



ITFL/SEC/2026-27/MAY/06

29th May 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: Intimation under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Details of Postal Ballot Remote e-voting results

Ref: Our earlier letter vide ITFL/SEC/2026-27/APR/04 dated 27th April 2026 regarding Notice of the Postal Ballot

In furtherance to the captioned reference and pursuant to Regulation 44(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following details:

- (a) remote e-voting results on the Resolutions passed through Postal Ballot vide Postal Ballot Notice dated 21st April 2026;
- (b) report of the Scrutinizer dated 29th May 2026;
- (c) minutes of the Postal Ballot proceedings.

The Company had provided e-voting facility to Members through Central Depository Services (India) Limited. The e-voting period commenced on Wednesday, 29th April 2026 at 9:00 A.M. IST and ended on Thursday, 28th May 2026 at 5:00 P.M. IST

The said e-voting results along with the scrutinizer's report will also be made available on the Company's website at <https://www.indianterrain.com/pages/investor-information>

Kindly acknowledge and take the above information on record.

Thanking you,

Yours faithfully,

For Indian Terrain Fashions Limited

Sainath Sundaram

Company Secretary & Compliance Officer

INDIAN TERRAIN FASHIONS LIMITED

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

Thirukkachiyur & Sengundram Industrial Area,

Singaperumal Koil Post, Chengalpattu – 603204, Tamil Nadu

Email ID: response.itfl@indianterrain.com

Website: www.indianterrain.com

CIN: L18101TN2009PLC073017

Ph: 044 – 4227 9100

INDIAN TERRAIN



29th May 2026

Sub: Declaration of e-voting results on the Resolutions passed through Postal Ballot vide Postal Ballot Notice dated 21st April 2026

As per the captioned subject, the details are as follows:

Item No(s).	Postal Ballot Notice Item(s)	Type of Resolution(s)
1.	Appointment of Mr. J Suresh (DIN: 10664467) in the capacity as Non-Executive Independent Director of the Company	Special Resolution
2.	Re-appointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole-time Director of the Company and fixing his remuneration thereon	Special Resolution
3.	Re-appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and CEO of the Company and fixing his remuneration thereon	Special Resolution

Based on the Report of the Scrutinizer, I hereby declare that the Resolutions for the abovementioned items have been passed with requisite majority.

Thanking you

Yours faithfully,

For Indian Terrain Fashions Limited

Venkatesh Rajagopal
Chairman & Whole-time Director
DIN: 00003625



Annexure – I

Date of the AGM / EGM	Not Applicable (Resolution passed through Postal Ballot on 28 th May 2026, being the last date for e-voting)
Total Number of Shareholders on record date (i.e., Friday, 24th April 2026 - cut-off date for voting purpose)	21,605
No. of Shareholders present in the meeting either in person or through proxy: Promoter and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot)
No. of Shareholders attended the meeting through Video Conferencing: Promoter and Promoter Group Public	Not Applicable (Resolutions Passed through Postal Ballot)

The details of Voting Results with regard to the Special Resolutions as required under Regulation 44 of the SEBI Listing Regulations, are as under:

INDIAN TERRAIN FASHIONS LIMITED
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Thirukkachiyur & Sengundram Industrial Area,
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Resolution No.		1. Appointment of Mr. J Suresh (DIN: 10664467) in the capacity as Non-Executive Independent Director of the Company						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,59,85,708	1,59,84,648	99.9934	1,59,84,648	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,59,85,708	1,59,84,648	99.9934	1,59,84,648	---	100.0000
Public-institutions	Remote e-Voting	25,75,731	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		25,75,731	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	3,21,05,928	14,78,120	4.6039	14,50,237	27,883	99.1136	1.8864
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		3,21,05,928	14,78,120	4.6039	14,50,237	27,883	99.1136
TOTAL [(a) + (b) + (c)]		5,06,67,367	1,74,62,768	34.4655	1,74,34,885	27,883	99.8403	0.1597

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Resolution No.		2. Re-appointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole-time Director of the Company and fixing his remuneration thereon						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		Yes						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,59,85,708	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,59,85,708	---	---	---	---	---
Public-institutions	Remote e-Voting	25,75,731	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		25,75,731	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	3,21,05,928	14,78,120	4.6039	14,50,237	27,883	99.1136	1.8864
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		3,21,05,928	14,78,120	4.6039	14,50,237	27,883	99.1136
TOTAL [(a) + (b) + (c)]		5,06,67,367	14,78,120	2.9173	14,50,237	27,883	99.8403	0.1597

