



ITFL/SEC/2025-26/AUG/04

12<sup>th</sup> August 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: Outcome of the Board Meeting – held on Tuesday, 12<sup>th</sup> August 2025 – Reg.**

**Ref: Submission of information pursuant to Regulation 33 and 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

With regard to the captioned subject and reference, we would like to inform you that the Board of Directors of the Company at their meeting held today, i.e. Tuesday, 12<sup>th</sup> August 2025, inter-alia, has approved / noted the following:

- (1) approved unaudited standalone financial results for the quarter ended 30<sup>th</sup> June 2025 which were recommended by the Audit Committee and approved by the Board of Directors at their meeting held today i.e. on Tuesday, 12<sup>th</sup> August 2025 along with the Limited Review Report issued by the Statutory Auditors of the Company for the said period;
- (2) the draft of: Board's Report, Corporate Governance Report, Management Discussion and Analysis together with their Annexures forming part of Annual Report of the Company for the Financial Year ended 31<sup>st</sup> March 2025;
- (3) approved the draft Notice convening the 16<sup>th</sup> Annual General Meeting (AGM) of the Company by authorizing Company Secretary of the Company to send the same along with the Annual Report to the Shareholders of the Company;
- (4) fixed the tentative date of convening of the 16<sup>th</sup> AGM of the Company on Monday, 29<sup>th</sup> September 2025 at 12 Noon IST through Video Conferencing (VC) / Other Audio Visual Means (OAVM) in accordance with the relevant Circulars issued by the Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI) and in case of any change in the date / time, if any, which shall be communicated in due course;

**INDIAN TERRAIN FASHIONS LIMITED**

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- (5) fixed Monday, 22<sup>nd</sup> September 2025 as the cut-off date for the purpose of determining the Shareholders eligible to vote for the resolutions placed before the ensuing 16<sup>th</sup> AGM subject to any change in the AGM date, if any, which shall be communicated in due course;
- (6) pursuant to Regulation 42 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 fixed the record date on Monday, 22<sup>nd</sup> September 2025 and the closure of register of members and share transfer books commencing from Tuesday, 23<sup>rd</sup> September 2025 to Monday, 29<sup>th</sup> September 2025 (both days inclusive) for taking record of the Members of the Company for the purpose of 16<sup>th</sup> AGM subject to any change in the AGM date, if any, which shall be communicated in due course;
- (7) based on the recommendations of the Nomination and Remuneration Committee, recommended the re-appointment of Mrs. Rama Rajagopal (DIN: 00003565) as Non-Executive Non-Independent Director of the Company who retires by rotation and being eligible, offers herself for re-appointment for seeking approval from the Shareholders at the ensuing 16<sup>th</sup> AGM of the Company;
- (8) based on the recommendations of the Nomination and Remuneration Committee, approved the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company w.e.f 11<sup>th</sup> February 2026 for the second term of 5 years subject to approval of Shareholders at the ensuing 16<sup>th</sup> AGM of the Company;
- (9) pursuant to Regulation 24(A) of the SEBI (LODR) Regulation, 2015 and as per the requirements of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and based on the recommendation of the Audit committee, the Board of Directors had proposed the appointment of M/s. BP & Associates, Practising Company Secretaries (Firm's Registration No. P2015TN040200), as a Secretarial Auditors of the Company for a first term of five consecutive years from the conclusion of 16<sup>th</sup> Annual General Meeting until the conclusion of 21<sup>st</sup> Annual General Meeting, subject to the approval of Shareholders at the ensuing 16<sup>th</sup> Annual General Meeting;
- (10) approved the appointment of M/s. RVKS & Associates as Internal Auditors of the Company for the FY 2025-26;

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The requisite disclosure pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and in terms of SEBI Circular vide SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 and SEBI Circular vide SEBI/HO/CFD/PoD2/CIR/P/0155 11<sup>th</sup> November 2024 are enclosed as Annexures.

The Board meeting commenced at 12:30 PM IST and concluded at 01:20 PM IST.

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**

**INDIAN TERRAIN FASHIONS LIMITED**

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## Indian Terrain Fashions Limited

Regd. Office: Survey No. 549/2 & 232, Plot No.4, Thirukkachiyur and Sengundram Industrial Area, Singaperumal Kovil Post, Chengalpattu - 603204

Corporate Identification Number: L18101TN2009PLC073017

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### Statement of Unaudited Financial Results for the Quarter Ended 30th June 2025

(Rs. In Crs except per share data)

