



ITFL/SEC/2025-26/SEP/07

29th September 2025

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400001.

National Stock Exchange of India Limited

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

Scrip Code – 533329

NSE Symbol: INDTERRAIN

Dear Sir/Madam,

**Sub.: Summary of proceedings of 16th Annual General Meeting (AGM) held on
29th September 2025**

**Ref.: Regulation 30 read with Schedule III of SEBI (Listing Obligations & Disclosure
Requirements) Regulations, 2015**

In compliance with the provisions of Regulations 30 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, we enclose herewith the proceedings of the 16th Annual General Meeting of the Company held today i.e., Monday, 29th September 2025 which commenced at 12 Noon IST through Video Conferencing / Other Audio-Visual means (VC/OAVM) for the businesses mentioned in the notice of AGM dated 12th August 2025.

The 16th AGM commenced at 12 Noon IST and concluded at 01:00 PM IST

This is for your information and records and 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

Registered office and Address for communication: Survey No. 549/2 & 232, Plot No 4
Thirukkachiyur & 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



SUMMARY OF PROCEEDINGS OF THE 16th ANNUAL GENERAL MEETING (AGM) OF INDIAN TERRAIN FASHIONS LIMITED HELD ON MONDAY, 29th SEPTEMBER 2025 WHICH COMMENCED AT 12 NOON IST THROUGH VIDEO CONFERENCING / OTHER AUDIO-VISUAL MEANS (VC / OAVM).

DIRECTORS PRESENT THROUGH VC / OAVM:

Name of the Director(s)	Designation	DIN
Mr. Venkatesh Rajagopal	Chairman & Whole-time Director	00003625
Mr. Charath Ram Narsimhan	Managing Director & CEO	06497859
Mr. P S Raghavan	Independent Director & Chairman of Nomination & Remuneration Committee	07812320
Mr. Tarique Ansari	Independent Director & Chairman of Audit Committee	00101820

AUDITORS PRESENT THROUGH VC / OAVM:

Mr. V Rajeswaran / Ms. Madura Ganesh - Partners, M/s. SRSV & Associates
(Statutory Auditors)

Mr. K. J. Chandramouli - Partner, M/s. BP & Associates
(Secretarial Auditors & Scrutinizer - E-voting)

IN ATTENDANCE THROUGH VC / OAVM:

Mr. Sheikh Sahenawaz - Chief Financial Officer

Mr. Sainath Sundaram - Company Secretary & Compliance Officer

CHAIRMAN:

Mr. Venkatesh Rajagopal, Chairman of the Board chaired the meeting.

ATTENDANCE:

Members present through Video Conference: 42 (Forty Two) members holding
92,23,176 Equity shares

Members present through proxies : Not Applicable

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At 12 Noon IST, the Chairman commenced the proceedings of the Annual General Meeting (AGM) by welcoming the members to the 16th AGM of the Company held through Video Conferencing mode as per the provisions of Companies Act, 2013 and circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI).

The Chairman briefed the members about instructions and the processes regarding the participation through video conferencing and the requisite quorum being present through video conferencing, declared the meeting in order. He further informed that since the AGM was held through video conferencing, the requirement of appointing proxies was not applicable. The Chairman informed that the statutory registers as required to be kept for inspection were available electronically for inspection by the members.

The Chairman then introduced the Directors and Key Managerial Personnel of the Company present for the AGM through video conferencing. He informed that Mrs. Rama Rajagopal Non-Executive & Non-Independent Director (DIN: 00003565) and Mrs. Nidhi Reddy Independent Director & Chairperson of Stakeholders Relationship Committee (DIN: 00004081) could not attend the meeting due to other pre-occupations. The Chairman also acknowledged the attendance of Ms. Madura Ganesh, Partner of M/s. SRSV & Associates, Statutory Auditors, Mr. K. J. Chandramouli, Partner of M/s. BP & Associates, Practicing Company Secretaries, Secretarial Auditors & Scrutinizers for E-voting. He thanked all the members, Board of Directors, Auditors and the Management team for joining this AGM through video conferencing.

The Chairman informed that the Company has provided remote e-voting facility of Central Depository Services India Ltd (CDSL) to the Members of the Company to enable members to participate through video conference and cast their votes electronically. Members who have not cast their votes through remote e-voting and participating in the AGM will also have an opportunity to cast their votes during the meeting through the e-voting system.

The Chairman further informed that the Notice of AGM, Board's report, audited financial statements, Statutory Auditors report and Secretarial Auditors report was already circulated to the members along with the Annual Report and informed members to treat them as read.

He informed further that the statements, comments or observations on the Statutory Auditors report and the Secretarial Auditors report did not have any adverse / material adverse effect on functioning of the company and hence he stated that it was not required to be read out at the Annual General Meeting pursuant to the provisions of Section 145 of the Companies Act, 2013 and under Secretarial Standards.

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The Chairman delivered his speech on the overall performance, operations, outlook, strategy and future prospects of the Company.

The Chairman further informed that pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company has engaged the services of CDSL for the purpose of providing remote e-voting and e-voting during AGM facility to members. The remote e-voting facility started on Wednesday, 24th September 2025 at 9.00 a.m. (IST) and ended on Sunday, 28th September 2025 at 5.00 p.m. (IST) and M/s. BP & Associates, Practicing Company Secretaries, Chennai were appointed as the Scrutinizers by the Board for scrutinizing the e-voting process.

Then, the Chairman went through the items mentioned in the AGM Notice as detailed below:

S No.	Particulars	Resolution required (Ordinary/ Special)
Ordinary Business		
1.	To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended 31 st March 2025, together with the reports of Board of Directors' and Auditors' thereon	Ordinary
2.	To appoint a Director in the place of Mrs. Rama Rajagopal (DIN: 0000 3565), who retires by rotation and being eligible, offers herself for re-appointment	Ordinary
Special Business		
3.	To appoint M/s. BP & Associates, firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto Five consecutive years and to fix their remuneration thereon	Ordinary
4.	To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company	Special

Subsequently, he informed that the Company had provided to the shareholders the facility to register themselves as speakers and also send queries through e-mail. The Company had received requests from 3 (Three) shareholders to register themselves as speaker shareholders during the AGM and requested the host (i.e. CDSL) to enable the speaker shareholders to speak/ask queries on the Company's operations and financial statements of the Company.

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Accordingly, 1 speaker shareholder had participated and sought answers/clarifications. The Chairman and other Directors answered to the observations/queries raised by speaker shareholder to satisfaction. Thereafter, the Chairman thanked the speaker shareholder for the participation on behalf of the Company.

Thereafter, the Chairman requested all the members participating who have not exercised remote e-voting to exercise their votes electronically on the platform of CDSL at: www.evotingindia.com and informed that e-voting facility will remain open for 15 minutes after the conclusion of the AGM.

The Chairman informed that the results of e-voting would be declared within 2 working days of conclusion of this AGM and authorized Mr. Sainath Sundaram, Company Secretary & Compliance Officer of the Company to declare the said results.

Also, he informed that the results will be uploaded on the Company's website www.indianterrain.com, website of CDSL and on the website of the Stock Exchanges www.nseindia.com and www.bseindia.com.

The Chairman then thanked the members for their continuous support and confidence in the Company and announced the formal closure of the 16th AGM of the Company. With e-voting facility being remained open for 15 minutes after the conclusion of the meeting and accordingly the Meeting stood closed at 01:00 P.M. (IST).

For **Indian Terrain Fashions Limited**

Sainath Sundaram
Company Secretary & Compliance Officer

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