



ITFL/SEC/2025-26/SEP/03

5<sup>th</sup> September 2025

**BSE Limited**

Phiroze Jeejeebhoy Towers,  
Dalal Street,  
Mumbai – 400 001

**National Stock Exchange of India Limited**

Exchange Plaza, 5<sup>th</sup> Floor, Plot No. C/1,  
G Block, Bandra-Kurla Complex,  
Bandra (East), Mumbai- 400 051

**Scrip Code – 533329**

**NSE Symbol: INDTERRAIN**

Dear Sir/Madam,

**Sub.: Submission of Annual Report of the Company for FY ended 31<sup>st</sup> March 2025  
along with Notice convening 16<sup>th</sup> Annual General Meeting**

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

As per the captioned subject and reference, we inform that the 16<sup>th</sup> Annual General Meeting (AGM) of the Company is scheduled to be held on Monday, 29<sup>th</sup> September 2025 at 12 Noon IST through video conferencing/ other audio-visual means.

The Notice convening the 16<sup>th</sup> AGM of the Company along with the Annual Report of the Company for the Financial Year ended 31<sup>st</sup> March 2025 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 29<sup>th</sup> August 2025 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 16<sup>th</sup> AGM through Central Depository Services Limited (CDSL) for the resolutions proposed to be passed at the 16<sup>th</sup> AGM. The remote E-voting shall commence from Wednesday, 24<sup>th</sup> September 2025 at 09.00 A.M. (IST) and end on Sunday, 28<sup>th</sup> September 2025 at 05.00 P.M. (IST). The cut-off date for determining the eligibility of the Shareholders to cast their vote is Monday, 22<sup>nd</sup> September 2025.

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](mailto:response.itfl@indianterrain.com)

Website: [www.indianterrain.com](http://www.indianterrain.com)

CIN: L18101TN2009PLC073017

Ph: 044 – 4227 9100

**INDIAN TERRAIN**



INDIAN  
TERRAIN

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25

years of Effortless style

**ANNUAL REPORT**

2024 - 2025



## NOTE FROM THE CHAIRMAN

Dear Shareholders,

This year marks a profound moment in the journey of our company as we have stepped into our 25<sup>th</sup> year of the Brand "Indian Terrain", not just as a business, but as a brand built on resilience, hard work, and the courage to continue despite the odds. I stand before you not just as the Chairman, but as someone who has walked every step of this challenging journey with our team, our stakeholders, and all those who believed in the heart of this enterprise.

The last one year has been a business journey fraught with difficulty and one which tested the very core of our resolve. To those on the outside it would have appeared to be the performance of a brand struggling to stay relevant, however that was not at all the case. The truth is that the difficult path was because of a conscious choice we made to pivot and reset the brand's trajectory on rails that will robustly take us on a path of sustained profitability and healthy growth. We questioned and changed so many fundamental presumptions on which we had hitherto built our brand and its growth. We chose to adapt and We chose to endure. And in that choice and stubborn belief in our brand, our people, and our potential lies the real success in forthcoming years. During the year, having embarked on the management philosophy "Theory of Constraints" (ToC) we have persistently implemented a comprehensive turnaround strategy on operational restructuring by trimming inefficiencies, streamlining our supply chain, and adopting smarter inventory controls to improve margins, working capital efficiency, and capital-light growth.

Our drop in revenue was a conscious outcome of a one-time correction we undertook to exit from all non-profitable stores and retail points, to partner with fewer retail chains but in a much deeper manner and to revisit the business models of specific growth channels such as e commerce to make them engines of growth for the future. While doing this we also streamlined

our sourcing to make it nimbler, more agile to respond to quicker demand and market changes. These changes would not have been possible without the support from our vendor partners and to them I am particularly grateful for having the belief in us, understanding the change we are doing and supporting us in this transformation. I am equally grateful to our franchisee and retailer partners who also immensely supported us in this transition period. This period of pain and transition needed capital and I must acknowledge the immense faith and trust from our investors who subscribed to the warrants issued in March 2025.

All these efforts of the past year have given us a solid foundation to build back and are starting to bear fruit. We now have five revenue channels all of which are profitable, scaling up and we are optimistic about sustaining profitability while regaining scale and our focus remains on deepening brand presence, improving channel productivity, and investing in capabilities that support profitable growth.

We are confident that we will once again reach our peak revenue of ₹500 Cr by FY 2027 albeit with a much better profitability and stronger balance sheet. We will cautiously but surely expand our exclusive retail presence back to 225 stores over the next 2-3 years. This coupled with E Commerce and Deepening Distribution will drive our revenue scale up.

India's apparel market is experiencing a surge in demand for sustainable and ethically produced clothing, driven by increasing consumer awareness and a shift towards conscious consumerism. Accordingly, instead of trying to be everything to everyone, we are shifting focus to niche, high-margin product segments where we have competitive strength. The recent endorsement of the brand by Mr. Kunal Kapoor is a big step in that direction and his personality encapsulates in one phrase what Indian Terrain stands for – "The Spirit of Man"

As we continue to align ourselves with changing market patterns and evolving consumer expectations, our purpose remains unchanged and having said that our goal is simple: to return to profitability, protect shareholder value, and rebuild a company that is leaner, smarter, and stronger than ever before.

Lastly, I thank each of my colleagues at Indian Terrain for you for your dedication, passion, and commitment to our shared vision. Here's to a successful and transformative year ahead and together, let us continue to write new chapters of success and innovation. I also would like to thank all my stakeholders for supporting us in each of our endeavours and we hope to continue our journey of togetherness for a long period, achieving newer milestones in the path of success and excellence with continued trust, confidence, and support.

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 &<br>Non-Independent Director |
| Mr. Charath Ram Narsimhan   | Managing Director & CEO                     |
| Mr. P.S. Raghavan<br>(appointed w.e.f 01 <sup>st</sup> April 2024)  | Independent Director                        |
| Mr. Tarique Ansari<br>(appointed w.e.f 01 <sup>st</sup> April 2024) | Independent Director                        |
| Mrs. Nidhi Reddy  | Independent Director                        |

### Audit Committee

|                           |          |
|---------------------------|----------|
| Mr. Tarique Ansari        | Chairman |
| Mr. P.S. Raghavan         | 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

|                    |          |
|--------------------|----------|
| Mr. P.S. Raghavan  | Chairman |
| Mr. Tarique Ansari | Member   |
| Mrs. Nidhi Reddy   | 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](http://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](mailto:rnt.helpdesk@in.mpms.mufig.com)  
<https://in.mpms.mufig.com/>







## NOTICE OF 16<sup>th</sup> ANNUAL GENERAL MEETING

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

NOTICE is hereby given that the 16<sup>th</sup> Annual General Meeting ("AGM") of the Members of Indian Terrain Fashions Limited (the "Company") will be held on Monday, the 29<sup>th</sup> September 2025, at 12 Noon 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 31<sup>st</sup> March 2025, 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 year ended 31<sup>st</sup> March 2025, 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 terms of appointment."

### SPECIAL BUSINESS

3. To appoint M/s. BP & Associates, firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto 5 (Five) consecutive years and to fix their remuneration thereon

To consider and if thought fit, to pass, the following Resolution(s) as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, if any and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and subject to receipt of such other approvals, consents and permissions as may be required, as per the recommendations of Audit Committee and Board of Directors, M/s. BP & Associates, Firm of Company Secretaries in Practice (Firm Registration Number P2015TN040200) be and are hereby appointed as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years, to hold office from the conclusion of this 16<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of 21<sup>st</sup> (Twenty First) AGM of the Company to be held in the Year 2030, at a remuneration to be fixed by the Board of Directors of the Company or any Committee of the Board of Directors ("the Board");

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."

4. To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company

To consider and if thought fit, to pass, the following Resolution(s) as a **Special Resolution**:

RESOLVED THAT pursuant to Section 149, 150, 152 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, recommendation of the Nomination and Remuneration Committee and that of the Board, Mrs. Nidhi Reddy (DIN: 00004081), who holds office as an Independent Director upto 10<sup>th</sup> February 2026 and meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the LODR Regulations and in respect of whom the Company has received a notice in writing from a member under

Section 160(1) of the Act, be and is hereby re-appointed as an Independent Director of the Company, for the second term of 5 (Five) years effective from 11<sup>th</sup> February 2026 till 10<sup>th</sup> February 2031, and that she shall not be liable to retire by rotation;

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."

By Order of the Board  
For INDIAN TERRAIN FASHIONS LIMITED

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

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

### NOTES:

1. The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 9/2024 dated 19<sup>th</sup> September 2024, 9/2023 dated 25<sup>th</sup> September 2023, General Circular No. 11/2022 dated 28<sup>th</sup> December 2022, General Circular 3/2022 dated 05<sup>th</sup> May 2022 read with circulars dated 13<sup>th</sup> January 2021, 05<sup>th</sup> May 2020, 08<sup>th</sup> April 2020, 13<sup>th</sup> April 2020 and other applicable circulars (collectively referred to as "MCA Circulars") and the Securities and Exchange Board of India ("SEBI") vide its circular nos. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12<sup>th</sup> May 2020, SEBI/HO/CFD/CMD2/CIR/ P/2021/11 dated 15<sup>th</sup> January 2021, SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13<sup>th</sup> May 2022, SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated 05<sup>th</sup> January 2023, SEBI/HO/CFD/CFD-PoD2/P/CIR/2023/167 dated 07<sup>th</sup> October 2023 and SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03<sup>rd</sup> October 2024 ("SEBI 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 and SEBI 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 Monday, the 29<sup>th</sup> September 2025 at 12 Noon 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 Nos. 3&4 of the Notice, is annexed hereto. Further, the relevant details with respect to "Director's 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. SEBI vide its Master Circular No. SEBI/ HO/MIRSD/POD-1/P/CIR/2024/37 dated 07<sup>th</sup> May 2024 has mandated that all requests for transfer of securities including transmission and transposition requests shall be processed only in dematerialized form.
7. 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
8. Members may please note that SEBI vide its Master Circular No. SEBI/ HO/ MIRSD/POD-1/P/CIR/2024/37 dated 07<sup>th</sup> 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 <https://web.in.mpms.mufig.com/contact-us.html>. It may be noted that any service request can be processed only after the folio is KYC Compliant
9. The name of the RTA changed from "Link Intime India Private Limited" to "MUFG Intime India Private Limited" (MUFG Intime/RTA) with effect from 31<sup>st</sup> December 2024 upon acquisition of Link group by Mitsubishi UFJ Trust & Banking Corporation.
10. 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
11. 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/ SEC FATF/P/CIR/2023/169 dated 12<sup>th</sup> October 2023.
12. 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.
13. 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
14. **Updation 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.
15. **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.
16. 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](mailto:secretarial@indianterrain.com);
17. 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](http://www.bseindia.com), National Stock Exchange of India Limited at <http://www.nseindia.com/> and on the website of CDSL <https://www.cdslindia.com/>;

18. Since the AGM will be held through VC / OAVM, the Route Map is not annexed to this Notice
19. 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 31<sup>st</sup> 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>
20. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September 2025 to 29<sup>th</sup> September 2025 (both days inclusive).

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

- (i) The remote e-voting period begins on Wednesday, 24<sup>th</sup> September 2025 at 09:00 A.M. IST and ends on Sunday, 28<sup>th</sup> September 2025 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., Monday, 22<sup>nd</sup> September 2025 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 09<sup>th</sup> 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 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 09<sup>th</sup> 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 | <ol style="list-style-type: none"> <li>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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> or <a href="https://web.cdslindia.com/myeasitoken/home/login">https://web.cdslindia.com/myeasitoken/home/login</a> and click on holding Login icon and select My Easi New (Token).</li> <li>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 &amp; 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.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi tab and click on registration option.</li> <li>Alternatively, the user can directly access e-voting page by providing Demat Account Number and PAN No. from a e-voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; 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.</li> </ol>  |
| Individual Shareholders holding securities in demat mode with NSDL | <ol style="list-style-type: none"> <li>If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the URL: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "Register Online for IDeAS Portal" or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-voting website of NSDL. Open web browser by typing the URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 &amp; 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.</li> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. 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 &amp; voting during the meeting.</li> </ol> |

|  |  |
|--|--|
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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](http://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.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier e-voting of any company, then your existing password is to be used.
- 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)<br><br>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.<br><br>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.                |

- After entering these details appropriately, click on "SUBMIT" tab
- 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.
- For shareholders holding shares in physical form, the details can be used only for e-voting on the Resolutions contained in this Notice.
- Click on the EVSN: 250828030 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**

- (a) Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves in the "Corporates" module.
- (b) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (c) 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.
- (d) 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@bpcorpadvors.com](mailto:chandramouli@bpcorpadvors.com) and to the RTA at the email address viz: [mt.helpdesk@in.mps.mufg.com](mailto:mt.helpdesk@in.mps.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](mailto: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@bpcorpadvors.com](mailto:chandramouli@bpcorpadvors.com) with a copy marked to [helpdesk.evoting@cdslindia.com](mailto: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](http://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](http://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, 25<sup>th</sup> Floor, Marathon Futrex Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East) Mumbai – 400013 or send an email to [helpdesk.evoting@cdslindia.com](mailto: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](mailto: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](mailto:helpdesk.evoting@cdslindia.com) or contact at toll free No.: 1800 21 09911.
5. In terms of SEBI circular dated 09<sup>th</sup> 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](mailto: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](mailto: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. Monday, 29<sup>th</sup> September 2025.

**By Order of the Board  
For INDIAN TERRAIN FASHIONS LIMITED**

sd/-

Sainath Sundaram

Company Secretary

Membership No.: F12981

Date: 12<sup>th</sup> August, 2025

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 12<sup>th</sup> August 2025. 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

**To appoint M/s. BP & Associates, firm of Company Secretaries in Practice as Secretarial Auditors for a term of upto 5 (Five) consecutive years and to fix their remuneration thereon**

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations") vide SEBI Notification dated 12<sup>th</sup> December 2024 and provisions of Section 204 of the Companies Act, 2013 ('Act') and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Audit Committee and the Board of Directors at their respective meetings held on 12<sup>th</sup> August 2025 have approved and recommended the appointment of M/s. BP & Associates, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2015TN040200) as Secretarial Auditors of the Company for a term of upto 5 (Five) consecutive years to hold office from the conclusion of this 16<sup>th</sup> Annual General Meeting ("AGM") till the conclusion of 21<sup>st</sup> (Twenty First) AGM of the Company to be held in the Year 2030 on following terms and conditions:

- (a) Term of appointment: Upto 5 (Five) consecutive years from the conclusion of this 16<sup>th</sup> AGM till the conclusion of 21<sup>st</sup> AGM to be held in the year 2030;
- (b) Proposed Fees: Upto ₹1,25,000 (Rupees One Lakh Twenty Five Thousand only plus applicable taxes and other out-of-pocket expenses in connection with the secretarial audit for Financial Year ending 31<sup>st</sup> March 2025 and for subsequent year(s) of their term, such fee as determined by the Board, on recommendation of Audit Committee. The proposed fees is based on knowledge, expertise, industry experience, time and efforts required to be put in by them, which is in line with the industry benchmark. The fees for services in the nature of certifications and other professional work will be in addition to the secretarial audit fee as above and will be determined by the Board in consultation with the Secretarial Auditors and as per the recommendations of the Audit Committee;
- (c) Basis of recommendations: The recommendations are based on the fulfilment of the eligibility criteria & qualification prescribed under the Act & Rules made thereunder and SEBI LODR Regulations with regard to the full time partners, secretarial audit, experience of the firm, capability, independent assessment, audit experience and also based on the evaluation of the quality of audit work done by them in the past.
- (d) Credentials: M/s. BP & Associates (Firm Registration Number: P2015TN040200) ("Secretarial Audit Firm"), is a reputed firm of Company Secretaries in Practice specialized in Secretarial Audit and other corporate law matters. The firm is registered with the Institute of Company Secretaries of India and has an experience of more than two decades in providing various corporate law services. The Firm also holds a valid Peer Review Certificate. M/s. BP & Associates have given their consent to act as Secretarial Auditors of the Company and confirmed that their aforesaid appointment (if made) would be within the prescribed limits under the Act & Rules made thereunder and SEBI LODR Regulations. They have also confirmed that they are not disqualified to be appointed as Secretarial Auditors in terms of provisions of the Act & Rules made thereunder and SEBI LODR Regulations.

None of the 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 their shareholding, if any, 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 an Ordinary Resolution.

#### Item No. 4

**To consider and approve the re-appointment of Mrs. Nidhi Reddy (DIN: 00004081) as an Independent Director of the Company**

Mrs. Nidhi Reddy (DIN: 00004081) is currently an Independent Director of the Company, Chairperson of the Stakeholders Relationship Committee, Member of the Nomination and Remuneration Committee and Corporate Social Responsibility Committee.

Mrs. Nidhi Reddy was appointed as an Independent Director of the Company by the Members at the 12<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September 2021 for a period of 5 (five) consecutive years commencing from 11<sup>th</sup> February 2021 till 10<sup>th</sup> February 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. Based on the recommendation of the Nomination & Remuneration Committee ('NRC'), the Board of Directors at its meeting held on 12<sup>th</sup> August 2025, proposed the re-appointment of Mrs. Nidhi Reddy as an Independent Director of the Company for a second term of 5 (five) consecutive years commencing from 11<sup>th</sup> February 2026 upto 10<sup>th</sup> February 2031 (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

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. The NRC taking into consideration the skills, expertise and competencies required for the Board in the context of the business and sectors of the Company and based on the performance evaluation, concluded and recommended to the Board that Mrs. Nidhi Reddy's qualifications and the rich experience of over the decades in the abovementioned areas meets the skills and capabilities required for the role of Independent Director of the Company.

The Board is of the opinion that Mrs. Nidhi Reddy continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in her role as an Independent Director of the Company and her continued association would be of immense benefit to the Company. The Company has in terms of Section 160(1) of the Companies Act, 2013 ("the Act") received a notice from a Member proposing her candidature for the office of Director. The Company has received a declaration from Mrs. Nidhi Reddy confirming that she continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

In terms of Regulation 25(8) of the SEBI Listing Regulations, Mrs. Nidhi Reddy has confirmed that:

- (a) she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties;
- (b) she is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to circulars dated 20<sup>th</sup> June 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies
- (c) she is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given her consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.
- (d) she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs ("IICA").

In the opinion of the Board, Mrs. Nidhi Reddy fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and that she is independent of the Management. The terms and conditions of the appointment of Independent Directors is uploaded on the website of the Company at <https://www.indianterrain.com/pages/investor-information>. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mrs. Nidhi Reddy as an Independent Director is now placed for the approval of the Members by a Special Resolution.

None of the 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, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 4 for approval of the Members as a **Special Resolution**.

