



SCRUTINIZER'S REPORT – INDIAN TERRAIN FASHIONS LIMITED
[Pursuant to section 108 of the Companies Act, 2013 and Rule 20 of the
Companies (Management and Administration) Rules, 2014]

To,
The Chairman,
INDIAN TERRAIN FASHIONS LIMITED,
Survey No. 549/2 & 232, Plot No 4
Thirukkachiyur & Sengundram Industrial Area
Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu, India

We, BP & Associates, Company Secretaries, Chennai -600018, have been appointed as the Scrutinizer by the Board of Directors of INDIAN TERRAIN FASHIONS LIMITED ("the Company") at its meeting held on 21st April, 2026 for conducting the Postal Ballot e-voting process for seeking members' assent/dissent on the resolution as specified in the Postal Notice dated 21st April 2026, pursuant to Section 108 and 110 of the Companies Act, 2013 read with Rule 20 & 22 respectively of the Companies (Management and Administration) Rules, 2014 (Amendment Rules, 2015) and including any statutory modifications or re-enactments thereof for the time being in force as amended from time to time, read with the General Circular No. 03/2025 dated 22nd September, 2025 (in continuation to the circulars issued earlier in this regard) issued by the Ministry of Corporate Affairs ("MCA Circulars") and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ("SS-2") and pursuant to other applicable laws and regulations.

We hereby state that, We are familiar and well versed with the concept of electronic voting system as prescribed under the said Rules.

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1. The Management of the Company is responsible to ensure compliance with the requirements of (i) the Companies Act 2013 and the rules made thereunder and (ii) the SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015, ("LODR") relating to e-voting on the resolutions contained in the Notice calling the Postal ballot.



BP & ASSOCIATES

Company Secretaries

2. On Monday, 27th April, 2026 the Company has completed the dispatch of Postal Ballot notice(s), to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from Central Depository Services (India) Limited/ National Securities Depository Limited as on the cut-off date i.e., Friday, 24th April, 2026 and whose e-mail IDs was available with the Company and Depositories. The hard copy of the Postal Ballot Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars.
3. The e-Voting period remained open from 09:00 AM (IST) on Wednesday, 29th April 2026 to 05:00 PM (IST) on Thursday, 28th May 2026. During this period, the shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, 24th April, 2026 have casted their vote electronically were entitled to vote on the proposed 3 (Three) Special resolutions as mentioned in the Postal Ballot Notice of "Indian Terrain Fashions Limited" dated 21st April, 2026.
4. All votes casted through remote e-voting facility up to 5.00 PM IST on Thursday, 28th May 2026 at 5:00 PM, the last date and time fixed by the Company for e-voting were considered for our scrutiny.
5. We unblocked the votes on 28th May 2026 at the website www.evotingindia.com after the conclusion of the meeting, in the presence of two witnesses, Mr. Prithvi K Shah and Mr. Sreehari Sandeep Anand. These witnesses are not in the employment of the Company. They have signed below, in confirmation of votes being unblocked in their presence.

Name: Mr. Prithvi K Shah

Name: Mr. Sreehari Sandeep Anand



6. Our responsibility as scrutinizer for the e-voting facility for Postal Ballot is restricted to make scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated below, based on the reports generated from the e-voting system provided by Central Depository Services India Ltd, (CDSL) the authorized agency engaged by the Company to provide facilities for remote e-voting by the Shareholders of the Company.

Thereafter the details containing, inter-alia, list of equity shareholders, who voted "For" and "Against", were download from the E-Voting website of Central Depository Services (India) Limited.

7. The result of the E- voting is as under:

Item No – 1:

Special Resolution – Special Resolution: Appointment of Mr. J Suresh (DIN: 10664467) in the capacity as Non-Executive Independent Director of the Company.

Mode of Voting	Votes in favor of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%		Nos.	%
Postal Ballot- Remote e-voting	1,74,34,885	99.84%	27,883	0.16%	-	1,74,62,768	100.00%
Total	1,74,34,885	99.84%	27,883	0.16%	-	1,74,62,768	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite majority.



Item No – 2:

Special Resolution: Re-appointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole-time Director of the Company and fixing his remuneration thereon:

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
Postal Ballot- Remote e-voting	14,50,237	98.11%	27,883	1.89%	1,59,84,648	14,78,120	100.00%
Total	14,50,237	98.11%	27,883	1.89%	1,59,84,648	14,78,120	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite majority.

Item No – 3:

Special Resolution: Re-appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director & CEO of the Company and fixing his remuneration thereon

Mode of Voting	Votes in favour of the resolution		Votes against the resolution		Invalid/ Abstained Votes	Total	
	Nos.	%	Nos.	%	Nos.	Nos.	%
Postal Ballot- Remote e-voting	1,60,76,207	99.83	27,883	0.17	13,58,678	1,61,04,090	100.00%
Total	1,60,76,207	99.83	27,883	0.17	13,58,678	1,61,04,090	100.00%

Based on the aforesaid results, we report that this **Special Resolution** has been passed with requisite majority.



BP & ASSOCIATES

Company Secretaries

8. We hereby confirm that we are maintaining the Registers received from the Service Provider electronically in respect of the votes cast through e-voting by the shareholders of the Company. we shall be arranging to handover these records to you or other person as authorised by you.

Thanking you,

Yours Faithfully,

**BP & ASSOCIATES
COMPANY SECRETARIES
PEER REVIEW NO.: 7014/2025**

CHANDRAMOULI Digitally signed by
I KANDHIPATTI CHANDRAMOULI
JAYACHANDRA KANDHIPATTI
N JAYACHANDRAN
Date: 2026.05.29
16:07:55 +05'30'

**K. J CHNADRA MOULI
PARTNER
C P No: 15708 | M.NO: F11720
UDIN: F011720H000538840**

**Place: Chennai
Date: 29th May 2026**

COUNTER SIGNED BY

SAINATH Digitally signed
SUNDAR by SAINATH
AM SUNDARAM
Date:
2026.05.29
16:13:53 +05'30'

**SAINATH SUNDARAM
COMPANY SECRETRAY &
COMPLIANCE OFFICER**