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Resolution No.		3. Re-appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and CEO of the Company and fixing his remuneration thereon						
Resolution required: (Ordinary/ Special)		Special Resolution						
Whether promoter/ promoter group are interested in the agenda /resolution?		No						
Category	Mode of Voting	No. of Shares held	No. of votes polled	% of votes polled on outstanding shares	No. of votes in favour	No. of votes against	% of votes in favour on votes polled	% of votes against on votes polled
		(1)	(2)	(3) = [(2) / (1)] * 100	(4)	(5)	(6) = [(4) / (2)] * 100	(7) = [(5) / (2)] * 100
Promoter and Promoter Group	Remote e-Voting	1,59,85,708	1,59,84,648	99.9934	1,59,84,648	---	100.0000	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (a)		1,59,85,708	1,59,84,648	99.9934	1,59,84,648	---	100.0000
Public-institutions	Remote e-Voting	25,75,731	---	---	---	---	---	---
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (b)		25,75,731	---	---	---	---	---
Public- Non-institutions	Remote e-Voting	3,21,05,928	1,19,442	0.3720	91,559	27,883	76.6556	23.3444
	Poll		---	---	---	---	---	---
	Postal Ballot (if applicable)		---	---	---	---	---	---
	Total – (c)		3,21,05,928	1,19,442	0.3720	91,559	27,883	76.6556
TOTAL [(a) + (b) + (c)]		5,06,67,367	1,61,04,090	31.7839	1,60,76,207	27,883	99.8269	0.1731

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INDIAN TERRAIN



BP & ASSOCIATES
Company Secretaries

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

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

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

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

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

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



BP & ASSOCIATES

Company Secretaries

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

Name: Mr. Prithvi K Shah

Name: Mr. Sreehari Sandeep Anand



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

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

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

Item No – 1:

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

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

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



Item No – 2:

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

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

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

Item No – 3:

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

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

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



BP & ASSOCIATES

Company Secretaries

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

Thanking you,

Yours Faithfully,

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

CHANDRAMOULI
I KANDHIPATTI
JAYACHANDRA
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Digitally signed by
CHANDRAMOULI
KANDHIPATTI
JAYACHANDRAN
Date: 2026.05.29
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**K. J CHNADRA MOULI
PARTNER
C P No: 15708 | M.NO: F11720
UDIN: F011720H000538840**

COUNTER SIGNED BY

SAINATH
SUNDAR
AM

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

**SAINATH SUNDARAM
COMPANY SECRETRAY &
COMPLIANCE OFFICER**

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



MINUTES OF THE RESOLUTIONS PASSED BY WAY OF POSTAL BALLOT THROUGH REMOTE E-VOTING PROCESS BY MEMBERS OF INDIAN TERRAIN FASHIONS LIMITED CONCLUDED ON 28th MAY 2026, RESULTS OF WHICH WERE DECLARED ON 29th MAY 2026

The Board of Directors of the Company at its Board Meeting held on 21st April 2026, approved the proposal to conduct a Postal Ballot by remote e-voting process pursuant to Sections 108 and 110 of the Companies Act, 2013, Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and General Circular Nos. 14/2020 dated 8th April 2020 and 17/2020 dated 13th April 2020 read with other relevant circulars, the latest being 03/2025 dated 22nd September 2025, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), including any statutory modifications or re-enactment thereof for the time being in force and Secretarial Standard -2 (SS-2) to seek approval of the Members on the following Special Businesses, as set out in the notice of the Postal Ballot dated 21st April 2026:

Item No(s).	Postal Ballot Notice Item(s)	Type of Resolution(s)
1.	Appointment of Mr. J Suresh (DIN: 10664467) in the capacity as Non-Executive Independent Director of the Company	Special Resolution
2.	Re-appointment of Mr. Venkatesh Rajagopal (DIN: 00003625) as Executive Chairman and Whole-time Director of the Company and fixing his remuneration thereon	Special Resolution
3.	Re-appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) as Managing Director and CEO of the Company and fixing his remuneration thereon	Special Resolution

- (1) The Company had engaged the services of CDSL for the purpose of providing e-voting facility and technical services relating to the Postal Ballot to all its members;
- (2) The Board had appointed Mr. K. J. Chandramouli, Partner of M/s. BP & Associates (Entity ID: 83104) as the Scrutinizer for conducting the remote e-voting process in a fair and transparent manner;