S.No.	Particulars	Quarter Ended			Year Ended
		30-Jun-25	31-Mar-25	30-Jun-24	31-Mar-25
		Unaudited	Audited (Refer Note 3)	Unaudited	Audited
	<b>Income:</b>				
1	Revenue from Operations	68.78	89.53	68.36	340.60
2	Other Income	1.26	1.23	1.03	4.76
<b>3</b>	<b>Total Income (1 + 2)</b>	<b>70.04</b>	<b>90.76</b>	<b>69.39</b>	<b>345.36</b>
	<b>4 Expenses:</b>				
	(a) Cost of materials consumed	-	-	-	-
	(b) Purchase of finished goods	46.43	55.46	40.39	183.39
	(c) Change in inventories of finished goods and stock in trade	(4.79)	(5.07)	8.32	26.71
	(d) Garment Processing Costs	0.29	0.38	0.53	1.87
	<b>(e) Cost of Goods sold (a+b+c+d)</b>	<b>41.93</b>	<b>50.77</b>	<b>49.24</b>	<b>211.97</b>
	(f) Employee benefit expenses	5.58	5.42	5.41	22.30
	(g) Finance Cost	4.48	4.41	5.58	20.96
	(h) Depreciation	3.83	4.04	4.88	17.94
	(i) Other Expenses	20.26	29.96	25.19	113.20
	<b>Total Expenses (e+f+g+h+i)</b>	<b>76.08</b>	<b>94.60</b>	<b>90.30</b>	<b>386.37</b>
<b>5</b>	<b>Profit/(Loss) before tax (3-4)</b>	<b>(6.04)</b>	<b>(3.84)</b>	<b>(20.91)</b>	<b>(41.01)</b>
	<b>6 Tax Expense:</b>				
	(a) Current tax	-	-	-	-
	(b) Deferred tax	0.15	(1.67)	(5.64)	1.65
	<b>Total Tax Expense</b>	<b>0.15</b>	<b>(1.67)</b>	<b>(5.64)</b>	<b>1.65</b>
<b>7</b>	<b>Net Profit/(Loss) after Tax (5-6)</b>	<b>(6.19)</b>	<b>(2.17)</b>	<b>(15.27)</b>	<b>(42.66)</b>
	<b>8 Other Comprehensive Income/(Loss) (net of tax expense)</b>				
	Items that will not be reclassified subsequently to profit or loss				
	(a) Re-measurement gains/(losses) on defined benefit plans	0.00	0.01	(0.10)	(0.10)
<b>9</b>	<b>Total Comprehensive Income/(Loss) after tax (7+8)</b>	<b>(6.19)</b>	<b>(2.16)</b>	<b>(15.37)</b>	<b>(42.76)</b>
<b>10</b>	<b>Paid-Up Equity Share Capital (Face value of Rs.2/- each)</b>	10.13	9.14	8.86	9.14
11	Other Equity				<b>173.68</b>
<b>12</b>	<b>Earnings Per Equity Share in Rs. (Not Annualised)</b>				
	(Face value of Rs.2/- each)				
	(a) Basic	(1.22)	(0.48)	(3.45)	(9.48)
	(b) Diluted	(1.22)	(0.48)	(3.45)	(9.48)

**Notes:**

- 1 The above unaudited results for the Quarter ended 30th June 2025, as reviewed and recommended by the Audit Committee, have been approved by the Board of Directors at its meeting held on 12th August 2025. These results have been subjected to limited review by the statutory auditors of the Company.
- 2 These unaudited financial results have been prepared in accordance with the recognition and measurement principals laid down under Indian Accounting Standard (Ind AS) - 34 "Interim Financial Reporting" as prescribed under Section 133 of the Companies Act, 2013 read with rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, as amended.
- 3 The figures for the quarter ended March 31, 2025 are the balancing figures between the audited figures of the full year and the unaudited figures upto nine months ended December 31, 2024.
- 4 The Company operates exclusively in the segment of apparel and accessories. Consequently, there is no requirement of disclosure in the context of Indian Accounting Standards - 108 (Ind AS 108).
- 5 Pursuant to the issuance of warrants on 31 March 2025, for which 75% of the subscription amount was received during March 2025, the Company received the balance amount of ₹6.3 crore (representing the remaining 25% of the total consideration) in April 2025. Upon receipt of the balance amount, the warrants were converted into equity shares of face value ₹2 each on 27th May 2025.
- 6 In view of Company's nature of business, revenue is unevenly spread throughout the year, hence result for the quarter is not representative for revenue and profit for the entire year.
- 7 The previous period figures have been re-grouped / re-stated wherever necessary.
- 8 These financial results are available on the website of the Company viz. [www.indianterrain.com](http://www.indianterrain.com) and on the website of BSE Limited ("BSE") ([www.bseindia.com](http://www.bseindia.com)) and National Stock Exchange of India Limited ("NSE") ([www.nseindia.com](http://www.nseindia.com)).