THE INFORMATION IN RESPECT OF ITEM NO. 2 and 4 IN ACCORDANCE WITH REGULATION 36(3) OF THE SEBI (LODR) REGULATIONS, 2015 AND SECRETARIAL STANDARDS - 2 ABOUT THE DIRECTOR RE-APPOINTMENT AT THE 16<sup>th</sup> ANNUAL GENERAL MEETING IS FURNISHED HEREUNDER

| Particulars  | Details of the Directors re-appointed  |   |
|--|--|---|
| Name of the Director   | Mrs. Rama Rajagopal  | Mrs. Nidhi Reddy  |
| Directors Identification Number (DIN)  | 00003565   | 00004081  |
| Capacity / Designation / Category of the Director  | Non-Executive<br>Non-Independent Director  | Independent Director  |
| Date of Birth  | 06 <sup>th</sup> August 1955   | 13 <sup>th</sup> April 1956   |
| Initial date of appointment on Board   | 29 <sup>th</sup> September 2009  | 11 <sup>th</sup> February 2021  |
| Term of previous appointment   | Non-Executive<br>Non-Independent Director  | Independent Director  |
| Terms and Conditions of Appointment / re-appointment   | Re-appointment as a Non-Executive Non-Independent Director under Section 152(6) the Act  | Re-appointment for 2 <sup>nd</sup> consecutive term of 5 years as Independent Director under Section 149 of 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 <sup>th</sup> September 2009 and was subsequently re-designated as Non-Executive Non-Independent Director w.e.f 10 <sup>th</sup> November 2021. She has an expertise in General Management and Administration | 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 |
| Remuneration last drawn / Revised Remuneration sought to be paid for the FY 2024-25  | Remuneration – Nil<br>Sitting Fees – ₹2.60 Lakhs p.a.  | Remuneration – Nil<br>Sitting Fees – ₹3.85 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  | -  | Celebrity Fashions Limited  |
| Chairperson / Member of the Committee of the Board of Director of the Company  | Indian Terrain Fashions Limited:<br>Chairperson of CSR   | Indian Terrain Fashions Limited:<br>Chairperson of SRC<br>Member of CSR<br>Member of NRC  |
| Chairperson / Member of the Committee of other Listed / Public Companies in which he / she is a Director                           | Celebrity Fashions Limited:<br>Chairperson of CSR  | -   |
| No. of Board Meetings attended / held during the Financial Year 2024-25  | No. of Board Meetings held – 5<br>No. of Board Meetings attended – 4   | No. of Board Meetings held – 5<br>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 this AGM notice) | 83,66,930<br>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  | 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: 12<sup>th</sup> August, 2025  
Place: Chennai

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





# Modern Mariner

This collection reimagines  
nautical style through the  
lens of niche luxury vacations  
and ancient landscapes.

It blends old-world charm  
with refined resort wear for  
the modern, well-travelled man.









## BOARD'S REPORT

Dear Members,

Your Directors hereby present herewith the 16<sup>th</sup> Annual Report of your Company along with the Audited Financial Statements for the Financial Year ended 31<sup>st</sup> March 2025 together with Auditors' Report thereon.

### FINANCIAL SUMMARY / HIGHLIGHTS

The Company's financial performance for the year ended 31<sup>st</sup> March 2025 and the comparative figures for the previous year are summarized below:

(₹ In Crores)

| Particulars  | For the Year ended           |                              |
|--|------------------------------|------------------------------|
|  | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
| Revenue from Operations  | 340.60                       | 456.01                       |
| Other Income   | 4.76                         | 3.93                         |
| <b>Total Revenue</b>   | <b>345.36</b>                | <b>459.94</b>                |
| <b>Earnings Before Depreciation, Interest, Tax &amp; Amortisation (EBDITA)</b> | <b>(2.11)</b>                | <b>33.99</b>                 |
| Depreciation & Amortisation  | 17.94                        | 22.28                        |
| Finance Costs  | 20.96                        | 21.87                        |
| <b>Earnings Before Tax (EBT)</b>   | <b>(41.01)</b>               | <b>(10.16)</b>               |
| Current Tax  | ---                          | ---                          |
| Deferred Tax   | 1.65                         | 4.77                         |
| <b>Net Profit / (Loss)</b>   | <b>(42.66)</b>               | <b>(14.93)</b>               |
| Other Comprehensive Income (net of tax)  | (0.10)                       | 0.27                         |
| <b>Total Income</b>  | <b>(42.76)</b>               | <b>(14.66)</b>               |
| <b>Earnings per Share (in ₹)</b>   |                              |                              |
| • Basic  | (9.48)                       | (3.37)                       |
| • Diluted  | (9.48)                       | (3.37)                       |

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

FY25 has been a defining year of strategic realignment for the Company. The Company consciously has shifted away from low-margin, scale-driven channels to focus on profitability, efficiency, and sustainable growth. While the top-line faced transitional impact, our improved margins, reduced costs, and operational profitability demonstrate the success of our disciplined execution. The Company has laid a solid foundation through capital strengthening, store network optimization, and sharper merchandising.

### 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 16<sup>th</sup> February 2015, as amended which is applicable to the Company from 01<sup>st</sup> April 2017 with a transition date of 01<sup>st</sup> April 2016.

### TRANSFER TO RESERVES:

During the Financial Year ended 31<sup>st</sup> March 2025, the company had a net loss of ₹42.76 Crores and accordingly the transfer to reserves does not apply. The reserves at the end of the year 31<sup>st</sup> March 2025 was ₹173.68 Crores as against ₹188.02 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:

We remain committed to adapting to the evolving market dynamics as we continue to leverage our strengths in men's wear. Consumers are increasingly prioritizing sustainability, leading to higher demand for eco-friendly materials and ethically produced apparels. This transition presents a significant opportunity for us to capture market share and strengthen our position in the industry.

As the company enters FY26 with strengthened fundamentals and a clear roadmap for profitable growth and building on the strategic reset executed in FY25, the focus will remain on deepening customer engagement, enhancing channel efficiency, and maintaining margin discipline.

Key growth levers for FY26 include:

- Expansion of the MBO (distribution) business, supported by wider store reach and improved in-store visibility;
- Consolidation and profitability in the EBO network, with selective expansion via the franchise (FOFO) model especially in the Southern and Western part of the country;

- Scaled-up Institutional Sales, through deeper customer penetration and increased account activation;
- Enhanced brand visibility and customer salience, with increased investment in marketing and CRM to sustain growth momentum and conversion rates.

With a sharp focus on quality of revenue, operational excellence, and disciplined working capital management, the company is well-positioned to deliver a stronger, more resilient performance in FY26. As such, we remain optimistic about the opportunities in the organised retail and e-commerce sectors and consider ourselves well-positioned to capitalise on these growth avenues. So, to sum up, the Company's focus in the FY26 will remain on maintaining margin integrity while reigniting growth through stronger brand visibility, targeted marketing, and timely product delivery.

### DIVIDEND:

The Board of Directors with a view to conserve financial resources has not recommended any dividend for the financial year ended 31<sup>st</sup> March 2025.

### 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) 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>

### 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 16<sup>th</sup> 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 16<sup>th</sup> Annual General Meeting for approval of the Shareholders.

Further, Mrs. Nidhi Reddy who was appointed as an Independent Director of the Company by the Members at the 12<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September 2021 for a period of 5 (five) consecutive years commencing from 11<sup>th</sup> February 2021 till 10<sup>th</sup> February 2026 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company. The Board recommends her re-appointment and the same has been included in the Notice of the 16<sup>th</sup> Annual General Meeting for approval of the Shareholders.

During the Financial Year 2024-25, the following were the changes in the composition of the Board of Directors and Key Managerial Personnel of the Company:

- As stated in the previous Annual Report, pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 30<sup>th</sup> March 2024 recommended to the Shareholders for approval of the appointment of Mr. P S Raghavan (DIN: 07812320) as Additional Director in the category of Non – Executive, Independent Director in the Board of the Company with effect from 01<sup>st</sup> April 2024 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 17<sup>th</sup> May 2024 and the results of the e-voting declared on 17<sup>th</sup> May 2024;
- As stated in the previous Annual Report, pursuant to the recommendations of Nomination & Remuneration Committee, the Board of Directors in its Meeting held on 30<sup>th</sup> March 2024 recommended to the Shareholders for approval of the appointment of Mr. Tarique Ansari (DIN: 00101820) as Additional Director in the category of Non – Executive, Independent Director in the Board of the Company with effect from 01<sup>st</sup> April 2024 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 17<sup>th</sup> May 2024 and the results of the e-voting declared on 17<sup>th</sup> May 2024;

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 16<sup>th</sup> Annual General Meeting, forming part of this Annual Report.

#### MEETINGS OF THE BOARD OF DIRECTORS:

During the year, five (5) meetings of the Board of Directors were held on 29<sup>th</sup> May 2024, 06<sup>th</sup> August 2024, 19<sup>th</sup> August 2024, 12<sup>th</sup> November 2024 and 12<sup>th</sup> February 2025. 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.

#### INDEPENDENT DIRECTORS AND FAMILIARISATION PROGRAMME:

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.

In compliance with Regulation 16(10)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), 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 2024-25 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 Narsimhan - 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 31<sup>st</sup> March 2025.

During the Financial year 2024-25, 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. The said policy duly amended and approved by the Board of Directors on 14<sup>th</sup> 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.

Any member interested in obtaining such information may send email to [secretarial@indianterrain.com](mailto: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 | 2024-25 | 2023-24 |
|-------------------------------------|---------|---------|
| Foreign Exchange Earnings           | Nil     | Nil     |
| Foreign Exchange Outgo              | 23.83   | 26.70   |

#### 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 31<sup>st</sup> March 2025 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 2024-25, 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 2024-25, 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 31<sup>st</sup> March 2025, 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 2024-25. The details of the other investments made by the Company are given under the Note No. 7 (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 31<sup>st</sup> March 2025, 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 31<sup>st</sup> March 2025 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 31<sup>st</sup> March 2025 was ₹9,14,37,660/- comprising of 4,57,18,830 Equity Shares of ₹2/- each. 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 27<sup>th</sup> May 2025 (the details of which are mentioned hereinbelow) 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. 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:

### (1) The chronological events pertaining to the Issuance and allotment of 14,27,145 Equity Shares on Preferential basis are mentioned hereunder:

- The Company in the Board Meeting held on 19<sup>th</sup> August 2024 had recommended to Shareholders for issuance of 14,27,145 Equity Shares on Preferential Allotment having a face value of ₹2 (Rupees Two only) each at an issue price of ₹70.07/- (Rupees Seventy Rupees and Seven Paise only) per equity share, including premium of ₹68.07/- (Rupees Sixty Eight and Seven Paise only) per equity share, aggregating to ₹10,00,00,051 (Rupees Ten Crore and Fifty One only) to Promoter & Executive Chairman and Managing Director & CEO of the Company;
- The said issue was approved by the Shareholders through Special Resolution at the 15<sup>th</sup> Annual General Meeting of the Company held on 16<sup>th</sup> September 2024;
- Further, the approval of the Company's application for obtaining in-principle approval from the Stock Exchange(s) were received on 26<sup>th</sup> September 2024;
- Based on the said approval, the Private Placement Offer cum Application Letter was circulated to the Identified Investors on 26<sup>th</sup> September 2024;
- the Company had received share application along with application money from the Identified Investors in the separate Account opened with Yes Bank Limited, to an extent of ₹10,00,00,051/- on 01<sup>st</sup> October 2024 itself (being 100.00% of the entire issue size);
- The allotment of the said Equity Shares (in the demat accounts of investors held with CDSL) was approved by the Board of Directors through Circular Resolution on 03<sup>rd</sup> October 2024.
- The Company had applied and received Listing Approval from the Stock Exchanges i.e. from NSE on 31<sup>st</sup> December 2024 and from BSE on 06<sup>th</sup> January 2025.
- The Company has received Trading Approval from the Stock Exchanges i.e. from NSE and BSE on 20<sup>th</sup> January 2025;

### (2) 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 12<sup>th</sup> 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 ₹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");
- 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 29<sup>th</sup> 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 10<sup>th</sup> March 2025;
- Further, the approval of the Company's application for obtaining in-principle approval from the Stock Exchange(s) were received on 27<sup>th</sup> March 2025;
- Based on the said approval, the Private Placement Offer cum Application Letter was circulated to the Identified Investors on 27<sup>th</sup> 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 29<sup>th</sup> 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 31<sup>st</sup> 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;



- (i) 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 27<sup>th</sup> May 2025 (in the demat accounts of investors held with NSDL);
- (j) The Company had applied and received Listing Approval from the Stock Exchanges i.e. from NSE on 29<sup>th</sup> July 2025 and from BSE on 20<sup>th</sup> June 2025;
- (k) The Company has received Trading Approval from the Stock Exchanges i.e. from NSE and BSE on 11<sup>th</sup> 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. 2024-25 and for the ensuing FY 2025-26. There are no arrears.

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

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

**(1) Issuance and allotment of 14,27,145 Equity Shares on Preferential basis:**

| SI No | Name of the Director   | Designation   |
|-------|--|---|
| 1.    | Mode of Fund Raising (Public Issues / Rights Issues / Preferential Issues / QIP / Others)                                | Preferential Issue – Allotment of 14,27,145 Equity Shares |
| 2.    | Date of Raising Funds  | 03 <sup>rd</sup> October 2024 (Date of Allotment)         |
| 3.    | Amount Raised  | ₹10,00,00,051/- (Rupees Ten Crore and Fifty One only)     |
| 4.    | Report filed for Quarter ended   | 31 <sup>st</sup> December 2024                            |
| 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 | -                       | ₹ 10,00,00,051/-    | -                       | ₹10,00,00,051/- | 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:**

The entire proceeds of the preferential issue, which were allotted during the 3<sup>rd</sup> quarter of Financial Year 2024-25 which were subsequently fully utilized during that quarter itself as mentioned in the table hereinabove and hence, this Statement shall be discontinued from 4<sup>th</sup> quarter of Financial Year 2024-25 and from the Financial Year 2025-26, as the same shall no longer be required for reporting purposes.

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

| SI No | Name of the Director   | Designation   |
|-------|--|---|
| 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 <sup>st</sup> 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 <sup>st</sup> March 2025 and 30 <sup>th</sup> 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:

- (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 31<sup>st</sup> 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 27<sup>th</sup> May 2025;

(ii) The entire proceeds of the preferential issue, which were received during the 4<sup>th</sup> quarter of Financial Year 2024-25 (initial subscription) and 1<sup>st</sup> 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 12<sup>th</sup> August 2025 and accordingly this Statement shall be discontinued from the beginning of the 2<sup>nd</sup> quarter of Financial Year 2025-26 as the same shall no longer be 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.

**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 2024-25.

**RECOMMENDATIONS OF AUDIT COMMITTEE:**

All the recommendations of the Audit Committee during the Financial Year 2024-25 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 15<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September 2024 till the conclusion of 20<sup>th</sup> 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 2024-25 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 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 2024-25. The Secretarial Audit Report for the financial year ended 31<sup>st</sup> March 2025 does not contain any adverse remark, qualification or reservation or disclaimer which requires any explanation/comments of the Board. The Secretarial Audit Report is annexed as **Annexure - III** to this Report.

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 and based on the recommendation of the Audit committee, the Board of Directors had proposed the appointment of M/s. BP & Associates, Practising Company Secretaries (Firm's Registration No. P2015TN040200), as a Secretarial Auditors of the Company for a first term of 5 (five) consecutive years from the conclusion of 16<sup>th</sup> Annual General Meeting until the conclusion of 21<sup>st</sup> Annual General Meeting, subject to the approval of Shareholders at the ensuing 16<sup>th</sup> Annual General Meeting which is mentioned in the Notice of AGM.

**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 2024-25 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 2024-25, 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.

**DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S 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 AND MANAGEMENT DISCUSSION & ANALYSIS:**

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 along with Management Discussion & Analysis 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., 31<sup>st</sup> March 2025 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 Most preferred high street fashion brand - Mens at Lulu Fashion week 2025.

#### ANY APPLICATION MADE OR PROCEEDING PENDING UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE FINANCIAL YEAR ENDED 31<sup>st</sup> MARCH 2025:

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 31<sup>st</sup> March 2025.

#### 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 31<sup>st</sup> March 2025.

#### PERSONNEL:

The employee relations have been very cordial during the financial year ended 31<sup>st</sup> March 2025. The Board wishes to place on record its appreciation to all 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**

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

sd/-  
**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 2024-25:

| Name of the Director(s)   | Category                         | Ratio  |
|---------------------------|----------------------------------|--------|
| Mr. Venkatesh Rajagopal   | Chairman and Whole-time Director | 16 : 1 |
| Mr. Charath Ram Narsimhan | Managing Director & CEO          | 12 : 1 |

2. The Percentage increase / (decrease) in remuneration of Directors and Key Managerial Personnel's in the financial year 2024-25:

| 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                | (29.41)%                 |
| Mr. Sheikh Sahenawaz <sup>1</sup> | Chief Financial Officer                | 8.25%                    |
| Mr. Sainath Sundaram <sup>1</sup> | Company Secretary & Compliance Officer | 9.60%                    |

<sup>1</sup> appointed with effect from 09<sup>th</sup> November 2023 & the % increase / decrease are calculated based on monthly remuneration

3. The Percentage increase/(decrease) in the median remuneration of employees in the financial year 2024-25: 11.86 %

4. The Number of permanent employees on the rolls of company as on 31<sup>st</sup> March 2025: 256

5. The average annual increase/(decrease) in the salaries of employees other than the Managerial Personnel during the last financial year was around 8.25% as compared to average annual increase/(decrease) in managerial remuneration of (15.15)% 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: 12<sup>th</sup> August, 2025  
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 2024-25, the spending on the CSR activities are not applicable to be 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 of public at large.

- 2) Composition of the CSR Committee (as on 31<sup>st</sup> March 2025):

| 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  | -  |
| 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 2024-25, if any: **Nil**

- 6) Average Net Profit of the Company as per Section 135(5) of the Act: (**₹ 10.16 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 2024-25 [(a) + (b) – (c)]: **Not Applicable**

- 8) (a) CSR Amount spent or unspent for the Financial Year 2024-25:

(₹ 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                 |  |                       |                         |          |                  |                                      |                                    |   |                        |  |      |

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)]   | 0.01   |

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. 15<sup>th</sup> 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: 12<sup>th</sup> August, 2025

Place: Chennai

Details of CSR amount spent against other than ongoing projects for the Financial Year 2024-25

(₹ 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--- |                        |  |                                 |                              |                        |   |                         |



## ANNEXURE - III TO BOARD'S REPORT

### Form No. MR-3 SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH 2025

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 31<sup>st</sup> March 2025, 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 31<sup>st</sup> March, 2025 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. 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:

The Board approved the allotment of warrants on a preferential basis to a non-promoter entity/person, through a Circular Resolution dated 29<sup>th</sup> March, 2025 and approved/passed on 31<sup>st</sup> March 2025, It is noted that the funds raised in connection with the said issue were utilized on circulation date instead of approval date.

