



ITFL/SEC/2026-27/AUG/08

18th August 2026

BSE Limited

Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001

National Stock Exchange of India Limited

Exchange Plaza, 5th 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 Annual Report of the Company for FY ended 31st March 2026
along with Notice convening 17th Annual General Meeting**

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

As per the captioned subject and reference, we inform that the 17th Annual General Meeting (AGM) of the Company is scheduled to be held on Wednesday, 9th September 2026 at 11:00 AM IST through video conferencing/ other audio-visual means.

The Notice convening the 17th AGM of the Company along with the Annual Report of the Company for the Financial Year ended 31st March 2026 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 14th August 2026 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 17th AGM through Central Depository Services Limited (CDSL) for the resolutions proposed to be passed at the 17th AGM. The remote E-voting shall commence from Friday, 4th September 2026 at 09.00 A.M. (IST) and end on Tuesday, 8th September 2026 at 05.00 P.M. (IST). The cut-off date for determining the eligibility of the Shareholders to cast their vote is Wednesday, 2nd September 2026.

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



INDIAN
TERRAIN

ANNUAL REPORT



2025 - 2026

INDIAN
TERRAIN



NOTE FROM THE CHAIRMAN

Dear Shareholders,

It gives me immense pleasure to address this year's Annual General Meeting and to share with you the progress that your Company has made over the past year. The progress of the last few years has been one of transformation, resilience and learning. We have navigated a challenging business environment, taken difficult decisions, restructured our operations and, most importantly, stayed committed to building a business that is sustainable, profitable and capable of delivering long-term value to all our stakeholders.

Today, I believe we are at an important inflection point in that journey. The transformation that we embarked upon is beginning to demonstrate tangible results. For the Financial Year ended 31st March 2026, our total Comprehensive Income has increased by 88%, while our Profit Before Tax has turned positive and registered a significant 108% improvement. These does not merely interpret the numbers, rather they are evidence of the fundamental changes which we have made to our business model along with its operating philosophy.

A significant contributor to this progress has been our continued adoption of the Theory of Constraints (ToC) as a management philosophy which has become an integral part of the way we think about and manage the business. We have increasingly come to appreciate that sustainable growth is not about trying to improve everything simultaneously. It is about identifying the most important constraint holding the business back, addressing it decisively, and then re-iterating the process.

This philosophy has helped us bring greater clarity and discipline to our decision-making – whether in sourcing, inventory, retail, distribution, e-commerce, working capital or channel productivity. As we move forward, we intend to continue capitalising on this to identify constraints earlier, allocate resources more effectively and ensure that growth is accompanied by profitability and healthy cash generation.

Over the past year, we have therefore remained focused on improving the quality of our revenues rather than pursuing growth at any cost. We have continued to sharpen our channel strategy, strengthen our relationships with key retail partners, improve inventory discipline and make our sourcing and supply chain more agile and responsive to market requirements.

As we scale up further, we aim to once again reach our peak revenue of ₹500 Crore by Financial Year 2028, with a much better profitability and stronger financials. We will cautiously expand our exclusive retail presence coupled with E-Commerce and Deepening Distribution which will drive our revenue scale up. The coming years will therefore be about profitable growth, disciplined execution and continuous improvement by strengthening margins and cash flows.

We remain conscious that the apparel and retail is undergoing tremendous change. Consumers are becoming more discerning, competition is evolving rapidly and the boundaries between physical retail, digital commerce and other channels are becoming increasingly fluid. Our strategy therefore continues to be centred around deepening our brand presence, improving productivity across channels and focusing on segments where we have a genuine competitive advantage. We will remain selective in our expansion, ensuring that growth is supported by sound economics rather than simply by scale.

We also believe that the Indian consumer is increasingly looking for brands that stand for something beyond the product itself – brands that represent quality, authenticity, responsibility and a clear point of view. This creates a meaningful opportunity for us to strengthen our positioning and build deeper consumer engagement.

I would like to take this opportunity to express my sincere gratitude to our shareholders for their continued trust and confidence in the Company, particularly during the years when the path ahead was uncertain. Your support has been an important source of strength.

I would also like to thank our customers, franchisees, retail partners, distribution partners, vendors and other business associates for standing by us and supporting our transformation. Their continued confidence in our brand and our business is deeply valued. We have spent the last few years strengthening the foundation. We are now ready to build upon it. I am confident that we can create a stronger and more valuable Company in the years ahead. I look forward to continuing this journey together – with greater confidence, greater discipline and an unwavering focus on creating sustainable long-term value. Thank you, and I wish the Company and all its stakeholders continued success, prosperity and excellence.

Sincerely,

Venky Rajagopal
Executive Chairman and Whole Time Director





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Board of Directors

Mr. Venkatesh Rajagopal	Chairman & Whole Time Director
Mrs. Rama Rajagopal	Non-Executive & Non-Independent Director
Mr. Charath Ram Narsimhan	Managing Director & CEO
Mr. Tarique Ansari	Independent Director
Mrs. Nidhi Reddy	Independent Director
Mr. Suresh Jandhyala	Independent Director
(appointed w.e.f 21 st April 2026)	

Audit Committee

Mr. Tarique Ansari	Chairman
Mrs. Nidhi Reddy	Member
Mr. Suresh Jandhyala	Member
Mr. Charath Ram Narsimhan	Member

Stakeholders Relationship Committee

Mrs. Nidhi Reddy	Chairperson
Mr. Venkatesh Rajagopal	Member
Mr. Charath Ram Narsimhan	Member

Nomination and Remuneration Committee

Mrs. Nidhi Reddy	Chairperson
Mr. Tarique Ansari	Member
Mr. Jandhyala Suresh	Member

Corporate Social Responsibility Committee

Mrs. Rama Rajagopal	Chairperson
Mrs. Nidhi Reddy	Member
Mr. Venkatesh Rajagopal	Member
Mr. Charath Ram Narsimhan	Member

Chief Financial Officer

Mr. Sheikh Sahenawaz

Company Secretary & Compliance Officer

Mr. Sainath Sundaram

Statutory Auditors

M/s. SRSV & Associates,
T.Nagar, Chennai – 600017

Internal Auditors

M/s. RVKS & Associates
T.Nagar, Chennai – 600017

Secretarial Auditors

M/s. BP & Associates
Teynampet, Chennai- 600018

Bankers

State Bank of India, Overseas Branch,
Chennai - 600001.

YES Bank Limited
Mylapore, Chennai - 600004.

Registered Office

Survey No 549/2 & 232 Plot No.4,
Thirukkachiyur & Sengundram Industrial
Area, Singaperumal Koil Post,
Chengalpattu, Tamil Nadu – 603204.
Tel : 044-42279100
CIN : L18101TN2009PLC073017
www.indianterrain.com

Registrar and Share Transfer Agent

M/s. MUFG Intime India Private Limited
(Previously known as
M/s. Link Intime India Private Limited,
C101, 247 Park, L B S Marg, Vikhroli
(west), Mumbai – 400083
Tel: +91-22-4918 6270
Fax: +91-22-4918 6060
rnt.helpdesk@in.mpms.mufig.com
<https://in.mpms.mufig.com/>





NOTICE OF 17th ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the 17th Annual General Meeting ("AGM") of the Members of Indian Terrain Fashions Limited (the "Company") will be held on Wednesday 09th September 2026 at 11:00 AM 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 31st March 2026, 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 financial year ended 31st March 2026, 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 existing terms of appointment."

SPECIAL BUSINESS

3. Continuation of appointment of Mrs. Rama Rajagopal (DIN: 00003565) as Non-Executive and Non-Independent Director

To consider and if thought fit, to pass, the following resolution as an **SPECIAL RESOLUTION**

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions, if any, of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and provisions of Regulations 17(1A), 17(1C), 17(1D) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), relevant circulars issued by BSE Limited and National Stock Exchange of India Limited, the Articles of Association of the Company, in terms of Nomination & Remuneration Policy of the Company and based on recommendation of the nomination and remuneration committee and the board of directors of the Company ("Board"), Mrs. Rama Rajagopal (DIN: 00003565), who holds the office as Non-Executive and Non-Independent Director of the Company and in respect of whom the Company has received a notice in writing under section 160(1) of the Act from a member proposing his candidature for the office of Director, be and is hereby continues to be as Non-Executive and Non-Independent Director of the Company, liable to retire by rotation; and at such terms & conditions duly approved by Board of Directors of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do and perform all such acts, deeds, matters and things as the Board may in its absolute discretion deem necessary, desirable or expedient, including but not limited to filing forms, applications and making representations, seeking all necessary approvals from relevant authorities, including governmental authorities, if any, to give effect to this resolution, for and on behalf of the Company and settling all such issues, questions, difficulties or doubts whatsoever that may arise, without being required to seek further consent or approval of the members or otherwise to the end and intent that the members shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers herein conferred to director(s), committee(s), executive(s), officer(s) or representative(s) of the Company or to any other person to do all such acts, deeds, matters and things as may be considered necessary or expedient and to execute such documents, writings etc. as may be necessary to give effect to this resolution."

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

Date: 01st August, 2026
Place: Chennai

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

NOTES:

1. The Ministry of Corporate Affairs in continuation with the Circulars issued earlier in this regard has vide its General Circular No. 3/2025 dated 22nd September 2025 ("MCA 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 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 Wednesday 09th September 2026 at 11:00 AM 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 No 3** of the Notice, is annexed hereto. Further, the relevant details with respect to "Directors 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. 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.
7. Members may please note that SEBI vide its Master Circular No. SEBI/ HO/ MIRSD/POD-1/P/CIR/2024/37 dated 7th 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 "downloads - general" in <https://in.mpms.mufg.com/>. It may be noted that any service request can be processed only after the folio is KYC Compliant.
8. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from 31st December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
9. 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.
10. 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/SECFATF/P/CIR/2023/169 dated 12th October 2023.

11. 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.
12. 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
13. **Update 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.
14. **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.
15. 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;
16. 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, National Stock Exchange of India Limited at <https://www.nseindia.com/> and on the website of CDSL <https://www.cdslindia.com/>;
17. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice
18. **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 31st 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>
19. The Register of Members and Share Transfer Books of the Company will remain closed from 03rd September 2026 to 09th September 2026 (both days inclusive).

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 09th 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	1) 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 www.cdslindia.com or https://web.cdslindia.com/myeasitoken/home/login and click on holding Login icon and select My Easi New (Token). 2) 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 & 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi tab and click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & 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.

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

- (i) The remote e-voting period begins on Friday, 04th September 2026 at 09:00 A.M. IST and ends on Tuesday, 08th September 2026 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., Wednesday, 02nd September 2026 may cast their vote electronically. The remote 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 09th 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



Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: https://eservices.nsdl.com 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. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/ideasDirectReg.jsp. 3) Visit the e-Voting website of NSDL. Open web browser by typing the URL: https://www.evoting.nsdl.com/ 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 & 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. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. 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 & voting during the meeting.
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.

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 helpdesk.evoting@cdslindia.com 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 evoting@nsdl.co.in 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
- 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.

(d) Next enter the Image Verification as displayed and Click on Login.

(e) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

(f) 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.

(g) After entering these details appropriately, click on "SUBMIT" tab

(h) 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.

(i) For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.

(j) Click on the EVSN:260807013 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

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the "Corporates" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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.
- 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@bpcorpadvisors.com and to the RTA at the email address viz: rnt.helpdesk@in.mpms.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 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@bpcorpadvisors.com with a copy marked to 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 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 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, 25th Floor, Marathon Futurex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to 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.

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 or contact at toll free No.: 1800 21 09911.
5. In terms of SEBI circular dated 09th 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.
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 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. Wednesday, 09th September 2026.

By Order of the Board
For INDIAN TERRAIN FASHIONS LIMITED

sd/-

Sainath Sundaram
Company Secretary
Membership No.: F12981

Date: 01st August, 2026
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 01st August 2026. 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:

Mrs. Rama Rajagopal (DIN: 00003565) was initially appointed into the Board on 29th September 2009 as Whole-Time Director of the Company. Further, pursuant to the recommendations of the Nomination & Remuneration Committee, the Board in the meeting held on 10th November 2021 subject to the approval of Shareholders had re-designated her capacity as "Non-Executive Non-Independent" Director of the Company and accordingly was approved by the Shareholders of the Company in the 13th Annual General Meeting (AGM) held on 09th September 2022. Mrs. Rama Rajagopal, holds a Post Graduate Degree in Economics from Bangalore University.

The Members are hereby informed that till her tenure in the capacity as Whole-time Director of the Company till 09th November 2021, from time to time, had been duly approved by Shareholders of the Company as recommended by the Nomination & Remuneration Committee and Board of Directors.

The Board of Directors of the Company in their Meeting held on 01st August 2026, based on recommendation of the Nomination and Remuneration Committee, continued the appointment of Mrs. Rama Rajagopal (DIN: 00003565), in the category of Non-Executive Non-Independent Director of the Company, liable to retire by rotation.

The Members may note that pursuant to Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be. Further, as detailed in the said provision, it is not applicable to take Shareholders approval as Mrs. Rama Rajagopal's position is liable to retire by rotation pursuant to the provisions of Section 152(6) of the Companies Act, 2013 and accordingly the approval of the shareholders for the reappointment or continuation yearly at every AGM of the Company has been duly complied with. However, as a good corporate governance, the same is placed at this AGM for approval.

Additionally, as per the provisions of the Regulation 17 (1A) of the SEBI Listing Regulations, the approval of the shareholders by way of special resolution is required for the appointment of any person as a Non-Executive Director who has attained the age of 75 years and the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person. As Mrs. Rama Rajagopal, currently aged 71 years, may exceed the age of 75 years during her tenure, hence the approval of the shareholders of the Company is also sought under Regulation 17(1A) of the SEBI Listing Regulation by way of Special Resolution.

The Company has received a declaration from Mrs. Rama Rajagopal that she is not disqualified from being appointed as director under Section 164 of the Act and not debarred from holding the office of a director by virtue of any Order passed by the SEBI or any other authority and has given her consent to act as a Director of the Company. She has also submitted all statutory disclosures/ declarations prescribed under the Act and SEBI Listing Regulations. The directorship(s) held by Mrs. Rama Rajagopal are within the limits prescribed under the Act and the SEBI Listing Regulations.

Further, the proposed continuation of the appointment is in compliance with the Nomination and Remuneration Policy of the Company. The Company has received a notice in writing from a Member under Section 160 of the Act proposing the candidature of Mrs. Rama Rajagopal for the Office of Non-Executive Non-Independent Director of the Company. In the opinion of the Board, Mrs. Rama Rajagopal fulfils the conditions specified in the Act and the rules made thereunder and the SEBI Listing Regulations, for her continuation in the appointment as a Non-Executive Non-Independent Director of the Company.

Considering her professional knowledge and experience, the Board is of the view that it would be in the interest of the Company to continue her appointment as a Non-Executive Non-Independent Director of the Company.

Mrs. Rama Rajagopal shall be entitled to receive sitting fees for attending the meetings of Board of Directors and committees thereof. The Board recommends Resolution No. 3 as a Special Resolution, in relation to the continuation in the appointment of Mrs. Rama Rajagopal as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, with effect from 10th November 2026 for the approval of the Members of the Company.

Except for Mr. Venkatesh Rajagopal (Spouse of Mrs. Rama Rajagopal) along with his / relatives Shareholding in the Company, none of the other 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 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 a **Special Resolution**.



THE INFORMATION IN RESPECT OF ITEM NO. 2 & ITEM NO. 3 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ABOUT THE DIRECTOR SEEKING RE-APPOINTMENT AT THE 17th ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

Particulars	Details of the Directors re-appointed
Name of the Director	Mrs. Rama Rajagopal
Directors Identification Number (DIN)	00003565
Capacity / Designation / Category of the Director	Non-Executive Non-Independent Director
Date of Birth	06 th August 1955
Initial date of appointment on Board	29 th September 2009
Term of previous appointment	Non-Executive Non-Independent Director
Terms and Conditions of Appointment / re-appointment	Re-appointment as a Non-Executive Non-Independent Director under Section 152(6) 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 th September 2009 and was subsequently re-designated as Non-Executive Non-Independent Director w.e.f 10 th November 2021. She has an expertise in General Management and Administration
Remuneration last drawn / Revised Remuneration sought to be paid for the FY 2025-26	Remuneration – Nil Sitting Fees – ₹ 2.60 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	-
Chairperson / Member of the Committee of the Board of Director of the Company	Indian Terrain Fashions Limited: Chairperson of CSR
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 2025-26	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 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
	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: 01st August, 2026
Place: Chennai

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







BOARD'S REPORT

Dear Members,

Your Directors hereby present herewith the 17th Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended 31st March 2026 together with Auditors' Report thereon.

FINANCIAL SUMMARY / HIGHLIGHTS

The Company's financial performance for the year ended 31st March 2026 and the comparative figures for the previous year are summarized below:

(₹ In Crores)

Particulars	For the Year ended	
	31 st March, 2026	31 st March, 2025
Revenue from Operations	377.67	340.60
Other Income	4.14	4.76
Total Revenue	381.81	345.36
Earnings Before Depreciation, Interest, Tax & Amortisation (EBDITA)	36.43	(2.11)
Depreciation & Amortisation	14.08	17.94
Finance Costs	19.06	20.96
Earnings Before Tax (EBT)	3.29	(41.01)
Current Tax	---	---
Deferred Tax	7.62	1.65
Net Profit / (Loss)	(4.91)	(42.66)
Other Comprehensive Income (net of tax)	(0.29)	(0.10)
Total Income	(5.20)	(42.76)
Earnings per Share (in ₹)		
• Basic	(0.98)	(9.48)
• Diluted	(0.98)	(9.48)

OVERVIEW OF FINANCIAL PERFORMANCE AND STATE OF COMPANY'S AFFAIRS:

Revenue from operations grew to ₹377.67 Crore as against ₹340.60 Crore by 10.88% driven by improved performance across key growth channels and better channel mix. Profitability Improvement through EBITDA significantly shifted upwards to ₹36.43 Crore as against ₹(2.11) Crore by 18.23 times supported by stronger gross margins, cost rationalisation, inventory optimisation, and improved operational efficiencies. We also delivered a positive Profit Before Tax which grew to ₹3.29 Crore as against ₹(41.01) Crore reflecting a strong turnaround in business performance and earnings quality.

BUSINESS PERFORMANCE & STRATEGIC PROGRESS:

FY'26 marked an important year of stabilisation, recovery, and operational strengthening for Indian Terrain, with the Company successfully transitioning from losses toward sustainable profitability:

- **Stronger channel mix:** Dependence on EBO-led growth continued to reduce gradually, supported by healthy expansion in the MBO and franchise-led channels, improving scalability and revenue quality.
- **Improved profitability:** Structural improvements in gross margins, calibrated discounting strategies, and tighter cost controls significantly strengthened operating profitability during the year.
- **Working capital discipline:** Continued focus on receivables management, inventory optimisation, and disciplined procurement improved cash conversion efficiency and overall financial stability.
- **Online channel optimisation:** Sales through IT.COM continued to be strategically managed with controlled discounting, resulting in healthier margins, improved realisations, and stronger brand positioning.
- **Retail network rationalisation:** The Company continued to optimise its retail footprint through selective expansion in high-potential markets while improving productivity across existing stores.

FINANCE AND ACCOUNTS:

The Financial Statements are prepared in accordance with Indian Accounting Standards (IND AS) as required under the notification issued by the Ministry of Corporate Affairs (MCA) in the Official gazette dated 16th February 2015, as amended which is applicable to the Company from 01st April 2017 with a transition date of 01st April 2016.

TRANSFER TO RESERVES:

During the Financial Year ended 31st March 2026, the company had transferred ₹0.11 Crore. The reserves at the end of the year 31st March 2026 was ₹173.79 Crores as against ₹173.68 Crores in the previous year.

MATERIAL CHANGES & COMMITMENTS AFFECTING THE FINANCIAL POSITION OF THE COMPANY & CHANGE IN NATURE OF BUSINESS, IF ANY:

There have been no material changes and commitments affecting the financial position of the Company between the end of the financial year and the date of this report. Further, there were no changes in the nature of the business of the Company.

BUSINESS DEVELOPMENTS PROPOSED:

Over the last two years, we have consciously shifted our focus from chasing scale to building a healthier, more sustainable business with stronger margins, disciplined capital allocation, and better-quality growth. The results of those efforts are now becoming visible across our financial and operating performance. During the year, we strengthened our profitability meaningfully, improved cash flow discipline, and continued to enhance the overall quality of our channel mix. Our MBO network continued to expand steadily, helping us deepen market penetration across key regions while improving scalability through a more asset-light approach. At the same time, our online business delivered better profitability through calibrated discounting and improved product positioning.

We have also made significant progress in improving inventory productivity, reducing operational inefficiencies, and building a more agile merchandising and planning framework, enabling us to respond better to evolving consumer preferences and market dynamics. The apparel industry continues to evolve rapidly with increasing digital influence, faster fashion cycles, and growing technology adoption across retail operations. We believe Indian Terrain is well-positioned to participate in this next phase of industry evolution through stronger execution, disciplined growth, and continued focus on long-term value creation. With a stronger operating foundation, improving profitability, and a sharper strategic focus, we believe Indian Terrain is entering the next phase of growth with greater confidence, resilience, and long-term value creation potential.

Looking ahead, the Company remains focused on driving sustainable and profitable growth through disciplined execution and continued operational improvements:

- Continued expansion in MBO, franchise-led, and omni-channel formats is expected to support scalable and profitable growth.
- Ongoing focus on inventory optimisation, working capital discipline, and cost efficiencies is expected to further strengthen margins and cash flows.
- Product innovation, enhanced customer engagement, and focused brand-building initiatives are expected to improve brand visibility and demand momentum.
- Management remains cautiously optimistic on industry growth prospects, supported by premiumisation trends, improving retail sentiment, and increasing organised retail penetration.

DIVIDEND:

The Board of Directors with a view to conserve financial resources has not recommended any dividend for the financial year ended 31st March 2026.

UNPAID/ UNCLAIMED DIVIDEND:

In accordance with the provisions of Section 125 of Companies Act, 2013 read with Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, the Company to transfer unpaid and unclaimed dividends to the Investor Education and Protection Fund. During the year, there were no unclaimed dividends which had to be transferred to IEPF by the Company.

EMPLOYEE STOCK OPTION PLAN / SCHEME:

During the year under review, the Company has not issued any Equity Shares under Employee Stock Option Plan/Scheme and there were no pending options to be vested or exercised. Further, the Company does not have any existing Employee Stock Option Plan / Scheme.

REVISION OF FINANCIAL STATEMENT OR THE BOARDS REPORT OCCURRED DURING THE YEAR: NIL

ANNUAL RETURN:

In terms of Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, a copy of the annual return in Form MGT-7 is to be placed on the website of the Company. The same is available in the website of the Company <https://www.indianterrain.com/pages/investor-information>

DECLARATION OF INDEPENDENT DIRECTORS

In terms of the provisions of Section 149(7) of the Companies Act, 2013, all the Independent Directors of the Company have furnished a declaration to the Company stating that they fulfill the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and are not disqualified to act as Independent Directors.

Further, in compliance with Regulation 16(b) and 25(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, they are independent of the management. The Board of Directors is of the opinion that the Independent Directors of your Company possess requisite qualifications, experience, expertise (including proficiency) and they hold the highest standards of integrity that enables them to discharge their duties as the Independent Directors of your Company. Further, in compliance with Rule 6(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs.

BOARD OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In terms of Section 152 of the Companies Act, 2013 and the Articles of Association of the Company, Mrs. Rama Rajagopal, Non-Executive Non-Independent Director, is liable to retire by rotation at the ensuing 17th Annual General Meeting and being eligible, offers herself for re-appointment. The Board recommends her re-appointment and the same has been included in the Notice of the 17th Annual General Meeting for approval of the Shareholders. Further, pursuant to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, her continuation in appointment as Non-Executive Non-Independent Director is also included in the said notice for approval to Shareholders.

Brief profile of the Directors seeking re-appointment along with the disclosures required pursuant to provisions of SEBI (LODR) Regulations, 2015 and the Companies Act, 2013 and necessary Rules framed thereunder are given in the Notice of the 17th Annual General Meeting, forming part of this Annual Report.

During the Financial Year 2025-26, the following were the changes in the composition of the Board of Directors and Key Managerial Personnel of the Company:

- Demise of Mr. P S Raghavan (DIN: 07812320) on 24th November 2025;
- Pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 21st April 2026 recommended to the Shareholders for approval of the appointment of Mr. Suresh Jandhyala (DIN: 10664467) as Additional Director in the category of Non – Executive, Independent Director in the Board of the Company with effect from 21st April 2026 for a period of five consecutive years. Subsequently, it was approved through Postal Ballot by the Shareholders of the Company by Special Resolution through e-Voting process which ended on 28th May 2026 and the results of the e-voting declared on 29th May 2026;
- Pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 21st April 2026 recommended to the Shareholders for approval of the re-appointment of Mr. Venkatesh Rajagopal (DIN: 10664467) as Executive Chairman and Whole-time Director of the Company w.e.f 08th August 2026 for a period of 3 years along with revision in remuneration. Subsequently, it was approved through Postal Ballot by the Shareholders of the Company by Special Resolution through e-Voting process which ended on 28th May 2026 and the results of the e-voting declared on 29th May 2026;
- Pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 21st April 2026 recommended to the Shareholders for approval of the re-appointment of Mr. Charath Ram Narishman (DIN: 06497859) as Managing Director & CEO of the Company w.e.f 08th August 2026 for a period of 3 years along with revision in remuneration. Subsequently, it was approved through Postal Ballot by the Shareholders of the Company by Special Resolution through e-Voting process which ended on 28th May 2026 and the results of the e-voting declared on 29th May 2026;

MEETINGS OF THE BOARD OF DIRECTORS:

During the year, four (4) meetings of the Board of Directors were held on 27th May 2025, 12th August 2025, 10th November 2025 and 05th February 2026. The particulars of the meetings held and attendance by each Director are detailed in the Corporate Governance Report, which forms a part of this Annual Report. The Company has complied with the applicable Secretarial Standards as issued by the Institute of Company Secretaries of India in compliance of Section 118 (10) of the Companies Act, 2013.

FAMILIARISATION PROGRAMME FOR INDEPENDENT DIRECTORS:

The Board has adopted a policy on familiarisation programme for Independent Directors of the Company. The policy familiarizes the Independent Directors with the nature of industry in which the Company operates, business model of the Company, their roles, rights and responsibilities in the Company.

The details of familiarization programme during the Financial Year 2025-26 are available on the website of the Company at <https://www.indianterrain.com/pages/investor-information>

KEY MANAGERIAL PERSONNEL:

Mr. Venkatesh Rajagopal - Chairman and Whole Time Director, Mr. Charath Ram Narishman - Managing Director & CEO, Mr. Sheikh Sahenawaz – Chief Financial Officer and Mr. Sainath Sundaram, Company Secretary & Compliance officer are the Key Managerial Personnel (KMP) of the Company in terms of provisions of Section 203 of the Companies Act 2013 for the Financial Year ended 31st March 2026.

During the Financial year 2025-26, there were no changes in the Key Managerial Personnel of the Company.

BOARD COMMITTEES:

The Company has constituted various Committees of the Board in compliance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015. Details of scope, constitution, terms of reference, number of meetings held during the year under review along with the attendance of the Committee Members and re-constitution therein forms part of this Annual Report on Corporate Governance Report section. Details of the constitution of these Committees is also available on the website of the Company <https://www.indianterrain.com/pages/investor-information>.

ANNUAL EVALUATION ON THE PERFORMANCE OF THE BOARD, ITS COMMITTEES AND INDIVIDUAL DIRECTORS:

As required under the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, an annual performance evaluation of the Board is undertaken where the Board formally assesses its own performance with an aim to improve the effectiveness of the Board and the Committees. The Company has devised a policy for performance evaluation of the Board, its Committees and Directors which include criteria for performance evaluation of Non-executive and Executive Directors. The Company carried out the evaluation process internally which included the evaluation of the Board as a whole, its Committees and Peer evaluation of the Directors.

The evaluation process focused on various aspects of the functioning of the Board and the Committees such as composition of the Board and the Committees, experience and competencies, performance of specific duties and obligations, governance issues, etc. The report on performance evaluation of the Individual Directors was reviewed by the Chairman of the Board and feedback was given to Directors.

Details of performance evaluation of Independent Directors as required under Schedule IV to the Companies Act, 2013 is provided in the Report on Corporate Governance.

The Directors have expressed their satisfaction with the evaluation process and its results.

REMUNERATION POLICY OF THE COMPANY:

In terms of the provisions of Section 178 of the Companies Act, 2013 read with Regulation 19 of SEBI (LODR) Regulations, 2015, a policy relating to remuneration of the Directors, Key Managerial Personnel and other employees has been adopted by the Board of Directors thereby analyzing the criteria for determining qualifications, positive attributes and independence of a Director.

Further, the Remuneration policy of the company has been structured to match the market trends of the industry, qualifications and experience of the employee and responsibilities handled by them.