For and on behalf of the Board of Directors  
of **Indian Terrain Fashions Limited**

**Date: 12th August 2025**  
**Place: Chennai**

**Charath Ram Narsimhan**  
**Managing Director and CEO**  
**DIN No.06497859**



## SRSV & ASSOCIATES

CHARTERED ACCOUNTANTS

'Madura', No.66, Bazullah Road,

T.Nagar, Chennai - 600 017.

Tel : 044 - 2834 4742

**P. SANTHANAM**  
B.Com. FCA, FCS

**R. SUBBURAMAN**  
B.Sc., FCA

**V. RAJESWARAN**  
B.Com. FCA.

**G. CHELLA KRISHNA**  
M.Com. FCA, PGPM

### **Independent Auditor's Review Report on the Quarterly Unaudited Standalone Financial Results of the Company Pursuant to Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended**

#### **Review Report to The Board of Directors INDIAN TERRAIN FASHIONS LIMITED**

We have reviewed the accompanying statement of unaudited standalone financial results of **INDIAN TERRAIN FASHIONS LIMITED** (the 'Company') for the quarter ended June 30, 2025, ("the Statement") being submitted by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

This Statement is the responsibility of the Company's management and has been approved by the Board of Directors, which has been prepared in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34 "Interim Financial Reporting" ("Ind AS 34"), prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India. Our responsibility is to express a conclusion on the Statement based on our review.

We conducted our review in accordance with the Standard on Review Engagement (SRE) 2410, "Review of Interim Financial Information performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India.

This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Based on our review conducted as above, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with the recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.



Attention is drawn to the fact that the figures for the three months ended March 31, 2025, as reported in these financial results are the balancing figures between audited figures in respect of the full previous financial year and the published year to date figures up to the third quarter of the previous financial year. The figures up to the end of the third quarter of the previous financial year had only been reviewed and not subjected to audit.

Place: Chennai  
Date: Aug 12, 2025



For SRSV & Associates  
Chartered Accountants  
Firm Regn. No. 015041S

A handwritten signature in black ink that reads "V. Rajeswaran".

V Rajeswaran  
Partner  
Membership No. 020881  
UDIN No. 25020881BMKQT9570



## ANNEXURES

Information required under Regulation 30 of SEBI (LODR) Regulations, 2015 and in terms of SEBI Circular vide SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 and SEBI Circular vide SEBI/HO/CFD/PoD2/CIR/P/0155 11<sup>th</sup> November 2024

### Details of the Directors proposed to be appointed / re-appointed at the ensuing 16<sup>th</sup> AGM of the Company

Disclosure Requirements	Details of the Directors proposed to be appointed / re-appointed at the ensuing 16 <sup>th</sup> AGM of the Company	
Name of the Director	Mrs. Rama Rajagopal	Mrs. Nidhi Reddy
Director Identification Number (DIN)	00003565	00004081
Category	Non – Executive Non – Independent Director	Independent Director
Reason for change viz. re-appointment, resignation, removal, death or otherwise	Retires by rotation and being eligible, offers herself for re-appointment for seeking approval from the Shareholders at the ensuing 16 <sup>th</sup> AGM of the Company	Re-appointment for 2 <sup>nd</sup> term of five (5) consecutive years as an Independent Director of the Company with effect from 11 <sup>th</sup> February 2026 and accordingly seeking approval from the Shareholders at the ensuing 16 <sup>th</sup> AGM of the Company
Date of appointment & terms of appointment	Initially appointed in the Board on 29 <sup>th</sup> September 2009 and was subsequently re-designated as Non-Executive Non-Independent Director (liable to retire by rotation) with effect from 10 <sup>th</sup> November 2021	Initially appointed as Independent Director for 1 <sup>st</sup> term of five (5) consecutive years with effect from 11 <sup>th</sup> February 2021
Qualification	Post Graduate Degree in Economics from Bangalore University	Master Degree in Economics from Delhi School of Economics and a Post Graduate Diploma in Personnel Management and Industrial Relations from XLRI

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Disclosure Requirements	Details of the Directors proposed to be appointed / re-appointed at the ensuing 16 <sup>th</sup> AGM of the Company	
	Mrs. Rama Rajagopal	Mrs. Nidhi Reddy
Brief Profile	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 with effect from 10 <sup>th</sup> November 2021. She has an expertise in General Management and Administration. At Indian Terrain Fashions Limited, She is Chairperson of CSR Committee	She specializes in the field of Human Resource Management, Behavioral Training and Recruitment. At Indian Terrain Fashions Limited, She is the Chairperson of Stakeholders Relationship Committee, Member of Nomination and Remuneration Committee and CSR Committee
Relationship between Directors	Mrs. Rama Rajagopal is spouse of Mr. Venkatesh Rajagopal, Executive Chairman & Whole-time Director	Mrs. Nidhi Reddy is not related to any Directors of the Company.
Information as required pursuant to Circular No. LIST/COMP/14/2018-19 issued by BSE Limited dated 20 <sup>th</sup> June 2018, and Circular No. NSE/CML/2018/24 issued by the National Stock Exchange of India Ltd., dated 20 <sup>th</sup> June 2018	Mrs. Rama Rajagopal is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.	Mrs. Nidhi Reddy is not debarred from holding the office of director by virtue of any SEBI Order or any other such authority.