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

- The Shareholder of the Company in its 15<sup>th</sup> Annual General Meeting held on 16<sup>th</sup> September 2024 has approved the re-appointment of M/s. SRSV & Associates, Chartered Accountants as a Statutory Auditors of the Company for a second term of five consecutive years from the conclusion of 15<sup>th</sup> Annual General Meeting ("AGM") until the conclusion of the 20<sup>th</sup> Annual General Meeting to be held in the year 2029.
- The Company has Issue and allotted 14,27,145 Equity Shares on Preferential Basis at an issue price of ₹ 70.07/- i.e., face value of ₹ 2/- each and premium of ₹ 68.07/- each to Promoter and Executive Chairman & Managing Director & CEO by way of Preferential allotment on private placement basis on 16<sup>th</sup> September 2024.
- The Company has allotted 49,48,537 convertible warrants on Preferential Basis at an issue price of ₹ 50.52/- i.e., face value of ₹ 2/- each and premium of ₹ 48.52/- to Non-Promoter Entity/persons by way of Preferential allotment on private placement basis on 10<sup>th</sup> March 2025.

IV. The Changes in the Composition of the Board of Directors of the Company:

| S. No | Name of the Key Managerial Personnel         | Designation                        | Appointment / Resignation | Date of Event             |
|-------|--|------------------------------------|---------------------------|---------------------------|
| 1.    | Mr. Pundi Srinivasan Raghavan (DIN:07812320) | Non-Executive Independent Director | Change in Designation     | 17 <sup>th</sup> May 2024 |
| 2.    | Mr. Tarique Ansari (DIN: 00101820)           | Non-Executive Independent Director | Change in Designation     | 17 <sup>th</sup> May 2024 |

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

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

sd/-  
K. J. Chandra Mouli  
Partner  
M No: F11720  
CP No: 15708  
UDIN: F011720G000970909



## ANNEXURE A'

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

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: 12<sup>th</sup> August, 2025  
Place: Chennai

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











## MANAGEMENT DISCUSSION & ANALYSIS

### GENERAL ECONOMIC CLIMATE

In FY 2024-25, the global economy showed remarkable fortitude in the face of numerous difficulties. Inflationary pressures and declining external demand were among them, as were escalating geopolitical tensions and ongoing supply chain interruptions. The overall trajectory remained uneven and susceptible to external shocks, even if some sectors showed signs of recovery. Global commerce and energy flows were severely disrupted by geopolitical conflicts, which increased uncertainty, reduced investment activity, and presented serious hazards to global economy.

In summary, despite ongoing structural and geopolitical challenges, the global economy demonstrated its resilience during FY 2024-25. Coordinated governmental responses, improved supply chain flexibility, and a revitalized India that continues to be a ray of stable economic growth in the face of this unstable environment are all necessary for the future. India's economy continued to demonstrate resilience in FY 2024-25, maintaining a stable growth trajectory amid global volatility. With a projected real GDP growth of 6.5%, India remained among the fastest-growing major economies.

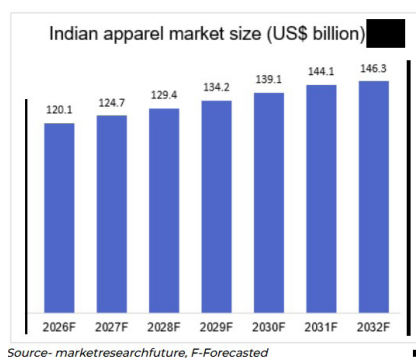
But as FY 2024-25 draws to a close, the United States intensification of trade tensions especially through tariff measures has alarmed international markets. Though it may be slightly unclear on how this can affect India's export competitiveness and trade dynamics, therefore a careful observation is necessary.

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

#### (A) Apparel Industry:

Though hard to predict even in the best of times, the fashion industry was tumultuous and uncertain during 2024-25. There was a slight cyclical slowdown and consumers, scarred by the recent period of high inflation, are increasingly price sensitive. The apparel industry in India is poised for substantial growth, with a projected revenue increase of around 10.5% in FY26. This growth is primarily driven by the rise of fast fashion, shaped by social media trends and Gen Z's demand for stylish, on-trend apparel. The growing popularity of ethnic wear and the luxury segment has also contributed to this positive trajectory. This expansion is fueled by a transformative approach, with a strong emphasis on innovation and scalable solutions to effectively meet evolving consumer needs.

Indian e-commerce in the apparel industry is expected to reach US\$ 63 billion by 2030 with (CAGR) of 24%. With this remarkable growth, the sector presents immense opportunities for innovation and expansion. The apparel industry is known for its ability to adapt to change, with new trends and styles emerging regularly. Change has always been the wardrobe essential of this industry, happening almost every quarter of each year. This constant need for adaptation also brings its own set of challenges for the industry.



#### (B) Indian Apparel – Market insights:

Consumer preference and regional diversity have changed the apparel market of India, together with some key emerging trends for sustainability, athleisure, and the influence of digital platforms. Increased demand for sustainable fashion: Heightened environmental sensitivity is promoting increased demand for sustainable fashion. A trend can be seen in which people prefer eco-friendly materials and ethical production methods. Online shopping has increased manifold, whereby a wide choice of domestic and international brands is easily available. It becomes even more striking in Tier-II and III cities, where the e-commerce boom has democratised access to fashion and driven demand for versatile clothing.

India is ready – structurally and culturally – for a new wave of brands. Consumers across segments are actively seeking new propositions, wardrobes are expanding across occasions, and pricing and trend-orientation are emerging as key decision drivers. At the same time, distribution is formalising rapidly, with online, exclusive brand outlets, and multi-brand retail projected to account for over 60% of apparel purchases by 2030. The scale is there, but unlocking it requires precise choices around price positioning, entry model, launch sequencing, localisation, distribution, and marketing. Global brands that move now are best placed to lead.

From value-conscious millennials to status-seeking Gen Z, Indian consumers are more open to new brands than ever before, actively seeking unique, occasion-led fashion

and Comfortable buying through organised retail and digital channels. These are structural trends that will redefine the market in both the short and long-term, and brands that capitalise on shifting consumer preferences have the opportunity to make significant inroads in emerging market niches. India is not a copy-paste market. Fit, fabric, and aesthetic preferences vary widely by region, climate, and occasion. Even globally consistent design systems need to flex for India's cultural context. Localisation levers include – Fit and fabric, Design sensibility and Manufacturing model. Standard lines benefit from local sourcing, while fashion-forward collections often require imported cycles for agility and control.

#### (C) Current Trends in Apparel Industry:

##### • Fashioning the Future with Sustainability:

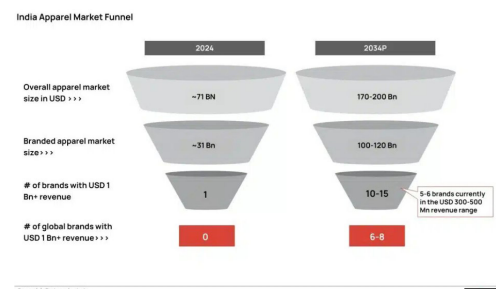
Consumers are becoming increasingly conscious of the environmental impact of the clothing they purchase. As a result, sustainable fashion, also known as eco-fashion or ethical fashion, is becoming an increasingly important trend in the industry. As consumers become more conscious about their purchasing power and environmental impact, it is expected that sustainable fashion production will become increasingly important.

##### • Revolutionizing Fashion with Athleisure:

Athleisure has been a game-changer in the fashion industry, with its versatility and functionality driving the demand for athletic wear. As the trend continues to evolve, it's likely that we'll see more innovations in the design, materials, and technology of athletic wear, making it even more appealing to consumers. Another aspect of athleisure is the use of technology, such as moisture-wicking fabric and UV protection, to enhance the functionality of athletic wear. A trend that combines athletic and leisure wear, has been revolutionizing the fashion industry in recent years. This trend has been driven by the increasing popularity of comfortable, functional clothing worn both in and out of the gym.

##### • Style and Functionality are Key to Modern Consumer's Wardrobe

Consumers are looking for comfortable, durable, and versatile clothing that can be worn for different occasions and meet different needs. Functionality is especially important for activewear and athleisure, as consumers seek clothing that can keep up with their busy lifestyles and support their physical activities. Fashion, on the other hand, is essential in creating a unique and personal style.



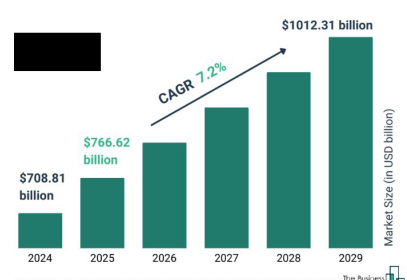
##### • The Growing Era of Digital First Brands with quick commerce

One of the biggest advantages of digital-first brands is their ability to reach a global audience through e-commerce. These brands can sell directly to consumers, bypassing traditional retail channels and cutting down on costs. This allows them to offer a wide range of products at competitive prices. With the advancement in technology and more people turning to the internet for fashion inspiration and shopping, digital-first brands will have a significant opportunity to thrive in the industry.

#### (D) Future of the Indian textile market:

The Indian apparel market is poised for continued growth, driven by a dynamic interplay of economic, technological, and social forces. By embracing sustainable practices, leveraging technology, and catering to the evolving demands of a diverse consumer base, stakeholders can capitalize on the numerous opportunities and solidify India's position as a global leader in the apparel industry.

#### Apparel Global Market Report 2025



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

### (A) Global Apparel market size:

The global apparel market is valued at approximately \$1.84 trillion in 2025, accounting for around 1.6% of the world's GDP. It is projected to reach \$1.78 trillion by 2030, growing at a CAGR of about 4.3% between 2025-2030. Other sources suggest a market size of \$1.47 trillion in 2025 and \$1.66 trillion by 2030, with a CAGR of 2.53% between 2025 and 2030. The Apparel Manufacturing Market is predicted to grow by \$127.9 billion between 2025-2029, expanding at a CAGR of 4.4%. The global second hand apparel market is valued at \$260.24 billion in 2025 and is projected to reach \$522.81 billion by 2030, at a CAGR of 15.07%. The global apparel industry is navigating a complex yet exciting phase of transformation. Brands that embrace technology, prioritize sustainability, understand the evolving consumer needs, and adapt their business models will be well-positioned for success in 2025 and beyond.

### (B) Innovation and Emerging Technologies in Global Fashion Retail

- Fashion companies integrating AI could experience a 118% cumulative increase in cash flow by 2030
- Businesses hesitant to embrace digital advancements may face a 23% relative decrease in performance
- 71% of shoppers are more likely to shop frequently when using AR-powered applications
- Companies are allocating between 1.6% and 1.8% of revenues to technology
- Technology investments are projected to rise to between 3.0% and 3.5% by 2030. Video commerce is proving essential for brands seeking to boost engagement and conversion
- Live shopping events deliver conversion rates up to 10 times higher than traditional eCommerce
- Shoppable videos reduce the path to purchase and enhance product discovery

### (C) Global Apparel Market Segmental Analysis:

The market is divided into Clothing, Footwear, and Accessories. Clothing Market is dominated due to several key factors. The clothing segment dominated the market in 2025 and continues its dominance during the forecast period serving as a fundamental aspect of self-expression and identity for consumers, making it a cornerstone of the fashion industry. Premium apparel brands capitalize on this by offering high-quality garments that not only fulfill functional needs but also reflect the wearer's individual style, status, and taste.

This emphasis on craftsmanship, design, and exclusivity distinguishes premium clothing from mass-market alternatives, attracting discerning consumers who seek superior quality and unique fashion experiences. It covers a wide range of product categories and styles, catering to diverse consumer preferences and occasions. From haute couture gowns to tailored suits, casual wear, and accessories, premium clothing brands offer a comprehensive selection of garments to suit various lifestyles, occasions, and aesthetic preferences. This versatility allows premium apparel brands to appeal to a broader audience and capture a larger share of the market. The enduring appeal of clothing as a form of personal expression and social status ensures its dominance in the premium apparel market. Unlike other categories such as footwear or accessories, clothing has a universal appeal and relevance across different cultures, age groups, and demographics. As such, premium clothing brands command significant influence and visibility in the fashion industry, setting trends, shaping consumer preferences, and driving consumer behaviour.

Moreover, the abundance of information available on the internet presents another restraining factor for premium apparel brands. The digital age has democratized access to fashion information, challenging the perception of scarcity and exclusivity that premium brands have traditionally relied upon. As consumers have access to a wealth of product information, reviews, and pricing comparisons online, the aura of mystery and allure surrounding premium apparel diminishes. Those brands carefully manage their online presence to maintain an air of exclusivity while engaging with consumers transparently and authentically.

Overexposure on social media platforms can erode the perceived value of premium apparel items, as consumers become familiarised to seeing these products in everyday contexts. Therefore, premium apparel brands need to strike a delicate balance between leveraging social media for brand awareness and maintaining an aura of exclusivity to preserve their desirability and aspirational appeal.



### (D) Global's Fashion Landscape:

Unlocking the full potential in this industry requires rigour across price, positioning, product, and go-to-market. Global's fashion landscape is changing in fast paced manner on:

- Rapid brandification:** Branded spend is outpacing unbranded, driven by urbanisation and aspirational consumption
- Brand boom:** Over 800 homegrown D2C brands launched in the last decade. Consumers are hungry for choice.
- Trend-first mindset:** Style is a top purchase driver, but must be balanced with pricing and quality expectations.
- Wardrobe evolution:** Occasion-led demand (from partywear to activewear) is expanding the share of wallet.
- Channel disruption:** E-commerce and organised retail are breaking old barriers for new entrants.

### THE WAY FORWARD:

The Indian textile industry is on a strong growth trajectory, driven by innovations, government support, and increasing global demand. By 2025, India is expected to be a major player not only in textiles but also in the emerging markets of smart and technical textiles. Sustainability will remain a key focus, and companies that embrace eco-friendly practices will lead the way in the global market. However, the industry must continue to innovate, improve infrastructure, and address environmental concerns to fully realize its potential. As India continues to scale its textile industry, there's no doubt that it will remain at the forefront of textile manufacturing, exporting high-quality products to the world and catering to an ever-growing domestic market. The next few years will be transformative for the industry, making India a central hub for textile innovation and sustainable production.

### RISKS, OPPORTUNITIES AND THREATS:

| Risks  | Opportunities  | Threats  |
|--|--|--|
| <ul style="list-style-type: none"> <li>Entry and expansion of global fashion retailers having intensified competition</li> <li>Inadequate infrastructure and low labour productivity with competing nations</li> <li>Slowdown in revenue generation on increase in counterfeit products</li> </ul> | <ul style="list-style-type: none"> <li>Global buyer sustainability demands prioritizing supply chain traceability</li> <li>Rising disposable incomes and internet penetration (e-commerce) in rural areas as untapped consumer base</li> <li>Adopting advanced technologies by enhancing efficiency, product customization, and improving the customer experience</li> </ul> | <ul style="list-style-type: none"> <li>Broader range of products with lower volumes</li> <li>Supply chain inefficiency matching with evolving trends, shifting customer habits and market dynamics</li> <li>Economic uncertainties leading to reduced consumer spending</li> </ul> |

### 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 208 Exclusive Outlets, 700+ Multi Brand Outlets, 230+ doors of Large Format Stores and 5+ key e-commerce platforms.

| Store Format                              | As on 31 <sup>st</sup> March, 2025 |
|---|------------------------------------|
| COCO (Company Owned Company Operated)     | 13                                 |
| COFO (Company Owned Franchise Operated)   | 58                                 |
| FOFO (Franchise Owned Franchise Operated) | 115                                |
| EFO (Exclusive Factory Outlet)            | 21                                 |
| Out of India                              | 1                                  |
| <b>Total</b>                              | <b>208</b>                         |

### 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 2024-25 | FY2023-24 | Change % |
|---|------------|-----------|----------|
| Revenue from Operations   | 340.60     | 456.01    | (25.31)  |
| Earnings Before Interest, Tax, Depreciation & Amortisation (EBITDA) | (2.11)     | 33.99     | (106.21) |
| Depreciation and Amortisation Expense                               | 17.94      | 22.28     | (19.48)  |
| Earnings Before Interest and Tax (EBIT)                             | (20.05)    | 11.71     | (271.22) |
| Finance Costs (Interest)  | 20.96      | 21.81     | (3.89)   |
| Earnings After Tax (EAT)  | (42.66)    | (14.93)   | (185.73) |
| Shareholders Fund   | 182.82     | 196.88    | (7.14)   |
| Earnings Per Share (EPS)  | (9.48)     | (3.37)    | (181.31) |
| Net Fixed Assets  | 17.59      | 19.65     | (10.48)  |

### 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 256 employees as on 31<sup>st</sup> March 2025 (273 employees as on 31<sup>st</sup> March 2024).

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

| Key Financial Ratios               | FY 2024-25 | FY 2023-24 | Change % | Remarks  |
|------------------------------------|------------|------------|----------|--|
| Debtors' Turnover (in times)       | 1.33       | 1.70       | (22.26)  | Due to decrease in Revenue from Operations                                 |
| Inventory Turnover (in times)      | 4.05       | 4.07       | (0.51)   | Due to decrease in Inventory & Revenue from Operations                     |
| Interest Coverage Ratio (in times) | (0.10)     | 1.55       | (106.45) | Due to proportionate reduction in Revenue from Operations                  |
| Current Ratio (in times)           | 1.72       | 1.59       | 8.38     | Due to increase in current Assets over the increase in current Liabilities |
| Debt Equity Ratio (in times)       | 0.47       | 0.48       | 1.08     | There has been no significant change in the debt-equity ratio              |
| Operating Profit Margin (%)        | (0.62)     | 7.45       | (108.32) | Due to reduction in Revenue from Operations                                |
| Net Profit Margin (%)              | (0.13)     | (3.27)     | (103.98) | Due to loss during the current financial year                              |
| Return on Net-worth (%)            | (23.33)    | (7.58)     | (407.78) | Due to loss during the current financial year                              |

### CAUTIONARY STATEMENT:

Statements in this Annual Report on describing our objective, projections, estimates and expectations may be "forward looking statements" within the meaning of applicable laws, rules, regulations, etc. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to our operations include, among others, economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets, in which we operate, in addition to changes in government regulations, tax laws and other statutes and incidental factors.

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: 12<sup>th</sup> August, 2025  
Place: Chennai



# CONSTRUCTED





## 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.

### 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 2024-25, the following were the compositions of the Board:

#### A. Board Composition and Category of Directors as on 31<sup>st</sup> March 2025 and as on the date of this Report:

| 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. P S Raghavan          | 07812320 | Independent Director             | Non-Executive          |
| 6     | 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.