The said policy duly amended and approved by the Board of Directors on 14th August 2023 is available on the website of the Company at <https://www.indianterrain.com/pages/investor-information>

PARTICULARS OF REMUNERATION OF DIRECTORS AND EMPLOYEES FROM THE COMPANY, HOLDING OR SUBSIDIARY COMPANY:

Disclosures relating to remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this Report as **Annexure - I**.

In terms of the provisions of Section 197(12) of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, a statement showing the names of the top ten employees in terms of remuneration drawn and names and other particulars of the employees drawing remuneration in excess of the limits set out in the said rules forms part of Annual Report.

Having regard to the provisions of the proviso's to Section 136(1) of the Act, this Annual Report excluding the aforesaid information is being sent to the members of the Company.

The said information is available for inspection at the Registered Office of the Company during working hours and any member who is interested in obtaining these particulars may write to the Company Secretary of the Company to secretarial@indianterrain.com

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO:

(A) Conservation of Energy

Steps taken for conservation	The operations of the Company are not energy-intensive. However, wherever possible, the Company strives to curtail the consumption of energy on a continuing basis
Steps taken for utilizing alternate sources of energy	
Capital investment on energy conservation equipment	

(B) Technology absorption:

Efforts made for technology absorption	Not applicable
Benefits derived	
Expenditure of Research & Development, if any	
Details of technology imported, if any	
Year of import	
Whether imported technology is fully absorbed	
Areas where absorption of imported technology has not taken place, if any	

**(C) Foreign Exchange Earnings and Outgo:**

(₹ in Crore)

Foreign Exchange Earnings and Outgo	2025-26	2024-25
Foreign Exchange Earnings	Nil	Nil
Foreign Exchange Outgo	13.65	23.83

CASH FLOW STATEMENT:

In compliance with the provisions of Section 134 of the Companies Act, 2013 and Regulation 34 of SEBI (LODR) Regulations, 2015, the Cash Flow Statement for the Financial Year ended 31st March 2026 forms part of this Annual Report.

PARTICULARS OF CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All contracts / arrangements / transactions entered by the Company during the financial year with related parties were in ordinary course of business and on an arm's length basis and were placed and approved by the Audit Committee. During the financial year 2025-26, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with the provisions of the Act. Hence, the disclosure of related party transactions in Form AOC-2 is not applicable.

The Company has framed a policy on Materiality of Related Party Transaction and dealing with Related Party Transaction and the same has been displayed on the Company's website <https://www.indianterrain.com/pages/investor-information>. During the financial year 2025-26, there were no materially significant transactions with the related parties, which were in conflict with the interests of the Company and that require an approval of the Members in terms of the SEBI Listing Regulations.

Suitable disclosures as required under IND AS 24 have been made in the Notes to the financial statements. During the year ended 31st March 2026, there were no approval from the Members on any Related Party Transactions.

PARTICULARS OF LOANS, GUARANTEE AND INVESTMENTS:

The Company has not given any loans or provided guarantees or securities to any other body corporates as envisaged under Section 186 of the Companies Act, 2013 during the Financial Year 2025-26. The details of the other investments made by the Company are given under the Note No. 6 (Investments) forming part of the financial statements.

DEPOSITS:

During the year, your Company did not accept any deposits under Chapter V of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURE COMPANIES:

As at 31st March 2026, the Company has not entered into any joint ventures nor did not have any subsidiary or associate Company.

CORPORATE SOCIAL RESPONSIBILITY:

The Corporate Social Responsibility (CSR) Committee is already in place and as on 31st March 2026 the following were the Committee Members:

- Mrs. Rama Rajagopal, Chairperson of the Committee,
- Mrs. Nidhi Reddy, Member,
- Mr. Venkatesh Rajagopal, Member and
- Mr. Charath Ram Narsimhan, Member

The CSR policy of the Company is available on the Company's website <https://www.indianterrain.com/pages/investor-information>.

As part of its initiatives under "Corporate Social Responsibility" (CSR), the details of the same as prescribed under the Companies Act 2013 are detailed in this Report as Annexure II.

SHARE CAPITAL:

The Paid-up Equity Share Capital of the Company as on 31st March 2026 stood at ₹10,13,34,734/- comprising of 5,06,67,367 Equity Shares of ₹2/- each. During the year under review, your Company has neither issued shares with differential voting rights nor granted any stock options or sweat equity or Shares to Trustees for the benefit of Employees.

However, during the year under review, your Company had issued and allotted Securities as detailed below which has also been mentioned in the previous Annual Report:

The chronological events pertaining to the Issuance and allotment of 49,48,537 Warrants convertible into Equity Shares on Preferential basis and its subsequent conversion into Equity Shares are mentioned hereunder:

- The Company in the Board Meeting held on 12th February 2025, had recommended to Shareholders for issuance of 49,48,537 warrants each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company having face value of ₹2/- (Rupees Two Only) each at an issue price of ₹50.52 (Rupees Fifty and Fifty Two Paise only) ("Equity Share") each ("Warrants") at any time within 18 months from the date of allotment of the Warrants as per SEBI ICDR Regulations for cash, at an issue price of Rs 50.52 (Rupees Fifty and Fifty Two Paise only) per Warrant, including premium of ₹48.52/- (Rupees Forty Eight and Fifty Two Paise only) per Warrant, aggregating to ₹25,00,00,090/- (Rupees Twenty Five Crore and Ninety only) ("Consideration");

(b) The brief terms and conditions of the allotment of said warrants are details hereunder:

- In accordance with the provisions of Chapter V of SEBI ICDR Regulations, the balance consideration i.e. 25.20% of the Warrant Issue shall be paid at the time of exercise of option to apply for fully paid up Equity Shares of ₹2/- each of the Company, against each such Warrants held by the Warrant Holder;
 - The Warrant Holders shall be entitled to exercise his / her / its option to convert any or all of the Warrants into Equity Shares of the Company in one or more tranches after giving a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate Warrant Exercise Price payable thereon;
 - The respective Warrant Holders shall make payment of Warrant Issue Price from their own bank account into the designated bank account of the Company;
 - The tenure of Warrants shall be 18 (eighteen) months from the date of allotment (i.e. till 29th September 2026). If the entitlement against the Warrants to apply for the Equity Shares of the Company is not exercised by the Warrant Holders within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant Holders to apply for Equity Shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant Holders on such Warrants shall stand forfeited;
 - The Warrant Issue Price and the number of Equity Shares to be allotted on exercise of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
 - The Equity Shares so allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari passu with the existing Equity Shares of the Company, including entitlement to voting powers and dividend;
 - The Warrants by itself, until exercised and converted into Equity Shares, shall not give to the Warrant Holders thereof any rights with respect to that of an Equity Shareholder of the Company;
 - The Warrants and Equity Shares issued pursuant to the exercise of the Warrants shall be locked-in as prescribed under the SEBI ICDR Regulations;
 - The Company shall procure the listing and trading approvals for the Equity Shares to be issued and allotted to the Warrant Holders upon exercise of the Warrants from the relevant Stock Exchanges in accordance with the Listing Regulations and all other applicable laws, rules and regulations.
- The said issue was approved by the Shareholders through Special Resolution at the Company's Extra-ordinary General Meeting held on 10th March 2025;
 - Further, the approval of the Company's application for obtaining in-principle approval from the Stock Exchange(s) were received on 27th March 2025;
 - Based on the said approval, the Private Placement Offer cum Application Letter was circulated to the Identified Investors on 27th March 2025;
 - the Company had received share application along with upfront application money from the Identified Investors in the separate Account opened with Yes Bank Limited, to an extent of ₹18,70,00,045/- on 29th March 2025 itself (being 74.80% of the entire issue size);
 - Accordingly, 49,48,537 Warrants convertible into Equity Shares were allotted through Resolution passed by Circulation by Board of Directors of the Company on 31st March 2025;
 - Subsequently, during April / May 2025, the Company had received balance subscription of ₹6,30,00,045/- (balance 25.20% of the entire issue size) from all the allottees;
 - Pursuant to exercise of option to convert the entire 49,48,537 Warrants into Equity Shares by the allottees, the entire Warrants were converted into Equity Shares and were allotted in the Board Meeting held on 27th May 2025 (in the demat accounts of investors held with NSDL);
 - The Company had applied and received Listing Approval from the Stock Exchanges i.e. from NSE on 29th July 2025 and from BSE on 20th June 2025;
 - The Company has received Trading Approval from the Stock Exchanges i.e. from NSE and BSE on 11th August 2025

STATEMENT PURSUANT TO SEBI (LODR) REGULATIONS 2015 AND LISTING AGREEMENT:

Your Company's shares are listed with the BSE Limited ("BSE") and National Stock Exchange of India Limited ("NSE"). The Company has duly paid the Annual Listing fees for the FY i.e. 2025-26 and for the ensuing FY 2026-27. There are no arrears. The Equity Shares of your Company were not suspended from trading on BSE and NSE at any point of time during the Financial Year 2025-26.

DETAILS REGARDING UTILIZATION OF FUNDS RAISED THROUGH PREFERENTIAL ALLOTMENT(S)

As stated in the previous Annual Report, pursuant to Regulation 32 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per the recommendations of the Audit Committee and subsequent to the approval of the Board in the meetings held during the Financial Year 2024-25 and 2025-26, the statement

of uses / application of funds raised through Preferential issue during the year are as detailed below:

Issuance and allotment of 49,48,537 Warrants convertible into Equity Shares on Preferential basis:

Sl No	Particulars	Details
1.	Mode of Fund Raising (Public Issues / Rights Issues / Preferential Issues / QIP / Others)	Preferential Issue – Allotment of 49,48,537 Warrants convertible into Equity Shares
2.	Date of Raising Funds	31 st March 2025 (Date of Allotment)
3.	Amount Raised	₹25,00,00,090/- (Rupees Twenty Five Crore and Ninety only)
4.	Report filed for Quarter ended	31 st March 2025 and 30 th June 2025
5.	Monitoring Agency	Not Applicable
6.	Monitoring Agency Name, if applicable	Not Applicable
7.	Is there a Deviation / Variation in use of funds raised	No
8.	If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	Not Applicable
9.	If Yes, Date of shareholder Approval	Not Applicable
10.	Explanation for the Deviation / Variation	Not Applicable
11.	Comments of the Audit Committee after review	Nil
12.	Comments of the auditors, if any	Nil
13.	Objects for which funds have been raised and where there has been a deviation, in the following table	Detailed below

Original Object	Modified Object, if any	Original Allocation	Modified Object, if any	Funds Utilised	Amount of Deviation / Variation for the quarter according to applicable object	Remarks if any
Deployment towards working capital requirements and General Corporate Purpose	-	₹ 25,00,00,090/-	-	₹ 25,00,00,090/-	Nil	Nil

Deviation or variation could mean:

- Deviation in the objects or purposes for which the funds have been raised or;
- Deviation in the amount of funds actually utilized as against what was originally disclosed or;
- Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.

Remarks:

- Pursuant to requisite provisions as laid down in the SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2018 out of overall issue of ₹25,00,00,090/-, the receipt of an amount aggregating to ₹18,70,00,045/- (74.80% consideration upfront of Issue Size) was approved vide circular resolution of the Board of Directors of the Company on 31st March 2025 considering the allotment of 49,48,537 Convertible Warrants on preferential basis to certain identified non-promoter persons / entity ("Allottees"). The details of the remaining 25.20% amounting to ₹6,30,00,045/- were received in the month of April / May 2025 and accordingly pursuant to the option exercised by the Allottees the entire said Warrants were converted into Equity Shares and were allotted to them in the Board Meeting held on 27th May 2025;
- The entire proceeds of the preferential issue, which were received during the 4th quarter of Financial Year 2024-25 (initial subscription) and 1st quarter of Financial Year 2025-26 (balance subscription) were fully utilized as mentioned in the table hereinabove and which have been duly taken note at the Audit Committee and Board Meeting held on 12th August 2025 and accordingly this Statement had been discontinued from the beginning of the 2nd quarter of Financial Year 2025-26 as the same shall no longer required for reporting purposes.

DETAILS REGARDING VARIATION OR DEVIATION, IF ANY, ON PROCEEDS FROM PREFERENTIAL ALLOTMENT(S)

In furtherance to the details mentioned in this Board's Report titled "details regarding utilization of funds raised through Preferential allotment", we would like to inform further that there were no variation or deviation on proceeds from preferential allotment(s).

ESTABLISHMENT OF VIGIL MECHANISM / WHISTLE BLOWER POLICY:

Indian Terrain Fashions Limited ("ITFL") has adopted a Whistle Blower Policy establishing vigil mechanism, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct or Ethics Policy. The Policy provides for adequate safeguards against victimization of employees who avail of the mechanism.

The Vigil Mechanism is supervised by the Audit Committee and the whistle blower has direct access to the Chairman of the Audit Committee. The vigil mechanism and whistle blower policy is available on the Company's website at <https://www.indianterrain.com/pages/investor-information>.

PREVENTION OF INSIDER TRADING:

The Company has adopted a Code of Prevention of Insider Trading with a view to regulating trading in securities by the Promoters, Directors and Designated Persons of the Company. The Code requires pre-clearance for dealing in the Company's shares and prohibits the purchase or sale of Company's shares by the Promoters, Directors and the Designated Persons while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed.

COMPLIANCE WITH CODE OF CONDUCT

The Company has framed a Code of Conduct for all the members of the Board and Senior Management personnel of the Company. The Code of Conduct is available on the Company's website: www.indianterrain.com

All members of the Board and senior management personnel have affirmed compliance to the Code as on 31st March 2026. As stipulated under Regulation 34 (3) and Schedule V (D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 a declaration Signed by Mr. Charath Ram Narsimhan, Managing Director & CEO to this effect is annexed to the report on Corporate Governance, which forms part of this Annual Report.

MAINTENANCE OF COST RECORDS:

The Central Government has not specified maintenance of cost records under Section 148(1) of the Companies Act 2013 and necessary Rules framed thereunder in respect of the Company's product segment.

RISK MANAGEMENT POLICY:

The Board has adopted and implemented a suitable Risk Management Policy for the company which identifies, assesses and mitigates therein different elements of risk which may threaten the existence of the company viz. strategic, financial, liquidity, security, regulatory, legal, reputational and other risks.

SECRETARIAL STANDARDS:

The Company is in compliance with the applicable Secretarial Standards viz. SS – 1 (Meetings of the Board of Directors) and SS – 2 (General Meetings) issued by the Institute of Company Secretaries of India (ICSI) and approved by the Central Government under Section 118 (10) of the Act.

INTERNAL FINANCIAL CONTROL SYSTEMS AND ADEQUACY:

The Company has Internal Control Systems commensurate with the size, scale and complexity of its operations. The Board has devised systems, policies, procedures and frameworks for the internal control which includes adherence to company's policy, safeguarding assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose.

The Auditors of the Company have verified the internal financial control systems prevailing in the organization and confirmed the effectiveness of the same in their report for the Financial Year 2025-26.

AUDIT COMMITTEE:

Pursuant to Section 177 (8) of Companies Act 2013, the particulars relating to the Composition, terms of reference and other details about the Audit Committee has been detailed in the Corporate Governance Report which forms part of this Annual Report.

All the recommendations of the Audit Committee during the Financial Year 2025-26 have been accepted by the Board of Directors.

AUDITORS AND AUDITORS' REPORT:

Statutory Auditors:

Pursuant to Section 139(2) of the Companies Act 2013, M/s. SRSV and Associates, Chartered Accountants (Firm Regn No: 015041S), were appointed as the Statutory Auditors of the Company, for second and final term of 5 (five) consecutive years, at the 15th Annual General Meeting held on 16th September 2024 till the conclusion of 20th Annual General Meeting of the Company to be convened in the year 2029.



The Financial Statements of the Company including its Balance Sheet, Statement of Profit and Loss, Cash Flow Statement along with the notes and schedules for the Financial Year 2025-26 have been audited by M/s SRSV & Associates, Chartered Accountants. The Statutory Auditors Report does not contain any qualification, reservation or adverse remark on the financial Statements of the Company. Also, pursuant to Regulation 34(2) of SEBI (LODR) Regulations, 2015, the statement on impact of Audit Qualifications as stipulated in Regulation 33(3)(d) shall not be applicable. The Independent Auditors Report is enclosed with the financial statements in this annual report.

Secretarial Auditors:

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, M/s. BP & Associates, Practising Company Secretaries (Firm's Registration No. P2015TN040200) were appointed as a Secretarial Auditors of the Company for a first term of 5 (five) consecutive years in the 16th Annual General Meeting held on 29th September 2025 until the conclusion of 21st Annual General Meeting to be convened in the year 2030.

Pursuant to the Section 204(1) of the Companies Act, 2013 read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and under Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board of Directors had appointed M/s. BP & Associates, Practising Company Secretaries, Chennai as the Secretarial Auditors of the Company for conducting the Secretarial Audit for the financial year 2025-26. The Secretarial Audit Report is annexed as Annexure - III to this Report. The Secretarial Audit Report for the financial year ended 31st March 2026 does not contain any adverse remark, qualification or reservation or disclaimer which requires any explanation/comments of the Board.

Internal Auditors:

Pursuant to Section 138 of the Companies Act 2013 read with rule 13 of the Companies (Accounts) Rules, 2014 and all other applicable provisions (including any amendment thereto) of the Companies Act 2013 and as recommended by the audit committee M/s. RVKS & Associates, Chartered Accountants, Chennai was re-appointed as the Internal Auditors of the Company for the financial year 2025-26 by the Board.

The audit conducted by the Internal Auditors is based on an internal audit plan, which is reviewed every quarter in consultation with the Audit Committee. These audits are based on risk-based methodology and inter alia involve the review of internal controls and governance processes, adherence to management policies and review of statutory compliances. The Internal Auditors share their findings on an ongoing basis during the financial year for corrective action. The Audit Committee oversees the functions of the Internal Auditors.

REPORTING OF FRAUD(S) BY THE AUDITORS:

During the Financial Year 2025-26, the Statutory Auditors, Secretarial Auditors, Internal Auditors have not reported any fraud to the Audit Committee under Section 143(12) of the Companies Act, 2013.

DISCLOSURE UNDER SECTION 67(3)(c) OF THE COMPANIES ACT, 2013

No disclosure is required under section 67(3)(c) of the Companies Act, 2013 read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014, in respect of voting rights not exercised directly by the employees of the Company as the provisions of the said section are not applicable.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANYS OPERATIONS IN FUTURE:

There are no significant material orders passed by the Regulators or Courts which would impact the going concern status of the Company and its future operations.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under the Listing Regulations, is presented in a separate section forming part of the Annual Report.

CORPORATE GOVERNANCE:

The Company is committed to maintain the highest standards of Corporate Governance and adhere to the Corporate Governance requirements set out by SEBI. The report on Corporate Governance as stipulated under the Listing Regulations forms an integral part of this Annual Report. The requisite certificate from the Auditors of the Company confirming compliance with the conditions of Corporate Governance is attached to the report on Corporate Governance as stipulated in Schedule V read with Regulation 34(3) of the SEBI (LODR) Regulations, 2015.

DISCLOSURE UNDER THE SEXUAL HARASSMENT AT WORKPLACE:

As stated in the provisions of Companies Act 2013 and necessary Rules framed thereunder, we would like to inform that the Company has complied with the provisions relating to constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. Further, during the year, there were no complaints received pursuant to the provisions of the POSH Act as detailed below:

Number of complaints of sexual harassment received in the year	Nil
Number of complaints disposed off during the year	Nil
Number of cases pending for more than ninety (90) days	Nil

DISCLOSURE PERTAINING TO MATERNITY BENEFIT ACT 1961:

The Company would like to inform that it has complied with the provisions pertaining to the Maternity Benefit Act, 1961.

REGISTERED OFFICE OF THE COMPANY:

The Registered Office of the Company is situated at "Survey No 549/2 & 232 Plot No.4, Thirukkachiur & Sengundram Industrial Area Singaperumal Koil, Post, Chengalpattu – 603204, Tamil Nadu".

DIRECTORS' RESPONSIBILITY STATEMENT:

Pursuant to provisions of Section 134 of the Companies Act, 2013, with respect to Directors responsibility statement it is hereby confirmed that:

1. in the preparation of the annual accounts applicable accounting standards has been followed and there is no material departure from the same;
2. the Directors selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year i.e., 31st March 2026 and of the profit of the Company for that period;
3. the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act, for safeguarding the Company's assets and for preventing and detecting fraud and other irregularities;
4. the Directors have prepared the annual accounts on a going concern basis;
5. the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and are operating effectively; and
6. the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AWARDS AND RECOGNITION:

During the year, your company was awarded with the following awards and recognitions:

- (1) Recognised with the Environmental Impact Award at the Retail Network Sustainability Awards 2026, presented by the Young President Organisation (YPO) Retail & Sustainable Business Networks, Montreal, USA. The award was won by our Chairman representing YPO Gold Chennai;
- (2) Fairtrade in India Recognition Award 2025 for Fairtrade Business Partner of the Year: Lifestyle & Apparel and for Impactful Communication;

ANY APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE FINANCIAL YEAR ENDED 31st MARCH 2026:

There was no such application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) in respect of the Company during the financial year ended 31st March 2026.

THE DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE-TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

There were no such instances of One-time Settlement with any Bank or Financial Institutions during the Financial Year ended 31st March 2026.

PERSONNEL:

The employee relations have been very cordial during the financial year ended 31st March 2026. The Board wishes to place on record its appreciation to all its employees for their sustained efforts and immense contribution to the high level of the Company, which comprises of young passionate driven professionals committed to achieve the organizational goals.

ACKNOWLEDGEMENT:

Your Directors take this opportunity to place on record their sincere appreciation for the continued trust and confidence reposed in the Company by the Investors, bankers, business associates, regulatory authorities, customers, dealers, vendors, shareholders and other stakeholders. Your Directors recognize and appreciate the services rendered by the officers, staff and employees of the Company at all levels for their dedicated efforts to improve the performance of the Company.

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

sd/-
Date: 01st August, 2026
Place: Chennai

Venkatesh Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)

ANNEXURE - I TO BOARD'S REPORT

Disclosure under Section 197(12) of Companies Act 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year 2025-26:

Name of the Director(s)	Category	Ratio
Mr. Venkatesh Rajagopal	Chairman and Whole-time Director	14 : 1
Mr. Charath Ram Narsimhan	Managing Director & CEO	11 : 1

2. The Percentage increase / (decrease) in remuneration of Directors and Key Managerial Personnel's in the financial year 2025-26:

Name of the Director(s)	Category	% Increase or (decrease)
Mr. Venkatesh Rajagopal	Chairman and Whole-time Director	No Change
Mr. Charath Ram Narsimhan	Managing Director & CEO	No Change
Mr. Sheikh Sahenawaz	Chief Financial Officer	20 %
Mr. Sainath Sundaram	Company Secretary & Compliance Officer	12 %

3. The Percentage increase/(decrease) in the median remuneration of employees in the financial year 2025-26: 16.08 %

4. The Number of permanent employees on the rolls of company as on 31st March 2026: 263

5. The average annual increase/(decrease) in the salaries of employees other than the Managerial Personnel during the last financial year was around 11.31 % as compared to average annual increase/(decrease) in managerial remuneration of 0 % (No Change) and accordingly exceptional circumstances for increase in the managerial remuneration does not arise.

6. Affirmation: It is hereby affirmed that the remuneration paid during the year is as per the remuneration policy of the Company.

Note: The managerial remuneration as stated above includes perquisites and profit based commission, if any.

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

Date: 01st August, 2026
Place : Chennai

**Venkatesh Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)**



ANNEXURE II - ANNUAL REPORT ON CSR ACTIVITIES

1. A brief outline of the Company's CSR Policy, including overview of projects or programs proposed to be undertaken and a reference to the web-link to the CSR policy and projects or programs:

Though during the Financial Year 2025-26, the spending on the CSR activities were not applicable to the Company pursuant to the provisions of the Companies Act 2013, Indian Terrain Fashions Limited ("Company / ITFL") recognizes that its business activities have wide impact on the societies in which it operates, and therefore an effective practice is required giving due consideration to the interests of its stakeholders including shareholders, customers, employees, suppliers, business partners, local communities and other organizations. The company endeavours to make CSR for sustainable development. The Company through its CSR Committee shall identify the activities/projects in line with Section 135 read with Schedule VII of the Companies Act 2013 and the Rules made thereunder. Our company is committed for better utilisation of CSR funds so that it can serve the public at large.

2. Composition of the CSR Committee (as on 31st March 2026):

Sl. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1	Mrs. Rama Rajagopal	Chairperson	1	1
2	Mrs. Nidhi Reddy	Member	1	1
3	Mr. Venkatesh Rajagopal	Member	1	1
4	Mr. Charath Ram Narsimhan	Member	1	1

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company: <https://www.indianterrain.com/pages/investor-information>

4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable: **Not Applicable**

5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the Financial Year 2025-26, if any: **Nil**

6. Average Net Profit of the Company as per Section 135(5) of the Act: **(₹15.96 Crore)**

7. (a) Two percent of average net profit of the Company as per Section 135(5) of the Act: **Nil**

(b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: **Nil**

(c) Amount required to be set off for the Financial Year, if any: **Nil**

(d) Total CSR obligation during the Financial Year 2025-26 [(a) + (b) - (c)]: **Not Applicable**

8. (a) CSR Amount spent or unspent for the Financial Year 2025-26:

(₹ In crore)

Total Amount Spent for the Financial Year	Amount Unspent				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount	Date of Transfer	Name of the Fund	Amount	Date of Transfer
Not applicable	---	---	---	---	---

(b) Details of CSR amount spent against ongoing projects for the Financial Year:

Sl. No.	Name of the Project	Item from the list of activities in Sch VII to the Act	Local area (Yes / No)	Location of the project		Project duration	Amt allocated for the project (in ₹)	Amt spent in the current FY (in ₹)	Amt transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹)	Mode of Implementation	Mode of Implementation - Through Implementing Agency	
				State	District						Direct (Yes/No)	Name
Total							NIL					CSR registration number

There being no on-going project, these disclosures are not applicable.

(c) Details of CSR amount spent against other than ongoing projects for the Financial Year: **Not Applicable**

(d) Amount spent in Administrative Overheads: **Not Applicable**

(e) Total Amount spent on Impact Assessment, if applicable: **Not Applicable**

(f) Total amount spent for the Financial Year: **Not Applicable**

(g) Excess Amount for set off, if any:

(₹ In crore)

S.No	Particulars	Amount
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Excess amount spent in the previous Financial year (spent during the financial year 2022-23 available for set-off till the financial year 2025-26)	0.01
(iii)	Total amount to be spent during the Financial year	NA
(iv)	Total amount spent for the Financial year	NA
(v)	Excess amount spent for the financial year [(iv)-(iii)]	NA
(vi)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	NA
(vii)	Amount available for set off in succeeding financial years [(ii) + (iv)-(iii)]	Nil

9. (a) Details of Unspent CSR Amount for the preceding three financial years:

During the financial year 2022-23, an amount of ₹2.78 crore being cumulative outstanding on CSR obligations for previous financial years have been transferred to the Government Funds specified under Schedule VII as mandated under second proviso to section 135(5) making the overall CSR outstanding as "Nil" for that year. The details of those have been duly included in the previous Annual Report (i.e. 14th AGM)

(b) Details of CSR amount spent in the Financial Year for ongoing projects of the preceding financial year(s) – **Not Applicable**

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the Financial Year - **Not Applicable**

11. Specify the reason(s), if the Company has failed to spend two per cent of the average Net Profit as per Section 135(5) of the Act – **Not Applicable**

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

sd/-
Venkatesh Rajagopal
Chairman & Whole-time Director
DIN: 00003625

Date: 01st August, 2026

Place: Chennai

Details of CSR amount spent against other than ongoing projects for the Financial Year 2025-26

(₹ in lakh)

Sl.No.	Name of the Project(s)	Item from the list of activities in schedule VII to the Act.	Local Area (Yes/ No) & District	Amount Spent for the Project	Mode of Implementation	Mode of Implementing through implementing	
					Direct (Yes/No)	Name	CSR registration number
---Not Applicable---							

I Choose, I Act,
I Dream, I Do,
I Love , I Live,
I Can , I will.

WHERE I BELONG

INDIAN TERRAIN

ANNEXURE - III TO BOARD'S REPORT

Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Indian Terrain Fashions Limited,
Survey No 549/2 & 232 Plot No.4,
Thirukkachiur & Sengundram Industrial Area,
Singaperumal Koil, Chettipunniam, Kanchipuram,
Chengalpattu, 603204.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Indian Terrain Fashions Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Indian Terrain Fashions Limited's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the company, its officers, agents and authorised representatives during the conduct of secretarial audit.

We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March 2026, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance- mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records made available to us and maintained by Indian Terrain Fashions Limited for the financial year ended on 31st March, 2026 according to the applicable provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contract (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time;
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulation 2021 (Not applicable to the Company during the audit period)
 - The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
 - Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013;
- Other laws applicable to the Company as per the representations made by the Management;

With respect to Fiscal laws such as Income Tax and Goods and Service Tax we have reviewed the systems and mechanisms established by the Company for ensuring compliances under various acts and based on the information and explanation provided to us by the management and officers of the company and also on verification of compliance reports taken on record by the Board of Directors of the Company, we report that adequate systems are in place to monitor and ensure compliance of fiscal laws as mentioned above.

