notice.

#### Item No. 3

**To appoint M/s. BP & Associates, firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto 5 (Five) consecutive years and to fix their remuneration thereon**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") vide SEBI Notification dated 12<sup>th</sup> December 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August 2025 have approved and recommended the appointment of M/s. BP & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2015TN040200) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this 16<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of 21<sup>st</sup> (Twenty First) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- (a) Term of appointment: Upto 5 (Five) consecutive years from the conclusion of this 16<sup>th</sup> AGM till the conclusion of 21<sup>st</sup> AGM to be held in the year 2030;
- (b) Proposed Fees: Upto ₹1,25,000 (Rupees One Lakh Twenty Five Thousand only plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending 31<sup>st</sup> March 2025 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee;
- (c) Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- (d) Credentials: M/s. BP & Associates (Firm Registration Number: P2015TN040200) ("Secretarial Audit Firm"), is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than two decades in providing various corporate law services. The Firm also holds a valid Peer Review Certificate. M/s. BP & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Members as an Ordinary Resolution.

#### Item No. 4

**To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company**

Mrs. Nidhi Reddy (DIN: 00004081) is currently an Independent Director of the Company, Chairperson of the Stakeholders Relationship Committee, Member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Mrs. Nidhi Reddy was appointed as an Independent Director of the Company by the Members at the 12<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September 2021 for a period of 5 (five) consecutive years commencing from 11<sup>th</sup> February 2021 till 10<sup>th</sup> February 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 12<sup>th</sup> August 2025, proposed the re-appointment of Mrs. Nidhi Reddy as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 11<sup>th</sup> February 2026 upto 10<sup>th</sup> February 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

Mrs. Nidhi Reddy holds a Master Degree in Economics from Delhi School of Economics and a Post Graduate Diploma in Personnel Management and Industrial Relations from XLRI. She specializes in the field of Human Resource Management, Behavioral Training and Recruitment. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Nidhi Reddy's qualifications and the rich experience of over the decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

The Board is of the opinion that Mrs. Nidhi Reddy continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ("the Act") received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Nidhi Reddy confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Nidhi Reddy has confirmed that:

- (a) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties;
- (b) she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20<sup>th</sup> June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies
- (c) she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.
- (d) she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of the Board, Mrs. Nidhi Reddy fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.indianterrain.com/pages/investor-information>. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Nidhi Reddy as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise in the resolution except to the extent of her shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a **Special Resolution**.

THE INFORMATION IN RESPECT OF ITEM NO. 2 and 4 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ABOUT THE DIRECTOR RE-APPOINTMENT AT THE 16<sup>th</sup> ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

Particulars	Details of the Directors re-appointed	
Name of the Director	Mrs. Rama Rajagopal	Mrs. Nidhi Reddy
Directors Identification Number (DIN)	00003565	00004081
Capacity / Designation / Category of the Director	Non-Executive Non-Independent Director	Independent Director
Date of Birth	06 <sup>th</sup> August 1955	13 <sup>th</sup> April 1956
Initial date of appointment on Board	29 <sup>th</sup> September 2009	11 <sup>th</sup> February 2021
Term of previous appointment	Non-Executive Non-Independent Director	Independent Director
Terms and Conditions of Appointment / re-appointment	Re-appointment as a Non-Executive Non-Independent Director under Section 152(6) the Act	Re-appointment for 2 <sup>nd</sup> consecutive term of 5 years as Independent Director under Section 149 of the Act
Qualification and Brief resume/ Profile / Experience including the Nature of expertise in specific functional areas	Mrs. Rama Rajagopal holds a Post Graduate Degree in Economics from Bangalore University. She had been the Executive Director of the Company since 29 <sup>th</sup> September 2009 and was subsequently re-designated as Non-Executive Non-Independent Director w.e.f 10 <sup>th</sup> November 2021. She has an expertise in General Management and Administration	Mrs. Nidhi Reddy holds a Master Degree in Economics from Delhi School of Economics and a Post Graduate Diploma in Personnel Management and Industrial Relations from XLRI. She specializes in the field of Human Resource Management, Behavioral Training and Recruitment
Remuneration last drawn / Revised Remuneration sought to be paid for the FY 2024-25	Remuneration – Nil Sitting Fees – ₹2.60 Lakhs p.a.	Remuneration – Nil Sitting Fees – ₹3.85 Lakhs p.a.
List of other Listed / Public Companies in which Directorship held	Celebrity Fashions Limited	-
Listed entities from which resigned in the past three years	-	Celebrity Fashions Limited
Chairperson / Member of the Committee of the Board of Director of the Company	Indian Terrain Fashions Limited: Chairperson of CSR	Indian Terrain Fashions Limited: Chairperson of SRC Member of CSR Member of NRC
Chairperson / Member of the Committee of other Listed / Public Companies in which he / she is a Director	Celebrity Fashions Limited: Chairperson of CSR	-
No. of Board Meetings attended / held during the Financial Year 2024-25	No. of Board Meetings held – 5 No. of Board Meetings attended – 4	No. of Board Meetings held – 5 No. of Board Meetings attended – 4
Number of Shares held in the Company (both own or held by / for other persons on a beneficial basis as on date of this AGM notice)	83,66,930 Equity Shares	-
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	Except for Mr. Venkatesh Rajagopal, she is not related to any other Directors and Key Managerial Personnel in the Company	She is not related to any other Directors and Key Managerial Personnel in the Company
	Not debarred from holding office by order of SEBI or any authority	

**Note of abbreviations:** AC – Audit Committee, NRC – Nomination & Remuneration Committee, SRC – Stakeholders Relationship Committee, CSR – Corporate Social Responsibility Committee

By Order of the Board  
For INDIAN TERRAIN FASHIONS LIMITED

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

sd/-  
Sainath Sundaram  
Company Secretary  
Membership No.: F12981