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 31<sup>st</sup> March 2025, five (5) 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 |
|--------------------------------|----------------|--------------------------|
| 29 <sup>th</sup> May 2024      | 6              | 5                        |
| 06 <sup>th</sup> August 2024   | 6              | 6                        |
| 19 <sup>th</sup> August 2024   | 6              | 4                        |
| 12 <sup>th</sup> November 2024 | 6              | 6                        |
| 12 <sup>th</sup> February 2025 | 6              | 6                        |

**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 2024-25 |                            | Number of Directorships in other Companies as on 31 <sup>st</sup> March 2025 (excluding ITFL) | No. of Membership(s)/ Chairmanship(s) of Audit and Stakeholders Relationship Committee(s) in other Public Companies as on 31 <sup>st</sup> March 2025 (excluding ITFL) |              |
|--------|---------------------------|--|----------------------------|---|--|--------------|
|        |                           | Board meetings                                       | Attendance at the last AGM |   | Membership   | Chairmanship |
| 1      | Mr. Venkatesh Rajagopal   | 5/6  | Yes                        | 1   | -  | -            |
| 2      | Mrs. Rama Rajagopal       | 5/6  | Yes                        | 1   | -  | -            |
| 3      | Mr. Charath Ram Narsimhan | 6/6  | Yes                        | -   | -  | -            |
| 4      | Mr. P S Raghavan          | 6/6  | Yes                        | 1   | -  | 2            |
| 5      | Mr. Tarique Ansari        | 6/6  | Yes                        | 10  | -  | -            |
| 6      | Mrs. Nidhi Reddy          | 5/6  | No                         | -   | -  | -            |

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         | Directorship in Listed Entities   |                               |  |
|--------|---------------------------|---|-------------------------------|--|
|        |                           | No. of Directorship in Listed entities Board as on 31 <sup>st</sup> March, 2025 | 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                                       |

**D. Profile of the Directors:**

The brief profile of the Board of directors is given below.

**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 29<sup>th</sup> 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. P S Raghavan (DIN – 07812320) – Independent Director:**

Mr. P S Raghavan is a former Diplomat and Ambassador who had handled diplomatic assignments in USSR, UK, Poland, South Africa and Vietnam, and was Ambassador to Czech Republic, Ireland and Russia. He is currently Chairman of the National Security Advisory Board. He is a Distinguished Fellow of the Vivekananda International Foundation, New Delhi and Emeritus Resource Faculty, Rashtriya Raksha University, Gandhinagar. He is an Independent Director on the Board & in certain committees of Listed Companies. He was an Independent Director of an unlisted PSU.

**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 31<sup>st</sup> March 2025 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. P S Raghavan                  | 5,800              |





## F. Separate Independent Directors Meeting

The Company's Independent Directors met on 12<sup>th</sup> February 2025 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 12<sup>th</sup> February 2025 is given hereunder:

| Name of the Independent Director(s) | Whether Present |
|-------------------------------------|-----------------|
| Mr. P S Raghavan                    | Yes             |
| 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.

| 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 | ✓                     | ✓               | ✓                                   | ✓                   | ✓       | ✓          | ✓          |
| Mrs. Nidhi Reddy          | ✓                     | ✓               | ✓                                   | ✓                   | ✓       | ✓          | ✓          |
| Mr. P S Raghavan          | ✓                     | ✓               | ✓                                   | ✓                   | ✓       | ✓          | ✓          |
| Mr. Tarique Ansari        | ✓                     | ✓               | ✓                                   | ✓                   | ✓       | ✓          | ✓          |

## 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 31<sup>st</sup> March 2025 are as under:

| Name of Member(s)         | Designation                    | Attendance |
|---------------------------|--------------------------------|------------|
| Mr. Tarique Ansari,       | Chairman, Independent Director | 4 / 4      |
| Mr. P S Raghavan          | Member, Independent Director   | 4 / 4      |
| Mr. Charath Ram Narsimhan | Member, Executive Director     | 4 / 4      |

During the Financial Year 2024-25, four (4) meetings of the Audit Committee were held on 29<sup>th</sup> May 2024, 06<sup>th</sup> August 2024, 12<sup>th</sup> November 2024 and 12<sup>th</sup> February 2025. 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 31<sup>st</sup> March 2025 are as under:

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

Two (2) meetings of the Nomination and Remuneration Committee were held on 06<sup>th</sup> August 2024 and 12<sup>th</sup> February 2025.

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 2024-25 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 Mediclaim policy for hospitalization and reimbursement of all actual medical expenses for themselves and their family to the extent not reimbursed under Mediclaim 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 2024-25:

(₹ In Lakhs)

| Name of the Non-Executive Director | Sitting Fee |
|------------------------------------|-------------|
| Mrs. Rama Rajagopal                | 2.60        |
| Mr. P. S. Raghavan                 | 6.45        |
| Mr. Tarique Ansari                 | 6.45        |
| Mrs. Nidhi Reddy                   | 3.85        |

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 31<sup>st</sup> March 2025 are as under:

| Name of Member(s)         | Designation                    | Attendance |
|---------------------------|--------------------------------|------------|
| Mrs. Nidhi Reddy          | Chairman, Independent Director | 1 / 1      |
| Mr. Venkatesh Rajagopal   | Member, Executive Director     | 0 / 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 12<sup>th</sup> February 2025.

The Company had not received any complaints during the year. Further, there are no pending complaints as on 31<sup>st</sup> March 2025.

### (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 31<sup>st</sup> March 2025 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                          | 0 / 1      |
| Mr. Charath Ram Narsimhan | Member, Executive Director                          | 1 / 1      |

The Corporate Social Responsibility Committee met once on 12<sup>th</sup> February 2025.

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 31<sup>st</sup> March 2025, the Independent Directors met once on 12<sup>th</sup> February 2025 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;
- Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non-executive Directors.
- 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. P S Raghavan, 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 31<sup>st</sup> March 2025

**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   |
|---------|--|-------------------|--|--|
| 2023-24 | 15 <sup>th</sup> AGM<br>16 <sup>th</sup> September<br>2024 | 12.00<br>Noon IST | Held through Video Conferencing/<br>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 <sup>th</sup> AGM<br>18 <sup>th</sup> September<br>2023 | 11:00 AM<br>IST   | Held through Video Conferencing/<br>Other Audio Visual Means | (1) To authorise the change in address of Registered Office  |
| 2021-22 | 13 <sup>th</sup> AGM<br>09 <sup>th</sup> September<br>2022 | 11:00 AM<br>IST   | Held through Video Conferencing/<br>Other Audio Visual Means | (1) To approve the waiver of recovery of excess remuneration paid to Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman & whole time director of the company during the FY 2021-22<br><br>(2) To approve increase in managerial remuneration payable to Mr. Venkatesh Rajagopal (DIN: 00003625), Chairman & Whole time Director of the company<br><br>(3) To approve increase in managerial remuneration payable to Mr. Charath Ram Narsimhan (DIN: 06497859), Managing Director & CEO of the company |

**(ii) EGM:**

During the financial year, one (1) Extra-ordinary General Meeting [EGM 01/2024-25] was convened and resolutions were passed by the shareholders as requisite majority by way of remote e-voting and e-voting at EGM which was scrutinized by Mr. K J Chandramouli, Partner [M No: F11720 and CP No: 15708] of M/s. BP & Associates, Practicing Company Secretaries, as detailed below:

| Year      | Day, Date and Time  | Venue   | Resolution(s) passed   | Type   |
|-----------|---|---|--|--|
| 2024-2025 | Monday, 10 <sup>th</sup> March 2025<br>commencing at 12 Noon<br>(IST) | Through Video Conferencing<br>(VC) / Other Audio-Visual<br>Means (OAVM) | Issuance of 49,48,537 Convertible Warrants on<br>Preferential basis to certain identified Non-Promoter<br>Entity / Persons | Approved and passed as Special<br>Resolution |

**(iii) Postal Ballot:**

During the financial year, the following resolutions were passed by the shareholders as requisite majority by way of postal ballot conducted through remote e-voting which was scrutinized Mr. K J Chandramouli, Partner [M No: F11720 and CP No: 15708] of M/s. BP & Associates, Practicing Company Secretaries, as detailed below:

| Date of Postal Ballot Notice | Resolution(s) passed  | Type                                      | Approval Date   | Voting Result   |
|------------------------------|---|---|---|---|
| 30 <sup>th</sup> March 2024  | Appointment of Mr. P S Raghavan (DIN: 07812320) as an Independent Director of the Company.  | Approved and passed as Special Resolution | Postal Ballot process concluded on 17 <sup>th</sup> May 2024 and results of which declared on same date | Voting in favour: 99.99% [1,57,90,373 votes]<br><br>Voting against: 0.01% [2,367 votes] |
|                              | Appointment of Mr. Tarique Ansari (DIN: 00101820) as an Independent Director of the Company | Approved and passed as Special Resolution |   | Voting in favour: 99.98% [1,57,90,373 votes]<br><br>Voting against: 0.02% [2,377 votes] |

**Procedure for Postal Ballot**

In the Board Meeting held on 30<sup>th</sup> March 2024, the Company had appointed Mr. K J Chandra Mouli, Partner of BP & Associates, Company Secretaries as Scrutinizers for conducting the Postal Ballot e-voting process for seeking members assent / dissent on the resolution(s) as specified in the Postal Ballot Notice dated 30<sup>th</sup> March 2024 and accordingly the postal ballot was carried out as per the provisions of Sections 108 and 110 and other applicable provisions of the Act, read with the Rules framed thereunder and applicable circulars issued by the Ministry of Corporate Affairs from time to time.

Subsequently, postal ballot notices were dispatched only through electronic mode to the registered email addresses of the members available with the Company / RTA / Depositories. The Company also published a notice in the newspapers in accordance with the requirements under the Companies Act, 2013 / SEBI Regulations.

Shareholders holding equity shares as on the cut-off date had casted their votes through e-voting or through postal ballot during the voting period fixed for this purpose. After completion of scrutiny of votes, the scrutinizer submitted his report to the Chairman and/or person authorized by him and the results of voting by postal ballot were announced



within 2 working days of conclusion of the voting period. The results were displayed on the website of the Company (<https://www.indianterrain.com/pages/investor-information>), and communicated to the Stock Exchanges, Depositories, and Registrar and Share Transfer Agents. The resolutions, if passed by the requisite majority, are deemed to have been passed on the last date specified for receipt of duly completed postal ballot forms or e-voting.

## VI. 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](mailto: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.

## VII. GENERAL SHAREHOLDERS INFORMATION:

### (a) Company Registration Details

Indian Terrain Fashions Limited was incorporated on 29<sup>th</sup> 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 16<sup>th</sup> Annual General Meeting (AGM) of the Company will be held on Monday 29<sup>th</sup> September 2025 at 12 Noon IST. through Video Conferencing/Other Audio Visual Means.

### (c) Financial Year

The Company's Financial Year commences from 01<sup>st</sup> April and closes on 31<sup>st</sup> March and the Financial Statements of the Company from 01<sup>st</sup> April 2024 till 31<sup>st</sup> March 2025 forms part of this Annual Report.

### (d) Book Closure

The Transfer books of the Company shall be closed from 23<sup>rd</sup> September 2025 till 29<sup>th</sup> September 2025 (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 25<sup>th</sup> Floor, P J Towers, Dalal Street, Mumbai- 400 001 and National Stock Exchange of India Limited having its registered office at Exchange Plaza, 5<sup>th</sup> 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 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 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, 1<sup>st</sup> 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](mailto:rnt.helpdesk@in.mpms.mufg.com)

### (j) Share Transfer System

As on 31<sup>st</sup> March 2024, 99.99% of the equity shares of the Company are held in electronic form (for previous year i.e., 31<sup>st</sup> March 2023 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 07<sup>th</sup> 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

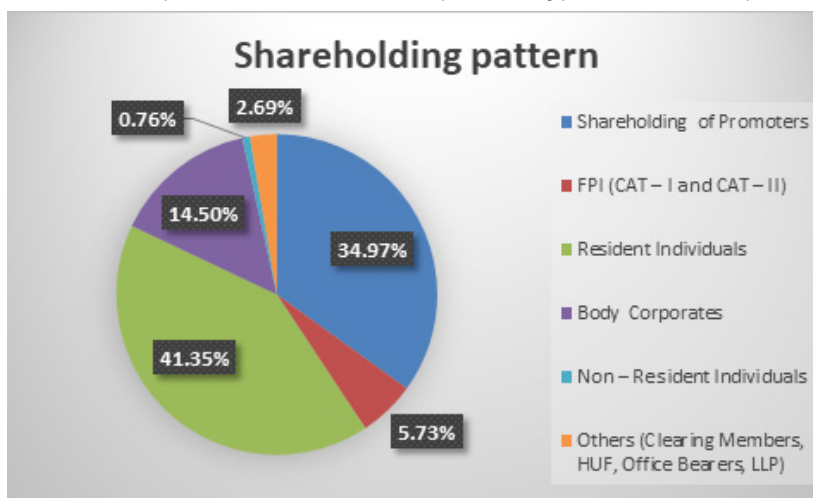
The Company's shares are compulsorily traded in the BSE Limited and National Stock Exchange of India Limited in dematerialized form. 99.99% of the Company's equity share capital is in dematerialized form as on 31<sup>st</sup> March 2025. The Company's equity shares are regularly traded in BSE Limited 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 <sup>st</sup> March 2025 | % of total Number of Shares as on 31 <sup>st</sup> March 2025 |
|-----------------|---|---|
| NSDL            | 1,78,14,918   | 38.9663   |
| CDSL            | 2,79,02,792   | 61.0313   |
| Physical        | 1,120   | 0.0024  |
| <b>Total</b>    | <b>4,57,18,830</b>                                      | <b>100.0000</b>   |

**(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 31<sup>st</sup> March 2025, the Company does not have any Outstanding GDRs and ADRs. However, during the financial year, the Company had issued 49,48,537 Warrants Convertible into Equity Shares which was allotted on 31<sup>st</sup> 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 27<sup>th</sup> 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 31<sup>st</sup> March 2025:**

| Category Code                  | Category  | Shares             | %              |
|--------------------------------|---|--------------------|----------------|
| A(1)                           | Shareholding of Promoters                           | 1,59,85,708        | 34.97%         |
| B (1)                          | FPI (CAT – I and CAT – II)                          | 26,19,880          | 5.73%          |
| B (3) [(a) (i)] and [(a) (ii)] | Resident Individuals                                | 1,89,04,061        | 41.35%         |
| B (3) (e) (1)                  | Body Corporates                                     | 66,29,298          | 14.50%         |
| B (3) e(6) and (7)             | Non – Resident Individuals                          | 3,47,885           | 0.76%          |
| B (3) (e)(2) to (5)            | Others (Clearing Members, HUF, Office Bearers, LLP) | 12,31,998          | 2.69%          |
| <b>TOTAL [(A) + (B)]</b>       |   | <b>4,57,18,830</b> | <b>100.00%</b> |

**(n) Distribution of Shareholding by Size as on 31<sup>st</sup> March 2025:**

| No. of Shares held | No. of Shareholders | % of total Shareholders | No. of Shares held | % of total Shares held |
|--------------------|---------------------|-------------------------|--------------------|------------------------|
| Upto 500           | 19,141              | 82.00                   | 22,87,002          | 5.00                   |
| 501 - 1000         | 1,958               | 8.38                    | 15,74,538          | 3.44                   |
| 1001 - 2000        | 1,059               | 4.53                    | 16,25,922          | 3.55                   |
| 2001 - 3000        | 386                 | 1.65                    | 9,84,656           | 2.15                   |
| 3001 - 4000        | 171                 | 0.73                    | 6,19,826           | 1.35                   |
| 4001 - 5000        | 157                 | 0.67                    | 7,31,361           | 1.59                   |
| 5001 - 10000       | 218                 | 0.93                    | 16,34,746          | 3.57                   |
| Above 10000        | 250                 | 1.07                    | 3,62,60,779        | 79.31                  |
| <b>TOTAL</b>       | <b>23,340</b>       | <b>100.00</b>           | <b>4,57,18,830</b> | <b>100.00</b>          |

**(o) Plant Locations**

The Company does not have any inhouse 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](mailto:secretarial@indianterrain.com)
- Investors can also contact the Company at the designated exclusive e-mail id [response.itfl@indianterrain.com](mailto: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 16<sup>th</sup> August 2024**

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

**(ii) On 12<sup>th</sup> June 2025:**

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

**VIII. 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  |
|----------------|--|
| 2024-25        | Nil  |
| 2023-24        | Nil  |
| 2022-23        | The Company had intimated to the stock exchange with a delay of Two days about the Board Meeting of the Company held on 12 <sup>th</sup> August, 2022 for considering the unaudited financial results of the Company for the period ended 30 <sup>th</sup> June, 2022, which was non-compliance with Regulation 29(1)(a) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and subsequently the Company has paid fines of ₹11,800/- (Including Tax) on 15 <sup>th</sup> September, 2022 to BSE & NSE |

**(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](http://www.indianterrain.com). All the members of the Board and senior management have confirmed compliance with the Code for the year ended, 31<sup>st</sup> March 2025. 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 15<sup>th</sup> 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 2024-25.

**(i) Fees paid to Statutory Auditors**

During the Financial Year 2024-25, 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        |
| <b>Total</b>         | <b>6.00</b> |

**(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:

- (a) The Company has appointed separate person to the post of Chairman and Managing Director.
- (b) Modified opinion(s) in audit report : There was no qualification by the auditors on the financial statements of the Company.
- (c) The internal auditor may report directly to the audit committee.
- (d) 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. 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 14,27,145 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 14,27,145 Equity Shares |
| 2.    | Date of Raising Funds  | 03 <sup>rd</sup> October 2024 (Date of Allotment)         |
| 3.    | Amount Raised  | ₹10,00,00,051/- (Rupees Ten Crore and Fifty One only)     |
| 4.    | Report filed for Quarter ended   | 31 <sup>st</sup> December 2024                            |
| 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 | -                       | ₹ 10,00,00,051/-    | -                           | ₹ 10,00,00,051/- | 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:

The entire proceeds of the preferential issue, which were allotted during the 03<sup>rd</sup> quarter of Financial Year 2024-25 which were subsequently fully utilized during that quarter itself as mentioned in the table hereinabove and hence, this Statement shall be discontinued from 4<sup>th</sup> quarter of Financial Year 2024-25 and from the Financial Year 2025-26, as the same shall no longer be required for reporting purposes.



**(2) 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 <sup>st</sup> 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 <sup>st</sup> March 2025 and 30 <sup>th</sup> 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 31<sup>st</sup> 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 27<sup>th</sup> May 2025;

(ii) The entire proceeds of the preferential issue, which were received during the 04<sup>th</sup> quarter of Financial Year 2024-25 (initial subscription) and 1<sup>st</sup> 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 12<sup>th</sup> August 2025 and accordingly this Statement shall be discontinued from the beginning of 2<sup>nd</sup> quarter of Financial Year 2025-26 as the same shall no longer be required for reporting purposes.