- (3) In accordance with applicable MCA and SEBI circulars, the postal ballot notice was sent only through electronic mode to those members whose e-mail addresses were registered with the Company/ Depositories and whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories (“eligible shareholders”) as on the cut-off date 24th April 2026, seeking approval as set out in the postal ballot notice;
- (4) The total number of shareholders as on the cut-off date was 21,605 and the total no. of shares as on the cut-off date was 5,06,67,367 Equity Shares;
- (5) Pursuant to the above, the postal ballot notice was sent to all eligible shareholders, electronically, on 27th April 2026;
- (6) A public advertisement was published on 28th April 2026, in Business Standard in English and Tamil Murasu in Tamil;
- (7) The remote e-voting commenced on 29th April 2026 (9:00 AM IST) and closed on 28th May 2026 (5:00 PM IST) [both days inclusive];
- (8) After the closure of e-voting time, the Scrutinizer unblocked the votes casted under remote e-voting and downloaded the details on 28th May 2026 from CDSL portal in the presence of two witnesses;
- (9) The Scrutinizer then rendered his report to the Chairman / Company Secretary & Compliance Officer;

The Chairman / Company Secretary & Compliance Officer took the report on record and declared that the resolutions set out in the postal ballot notice dated 21st April 2026 which were passed with requisite majority. The details of remote e-voting on the resolutions as per the Scrutinizer’s Report are as under:

RESOLUTION NO. 1:
APPOINTMENT OF MR. J SURESH (DIN: 10664467) IN THE CAPACITY AS NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY:

Nature of Resolution – Special Resolution

RESOLVED THAT pursuant to Section 149, 150, 152, 161 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and other applicable provisions of the Act, including any modification or re-enactment thereof, applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. J Suresh (DIN: 10664467), who as per the recommendations of the Nomination and Remuneration Committee was appointed as an



Additional Director of the Company in the category of Non-Executive Independent Director by the Board of Directors with effect from 21st April 2026 and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 (“Listing Regulations”) and is eligible for appointment under the provisions of the Act, the Rules made thereunder and the Listing Regulations, as an Independent Director of the Company for a term of 5 (five) years upto 20th April 2031 and that he shall not be liable to retire by rotation;

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Listing Regulations, approval of the Members of the Company be and is hereby accorded for appointment of Mr. J Suresh (DIN: 10664467) as a Non-Executive, Independent Director of the Company, who during this proposed terms of appointment would be beyond the age of 75 years;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution

Results of voting through Postal Ballot by remote e-voting were as follows:

Total No. of votes polled	No. of votes – in favour	% of votes in favour on votes polled	No. of votes – against	% of Votes against on votes polled
1,74,62,768	1,74,34,885	99.84%	27,883	0.16%

Note – None of the promoter / promoter group members were interested in aforementioned resolutions

Resolution passed by requisite majority.



RESOLUTION NO. 2:

RE-APPOINTMENT OF MR. VENKATESH RAJAGOPAL (DIN: 00003625) AS EXECUTIVE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREON

Nature of Resolution – Special Resolution

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (LODR) Regulations, 2015, as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Venkatesh Rajagopal (DIN: 00003625), who will be attaining the age of 70 years during the tenure as Executive Chairman & Whole-time Director of the Company for a period of 3 years with effect from 8th August 2026 as Executive Chairman & Whole-time Director of the Company having been so appointed by the Board of Directors in their meeting held on 21st April 2026, and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT during the tenure of his re-appointment, the remuneration payable to Mr. Venkatesh Rajagopal, shall not exceed the following limits, notwithstanding inadequacy of profits:

- (A) Salary (Fixed Pay): Rs. 1,15,20,000 (Rupees One Crore Fifteen Lakh Twenty Thousand only) per annum (i.e. Rs. 9.60 Lakh Per month);
- (B) Variable pay: atleast 2% on the Operating Profits of the Company for every financial year
- (C) Perquisites and allowances: Such as House Rent Allowance, Medical Allowance, Conveyance, Medical Reimbursement for self and family to the extent not reimbursed under Mediclaim Policy, Telephone, Tele fax and other communication facilities, entitlement of car maintained by the Company, Bonus, Leave Travel Concession, EL Encashment Gratuity, etc., as may be provided by the Company and as duly agreed upon by the Board of Directors of the Company;
- (D) Reimbursement of expenses incurred for official purposes: On actual basis;
- (E) Other payments, if any (excluding the above): Anytime during the Financial Year, based on evaluation and approval by Nomination & Remuneration Committee / Board of Directors of the Company as stipulated under the Act / Rules / Schedule

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INDIAN TERRAIN



RESOLVED FURTHER THAT the members of the Company be and hereby authorize Board of Directors/ Nomination and Remuneration Committee, the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of the Executive Chairman & Whole-time Director, the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution

Result of voting through Postal Ballot by remote e-voting was as follows:

Total No. of votes polled	No. of votes – in favour	% of votes in favour on votes polled	No. of votes – against	% of Votes against on votes polled
14,78,120	14,50,237	98.11%	27,883	1.89%

Note –The promoter / promoter group members were interested in aforementioned resolutions and accordingly 1,59,84,648 votes polled were not considered

Resolution passed by requisite majority.