We have also examined compliance with the applicable clauses of the following:

- Secretarial Standards, i.e. SS-1 and SS-2, relating to 'Meetings of the Board of Directors' and 'General Meetings' respectively, issued by The Institute of Company Secretaries of India have been generally complied with.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above

During the period under review there were no events which required specific compliance of the provisions of

- The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

- The Securities and Exchange Board of India (Buy Back of Securities) Regulations, 2018

- The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2021

We further report that

The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors except for the period during which the prescribed requirement relating to the composition of the Board and Nomination and Remuneration Committee (NRC) under Regulations 17 & 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 was not complied with, consequent upon the casual vacancy arising from the demise of an Independent Director. However, the same were rectified and complied by the Company w.e.f 21st April 2026. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice has been given to all directors to schedule the board meetings, agenda and detailed notes on the agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

We have relied on the representation made by the Company, its officers and Reports of the Statutory Auditor for relating to maintenance of account as required under rule 3(1) of the Companies (Accounts) rule 2014, statutory payment due, systems and mechanism framed by the Company for the compliance under other Acts, Laws And Regulations applicable to the Company.

We report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines expect below:

During the period under review, the Company has not complied with the following Regulation as prescribed under SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015:

1. Non-compliance with Regulation 17(1) & 19(1)/(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the financial year under review, a casual vacancy arose in the office of Independent Director due to the demise of Mr. P. S. Raghavan (DIN:07812320) on 24th November 2025. The vacancy was not filled within the prescribed period under Regulation 17(1) of the SEBI LODR Regulations, resulting in non-compliance with the Board composition requirements from 25th February 2026 to 31st March 2026. Further, the Nomination and Remuneration Committee was not reconstituted during the said period, and accordingly, its composition was not in compliance with Regulation 19 of the SEBI LODR Regulations as on 31st March 2026. However, the same were rectified and complied by the Company w.e.f 21st April 2026 by inducting Mr. Suresh Jandhyala (DIN: 10664467), as Independent Director of the Company and accordingly the requirements for composition of the Board along with the re-constitution of the Nomination and Remuneration Committee were fulfilled on the said date i.e. 21st April 2026.

We further report that during the audit period, the following significant events have taken place:

1. The Board of Directors in their meeting held on 27th May 2025 approved the allotment of 49,48,537 Equity Shares on Preferential Basis pursuant to exercise of option to convert warrants into fully paid-up equity shares.
2. Demise of Mr. P S Raghavan (DIN:07812320), Independent Director on 24th November 2025.
3. Re-appointment of Mrs. Nidhi Reddy (DIN:00004081) as an Independent Director of the Company for the second term of 5 (five) consecutive years with effect from 11th February 2026 till 10th February 2031.

For BP & Associates
Company Secretaries
Peer Review No. 7014/2025

sd/-
Date: 01st August, 2026
Place: Chennai

K. J. Chandra Mouli
Partner
M No: F11720
CP No: 15708
UDIN: F011720H000996761

**ANNEXURE A'**

To

The Members,
Indian Terrain Fashions Limited,
Survey No 549/2 & 232 Plot No.4,
Thirukkachiur & Sengundram Industrial Area
Singaperumal Koil, Chettipunniam, Kanchipuram,
Chengalpattu, 603204

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For BP & Associates
Company Secretaries
Peer Review No. 7014/2025

Date: 01st August, 2026
Place: Chennai

sd/-
K. J. Chandra Mouli
Partner
M No: F11720
CP No: 15708







MANAGEMENT DISCUSSION & ANALYSIS

GENERAL ECONOMIC CLIMATE

The worldwide economy illustrated measured strength in 2025, exploring a challenging scene characterized by geopolitical pressures, lifted intrigued rates, and diligent supply-side weights. Concurring to the IMF World Financial Viewpoint, April 2026, world GDP developed by 3.4 percent in 2025 and is anticipated to extend by 3.1 percent and 3.2 percent in 2026 and 2027 individually. These projections, which accept a limited-scale struggle within the Center East, reflect a broadly steady development direction as the worldwide economy moves past the introductory shocks of tall swelling. Within the progressed economies, central banks have started rotating toward money related facilitating as inflationary weights retreat. U.S. expansion, in any case, remains marginally over target, maintaining complexity in worldwide capital streams and money markets.

Vitality costs and supply chain soundness continue to command meeting room consideration around the world. Maintained dangers within the Middle East have intermittently intensified geopolitical hazard premiums, pushing vitality costs higher and straining conventional exchange courses. Against this scenery, the worldwide mechanical segment is grasping what we see as a characterizing key move of "versatility through broadening", characterised by the regionalisation of supply chains and a ponder exertion to decrease introduction to unstable coordination's costs.

INDIAN APPAREL INDUSTRY – OUTLOOK, OVERVIEW, STRUCTURE AND DEVELOPMENTS:

(A) Apparel Industry:

The Indian Apparel Trading Industry in 2026 stands as a core pillar of the national economy, contributing approximately 2.3% to India's GDP and employing over 45 million people across its extensive value chain. Valued as a primary destination for global sourcing and domestic retail, the ecosystem spans from raw natural fibers to ready-to-wear garments. The trading environment in 2026 is heavily shaped by structural shifts in global trade and proactive domestic fiscal policies.

(B) Indian Apparel – Market insights:

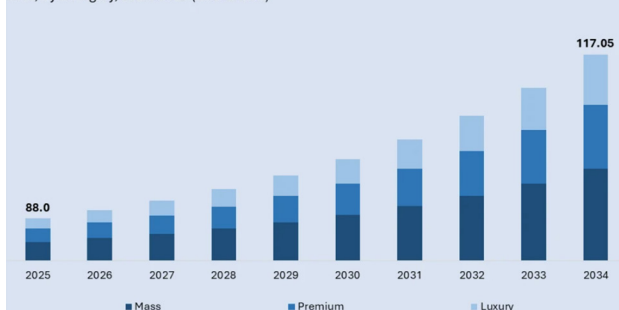
The domestic apparel market is experiencing robust consumer-led expansion, projected to scale from a base of USD 88 Billion to USD 117 Billion by 2034, sustained by an expanding urban middle class and climbing disposable incomes.

Key Consumer Insights:

- **The Mass Market Engine:** Despite the rapid growth of premium segments, the Mass Market tier retains a commanding 71.6% market share, driven by price-sensitive cohorts across Tier-2, Tier-3, and rural markets;
- **The Rise of Women's Wear:** Accounting for 41.5% of market value, the women's segment is outperforming historic baselines. Drivers include surging female workforce participation and rapid adoption of contemporary fusion wear;
- **Geographic Centers:** West India (centered around trade hubs in Mumbai, Ahmedabad, and Pune) controls 35.4% of trade revenue. Concurrently, Tier-2 and Tier-3 cities now generate more than 50% of aggregate volume sales, forcing nationwide brands to decentralize distribution channels.

India Apparel Market Forecast

Size, By Category, 2025-2034 (USD Billion)



(C) Market Structure:

The organizational structure of the Indian apparel sector in 2026 reflects a transition from a highly fragmented, unorganized network to a consolidated, tech-driven ecosystem.

Unorganized vs. Organized Retail:

- **Unorganized Sector:** Historically dominant, small-scale independent tailors, local weavers, and standalone boutiques still hold a significant share, preserving India's multi-century heritage of handloom and artisanal craftsmanship.
- **Organized Retail:** Organized retail penetration has reached approximately

35%. Large-scale corporate conglomerates and fast-fashion national chains are scaling operations rapidly, leveraging deeply connected local vendor networks to streamline costs.

(D) Current Trends in Apparel Industry:

The 2026 calendar year marks a major departure from traditional retail forecasting toward tech-driven, hyper-localized execution models.

AI-Driven Trend Forecasting & Supply Chain Optimization:

Traditional, slow-moving trade shows have largely been bypassed by predictive AI algorithms. Brands analyze real-time data from e-commerce behaviors, social media velocity (Instagram Reels, Pinterest), and localized cultural events. This algorithmic forecasting has successfully reduced inventory deadstock by up to 50%, shifting production toward localized, agile batches.

The Gen-Z Paradigm Shift:

Gen-Z consumers are actively rejecting rigid corporate brand-chasing in favor of individual identity expression. This has manifested in distinct sub-trends:

- **Indo-Western Fusion:** The seamless mixing of traditional Indian wear with Western street aesthetics (e.g., pairing kurtas with sneakers, or classic sarees with structural crop tops).
- **The Streetwear Boom:** Domestically grown streetwear labels (e.g., Jaywalking, Bluorng, Bonkers Corner) are rapidly scaling, turning oversized silhouettes and heavy-knit graphic tees into mainstream volume drivers.

Sustainability and Material Innovation:

Regulatory pressures and consumer sentiment have forced a pivot toward circular production. Organically grown cotton, bamboo blends, and hemp lines are steadily replacing low-grade synthetics. Furthermore, traditional heritage textiles like handwoven Khadi are being structurally modernized into activewear and office casual lines to attract younger consumer brackets.

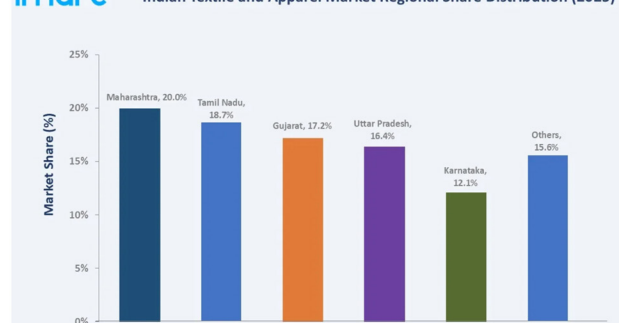
(E) Future of the Indian apparel market:

The trajectory of the Indian Apparel Market points to an integrated, highly efficient digital-physical hybrid future, expected to hit an aggregate valuation of USD 190 Billion by 2030.

Strategic Growth Imperatives:

- **Omnichannel Convergence:** While offline brick-and-mortar retail commands 57.8% of transactions due to tactile preferences in ethnic and festive wear, the online apparel market is accelerating to reach an estimated USD 30 Billion. The future belongs to the "Phygital" model; currently, 60% of consumers perform digital research before executing an offline purchase;
- **The Micro-Trend & Low MOQ Revolution:** To combat fast-fashion waste and volatile consumer tastes, apparel traders are demanding Low Minimum Order Quantities (MOQs) from manufacturers. This allows agile apparel brands to test micro-collections in small volumes online before committing capital to massive retail rollouts.
- **Premiumization Opportunities:** While mass apparel remains the volume baseline, the Affordable Premium segment is the fastest-growing margin driver. Consumers are showing a willingness to pay premium rates for verified eco-friendly sourcing, superior garment construction, and inclusive sizing profiles.

Indian Textile and Apparel Market Regional Share Distribution (2025)



GLOBAL APPAREL INDUSTRY – OUTLOOK, OVERVIEW, STRUCTURE AND DEVELOPMENTS:

(A) Global Apparel market size:

The global apparel industry in 2026 stands at a pivotal crossroads of digital-physical convergence and heightened consumer expectation. Valued at approximately USD 1.91

trillion in 2026, the global apparel market is charting a resilient recovery pathway, projected to reach USD 2.54 trillion by 2033, compounding at a stable CAGR of 4.1%.

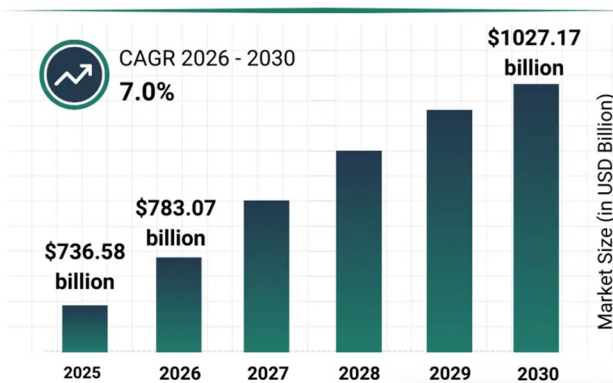
The 2026 Paradigm Shift:

The traditional, highly rigid seasonal fashion calendar has definitively fractured. Driven by data-fed social commerce signals and highly volatile demand patterns, mid-market and premium brands are pivoting toward a model of continuous micro-collections. Simultaneously, macro-economic stabilizers—such as normalizing inflation rates and progressive wage improvements—have steadily revived household disposable incomes, steering consumer discretionary spend back toward apparel.

However, growth in 2026 is no longer achieved simply by increasing unit volumes. Margin preservation is heavily tethered to a brand's technological fluency, ethical accountability, and supply chain responsiveness.

Apparel Market Report 2026

The Business
Research Company



Tariff Turbulence:

US tariffs are reshaping global trade as higher duties push up costs across the value chain, heavily impacting fashion. Brands are making price changes, shifting sourcing and improving efficiency in a bid to counteract the impact. Larger suppliers are pursuing footprint optimisation, digitisation and automation, while smaller players face mounting pressure. Agility will be the defining factor enabling brands and suppliers to maintain their competitive edge.

(B) Industry Structure & Segment Performance:

The apparel sector is highly fragmented, yet highly structured across distinct material classifications, end-use segments, and pricing tiers.

Material & Fabric Segmentation:

- Synthetic Fibers (68.9% Market Share):** Due to production cost efficiencies, extreme durability, and advancements in performance metrics, synthetic blends (primarily polyester, nylon, and smart spandex) continue to command the largest chunk of manufacturing output.
- Natural Fibers:** Cotton, silk, wool, and increasingly popular alternatives like hemp and bamboo retain dominant positioning within heritage, luxury, and premium eco-conscious apparel.



(C) Strategic Pricing & Demographic Tiers:

- Mass Market (67.8% Market Share):** Mass apparel remains the volume engine of the industry. However, mass retailers are increasingly introducing high-margin private labels to lessen reliance on third-party wholesalers and aggressively counter input cost pressures.
- Luxury & Premium Segments:** The luxury apparel market is demonstrating standout resilience, projected to grow at the fastest specific CAGR of 5.4%

through the forecast period, anchored by high-net-worth individual (HNWI) insulation and experiential retail expansions.

- Demographic Growth Engines:** While adult womenswear and casualwear remain the high-volume baselines, the children's apparel segment is flashing intense growth potential, expanding at an estimated 5.8% CAGR due to rapidly moving, design-forward micro-trends mimicking adult fashion lines.

(D) Geographic & Regional Dynamics: Production capability and retail consumption are experiencing distinct regional evolutions as trade dynamics shift in 2026.

- Asia-Pacific (APAC):** Retaining its undisputed crown with a 38.9% market share, APAC is both the manufacturing heart and a crucial consumption engine. China maintains its top-tier status via massive infrastructure and technical textile adoption. Concurrently, nations like India are enacting targeted regulatory levers—such as temporary cotton import duty exemptions and structural PLI (Production Linked Incentive) schemes—to absorb external tariff shocks and fortify global export competitiveness.
- North America:** Representing 20.8% of global revenue, the United States remains the primary value-driver for premium lines, performance activewear, and digital direct-to-consumer (DTC) ecosystems, supported by strong regional purchasing power.
- Emerging Fronts:** The Middle East is witnessing a prolonged spike in luxury and high-status brand demand, while specific localized clusters in Africa are fostering home-grown labels that successfully blend regional craftsmanship with highly optimized, agile digital logistics.

(E) Operational & Technological Developments:

The defining competitive advantages in 2026 are born directly within factory workflows and corporate product development software.

The 3D Digital Transformation:

To mitigate the expensive, wasteful, and time-consuming process of physical prototyping, top-tier brands have structurally integrated 3D digital design, simulation, and virtual sampling tools:

- Workflow Compression:** Design teams map base patterns directly into high-fidelity render programs that factor in calibrated fabric physics (such as real-world weight, drape, and seam elasticity).
- Fewer Tech-Pack Revisions:** Because fit validation occurs across high-accuracy digital avatars prior to factory floor execution, traditional protocol cycles have shortened by weeks, allowing brands to respond to viral online aesthetics almost instantly.

Practical Artificial Intelligence (AI):

Rather than executing abstract creative tasks, AI in 2026 delivers its highest return on investment via demand sensing and predictive inventory orchestration. By parsing real-time consumer search patterns, localized weather anomalies, and digital cart abandons, AI systems prevent catastrophic inventory gluts and target overproduction—traditionally the industry's largest margin killer.

Smart Fabrics & Wearable Tech:

A notable market breakthrough in 2026 is the scaling of sensor-embedded smart fabrics. Moving far past novelty, these textiles integrate real-time thermal management and physiological health tracking directly into athleisure and occupational outerwear, effectively erasing the line between hardware technology and everyday clothing.

THE WAY FORWARD:

The Indian apparel industry in FY 2026 is positioned at a structural inflection point, transitioning from price-driven mass consumption to a brand-conscious, digitally enabled, and experience-driven market.

For a mid-premium apparel segment, the outlook remains positive but competitively intense, requiring:

- Strong brand positioning
- Agile supply chain management
- Omnichannel presence
- Continuous product innovation aligned with fast-changing consumer preferences

Overall, the sector presents stable long-term growth opportunities supported by demographic expansion, retail formalisation, and rising aspirational consumption in India. To thrive, mid-premium, apparel traders must transition from volume-driven traders to value-driven brand curators which is very well existing at "Indian Terrain". Success hinges on building a highly agile supply chain that can react to trends within weeks, leveraging AI for hyper-personalized marketing, and ensuring a seamless, consistent customer experience across both physical retail stores and digital screens.

**RISKS, OPPORTUNITIES AND THREATS:**

Risks	Opportunities	Threats
- Mid-premium consumers demand high-end design, flawless fit, and superior fabric, but are highly sensitive to price hikes - Driven by social media and short trend life cycles, consumer preferences change rapidly - The risk for traders who rely on fragmented, unorganized third-party manufacturers is the inability to guarantee fabric quality, ethical labor, or consistent sizing, which can instantly damage brand credibility	- Rising disposable incomes in Tier-2 and Tier-3 towns have created a massive wave of consumers looking to upgrade from unbranded local clothing to branded, mid-premium apparel - The permanent shift toward flexible work arrangements has blurred the lines between formal and casual wear. Modern consumers want fusion wear—comfort blended with traditional aesthetics - Integrating offline and online channels presents a massive opportunity along with Quick Commerce & Hyper-Local Delivery	- Aggressive Direct-to-Consumer (D2C) and Fast-Fashion Aggregators between Global and domestic fast-fashion giants optimizing their supply chains to churn out ultra-trendy clothes at highly competitive price points. - High inflation in general living costs means the mid-premium segment—often seen as a discretionary indulgence rather than a necessity - At the upper end of the mid-premium spectrum, consumers are leaning toward "quiet luxury"—investing in fewer, higher-quality, timeless minimalist pieces

THE INDIAN TERRAIN FASHIONS LIMITED STORY

Indian Terrain Fashions Limited (ITFL) is a well-established apparel retailer in India, specializing in the men's smart casual category under the brand name "Indian Terrain". With a sharp focus on providing comfortable clothing that caters to the needs of millennial consumers, Indian Terrain's brand philosophy of "Makes You Feel Good" resonates well with a younger generation of audiences, further strengthening its visibility in the markets it operates in. The company distributes its products through various channels, including multi-branded outlets, exclusive brand outlets, large format stores, and e-commerce platforms.

With the apparel segment in India presenting a significant growth opportunity, Indian Terrain recognises this potential and has strategically chosen a minimal capital investment approach, leveraging the availability of apparel manufacturers in India. This decision not only aids profitability but also aligns with the interests of shareholders and stakeholders. The company's commitment to providing premium fabrics, superior tailoring, and comfortable fits has made Indian Terrain a preferred choice for cosmopolitan, upwardly mobile young Indian men seeking affordable yet stylish smart-casual clothing.

Indian Terrain's commitment to sustainability, as evidenced by its Fairtrade Label certification, further enhances its brand reputation. As the company continues to evolve and engage with consumers, its brand promise of creating clothing that combines elegance, style, and comfort remains at the forefront of its mission to provide customers with a satisfying shopping experience.

The company is actively investing in building a stronger brand presence by adopting social media and digital marketing strategies, as well as engaging directly with end consumers. This approach allows Indian Terrain to stay relevant and aligned with upcoming fashion trends.

STRATEGIC STORE FORMATS:

The Company retails across 250+ cities of different formats in the country through 181 Exclusive Outlets, 730+ Multi Brand Outlets, 185+ doors of Large Format Stores and 6+ key e-commerce platforms.

Store Format	As on 31 st March, 2026
COCO (Company Owned Company Operated)	14
COFO (Company Owned Franchise Operated)	46
FOFO (Franchise Owned Franchise Operated)	96
EFO (Exclusive Factory Outlet)	24
Out of India	1
Total	181

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY:

Your Board has devised systems, policies and procedures/frameworks, which are currently operational within your Company for ensuring the orderly and efficient conduct of its business, which includes adherence to policies, safeguarding its assets, prevention and detection of frauds and errors, accuracy and completeness of the accounting records and timely preparation of reliable financial information. In line with best practices, the Audit Committee and the Board reviews these internal control systems to ensure they remain effective and are achieving their intended purpose. Where weaknesses, if any, are identified as a result of the reviews, new procedures

are put in place to strengthen controls. These controls are in turn reviewed at regular intervals. There were no different treatment in preparation of financial statements from that prescribed in an Accounting Standard and accordingly the disclosure of facts in the financial statements and the management's explanation does not arise.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE:

Performance Metrics	FY 2025-26	FY2024-25	Change %
Revenue from Operations	377.67	340.60	10.88
Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA)	36.43	(2.11)	18.27
Depreciation and Amortisation Expense	14.08	17.94	(20.52)
Earnings Before Interest and Tax (EBIT)	22.35	(20.05)	211.47
Finance Costs (Interest)	19.06	20.96	(9.06)
Earnings After Tax (EAT)	(4.91)	(42.66)	88.49
Shareholders Fund	183.92	182.82	0.60
Earnings Per Share (EPS)	(0.98)	(9.48)	89.66
Net Fixed Assets	14.22	17.59	(19.16)

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES / INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED:

Your Company believes that its employees are the main force in driving performance and developing competitive advantage. ITFL maintains good employer-employee relationship. In a competitive economy, proper utilization of human resource plays a crucial role. It begins with best practices in recruiting people and moves through learning and development, engagement, employee feedback and recognition. To keep the Company and its human resource competitive, the Company organizes training programs to train employees at various levels to enhance workers' knowledge and application skills. The employer-employee relations continued to remain cordial and harmonious during the year. ITFL being an equal opportunity employer and has a well-defined and progressive diversity, equity and inclusion approach embracing all diversity parameters which includes gender, marital status, religion, race/caste, colour, age, ancestry, nationality, language, ethnic origin, socio-economic status, physical appearance, disability, gender identity and/or expression and any other category protected by applicable law. The Company has a strength of 263 employees as on 31st March 2026 (256 employees as on 31st March 2025).

DETAILS OF SIGNIFICANT CHANGES IN KEY FINANCIAL RATIOS, ALONG-WITH DETAILED EXPLANATIONS:

Key Financial Ratios	FY 2025-26	FY 2024-25	Change %	Remarks
Debtors' Turnover (in times)	1.56	1.33	17.72	Increase in the Trade Receivables has resulted in a higher Trade Receivables Turnover Ratio
Inventory Turnover (in times)	3.00	2.52	19.12	Not Applicable
Interest Coverage Ratio (in times)	1.91	(0.10)	20.10	Increase in the Interest Coverage Ratio has resulted in growing profitability and successful debt reductions
Current Ratio (in times)	1.77	1.72	2.69	Increase in current Assets in the current year over the increase in current Liabilities
Debt Equity Ratio (in times)	0.45	0.47	(3.57)	There has been no significant change in the debt-equity ratio from the previous year.
Operating Profit Margin (%)	9.65	(0.62)	1656.45	Massive increase in the Operating Profit Margin has resulted drastically reduced its core operating costs
Net Profit Margin (%)	(1.30)	(12.52)	89.62	Significant increase in the Net Profit Margin has resulted in improved cost control, successful premium pricing strategies and the realization of economies of scale
Return on Net-worth (%)	(2.83)	(23.33)	87.92	Reduction of loss over the previous year has resulted in better ROE (%)

CAUTIONARY STATEMENT:

Readers are cautioned that this Management Discussion and Analysis along with the contents as stated in the Annual Report on describing our objective, projections, estimates and expectations may be "forward looking statements". When used in this discussion, the words "anticipate", "believe", "estimate", "intend", "will", and "expected" and other similar expressions as they relate to the Company or its business are intended to identify such forward looking statements, whether as a result of new information, future events, or otherwise are within the meaning of applicable laws, rules, regulations, etc. Actual results, performances or achievements and risks and opportunities could differ materially from those expressed or implied in such forward-looking statements. The important factors that would make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic and overseas markets, raw material prices, changes in the Governmental regulations, labor negotiations, tax laws and other statutes, economic development within India and the countries within which the Company conducts business and incidental factors. The Company undertakes no obligation to publicly amend, modify or revise any forward-looking statements on the basis of any subsequent developments, information or events. This report is prepared on the basis of public information available on website / report / articles etc. of various institutions. The following discussion and analysis should be read in conjunction with the Company's financial statements included herein and the notes thereto.

For and on behalf of Board of Directors

Indian Terrain Fashions Limited

sd/-

Venkatesh Rajagopal

Chairman & Whole-time Director

DIN: 00003625

sd/-

Charath Ram Narsimhan

Managing Director & CEO

DIN: 06497859

Date: 01st August, 2026

Place: Chennai







CORPORATE GOVERNANCE REPORT

In accordance with the Regulation 34(3) read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations" / "SEBI (LODR) Regulations, 2015"), as applicable, the report containing the details of Corporate Governance systems and processes at Indian Terrain Fashions Limited (ITFL) is as follows:

I. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Corporate Governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Your Company's Corporate Governance philosophy is based on transparency, accountability, values, and ethics, which forms an integral part of the Management's initiative in its ongoing pursuit towards achieving excellence, growth, and value creation. Your Company is committed to highest standards of Corporate Governance and disclosure practices to ensure that its affairs are managed in the best interest of all stakeholders involves the balancing of interests of the stakeholders of a Company, Management, Customers, Suppliers, financiers, the Government and the Community.

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. Corporate governance encompasses practically every sphere of management, from action plans and internal controls to performance measurement and corporate disclosure. At ITFL, with a strong legacy of fair, transparent and ethical governance practices we ensure that the balance is maintained at all levels. We strive to enhance shareholder's value and protect the interest of the stakeholders by improving the corporate performance and accountability.

The Corporate Governance philosophy of your Company ensures transparency in all dealings and in the functioning of the management and the Board. These policies seek to focus on enhancement of long-term shareholder value without compromising on integrity, social obligations and regulatory compliances. The Company operates within accepted standards of propriety, fair play and justice and aims at creating a culture of openness in relationships between itself and its stakeholders. ITFL follows a traditional and holistic approach in delivering accountability to all its stakeholders.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and Regulation 46(2)(b) to (i) of SEBI Listing Regulations, as applicable, with regard to Corporate Governance except for the one stated otherwise in this Report.

II. BOARD OF DIRECTORS:

The Board of Directors along with its Committees, provides leadership and guidance to the Management and directs and supervises the performance of the Company, thereby enhancing stakeholder value. The Board has a fiduciary relationship in ensuring that the rights of all stakeholders are protected. ITFL has ensured the presence of an active and Independent Board to ensure the highest standards of Corporate Governance. The Company, as on the date of this report has in all 6 (six) Directors with considerable professional experience in divergent areas connected with corporate functioning. The Board comprises of 2 Executive Directors, 3 Non-Executive Independent Directors and 1 Non-Executive Non-Independent Director. The Independent Directors in the Board are competent and highly respected professionals from their respective fields and have vast experience, which enables them to contribute effectively to the company. The Company's Board has an optimum combination of both Executive and Non-Executive Directors including a Woman Independent Director.

As stated in the Board's Report, during the Financial Year 2025-26, the following were the compositions of the Board:

A. Board Composition and Category of Directors as on 31st March 2026:

SI No	Name of Directors	DIN	Designation	Category
1	Mr. Venkatesh Rajagopal	00003625	Chairman and Whole-Time Director	Promoter Executive
2	Mrs. Rama Rajagopal	00003565	Non-Independent Director	Promoter – Non-Executive
3	Mr. Charath Ram Narsimhan	06497859	Managing Director & CEO	Executive
4	Mrs. Nidhi Reddy	00004081	Independent Director	Non-Executive
5	Mr. Tarique Ansari	00101820	Independent Director	Non-Executive

Mrs. Rama Rajagopal is the wife of Mr. Venkatesh Rajagopal. None of the other Directors are related inter-se.