**(o) Issue of Securities:**

During the year, the Company has issued Securities.

- 1. Issuance and allotment of 14,27,145 Equity Shares on Preferential basis:
- 2. 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 2024-25, 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 <sup>st</sup> April 2024) | Nil     |
| Number of shareholders who approached listed entity for transfer of shares from suspense account during the Financial Year 2024-25                        | Nil     |
| Number of shareholders to whom shares were transferred from suspense account during the Financial Year 2024-25  | Nil     |
| Aggregate number of shareholders at the end of the year (i.e. 31 <sup>st</sup> March 2025)  | Nil     |
| Outstanding shares in the suspense account lying at the end of the year (i.e. 31 <sup>st</sup> March 2025)  | 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 2024-25.

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 2024-25.

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](http://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: 12<sup>th</sup> August, 2025  
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 31<sup>st</sup> March 2025.

For Indian Terrain Fashions Limited

Date: 12<sup>th</sup> August, 2025  
Place: Chennai

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

**INDEPENDENT AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

**Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015**

To the Members of 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 31<sup>st</sup> March, 2025, 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.

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

Place : Chennai  
Date : 12<sup>th</sup> August, 2025

K. J. Chandra Mouli  
Partner  
FCS: 11720/CP No: 15708  
UDIN: F011720G000991633

**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](http://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 31<sup>st</sup> March, 2025 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. Pundi Srinivasan Raghavan | 07812320 | 01/04/2024                           |
| 6.     | 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 : 12<sup>th</sup> August, 2025

K. J. Chandra Mouli  
Partner  
Peer Review No. P2015TN040200  
M No: F11720  
CP No: 15708  
UDIN: F011720G000970911













## 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 31<sup>st</sup> March 2025, the Statement of Profit and Loss (including Other Comprehensive Income), 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 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.

##### 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.

|  |  |
|--|--|
| <p><b>A) Contingent Liability:</b></p> <p>Assessment of Provisions for taxation, litigations and claims: As of 31<sup>st</sup> March 2025, the Company had a provision in respect of possible or actual taxation disputes, litigation and claims to the tune of ₹10.40 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. 42 in Financial Statements.</p>  | <p>Our procedures included, but were not limited to the following:</p> <p>Obtain details of completed Tax Assessments and Demands for the year ended 31<sup>st</sup> March 2025 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.</p>  |
| <p><b>B) Existence and impairment of Trade Receivables</b></p> <p>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.</p> <p>As at 31<sup>st</sup> March 2025, an amount of ₹236.64 crores are classified as "Receivables considered good and unsecured." Refer Note No. 8 of the Financial Statements.</p> | <p>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.</p> <p>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.</p> <p>As of the balance sheet date, the Company had a trade receivable of ₹9.91 crores from a customer that has filed for insolvency. In the financial year 2022-23, the Company recognized an impairment loss of ₹3.37 crores, representing one-third of the outstanding balance, under the line item "Net impairment losses on financial and contract assets." In the financial year 2023-24, an additional provision of ₹3.24 crores was made. During the current financial year, a further provision of ₹3.30 crores was made. Consequently, the entire receivable amount of ₹9.91 crores has been fully provided for as an impairment loss in the current period.</p> <p>Assessed the appropriateness of the disclosures made in Note No. 8 to the Financial Statements.</p> <p>Our Audit Procedures did not identify any material discrepancies with respect to Trade Receivables.</p> |



|   |  |
|---|--|
| <p><b>C) Inventory:</b></p> <p>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.</p> <p>The judgment reflects that inventory is held to support Company's operations which results in the Company holding inventory for extended periods before utilization.</p>  | <p>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.</p> <p>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.</p> <p>Based on the audit procedure performed, no material discrepancies were identified.</p>  |
| <p><b>D) Adoption of IND AS 116 – Leases</b></p> <p>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.</p> <p>The Company has opted for Practical Expedient for the Year ended 31<sup>st</sup> March 2025.</p> <p>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</p> <p>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.</p> | <p>Our audit procedures on adoption of Ind AS 116 include:</p> <ul style="list-style-type: none"> <li>Assessed and tested new processes and controls in respect of the lease accounting standard (Ind AS 116).</li> <li>Assessed the Company's evaluation on the identification of leases based on the contractual agreements and our knowledge of the business.</li> <li>Evaluated the reasonableness of the discount rates applied in determining the lease liabilities.</li> <li>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:</li> <li>assessed the key terms and conditions of each lease with the underlying lease contracts; and</li> <li>evaluated computation of lease liabilities and challenged the key estimates such as, discount rates and the lease term.</li> <li>Assessed and tested the presentation and disclosures relating to Ind AS 116 including, disclosures.</li> </ul> |

#### 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 ("the Order"), 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 Companies Act, 2013, 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 income), 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 31<sup>st</sup> March 2025 and taken on record by the Board of Directors, none of the directors is disqualified as on 31<sup>st</sup> March 2025 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. 42.
  - ii. The Company did not have any long-term contracts including derivative contracts as at 31<sup>st</sup> March 2025;
  - iii. There were no amounts required to be transferred to the Investor Education and Protection Fund by the Company for the year ended 31<sup>st</sup> March 2025.
- 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. 45(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 45 (vii) 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 31<sup>st</sup> March 2025, has used 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 audit trail feature being tampered with reporting under Rule 11(g) of the Companies (Audit and Auditors) Rule, 2014 on preservation of audit trail as per statutory requirements for record retention is applicable for the financial year ended 31<sup>st</sup> March 2025.

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

V. Rajeswaran  
Partner

Place: Chennai  
Date: 27<sup>th</sup> May 2025

Membership No. 020881  
UDIN No.: 25020881BMKQGT3674

## 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 31<sup>st</sup> March 2025,

- 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.
  - (c) 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.
  - (d) 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.
  - (e) The Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year.
  - (f) 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 31<sup>st</sup> March 2025, the statement is yet to be filed with the banks or financial institutions. (Refer Note No. 16 and 45 (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                              | 0.16                                 | 0.11  |

- (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 the paragraph 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 31<sup>st</sup> March 2025 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   |

- 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 any 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 16 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 made preferential allotment of shares and convertible warrants during the year under review. In respect of the above issue, we further report that:

The requirement of Section 42 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 3xii(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 were 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 incurred cash losses of ₹33.34 crores during the current financial year and had incurred cash losses of ₹0.69 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 44 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. 0150415

V. Rajeswaran  
Partner

Place: Chennai  
Date: 27<sup>th</sup> May 2025

Membership No. 020881  
UDIN No.: 25020881BMKQGT3674

## 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 31<sup>st</sup> March 2025 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 31<sup>st</sup> March 2025, 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. 0150415

V. Rajeswaran  
Partner

Place: Chennai  
Date: 27<sup>th</sup> May 2025

Membership No. 020881  
UDIN No.: 25020881BMKQGT3674







For men whose moves  
change the game!





**BALANCE SHEET AS AT 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|   | Notes    | As at 31 <sup>st</sup> March 2025 | As at 31 <sup>st</sup> March 2024 |
|---|----------|-----------------------------------|-----------------------------------|
| <b>Assets</b>   |          |                                   |                                   |
| <b>Non-current assets</b>   |          |                                   |                                   |
| Property, plant and equipment                                     | 2        | 17.59                             | 19.65                             |
| Right-of-use assets   | 2A       | 25.23                             | 41.90                             |
| Intangible assets   | 2        | -                                 | -                                 |
| Financial assets  |          |                                   |                                   |
| i) Security Deposits  | 3        | 13.84                             | 16.32                             |
| Deferred tax assets (Net)   | 4        | 18.60                             | 20.25                             |
| Other non-current assets  | 5        | -                                 | 0.01                              |
| <b>Total non-current assets</b>                                   |          | <b>75.26</b>                      | <b>98.13</b>                      |
| <b>Current assets</b>   |          |                                   |                                   |
| Inventories   | 6        | 70.75                             | 97.46                             |
| Financial assets  |          |                                   |                                   |
| i) Investments  | 7        | 0.31                              | 9.00                              |
| ii) Trade receivables   | 8        | 236.64                            | 277.35                            |
| iii) Cash and cash equivalents                                    | 9        | 12.85                             | 0.24                              |
| iv) Bank balances other than cash and cash equivalents            | 10       | 30.82                             | 28.60                             |
| v) Loans  | 11       | 0.11                              | 0.12                              |
| Current tax assets (Net)  | 12       | 1.03                              | 0.93                              |
| Other current assets  | 13       | 14.57                             | 10.63                             |
| <b>Total current assets</b>                                       |          | <b>367.08</b>                     | <b>424.33</b>                     |
| <b>Total Assets</b>   |          | <b>442.34</b>                     | <b>522.46</b>                     |
| <b>Equity and liabilities</b>                                     |          |                                   |                                   |
| <b>Equity</b>   |          |                                   |                                   |
| a) Equity share capital   | 14       | 9.14                              | 8.86                              |
| b) Other Equity   | 15       | 173.68                            | 188.02                            |
| <b>Total equity</b>   |          | <b>182.82</b>                     | <b>196.88</b>                     |
| <b>Liabilities</b>  |          |                                   |                                   |
| <b>Non-current liabilities</b>                                    |          |                                   |                                   |
| (a) Financial liabilities   |          |                                   |                                   |
| i) Borrowings   | 16       | 1.13                              | 2.35                              |
| ii) Lease liabilities   | 17       | 17.79                             | 31.12                             |
| iii) Other financial liabilities                                  | 18       | 25.94                             | 24.06                             |
| (b) Provisions  | 19       | 1.80                              | 1.36                              |
| <b>Total non-current liabilities</b>                              |          | <b>46.66</b>                      | <b>58.90</b>                      |
| <b>Current liabilities</b>  |          |                                   |                                   |
| a) Financial liabilities  |          |                                   |                                   |
| i) Borrowings   | 16       | 85.04                             | 91.47                             |
| ii) Lease liabilities   | 17       | 13.41                             | 18.39                             |
| iii) Trade payables   | 20       |                                   |                                   |
| (a) Total outstanding dues to micro and small enterprises         |          | 55.99                             | 49.53                             |
| (b) Total outstanding dues other than micro and small enterprises |          | 26.40                             | 84.12                             |
| iv) Other financial liabilities                                   | 21       | 29.02                             | 19.61                             |
| b) Customer Loyalty Program                                       | 22       | 1.57                              | 2.43                              |
| c) Provisions   | 23       | 1.43                              | 1.11                              |
| d) Other current liabilities                                      | 24       | -                                 | 0.03                              |
| <b>Total current liabilities</b>                                  |          | <b>212.86</b>                     | <b>266.69</b>                     |
| <b>Total equity and liabilities</b>                               | <b>1</b> | <b>442.34</b>                     | <b>522.46</b>                     |

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, 27<sup>th</sup> May, 2025


**PROFIT AND LOSS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

|  |       | ₹ in crores (except per share data)       |  |
|--|-------|---|--|
|  | Notes | Year Ended<br>31 <sup>st</sup> March 2025 | Year Ended<br>31 <sup>st</sup> March, 2024 |
| <b>Income</b>  |       |   |  |
| Revenue from operations  | 25    | 340.60                                    | 456.01                                     |
| Other income   | 26    | 4.76                                      | 3.93                                       |
| <b>Total Income</b>  |       | <b>345.36</b>                             | <b>459.94</b>                              |
| <b>Expenses</b>  |       |   |  |
| Purchase of finished goods   | 27    | 183.39                                    | 260.14                                     |
| Changes in inventories of finished goods & bought-out goods                  | 28    | 26.71                                     | 29.13                                      |
| Garment processing costs   | 29    | 1.87                                      | 1.58                                       |
| Employee benefits expense  | 30    | 22.30                                     | 23.03                                      |
| Other expenses   | 31    | 113.20                                    | 112.07                                     |
| <b>Total expenses</b>  |       | <b>347.47</b>                             | <b>425.95</b>                              |
| <b>Earnings before interest, tax, depreciation and amortisation (EBITDA)</b> |       | <b>(2.11)</b>                             | <b>33.99</b>                               |
| <b>Less:</b>   |       |   |  |
| Depreciation and amortisation expense  | 32    | 17.94                                     | 22.28                                      |
| Finance costs  | 33    | 20.96                                     | 21.87                                      |
| <b>Profit / (Loss) before tax</b>  |       | <b>(41.01)</b>                            | <b>(10.16)</b>                             |
| <b>Income tax expense</b>  |       |   |  |
| Current tax  | 35    | -   | -  |
| Deferred tax   |       | 1.65                                      | 4.77                                       |
| Short / (Excess) provision of previous years                                 |       | -   | -  |
| <b>Total Tax Expense</b>   |       | <b>1.65</b>                               | <b>4.77</b>                                |
| <b>Profit / (Loss) for the Year</b>  |       | <b>(42.66)</b>                            | <b>(14.93)</b>                             |
| <b>Other Comprehensive Income / (Loss)</b>                                   |       |   |  |
| Items that will not be reclassified to profit or loss                        |       |   |  |
| Remeasurements of post-employment benefit obligations                        | 34    | (0.13)                                    | 0.36                                       |
| Income tax relating to the above item  |       | 0.03                                      | (0.09)                                     |
| <b>Other Comprehensive Income for the Year, net of tax</b>                   |       | <b>(0.10)</b>                             | <b>0.27</b>                                |
| <b>Total comprehensive Income/(Loss) for the year</b>                        |       | <b>(42.76)</b>                            | <b>(14.66)</b>                             |
| Earnings per equity share nominal value of share ₹2/-                        | 37    |   |  |
| Basic in ₹ per share   |       | (9.48)                                    | (3.37)                                     |
| Diluted in ₹ per share   |       | (9.48)                                    | (3.37)                                     |

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, 27<sup>th</sup> May, 2025

**STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025**

(₹ in crores)

|   | Year Ended<br>31 <sup>st</sup> March 2025 | Year Ended<br>31 <sup>st</sup> March, 2024 |
|---|---|--|
| <b>Cash flow from operating activities</b>                            |   |  |
| Profit / (Loss) before income tax                                     | (41.01)                                   | (10.16)                                    |
| Adjustments for   |   |  |
| Depreciation and amortisation expense                                 | 17.94                                     | 22.28                                      |
| Profit/(loss) on sales of property, plant and equipment               | -   | 0.09                                       |
| Deferred revenue  | (0.86)                                    | 0.41                                       |
| Interest on fair valuation of security deposits                       | (0.62)                                    | (0.76)                                     |
| Gain on termination of leases   | (1.34)                                    | (1.11)                                     |
| Income from sale of investments                                       | (0.43)                                    | (0.61)                                     |
| Interest income from employee loans & recovery from franchisee stores | (0.32)                                    | 0.04                                       |
| Interest income on bank deposits                                      | (2.05)                                    | (1.49)                                     |
| Finance costs   | 20.96                                     | 21.87                                      |
| Net impairment losses on financial and contract assets                | 3.30                                      | 3.24                                       |
| Interest on late payment to MSME's                                    | 3.94                                      | -  |
| <b>Change in operating assets and liabilities</b>                     |   |  |
| (Increase)/Decrease in trade receivables                              | 37.41                                     | (22.94)                                    |
| Decrease in inventories   | 26.71                                     | 29.13                                      |
| Increase/(Decrease) in trade payables                                 | (51.25)                                   | (30.16)                                    |
| Increase/(Decrease) in other financial liabilities                    | 11.29                                     | (11.45)                                    |
| Increase/(Decrease) in other liabilities & provisions                 | (3.31)                                    | -  |
| (Increase)/Decrease in other financial assets                         | 2.88                                      | (7.72)                                     |
| (Increase) in other assets  | (3.93)                                    | (3.82)                                     |
| <b>Cash generated from operations</b>                                 | <b>19.31</b>                              | <b>(13.15)</b>                             |
| Income taxes paid (net)   | (0.07)                                    | (0.86)                                     |
| <b>Net cash inflow / (outflow) from operating activities</b>          | <b>19.24</b>                              | <b>(14.01)</b>                             |
| <b>Cash flows from investing activities</b>                           |   |  |
| Proceeds from sale of property, plant and equipment                   | -   | 0.26                                       |
| Payments for property, plant and equipment (net)                      | (3.24)                                    | (0.64)                                     |
| Payments for purchase of investments                                  | (7.67)                                    | (2.66)                                     |
| Proceeds from sale of investments                                     | 16.79                                     | 10.98                                      |
| Loans to employees and related parties                                | (0.24)                                    | 0.02                                       |
| Repayment of loans by employees and related parties                   | 0.25                                      | 1.50                                       |
| Interest income from employee loans & recovery from franchisee stores | 0.32                                      | (0.04)                                     |
| Interest received from banks deposits                                 | 2.05                                      | 1.49                                       |
| <b>Net cash inflow from investing activities</b>                      | <b>8.26</b>                               | <b>10.91</b>                               |
| <b>Cash flows from financing activities</b>                           |   |  |
| Proceeds from issues of shares  | 0.28                                      | -  |
| Proceeds from issues of warrants                                      | 18.70                                     | -  |
| Proceeds from share premium   | 9.72                                      | -  |
| Proceeds from long term borrowings                                    | -   | 0.17                                       |
| Repayment of long term borrowings                                     | (1.22)                                    | (3.61)                                     |
| Proceeds/(Repayment) of Short Term Borrowings (Net)                   | (6.43)                                    | 44.86                                      |
| Principal elements of lease payments                                  | (14.98)                                   | (16.56)                                    |
| Interest paid   | (20.96)                                   | (21.87)                                    |
| <b>Net cash inflow / (outflow) from financing activities</b>          | <b>(14.89)</b>                            | <b>2.99</b>                                |
| <b>Net increase / (decrease) in cash and cash equivalents</b>         | <b>12.61</b>                              | <b>(0.11)</b>                              |
| Cash and cash equivalents at the beginning of the financial year      | 0.24                                      | 0.35                                       |
| <b>Cash and cash equivalents at end of the year</b>                   | <b>12.85</b>                              | <b>0.24</b>                                |

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

sd/-  
V. Rajeswaran  
Partner  
Membership No.020881

sd/-  
Sainath Sundaram  
Company Secretary  
Membership No. F12981

sd/-  
Sheikh Sahenawaz  
Chief Financial Officer



STATEMENT OF CHANGES IN EQUITY FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025

| a) Equity Share Capital                          | Notes | ₹ In Crores |
|--|-------|-------------|
| Balance as at 31 <sup>st</sup> March, 2023       |       | 8.86        |
| Changes in equity share capital                  | 14    | -           |
| <b>Balance as at 31<sup>st</sup> March, 2024</b> |       | <b>8.86</b> |
| Changes in equity share capital during the year  | 14    | 0.28        |
| <b>Balance as at 31<sup>st</sup> March, 2025</b> |       | <b>9.14</b> |

