

2<sup>nd</sup> April 2025



**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

Dear Sir / Madam,

**Sub: Disclosure under Regulation 29(1) of the SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 – Reg.**

**Ref: Acquisition of 24,74,268 Warrants convertible into Equity Shares through Preferential Allotment to “A R Foundations Private Limited”**

With reference to the captioned subject and reference, please find enclosed, a disclosure in the prescribed form as required under Regulation 29(1) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulation, 2011 and we would like to inform that, the Board of Directors of Indian Terrain Fashions Limited vide circular resolution on 31<sup>st</sup> March 2025 had approved the allotment of 49,48,537 Warrants convertible into Equity Shares through Preferential Allotment of securities of “Indian Terrain Fashions Limited” at Rs. 50.52/- (incl. premium) per Warrant.

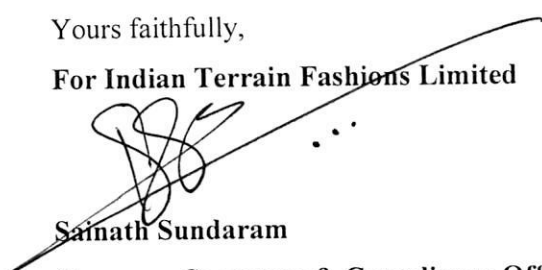
However, as mentioned in the enclosed form, 24,74,268 warrants alone is applicable for the reporting requirements, since the threshold limit on the acquisition made by M/s. “A R Foundations Private Limited” has increased from 3.57% to 8.11%.

Kindly acknowledge the receipt of the same and update the details in your records.

Thanking you,

Yours faithfully,

**For Indian Terrain Fashions Limited**

  
**Sainath Sundaram**

**Company Secretary & Compliance Officer**



**INDIAN TERRAIN FASHIONS LIMITED**  
Registered Office : Survey No. 549/2 & 232 Plot No. 4 Thirukkachiur & Sengundram Industrial Area  
Singaperumal Koil Post, Chengalpattu, Tamil Nadu - 603 204  
E-mail ID : response.iti@indianterrain.com  
Website : www.indianterrain.com  
CIN : L18101TN2009PLC073017  
Ph: 044 - 4227 9100

**INDIAN TERRAIN**

**Format for disclosures under Regulation 29(1) of**  
**SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

**Part-A - Details of the Acquisition**

| Name of the Target Company (TC)                                                                                                                                                   | Indian Terrain Fashions Limited                         |                                                               |                                                             |
|-----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer                                                                                                     | A R Foundations Private Limited                         |                                                               |                                                             |
| Whether the acquirer belongs to Promoter/Promoter group                                                                                                                           | No                                                      |                                                               |                                                             |
| Name(s) of the Stock Exchange(s) where the shares of TC are Listed                                                                                                                | National Stock Exchange of India Limited<br>BSE Limited |                                                               |                                                             |
| Details of the acquisition as follows                                                                                                                                             | Number                                                  | % w.r.t. total share / voting capital wherever applicable (*) | % w.r.t. total diluted share / voting capital of the TC(**) |
| <b>Before the acquisition under consideration, holding of acquirer along with PACs of:</b>                                                                                        |                                                         |                                                               |                                                             |
| a) Shares carrying voting rights                                                                                                                                                  | 16,34,285                                               | 3.57 %                                                        | 3.57 %                                                      |
| b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)                                                                                           | ---                                                     | ---                                                           | ---                                                         |
| c) Voting rights (VR) otherwise than by shares                                                                                                                                    | ---                                                     | ---                                                           | ---                                                         |
| d) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the T C (specify holding in each category)         | ---                                                     | ---                                                           | ---                                                         |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                         | <b>16,34,285</b>                                        | <b>3.57 %</b>                                                 | <b>3.57 %</b>                                               |
| <b>Details of acquisition:</b>                                                                                                                                                    |                                                         |                                                               |                                                             |
| a) Shares carrying voting rights acquired                                                                                                                                         | ---                                                     | ---                                                           | ---                                                         |
| b) VRs acquired otherwise than by shares                                                                                                                                          | ---                                                     | ---                                                           | ---                                                         |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired | 24,74,268                                               | 4.54 %                                                        | 4.54 %                                                      |
| d) Shares in the nature of encumbrance (pledge/ lien/ non disposal undertaking/ others)                                                                                           | ---                                                     | ---                                                           | ---                                                         |
| <b>e) Total (a+b+c+/-d)</b>                                                                                                                                                       | <b>24,74,268</b>                                        | <b>4.54 %</b>                                                 | <b>4.54 %</b>                                               |