The details of the shareholding of the Directors are provided in the Annual Return in Form MGT - 7 in the weblink <https://www.indianterrain.com/pages/investor-information>

The Composition of the Board and the number of Directorships is in conformity with Regulation 17, and 26(1) of SEBI Listing Regulations and as per the provisions of Companies Act, 2013 and the limits of the Directorships of the Directors are within the stipulated requirements as per SEBI Listing Regulations except for the one stated otherwise in this Report.

During the FY 2025-26, Mr. P S Raghavan (DIN: 07812320), Non-Executive Independent Director demised on 24th November 2025. Subsequently, the Company has ensured compliance by inducting Mr. Suresh Jandhyala (DIN: 10664467) Independent Director on 21st April 2026, to comply with the composition and quorum requirements. Pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 21st April 2026 recommended to the Shareholders for approval of the appointment of Mr. Suresh Jandhyala (DIN: 10664467) as Additional Director in the category of Non – Executive, Independent Director in the Board of the Company with effect from 21st April 2026 for a period of five consecutive years. Subsequently, it was approved through Postal Ballot by the Shareholders of the Company by Special Resolution through e-Voting process which ended on 28th May 2026 and the results of the e-voting declared on 29th May 2026.

Pursuant to the provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Schedule V, Part C (2) (i), the Board of Directors of the company hereby confirm that in the opinion of the Board, the Independent Directors fulfill the conditions specified under Regulation 16(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and are independent of the Management. A formal letter of appointment has been issued to the Independent Directors and the same is also hosted on the website of the Company at <https://www.indianterrain.com/pages/investor-information>.

B. Board Meetings:

The Board meets at regular intervals to discuss and decide on the Company/ Business Policy and Strategy apart from other Board businesses. The Notice along with the Agenda of the Board meetings are given well in advance to all the Directors and the Board Meetings held during the Financial Year were held through Physical Meeting and/or Video Conferencing & other Audio Visual means.

The Agenda for the Meeting covers items set out as per the guidelines in SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 to the extent it is relevant and applicable. The agenda includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision. Where it is not practicable to attach any document to the agenda, it is placed before the meeting with specific reference to this effect.

During the financial year ended 31st March 2026, four (4) Board Meetings were held and the maximum interval between any two meetings was well within the maximum allowed gap of 120 days. The details of the Board Meetings held are given below:

Date	Board Strength	No. of Directors Present
27 th May 2025	6	6
12 th August 2025	6	6
10 th November 2025	6	5
05 th February 2026	5	5

C. Attendance of Directors at Board Meetings, last Annual General Meeting and number of other Directorship(s) and Chairmanship(s) / Membership(s) of Committees of each Director in various Companies:

S. No.	Name of Directors	Attendance at meetings during financial year 2025-26		Number of Directorships in other Companies as on 31 st March 2026 (excluding ITFL)	No. of Membership(s)/ Chairmanship(s) of Audit and Stakeholders Relationship Committee(s) in other Public Companies as on 31 st March 2026 (excluding ITFL)	
		Board meetings	Attendance at the last AGM		Membership	Chairmanship
1	Mr. Venkatesh Rajagopal	4/4	Yes	1	---	---
2	Mrs. Rama Rajagopal	4/4	No	1	---	---
3	Mr. Charath Ram Narsimhan	4/4	Yes	---	---	---
4	Mr. P S Raghavan*	3/3	Yes	NA	NA	NA
5	Mr. Tarique Ansari	4/4	Yes	10	---	---
6	Mrs. Nidhi Reddy	3/4	No	---	---	---

*demised on 24th November 2025

Names including separately the names of the listed entities where the person is a director and the category of directorship:

S. No.	Name of Directors	No. of Directorship in Listed entities Board as on 31 st March, 2026	Name of Listed entity	Category of Directorship held
1	Mr. Venkatesh Rajagopal	1	Celebrity Fashions Limited	Non-Executive - Non Independent Director
2	Mrs. Rama Rajagopal	1	Celebrity Fashions Limited	Executive Director
3	Mr. Charath Ram Narsimhan	---	NA	NA
4	Mr. P S Raghavan*	1	Carborundum Universal Limited	Independent Director
5	Mr. Tarique Ansari	--	NA	NA
6	Mrs. Nidhi Reddy	--	NA	NA

*demised on 24th November 2025

D. Profile of the Directors:

The brief profile of the Board of directors is given below who were the Directors of the Company as on 31st March 2026:

Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman and Whole Time Director:

Mr. Venkatesh Rajagopal is the Executive Chairman and Whole time Director of the Company. He holds B.A. Honors in Economics from Sri Ram College of Commerce, New Delhi and Master of Arts from Bangalore University. He has expertise knowledge in specific functional areas like Managerial, Financial, Marketing and Administration. He joined the Indian Police Service during the year 1979 and served the nation for a decade. During the year 1988, he quit the Indian Police Service and entered into the business of garment exports. He served as a Member of the Young President Organization, Madras Chapter. Mr. Venkatesh Rajagopal served as a Member of a Social Organization called Round Table for 8 years till 1998. He was associated in organizing the International conference of Round Tables in 1996, in Chennai in the capacity as Vice Chairman of the conference.

Mrs. Rama Rajagopal (DIN: 00003565) – Non-Executive Non-Independent Director:

Mrs. Rama Rajagopal, holds a Post Graduate Degree in Economics from Bangalore University. She has been the Executive Director of Indian Terrain Fashions Limited since 29th September 2009. She was subsequently re-designated as Non-Executive Non-Independent Director w.e.f 10th November 2021. She has an expertise in General Management and Administration

Mr. Charath Ram Narsimhan (DIN: 06497859) – Managing Director & Chief Executive Officer:

Mr. Charath Ram Narsimhan holds a Bachelor's degree from IIT and PGDBM (Finance) from IIM – Lucknow. Having over two decades of rich experience in garment industries, his expertise area includes Managerial, Financial, Commercial, Systems and Administration.

Mrs. Nidhi Reddy (DIN – 00004081) – Independent Director:

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.

Mr. Tarique Ansari (DIN – 00101820) – Independent Director:

Mr. Tarique Ansari, an ex - Managing Director and Chairman at Next Mediaworks Limited (formerly Mid day Group) is also the founder of "India's most Attractive Radio Brand "Radio One 94.3" in the year 1999 which was among the first private players to venture into private premium FM Brand in top metro cities. Currently, he is on the board of different Indian Companies.

E. Number of Shares and Convertible Instruments held by Non-Executive Directors as on 31st March 2026 and as on the date of this Report:

Name of Non-Executive Director(s)	No. of Shares held
Mrs. Rama Rajagopal	83,66,930
Mrs. Nidhi Reddy	---
Mr. Tarique Ansari	---
*Mr. Suresh Jandhyala	---

* Appointed as Independent Director w.e.f 21st April 2026

F. Separate Independent Directors Meeting

The Company's Independent Directors met on 05th February 2026 without the presence of the Executive Directors. During the meeting, the Independent Directors inter-alia reviewed the performance of the non- Independent Directors, Board as a whole, and the Chairman after taking into the views of executive and non-executive Directors. They also assessed the quality, content and timeliness of flow of information between the Management and the Board that is necessary for the Board to effectively and reasonably perform its duties.



The Company confirms that in the opinion of the board, the independent directors fulfill the conditions specified in these regulations and are independent of the management.

Attendance of Independent Directors at the meeting held on 05th February 2026 is given hereunder:

Name of the Independent Director(s)	Whether Present
Mr. Tarique Ansari	Yes
Mrs. Nidhi Reddy	Yes

G. Familiarization Programme:

The Company has a familiarization programme for the Independent Directors. At the time of appointing new Non-Executive Independent Directors, a formal letter of appointment is given to them, which explains their role, function, duties and responsibilities in the Company. The Executive Directors provide an overview of the Company's business operations to the new Non-Executive Directors/ Independent Directors. The New Director is also explained in detail the compliance required from him under the Companies Act, the Listing Regulations and other various statutes. Further on an ongoing basis as a part of the Agenda of the Board meeting and the Committee meeting, presentations are regularly made to the Independent Directors on various matters inter alia covering the Company's business and operations, industry strategy, finance and other relevant matters. The details of the Familiarization program for Director are available on the website link: <https://www.indianterrain.com/pages/investor-information>

H. Skills/Expertise/Competencies of the Board of Directors:

The Board Members are equipped with varied experience and also possess the required skills that allows them to make effective contribution to the Board and its Committees and following details mentioned as on 31st March 2026:

Skill	Description
Leadership/ Strategy	Experience in Leadership roles and industry expertise which help in strategic planning, effective decision making and risk management.
Global Business	Experience in driving business success/ dynamics in markets around the world, understanding of various Geographical Markets, Industry verticals and regulatory jurisdictions.
Apparel / Textile / Retail Industry	Widespread knowledge in Apparel / Textile / Retail Industry and technical knowledge of the Industry's process.
Sales and Marketing	Well versed in developing strategies to grow sales and increase the market share and enhance the Organisation's reputation.
Finance	Financial expertise resulting in proficiency in complex financial management and capital allocation and a strong ability to assess financial impact of decision making and ensure profitable and sustainable growth.
Technology	Technology expertise resulting in knowledge of creation of new business models.
Regulatory	Strong Knowledge and expertise in Corporate Law and other regulatory compliances including Industry specific Laws.

Name of Director(s)	Leadership / Strategy	Global Business	Apparel / Textile / Retail Industry	Sales and Marketing	Finance	Technology	Regulatory
Mr. Venkatesh Rajagopal	✓	✓	✓	✓	✓	✓	✓
Mrs. Rama Rajagopal	✓	✓	✓	✓	✓	✓	✓
Mr. Charath Ram Narsimhan	✓	✓	✓	✓	✓	✓	✓
* Mr. P S Raghavan	✓	✓	✓	✓	✓	✓	✓
Mrs. Nidhi Reddy	✓	✓	✓	✓	✓	✓	✓
Mr. Tarique Ansari	✓	✓	✓	✓	✓	✓	✓

* demised on 24th November 2025

III. COMMITTEES OF THE BOARD

The Board of Directors have set up Committees as applicable to the Company to deal with specific areas / activities as mandated by the applicable regulations. The Board clearly defines the role of each committee and the Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee Meetings. The minutes of the meetings of all Committees are placed before the Board for review. The Board has established the following committees

(i) Audit Committee:

The constitution and terms of reference of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and Regulation 18 of SEBI (LODR) Regulations.

The Company has a qualified and independent Audit Committee comprising of Non-Executive Independent Directors and an Executive Director. The Chairman of the Committee is an Independent Director.

Terms of Reference in brief:

The terms of reference of the Audit Committee covers the areas mentioned in Section 177 of the Act and Regulation 18 read with Part C of Schedule II to the Listing Regulations. The terms of reference of the Audit Committee, inter-alia are as follows:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- Recommendation for appointment, remuneration and terms of appointment of statutory auditors including cost auditors, if applicable, of the Company.
- Review of quarterly / half-yearly / annual financial statements with reference to changes, if any in accounting policies and reasons for the same.
- Major accounting entries involving estimates based on exercise of judgment by management, and significant adjustments made in the financial statements, if any arising out of audit findings.
- Reviewing and monitoring the auditor's independence, performance and effectiveness of audit process.
- Reviewing, with the management, the performance of statutory auditors and internal auditors, and adequacy of internal control systems.
- Formulating the scope, functioning, periodicity and methodology for conducting internal audit.
- To review the functioning of the Whistle Blower Mechanism.
- Approval of appointment of Chief Financial Officer after assessing qualifications, experience, background, etc. of the candidate.

- Scrutiny of inter-corporate loans and investments.
- Evaluation of internal financial controls and risk management systems.

The Audit Committee also looks into the matters as are specifically referred to it by the Board of Directors besides looking into the mandatory requirements of SEBI Listing Regulations and provisions of Section 177 of the Companies Act, 2013.

Composition and Attendance:

The composition of the committee and Chairman and the Members of the Committee as on 31st March 2026 are as under:

Name of Member(s)	Designation	Attendance
Mr. Tarique Ansari,	Chairman, Independent Director	4 / 4
*Mr. P S Raghavan	Member, Independent Director	3 / 4
Mr. Charath Ram Narsimhan	Member, Executive Director	4 / 4
**Mrs. Nidhi Reddy	Member, Independent Director	1 / 1

* demised on 24th November 2025

** Inducted in the Audit Committee w.e.f. 29th January 2026

During the Financial Year 2025-26, four (4) meetings of the Audit Committee were held on 27th May 2025, 12th August 2025, 10th November 2025 and 05th February 2026. The maximum time gap between any of the two consecutive meetings was not more than 120 days. The necessary quorum was present in all the meetings.

Mr. Sainath Sundaram, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

(ii) Nomination and Remuneration Committee:

The Nomination and Remuneration Committee of the Company is constituted as per the provisions of Regulation 19 of SEBI (LODR) Regulations and Section 178 of the Companies Act, 2013.

Terms of Reference in brief:

The terms of reference of the Nomination & Remuneration Committee (NRC) covers the areas mentioned in Section 178 of the Act and Regulation 19 read with Part D (A) of Schedule II to the Listing Regulations. The terms of reference of the NRC, inter-alia are as follows:

- Identification of persons who are qualified to become Directors and who may be appointed to Senior Management in accordance with the criteria laid down and recommend to the Board their appointment and renewal.
- Evaluating the performance of the Directors and providing necessary reports to the Board for further evaluation and consideration.
- Recommending to the Board on remuneration to the Directors, KMP's and SMP's of the Company.
- Retaining, motivating and promoting talent amongst the employees and ensuring long term sustainability of talented personnel by creation of competitive advantage through a structured talent review.

The composition of the Nomination and Remuneration Committee and attendance of members are given below:

Composition and Attendance:

The Chairman and the Members of the Committee as on 31st March 2026 are as under:

Name of Member(s)	Designation	Attendance
Mr. P. S. Raghavan*	Chairman, Independent Director	1/2
Mr. Tarique Ansari	Member, Independent Director	2/2
Mrs. Nidhi Reddy	Member, Independent Director	2/2

* demised on 24th November 2025

Two (2) meetings of the Nomination and Remuneration Committee were held on 12th August 2025 and 05th February 2026.

Mr. Sainath Sundaram, Company Secretary & Compliance Officer of the Company acts as the Secretary to the Committee.

Performance Evaluation

The Nomination and Remuneration Committee has devised criteria for evaluation of the performance of the Directors including the Independent Directors. The criteria for Board evaluation cover the areas relevant to their functioning and is in compliance with the applicable laws and regulations. Pursuant to the provisions of the Companies Act, 2013 and Regulation 17 of SEBI (LODR) Regulations, the Board had carried out an annual evaluation of its own performance, the directors individually and of the committees of the Board.

The Performance evaluation criteria for Independent Directors covers various evaluation factors viz. qualifications, experience, knowledge and competency, fulfillment of functions, ability to function as a team, initiative, availability and attendance, commitment, contribution, integrity, independence, independent views and judgement, etc.

Remuneration Policy

The policy on directors' appointment and remuneration, including criteria for determining qualifications and making payments, positive attributes, independence of a director and other matters, as required under Section 178(3) of the Companies Act, 2013, can be viewed on the Company's website at <https://www.indianterrain.com/pages/investor-information>. There has been no change in the policy since the last financial year. We affirm that the remuneration paid to the directors is as per the terms laid down in the remuneration policy of the Company. The Committee has also devised a Board Diversity policy vide <https://www.indianterrain.com/pages/investor-information> which has been approved by the Board.

Directors Remuneration:

Details of Remuneration paid to the Executive Directors during the Financial Year 2025-26 are mentioned below:

(₹ In Lakhs)				
Name of the Director	Salary	Perquisites / Bonus / PF	Profit based commission	Total
Mr. Venkatesh Rajagopal	96.00	0.39	---	96.39
Mr. Charath Ram Narsimhan	72.00	0.28	---	72.28

The remuneration to the above directors is paid in accordance with Section 197 read with Schedule V to the Companies Act, 2013. The tenure of office of the Chairman, Managing Director and Whole Time Directors is for a period of three years from the date of their respective appointments. The Company is not paying any Performance linked incentives to its Directors. The service



contract and the notice period of the Executive Directors are as per the terms of appointment. There is no separate provision for payment of severance fees. The Company has not allotted any shares through Stock option / Sweat Equity.

In addition to the above, the Executive Directors shall be entitled to suitable Mediciam policy for hospitalization and reimbursement of all actual medical expenses for themselves and their family to the extent not reimbursed under Mediciam policy. They shall be entitled to telephone, fax and other communication facilities at their residence at company's cost. They are entitled to a car fully maintained by the Company with drivers for company's purpose. They shall also be entitled to reimbursement of all actual expenses or charges, including travel, entertainment and other out of pocket expenses incurred by them for and on behalf of the Company, in furtherance of its business and objects. But they will not be entitled to any sitting fee for attending the meetings of the Board or of any Committees thereof.

The Nomination and Remuneration Committee considered various parameters during his tenure of office which, inter alia, includes, the increased scale of operations of the Company and increased involvement of the Chairman and Managing Director into the day to day operations for the overall growth of the Company especially in respect of exploring new domestic markets, deeper penetration of existing markets, enhancing brand value through various initiatives, financial growth of the Company, etc.

The Non-Executive Independent Directors are entitled to sitting fees for attending the Board meetings.

Sitting fees paid to the Non-Executive Directors during 2025-26

(₹ In Lakhs)

Name of the Non-Executive Director	Sitting Fee
Mrs. Rama Rajagopal	2.60
Mr. P. S. Raghavan*	3.95
Mr. Tarique Ansari	5.85
Mrs. Nidhi Reddy	3.85

* demised on 24th November 2025

The payment of sittings fees to the Non-Executive Directors is within the limits as prescribed under the Companies Act, 2013.

(iii) Stakeholders Relationship Committee:

The constitution and terms of reference of the Stakeholders Relationship Committee are in accordance with and covers all the matters specified under section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. The said committee consists of Executive/Independent Directors and the Committee redresses the Shareholders' grievances.

Composition and Attendance:

The Chairman and the Members of the Committee as on 31st March 2026 are as under:

Name of Member(s)	Designation	Attendance
Mrs. Nidhi Reddy	Chairperson, Independent Director	1 / 1
Mr. Venkatesh Rajagopal	Member, Executive Director	1 / 1
Mr. Charath Ram Narsimhan	Member, Executive Director	1 / 1

As required by the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, Mr. Sainath Sundaram is the Compliance Officer of the Company, who oversees the redressal of Investor grievances. The Stakeholders' Relationship Committee met once on 05th February 2026.

The Company had not received any complaints during the year. Further, there are no pending complaints as on 31st March 2026.

(iv) Corporate Social Responsibility Committee:

In compliance with Section 135 of the Companies Act 2013, the Board has constituted the Corporate Social Responsibility Committee. The terms of reference of the Committee inter alia consists of framing the CSR policy of the Company and reviewing it from time to time and ensuring effective implementation and monitoring of CSR activities as per the approved policy, plans and budget.

The composition of the Corporate Social Responsibility Committee as on 31st March 2026 and the attendance of members are given below:

Name of Member(s)	Designation	Attendance
Mrs. Rama Rajagopal	Chairperson, Non-Executive Non-Independent Director	1 / 1
Mrs. Nidhi Reddy	Member, Independent Director	1 / 1
Mr. Venkatesh Rajagopal	Member, Executive Director	1 / 1
Mr. Charath Ram Narsimhan	Member, Executive Director	1 / 1

The Corporate Social Responsibility Committee met once on 05th February 2026.

Mr. Sainath Sundaram, Company Secretary & Compliance Officer of the Company and acts as the Secretary to the Committee.

(v) Risk Management Committee:

Though not mandatory under the SEBI Listing Regulations, the Risk Management Committee is constituted by the Company. Business Risk Evaluation and Management (BRM) is an ongoing process within the Organization. The Company has a robust risk management framework to identify, monitor and minimize risks as also identify business opportunities. The Committee consists of Mr. Venkatesh Rajagopal being the Chairman, Mrs. Rama Rajagopal and Mr. Charath Ram Narsimhan as Members.

The objectives and scope of the Risk Management Committee broadly inter-alia comprises:

- Oversight of risk management performed by the executive management;
- Reviewing the BRM policy and framework in line with local legal requirements and SEBI guidelines;
- Reviewing risks and evaluates treatment including initiating mitigation actions and ownership as per a pre-defined cycle;
- Defining framework for identification, assessment, monitoring, mitigation and reporting of risks. Within its overall scope as aforesaid, the Committee shall review risks trends, exposure and potential impact analysis and mitigation plan.

(vi) Independent Directors Meeting:

During the financial year ended 31st March 2026, the Independent Directors met once on 05th February 2026 without the presence of the Executive Directors and management personnel of the Company. Such meetings are conducted to enable Independent Directors to inter alia to discuss:

- Evaluation of the performance of the Non Independent Directors and the Board of Directors as a Whole;

(2) Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.

(3) Assess the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to perform its duties effectively and reasonably.

The evaluation of the Independent Directors was carried out by the entire Board and that of the Chairman and the Non-Independent Directors was carried out by the Independent Directors. The directors were satisfied with the evaluations.

All the Independent Directors were present at the Meeting viz. Mr. Tarique Ansari and Mrs. Nidhi Reddy

(vi) PARTICULARS OF SENIOR MANAGEMENT INCLUDING CHANGES IN SENIOR MANAGEMENT, IF ANY:

Name of the Senior management Person	Designation
Mr. Venkatesh Rajagopal	Executive Chairman & Whole-time Director
Mr. Charath Ram Narsimhan	Managing Director & CEO
Mr. Sheikh Sahenawaz	Chief Financial Officer
Mr. Sainath Sundaram	Company Secretary & Compliance Officer

There were no changes in the Senior Management during the Financial year ended 31st March 2026.

V. GENERAL BODY MEETINGS:

(i) Annual General Meeting:

The details of the special resolutions passed during the last three Annual General Meeting are as follows:

Year	Date	Time	Venue	Special Resolution(s) passed
2024-25	16 th AGM - 29 th September 2025	12:00 Noon IST	Held through Video Conferencing/ Other Audio Visual Means	(1) To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company
2023-24	15 th AGM - 06 th September 2024	12:00 Noon IST	Held through Video Conferencing/ Other Audio Visual Means	(1) Issuance of 14,27,145 Equity Shares on Preferential Basis to Promoter & Executive Chairman & Managing Director & CEO
2022-23	14 th AGM - 18 th September 2023	11:00 AM IST	Held through Video Conferencing/ Other Audio Visual Means	(1) To authorise the change in address of Registered Office

(ii) EGM:

There were no other General Meeting(s) during the Financial Year 2025-26.

(iii) Postal Ballot:

During the Financial Year 2025-26, no resolutions were passed through Postal Ballot

I. MEANS OF COMMUNICATION:

The Company promptly reports all material information including quarterly / half year and annual audited financial results to the Stock Exchange. All disclosures and communications to the National Stock Exchange of India Limited and BSE Limited are filed electronically through their designated portals.

The quarterly results are published in a leading Tamil (Tamil Murasu) & English (Business Standard) Newspaper having wide circulation. The said results are also hosted in the company's website <https://www.indianterrain.com/pages/investor-information>. Company has not given any other official news release or presentation to institutional investors or the analysts apart from the one which are informed to Stock Exchange.

The Company's website <https://www.indianterrain.com/pages/investor-information>, under the section of "investor information", contains all important public domain information including press release on financial results, various policies and codes framed/approved by the Board, presentations made to the media, analysts and institutional investors schedule, transcripts and audio recordings of earnings call with investors, matters concerning the shareholders, etc. The Company also has a designated exclusive e-mail id response.itfl@indianterrain.com for addressing investor services. All financial and other documents under the SEBI Listing Regulations are also communicated to the concerned stock exchanges, besides being placed on the Company's website.

II. GENERAL SHAREHOLDERS INFORMATION:

(a) Company Registration Details

Indian Terrain Fashions Limited was incorporated on 29th September 2009. The Corporate Identity Number allotted to the Company by the Ministry of Corporate Affairs is L18101TN2009PLC073017. The Registered Office of the Company is situated at Survey No 549/2 & 232 Plot No. 4, Thirukkachiur & Sengundram Industrial Area, Singaperumal Koil Post, Chengalpattu, Tamil Nadu - 603204.

(b) Annual General Meeting

The 17th Annual General Meeting (AGM) of the Company will be held on Wednesday, 09th September 2026 at 11:00 AM IST. through Video Conferencing/Other Audio Visual Means.

(c) Financial Year

The Company's Financial Year commences from 01st April and closes on 31st March and the Financial Statements of the Company from 01st April 2025 till 31st March 2026 forms part of this Annual Report.

(d) Book Closure

The Transfer books of the Company shall be closed from 03rd September 2026 till 09th September 2026 (both days inclusive).

(e) Dividend Payment Date:

The Company has not declared any dividend and hence this is not applicable.

(f) Bonus Shares:

The Company has not issued any Bonus Shares and hence this is not applicable.



(g) Listing on Stock Exchange:

Equity Shares of the Company are listed in BSE Limited having its registered office at 25th Floor, P J Towers, Dalal Street, Mumbai- 400 001 and National Stock Exchange of India Limited having its registered office at Exchange Plaza, 5th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai- 400 051.

(h) Payment of Annual Listing Fees/Custodian Fees:

Annual Listing Fee for the Financial Year 2025-26 and 2026-27 has been paid by the Company to BSE Limited and National Stock Exchange of India Limited. Annual Custody fee for the Financial Year 2025-26 and 2026-27 has also been paid by the Company to NSDL and CDSL.

(i) Registrar and Share Transfer Agents:

M/s. MUFG Intime India Private Limited

(previously known as M/s. Link Intime India Private Limited)

Address: C101, 1st Floor, 247 Park, L.B.S.Marg,

Vikhroli (West), Mumbai – 400083

Tel No.: +91 810 811 6767

Website: <https://in.mpms.mufg.com>

E-mail: rnt.helpdesk@in.mpms.mufg.com

(j) Share Transfer System

As on 31st March 2026, 99.99% of the equity shares of the Company are held in electronic form (for previous year i.e., 31st March 2025 it was 99.99%). Transfers of these shares are done through the depositories with no involvement of the Company.

SEBI vide its Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 07th May 2024 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form. The Board has delegated the authority to Stakeholders Relationship Committee for approving transfer, transmission, transposition, etc. which approves the transfer. The same is taken note of at the subsequent Board Meeting. During the year the Company has not received any physical Share transfer requests.

(k) Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in the BSE Limited and National Stock Exchange of India Limited in dematerialized form. 99.99% of the Company's equity share capital is in dematerialized form as on 31st March 2026. The Company's equity shares are regularly traded in BSE Limited and National Stock Exchange of India Limited.

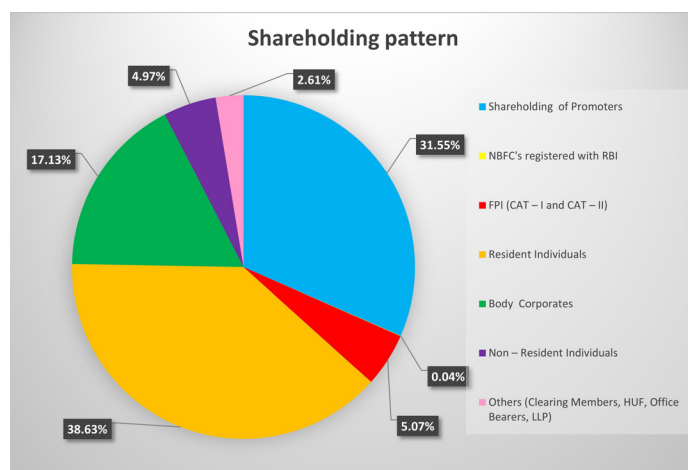
The details of mode of holding are as follows:

Mode of Holding	Number of Shares held as on 31 st March 2026	% of total Number of Shares as on 31 st March 2026
NSDL	2,22,39,777	43.8937
CDSL	2,84,26,470	56.1041
Physical	1,120	0.0022
Total	5,06,67,367	100.0000

(l) Outstanding GDRs/ ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on equity

The Company has not issued any GDRs or ADRs in the past and hence as on 31st March 2026, the Company does not have any Outstanding GDRs and ADRs. However, during the financial year, the Company had converted 49,48,537 Warrants into Equity Shares which was allotted on 31st March 2025. Pursuant to exercise of option to convert the entire 49,48,537 Warrants into Equity Shares by the allottees and accordingly these were allotted in the Board Meeting held on 27th May 2025 with which, effective the date of Board Meeting the Paid-up Equity Share Capital of the Company stood at ₹10,13,34,734/- comprising of 5,06,67,367 Equity Shares of ₹2/- each (from ₹9,14,37,660/- comprising of 4,57,18,830 Equity Shares of ₹2/- each). The additional information pertaining to the Conversion of Warrants into Equity Shares has been exhaustively covered in Boards' Report under the section "Share Capital" forming part of this Annual Report

(m) Categories of Shareholders as on 31st March 2026:



Category Code	Category	Shares	%
A (1)	Shareholding of Promoters	1,59,85,708	31.55%
B (1)	NBFC's registered with RBI	18,000	0.04%
B (2)	FPI (CAT – I and CAT – II)	25,67,964	5.07%
B (3) [(a) (i)] and [(a) (ii)]	Resident Individuals	1,95,73,327	38.63%
B (3) (e) (1)	Body Corporates	86,80,606	17.13%
B (3) e(6) and (7)	Non – Resident Individuals	25,18,459	4.97%
B (3) (e)(2) to (5)	Others (Clearing Members, HUF, Office Bearers, LLP)	13,23,303	2.61%
TOTAL [(A) + (B)]		5,06,67,367	100.00%

(n) Distribution of Shareholding by Size as on 31st March 2026:

No. of Shares held	No. of Shareholders	% of total Shareholders	No. of Shares held	% of total Shares held
Upto 500	17,883	82.30	20,61,621	4.07
501 - 1000	1,797	8.27	14,45,181	2.85
1001 - 2000	939	4.32	14,35,868	2.83
2001 - 3000	350	1.61	8,91,735	1.76
3001 - 4000	176	0.81	6,27,663	1.24
4001 - 5000	144	0.66	6,72,852	1.33
5001 - 10000	198	0.91	14,72,471	2.91
Above 10000	242	1.11	4,20,59,976	83.01
TOTAL	21,729	100.00	5,06,67,367	100.00

(o) Plant Locations

The Company does not have any in-house manufacturing facilities as on date. The warehouse facility of the Company is situated at Survey No. 549/2 & 232, Plot No 4 Thirukkachiur & Sengundram Industrial Area, Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu.