## b) Other Equity

(₹ in crores)

|   | Notes | Reserves and surplus |                 |                   |                | Total         |
|---|-------|----------------------|-----------------|-------------------|----------------|---------------|
|   |       | Share Premium        | Capital reserve | Retained earnings | Share warrants |               |
| <b>Balance as at 01<sup>st</sup> April, 2023</b>      |       | 95.92                | 8.01            | 98.75             | -              | 202.68        |
| Profit / (Loss) for the year                          | 15    | -                    | -               | (14.93)           | -              | (14.93)       |
| Other comprehensive income                            | 34    | -                    | -               | 0.27              | -              | 0.27          |
| <b>Total comprehensive income/(Loss) for the year</b> |       | -                    | -               | (14.66)           | -              | (14.66)       |
| Proceeds received during the year                     |       | -                    | -               | -                 | -              | -             |
| <b>Balance as at 31<sup>st</sup> March, 2024</b>      |       | <b>95.92</b>         | <b>8.01</b>     | <b>84.09</b>      | -              | <b>188.02</b> |
| <b>As at 01<sup>st</sup> April, 2024</b>              |       | 95.92                | 8.01            | 84.09             | -              | 188.02        |
| Profit / (Loss) for the year                          | 15    | -                    | -               | (42.66)           | -              | (42.66)       |
| Other comprehensive income                            | 34    | -                    | -               | (0.10)            | -              | (0.10)        |
| <b>Total comprehensive income/(Loss) for the year</b> |       | -                    | -               | (42.76)           | -              | (42.76)       |
| Proceeds received during the year                     |       | 9.72                 | -               | -                 | 18.70          | 28.42         |
| <b>Balance as at 31<sup>st</sup> March, 2025</b>      |       | <b>105.64</b>        | <b>8.01</b>     | <b>41.33</b>      | <b>18.70</b>   | <b>173.68</b> |

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

# INDIAN TERRAIN



NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31<sup>ST</sup> MARCH 2025

## 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, Thirukkachiyur & 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 01<sup>st</sup> 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 09<sup>th</sup> September 2024 and 28<sup>th</sup> September 2024 notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024 and Companies (Indian Accounting Standards) Third Amendment Rules, 2024, respectively, which amended/ notified certain accounting standards (see below), and are effective for annual reporting periods beginning on or after 01<sup>st</sup> April 2024:

- Insurance contracts - Ind AS 117; and
- Lease Liability in Sale and Leaseback – Amendments to Ind AS 116

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:

The Ministry of Corporate Affairs notified amendments to Ind AS 21 The Effects of Changes in Foreign Exchange Rates on 07<sup>th</sup> May 2025. These amendments aim to provide clarity on how to account for and disclose situations where a currency is not exchangeable into another currency. The company has assessed the impact of the above the notification and concluded there no impact on the above

## 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 products is recognised when the control of the products has transferred, being when the products are delivered to the dealer / customer, and there is no unfulfilled obligation that could affect the dealer / customer's acceptance of the product. Delivery occurs when the products have been shipped to the specific location, the risks of obsolescence and loss have been transferred to the dealer / customer, and either the dealer / customer has accepted the products in accordance with the contract, the acceptance provisions have lapsed, or the company has objective evidence that all criteria for acceptance have been satisfied.

## 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 set off against the relevant expense.

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:

- Defined benefit plans such as gratuity for its eligible employees, and
- 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.

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 sale 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.

### 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. Deferred income tax is determined using tax rates (and laws) that have been enacted or substantially 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.

## 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 removed from the balance sheet when the obligation specified in the contract is discharged, 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 the company has an unconditional 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.

## 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 37).

### 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 31<sup>ST</sup> MARCH 2025**
**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 | Computer Software | Total Non Tangible Assets | Total        |
|--|---------------------|-------------------------|-------------------|-------------|-------------|----------------------|-----------------------|-------------------|---------------------------|--------------|
| Gross carrying amount                              |                     |                         |                   |             |             |                      |                       |                   |                           |              |
| <b>As at 01<sup>st</sup> April, 2023</b>           | 1.81                | 2.05                    | 0.90              | 1.37        | 0.66        | 48.55                | 55.35                 | 5.04              | 5.04                      | 60.39        |
| Additions  | -                   | 0.34                    | -                 | 0.02        | 0.17        | 0.10                 | 0.64                  | -                 | -                         | 0.64         |
| Disposals  | -                   | -                       | -                 | -           | (0.14)      | (0.20)               | (0.34)                | -                 | -                         | (0.34)       |
| <b>As at 31<sup>st</sup> March, 2024</b>           | <b>1.81</b>         | <b>2.39</b>             | <b>0.90</b>       | <b>1.40</b> | <b>0.69</b> | <b>48.45</b>         | <b>55.65</b>          | <b>5.04</b>       | <b>5.04</b>               | <b>60.69</b> |
| <b>As at 01<sup>st</sup> April, 2024</b>           | 1.81                | 2.39                    | 0.90              | 1.40        | 0.69        | 48.45                | 55.65                 | 5.04              | 5.04                      | 60.69        |
| Additions  | -                   | 1.49                    | 0.08              | 0.05        | -           | 1.62                 | 3.24                  | -                 | -                         | 3.24         |
| Disposals  | -                   | -                       | -                 | -           | -           | -                    | -                     | -                 | -                         | -            |
| <b>As at 31<sup>st</sup> March, 2025</b>           | <b>1.81</b>         | <b>3.88</b>             | <b>0.98</b>       | <b>1.44</b> | <b>0.69</b> | <b>50.07</b>         | <b>58.89</b>          | <b>5.04</b>       | <b>5.04</b>               | <b>63.93</b> |
| Accumulated depreciation / amortisation            |                     |                         |                   |             |             |                      |                       |                   |                           |              |
| <b>As at 01<sup>st</sup> April, 2023</b>           | 0.76                | 0.87                    | 0.89              | 1.25        | 0.61        | 26.58                | 30.95                 | 4.97              | 4.97                      | 35.92        |
| Additions  | 0.13                | 0.21                    | 0.01              | 0.09        | 0.01        | 4.78                 | 5.23                  | 0.07              | 0.07                      | 5.30         |
| Disposals  | -                   | -                       | -                 | -           | (0.10)      | (0.09)               | (0.19)                | -                 | -                         | (0.19)       |
| <b>As at 31<sup>st</sup> March, 2024</b>           | <b>0.89</b>         | <b>1.08</b>             | <b>0.90</b>       | <b>1.34</b> | <b>0.52</b> | <b>31.27</b>         | <b>35.99</b>          | <b>5.04</b>       | <b>5.04</b>               | <b>41.03</b> |
| <b>As at 01<sup>st</sup> April, 2024</b>           | 0.89                | 1.08                    | 0.90              | 1.34        | 0.52        | 31.27                | 35.99                 | 5.04              | 5.04                      | 41.03        |
| Additions  | 0.14                | 0.32                    | 0.01              | 0.06        | 0.00        | 4.77                 | 5.29                  | -                 | -                         | 5.29         |
| Disposals  | -                   | -                       | -                 | -           | -           | -                    | -                     | -                 | -                         | -            |
| <b>As at 31<sup>st</sup> March, 2025</b>           | <b>1.03</b>         | <b>1.39</b>             | <b>0.91</b>       | <b>1.40</b> | <b>0.52</b> | <b>36.03</b>         | <b>41.30</b>          | <b>5.04</b>       | <b>5.04</b>               | <b>46.34</b> |
| Carrying amount as on 31 <sup>st</sup> March, 2024 | 0.92                | 1.31                    | 0.00              | 0.06        | 0.17        | 17.18                | 19.65                 | -                 | -                         | 19.65        |
| Carrying amount as on 31 <sup>st</sup> March, 2025 | 0.78                | 2.48                    | 0.07              | 0.05        | 0.17        | 14.04                | 17.59                 | -                 | -                         | 17.59        |

**2A - Right of use assets**

(₹ in crores)

| Particulars   | Computer    | Building     | Fixtures    | Total        |
|---|-------------|--------------|-------------|--------------|
| <b>Balance as at 01<sup>st</sup> April, 2023</b>          | <b>0.02</b> | <b>46.74</b> | <b>1.58</b> | <b>48.34</b> |
| Additions   | -           | 13.02        | -           | 13.02        |
| Remeasurement of lease liabilities and lease modification | -           | (2.46)       | -           | (2.46)       |
| Depreciation expense                                      | (0.02)      | (16.61)      | (0.38)      | (17.00)      |
| <b>Balance as at 01<sup>st</sup> April, 2024</b>          | <b>-</b>    | <b>40.69</b> | <b>1.20</b> | <b>41.90</b> |
| Additions   | -           | 3.21         | -           | 3.21         |
| Remeasurement of lease liabilities and lease modification | -           | (7.23)       | -           | (7.23)       |
| Depreciation expense                                      | -           | (12.27)      | (0.38)      | (12.64)      |
| <b>Balance as at 31<sup>st</sup> March, 2025</b>          | <b>-</b>    | <b>24.41</b> | <b>0.83</b> | <b>25.23</b> |





a) The company has leased computer servers, warehouses, 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.

b) 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.

c) Company has exercised the option of short term leases exemption.

d) 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.

e) 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.

Expense relating to variable lease payments not included in the measurement of lease liabilities ₹ 6.18 crores

Expense relating to Short term lease payments - ₹ 2.85 crores

The total cash outflow for leases for the year ended 31<sup>st</sup> March, 2025 was ₹ 23.61 crores





**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|   | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|---|---------------------------------------|---------------------------------------|
| <b>3. Other Financial Assets</b>        |                                       |                                       |
| Security Deposits (For Showrooms Lease) | 13.84                                 | 16.32                                 |
| <b>Total</b>                            | <b>13.84</b>                          | <b>16.32</b>                          |

|  |              |              |
|--|--------------|--------------|
| <b>4. Deferred Tax - (liabilities) / assets</b>              |              |              |
| The balance comprises temporary differences attributable to: |              |              |
| Depreciation   | (0.43)       | (1.18)       |
| Provision for employee benefits                              | 0.94         | 0.73         |
| Right of use asset   | (6.35)       | (10.55)      |
| Lease liability  | 7.85         | 12.46        |
| Tax Losses   | 16.32        | 18.31        |
| Others   | 0.27         | 0.47         |
| <b>Net deferred tax (liabilities) / assets</b>               | <b>18.60</b> | <b>20.25</b> |

**Movement in deferred tax (liabilities) / asset**

|   | Depreciation  | Provision for<br>employee<br>benefits | Right of use<br>asset | Lease<br>liability | Tax losses   | MAT<br>Credit | Others      | Total        |
|---|---------------|---------------------------------------|-----------------------|--------------------|--------------|---------------|-------------|--------------|
| <b>At 31<sup>st</sup> March, 2023</b>         | <b>(2.70)</b> | <b>0.93</b>                           | <b>(16.89)</b>        | <b>19.88</b>       | <b>23.01</b> | <b>1.80</b>   | <b>0.79</b> | <b>26.82</b> |
| (Charged)/credited:                           |               |                                       |                       |                    |              |               |             |              |
| - to profit or loss                           | 1.52          | (0.10)                                | 6.34                  | (7.41)             | (4.70)       | (1.80)        | (0.32)      | (6.48)       |
| - to other comprehensive income               | -             | (0.09)                                | -                     | -                  | -            | -             | -           | (0.09)       |
| - (Debited) / Credited to Current tax payable | -             | -                                     | -                     | -                  | -            | -             | -           | -            |
| <b>At 31<sup>st</sup> March, 2024</b>         | <b>(1.18)</b> | <b>0.73</b>                           | <b>(10.55)</b>        | <b>12.46</b>       | <b>18.31</b> | <b>-</b>      | <b>0.47</b> | <b>20.25</b> |
| (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 | -             | -                                     | -                     | -                  | -            | -             | -           | -            |
| <b>At 31<sup>st</sup> March, 2025</b>         | <b>(0.43)</b> | <b>0.94</b>                           | <b>(6.35)</b>         | <b>7.85</b>        | <b>16.32</b> | <b>-</b>      | <b>0.27</b> | <b>18.60</b> |

|                                    |          |             |
|------------------------------------|----------|-------------|
| <b>5. Other non-current assets</b> |          |             |
| Capital advances                   | -        | 0.01        |
| <b>Total</b>                       | <b>-</b> | <b>0.01</b> |

|                                   |              |              |
|-----------------------------------|--------------|--------------|
| <b>6. Inventories</b>             |              |              |
| Finished goods / bought-out goods | 70.75        | 97.46        |
| <b>Total</b>                      | <b>70.75</b> | <b>97.46</b> |

|  |             |             |
|--|-------------|-------------|
| <b>7. Investments</b>                                  |             |             |
| Investments in mutual funds (Unquoted)                 |             |             |
| At fair value through profit and loss                  |             |             |
| SBI Magnum Ultra Short Duration Fund - Direct - Growth | 0.31        | 1.30        |
| Aditya Birla Sun Life Savings Fund - Growth - Direct   | -           | 1.72        |
| Axis Corporate Debt Fund - Growth                      | -           | 1.50        |
| DSP Bond Fund - Growth                                 | -           | 1.15        |
| ICICI Prudential Corporate Bond Fund - Growth          | -           | 3.33        |
| <b>Total</b>   | <b>0.31</b> | <b>9.00</b> |
| Aggregate amount of Unquoted investments               | 0.31        | 9.00        |
| Aggregate amount of impairment in value of investments | -           | -           |

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in crores)

|   | As at<br>31 <sup>st</sup> March, 2025   | As at<br>31 <sup>st</sup> March, 2024 |            |        |
|---|---|---------------------------------------|------------|--------|
| 8. Trade receivables  |   |                                       |            |        |
| Trade Receivables from contract with customers - Billed   | 246.55  | 283.96                                |            |        |
| Less: Loss Allowance  | (9.91)  | (6.61)                                |            |        |
| Total   | 236.64  | 277.35                                |            |        |
| Current   | 236.64  | 277.35                                |            |        |
| Non Current   | -   | -                                     |            |        |
| Break-up of security details  |   |                                       |            |        |
| Trade receivables considered good – unsecured   | 236.64  | 274.05                                |            |        |
| Trade receivables which have significant increase in credit risk                                  | 9.91  | 9.91                                  |            |        |
| Total   | 246.55  | 283.96                                |            |        |
| Loss allowance  | (9.91)  | (6.61)                                |            |        |
| Total trade receivables   | 236.64  | 277.35                                |            |        |
| Ageing of Trade Receivables   | Outstanding for following periods from the due date of payment - 31 <sup>st</sup> 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 |
| Ageing of Trade Receivables   | Outstanding for following periods from the due date of payment - 31 <sup>st</sup> March, 2024 |                                       |            |        |
| Particulars   | Not Due   | < 6 Months                            | > 6 Months | Total  |
| Undisputed trade receivables  |   |                                       |            |        |
| considered good   | 242.09  | 31.95                                 | -          | 274.05 |
| 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   | 242.09  | 31.95                                 | 9.91       | 283.96 |
| 9. Cash and cash equivalents  |   |                                       |            |        |
| Balances with banks   |   |                                       |            |        |
| Current Accounts  | 12.85   |                                       | 0.23       |        |
| Cash on hand  | -   |                                       | 0.01       |        |
| Total   | 12.85   |                                       | 0.24       |        |
| For the purpose of Statement of cash flows, Cash and cash equivalents comprises of above balances |   |                                       |            |        |
| 10. Bank Balances   |   |                                       |            |        |
| Fixed Deposits with Bank  | 30.82   |                                       | 28.60      |        |
| The above deposits are being held as margin money under lien to bank for borrowings               |   |                                       |            |        |
| Total   | 30.82   |                                       | 28.60      |        |
| 11. Loans   |   |                                       |            |        |
| Loans considered good - unsecured   |   |                                       |            |        |
| Loans and advances to Directors   | -   |                                       | -          |        |
| Loans and advances to Employees   | -   |                                       | -          |        |
|   | 0.11  |                                       | 0.12       |        |
| Less: Loss allowance  | -   |                                       | -          |        |
| Total   | 0.11  |                                       | 0.12       |        |

**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|  | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|--|---------------------------------------|---------------------------------------|
| <b>Breakup of Security Details</b>                   |                                       |                                       |
| Loans considered good - secured                      | -                                     | -                                     |
| Loans considered good - unsecured                    | 0.11                                  | 0.12                                  |
| Loans which have significant increase in credit risk | -                                     | -                                     |
| Loans - credit impaired                              | -                                     | -                                     |
|  | 0.11                                  | 0.12                                  |
| Loss allowance                                       | -                                     | -                                     |
| <b>Total</b>   | <b>0.11</b>                           | <b>0.12</b>                           |

**Details of loans and advances in the nature of loans granted to promoters, directors, key managerial personnel and related parties (as defined under Companies Act, 2013):**

|   | 2024-2025             |  | 2023-2024             |  |
|---|-----------------------|--|-----------------------|--|
|   | Amount<br>Outstanding | % to the total loans<br>and advances in the<br>nature of loans | Amount<br>Outstanding | % to the total loans<br>and advances in the<br>nature of loans |
| <b>a) amounts repayable on demand</b>                         |                       |  |                       |  |
| Promoters   | -                     | -  | -                     | -  |
| Directors   | -                     | -  | -                     | -  |
| Key Managerial Personnel                                      | -                     | -  | -                     | -  |
| Other related parties   | -                     | -  | -                     | -  |
| <b>b) without specifying any terms or period of repayment</b> |                       |  |                       |  |
| Promoters   | -                     | -  | -                     | -  |
| Directors   | -                     | -  | -                     | -  |
| Key Managerial Personnel                                      | -                     | -  | -                     | -  |
| Other related parties   | -                     | -  | -                     | -  |

**12. Current Tax Assets**

|                       |             |             |
|-----------------------|-------------|-------------|
| TDS & TCS Recoverable | 1.03        | 0.93        |
| <b>Total</b>          | <b>1.03</b> | <b>0.93</b> |

**13. Other Current assets**

|                       |              |              |
|-----------------------|--------------|--------------|
| Prepaid expenses      | 1.77         | 2.01         |
| Advances to suppliers | 4.58         | 0.17         |
| Tax receivable - GST  | 8.22         | 8.45         |
| <b>Total</b>          | <b>14.57</b> | <b>10.63</b> |

**14. Equity share capital**

| Particulars  | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|--|---------------------------------------|---------------------------------------|
| <b>Authorised equity share capital</b>   |                                       |                                       |
| 6,00,00,000 equity shares of ₹2 each   | 12.00                                 | 12.00                                 |
| <b>Issued, Subscribed and Paid-up Capital comprises:</b>   |                                       |                                       |
| 4,57,17,710 fully paid equity shares of ₹ 2 each<br>(as at 31 <sup>st</sup> March 2024: 4,42,91,685) | 9.14                                  | 8.86                                  |

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

| Particulars   | Number of Shares  | Amount      |
|---|-------------------|-------------|
| <b>Balance as at 01<sup>st</sup> April, 2023</b>                                    | <b>44,291,685</b> | <b>8.86</b> |
| a) Increase during the year   | -                 | -           |
| <b>Balance as at 01<sup>st</sup> April, 2024</b>                                    | <b>44,291,685</b> | <b>8.86</b> |
| a) Issue of equity shares pursuant to preferential allotment (refer note (a) below) | 1,427,145         | 0.29        |
| <b>Balance as at 31<sup>st</sup> March, 2025</b>                                    | <b>45,718,830</b> | <b>9.14</b> |

**a Preferential allotment of Equity Shares**

During the year ended 31<sup>st</sup> March 2025, the Board of Directors of the Company, at its meeting held on 03<sup>th</sup> October 2024, pursuant to the approval of shareholders accorded at the Extraordinary General Meeting held on 16<sup>th</sup> September 2024, allotted 14,27,145 equity shares of face value ₹2 each at a price of ₹70.07 per share (including a premium of ₹68.07 per share) aggregating to ₹10 Crores, on a preferential basis to Mr. Venkatesh Rajagopal (Promoter - Executive Chairman & Whole-time director) - 8,20,608 shares and Mr. Charath Ram Narsimhan (Managing Director & CEO) - 6,06,537 shares.

