

Date: 9th February, 2023

The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip code: 543426

The Manager
Listing Department
National Stock Exchange of India
Limited,
“Exchange Plaza”, 5th Floor, Plot No.
C/1, G Block, Bandra – Kurla Complex,
Bandra, Mumbai-400051.
Symbol: METROBRAND

Subject: Disclosure under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Ref: Update on Acquisition of Compulsorily Convertible Preference Shares of Thaely Private Limited

Dear Sir/Madam,

This is further to our Intimation Letter dated 20th May, 2022 regarding proposed acquisition of Compulsorily Convertible Preference Shares (CCPS) constituting approx. 5.02% of the Share Capital on a fully diluted basis of Thaely Private Limited (Thaely), a company engaged in the business of marketing and selling of sustainable sneaker shoes, subject to completion of condition precedents and successful due diligence.

In this connection, we would like to inform you that the Company had entered into the Share Subscription Agreement and the Shareholders Agreement on 7th January, 2023 and pursuant thereto remitted Rs. 1.33 crores to Thaely for acquisition of CCPS amounting to approx. 2.72% of Share Capital of Thaely, on a fully diluted basis, as part of the first tranche investment, which has been allotted on 9th February, 2023.

The details of the said Acquisition as required under Regulation 30 read with Schedule III of the SEBI Listing Regulations and the SEBI Circular CIR/CFD/CMD/4/2015 dated 9th September 2015, are enclosed as Annexure A.

This intimation is also being uploaded on the website of the Company at www.metrobrands.com

Request you to take the above information on record.

Yours faithfully,
For Metro Brands Limited,

Deepa Sood
(Company Secretary & Compliance Officer)
Membership No: 16019

Annexure A

Details with respect to Investment of funds of the Company as required under Regulation 30 Read with Schedule III of the Listing Regulations and SEBI Circular CIR/CFD/ CMD/4/2015 dated September 09, 2015

Sr. No.	Particulars	Details
1.	Name of the target entity, details in brief such as size, turnover etc.,	Thaely Private Limited (Thaely) a private limited company incorporated under the Companies Act, 2013. Revenue for FY 2021 - 22 (audited) is Rs 63.60 lacs
2.	Whether the acquisition would fall within related party transaction (s) and whether the promoter/ promoter group/ group companies have any interest in the entity being acquired? If yes, nature of interest and details thereof and whether the same is done at "arm's length	The investment in Thaely does not constitute a related party transaction. None of the promoter/ promoter group/ group companies have interest in Thaely Private Limited.
3.	Industry to which the entity being acquired belongs	Marketing and selling of Sustainable Sneaker Shoes.
4.	Objects and effects of acquisition (including but not limited to, disclosure of reasons for acquisition of target entity, if its business is outside the main line of business of the listed entity)	This transaction will be an extension of Company's vision towards promotion of sustainable footwear.
5.	brief details of any governmental or regulatory approvals required for the acquisition	None.
6.	Indicative time period for completion of the acquisition	Approx. 5.02% shareholding of Thaely shall be acquired in two tranches within 18 months from the date of execution of Share Subscription Agreement (SSA). Accordingly, subject to requisite approvals and fulfilment of conditions set out in the SSA, transaction is expected to be completed by July, 2024. The first tranche of Compulsorily Convertible Preference Shares has been allotted on 9 th February, 2023.

7.	Nature of consideration -whether cash consideration or share swap and details of the same	Cash consideration (total consideration of Rs. 2.66 crore)								
8.	Cost of acquisition or the price at which the shares are acquired	Acquisition of first tranche of Compulsorily Convertible Preference Shares for Rs. 1.33 crores amounting to approx. 2.72% of Share Capital of Thaely, on a fully diluted basis.								
9.	Percentage of shareholding / control acquired and / or number of shares acquired	Approx. 2.72% of Share Capital of Thaely, on a fully diluted basis acquired on 9 th February, 2023 as first tranche investment.								
10.	Brief background about the entity acquired in terms of products/line of business acquired, date of incorporation, history of last 3 years turnover, country in which the acquired entity has presence and any other significant information (in brief)	<p>Thaely Private Limited, a Private Limited Company incorporated under the Companies Act, 2013 was incorporated on 8th May 2020 under the Companies Act, 2013 in India. Their registered office is located at Mumbai, Maharashtra.</p> <p>As the name suggests “Thaely” is a brand that makes sneakers from waste plastics bags that creates a strong and flexible fabric that resemble leather called the ThealyTex (patenting in process). It is engaged in the business of marketing and selling of sustainable sneaker Shoes in US, Europe, Dubai, India and few other countries. Their sales focus is via online channels.</p> <p>Details of Turnover:</p> <table><tr><th>Year</th><th>Approx. Revenue (in Rs Lacs)</th></tr><tr><td>FY 2021 -22</td><td>Rs 63.60 lacs</td></tr><tr><td>FY 2020 – 21</td><td>NIL</td></tr><tr><td>FY 2019-20</td><td>NA</td></tr></table>	Year	Approx. Revenue (in Rs Lacs)	FY 2021 -22	Rs 63.60 lacs	FY 2020 – 21	NIL	FY 2019-20	NA
Year	Approx. Revenue (in Rs Lacs)									
FY 2021 -22	Rs 63.60 lacs									
FY 2020 – 21	NIL									
FY 2019-20	NA									