(p) Address for correspondence:

- Shareholder's correspondence should be addressed to the Company's Registrar and Share Transfer Agents at the address mentioned above.
- Shareholders may also contact Mr. Sainath Sundaram, Company Secretary & Compliance Officer, at the Registered Office of the Company at 044 – 4227 9100 for any assistance. He can also be contacted at secretarial@indianterrain.com
- Investors can also contact the Company at the designated exclusiveve-mail id response.itfl@indianterrain.com for quick responses and resolution to their queries and grievances.
- Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participant.

(q) List of Credit Rating:

During the year, the Company has got ratings from CRISIL as detailed below:

(i) On 13th June 2025

Total Bank Loan Facilities Rated	₹ 105 Crore
Long Term Rating	CRISIL BBB - (downgraded from CRISIL BBB/Stable)
Short Term Rating	CRISIL A3 (downgraded from CRISIL A3+)

(ii) On 16th March 2026:

Total Bank Loan Facilities Rated	₹ 105 Crore
Long Term Rating	CRISIL BBB – (Rating re-affirmed)
Short Term Rating	CRISIL A3 (Rating re-affirmed)

III. OTHER DISCLOSURES:

(a) Related Party Transactions:

During the year under review, there were no materially significant related party transactions having potential conflict with the interests of the Company. The Company has adopted a policy on determining the material related party transactions and dealing with the related party transactions and the same is available on the website of the Company and it can be viewed at <https://www.indianterrain.com/pages/investor-information>

(b) Compliance(s) of matters relating to Capital Market

The Company has complied with all applicable rules and regulations prescribed by Securities and Exchange Board of India (SEBI), stock exchanges (NSE & BSE), or any other statutory authority relating to the capital markets. No other non-compliance by the listed entity, penalties, and strictures were imposed on the listed entity by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years except for the ones mentioned below:



Financial Year	Particulars
2025-26	Pursuant to the demise of Mr. P S Raghavan on 24 th November 2025, that the Company had ensured compliance by inducting Independent Director on 21 st April 2026 to comply with the composition and quorum requirements (the due date being 24 th February 2026). The Company voluntarily had applied for Waiver Application with BSE and NSE on 27 th April, 2026 (NSE being the designated Exchange). The matter was placed before the Relevant Authority of the NSE and the Company had received a letter from NSE on 08 th July 2026, that the request for waiver of fines was not considered favourably and accordingly had levied a fine payable (inclusive of 18% GST) of ₹4,54,300. The Company had duly paid the said fine amount within due date.
2024-25	Nil
2023-24	Nil

(c) Whistle Blower Policy/Vigil Mechanism

The Company has established a Whistle Blower Policy/ Vigil Mechanism to provide an avenue to raise concerns. The mechanism provides for adequate safeguards against victimization of employees who avail of it, to which employees of the Company can raise their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The existence of the mechanism was appropriately communicated within the organization. No personnel of the Company have been denied access to the Audit Committee. The said policy has been posted on the Company's website at the following link: <https://www.indianterrain.com/pages/investor-information>

(d) Disclosure in relation to the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013

Pursuant to para 10(l) of Para C of Schedule V to the SEBI Listing Regulations, details of complaints received and disposed off during the year is as follows:

- Number of complaints filed during the year – Nil
- Number of complaints disposed off during the year – N.A.
- Number of complaints pending at the end of the year – N.A.

(e) Code of conduct:

The Company has adopted a Code of Conduct for all board members and senior management of the Company. The Code has been communicated to the directors and the members of the Senior Management of the Company. The code has been displayed on the Company's website namely www.indianterrain.com. All the members of the Board and senior management have confirmed compliance with the Code for the year ended, 31st March 2026. The annual report contains a declaration to this effect signed by the Managing Director & CEO. The Company has adopted a code of conduct for prevention of Insider Trading (Insider Trading Code) in accordance with the requirements of SEBI (Prohibition of insider trading) Regulations, 2015, as amended and the same is available in the website of the Company at <https://www.indianterrain.com/pages/investor-information>.

In compliance with the above SEBI regulations on Prevention of Insider Trading, the Company has instituted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with the shares of the Company and cautioning them of the consequences of violations.

The insider Trading code which is applicable to all directors and designated employees lays down guidelines and procedures to be followed and disclosures to be made while dealing in the securities of the Company and non-consequences of violation. Mr. Sainath Sundaram, Company Secretary is the Compliance Officer by the Board for ensuring compliance and effective implementation of the Insider Trading Code.

(f) Commodity price risk/Foreign exchange risk and Hedging activities:

The Company has adequate risk assessment and minimization system in place including for commodities. The Company does not have material exposure of any commodity and accordingly, no hedging activities for the same are carried out. Therefore, there is no disclosure to offer in terms of SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated 15th November 2018.

Commodity risks faced by the listed entity during the year and how they have been managed: **Not Applicable**

(g) Certificate from a Company Secretary in Practice

The Company has received a certificate from a Company Secretary in Practice stating that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority. The certificate from the Company Secretary in Practice is annexed to this report.

(h) Details of non-acceptance of recommendation of any Committee by the Board.

The Board has accepted the recommendations of all the Committees of the Board during the financial year 2025-26.

(i) Fees paid to Statutory Auditors

During the Financial Year 2025-26, the Company has paid ₹6.00 Lakhs (gross) to the Statutory Auditors for all services received by the Listed Entity detailed below:

(₹ in Lakhs)

Type of Service	Amount
Statutory Audit fees	4.00
Limited Review	1.00
Other Certifications	1.00
Total	6.00

(j) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements:

The Company has fully complied with all the mandatory requirements and has adopted certain non - mandatory requirements as prescribed in Part E of the Schedule II to the Regulation 27 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 which are as follows:

- The Company has appointed separate person to the post of Chairman and Managing Director.
- Modified opinion(s) in audit report : There was no qualification by the auditors on the financial statements of the Company.
- The internal auditor may report directly to the audit committee.
- Shareholder rights: The Company regularly does statutory filings as required under SEBI (LODR) Regulations, 2015 as amended and also updates the website of the Company on a regular basis. The financial results as and when approved by the Board are hosted on the investor column of the Company's website from which any shareholder can easily access and obtain the requisite information about the Company.

The Company has no subsidiary. Hence the requirement of Policy for determining "material" subsidiaries does not arise. The Policy on Materiality and Dealing with Related Party Transactions is available on our Company's website at <https://www.indianterrain.com/pages/investor-information>.

(k) Compliance

The Company has complied with all the mandatory requirements and with the requirements of Corporate Governance report given under sub-para (2) to (10) of the Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The quarterly compliance report has been submitted to the Stock Exchanges where the Company's equity shares are listed in the requisite format duly signed by the Company Secretary. Pursuant to Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company Secretary's Certificate regarding compliance of conditions of Corporate Governance is annexed to this report.

(l) Compliance with Governance Framework

The company has complied with all mandatory requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

(m) Risk Management

During the year, the risk assessment parameters were reviewed and modified, wherever needed. The audit committee reviewed the elements of risk and the steps taken to mitigate the risks. In the opinion of the Board, there are no major elements of risk which has the potential of threatening the existence of the Company. The Risk Management Policy can be viewed in the website of the Company at <https://www.indianterrain.com/pages/investor-information>

(n) Details of utilization of funds raised through preferential allotment or qualified institutional placement

(1) Issuance and allotment of 49,48,537 Warrants convertible into Equity Shares on Preferential basis

Sl No	Particulars	Details
1.	Mode of Fund Raising (Public Issues / Rights Issues / Preferential Issues / QIP / Others)	Preferential Issue – Allotment of 49,48,537 Warrants convertible into Equity Shares
2.	Date of Raising Funds	31 st March 2025 (Date of Allotment)
3.	Amount Raised	₹25,00,00,090/- (Rupees Twenty Five Crore and Ninety only)
4.	Report filed for Quarter ended	31 st March 2025 and 30 th June 2025
5.	Monitoring Agency	Not Applicable
6.	Monitoring Agency Name, if applicable	Not Applicable
7.	Is there a Deviation / Variation in use of funds raised	No
8.	If yes, whether the same is pursuant to change in terms of a contract or objects, which was approved by the shareholders	Not Applicable
9.	If Yes, Date of shareholder Approval	Not Applicable
10.	Explanation for the Deviation / Variation	Not Applicable
11.	Comments of the Audit Committee after review	Nil
12.	Comments of the auditors, if any	Nil
13.	Objects for which funds have been raised and where there has been a deviation, in the following table	Detailed below

Original Object	Modified Object, if any	Original Allocation	Modified allocation, if any	Funds Utilised	Amount of Deviation / Variation for the quarter according to applicable object	Remarks if any
Deployment towards working capital requirements and General Corporate Purpose	-	₹ 25,00,00,090/-	-	₹ 25,00,00,090/-	Nil	Nil

Deviation or variation could mean:

- (a) Deviation in the objects or purposes for which the funds have been raised or;
- (b) Deviation in the amount of funds actually utilized as against what was originally disclosed or;
- (c) Change in terms of a contract referred to in the fund raising document i.e. prospectus, letter of offer, etc.

Remarks:

(i) Pursuant to requisite provisions as laid down in the SEBI (Issuance of Capital and Disclosure Requirements) Regulations, 2018 out of overall issue of ₹ 25,00,00,090/-, the receipt of an amount aggregating to ₹ 18,70,00,045/- (74.80% consideration upfront of Issue Size) was approved vide circular resolution of the Board of Directors of the Company on 31st March 2025 considering the allotment of 49,48,537 Convertible Warrants on preferential basis to certain identified non-promoter persons / entity ("Allottees"). The details of the remaining 25.20% amounting to ₹ 6,30,00,045/- were received in the month of April / May 2025 and accordingly pursuant to the option exercised by the Allottees the entire said Warrants were converted into Equity Shares and were allotted to them in the Board Meeting held on 27th May 2025;

(ii) The entire proceeds of the preferential issue, which were received during the 4th quarter of Financial Year 2024-25 (initial subscription) and 1st quarter of Financial Year 2025-26 (balance subscription) were fully utilized as mentioned in the table hereinabove and which have been duly taken note at the Audit Committee and Board Meeting held on 12th August 2025 and accordingly this Statement were discontinued from the beginning of 2nd quarter of Financial Year 2025-26 as the same were no longer required for reporting purposes.

(o) Issue of Securities:



During the year, the Company has issued Securities.

1. Issuance and allotment of 49,48,537 Warrants convertible into Equity Shares on Preferential basis

(p) Disclosure by listed entity and its subsidiaries of "Loans and advances" in loans to firms/companies in which directors are interested by name and amount: Nil

(q) Unclaimed Suspense account:

During the Financial Year 2025-26, the following are the details of the Shares lying in the said Account pursuant to Part F to Schedule V of SEBI Listing Regulations:

Particulars	Details
Aggregate number of shareholders and the outstanding shares in the suspense account lying at the beginning of the year (i.e. 01 st April 2025)	Nil
Number of shareholders who approached listed entity for transfer of shares from suspense account during the Financial Year 2025-26	Nil
Number of shareholders to whom shares were transferred from suspense account during the Financial Year 2025-26	Nil
Aggregate number of shareholders at the end of the year (i.e. 31 st March 2026)	Nil
Outstanding shares in the suspense account lying at the end of the year (i.e. 31 st March 2026)	Nil

The voting rights on these shares shall remain frozen till the rightful owner of such shares claims the shares.

(r) Transfer of Unpaid/ Unclaimed Amounts and Shares to the Investor Education and Protection Fund

Pursuant to the provisions of Section 124(5) of the Act, if the Dividend transferred to the unpaid dividend account of the company, remains unpaid or unclaimed for a period of seven years from the date of such transfer then such unclaimed or unpaid dividend shall be transferred by the company to the Investor Education and Protection Fund (IEPF), a fund established under subsection (1) of Section 125 of the Act. The Company has not transferred any amount to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26.

In terms of Section 124(6) of the Act read with rule 6 of the Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016, (as amended from time to time) the shares on which dividend has not been paid or claimed by a shareholder for a period of 7 consecutive years or more shall be credited to the demat account of the Investor Education and Protection Fund (IEPF) Authority within a period of 30 days of such shares becoming due to be so transferred. The Company has not transferred any amount to the Investor Education and Protection Fund (IEPF) during the Financial Year 2025-26.

However, for informational purposes, the claim on Unclaimed Dividend/ Shares may be claimed from IEPF by submitting an online application in the prescribed Form No. IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same, duly signed, to the company along with requisite documents as mentioned in Form IEPF-5. No claims shall lie against the company in respect of the Unclaimed Dividend/Shares so transferred does not arise.

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

sd/-
Venkatesh Rajagopal
Chairman & Whole-time Director
DIN: 00003625

sd/-
Charath Ram Narsimhan
Managing Director & CEO
DIN: 06497859

Date: 01st August, 2026
Place: Chennai

DECLARATION PURSUANT TO CLAUSE D OF SCHEDULE V TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Charath Ram Narsimhan, Managing Director & CEO of Indian Terrain Fashions Limited, declare that all the Members of the Board of Director and Senior Management have affirmed compliance with the ITFL Code of Conduct for the Financial Year ended 31st March 2026.

For Indian Terrain Fashions Limited

Date: 01st August, 2026
Place: Chennai

sd/-
Charath Ram Narsimhan
Managing Director & CEO
DIN: 06497859



INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members

INDIAN TERRAIN FASHIONS LIMITED

We have examined the compliance of conditions of Corporate Governance by Indian Terrain Fashions Limited ("the Company") for the year ended 31st March, 2026, as stipulated in regulations 17 to 27 and clauses (b) to (i) of regulation 46(2) and para C and D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations").

We state that the compliance of conditions of Corporate Governance is the responsibility of the management, and our examination was limited to a review of the procedures adopted and implementation thereof, by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management. We certify that the company has complied with the conditions of Corporate Governance as stipulated in the aforesaid provisions of the Listing Regulations expect for the following:

Non-compliance with Regulation 17(1) & 19(1)/(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the financial year under review, a casual vacancy arose in the office of Independent Director due to the demise of Mr. P. S. Raghavan (DIN:07812320) on 24th November 2025. The vacancy was not filled within the prescribed period under Regulation 17(1) of the SEBI LODR Regulations, resulting in non-compliance with the Board composition requirements from 25th February 2026 to 31st March 2026. Further, the Nomination and Remuneration Committee was not reconstituted during the said period, and accordingly, its composition was not in compliance with Regulation 19 of the SEBI LODR Regulations as on 31st March 2026.

However, the same were rectified and complied by the Company w.e.f 21st April 2026 by inducting Mr. Suresh Jandhyala (DIN: 10664467), as Independent Director of the Company and accordingly the requirements for composition of the Board along with the re-constitution of the Nomination and Remuneration Committee were fulfilled on the said date i.e. 21st April 2026

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BP & Associates
Company Secretaries
Peer Review 7014/2025

K. J. Chandra Mouli
Partner
FCS: 11720|CP No: 15708
UDIN: F011720H000996792

Place : Chennai
Date : 01st August, 2026



CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To,
The Members,
Indian Terrain Fashions Limited,
Survey No 549/2 & 232 Plot No.4,
Thirukkachiyur & Sengundram Industrial Area
Singaperumal Koil, Chettipunniam, Kanchipuram,
Chengalpattu, 603204.

We have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of INDIAN TERRAIN FASHIONS LIMITED having CIN: L18101TN2009PLC073017 and having registered office at Survey No 549/2 & 232 Plot No.4, Thirukkachiyur & Sengundram Industrial Area Singaperumal Koil, Chettipunniam, Kanchipuram, Chengalpattu, 603204 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 31st March, 2026 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sl No.	Name of the Director	DIN	Date of Appointment in the Company *
1.	Mr. Charath Ram Narsimhan	06497859	08/08/2018
2.	Mr. Venkatesh Rajagopal	00003625	29/09/2009
3.	Mrs. Nidhi Reddy	00004081	11/02/2021
4.	Mrs. Rama Rajagopal	00003565	01/10/2013
5.	Mr. Tarique Khalid Ansari	00101820	01/04/2024

* The date of appointment is as per the MCA Portal.

Ensuring the eligibility of for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For BP & Associates
Company Secretaries
Peer Review No: 7014/2025

Place : Chennai
Date : 01st August, 2026

K. J. Chandra Mouli
Partner
Peer Review No. P2015TN040200
M No: F11720
CP No: 15708
UDIN: F011720H00099781

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X





INDEPENDENT AUDITOR'S REPORT

TO THE MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED

REPORT ON THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

OPINION

We have audited the accompanying Standalone Financial Statements of INDIAN TERRAIN FASHIONS LIMITED ("the Company"), which comprises the Balance Sheet as at 31st March 2026, the Statement of Profit and Loss (including Other Comprehensive Loss), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of material accounting policies and other explanatory information (hereinafter referred to as "the Standalone Financial Statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, ("Ind AS") and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2026, the loss and total comprehensive loss, changes in equity and its cash flows for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Standalone Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the Standalone Financial Statements under the provisions of the Companies Act, 2013 and the Rules there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Standalone Financial Statements of the current period. These matters were addressed in the context of our audit of the Standalone Financial Statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

A) Contingent Liability: Assessment of Provisions for taxation, litigations and claims: As of 31st March 2026, the Company had a provision in respect of possible or actual taxation disputes, litigation and claims to the tune of ₹12.18 crores. These provisions are estimated using a significant degree of management judgment in interpreting the various relevant rules, regulations and practices and in considering precedents in various forums. Refer Note No. 40 in Financial Statements.	Our procedures included, but were not limited to the following: Obtain details of completed Tax Assessments and Demands for the year ended 31st March 2026 from the Management. Assessed the adequacy of Tax Provisions by reviewing correspondence with the Tax Authorities. Assessed the view of the External Advisors regarding the likely outcome and magnitude of and exposure to the relevant litigation and claims. Our Internal Experts also considered Legal precedence and other rulings in evaluating Management's position on these uncertain tax positions. Our audit procedure did not identify any material discrepancies with respect to Contingent Liabilities.
B) Existence and impairment of Trade Receivables Trade Receivables are significant to the Company's financial statements. The Collectability of trade receivables is a key element of the Company's working capital management, which is managed on an ongoing basis by its management. Due to the nature of the Business and the requirements of customers, various contract terms are in place which impacts the timing of revenue recognition. Given the magnitude and judgment involved in the impairment assessment of trade receivables, we have identified this as a key audit matter. As at 31st March 2026, an amount of Rs.247.51 crores are classified as "Receivables considered good and unsecured." Refer Note No. 7 of the Financial Statements.	We performed audit procedures on existence of trade receivables, which included substantive testing of revenue transactions, obtaining trade receivable external confirmations and testing the subsequent payments received. Assessing the impact of trade receivables requires judgment and we evaluated management's assumptions in determining the provision for impairment of trade receivables, by analyzing the ageing of receivables, assessing significant overdue individual trade receivables and specific local risks, combined with the legal documentations, where applicable. We tested the timing of revenue and trade receivables recognition based on the terms agreed with the customers. We also reviewed, on a sample basis, terms of the contract with the customers, invoices raised, etc., as a part of our audit procedures. Assessed the appropriateness of the disclosures made in Note No. 7 to the Financial Statements. Our Audit Procedures did not identify any material discrepancies with respect to Trade Receivables.
C) Inventory: Management judgment is required to establish the carrying value of inventory particularly in relation to determining the appropriate level of provisions in relation to obsolete and Surplus items. The judgment reflects that inventory is held to support Company's operations which results in the Company holding inventory for extended periods before utilization.	Physical Verification of inventory was conducted by the management and necessary certificates have been produced evidencing the inventory check. Auditors did not participate in the Physical Verification of Inventory. Audit procedures include testing the inventory provisions, we assessed the management control and estimation of inventory provisions and their appropriateness. Future salability of inventory was assessed based on past track records. Based on the audit procedure performed, no material discrepancies were identified.

D) Adoption of IND AS 116 – Leases

As described in Note 2A to the financial statements, the Company has adopted Ind AS 116 - Leases (Ind AS 116). The application of this accounting standard is complex and is an area of focus in our audit.

The Company has opted for Practical Expedient for the Year ended 31st March 2026.

As per Ind AS 116 the Lessee may opt not to account change in lease payment due to Rent Concession as a Lease Modification by Opting for Optional Exemption

Ind AS 116 introduces a new lease accounting model, wherein lessees are required to recognize a right-of-use (ROU) asset and a lease liability arising from a lease on the balance sheet. The lease liabilities are initially measured by discounting future lease payments during the lease term as per the contract/ arrangement. Adoption of the standard involves significant judgements and estimates including, determination of the discount rates and the lease term. Additionally, the standard mandates detailed disclosures in respect of transition.

Refer Note - 2A of financial statements.

Our audit procedures on adoption of Ind AS 116 include:

- Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116).
- Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business.
- Evaluated the reasonableness of the discount rates applied in determining the lease liabilities.
- Tested completeness of the lease data by reconciling the Company's operating lease commitments to data used in computing ROU asset and the lease liabilities.

On a statistical sample, we performed the following procedures:

- assessed the key terms and conditions of each lease with the underlying lease contracts; and
 - evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.
- Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITORS' REPORT THEREON

The Company's management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's Annual Report but does not include the financial statements and our report thereon.

Our opinion on the Standalone Financial Statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the Standalone Financial Statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Standalone Financial Statements, or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

MANAGEMENT'S RESPONSIBILITY FOR THE STANDALONE FINANCIAL STATEMENTS

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial Statements that give a true and fair view of the financial position, financial performance, total comprehensive loss, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act, read with the rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 as amended.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate implementation and maintenance of accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the Standalone Financial Statement that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the Standalone Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Companies Act, 2013, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Standalone Financial Statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Standalone Financial Statements, including the disclosures, and whether the Standalone Financial Statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the Standalone Financial Statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the Standalone Financial Statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the Standalone Financial Statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Standalone Financial Statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.



REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

As required by the Companies (Auditor's Report) Order, 2020, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (here in after referred to as the "Order" and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable

1. As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, the Statement of Profit and Loss (including other comprehensive loss), Statement of Changes in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the books of accounts
- (d) In our opinion, the aforesaid Standalone Financial Statements comply with the IND AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March 2026 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2026 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B"
- (g) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended:

In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the year is in accordance with the provisions of Section 197 read with Schedule V of the Act.

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:

- i. The Company has disclosed the impact of pending litigations on its financial position in its Standalone Financial Statements as referred to in Note No. 40.
- ii. The Company did not have any long-term contracts including derivative contracts as at 31st March 2026;
- iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended 31st March 2026.

iv. (a) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries. (Refer Note. 44(vii) to the Standalone Financial Statements)

(b) Management has represented that, to the best of its knowledge and belief, other than as disclosed in the notes to the accounts, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries (Refer Note 44 (viii) to the Standalone Financial Statements), and

(c) Based on the audit procedures adopted by us, nothing has come to our notice that has caused us to believe that the representations made by the Management under sub clause (a) and (b) above, contain any material misstatement.

v. The Company has not declared or paid any Dividend during the year.

vi. Based on our examination which included test checks, the Company, in respect of financial year ended 31st March 2026, has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant

transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with and the audit trail has been preserved by the Company as per the statutory requirements for record retention.

For SRSV & Associates
Chartered Accountants
F.R. No. 0150415

V. Rajeswaran
Partner

Place: Chennai
Date: 16th May 2026

Membership No. 020881
UDIN No.: 26020881VICNXJ1953

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT

The Annexure referred to in our Independent Auditor's Report to the members of Indian Terrain Fashions Limited on the Standalone Financial Statements for the year ended 31st March 2026,

i. In respect of the Company's Property, Plant and Equipment:

(A) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and the situation of Property, Plant & Equipment.

(B) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company has maintained proper records showing full particulars, including quantitative details and situation of Intangible Assets.

(b) The Company has a regular program of physical verification of its Property, Plant & Equipment by which Property, Plant & Equipment are verified in a phased periodical manner designed to cover all the items over a period of three years. In accordance with this program, certain Property, Plant & Equipment were verified during the year and no discrepancies were noticed on such verification. In our opinion this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets.

(c) According to the information and explanations given to us, and on the basis of our examination of the records of the Company, the title deeds of all the immovable properties (other than properties where the Company is the lessee, and the lease agreements are duly executed in favour of the lessee) disclosed in the financial statements are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.

(e) Based on the information and explanations furnished to us, no proceedings have been initiated on or are pending against the Company for holding benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder, and therefore the question of our commenting on whether the Company has appropriately disclosed the details in its financial statements does not arise.

ii. (a) Physical verification of inventory has been conducted at reasonable intervals by the management and in our opinion the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed.

(b) According to the records of the Company and information and explanations given to us, the Company has been sanctioned working capital limits in excess of Rupees Five crores, in aggregate from banks or financial institutions on the basis of security of current assets during the year. The quarterly returns or statements filed by the Company with the banks or financial institutions are in agreement with the unaudited books of accounts of the Company. For the Quarter Ended 31st March 2026, the statement is yet to be filed with the banks or financial institutions. (Refer Note No. 15 and 44 (iv) to the Standalone Financial Statements)

iii. (a) In our opinion and according to the explanations given to us, the Company has not made investments in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured, to companies, firms, Limited Liability Partnerships. However, the Company has granted loans and advances to the employees as detailed below-

(₹ in crores)

To whom	Type (Loan/adv/guarantee/security)	Aggregate Amount during the year (₹)	Balance outstanding at Balance sheet date (₹)
Employees	Loans	0.28	0.17

- (b) In our opinion and according to the explanations given to us, the terms and conditions of the grant of all loans and advances in the nature of loans are not prejudicial to the Company's interest.
- (c) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, the schedule of repayment of principal and payment of interest has been stipulated and the repayments are regular.
- (d) In our opinion and according to the explanations given to us in respect of loans and advances in the nature of loans, no amounts are overdue for a period of more than 90 days.
- (e) In our opinion and according to the explanations given to us, no loans or advance in the nature of loan granted which has fallen due during the year has been renewed or extended nor fresh loans have been granted to settle the overdue of existing loans given to the same parties.
- (f) In our opinion and according to the explanations given to us, the Company has not granted loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.
- iv. In our opinion and according to the explanations given to us, in respect of loans, investments, guarantees, and security, the Company has complied with the provisions of Section 185 and 186 of the Companies Act. Therefore, the provisions of clause 3(iv) of the Order are not applicable to the Company.
- v. In our opinion and according to the information and explanations given to us, the Company has not accepted any deposits or amounts which are deemed to be deposits from the public within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and rules framed thereunder and hence reporting under clause 3(v) of the Order is not applicable.
- vi. In our opinion and as explained to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Companies Act, 2013 for any of the products / services manufactured / rendered by the Company.
- vii. In respect of statutory dues:

- a) According to the records of the Company and information and explanations given to us, the Company is regular in depositing undisputed statutory dues including Goods and Service tax, provident fund, employees' state insurance, income-tax, sales-tax, wealth tax, service tax, duty of customs, duty of excise, value added tax, cess and any other statutory dues with the appropriate authorities. There are no undisputed statutory dues outstanding for more than six months.
- b) As at March 31, 2026 according to the records of the Company, the following are the particulars of the statutory dues referred in sub-clause (a) which have not been deposited on account of dispute:

(₹ in crores)

Name of the Statute	Nature of Dues	Forum Where the Dispute is Pending	Period to which the amount relates	Amount
Central Excise Act 1944	Excise Duty	The Commissioner of Central Excise, Chennai	February 2013	0.52
Income Tax Act 1961	Income Tax	JCIT(A) Or CIT(A)	AY 22-23	7.33
Income Tax Act 1961	Income Tax	JCIT(A) Or CIT(A)	AY 23-24	2.55
Income Tax Act 1961	IT Demand	JCIT(A) Or CIT(A)	AY 24-25	1.78

- viii. According to the information and explanations given to us and on the basis of records of the Company examined by us, in our opinion, the Company has no transactions that has not been recorded in the books of account and no unrecorded income was disclosed or surrendered as income during the year in the Tax assessments under the Income Tax, 1961. Accordingly, clause 3(viii) of the Order is not applicable.
- ix. (a) Based on our audit procedures and according to the information and explanations given to us by the management, we are of the opinion that the Company has not defaulted in repayment of loans or borrowings or in the payment of interest to its lenders during the year.
- (b) According to the records of the Company and information and explanations given to us, the Company is not a declared wilful defaulter by any bank or financial institution or other lender or Government or any Government Authority.
- (c) According to the records of the Company and information and explanations given to us, term loans were applied for the purpose for which the loans were obtained. (Also refer Note 15 to the financial statements).