|                                                                                                                                                                                                 |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |               |               |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|---------------|---------------|
| <b>After the acquisition, holding of acquirer along with PACs of:</b>                                                                                                                           |                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |               |               |
| a) Shares carrying voting rights                                                                                                                                                                | 16,34,285                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 3.57 %        | 3.57 %        |
| b) VRs otherwise than by equity shares                                                                                                                                                          | ---                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | ---           | ---           |
| c) Warrants/convertible securities/any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition      | 24,74,268                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                        | 4.54 %        | 4.54 %        |
| d) Shares in the nature of encumbrance (pledge/ lien/ nondisposal undertaking/ others)                                                                                                          | ---                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                              | ---           | ---           |
| <b>e) Total (a+b+c+d)</b>                                                                                                                                                                       | <b>41,08,553</b>                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 | <b>8.11 %</b> | <b>8.11 %</b> |
| Mode of acquisition (e.g. open market / off-market / public issue / rights issue / preferential allotment / inter-se transfer etc).                                                             | Preferential Allotment                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                           |               |               |
| Salient features of the securities acquired including time till redemption, ratio at which it can be converted into equity shares, etc                                                          | 24,74,268 warrants convertible into equity shares of face value of Rs. 2/- each convertible into, or exchangeable for 1 (one) fully paid up Equity Share at Rs. 50.52/- per warrant convertible into equity share which will be allotted anytime within period of 18 months from the date of allotment subject to receipt of 100% of the consideration. The Warrants convertible into Equity Shares of face value Rs. 2/- each being issued shall rank Pari Passu in all respects with the existing Equity Shares of the Company |               |               |
| Date of acquisition of / date of receipt of intimation of allotment of shares / VR/ warrants/convertible securities/any other instrument that entitles the acquirer to receive shares in the TC | 31 <sup>st</sup> March 2025<br>(Date of Allotment of Securities through Preferential Allotment)                                                                                                                                                                                                                                                                                                                                                                                                                                  |               |               |
| Equity share capital / total voting capital of the TC before the said acquisition                                                                                                               | Rs. 9,14,37,660 /-<br>[4,57,18,830 Equity Shares<br>@ Rs. 2/- each]                                                                                                                                                                                                                                                                                                                                                                                                                                                              |               |               |
| Equity share capital/ total voting capital of the TC after the said acquisition                                                                                                                 | Rs. 9,14,37,660 /-<br>[4,57,18,830 Equity Shares<br>@ Rs. 2/- each]                                                                                                                                                                                                                                                                                                                                                                                                                                                              |               |               |
| Total diluted share/voting capital of the TC after the said acquisition (***)                                                                                                                   | Rs. 10,13,34,734 /-<br>[5,06,67,367 Equity Shares<br>@ Rs. 2/- each]                                                                                                                                                                                                                                                                                                                                                                                                                                                             |               |               |

Signature of the acquirer / Authorised Signatory /

Place: Chennai

Date: 2<sup>nd</sup> April 2025



**Notes:**

(\*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(\*\*) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

(\*\*\*) Total diluted share/voting capital of the TC after the said acquisition – The exchanges are requested to note that on 31<sup>st</sup> March 2025, the Board of Directors of Indian Terrain Fashions Limited allotted 49,48,537 Warrants convertible into Equity Shares which were allotted to 3 allottees. However, as stated in the form above, the reporting requirements of 24,74,268 warrants alone is applicable for the acquisition by M/s. “A R Foundations Private Limited” since the threshold limit in the Target Company for them increased from 3.57% to 8.11%. However, for ease of references and in order to avoid confusion, the details mentioned in the heading “Total diluted share/voting capital of the TC after the said acquisition” in the table above shall reflect the post allotment of 49,48,537 Warrants by the Target Company.

**Part-B\*\*\*\***

**Name of the Target Company: Indian Terrain Fashions Limited**

| Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer | Whether the acquirer belongs to Promoter / Promoter Group | PAN of the acquirer and/ or PACs |
|-------------------------------------------------------------------------------|-----------------------------------------------------------|----------------------------------|
| A R Foundations Private Limited                                               | No                                                        |                                  |

Signature of the acquirer / Authorised Signatory  
Place: Chennai  
Date: 2<sup>nd</sup> April 2025



(\*\*\*\*) Part-B shall be disclosed to the Stock Exchanges but shall not be disseminated