RESOLUTION NO. 3:

RE-APPOINTMENT OF MR. VENKATESH RAJAGOPAL (DIN: 00003625) AS EXECUTIVE CHAIRMAN AND WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXING HIS REMUNERATION THEREON

Nature of Resolution – Special Resolution

RESOLVED THAT pursuant to the provisions of Section 196, 197, 203 other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company, the SEBI (LODR) Regulations, 2015, as amended from time to time and based on the recommendations of the Nomination and Remuneration Committee, the consent of members of the Company be and is hereby accorded for re-appointment of Mr. Charath Ram Narsimhan (DIN: 06497859) for a period of 3 years as Managing Director & CEO of the Company with effect from 8th August 2026 having been so appointed by the Board of Directors in their meeting held on 21st April 2026, and shall not be liable to retire by rotation;

RESOLVED FURTHER THAT during the tenure of his re-appointment, the remuneration payable to Mr. Charath Ram Narsimhan as Managing Director & CEO shall not exceed the following limits, notwithstanding inadequacy of profits:

- (A) Salary (Fixed Pay): Rs. 96,00,000/- (Rupees Ninety Six Lakhs only) per annum (i.e. Rs. 8.00 Lakh per month);
- (B) Variable pay: atleast 2% on the Operating Profits of the Company for every financial year
- (C) Perquisites and allowances: Such as House Rent Allowance, Medical Allowance, Provident Fund, Conveyance, Medical Reimbursement for self and family to the extent not reimbursed under Mediclaim Policy, Telephone, Tele fax and other communication facilities, entitlement of car maintained by the Company, Bonus, Leave Travel Concession, EL Encashment Gratuity, etc., as may be provided by the Company and as duly agreed upon by the Board of Directors of the Company;
- (D) Reimbursement of expenses incurred for official purposes: On actual basis;
- (E) Other payments, if any (excluding the above): Anytime during the Financial Year, based on evaluation and approval by Nomination & Remuneration Committee / Board of Directors of the Company as stipulated under the Act / Rules / Schedule

INDIAN TERRAIN FASHIONS LIMITED

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Thirukkachiyur & Sengundram Industrial Area,
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RESOLVED FURTHER THAT the members of the Company be and hereby authorize Board of Directors/ Nomination and Remuneration Committee, the above remuneration shall be subject to modification, as may be deemed fit by the Board from time to time and subject to the limits and stipulations prescribed by the Companies Act, 2013 read with Schedule V thereto, and/or any guidelines prescribed by the Government from time to time;

RESOLVED FURTHER THAT wherein any financial year, during the tenure of the Executive Chairman & Whole-time Director, the Company has no profits, or its profits are inadequate, the Company shall pay the remuneration by way of salary, perquisites and allowances subject to the limits and conditions specified under Schedule V of the Companies Act, 2013, as may be amended from time to time;

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolutions, the Board (which term shall include any Committee thereof for the time being exercising the powers conferred on the Board by this resolution) be and is hereby authorised to do all such acts, deeds and things, as it may in its absolute discretion deem necessary, proper or desirable, and to settle any question, difficulty or doubt that may arise in respect of aforesaid without being required to seek any further consent or approval of the members of the Company, or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors and Key Managerial Personnel (KMPs) of the Company be and are hereby authorized severally to do all such acts, deeds and things and execute all such documents, instruments, and writings as may be required to give effect to the aforesaid Resolution

Result of voting through Postal Ballot by remote e-voting was as follows:

Total No. of votes polled	No. of votes – in favour	% of votes in favour on votes polled	No. of votes – against	% of Votes against on votes polled
1,61,04,090	1,60,76,207	99.83%	27,883	0.17%

Note – None of the promoter / promoter group members were interested in aforementioned resolutions

Resolution passed by requisite majority.



Voting results were noted as above and it was recorded and declared that the Resolution(s), as set out in the Notice of Postal Ballot dated 21st April 2026, were duly passed on 28th May 2026 with requisite majority.

The Chairman authorized the Company Secretary to disseminate the results, as required under Regulation 44(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and post the same on the website of the Company.

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