- (d) According to the information and explanations given to us, and the procedures performed by us, and on an overall examination of the financial statements of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.
- (e) The Company does not have any subsidiary, associate or joint venture. Accordingly, clause 3(ix)(e) of the Order is not applicable.
- (f) The Company does not have any subsidiary, associate or joint venture. Accordingly, clause 3(ix)(f) of the Order is not applicable.
- x. (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments) during the year. Accordingly, the reporting under clause 3(x)(a) of the Order is not applicable.
- (b) According to the information and explanations given to us and based on the records examined by us, the Company has allotted fully paid up equity shares during the year by converting the warrants issued on preferential basis in the previous year. In respect of the above issue, we further report that: The requirement of Section 42 and Section 62 of the Companies Act 2013, as applicable has been complied with; and the amounts raised during the year have been applied by the Company for the purpose for which the funds were raised.
- xi. (a) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, we have neither come across any instance of material fraud by the Company or on the Company, noticed or reported during the year, nor have we been informed of any such case by the Management.
- (b) During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, a report under Section 143(12) of the Act, in Form ADT-4, as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 was not required to be filed with the Central Government. Accordingly, the reporting under clause 3(xi)(b) of the Order is not applicable.
- (c) During the course of our examination of the books and records of the Company carried out in accordance with the generally accepted auditing practices in India, and according to the information and explanations given to us, and as represented to us by the management, no whistle-blower complaints have been received during the year by the Company. Accordingly, the reporting under clause 3(xi)(c) of the Order is not applicable.
- xii. In our opinion, the Company is not a Nidhi Company. Accordingly, clauses 3 xii(a), xii(b) and xii(c) of the Order are not applicable.
- xiii. In our opinion and according to the information and explanation given to us, all transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and the details have been disclosed in the Standalone Financial Statements, as required by the applicable accounting standards.
- xiv. (a) In our opinion and according to the information and explanation given to us, the Company has an internal audit system commensurate with the size and nature of its business.
- (b) The Reports of the Internal Auditors for the period under audit received till the date of our report have been considered by us.
- xv. In our opinion and according to the information and explanations given to us, the Company has not entered into any non - cash transactions with directors or persons connected with the Directors. Accordingly, clause 3(xv) of the Order is not applicable.
- xvi. (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, the reporting under clause 3(xvi)(a) of the Order is not applicable.
- (b) The Company has not conducted non-banking financial activities or housing finance activities during the year. Accordingly, the reporting under clause 3(xvi)(b) of the Order is not applicable.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, the reporting under clause 3(xvi)(c) of the Order is not applicable.
- (d) Based on the information and explanation provided by the Management of the Company, the Group does not have any CICs, which are part of the Group. We have not, however, separately evaluated whether the information provided by the Management is accurate and complete. Accordingly, the reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvii. The Company has not incurred any cash losses during the current financial year, and had incurred cash losses of Rs.33.34 crores in the immediately preceding financial year.
- xviii. There has been no resignation of the statutory auditors during the year and accordingly the reporting under clause 3(xviii) of the Order is not applicable.



- xix. According to the information and explanations given to us and on the basis of the financial ratios (Also refer Note 43 to the financial statements), ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date will get discharged by the Company as and when they fall due.
- xx. In our opinion and according to the information and explanation given to us, the provisions of Sec. 135 of the Act, are not applicable to the Company. Accordingly, clause 3(xx)(a) and (b) of the Order is not applicable.
- xxi. The Company does not have any subsidiary, associate or joint venture and hence not required to prepare consolidated financial statements. Accordingly, clause 3(xxi) of the Order is not applicable.

For SRSV & Associates
Chartered Accountants
F.R. No. 015041S

V. Rajeswaran
Partner

Membership No. 020881
UDIN No.: 26020881VICNXJ1953

Place: Chennai
Date: 16th May 2026

ANNEXURE "B" TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 (f) under 'Report on Other Legal and Regulatory Requirements' section of the Independent Auditor's Report of even date)

Report on the Internal Financial Controls Over Financial Reporting under Clause(i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of **INDIAN TERRAIN FASHIONS LIMITED** ("the Company") as of March 31, 2026 in conjunction with our audit of the Standalone Financial Statements of the Company for the year ended on that date.

MANAGEMENT'S RESPONSIBILITY FOR INTERNAL FINANCIAL CONTROLS

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

AUDITOR'S RESPONSIBILITY

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the Standalone Financial Statements, whether due to fraud or error.

We believe that the audit evidence we have obtained, is sufficient and appropriate

to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

MEANING OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of Standalone Financial Statements for external purposes in accordance with generally accepted accounting principles. A Company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of Standalone Financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the Company are being made only in accordance with authorizations of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the Company's assets that could have a material effect on the Standalone Financial Statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS OVER FINANCIAL REPORTING

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

In our opinion, to the best of our information and according to the explanations given to us, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For SRSV & Associates
Chartered Accountants
ICAI Firm Registration No. 015041S

V. Rajeswaran
Partner

Membership No. 020881
UDIN No.: 26020881VICNXJ1953

Place: Chennai
Date: 16th May 2026



For men whose moves
change the game!



BALANCE SHEET AS AT 31ST MARCH, 2026

(₹ in crores)

	Notes	As at 31 st March 2026	As at 31 st March 2025
Assets			
Non-current assets			
(a) Property, plant and equipment	2	14.22	17.59
(b) Right-of-use assets	2A	14.57	25.23
(c) Financial assets			
i) Security Deposits	3	13.03	13.84
(d) Deferred tax assets (Net)	4	10.98	18.60
Total non-current assets		52.80	75.26
Current assets			
Inventories	5	74.73	70.75
Financial assets			
i) Investments	6	8.13	0.31
ii) Trade receivables	7	247.51	236.64
iii) Cash and cash equivalents	8	0.05	12.85
iv) Bank balances other than cash and cash equivalents	9	33.74	30.82
v) Loans	10	0.17	0.11
Current tax assets (Net)	11	1.45	1.03
Other current assets	12	20.40	14.57
Total current assets		386.18	367.08
Total Assets		438.98	442.34
Equity and liabilities			
Equity			
a) Equity share capital	13	10.13	9.14
b) Other Equity	14	173.79	173.68
Total equity		183.92	182.82
Liabilities			
Non-current liabilities			
(a) Financial liabilities			
i) Borrowings	15	-	1.13
ii) Lease liabilities	16	10.94	17.79
iii) Other financial liabilities	17	23.77	25.94
(b) Provisions	18	2.28	1.80
Total non-current liabilities		36.99	46.66
Current liabilities			
a) Financial liabilities			
i) Borrowings	15	83.60	85.04
ii) Lease liabilities	16	7.23	13.41
iii) Trade payables	19		
(a) Total outstanding dues to micro and small enterprises		54.22	49.11
(b) Total outstanding dues other than micro and small enterprises		22.52	10.31
iv) Other financial liabilities	20	47.72	52.00
b) Customer Loyalty Program	21	0.89	1.57
c) Provisions	22	1.89	1.43
Total current liabilities		218.07	212.86
Total liabilities		255.06	259.52
Total equity and liabilities		438.98	442.34

Summary of Material Accounting Policies and Other Accounting Policies

The above balance sheet should be read in conjunction with the accompanying notes.

As per our report of even date
For SRSV & Associates
ICAI Firm Reg No.015041S

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

sd/-
V. Rajeswaran
Partner
Membership No.020881

sd/-
Sainath Sundaram
Company Secretary
Membership No. F12981

sd/-
Sheikh Sahenawaz
Chief Financial Officer

sd/-
V. Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)

sd/-
Charath Ram Narsimhan
Managing Director & CEO
(DIN: 06497859)

Chennai, 16th May, 2026


PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2026

		₹ in crores (except per share data)	
	Notes	Year Ended 31 st March 2026	Year Ended 31 st March, 2025
Income			
Revenue from operations	23	377.67	340.60
Other income	24	4.14	4.76
Total Income		381.81	345.36
Expenses			
Purchase of finished goods	25	220.83	183.39
Changes in inventories of finished goods & bought-out goods	26	(3.98)	26.71
Garment processing costs	27	1.53	1.87
Employee benefits expense	28	23.52	22.30
Other expenses	29	103.48	113.20
Total expenses		345.38	347.47
Earnings before interest, tax, depreciation and amortisation (EBITDA)		36.43	(2.11)
Less:			
Depreciation and amortisation expense	30	14.08	17.94
Finance costs	31	19.06	20.96
Profit / (Loss) before tax		3.29	(41.01)
Exceptional items	42	(0.58)	-
Profit / (Loss) before tax (IV + V)		2.71	(41.01)
Income tax expense			
Current tax	33	-	-
Deferred tax		7.62	1.65
Short / (Excess) provision of previous years		-	-
Total Tax Expense		7.62	1.65
Profit / (Loss) for the Year		(4.91)	(42.66)
Other Comprehensive Income / (Loss)			
Items that will not be reclassified to profit or loss			
Remeasurements of post-employment benefit obligations	32	(0.39)	(0.13)
Income tax relating to the above item		0.10	0.03
Other Comprehensive Income for the Year, net of tax		(0.29)	(0.10)
Total comprehensive Income/(Loss) for the year		(5.20)	(42.76)
Earnings per equity share nominal value of share ₹2/-	34		
Basic in ₹ per share		(0.98)	(9.48)
Diluted in ₹ per share		(0.98)	(9.48)

The above statement of profit and loss should be read in conjunction with the accompanying notes.

As per our report of even date
For SRSV & Associates
ICAI Firm Reg No.015041S

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

sd/-
V. Rajeswaran
Partner
Membership No.020881

sd/-
Sainath Sundaram
Company Secretary
Membership No. F12981

sd/-
Sheikh Sahenawaz
Chief Financial Officer

sd/-
V. Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)

sd/-
Charath Ram Narsimhan
Managing Director & CEO
(DIN: 06497859)

Chennai, 16th May, 2026

STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31ST MARCH 2026

(₹ in crores)

	Year Ended 31 st March 2026	Year Ended 31 st March, 2025
Cash flow from operating activities		
Profit / (Loss) before income tax	2.71	(41.01)
Adjustments for		
Depreciation and amortisation expense	14.08	17.94
Deferred revenue	(0.68)	(0.86)
Interest on fair valuation of security deposits	(0.49)	(0.62)
Gain on termination of leases	(1.10)	(1.34)
Income from sale of investments	(0.52)	(0.43)
Interest income from employee loans & recovery from franchisee stores	(0.14)	(0.32)
Interest income on bank deposits	(1.89)	(2.05)
Finance costs	19.06	20.96
Net impairment losses on financial and contract assets	-	3.30
Interest on late payment to MSME's	3.95	3.94
Change in operating assets and liabilities		
(Increase)/Decrease in trade receivables	(10.87)	37.41
(Increase)/Decrease in inventories	(3.98)	26.71
Increase/(Decrease) in trade payables	17.33	(74.23)
Increase/(Decrease) in other financial liabilities	(6.45)	34.27
Increase/(Decrease) in other liabilities & provisions	(3.30)	(3.31)
(Increase)/Decrease in other financial assets	(2.04)	2.88
(Increase) in other assets	(5.83)	(3.93)
Cash generated from operations	19.84	19.31
Income taxes paid (net)	(0.42)	(0.07)
Net cash inflow / (outflow) from operating activities	19.42	19.24
Cash flows from investing activities		
Proceeds from sale of property, plant and equipment	0.00	0.00
Payments for property, plant and equipment (net)	(1.64)	(3.24)
Payments for purchase of investments	(10.30)	(7.67)
Proceeds from sale of investments	3.00	16.79
Loans to employees and related parties	(0.06)	(0.24)
Repayment of loans by employees and related parties	-	0.25
Interest income from employee loans & recovery from franchisee stores	0.14	0.32
Interest received from banks deposits	1.89	2.05
Net cash inflow from investing activities	(6.97)	8.26
Cash flows from financing activities		
Proceeds from issues of shares	0.99	0.28
Proceeds from warrants	-	18.70
Proceeds from share premium adjusted with redemption of warrants	5.31	9.72
Repayment of long term borrowings	(1.13)	(1.22)
Proceeds/(Repayment) of Short Term Borrowings (Net)	(1.44)	(6.43)
Principal elements of lease payments	(9.92)	(14.98)
Interest paid	(19.06)	(20.96)
Net cash inflow / (outflow) from financing activities	(25.25)	(14.89)
Net increase / (decrease) in cash and cash equivalents	(12.80)	12.61
Cash and cash equivalents at the beginning of the financial year	12.85	0.24
Cash and cash equivalents at end of the year	0.05	12.85

The above statement of cash flows should be read in conjunction with the accompanying notes.

For SRSV & Associates
Chartered Accountants
ICAI Firm Reg No.015041S

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

sd/-
V. Rajeswaran
Partner
Membership No.020881

sd/-
Sainath Sundaram
Company Secretary
Membership No. F12981

sd/-
Sheikh Sahenawaz
Chief Financial Officer

sd/-
V. Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)
sd/-
Charath Ram Narsimhan
Managing Director & CEO
(DIN: 06497859)

Chennai, 16th May, 2026

STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31ST MARCH 2026

a) Equity Share Capital	Notes	₹ In Crores
Balance as at 31 st March, 2024		8.86
Changes in equity share capital	13	0.28
Balance as at 31st March, 2025		9.14
Changes in equity share capital during the year	13	0.99
Balance as at 31st March, 2026		10.13

b) Other Equity

(₹ in crores)

Reserves and surplus						
	Notes	Share Premium	Capital reserve	Retained earnings	Share warrants	Total
Balance as at 01st April, 2024		95.92	8.01	84.09	-	188.02
Profit / (Loss) for the year	14	-	-	(42.66)	-	(42.66)
Other comprehensive income	32	-	-	(0.10)	-	(0.10)
Total comprehensive income/(Loss) for the year		-	-	(42.76)	-	(42.76)
Proceeds received during the year		9.72	-	-	18.70	28.42
Conversion of warrants into equity shares		-	-	-	-	-
Balance as at 31st March, 2025		105.64	8.01	41.33	18.70	173.68
As at 01st April, 2025		105.64	8.01	41.33	18.70	173.68
Profit / (Loss) for the year	14	-	-	(4.91)	-	(4.91)
Other comprehensive income	32	-	-	(0.29)	-	(0.29)
Total comprehensive income/(Loss) for the year		-	-	(5.20)	-	(5.20)
Proceeds received during the year		24.01	-	-	-	24.01
Conversion of warrants into equity shares		-	-	-	(18.70)	(18.70)
Balance as at 31st March, 2026		129.65	8.01	36.13	-	173.79

The above statement of changes in equity should be read in conjunction with the accompanying notes.

As per our report of even date
For SRSV & Associates
ICAI Firm Reg No.015041S

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

sd/-
V. Rajeswaran
Partner
Membership No.020881

sd/-
Sainath Sundaram
Company Secretary
Membership No. F12981

sd/-
Sheikh Sahenawaz
Chief Financial Officer

sd/-
V. Rajagopal
Chairman & Whole Time Director
(DIN: 00003625)

sd/-
Charath Ram Narsimhan
Managing Director & CEO
(DIN: 06497859)

Chennai, 16th May, 2026



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH 2026

COMPANY OVERVIEW

Indian Terrain Fashions Limited (CIN: L18101TN2009PLC073017) is a Company incorporated in India under The Companies Act, 1956; and existing Company under the Companies Act, 2013 and is domiciled in India. Its Registered Office is located at Survey No.549/2 & 232, Plot No.4, Thirukkachiur & Sengundram Industrial Area, Singaperumal Koil Post, Chengalpattu, Tamil Nadu - 603204. The Company is engaged in the business of retailing branded apparel through retail stores in India. The company's equity shares are listed on BSE Ltd (BSE) and National Stock Exchange of India Ltd (NSE).

Note 1 - MATERIAL ACCOUNTING POLICIES AND OTHER ACCOUNTING POLICIES

A. MATERIAL ACCOUNTING POLICIES

These financial statements have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), read with the Companies (Indian Accounting Standards) Rules, 2015 and other relevant provisions of the Act.

The standalone financial statements are presented in Indian Rupees (₹) which is the functional currency of the Company and all values are rounded to the nearest crores, except where otherwise indicated.

Entity specific disclosure of material accounting policies where Ind AS permits options is disclosed hereunder.

The company has assessed the materiality of the accounting policy information which involves exercising judgements and considering both qualitative and quantitative factors by taking into account not only the size and nature of the item or condition but also the characteristics of the transactions, events or conditions that could make the information more likely to impact the decisions of the users of the financial statements.

Entity's conclusion that an accounting policy is immaterial does not affect the disclosures requirements set out in the accounting standards.

The company adopted Ind AS from 01st April 2017. Accounting Policies have been consistently applied except where a newly-issued Accounting Standard is initially adopted or a revision to an existing Accounting Standard requires a change in the Accounting Policy hitherto adopted.

1.1 BASIS OF PREPARATION AND COMPLIANCE

1.1.1 HISTORICAL COST CONVENTION:

The financial statements are prepared in accordance with the historical cost convention except for certain items that are measured at fair values at the end of each reporting period, as explained in the Accounting Policies set out below. The financial statements are prepared on a 'going concern' basis using accrual concept for the statement of cash flow.

Historical cost is generally based on fair value of the consideration given in exchange for goods and services.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company takes into account the characteristics of the asset or liability if market participants would take those characteristics into account when pricing the asset or liability at the measurement date. Fair value for measurement and/or disclosure purposes in these financial statements is determined on such a basis and measurements that have some similarities to fair value but are not fair value, such as net realizable value in Ind AS 2 inventories or value in use in Ind AS 36 – Impairment of Assets.

1.1.2 NEW AND AMENDED STANDARDS ADOPTED BY THE COMPANY:

The Ministry of Corporate Affairs vide notification dated 07 May 2025 and 13th August 2025 notified the Companies (Indian Accounting Standards) Amendment Rules, 2025 and Companies (Indian Accounting Standards) Second Amendment Rules, 2025, respectively, which amended certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 01st April 2025:

- Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1
 - Supplier Finance Arrangements – Amendments to Ind AS 7 and Ind AS 107
 - International Tax Reform – Pillar Two Model Rules – Amendments to Ind AS 12
 - Lack of Exchangeability – Amendments to Ind AS 21
- These amendments did not have any material impact on the amounts recognised in prior periods and are not expected to significantly affect the current or future periods.

1.1.3 STANDARDS NOTIFIED BUT NOT EFFECTIVE:

"Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants – Amendments to Ind AS 1 - This amendment also includes specific provisions that will take effect for reporting periods beginning on or after 01st April 2026, as outlined below. Under the existing Ind AS 1, where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the

reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach. However, the amended requirements stipulate that entities will no longer be permitted to consider lender waivers that are granted after the reporting date but before the financial statements are approved for the purpose of classification of loans. This amendment is required to be applied retrospectively in accordance with Ind AS 8. The company does not expect this amendment to have an impact on its operations or financial statements."

1.2 REVENUE RECOGNITION

The Company recognizes revenue when the amount of revenue and its related cost can be reliably measured and it is probable that future economic benefits will flow to the entity and specific criteria in relation to significant risk.

1.2.1 SALE OF GOODS

Revenue from sale of goods is recognised when control of the goods is transferred to the customer, which generally occurs upon delivery of goods to distributors, franchisees, retailers, e-commerce platforms or end customers, as per the terms of the contract. Revenue is measured at the transaction price, net of GST, trade discounts, sales returns, rebates, promotional incentives and other variable considerations. Revenue is recognised only when it is probable that the economic benefits associated with the transaction will flow to the Company and the amount of consideration can be measured reliably.

1.2.2 REVENUE RECOGNITION - LOYALTY POINTS

The Company operates a loyalty points programme which allows customers to accumulate points when they purchase the products. The points entitle the customers to discount on future purchases. Consideration received is allocated between the product sold and the points issued, with the consideration allocated to the points equal to their fair value. Fair value of the points is determined by applying a statistical analysis based on expected value method considering the historical trends. The fair value of the points issued is deferred and recognised as revenue when the points are redeemed. Consideration allocated to reward points is deferred and recognised when points are redeemed or when the points expire. The amount of revenue is based on the value of points redeemed/ expired.

1.3 CURRENT / NON-CURRENT CLASSIFICATION

"For the purpose of current / non-current classification, the Company has reckoned its normal operating cycle as twelve months based on the nature of products and the time between the acquisition of assets or inventories for processing and their realization in cash and cash equivalents. Deferred tax assets and liabilities are classified as non-current."

1.4 PROPERTY, PLANT AND EQUIPMENT

Freehold land is carried at historical cost. All other items of property, plant and equipment are stated at historical cost less depreciation. Historical cost includes expenditure that is directly attributable to the acquisition of the items.

Subsequent costs are included in the asset's carrying amount or recognised as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognised when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.

Depreciation methods, estimated useful lives and residual value

Depreciation is calculated using the straight-line method on a prorata basis from the month in which each asset is put to use to allocate their cost, net of their residual values, over their estimated useful lives. The useful lives have been determined based on technical evaluation done by the management's expert and are in line than those specified in Schedule II to the Companies Act, 2013

The assets' residual values, estimated useful lives and depreciation method are reviewed at the end of each reporting period, with the effect of any changes in estimate accounted for on a prospective basis.

An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Gains and losses on disposal are determined by comparing proceeds with carrying amount and are credited / debited to profit or loss.

Additional depreciation is being provided to the extent required during the year of sale of assets. Assets, for which the estimated useful life is completed, have been removed from gross block and accumulated depreciation.

1.5 INVENTORIES

Traded goods and finished goods are valued at the lower of cost and net realisable value. Traded goods cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average cost basis. Costs of purchased inventory are determined after deducting rebates and discounts.

Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale.

1.6 GOVERNMENT GRANTS

Grants from the government are recognised at their fair value where there is a reasonable assurance that the grant will be received and the Company will comply with all attached conditions.

Government grants relating to income are deferred and recognised in the profit or loss over the period necessary to match them with the costs that they are intended to compensate and presented within other income.

Government grants relating to the purchase of property, plant and equipment are included in non-current liabilities as deferred income and are credited to profit or loss on a straight-line basis over the expected lives of the related assets and presented within other income.

1.7 EMPLOYEE BENEFITS

1.7.1 SHORT-TERM OBLIGATIONS

Liabilities for wages and salaries, including non-monetary benefits that are expected to be settled wholly within 12 months after the end of the period in which the employees render the related service are recognized in respect of employees' services up to the end of the reporting period and are measured at the amounts expected to be paid when the liabilities are settled. The liabilities are presented as current employee benefit obligations in the balance sheet.

1.7.2 OTHER LONG-TERM EMPLOYEE BENEFIT OBLIGATIONS

"The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of the expected future payments to be made in respect of services provided by employee up to the end of reporting period using the projected unit credit method. The benefits are discounted using the market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss."

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the period-end. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The Company presents the leave as a current liability in the balance sheet; to the extent it does not have an unconditional right to defer its settlement for 12 months after the reporting date. Where Company has the unconditional legal and contractual right to defer the settlement for a period beyond 12 months, the same is presented as non-current liability.

1.7.3 POST EMPLOYMENT OBLIGATION

The Company operates the following post-employment schemes:

- a) Defined benefit plans such as gratuity for its eligible employees, and
- b) Defined contribution plans such as provident fund.

Defined contribution plan:

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme and pension scheme as expenditure, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

Defined benefit plan:

The Company has a gratuity defined benefit plans for its employees. The costs of providing benefits under these plans are determined on the basis of actuarial valuation at each year-end. Separate actuarial valuation is carried out for each plan using the projected unit credit method. Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and the balance sheet.

1.7.4 BONUS PLANS

The Company recognizes a liability and an expense for bonus. The Company recognizes a provision where contractually obliged or where there is a past practice that has created a constructive obligation.

1.8 INVESTMENTS AND FINANCIAL ASSETS

1.8.1 CLASSIFICATION

The Company classifies its financial assets in the following measurement categories:

- those to be measured subsequently at fair value (either through other comprehensive income, or through profit or loss), and
- those measured at amortised cost

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows.

For assets measured at fair value, gains and losses will either be recorded in profit or loss or other comprehensive income. For investments in equity instruments that are not held for trading, this will depend on whether the group has made an irrevocable election at the time of initial recognition to present subsequent changes in fair value in other comprehensive income.

The Company reclassifies debt investments when and only when its business model for managing those assets changes

1.8.2 RECOGNITION

Regular way purchases and sales of financial assets are recognised on trade-date, being the date on which the company commits to purchase or sell the financial asset.

1.8.3 MEASUREMENT

At initial recognition, the Company measures a financial asset (excluding trade receivables which do not contain a significant financing component) at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs that are directly attributable to the acquisition of the financial asset. Transaction costs of financial assets carried at fair value through profit or loss are expensed in profit or loss.

Debt instruments

Subsequent measurement of debt instruments depends on the Company's business model for managing the asset and the cash flow characteristics of the asset. There are three measurement categories into which the Company classifies its debt instruments:

Amortised cost: Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. Interest income from these financial assets is included in Other Income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other gains/(losses). Impairment losses are presented as separate line item in the statement of profit and loss.

Fair value through other comprehensive income (FVOCI): Assets that are held for collection of contractual cash flows and for selling the financial assets, where the assets' cash flows represent solely payments of principal and interest, are measured at FVOCI. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest income and foreign exchange gains and losses which are recognised in profit and loss. When the financial asset is derecognised, the cumulative gain or loss previously recognised in OCI is reclassified from equity to profit or loss and recognised in other gains/(losses). Interest income from these financial assets is included in other income using the effective interest rate method. Foreign exchange gains and losses are presented in other gains/(losses) and impairment expenses are presented as separate line item in statement of profit and loss

Fair value through profit or loss: Assets that do not meet the criteria for amortised cost or FVOCI are measured at fair value through profit or loss. A gain or loss on a debt investment that is subsequently measured at fair value through profit or loss is recognised in profit or loss and presented net within other gains/(losses) in the period in which it arises. Interest income from these financial assets is included in other income.

Equity instruments: The company subsequently measures all equity investments at fair value. Where the company's management has elected to present fair value gains and losses on equity investments in other comprehensive income, there is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment. Dividends from such investments are recognised in profit or loss as other income when the company's right to receive payments is established.

Changes in the fair value of financial assets at fair value through profit or loss are recognised in other gain/ (losses) in the statement of profit and loss. Impairment losses (and reversal of impairment losses) on equity investments measured at FVOCI are not reported separately from other changes in fair value.

1.8.4 IMPAIRMENT OF FINANCIAL ASSETS

The Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk.

For trade receivables only, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.



1.8.5 DERECOGNITION OF FINANCIAL ASSETS

A financial asset is derecognised only when

- the company has transferred the rights to receive cash flows from the financial asset or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the company has not retained control of the financial asset. Where the company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

1.8.6 INCOME RECOGNITION

Interest income

Interest income from financial assets at fair value through profit or loss is disclosed as interest income within other income. Interest income on financial assets at amortised cost and financial assets at FVOCI is calculated using the effective interest method is recognised in the statement of profit and loss as part of other income. Interest income is calculated by applying the effective interest rate to the gross carrying amount of a financial asset except for financial assets that subsequently become credit-impaired. For credit impaired financial assets the effective interest rate is applied to the net carrying amount of the financial asset (after deduction of the loss allowance).

1.9 FINANCIAL INSTRUMENTS

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity. Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the relevant instrument and are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through Statement of Profit and Loss (FVTPL) are recognised immediately in Statement of Profit and Loss. However, Trade Receivables are recognized at Transaction Price.

1.10 INCOME TAX

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

The current income tax charge is calculated on the basis of the tax laws enacted or substantively enacted at the end of the reporting period in the countries where the company and its subsidiaries and associates operate and generate taxable income. Management periodically evaluates positions taken in tax returns with respect to situations in which applicable tax regulation is subject to interpretation and considers whether it is probable that a taxation authority will accept an uncertain tax treatment. The company measures its tax balances either based on the most likely amount or the expected value, depending on which method provides a better prediction of the resolution of the uncertainty.