As required under the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "ICDR Regulations"), during the previous year the company has received ₹10 Crs, 100% consideration for allotment of 14,27,145 equity shares to both the investors.

**b Issuance of Convertible Warrants**

The board of directors of the company on 31<sup>st</sup> March 2025, pursuant to the approval of the shareholders of the company received on 10<sup>th</sup> March 2025, made a preferential allotment of 49,48,537 convertible warrants 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) with a right to apply for and be allotted 1 equity share of the face value of ₹ 2 each of the company, at a premium of ₹48.52 for each warrant.

As required under the provisions of the ICDR Regulations, during the previous year, the company has received ₹18.7 Crs (75% of the total issue) towards issue of 49,48,537 warrants to M/s. A.R. Foundations Pvt Ltd (₹6.25 Crs), Ms. Manorama Gardner (₹10.95 Crs) and Mr. Suniel U Lulla (₹1.5 Crs)





## NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 14.2 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.

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

### 14.4 Details of shareholders holding more than 5% shares

| Name of Shareholder     | As at 31 <sup>st</sup> March, 2025 |           | As at 31 <sup>st</sup> March, 2024 |           |
|-------------------------|------------------------------------|-----------|------------------------------------|-----------|
|                         | No. of shares held                 | % holding | No. of shares held                 | % holding |
| Mr. Venkatesh Rajagopal | 7,482,723                          | 16.37%    | 6,662,115                          | 15.04%    |
| Mrs. Rama Rajagopal     | 8,366,930                          | 18.30%    | 8,366,930                          | 18.89%    |

**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**

### 14.5 Number of Equity Shares of ₹2/- each reserved for issuance:

| Particulars   | As at 31 <sup>st</sup> March, 2025 | As at 31 <sup>st</sup> March, 2024 |
|---|------------------------------------|------------------------------------|
| a) to A.R.Foundations Pvt Ltd, pursuant to outstanding share warrants | 2,474,268                          | -                                  |
| b) to Manorama Gardner, pursuant to outstanding share warrants        | 2,177,356                          | -                                  |
| c) to Suniel U Lulla, pursuant to outstanding share warrants          | 296,913                            | -                                  |

**The Company received the balance amount of ₹6.3 Crores (25% of the total issue) in April/May 2025, following which the warrants were converted into equity shares of ₹2 each on 27<sup>th</sup> May 2025**

### 15. Other Equity

|  |               |               |
|--|---------------|---------------|
| Share Premium  | 105.64        | 95.92         |
| Retained earnings  | 41.33         | 84.09         |
| Capital Reserve  | 8.01          | 8.01          |
| Money received against share warrants  | 18.70         | -             |
| <b>Total</b>   | <b>173.68</b> | <b>188.02</b> |
| <b>a) Share Premium</b>  |               |               |
| Opening balance  | 95.92         | 95.92         |
| Proceeds received during the year  | 9.72          | -             |
| <b>Closing balance</b>   | <b>105.64</b> | <b>95.92</b>  |
| <b>b) Retained earnings</b>  |               |               |
| Opening balance  | 84.09         | 98.75         |
| Net profit for the period  | (42.66)       | (14.93)       |
| Items of other comprehensive income recognised directly in retained earnings |               |               |
| - Remeasurements of post-employment benefit obligation, net of TAX           | (0.10)        | 0.27          |
| <b>Closing balance</b>   | <b>41.33</b>  | <b>84.09</b>  |
| <b>c) Capital Reserve</b>  |               |               |
| Opening balance  | 8.01          | 8.01          |
| Additions / (Utilisation)  | -             | -             |
| <b>Closing balance</b>   | <b>8.01</b>   | <b>8.01</b>   |
| <b>d) Money received against share warrants</b>                              |               |               |
| Opening balance  | -             | -             |
| Additions / (Utilisation)  | 18.70         | -             |
| <b>Closing balance</b>   | <b>18.70</b>  | <b>-</b>      |

#### Nature of Reserves

- i) Retained Earnings - Company's cumulative earnings since its formation less distribution
- ii) Share Premium - represents the premium received on issue of equity shares. The reserves is utilised in accordance with the provisions of Companies Act, 2013
- iii) Capital Reserve - Capital Reserve was created out the demerger in 2010-11
- iv) Share warrants - represent money received against warrants issued for potential future equity. (refer note 14.1 (b))

### 16. Borrowings

|                               |             |             |
|-------------------------------|-------------|-------------|
| <b>Non-current borrowings</b> |             |             |
| <b>Secured</b>                |             |             |
| Term loans from banks         | 1.13        | 2.35        |
| From Others                   | -           | -           |
| <b>Unsecured</b>              |             |             |
| From Others                   | -           | -           |
| <b>Total</b>                  | <b>1.13</b> | <b>2.35</b> |

**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|  | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|--|---------------------------------------|---------------------------------------|
|--|---------------------------------------|---------------------------------------|

- 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 2<sup>nd</sup> 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 installments.

| Term loan from bank                                      | Rate of interest | 2025-26 | 2026-27 |
|--|------------------|---------|---------|
| State Bank of India (1% over 6 months MCLR, Max - 9.25%) | 9.25%            | 1.13    | 1.11    |

- b) Secured Term loan from ICICI Bank Limited amounting to ₹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 | 2025-26 | 2026-27 |
|---------------------|------------------|---------|---------|
| ICICI Bank Ltd      | 9.10%            | 0.06    | 0.03    |

**Current Maturities of Long Term Borrowings**

|  |              |              |
|--|--------------|--------------|
| <b>Total Long Term Loans</b>                               | <b>2.33</b>  | <b>8.24</b>  |
| <b>Considered under Current Liabilities</b>                |              |              |
| ICICI Bank Limited - Vehicle Loan                          | 0.06         | 0.05         |
| SBI - GCEL 1.0   | 1.13         | 2.84         |
| Vivriti Capital Limited                                    | -            | 3.00         |
| <b>Total current maturities of long term borrowings</b>    | <b>1.19</b>  | <b>5.89</b>  |
| <b>Current Borrowings</b>                                  |              |              |
| <b>Loans Repayable on Demand</b>                           |              |              |
| Cash Credit from State Bank of India (Secured)             | 59.28        | 53.61        |
| Stand by Line of Credit from State Bank of India (Secured) | -            | 5.05         |
| Cash Credit from Yes Bank (Secured)                        | 24.57        | 19.43        |
| Working Capital Demand Loan from Vivriti Capital (Secured) | -            | 7.49         |
| Current maturities of long term borrowings                 | 1.19         | 5.89         |
| <b>Total</b>   | <b>85.04</b> | <b>91.47</b> |

Cash Credit and Stand by line of 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 - ₹19.69 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  
31<sup>st</sup> March, 2025

As at  
31<sup>st</sup> March, 2024

**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                | 85.04         | 91.47         |
| Lease liabilities (refer note 16) | 31.20         | 49.51         |
| Non-current borrowings            | 1.13          | 2.35          |
| <b>Net debt</b>                   | <b>117.37</b> | <b>143.33</b> |

|   | Non-current<br>borrowings | Current<br>borrowings | Lease<br>liabilities | Total         |
|---|---------------------------|-----------------------|----------------------|---------------|
| <b>Net debt as at 31<sup>st</sup> March, 2023</b> | <b>5.79</b>               | <b>46.61</b>          | <b>56.88</b>         | <b>109.28</b> |
| Adjustments towards Fresh/Terminated Leases       | -                         | -                     | 9.19                 | 9.19          |
| Cash flows  | (5.18)                    | 38.96                 | (22.62)              | 11.16         |
| Interest expense                                  | 1.75                      | 5.90                  | 6.06                 | 13.70         |
| <b>Net debt as at 31<sup>st</sup> March, 2024</b> | <b>2.35</b>               | <b>91.47</b>          | <b>49.51</b>         | <b>143.33</b> |
| 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         |
| <b>Net debt as at 31<sup>st</sup> March, 2025</b> | <b>1.13</b>               | <b>85.04</b>          | <b>31.20</b>         | <b>117.38</b> |

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in crores)

|     |   | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |                      |               |
|-----|---|---------------------------------------|---------------------------------------|----------------------|---------------|
| 17. | <b>Lease Liabilities</b>  |                                       |                                       |                      |               |
|     | Non Current   | 17.79                                 | 31.12                                 |                      |               |
|     | Current   | 13.41                                 | 18.39                                 |                      |               |
|     | <b>Total</b>  | <b>31.20</b>                          | <b>49.51</b>                          |                      |               |
| 18. | <b>Other Financial Liabilities - Non Current</b>  |                                       |                                       |                      |               |
|     | Security deposits received (from Franchisee Stores & Distributors)  | 25.94                                 | 24.06                                 |                      |               |
|     | <b>Total</b>  | <b>25.94</b>                          | <b>24.06</b>                          |                      |               |
| 19. | <b>NON-CURRENT PROVISIONS</b>   |                                       |                                       |                      |               |
|     | Employee benefit obligation   |                                       |                                       |                      |               |
|     | Provision for Gratuity (Refer Note 39)  | 1.80                                  | 1.36                                  |                      |               |
|     | <b>Total</b>  | <b>1.80</b>                           | <b>1.36</b>                           |                      |               |
| 20. | <b>Trade payables</b>   |                                       |                                       |                      |               |
|     | Trade payables : Micro and small enterprises (MSME's)   | 55.99                                 | 49.53                                 |                      |               |
|     | Trade Payables : Others   | 26.40                                 | 84.12                                 |                      |               |
|     | <b>Total</b>  | <b>82.39</b>                          | <b>133.65</b>                         |                      |               |
|     | Trade payables to MSME includes outstanding payable to related party (Celebrity Fashions Ltd) (refer note 39) | 4.48                                  | 1.02                                  |                      |               |
|     | Trade payable are non-interest bearing and are settled generally as per the agreed terms.                     |                                       |                                       |                      |               |
|     | <b>Ageing of Trade Payables</b>   |                                       |                                       |                      |               |
|     |   | <b>Not Due</b>                        | <b>&lt; 6 Months</b>                  | <b>&gt; 6 Months</b> | <b>Total</b>  |
|     | <b>2024-25</b>  |                                       |                                       |                      |               |
|     | Undisputed trade payables   |                                       |                                       |                      |               |
|     | Micro Enterprises & Small Enterprises   | 24.53                                 | 30.43                                 | 1.04                 | 55.99         |
|     | Others  | 19.72                                 | 6.47                                  | 0.21                 | 26.40         |
|     | Disputed trade Payables   |                                       |                                       |                      |               |
|     | Micro Enterprises & Small Enterprises   | -                                     | -                                     | -                    | -             |
|     | Others  | -                                     | -                                     | -                    | -             |
|     | <b>Total</b>  | <b>44.25</b>                          | <b>36.89</b>                          | <b>1.25</b>          | <b>82.39</b>  |
|     | <b>2023-24</b>  |                                       |                                       |                      |               |
|     | Undisputed trade payables   |                                       |                                       |                      |               |
|     | Micro Enterprises & Small Enterprises   | 49.53                                 | -                                     | -                    | 49.53         |
|     | Others  | 13.29                                 | 70.57                                 | 0.25                 | 84.12         |
|     | Disputed trade Payables   |                                       |                                       |                      |               |
|     | Micro Enterprises & Small Enterprises   | -                                     | -                                     | -                    | -             |
|     | Others  | -                                     | -                                     | -                    | -             |
|     | <b>Total</b>  | <b>62.82</b>                          | <b>70.57</b>                          | <b>0.25</b>          | <b>133.65</b> |

**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  | 55.99 | 49.53 |
| Interest due to suppliers registered under the MSMED Act and remaining unpaid as at year end  | 3.18  | 0.10  |
| Principal amounts paid to suppliers registered under the MSMED Act, beyond the appointed day during the year                                    | 18.53 | 92.90 |
| 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  | 0.76  | 1.63  |
| Further interest remaining due and payable for earlier years  | -     | -     |

In accordance with the provisions of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006, the Company has recognized interest expense amounting to ₹3.94 crores in its books of accounts for the financial year 2024-25, 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.

No such interest provision was made in the books for the financial year 2023-24



**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|   | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|---|---------------------------------------|---------------------------------------|
| <b>21. Other financial liabilities - current</b>  |                                       |                                       |
| Salaries, Wages and Other benefits payable  | 2.15                                  | 1.87                                  |
| Accrued Expenses  | 26.87                                 | 17.74                                 |
| <b>Total</b>  | <b>29.02</b>                          | <b>19.61</b>                          |
| <b>22. Customer Loyalty Program</b>   |                                       |                                       |
| As at the beginning of the year   | 2.43                                  | 2.02                                  |
| Deferred during the year  | 2.07                                  | 2.37                                  |
| Released to the statement of profit and loss  | 2.93                                  | 1.96                                  |
| <b>As at the end of the year</b>  | <b>1.57</b>                           | <b>2.43</b>                           |
| <b>Significant estimate</b>   |                                       |                                       |
| 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.   |                                       |                                       |
| <b>23. Provisions</b>   |                                       |                                       |
| Employee benefit obligation   | 1.07                                  | 0.80                                  |
| Provision for unavailed leave   | 0.36                                  | 0.31                                  |
| Provision for gratuity (Refer note 39)  |                                       |                                       |
| <b>Total</b>  | <b>1.43</b>                           | <b>1.11</b>                           |
| <b>24. Other Current Liabilities</b>  |                                       |                                       |
| Withholding and Other Taxes payables  | -                                     | 0.03                                  |
| <b>Total</b>  | <b>-</b>                              | <b>0.03</b>                           |
| <b>25. Revenue from Operations</b>  |                                       |                                       |
| Sale of goods   | 337.67                                | 454.05                                |
| Revenue from redemption of loyalty points (refer note 21)   | 2.93                                  | 1.96                                  |
| <b>Total</b>  | <b>340.60</b>                         | <b>456.01</b>                         |
| <b>25.1 Transaction price allocated to the remaining performance obligations:</b>   |                                       |                                       |
| 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.  |                                       |                                       |
| <b>25.2 Reconciliation of revenue with contract price:</b>  |                                       |                                       |
| 1. Contract price   | 347.70                                | 497.13                                |
| 2. Adjustments :  |                                       |                                       |
| Discounts   | (7.10)                                | (41.12)                               |
| Customer loyalty programme  | (2.93)                                | (1.96)                                |
| 3. Revenue from operations as per Statement of Profit and loss  | 337.67                                | 454.05                                |
| <b>25.3 Disclosure of disaggregated revenue recognised in the statement of Profit and Loss:</b>   |                                       |                                       |
| Revenue from retail operations  | 233.10                                | 265.20                                |
| Revenue from non-retail operations  | 107.50                                | 190.82                                |
| <b>Total</b>  | <b>340.60</b>                         | <b>456.01</b>                         |
| <b>25.4 Significant judgements</b>  |                                       |                                       |
| 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.  |                                       |                                       |
| <b>Sale of apparels and accessories</b>   |                                       |                                       |
| 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.   |                                       |                                       |
| <b>Customer loyalty programme</b>   |                                       |                                       |
| The points provide a material right to customers that they would not receive without entering 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. |                                       |                                       |
| <b>26. Other income</b>   |                                       |                                       |
| Gain on sale of investments   | 0.43                                  | 0.61                                  |
| Gain on termination of leases   | 1.34                                  | 1.11                                  |
| Interest income   | 2.05                                  | 1.49                                  |
| <b>Unwinding of discount on security deposits</b>   | <b>0.62</b>                           | <b>0.76</b>                           |
| Other income  | 0.32                                  | (0.04)                                |
| <b>Total</b>  | <b>4.76</b>                           | <b>3.93</b>                           |

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in crores)

|  | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|--|---------------------------------------|---------------------------------------|
| <b>27. Purchase of finished goods (Stock-In-Trade)</b>                                 |                                       |                                       |
| Purchase of stock-in-trade   | 183.39                                | 260.14                                |
| <b>Total</b>   | <b>183.39</b>                         | <b>260.14</b>                         |
| <b>28. (Increase) / Decrease in inventories of finished goods and bought-out goods</b> |                                       |                                       |
| Opening balance of Finished goods / bought-out goods                                   | 97.46                                 | 126.59                                |
| Closing balance of Finished goods / bought-out goods                                   | 70.75                                 | 97.46                                 |
| <b>Total changes in finished goods / bought-out goods</b>                              | <b>26.71</b>                          | <b>29.13</b>                          |
| <b>29. Garment Processing Costs</b>  |                                       |                                       |
| Garment Re-Processing Charges  | 1.87                                  | 1.58                                  |
| <b>Total</b>   | <b>1.87</b>                           | <b>1.58</b>                           |
| <b>30. Employee Benefits Expense</b>   |                                       |                                       |
| Salaries, wages and bonus  | 20.84                                 | 21.42                                 |
| Contribution to provident and other funds  | 0.60                                  | 0.66                                  |
| Gratuity (Refer note 40)   | 0.40                                  | 0.34                                  |
| Staff welfare expenses   | 0.46                                  | 0.61                                  |
| <b>Total</b>   | <b>22.30</b>                          | <b>23.03</b>                          |
| <b>31. Other Expenses</b>  |                                       |                                       |
| Advertisement  | 10.00                                 | 14.01                                 |
| Auditor's remuneration   | 0.06                                  | 0.08                                  |
| Books, periodicals & subscriptions   | 0.27                                  | 0.15                                  |
| Communication expenses   | 1.05                                  | 0.42                                  |
| Consultancy charges  | 3.33                                  | 2.52                                  |
| Distribution costs   | 5.84                                  | 7.75                                  |
| Entertainment & sales promotion expenses   | 3.81                                  | 3.89                                  |
| Insurance  | 0.41                                  | 0.38                                  |
| Showroom support services  | 11.61                                 | 13.50                                 |
| Other operational expenses   | 3.99                                  | 3.74                                  |
| Rent, rates and taxes  | 12.14                                 | 11.27                                 |
| Remuneration to directors  | 1.68                                  | 1.98                                  |
| Selling commission   | 30.93                                 | 30.59                                 |
| Selling expenditure  | 9.71                                  | 6.53                                  |
| Showroom maintenance   | 3.70                                  | 3.42                                  |
| Cash Pickup & CC Charges   | 2.35                                  | 3.37                                  |
| Net impairment losses on financial and contract assets                                 | 3.30                                  | 3.24                                  |
| Interest Provision towards Late Payment to MSME's                                      | 3.94                                  | -                                     |
| Loss on foreign exchange translation   | 0.81                                  | 0.82                                  |
| Traveling & conveyance   | 4.27                                  | 4.41                                  |
| <b>Total</b>   | <b>113.20</b>                         | <b>112.07</b>                         |
| <b>Details of Auditors' Remuneration:</b>  |                                       |                                       |
| <b>Payments to Statutory &amp; Tax Auditors</b>  |                                       |                                       |
| For Statutory Audit Fee  | 0.04                                  | 0.04                                  |
| For Tax Audit  | 0.02                                  | 0.02                                  |
| For other services by Statutory & Tax Auditors   | 0.12                                  | 0.08                                  |
|  | <b>0.19</b>                           | <b>0.14</b>                           |
| <b>Payments to Secretarial Auditor:</b>  |                                       |                                       |
| For Audit Fee  | 0.01                                  | 0.01                                  |
| For other services   | 0.03                                  | 0.01                                  |
|  | <b>0.04</b>                           | <b>0.02</b>                           |
| <b>Corporate Social Responsibility Expenditure:</b>                                    |                                       |                                       |
| 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                                  | -                                     | -                                     |