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**Information required under Regulation 30 of SEBI (LODR) Regulations, 2015 and in terms of SEBI Circular vide SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13<sup>th</sup> July 2023 and SEBI Circular vide SEBI/HO/CFD/PoD2/CIR/P/0155 11<sup>th</sup> November 2024**

**Appointment of M/s. BP & Associates, Company Secretaries as Secretarial Auditors of the Company**

<b>SI No.</b>	<b>Particulars</b>	<b>Disclosure(s)</b>
1.	Name	M/s. BP & Associates, Company Secretaries
2.	Designation	Secretarial Auditors
3.	Reason for Change viz., appointment, <del>resignation,</del> removal, death or otherwise	Appointment of M/s. BP & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm registration number: P2015TN040200), as Secretarial Auditors of the Company.
4.	Date of appointment / <del>cessation (as applicable)</del> & terms of appointment	The Board at its meeting held on 12 <sup>th</sup> August 2025 approved the appointment of M/s. BP & Associates, Company Secretaries as Secretarial Auditors, for audit period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the shareholders at the ensuing 16 <sup>th</sup> AGM.

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SI No.	Particulars	Disclosure(s)
5.	Brief profile (in case of appointment)	<p><b>Name of the Secretarial Auditor:</b> M/s. BP &amp; Associates, Company Secretaries</p> <p><b>Office Address:</b> New No 443 &amp; 445, 5th Floor, Annexe 1, Guna Complex, Anna Salai, Teynampet, Chennai – 600018, Tamil Nadu</p> <p><b>Field of Experience:</b> BP &amp; Associates is a peer-reviewed organisation situated in Chennai. The firm is providing various professional services over two decades in the field of Corporate Law, Capital Markets &amp; Securities Laws, Foreign Investment &amp; Exchange Control, NBFC Advisory, Intellectual Property Rights, Mergers &amp; Acquisitions, Corporate Legal Compliance, Audit &amp; Assurance, Due Diligence, Business Startup, Corporate Litigation, and Obtaining Regulatory Approvals &amp; Appearance, etc. The firm also serves as a Secretarial Auditor's for other well-known listed companies.</p> <p><b>Terms of appointment:</b> To conduct Secretarial Audit for audit period of five (5) consecutive years commencing from FY 2025-26 till FY 2029-30, subject to approval of the shareholders at the ensuing 16<sup>th</sup> AGM</p>
6.	Disclosure of relationships between directors (in case of appointment of a Director)	Not Applicable

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**Appointment of M/s. RVKS & Associates, Chartered Accountants as  
Internal Auditors of the Company**

SI No.	Particulars	Disclosure(s)
1.	Name	M/s. RVKS & Associates, Chartered Accountants
2.	Designation	Internal Auditors
3.	Reason for Change viz., appointment, <del>resignation,</del> <del>removal, death or</del> otherwise	Re-appointed M/s. RVKS & Associates, Chartered Accountants, as Internal Auditors of the Company in the Board Meeting held on 12 <sup>th</sup> August 2025 for Financial Year 2025-26
4.	Date of appointment / <del>cessation (as applicable)</del> & terms of appointment	Re-appointed in the Board Meeting held on 12 <sup>th</sup> August 2025 to conduct the Internal Audit for the Financial Year 2025-26.



SI No.	Particulars	Disclosure(s)
5.	Brief profile (in case of appointment)	<p><b>Name of the Internal Auditor:</b> M/s. RVKS &amp; Associates, Chartered Accountants</p> <p><b>Office Address:</b> Rajparis Trimeni Tower” First Floor, # 147, G. N. Chetty Road, T. Nagar, Chennai – 600 017</p> <p><b>Field of Experience:</b> Established in the year 1999, currently with 16 partners and over 200 well-trained staffs across 6 locations in India with rich subject matter expertise and specialists having multilocal presence and member of “AGN International”. The firm provides wide range of services like: Audit &amp; Assurance, Company Law Matters, Corporate Advisory Growth, Foreign Exchange Advisory, Financial Business Due Diligence, Indirect Taxation, Insolvency and Bankruptcy Services, Taxation Corporate, International Taxation, Transfer Pricing Virtual CFO Services. Further, the firm also has wide industry experience in both manufacturing and service industries.</p> <p><b>Terms of appointment:</b> To conduct Internal Audit for the financial year 2025-26</p>
6.	Disclosure of relationships between directors (in case of appointment of a Director)	Not Applicable

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