Deferred income tax is provided in full, using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the consolidated financial statements. However, deferred tax liabilities are not recognised if they arise from the initial recognition of goodwill. Deferred income tax is also not accounted for if it arises from initial recognition of an asset or liability in a transaction other than a business combination that at the time of the transaction affects neither accounting profit nor taxable profit (tax loss) and does not give rise to equal taxable and deductible temporary differences. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantively enacted by the end of the reporting period and are expected to apply when the related deferred income tax asset is realised or the deferred income tax liability is settled.

Deferred tax assets are recognised for all deductible temporary differences and unused tax losses only if it is probable that future taxable amounts will be available to utilise those temporary differences and losses.

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset current tax assets and liabilities and where the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Current and deferred tax is recognised in profit or loss, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case, the tax is also recognised in other comprehensive income or directly in equity, respectively.

1.11 TRADE RECEIVABLES

Trade receivables are amounts due from customers for goods sold or services performed in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

B. OTHER ACCOUNTING POLICIES

1.1 SEGMENT REPORTING

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. Company has only a single reportable segment.

1.2 FOREIGN CURRENCY TRANSLATION

1.2.1 FUNCTIONAL AND PRESENTATION CURRENCY

Items included in the financial statements are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in Indian rupee, which is the company's functional and presentation currency.

1.2.2 TRANSACTIONS AND BALANCES

Foreign currency transactions are translated into the functional currency using the exchange rates at the dates of the transactions. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation of monetary assets and liabilities denominated in foreign currencies at year end exchange rates are generally recognized in profit or loss.

1.3 LEASES

Assets and liabilities arising from a lease are initially measured on a present value basis. Lease liabilities include the net present value of the following lease payments:

- fixed payments (including in-substance fixed payments), less any lease incentives receivable
- variable lease payment that are based on an index or a rate, initially measured using the index or rate as at the commencement date
- amounts expected to be payable by the company under residual value guarantees
- the exercise price of a purchase option if the company is reasonably certain to exercise that option, and
- payments of penalties for terminating the lease, if the lease term reflects the company exercising that option.

Lease payments to be made under reasonably certain extension options are also included in the measurement of the liability. The lease payments are discounted using the interest rate implicit in the lease. If that rate cannot be readily determined, which is generally the case for leases in the company, the lessee's incremental borrowing rate is used, being the rate that the individual lessee would have to pay to borrow the funds necessary to obtain an asset of similar value to the right-of-use asset in a similar economic environment with similar terms, security and conditions.

Lease payments are allocated between principal and finance cost. The finance cost is charged to profit or loss over the lease period so as to produce a constant periodic rate of interest on the remaining balance of the liability for each period. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Right-of-use assets are measured at cost comprising the following:

- the amount of the initial measurement of lease liability
- any lease payments made at or before the commencement date less any lease incentives received
- any initial direct costs
- restoration costs.

Right-of-use assets are generally depreciated over the shorter of the asset's useful life and the lease term on a straight-line basis. If the company is reasonably certain to exercise a purchase option, the right-of-use asset is depreciated over the underlying asset's useful life.

Payments associated with short-term leases of equipment and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

1.4 IMPAIRMENT OF ASSETS

Assets are tested for impairment whenever events or changes in

circumstances indicate that the carrying amount may not be recoverable. An impairment loss is recognised for the amount by which the asset's carrying amount exceeds its recoverable amount. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. For the purposes of assessing impairment, assets are grouped at the lowest levels for which there are separately identifiable cash inflows which are largely independent of the cash inflows from other assets or groups of assets (cash-generating units). Non-financial assets other than goodwill that suffered an impairment are reviewed for possible reversal of the impairment at the end of each reporting period.

1.5 CASH AND CASH EQUIVALENTS

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, deposits held at call with financial institutions, other short-term, highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value, and bank overdrafts. Bank overdrafts are shown within borrowings in current liabilities in the balance sheet.

1.6 INTANGIBLE ASSETS

Computer software

Intangible assets are stated at cost of acquisition or construction less accumulated depreciation less accumulated impairment, if any. Intangible assets are amortised over its estimated useful life of 5 years on straight line basis.

Amortisation methods and periods

The useful lives have been determined based on technical evaluation done by the management's expert and are in line than those specified in Schedule II to the Companies Act, 2013.

1.7 TRADE AND OTHER PAYABLES

These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the effective interest method.

1.8 BORROWINGS

Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently measured at amortised cost. Any difference between the proceeds (net of transaction costs) and the redemption amount is recognised in profit or loss over the period of the borrowings using the effective interest method.

Borrowings are derecognised from the balance sheet when the obligation specified in the contract is extinguished, cancelled or expired. The difference between the carrying amount of a financial liability that has been extinguished or transferred to another party and the consideration paid, including any non-cash assets transferred or liabilities assumed, is recognised in profit or loss as other gains/(losses).

Borrowings are classified as current liabilities unless, at the end of the reporting period, the company has a right to defer settlement of the liability for at least 12 months after the reporting period. Where there is a breach of a material provision of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, the entity does not classify the liability as current, if the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

Covenants that the company is required to comply with, on or before the end of the reporting period, are considered in classifying loan arrangements with covenants as current or non-current. Covenants that the company is required to comply with after the reporting period do not affect the classification at the reporting date.

1.9 BORROWING COSTS

General and specific borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset are capitalised during the period of time that is required to complete and prepare the asset for its intended use or sale. Qualifying assets are assets that necessarily take a substantial period of time to get ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the borrowing costs eligible for capitalisation.

Other borrowing costs are expensed in the period in which they are incurred.

1.10 PROVISIONS

Provisions for legal claims are recognised when the company has a present legal or constructive obligation as a result of past events, it is probable that an outflow of resources will be required to settle the obligation and the amount can be reliably estimated. Provisions are not recognised for future operating losses.

Where there are a number of similar obligations, the likelihood that an

outflow will be required in settlement is determined by considering the class of obligations as a whole. A provision is recognised even if the likelihood of an outflow with respect to any one item included in the same class of obligations may be small.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense.

1.11 CONTRIBUTED EQUITY

Equity shares are classified as equity.

Incremental costs directly attributable to the issue of new shares or options are shown in equity as a deduction, net of tax, from the proceeds.

1.12 EARNINGS PER SHARE

Basic earnings per share

"Basic earnings per share is calculated by dividing

- the profit attributable to owners of the Company
- by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus elements in equity shares issued during the year and excluding treasury shares (see note 35)."

Diluted earnings per share

"Diluted earnings per share adjusts the figures used in the determination of basic earnings per share to take into account:

- the after income tax effect of interest and other financing costs associated with dilutive potential equity shares
- the weighted average number of additional equity shares that would have been outstanding assuming the conversion of all dilutive potential equity shares.

1.13 ROUNDING OFF AMOUNTS

All amounts disclosed in the financial statements and notes have been rounded off to the nearest crores as per the requirement of Schedule III, unless otherwise stated.



NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2026
2. PROPERTY, PLANT AND EQUIPMENT AND OTHER INTANGIBLE ASSETS

(₹ in crores)

Particulars	Plant and equipment	Electrical Installation	Office Equipments	Computers	Vehicles	Furniture & Fixtures	Total Tangible Assets
Gross carrying amount							
As at 01st April, 2024	1.81	2.39	0.90	1.40	0.69	48.45	55.35
Additions	-	1.49	0.08	0.05	-	1.62	0.64
Disposals	-	-	-	-	-	-	(0.34)
As at 31st March, 2025	1.81	3.88	0.98	1.44	0.69	50.07	55.65
As at 01st April, 2025	1.81	3.88	0.98	1.44	0.69	50.07	55.65
Additions	-	0.81	-	-	-	0.83	3.24
Disposals	-	-	-	-	-	-	-
As at 31st March, 2026	1.81	4.69	0.98	1.44	0.69	50.90	58.89
Accumulated depreciation							
As at 01st April, 2024	0.89	1.08	0.90	1.34	0.52	31.27	30.95
Additions	0.14	0.32	0.01	0.06	0.00	4.77	5.23
Disposals	-	-	-	-	-	-	(0.19)
As at 31st March, 2025	1.03	1.40	0.91	1.40	0.52	36.04	35.99
As at 01st April, 2025	1.03	1.40	0.91	1.40	0.52	36.04	35.99
Additions	0.12	0.41	0.00	0.02	0.02	4.45	5.29
Disposals	-	-	-	-	-	-	-
As at 31st March, 2026	1.15	1.81	0.91	1.42	0.54	40.49	41.30
Carrying amount as on 31 st March, 2025	0.78	2.47	0.07	0.05	0.17	14.03	19.65
Carrying amount as on 31 st March, 2026	0.66	2.88	0.07	0.02	0.15	10.41	17.59

2A - Right of use assets

(₹ in crores)

Particulars	Building	Fixtures	Total
Balance as at 01st April, 2024	40.69	1.20	41.90
Additions	3.21	-	3.21
Remeasurement of lease liabilities and lease modification	(7.23)	-	(7.23)
Depreciation expense	(12.27)	(0.38)	(12.64)
Balance as at 31st March, 2025	24.41	0.83	25.23
Additions	2.39	-	2.39
Remeasurement of lease liabilities and lease modification	(3.99)	-	(3.99)
Depreciation expense	(8.68)	(0.38)	(9.06)
Balance as at 31st March, 2026	14.12	0.45	14.57



The company has leased showrooms and furnitures & fixtures across the country, the lease period which ranges from 2-9 years, lease terms included is the non-cancellable period together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

Some showroom lease contain variable payment terms that are linked to sales generated from that store. Variable lease payments ranges from 12% to 15% of sales. Variable lease payments that depend on sales are recognised in profit or loss in the period in which the condition that triggers those payments occurs.

Company has exercised the option of short term leases exemption.

Extension and termination options: Extension options has been included in a number of showroom leases. These are used to maximise operational flexibility in terms of managing the assets used in the Company's operations.

Critical judgements in determining the lease term: In determining the lease term, management considers all facts and circumstances that create an economic incentive to exercise an extension option, or not exercise a termination option. Extension options are only included in the lease term if the lease is reasonably certain to be extended.

For leases of retail stores, the following factors are normally the most relevant:

- If there are significant penalties to terminate or not extend, the Company is typically reasonably certain to extend.
- If the leasehold improvements expected to have a significant remaining value, the Company is typically reasonably certain to extend.
- Otherwise, the Company considers other factors including historical lease durations and the costs and business disruption required to replace the leased asset.

The lease term is reassessed if an option is actually exercised or not exercised, or the Company becomes obliged to exercise or not exercise. The assessment of reasonable certainty is only revised if a significant event or a significant change in circumstances occurs, which affects this assessment, and that is within the control of the lessee.

Amount recognised in statement of Profit and Loss account:

Particulars	Note No	31-Mar-26	31-Mar-25
Interest expense (included in finance cost)	31	2.65	4.33
Expense relating to short-term leases (included in other expenses)	29	2.50	2.85
Expense relating to leases of low-value assets that are not shown above as short-term leases (included in other expenses)	29	6.55	5.97
Expense relating to variable lease payments not included in lease liabilities (included in other expenses)	29	0.15	0.21

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
3. Other Financial Assets		
Security Deposits (For Showrooms Lease)	13.03	13.84
Total	13.03	13.84

4. Deferred Tax - (liabilities) / assets		
The balance comprises temporary differences attributable to:		
Depreciation	0.31	(0.43)
Provision for employee benefits	1.17	0.94
Right of use asset	(3.67)	(6.35)
Lease liability	4.57	7.85
Tax Losses	8.35	16.32
Others	0.25	0.27
Net deferred tax (liabilities) / assets	10.98	18.60

Movement in deferred tax (liabilities) / asset

	Depreciation	Provision for employee benefits	Right of use asset	Lease liability	Tax losses	Others	Total
At 31st March, 2024	(1.18)	0.73	(10.55)	12.46	18.31	0.47	20.25
(Charged)/credited:							
- to profit or loss	0.75	0.24	4.19	(4.61)	(1.98)	(0.20)	(1.61)
- to other comprehensive income	-	(0.03)	-	-	-	-	(0.03)
- (Debited) / Credited to Current tax payable	-	-	-	-	-	-	-
At 31st March, 2025	(0.43)	0.94	(6.35)	7.85	16.32	0.27	18.60
(Charged)/credited:							
- to profit or loss	0.74	0.33	2.68	(3.28)	(7.98)	(0.02)	(7.52)
- to other comprehensive income	-	(0.10)	-	-	-	-	(0.10)
- (Debited) / Credited to Current tax payable	-	-	-	-	-	-	-
At 31st March, 2026	0.31	1.17	(3.67)	4.57	8.35	0.25	10.98

5. Inventories		
Finished goods / bought-out goods	74.73	70.75
Total	74.73	70.75

6. Investments		
Investments in mutual funds (Unquoted)		
At fair value through profit and loss		
SBI Magnum Ultra Short Duration Fund - Direct - Growth	2.47	0.30
Aditya Birla Sun Life Savings Fund - Growth - Direct	0.81	0.01
Axis Corporate Debt Fund - Growth	2.11	-
ICICI Prudential Corporate Bond Fund - Growth	2.73	-
Total	8.13	0.31
Aggregate amount of Unquoted investments	8.13	0.31
Aggregate amount of impairment in value of investments	-	-

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
7. Trade receivables		
Trade Receivables from contract with customers - Billed	257.42	246.55
Less: Loss Allowance	(9.91)	(9.91)
Total	247.51	236.64
Current	247.51	236.64
Non Current	-	-
Break-up of security details		
Trade receivables considered good – unsecured	247.51	236.64
Trade receivables which have significant increase in credit risk	9.91	9.91
Total	257.42	246.55
Loss allowance	(9.91)	(9.91)
Total trade receivables	247.51	236.64

Ageing of Trade Receivables		Outstanding for following periods from the due date of payment - 31 st March, 2026			
Particulars		Not Due	< 6 Months	> 6 Months	Total
Undisputed trade receivables					
considered good		226.56	20.95	-	247.51
which have significant increase in credit risk		-	-	9.91	9.91
credit impaired		-	-	-	-
Disputed trade receivables					
considered good		-	-	-	-
which have significant increase in credit risk		-	-	-	-
credit impaired		-	-	-	-
Total		226.56	20.95	9.91	257.42

Ageing of Trade Receivables		Outstanding for following periods from the due date of payment - 31 st March, 2025			
Particulars		Not Due	< 6 Months	> 6 Months	Total
Undisputed trade receivables					
considered good		218.92	17.72	-	236.64
which have significant increase in credit risk		-	-	9.91	9.91
credit impaired		-	-	-	-
Disputed trade receivables					
considered good		-	-	-	-
which have significant increase in credit risk		-	-	-	-
credit impaired		-	-	-	-
Total		218.92	17.72	9.91	246.55

8. Cash and cash equivalents		
Balances with banks		
Current Accounts	0.04	12.85
Cash on hand	0.01	-
Total	0.05	12.85

For the purpose of Statement of cash flows, Cash and cash equivalents comprises of above balances

9. Bank Balances		
Fixed Deposits with Bank	33.74	30.82
Total	33.74	30.82

Out of the total deposits with banks amounting to ₹33.74 Crores, deposits aggregating to ₹23.56 Crores are under lien with State Bank of India towards collateral security and margin requirements for Letter of Credit facilities availed by the Company. Further, deposits aggregating to ₹10.17 Crores are under lien with Yes Bank towards collateral security for the credit facilities sanctioned by the bank. The balance of ₹1 Lakh represents a deposit made with the Service Tax Department in connection with an ongoing appeal and forms part of the contingent liability disclosed by the Company.

10. Loans		
Loans considered good - unsecured		
Loans and advances to Employees	0.17	0.11
Less: Loss allowance	-	-
Total	0.17	0.11

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
Breakup of Security Details		
Loans considered good - secured	-	-
Loans considered good - unsecured	0.17	0.11
Loans which have significant increase in credit risk	-	-
Loans - credit impaired	-	-
Loss allowance	-	-
Total	0.17	0.11

The Company has not granted any loans or advances in the nature of loans to promoters, directors, key managerial personnel or related parties during the current year and the previous year.

11. Current Tax Assets		
TDS & TCS Recoverable	1.45	1.03
Total	1.45	1.03
12. Other Current assets		
Prepaid expenses	1.42	1.77
Advances to suppliers	3.49	4.58
Tax Receivable - GST	15.36	8.22
Travel advance to employees	0.13	-
Total	20.40	14.57

Note:
GST Balances under Reconciliation:

The Company operates through multiple GST registrations across various states in India. The balances appearing under GST receivable and GST payable accounts are subject to ongoing reconciliation with the respective GST returns, electronic credit/cash ledgers and related records maintained across such registrations. Management has undertaken a comprehensive review and reconciliation of these balances, including the alignment of historical transactions and related indirect tax records. The reconciliation exercise is in progress and is expected to be substantially completed during the ensuing financial period. Pending completion of the aforesaid reconciliation, the net balance has been disclosed under Other Current Assets based on the books of account. Necessary adjustments, if any, arising from the reconciliation process will be recognised in the period in which such reconciliation is completed and the amounts are determinable.

13. Equity share capital		
Particulars	As at 31st March, 2026	As at 31st March, 2025
Authorised equity share capital		
6,00,00,000 equity shares of ₹2 each	12.00	12.00
Issued, Subscribed and Paid-up Capital comprises:		
5,06,67,367 fully paid equity shares of ₹2 each (as at 31 March 2025: 4,57,18,830)	10.13	9.14

13.1 Reconciliation of the equity shares outstanding at the beginning and at the end of the year:

Particulars	Number of Shares	Amount
Balance as at 01st April, 2024	44,291,685	8.86
a) Increase during the year	1,427,145	0.28
Balance as at 01st April, 2025	45,718,830	9.14
a) Issue of equity shares pursuant to preferential allotment (refer note (a) below)	4,948,537	0.99
Balance as at 31st March, 2026	50,667,367	10.13

Conversion of Warrants into Shares

Pursuant to the approval of the shareholders obtained through Postal Ballot on 10th March 2025, the Board of Directors at its meeting held on 31st March 2025 approved the preferential allotment of 49,48,537 convertible warrants at an issue price of ₹50.52 per warrant (including a premium of ₹48.52 per warrant) aggregating to ₹25.00 crores, to M/s. A.R. Foundations Private Limited (24,74,268 warrants), Ms. Manorama Gardner (21,77,356 warrants) and Mr. Suniel U. Lulla (2,96,913 warrants). Each warrant was convertible into one equity share of face value ₹2 each of the Company.

In accordance with the provisions of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company had received 74.80% of the warrant issue price aggregating to ₹18.70 crores during the previous financial year and the same was disclosed under "Money Received Against Share Warrants" pending conversion. During the current financial year, the warrant holders remitted the balance consideration aggregating to ₹6.30 crores. Consequently, upon receipt of the full consideration, the Board of Directors at its meeting held on 27th May 2025 approved the conversion of all 49,48,537 warrants into an equivalent number of fully paid-up equity shares of face value ₹2 each.

Accordingly, the Company's paid-up equity share capital increased by ₹0.99 crore and the balance amount received on conversion was credited to Securities Premium Account in accordance with the applicable provisions of the Companies Act, 2013 and the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

13.2 Terms and rights attached to equity shares

The company has one class of equity shares having a par value of ₹2 each. Each shareholder is eligible for one vote per share held. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

13.3 Shares of the company held by holding / ultimate holding company / subsidiaries / associates - Nil

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

13.4 Details of shareholders holding more than 5% shares

Name of Shareholder	As at 31 st March, 2026		As at 31 st March, 2025	
	No. of shares held	% holding	No. of shares held	% holding
Mr. Venkatesh Rajagopal	7,482,723	14.77%	7,482,723	16.37%
Mrs. Rama Rajagopal	8,366,930	16.51%	8,366,930	18.30%

Note: Mr. Venkatesh Rajagopal & Mrs. Rama Rajagopal are the Promoters of the Company

Shares allotted for consideration other than cash - NIL in last 5 years

13.5 Promoter's Shareholding as at 31st March 2026

Promoter Name	No. of Shares	% of Total Shares	% Change during the FY 25-26
Mr. Venkatesh Rajagopal	7,482,723	14.77%	-1.60%
Mrs. Rama Rajagopal	8,366,930	16.51%	-1.79%
Mr. Vidyuth Rajagopal	134,995	0.27%	-0.03%
Late Rajagopalan K.A.	920	0.00%	0.00%
Mrs. Late Anjali Rajagopal	140	0.00%	0.00%
	15,985,708	31.55%	

13.6 Number of Equity Shares of ₹2/- each reserved for issuance: NIL

14. Other Equity

Share Premium	129.65	105.64
Retained earnings	36.13	41.33
Capital Reserve	8.01	8.01
Money received against share warrants	-	18.70
Total	173.79	173.68

a) Share Premium

Opening balance	105.64	95.92
Proceeds received during the year	24.01	9.72
Closing balance	129.65	105.64

b) Retained earnings

Opening balance	41.33	84.09
Net profit for the period	(4.91)	(42.66)
Items of other comprehensive income recognised directly in retained earnings		
- Remeasurements of post-employment benefit obligation, net of TAX	(0.29)	(0.10)
Closing balance	36.13	41.33

c) Capital Reserve

Opening balance	8.01	8.01
Additions / (Utilisation)	-	-
Closing balance	8.01	8.01

d) Money received against share warrants

Opening balance	18.70	-
Additions / (Utilisation)	(18.70)	18.70
Closing balance	-	18.70

Nature of Reserves

- Retained Earnings - Company's cumulative earnings since its formation less distribution
- Share Premium - represents the premium received on issue of equity shares. The reserves is utilised in accordance with the provisions of Companies Act, 2013
- Capital Reserve - Capital Reserve was created out the demerger in 2010-11
- Share warrants - represent money received against warrants issued for potential future equity

15. Borrowings

Non-current borrowings		
Secured		
Term loans from banks	-	1.13
Total	-	1.13

- a) SBI has sanctioned Guarantee Emergency Credit Line (GECL 1.0) (Extension) Working Capital Term Loan amount of ₹3.40 Crs. The Company has given extension of charge 2nd charges over the existing Primary & Secondary Collateral including mortgages created in favour of the Bank. Rate of Interest 1.00% above 6 months MCLR (currently 8.95%), making the applicable interest rate to 9.95%, which is capped to a Maximum of 9.25% during entire tenor of Loan. The Interest will be charged on monthly intervals. Principal 24 months Moratorium and Principal payment 36 monthly instalments. The maturity profile and rate of interest of the above term loan is as set out below:

Term loan from bank	Rate of interest	2026-27
State Bank of India (1% over 6 months MCLR, Max - 9.25%)	9.25%	1.11

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

**As at
31st March, 2026**
**As at
31st March, 2025**

- b) Secured Term loan from ICICI Bank Limited amounting to Rs.0.17 Crs availed during the FY 23-24 represents the vehicle loan availed which carries interest rate of 9.10% p.a. This loan is repayable in 36 monthly instalments from the date of the loan. The loan is secured by the hypothecation of the motor vehicle purchased under their assistance.

The maturity profile and rate of interest of the above term loan is as set out below:

Term loan from bank	Rate of interest	2026-27
ICICI Bank Ltd	9.10%	0.03

Current Maturities of Long Term Borrowings

Total Long Term Loans	1.14	2.33
Considered under Current Liabilities		
ICICI Bank Limited - Vehicle Loan	0.03	0.06
SBI - GCEL 1.0	1.11	1.13
Total current maturities of long term borrowings	1.14	1.19
Non Current Borrowing (as per Balance sheet)	-	1.13
Current Borrowings		
Loans Repayable on Demand		
Cash Credit from State Bank of India (Secured)	59.35	59.28
Cash Credit from Yes Bank (Secured)	23.11	24.57
Current maturities of long term borrowings	1.14	1.19
Total	83.60	85.04

Cash Credit availed from State Bank of India & Yes Bank are secured by way of pari passu charge over the stocks, receivables and other current assets the Company.

The loan from State Bank of India are further secured by the following collaterals:

- Hypothecation of Plant & Machinery (Furniture & Fixtures) of the Company.
- Fixed Deposit from the Sale Proceeds of Land & Building - ₹20.18 Crs.
- Personal guarantee of the Promoters.

The loan from Yes Bank are further secured by the following collaterals:

- Hypothecation of Plant & Machinery (Furniture & Fixtures) of the Company.
- Fixed Deposit of ₹10 Crs.
- Personal guarantee of the Promoters.

(₹ in crores)

**As at
31st March, 2026**
**As at
31st March, 2025**
Net debt reconciliation

This section sets out an analysis of net debt and the movements in net debt for each of the periods presented.

Current borrowings	83.60	85.04
Lease liabilities (refer note 16)	18.17	31.20
Non-current borrowings	-	1.13
Net debt	101.77	117.37

	Non-current borrowings	Current borrowings	Lease liabilities	Total
Net debt as at 31st March, 2024	2.35	91.47	49.51	143.33
Adjustments towards Fresh/Terminated Leases	-	-	(5.17)	(5.17)
Cash flows	(2.11)	(15.42)	(17.47)	(35.00)
Interest expense	0.89	9.00	4.33	14.22
Net debt as at 31st March, 2025	1.13	85.04	31.20	117.37
Adjustments towards Fresh/Terminated Leases	-	-	(3.11)	(3.11)
Cash flows	(1.30)	(10.75)	(12.57)	(24.62)
Interest expense	0.16	9.31	2.65	12.12
Net debt as at 31st March, 2026	-	83.60	18.17	101.77

16. Lease Liabilities

Non Current	10.94	17.79
Current	7.23	13.41
Total	18.17	31.20

Lease liabilities represent liabilities recognised in accordance with Ind AS 116.