**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|   | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|---|---------------------------------------|---------------------------------------|
| <b>32. Depreciation and amortisation expense</b>  |                                       |                                       |
| Depreciation of property, plant and equipment (Refer note 2)  | 5.30                                  | 5.21                                  |
| Amortisation of right of use asset (Refer note 2A)  | 12.64                                 | 17.00                                 |
| Amortisation of intangible assets (Refer note 2)  | -                                     | 0.07                                  |
| <b>Total</b>  | <b>17.94</b>                          | <b>22.28</b>                          |
| <b>33. Finance Costs</b>  |                                       |                                       |
| Interest and finance charges on lease liabilities and financial liabilities not at fair value through profit or loss: |                                       |                                       |
| Interest expense on working capital & others  | 15.75                                 | 15.20                                 |
| Interest expense on lease liabilities   | 4.33                                  | 6.06                                  |
| Other borrowing costs   | 0.88                                  | 0.61                                  |
| <b>Total</b>  | <b>20.96</b>                          | <b>21.87</b>                          |
| <b>34. Other Comprehensive Income</b>   |                                       |                                       |
| Remeasurement gains / (losses) on defined benefit plans (net of tax)  | (0.10)                                | 0.27                                  |
| <b>Total</b>  | <b>(0.10)</b>                         | <b>0.27</b>                           |
| <b>35. Income tax expense</b>   |                                       |                                       |
| The major components of income tax expense for the years 2024 and 2023 are :  |                                       |                                       |
| <b>(a) Income tax expense</b>   |                                       |                                       |
| <b>Current tax</b>  |                                       |                                       |
| Current tax on profits for the year   | -                                     | -                                     |
| Adjustments for current tax of prior periods  | -                                     | -                                     |
| <b>Total current tax expense</b>  | <b>-</b>                              | <b>-</b>                              |
| <b>Deferred tax</b>   |                                       |                                       |
| Decrease/(Increase) in deferred tax assets  | (6.59)                                | (12.63)                               |
| (Decrease)/Increase in deferred tax liabilities   | 4.94                                  | 7.86                                  |
| <b>Total deferred tax expense/(benefit)</b>   | <b>(1.65)</b>                         | <b>(4.77)</b>                         |
| <b>Income tax expense</b>   | <b>(1.65)</b>                         | <b>(4.77)</b>                         |
| <b>(b) Reconciliation of tax expense and the accounting profit multiplied by India's tax rate</b>                     |                                       |                                       |
| Profit before income tax expense  | (41.01)                               | (10.16)                               |
| <b>Tax at the Indian tax rate of 25.17%</b>   | <b>(10.32)</b>                        | <b>(2.56)</b>                         |
| Tax effects of amounts which are not deductible (taxable) in calculating taxable income :                             |                                       |                                       |
| Deferred tax asset adjusted towards current tax liability   | 11.97                                 | 7.32                                  |
| <b>Income tax expense</b>   | <b>1.65</b>                           | <b>4.77</b>                           |
| <b>36. Fair value measurements</b>  |                                       |                                       |
| <b>Financial instruments by category</b>  |                                       |                                       |
| <b>Financial assets</b>   |                                       |                                       |
| <b>Amortised cost</b>   |                                       |                                       |
| Security deposits   | 13.84                                 | 16.32                                 |
| Trade receivables   | 236.64                                | 277.35                                |
| Cash and cash equivalents   | 12.85                                 | 0.24                                  |
| Other bank balances   | 30.82                                 | 28.60                                 |
| Loans and advances to employees   | 0.11                                  | 0.12                                  |
| <b>Fair value through profit and loss</b>   |                                       |                                       |
| Mutual funds  | 0.31                                  | 9.00                                  |
| <b>Total financial assets</b>   | <b>294.57</b>                         | <b>331.63</b>                         |
| <b>Financial liabilities</b>  |                                       |                                       |
| <b>Amortised Cost</b>   |                                       |                                       |
| Borrowings  | 86.18                                 | 93.82                                 |
| Trade payables  | 82.39                                 | 133.65                                |
| Salaries and wages  | 2.15                                  | 1.87                                  |
| Security Deposits   | 25.94                                 | 24.06                                 |
| Accrued Expenses  | 26.87                                 | 17.74                                 |
| <b>Total financial liabilities</b>  | <b>223.53</b>                         | <b>271.13</b>                         |



NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

(₹ in crores)

As at  
31<sup>st</sup> March, 2025As at  
31<sup>st</sup> March, 2024**(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.

**37. 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)          | (42.66)       | (14.93)       |
| Weighted average number of equity shares for calculation of Basic EPS | (B)          | 44,995,483    | 44,291,685    |
| <b>Basic EPS (In ₹)</b>   | <b>(A/B)</b> | <b>(9.48)</b> | <b>(3.37)</b> |
| <b>Nominal Value of Shares (In ₹)</b>                                 |              | <b>2.00</b>   | <b>2.00</b>   |

**Note:** Share Warrants were issued during the financial year 2024–25 (refer Note 13.1(b)), which could potentially dilute the Basic Earnings Per Share in the future. However, these warrants have not been included in the calculation of Diluted Earnings Per Share for the current period, as they are anti-dilutive in nature.

**38. 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 31 <sup>st</sup> March, 2023 | 3.37              |
| Changes in loss allowance                      | 3.24              |
| Loss allowance on 31 <sup>st</sup> March, 2024 | 6.61              |
| Changes in loss allowance                      | 3.30              |
| Loss allowance on 31 <sup>st</sup> March, 2025 | 9.91              |

**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**(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 ₹45.13 crores as at 31<sup>st</sup> March 2025, comprising ₹43.98 crores in the form of current investments, cash and cash equivalents and other balances with banks (including non-current earmarked balances) and ₹1.15 crores in committed undrawn bank lines.

**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 <sup>st</sup> March, 2025 |                       |               | 31 <sup>st</sup> March, 2024 |                       |               |
|---|------------------------------|-----------------------|---------------|------------------------------|-----------------------|---------------|
| Non-derivatives                         | Maturing within 1 year       | Maturing after 1 year | Total         | Maturing within 1 year       | Maturing after 1 year | Total         |
| Borrowings                              | 85.04                        | 1.13                  | 86.18         | 91.47                        | 2.35                  | 93.82         |
| Trade payables                          | 82.39                        | -                     | 82.39         | 133.65                       | -                     | 133.65        |
| Salaries and wages                      | 2.15                         | -                     | 2.15          | 1.87                         | -                     | 1.87          |
| Security Deposits                       | -                            | 25.94                 | 25.94         | -                            | 24.06                 | 24.06         |
| Accrued Expenses                        | 26.87                        | -                     | 26.87         | 17.74                        | -                     | 17.74         |
| Lease Liabilities                       | 13.41                        | 17.79                 | 31.20         | 18.39                        | 31.12                 | 49.51         |
| <b>Total non-derivative liabilities</b> | <b>209.86</b>                | <b>44.87</b>          | <b>254.73</b> | <b>263.11</b>                | <b>57.53</b>          | <b>320.64</b> |

**(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 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
| <b>Basis Points (%)</b>                         | <b>(+/-) 0.5%</b>            | <b>(+/-) 0.5%</b>            |
| Increase / Decrease in Profit / Loss before tax | 0.44                         | 0.47                         |
| Increase / Decrease in Profit / Loss after tax  | 0.33                         | 0.35                         |

**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 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
|---|------------------------------|------------------------------|
| <b>Financial liabilities</b>                    |                              |                              |
| Trade payables                                  |                              |                              |
| Exposure to foreign currency risk (liabilities) | 7.10                         | 7.90                         |
| <b>Net exposure to foreign currency risk</b>    | <b>7.10</b>                  | <b>7.90</b>                  |

**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 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
| <b>INR/USD Rate</b>                             | <b>(+/-) 8%</b>              | <b>(+/-) 8%</b>              |
| Increase / Decrease in Profit / Loss before tax | 0.57                         | 0.63                         |
| Increase / Decrease in Profit / Loss after tax  | 0.43                         | 0.47                         |

NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

## 39. 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 a optimal gearing ratio. The gearing ratios were as follows:

|   | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
|---|------------------------------|------------------------------|
| Net debt (Borrowings - Cash & Cash equivalents) | 73.33                        | 93.58                        |
| Total equity                                    | 182.82                       | 196.88                       |
| <b>Net debt to equity ratio</b>                 | <b>40.1%</b>                 | <b>47.5%</b>                 |

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.

## 40. 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

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 <sup>st</sup> March, 2025       | 31 <sup>st</sup> March, 2024       |
|---|------------------------------------|------------------------------------|
| Managerial Remuneration                                       |                                    |                                    |
| Short term Employee Benefits                                  | 2.32                               | 2.63                               |
| Long Term Employee Benefits                                   | -                                  | -                                  |
| Termination Benefits  | -                                  | -                                  |
| Sitting Fees to Directors                                     | 0.21                               | 0.36                               |
| Material Purchases from Celebrity Fashions Limited            |                                    |                                    |
| Material Purchases & Washing Charges                          | 14.54                              | 1.03                               |
| <b>Outstanding Balances</b>                                   | <b>31<sup>st</sup> March, 2025</b> | <b>31<sup>st</sup> March, 2024</b> |
| Payable as Managerial Remuneration                            | 0.29                               | 0.19                               |
| Trade Payables - Celebrity Fashions Limited                   | 4.48                               | 1.02                               |

\*\* Transaction and balances with Gratuity fund has been disclosed in Note 41



**NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025**
**41. 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 Gartuity 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 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
| <b>Present value of obligations at the beginning of the year</b>                   | 1.68                         | 1.60                         |
| Current service cost   | 0.28                         | 0.22                         |
| Interest expense   | 0.12                         | 0.12                         |
| Re-measurement (gains)/losses:   |                              |                              |
| - (Gain)/loss from change in demographic assumptions                               | -                            | -                            |
| - (Gain)/loss from change in financial assumptions                                 | 0.07                         | 0.01                         |
| - Experience (gains)/losses  | 0.02                         | (0.28)                       |
| Benefit payments   | -                            | -                            |
| <b>Present value of obligations at the end of the year</b>                         | <b>2.17</b>                  | <b>1.68</b>                  |
| <b>Changes in the fair value of planned assets</b>                                 |                              |                              |
| <b>Fair value of plan assets at beginning of year</b>                              | -                            | -                            |
| Interest income  | -                            | -                            |
| Actuarial gain/loss  | -                            | -                            |
| Contributions from the employer  | -                            | -                            |
| Benefit Payments   | -                            | -                            |
| <b>Fair Value of plan assets at the end of the year</b>                            | <b>-</b>                     | <b>-</b>                     |
| <b>Amounts recognized in the Balance Sheet</b>                                     |                              |                              |
| Projected benefit obligation at the end of the year                                | 2.17                         | 1.68                         |
| Fair value of plan assets at end of the year                                       | -                            | -                            |
| <b>Unfunded status of the plans – liability recognised in the balance sheet</b>    | <b>2.17</b>                  | <b>1.68</b>                  |
| <b>Components of defined benefit cost recognised in profit or loss</b>             |                              |                              |
| Current service cost   | 0.28                         | 0.22                         |
| Net Interest Expense   | 0.12                         | 0.12                         |
| <b>Net Cost in Profit or Loss</b>  | <b>0.40</b>                  | <b>0.34</b>                  |
| <b>Components of defined benefit cost recognised in other comprehensive income</b> |                              |                              |
| Remeasurement on the net defined benefit liability:                                |                              |                              |
| - (Gain)/loss from change in demographic assumptions                               | -                            | -                            |
| - (Gain)/loss from change in financial assumptions                                 | 0.07                         | 0.01                         |
| - Experience (gains)/losses  | 0.02                         | (0.28)                       |
| Return on plan assets  | -                            | -                            |
| <b>Net cost in other comprehensive income</b>                                      | <b>0.10</b>                  | <b>(0.27)</b>                |
| <b>Assumptions</b>   |                              |                              |
| Discount rate  | 6.54%                        | 7.18%                        |
| Expected rate of salary increases  | 7.00%                        | 7.00%                        |
| Expected rate of attrition   | 28.70%                       | 28.70%                       |
| Average age of members   | 35.65                        | 34.91                        |
| Mortality - Indian Assured Lives Mortality (2012-14) Ultimate                      |                              |                              |



## NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### Sensitivity Analysis

Impact on change in assumptions on liability

(₹ in crores)

| Particulars                         | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
|-------------------------------------|------------------------------|------------------------------|
| Discount rate                       |                              |                              |
| - 1% increase                       | 2.06                         | 1.59                         |
| - 1% decrease                       | 2.28                         | 1.76                         |
| Salary growth rate                  |                              |                              |
| - 1% increase                       | 2.26                         | 1.74                         |
| - 1% decrease                       | 2.08                         | 1.60                         |
| Attrition rate                      |                              |                              |
| - increase of 1% of attrition rate  | 2.15                         | 1.66                         |
| - decrease of 1% of attrition rate  | 2.17                         | 1.67                         |
| Mortality rate                      |                              |                              |
| - increase of 10% of mortality rate | 2.16                         | 1.67                         |

### Effect on future cash flows

The expected maturity analysis of undiscounted gratuity is as follows:

| Particulars          | 31 <sup>st</sup> March, 2025 | 31 <sup>st</sup> March, 2024 |
|----------------------|------------------------------|------------------------------|
| Less than 1 year     | 0.38                         | 0.32                         |
| Between 2 - 5 years  | 0.97                         | 0.80                         |
| Between 6 - 10 years | 0.77                         | 0.61                         |
| Over 10 years        | 1.08                         | 0.84                         |

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 31<sup>ST</sup> MARCH, 2025**

(₹ in crores)

|   | As at<br>31 <sup>st</sup> March, 2025 | As at<br>31 <sup>st</sup> March, 2024 |
|---|---------------------------------------|---------------------------------------|
| <b>42. Contingent liabilities</b>   |                                       |                                       |
| 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 <sup>th</sup> 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 <sup>th</sup> 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 <sup>th</sup> 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 <sup>th</sup> April 2025. Accordingly no provision has been made in the books of accounts.   | 2.55                                  | -                                     |

**43. 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.

**44. Financial ratios**

| Ratio                                       | As at 31 <sup>st</sup> March,<br>2025 | As at 31 <sup>st</sup> March,<br>2024 | % variance | Reason for Variance   |
|---|---------------------------------------|---------------------------------------|------------|---|
| Current ratio (in times)                    | 1.72                                  | 1.59                                  | 8.38%      | Increase in current Assets in the current year over the increase in current Liabilities               |
| Debt-equity ratio (in times)                | 0.47                                  | 0.48                                  | 1.08%      | Due to the additional debt raised during the year, Debt-Equity Ratio has gone up                      |
| Debt service coverage ratio (in times)      | (0.19)                                | 1.11                                  | -116.82%   | Reduction in profitability has impacted the Debt Service coverage ratio for the year                  |
| Return on equity ratio (in %)               | -23.39%                               | -7.45%                                | 214.12%    | Loss during the Current Year has impacted the Return on Equity  |
| Inventory turnover ratio (in times)         | 4.05                                  | 4.07                                  | -0.51%     | Decrease in Inventory & Revenue from Operations for the year has reduced the I/T Ratio                |
| Trade receivables turnover ratio (in times) | 1.33                                  | 1.70                                  | -22.26%    | Increase in Debtors & Decrease in Revenue from Operations for the year                                |
| Trade payables turnover ratio (in times)    | 1.70                                  | 1.75                                  | 2.94%      | Decrease in purchases in line with decrease in Revenue from Operations                                |
| Net capital turnover ratio (in times)       | 2.18                                  | 2.82                                  | -22.54%    | Decrease in Revenue from Operations and decrease in net working capital                               |
| Net profit ratio (in %)                     | -12.52%                               | -3.27%                                | -282.56%   | Loss during the Current Year has impacted the Net profit ratio.                                       |
| Return on average capital employed (in %)   | -9.99%                                | 5.14%                                 | -294.60%   | "Decrease in Earnings before interest and tax compared to previous year has impacted the ROCE"        |
| Return on investment (in %)                 | -0.44%                                | 6.36%                                 | -106.88%   | "Decrease in Earnings before interest and tax and decrease in total assets compared to previous 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 = Revenue from Operations for the period / Average of opening and closing Inventories

6. Debtors turnover = Revenue from Operations for the period / Average of opening and closing Trade Receivables

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





## NOTES TO FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2025

### 45. 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:

- directly / indirectly lend / invest in other persons / entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or
- 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:

- directly / indirectly lend / invest in other persons / 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.

#### (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) REGISTRATION OF CHARGES OR SATISFACTION WITH REGISTRAR OF COMPANIES

There are no charges or satisfaction which are yet to be registered with the Registrar of Companies beyond the statutory period.

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

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

Chennai, 27<sup>th</sup> May, 2025









NOTES:

Handwriting practice lines consisting of 25 horizontal dashed lines.



INDIAN  
TERRAIN