17. Other Financial Liabilities - Non Current

Security deposits received (from Franchisee Stores & Distributors)	23.77	25.94
Total	23.77	25.94

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025		
18. NON-CURRENT PROVISIONS				
Employee benefit obligation				
Provision for Gratuity (Refer Note 39)	2.28	1.80		
Total	2.28	1.80		
19. Trade payables				
Trade payables : Micro and small enterprises	54.22	49.11		
Trade Payables : Others	22.52	10.31		
Total	76.74	59.41		
Trade payables to Micro & Small enterprises includes outstanding payable to related party (Celebrity Fashions Ltd) (refer note 37)	2.54	4.48		
Trade payable are non-interest bearing and are settled generally as per the agreed terms.				
Ageing of Trade Payables				
	Not Due	< 6 Months	> 6 Months	Total
as at 31st March 2026				
Undisputed trade payables				
Micro Enterprises & Small Enterprises	7.00	46.12	1.10	54.22
Others	3.31	13.79	5.42	22.52
Disputed trade Payables				
Micro Enterprises & Small Enterprises	-	-	-	-
Others	-	-	-	-
Total	10.31	59.91	6.52	76.74
as at 31st March 2025				
Undisputed trade payables				
Micro Enterprises & Small Enterprises	5.53	42.54	1.04	49.11
Others	2.35	7.74	0.21	10.31
Disputed trade Payables				
Micro Enterprises & Small Enterprises	-	-	-	-
Others	-	-	-	-
Total	7.88	50.28	1.25	59.41
Note : Reclassification from Trade Payables to Other Financial Liabilities :				
"During the year, the Company has reclassified outstanding balances pertaining to TReDS and bill discounting arrangements from Trade Payables to Other Financial Liabilities. This reclassification has been carried out considering that the underlying vendor dues have already been settled by the respective financing partners/NBFCs and the Company's remaining obligation is payable only to such financial intermediaries.				
Accordingly, the comparative figures for the previous year have also been regrouped/reclassified to align with the current year presentation. The aforesaid reclassification does not have any impact on the profit for the year, total liabilities, or equity of the Company."				
Note : DUES TO MICRO AND SMALL ENTERPRISES				
The Company has certain dues to suppliers registered under Micro, Small and Medium Enterprises Development Act, 2006 ('MSMED Act'). The disclosure pursuant to the said MSMED Act are as follows				
Principal amount due to suppliers registered under the MSMED Act and remaining unpaid as at year end	54.22	49.11		
Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end	3.95	3.94		
Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year	63.56	18.53		
Interest paid, other than under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year.	-	-		
Interest paid, under Section 16 of MSMED Act, to suppliers registered under the MSMED Act, beyond the appointed day during the year	-	-		
Interest due and payable towards suppliers registered under MSMED Act, for payments already made	2.65	0.76		
Further interest remaining due and payable for earlier years	3.94	-		
In accordance with the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, the Company has recognized interest expense amounting to ₹ 3.95 crores in its books of accounts for the financial year 2025-26, on account of delayed payments to MSME creditors. This provision has been made as a prudent accounting measure, although the management believes that such interest may not be claimed by the respective vendors.				
Similarly, the Company has provided for ₹3.94 crores for the financial year 2024-25 on account of delayed payments to MSME creditors.				
20. Other financial liabilities - current				
Salaries, Wages and Other benefits payable	2.26	2.15		
Accrued Expenses	45.46	49.85		
Total	47.72	52.00		

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
21. Customer Loyalty Program		
As at the beginning of the year	1.57	2.43
Deferred during the year	2.49	2.07
Released to the statement of profit and loss	(3.17)	(2.93)
As at the end of the year	0.89	1.57
Significant estimate		
Revenue recognition – Loyalty points		
Customer loyalty program refers to a contract liability represented through loyalty points, wherein the Company has an obligation to transfer goods the customer for which the Company has already received consideration. The Company estimates the fair value of points awarded under the loyalty programme by applying statistical techniques. Inputs to the model include making assumptions about expected redemption basis the Company's historic trends of redemption and expiry period of the points and such estimates are subject to significant uncertainty.		
22. Provisions		
Employee benefit obligation		
Provision for unavailed leave	1.43	1.07
Provision for gratuity (Refer note 39)	0.46	0.36
Total	1.89	1.43
23. Revenue from Operations		
Sale of goods	380.84	343.53
Revenue from redemption of loyalty points (refer note 21)	(3.17)	(2.93)
Total	377.67	340.60
23.1 Transaction price allocated to the remaining performance obligations:		
The Company's contracts with customers are short term contracts with performance obligations that has an original expected duration of one year or less. Therefore, taking the practical expedient, the details on transaction price allocated to the remaining performance obligations are not disclosed.		
23.2 Reconciliation of revenue with contract price:		
1. Contract price	402.81	347.70
2. Adjustments :		
Discounts	(25.14)	(7.10)
Customer loyalty programme	3.17	2.93
3. Revenue from operations as per Statement of Profit and loss	380.84	343.53
23.3 Disclosure of disaggregated revenue recognised in the statement of Profit and Loss:		
Revenue from retail operations	213.17	233.10
Revenue from non-retail operations	164.50	107.50
Total	377.67	340.60
23.4 Significant judgements		
a) Timing of satisfaction of performance obligations. There are no significant judgements made by the Company in determining the timing of satisfaction of performance obligation. It is determined as per the terms of the contract.		
b) Transaction price and the amounts allocated to performance obligations.		
Sale of apparels and accessories		
Revenue from sales is recognised based on the transaction price, adjusted for variable consideration in the form of volume discounts, loyalty points, penalty on delay in delivery of goods and marketing expenses. A liability is recognised for expected variable consideration payable to customers in relation to sales made until the end of the reporting period.		
Customer loyalty programme		
The points provide a material right to customers that they would not receive into a contract. Therefore, the promise to provide points to the customer is a separate performance obligation. The transaction price is allocated to the product and the points on a relative stand-alone selling price basis. Management estimates the stand-alone selling price per point on the basis of the discount granted when the points are redeemed and on the basis of likelihood of redemption, based on past experience. The stand-alone selling price of product sold is estimated on the basis of retail price.		
24. Other income		
Gain on sale of investments	0.52	0.43
Gain on termination of leases	1.10	1.34
Interest income	1.89	2.05
Unwinding of discount on security deposits	0.49	0.62
Other income	0.14	0.32
Total	4.14	4.76
25. Purchase of finished goods (Stock-In-Trade)		
Purchase of stock-in-trade	220.83	183.39
Total	220.83	183.39
26. (Increase) / Decrease in inventories of finished goods and bought-out goods		
Opening balance of Finished goods / bought-out goods	70.75	97.46
Closing balance of Finished goods / bought-out goods	74.73	70.75
Total changes in finished goods / bought-out goods	(3.98)	26.71

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
27. Garment Processing Costs		
Garment Re-Processing Charges	1.53	1.87
Total	1.53	1.87
28. Employee Benefits Expense		
Salaries, wages and bonus	21.87	20.84
Contribution to provident and other funds	0.54	0.60
Gratuity (Refer note 39)	0.49	0.40
Staff welfare expenses	0.62	0.46
Total	23.52	22.30
29. Other Expenses		
Advertisement	8.92	10.00
Auditor's remuneration	0.16	0.22
Books, periodicals & subscriptions	0.15	0.27
Communication expenses	1.76	1.05
Consultancy charges	2.85	3.17
Distribution costs	4.10	5.84
Entertainment & sales promotion expenses	3.63	3.81
Insurance	0.43	0.41
Showroom support services	11.30	11.61
Other operational expenses	4.21	3.99
Rent, rates and taxes	11.63	12.14
Remuneration to directors	1.68	1.68
Selling commission	30.06	30.93
Selling expenditure	8.02	9.71
Showroom maintenance	2.58	3.70
Cash Pickup & CC Charges	1.90	2.35
Net impairment losses on financial and contract assets	-	3.30
Interest Provision towards Late Payment to MSME's	3.95	3.94
Loss on foreign exchange translation	1.18	0.81
Traveling & conveyance	4.97	4.27
Total	103.48	113.20
Details of Auditors' Remuneration:	0.16	0.22
Payments to Statutory & Tax Auditors		
For Statutory Audit Fee	0.04	0.04
For Tax Audit	0.02	0.02
For other services by Statutory & Tax Auditors	0.07	0.12
Total	0.13	0.18
Payments to Secretarial Auditor:		
For Audit Fee	0.02	0.01
For other services	0.01	0.03
Total	0.03	0.04
Corporate Social Responsibility Expenditure:		
Amount required to be spent during the year	-	-
Amount of expenditure incurred	-	-
Amount of expenditure incurred / spent (previous years)	-	-
Amount of shortfall for the year	-	-
Amount of cumulative shortfall at the end of the year	-	-

"The provisions of Section 135 of the Companies Act, 2013 relating to Corporate Social Responsibility (CSR) are not applicable to the Company during the year under review, as the Company does not meet the applicability criteria prescribed under the said section with respect to net worth, turnover, and net profit.

Further, the Company has incurred losses during the preceding financial years and, accordingly, has not reported the requisite average net profits as computed under Section 198 of the Companies Act, 2013 for triggering any CSR spending obligation. Consequently, the Company is not required to constitute a CSR Committee or incur any expenditure towards CSR activities during the year ended 31st March 2026."

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

		As at 31 st March, 2026	As at 31 st March, 2025
30. Depreciation and amortisation expense			
Depreciation of property, plant and equipment (Refer note 2)		5.02	5.30
Amortisation of right of use asset (Refer note 2A)		9.06	12.64
Total		14.08	17.94
31. Finance Costs			
Interest and finance charges on lease liabilities and financial liabilities not at fair value through profit or loss:			
Interest expense on working capital & others		15.51	15.75
Interest expense on lease liabilities		2.65	4.33
Other borrowing costs		0.90	0.88
Total		19.06	20.96
32. Other Comprehensive Income/(loss)			
Remeasurement gains / (losses) on defined benefit plans (net of tax)		(0.29)	(0.10)
Total		(0.29)	(0.10)
33. Income tax expense			
The major components of income tax expense for the years 2026 and 2025 are :			
(a) Income tax expense			
Current tax			
Current tax on profits for the year		-	-
Adjustments for current tax of prior periods		-	-
Total current tax expense		-	-
Deferred tax			
Decrease/(Increase) in deferred tax assets		11.05	6.59
(Decrease)/Increase in deferred tax liabilities		(3.42)	(4.94)
Total deferred tax expense/(benefit)		7.62	1.65
Income tax expense		7.62	1.65
(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate			
Profit before income tax expense		3.29	(41.01)
Tax at the Indian tax rate of 25.17%		0.83	(10.32)
Tax effects of amounts which are not deductible (taxable) in calculating taxable income :			
Deferred tax asset adjusted towards current tax liability		(8.45)	8.68
Income tax expense		(7.62)	(1.65)
34. Earnings per share			
Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the company by the weighted average number of equity shares outstanding during the year.			
Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year plus the weighted average number of equity shares that would be issued on conversion of all dilutive potential equity shares into equity shares.			
Earnings Per Share (EPS) is calculated as under:			
Profit / (loss) as per the statement of profit and loss	(A)	(4.91)	(42.66)
Weighted average number of equity shares for calculation of Basic EPS	(B)	49,908,139	44,995,483
Basic EPS (In ₹)	(A/B)	(0.98)	(9.48)
Nominal Value of Shares (In ₹)		2.00	2.00
35. Fair value measurements			
Financial instruments by category			
Financial assets			
Amortised cost			
Security deposits		13.03	13.84
Trade receivables		247.51	236.64
Cash and cash equivalents		0.05	12.85
Other bank balances		33.74	30.82
Loans and advances to employees		0.17	0.11
Fair value through profit and loss			
Mutual funds		8.13	0.31
Total financial assets		302.62	294.57

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
Financial liabilities		
Amortised Cost		
Borrowings	83.60	86.18
Trade payables	76.74	59.41
Salaries and wages	2.26	2.15
Security deposits	23.77	25.94
Lease liability	18.17	31.20
Accrued expenses	45.46	49.85
Total financial liabilities	250.00	254.73

(i) Fair value hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard. An explanation of each level follows underneath the table.

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period. The mutual funds are valued using the closing NAV.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the-counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities, contingent consideration and indemnification asset included in level 3.

There are no transfers between levels 1 and 2 during the year.

The company's policy is to recognise transfers into and transfers out of fair value hierarchy levels as at the end of the reporting period.

(ii) Valuation technique used to determine fair value

Specific valuation techniques used to value financial instruments include:

- the use of quoted market prices or dealer quotes for similar instruments
- the fair value of foreign currency option contracts is determined using Black Scholes valuation model.
- the fair value of the remaining financial instruments is determined using discounted cash flow analysis.

All of the resulting fair value estimates are included in level 2

Fair value of financial assets (Mutual Funds) are measured at Fair Value

Fair value of Other financial assets and liabilities held at amortised cost

The carrying amounts of trade receivables, trade payables, cash and cash equivalent, other financial liabilities are considered to be the same as their fair values, due to their short-term nature.

The carrying value of borrowings, security deposits paid and received approximate to fair value.

36. Financial risk management

(₹ in crores)

The company's activities expose it to market risk, liquidity risk and credit risk.

(A) Credit risk

Company faces credit risk from cash and cash equivalents, deposits with banks and financial institutions and unsecured trade receivables. The company doesn't face any credit risk with other financial assets

Risk management

Credit risk on deposit is mitigated by the depositing the funds in reputed public sector bank.

For trade receivables, the primary source of credit risk is that these are unsecured. The Company sells the products to customers only when the collection of trade receivables is certain. Credit risk is monitored on an ongoing basis to identify any significant increase in the credit risk. As at the balance sheet date, based on the credit assessment, the historical trend of low default is expected to continue. Historical trends showed that the company had no significant credit risk.

Reconciliation of loss allowance provision – Trade receivables

	Trade receivables
Loss allowance on 31st March, 2024	6.61
Changes in loss allowance	3.30
Loss allowance on 31st March, 2025	9.91
Changes in loss allowance	-
Loss allowance on 31st March, 2026	9.91

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
(B) Liquidity risk

Objective of liquidity risk management is to maintain sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Management monitors rolling forecasts of the company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. The company's liquidity management policy involves projecting cash flows in major currencies and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal requirements.

The Company's liquidity position remains strong at ₹44.46 crores as at 31st March 2025, comprising ₹41.92 crores in the form of current investments, cash and cash equivalents and other balances with banks (including non-current earmarked balances) and ₹2.54 crores in committed undrawn bank lines (CC).

i) Maturities of financial liabilities

The tables below analyse the company's financial liabilities into relevant maturity groupings based on their contractual maturities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months are equal to their carrying balances as the impact of discounting is insignificant.

Contractual maturities of financial liabilities

	31 st March, 2026			31 st March, 2025		
Non-derivatives	Maturing within 1 year	Maturing after 1 year	Total	Maturing within 1 year	Maturing after 1 year	Total
Borrowings	83.60	-	83.60	85.04	1.13	86.18
Trade payables	76.74	-	76.74	59.41	-	59.41
Salaries and wages	2.26	-	2.26	2.15	-	2.15
Security Deposits	-	23.77	23.77	-	25.94	25.94
Accrued Expenses	45.46	-	45.46	49.85	-	49.85
Lease Liabilities	7.23	10.94	18.17	13.41	17.79	31.20
Total non-derivative liabilities	215.29	34.71	250.00	209.86	44.87	254.73

(C) Market risk

The only risk that the company faces with respect to market risk is fluctuation in foreign currency movements against INR

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instruments will fluctuate because of changes in the market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's debt obligations with floating interest rates.

Interest Rate Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings taken at floating rates. With all other variables held constant, the company's profit/(loss) before tax is affected through the impact on floating rate borrowings as follows:

	Impact on P&L	
	31 st March, 2026	31 st March, 2025
Basis Points (%)	(+/-) 0.5%	(+/-) 0.5%
Increase / Decrease in Profit / Loss before tax	0.43	0.44
Increase / Decrease in Profit / Loss after tax	0.32	0.33

Foreign currency risk

The company activities exposes it to foreign exchange risk arising from foreign currency transactions, primarily with respect to the USD. Foreign exchange risk arises from future commercial transactions and recognised assets and liabilities denominated in a currency that is not the company's functional currency (INR). The risk is measured through a forecast of highly probable foreign currency cash flows.

The company's significant exposure to foreign currency risk at the end of the reporting period expressed in INR Crores, are as follows:

	31 st March, 2026	31 st March, 2025
Financial liabilities		
Trade payables		
Exposure to foreign currency risk (liabilities)	5.18	7.10
Net exposure to foreign currency risk	5.18	7.10

Foreign Currency Sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in USD, With all other variables held constant. The impact on the Company's profit/(loss) before tax is due to changes on the foreign currency rate is as below. The Company's exposure to foreign currency changes for all other currencies is not material.

	Impact on P&L	
	31 st March, 2026	31 st March, 2025
INR/USD Rate	(+/-) 8%	(+/-) 8%
Increase / Decrease in Profit / Loss before tax	0.41	0.57
Increase / Decrease in Profit / Loss after tax	0.31	0.43



NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

37. Capital management

(₹ in crores)

The company's objectives when managing capital are to safeguard their ability to continue as a going concern, so that they can continue to provide returns for shareholders and benefits for other stakeholders, and maintain an optimal capital structure to reduce the cost of capital.

The policy of the company is to borrow funds through banks/financial institutions supported by committed borrowing facilities to meet anticipated funding requirements. The Company changes its capital structure and makes adjustments in the light of changes in economic conditions and the requirements of financial markets.

Consistent with others in the industry, the company monitors capital on the basis of the following gearing ratio - Net debt (total borrowings net of cash and cash equivalents) divided by Total 'equity' (as shown in the balance sheet).

The company's strategy is to maintain an optimal gearing ratio. The gearing ratios were as follows:

	31 st March, 2026	31 st March, 2025
Net debt (Borrowings - Cash & Cash equivalents)	83.55	73.33
Total equity	183.92	182.82
Net debt to equity ratio	45.4%	40.1%

In order to achieve this overall objective, the Company's Capital Management, amongst other things, aims to ensure that it meets financial covenants attached to the interest-bearing loans and borrowings.

During the year, the Company has not defaulted on any loans payable and there have been no instances of breach of any financials covenants attached to the borrowings.

38. Related party transactions

Related Parties with whom transactions have taken place during the year:

Key Managerial Personnel:

Mr. Venkatesh Rajagopal - Chairman & Executive Director

Mrs. Rama Rajagopal - Non Executive & Non Independent Director

Mr. Charath Ram Narasimhan - Managing Director & CEO

Mr. P S Raghavan - Independent Director (demised on 24th November 2025)

Mr. Tarique Ansari - Independent Director

Mrs. Nidhi Reddy - Independent Director

Mr. Sheikh Sahenawaz - Chief Financial Officer

Mr. Sainath Sundaram - Company Secretary & Compliance Officer

Enterprises under Control or Significant Influence of Key Managerial Personnel / Relatives of Key Managerial Personnel

M/s. Celebrity Fashions Limited

Others

ITFL Employees Gratuity Fund**

Transactions carried out with Related Parties during the Year	31 st March, 2026	31 st March, 2025
Managerial Remuneration		
Short term Employee Benefits	2.44	2.32
Long Term Employee Benefits	-	-
Termination Benefits	-	-
Sitting Fees to Directors	0.18	0.21
Material Purchases from Celebrity Fashions Limited		
Material Purchases & Washing Charges	3.74	14.54
Outstanding Balances	31st March, 2026	31st March, 2025
Payable as Managerial Remuneration	0.25	0.29
Trade Payables - Celebrity Fashions Limited	2.54	4.48

** Transaction and balances with Gratuity fund has been disclosed in Note 39

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026
39. Employee benefit plans

The Company operates a gratuity plan through a Trust wherein certain employees are entitled to benefit equivalent to fifteen days of salary last drawn for each completed year of service as per the Payment of Gratuity Act, 1972. The same is payable on termination of service or retirement, whichever is earlier. The benefit vests after five years of continuous service

The Company is only making provisions for the entire Gratuity Liability on the valuation and follows a "pay as you go" system to meet the liabilities as when they fall due. Therefore the scheme is fully unfunded, and no assets are maintained by the company and asset values are taken as zero.

The following tables summarise the components of net benefit expense recognised in the Profit and Loss and Balance Sheet

Unfunded defined benefit plans - Gratuity

Changes in the present value of the Defined Benefit Obligations (DBO) are as follows:

(₹ in crores)

Particulars	For the year Ended	
	31 st March, 2026	31 st March, 2025
Present value of obligations at the beginning of the year	2.16	1.67
Current service cost	0.35	0.28
Interest expense	0.14	0.12
Plan Amendment's past service cost	0.27	-
Re-measurement (gains)/losses:		
- (Gain)/loss from change in demographic assumptions	-	-
- (Gain)/loss from change in financial assumptions	(0.02)	0.07
- Experience (gains)/losses	(0.17)	0.02
Benefit payments	-	-
Present value of obligations at the end of the year	2.74	2.16
Changes in the fair value of planned assets		
Fair value of plan assets at beginning of year	-	-
Interest income	-	-
Actuarial gain/loss	-	-
Contributions from the employer	-	-
Benefit Payments	-	-
Fair Value of plan assets at the end of the year	-	-
Amounts recognized in the Balance Sheet		
Projected benefit obligation at the end of the year	2.74	2.16
Fair value of plan assets at end of the year	-	-
Unfunded status of the plans – liability recognised in the balance sheet	2.74	2.16
Components of defined benefit cost recognised in profit or loss		
Current service cost	0.35	0.28
Net Interest Expense	0.14	0.12
Net Cost in Profit or Loss	0.49	0.40
Components of defined benefit cost recognised in other comprehensive income		
Remeasurement on the net defined benefit liability:		
Adjustment to the current year OCI	0.48	-
- (Gain)/loss from change in demographic assumptions	-	-
- (Gain)/loss from change in financial assumptions	(0.02)	0.07
- Experience (gains)/losses	(0.17)	0.02
Return on plan assets	-	-
Net cost in other comprehensive income	0.29	0.10
Assumptions		
Discount rate	6.70%	6.54%
Expected rate of salary increases	7.00%	7.00%
Expected rate of attrition	28.70%	28.70%
Average age of members	36.27	35.65
Mortality - Indian Assured Lives Mortality (2012-14) Ultimate		



NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

Sensitivity Analysis

Impact on change in assumptions on liability

(₹ in crores)

Particulars	31 st March, 2026	31 st March, 2025
Discount rate		
- 1% increase	2.61	2.06
- 1% decrease	2.88	2.28
Salary growth rate		
- 1% increase	2.85	2.26
- 1% decrease	2.63	2.08
Attrition rate		
- increase of 1% of attrition rate	2.73	2.15
- decrease of 1% of attrition rate	2.75	2.17
Mortality rate		
- increase of 10% of mortality rate	2.74	2.16

Effect on future cash flows

The expected maturity analysis of undiscounted gratuity is as follows:

Particulars	31 st March, 2026	31 st March, 2025
Less than 1 year	0.53	0.37
Between 2 - 5 years	1.42	0.80
Between 6 - 10 years	0.91	0.49
Over 10 years	1.12	0.50

The above sensitivity analyses are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur, and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied as when calculating the defined benefit liability recognised in the balance sheet.

Risk exposure

Through its defined benefit plans, the company is exposed to a number of risks, the most significant of which are detailed below:

Asset volatility: The plan liabilities are calculated using a discount rate set with reference to bond yields; if plan assets under perform this yield, this will create a deficit.

Changes in bond: A decrease in bond yields will increase plan liabilities, although this will be partially offset by an yields increase in the value of the plans' bond holdings.

Significant Estimates

"The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality tables for India. Those mortality tables tend to change only at intervals in response to demographic changes. "

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

(₹ in crores)

	As at 31 st March, 2026	As at 31 st March, 2025
40. Contingent liabilities		
i) Claims against Company not acknowledged as Debts, being demands from Commissionerate of Central Excise on availing Input Credit of Service Tax. Based on the advise of its legal counsels and interpretation of the relevant regulations governing the levy of Excise Duty, the Company is of the opinion that the issues raised in the demand notice are unlikely to be sustained. Accordingly no provision has been made for such demands.	0.52	0.52
ii) Towards the pending demand order raised on 29 th March 2024 by the Income Tax department for the AY 2022-23. The Company has disagreed to the demand order and filed an appeal with Commissioner (Appeals) on 27 th April 2024. Accordingly no provision has been made in the books of accounts.	7.33	7.33
iii) Towards the pending demand order raised on 28 th March 2025 by the Income Tax department for the AY 2023-24. The Company has disagreed to the demand order and filed an appeal with Commissioner (Appeals) on 24 th April 2025. Accordingly no provision has been made in the books of accounts.	2.55	2.55
iv) Towards the pending demand order raised on 17 th March 2026 by the Income Tax department for the AY 2024-25. The Company has disagreed to the demand order and is filing the demand with Commissioner (Appeals). Accordingly no provision has been made in the books of accounts.	1.78	-

41. Segment Information

Chief Operating Decision Makers (CODM) evaluates the company's performance and allocate resources based on the analysis of various performance indicators of the company as a single unit. Therefore there is single reportable segment for the company.

42. Exceptional Items

"During the year, the Company reassessed its gratuity obligation considering the impact of the proposed changes under the new labour code relating to the definition of wages for employee benefit computations. Based on the revised actuarial valuation, the gratuity liability has increased primarily due to the higher basic pay considered for the purpose of statutory benefit calculations.

Accordingly, the Company has recognized a one-time additional liability of ₹0.58 Crs as an Exceptional Item in the Statement of Profit and Loss. The said charge represents the transitional impact arising from the revised basis of computation and is non-recurring in nature."

43. Financial ratios

Ratio	As at 31 st March, 2026	As at 31 st March, 2025	% variance	Reason for Variance
Current ratio (in times)	1.77	1.72	2.69%	Not Applicable
Debt-equity ratio (in times)	0.45	0.47	(3.57%)	Not Applicable
Debt service coverage ratio (in times)	1.67	(0.19)	990.17%	The ratio improved significantly due to higher operating profitability (EBIT), resulting in enhanced debt servicing capacity during the year.
Return on equity ratio (in %)	(2.83%)	(23.39%)	87.92%	The ratio improved significantly owing to the substantial reduction in net losses during the year, resulting in improved returns on shareholders' equity.
Inventory turnover ratio (in times)	3.00	2.52	19.12%	Not Applicable
Trade receivables turnover ratio (in times)	1.56	1.33	17.72%	Not Applicable
Trade payables turnover ratio (in times)	3.24	1.90	70.74%	The ratio improved primarily due to higher credit purchases relative to the average trade payables during the year.
Net capital turnover ratio (in times)	2.34	2.18	7.28%	Not Applicable
Net profit ratio (in %)	(1.30%)	(12.52%)	89.62%	The ratio improved significantly due to the substantial reduction in net losses, reflecting improved overall profitability during the year.
Return on average capital employed (in %)	11.47%	(9.99%)	214.75%	The ratio improved significantly due to higher operating profitability (EBIT), resulting in improved returns on average capital employed.
Return on investment (in %)	8.27%	(0.44%)	1990.01%	The ratio improved significantly due to higher earnings before interest, depreciation and tax (EBIDT), while the average total asset base remained broadly stable during the year.

1. Current ratio = Current Assets / Current Liabilities (excluding Lease Liabilities accounted as per Ind AS 116)

2. Debt equity ratio = Debt / Equity

Debt = Borrowings (excluding Lease Liabilities accounted as per Ind AS 116) & Equity = Equity share capital + Other equity

3. Debt service coverage ratio = Earnings before interest and tax (excluding Interest on lease) / [Finance cost + Principal repayment of Borrowings]

4. Return on equity ratio = Profit after tax / Total Equity

5. Inventory turnover = Cost of Goods Sold (or Cost of Materials Consumed + Purchases + Changes in Inventory) ÷ Average Inventory

6. Debtors turnover = Revenue from Operations for the period / Average of opening and closing Trade Receivables



NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31ST MARCH, 2026

7. Trade payables turnover = Total Credit Purchases / Average of opening and closing Trade Payables
8. Net capital turnover = Revenue from Operations for the period / Average of opening and closing Working Capital
9. Net profit ratio = Profit After Tax / Revenue from Operations for the period
10. Return on Average Capital Employed = Earnings before interest and tax / Average Capital Employed (Networth + Lease Liabilities)
11. Return on Investment = Earnings before interest, depreciation and tax / Average of opening and closing Total Assets

Note: Ratios are worked out based on industry norms and accordingly previous year ratios have been reworked to make them comparable.

44. Additional regulatory information required by schedule III

(i) DETAILS OF BENAMI PROPERTY HELD

No proceedings have been initiated on or are pending against the Company under the Prohibition of Benami Property Transactions Act, 1988 (as amended in 2016) (formerly the Benami Transactions (Prohibition) Act, 1988 (45 of 1988)) and Rules made thereunder.

(ii) COMPLIANCE WITH NUMBER OF LAYERS OF COMPANIES

The Company has complied with the number of layers prescribed under Section 2(87) of the Companies Act, 2013 read with Companies (Restriction of number of layers) Rules, 2017.

(iii) RELATIONSHIP WITH STRUCK OFF COMPANIES

The Company has no transactions with the companies struck off under Companies Act, 2013 or Companies Act, 1956.

(iv) BORROWINGS SECURED AGAINST CURRENT ASSETS

The Company has been sanctioned working capital limits in excess of ₹ 5 crores, in aggregate, from banks on the basis of security of current assets. The Company has filed quarterly return with such banks in compliance with loan covenants.

(v) WILFUL DEFAULTER

The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(vi) COMPLIANCE WITH APPROVED SCHEME(S) OF ARRANGEMENTS

The Company has not entered into any scheme of arrangement which has an accounting impact on current or previous financial year.

(vii) LOANS OR ADVANCES TO SPECIFIED PERSONS

The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

- a. directly / indirectly lend / invest in other persons / entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like to or on behalf of the ultimate beneficiaries.

(viii) UTILISATION OF BORROWED FUNDS AND SHARE PREMIUM

The Company has not received any funds from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

- a. directly / indirectly lend / invest in other persons / entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or
- b. provide any guarantee, security or the like on behalf of the ultimate beneficiaries.

(ix) UNDISCLOSED INCOME

There is no income surrendered or disclosed as income during the current or previous year in the tax assessments under the Income Tax Act, 1961, that has not been recorded in the books of account.

(x) DETAILS OF CRYPTO CURRENCY OR VIRTUAL CURRENCY

The Company has not traded or invested in crypto currency or virtual currency during the current or previous year

(xi) VALUATION OF PROPERTY PLANT AND EQUIPMENT (INCLUDING RIGHT-OF-USE ASSETS) AND INTANGIBLE ASSETS

The Company has not revalued its Property, Plant and Equipment (including Right-of-use assets) and Intangible assets during the current or previous year. The Company did not have assets) and Intangible assets during the current or previous year. The Company did not have any Investment Property during the current or previous year.

(xii) UTILISATION OF BORROWINGS TAKEN FROM BANKS AND FINANCIAL INSTITUTIONS FOR SPECIFIC PURPOSE

The borrowings obtained by the company from banks and financial institutions have been applied only for the purposes for which such loans were taken.

As per our report of even date
For SRSV & Associates
ICAI Firm Reg No.015041S

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

sd/-
V. Rajeswaran
Partner
Membership No.020881

sd/-
Sainath Sundaram
Company Secretary
Membership No. F12981

sd/-
Sheikh Sahenawaz
Chief Financial Officer

sd/-
Charath Ram Narsimhan
Managing Director & CEO
(DIN: 06497859)

Chennai, 16th May, 2026





NOTES:

Handwriting practice lines consisting of 25 horizontal dashed lines.



We've built an organization Indian Terrain,
a brand inspired by the very terrain
we all share.

Our planet sustains and nourishes us every day,
and we believe it is our responsibility
to contribute to its preservation
and well-being.

At Indian Terrain, we are committed
to doing our part in protecting
the environment that supports us all.



"Compelling, simple and irrevocably Indian Terrain."

Venky Rajgopal

FOUNDER OF INDIAN TERRAIN

