



METRO BRANDS LIMITED

POLICY ON MATERIAL SUBSIDIARY¹

¹ As adopted in Board meeting dated 6th December 2018 and further amended in Board meetings dated 7th March, 2022 and 28th February 2025.

INTRODUCTION

As per Regulation 16(1)(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“the Listing Regulations”), a listed entity is required to frame a policy for determining material subsidiary of the Company and disclosure thereof. The policy also intends to ensure governance of Material Subsidiary companies by complying with directorship requirements, review of financial statements, bringing to the attention of the Board certain transactions/arrangements, rules regarding disinvestment of shares held by the Company and restrictions on selling/ disposing/ leasing of assets of such subsidiaries by the Company.

1. OBJECTIVE OF THE POLICY

The objective of this Policy is to determine (a) meaning of Material Subsidiary, (b) requirement of Independent Director in certain unlisted material subsidiaries, incorporated in India, (c) restriction on disposal of shares of Material Subsidiary by the Company, (d) restriction on transfer of assets of Material Subsidiary and (e) disclosure requirements under the Listing Regulations and any other laws and regulations as may be applicable to the Company.

2. AUTHORITY

This policy has been revised and adopted by the Board of Directors of Metro Brands Limited at its Meeting held on 28th February, 2025.

3. DEFINITIONS

“Audit Committee”	implies the audit committee constituted by the Board of Directors of the Company from time to time under provisions of the Listing Regulations and the Companies Act, 2013 (“the Act”) and the Listing Regulations.
“Board”	implies Board of Directors of Metro Brands Limited
“Company”	implies Metro Brands Limited

“Control”	shall include the right to appoint majority of the Directors or to control the management or policy decisions exercisable by a person or persons acting individually or in concert, directly or indirectly, including by virtue of their shareholding or management rights or shareholder agreements or voting agreements or in any other manner.
“Directors”	implies all the Directors on the Board.
“MD”	implies Managing Director of the Company
“Independent Director” or “ID”	implies a non- executive Director of the Company, other than a nominee Director and who is neither a promoter nor belongs to the promoter group of the Company, and who satisfies other criteria for independence mentioned in the Companies Act, 2013 and the Listing Regulations.
“Listing Regulations”	implies the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and amendments thereto
“Material Subsidiary”	implies a subsidiary whose turnover or net worth exceeds 20% of the consolidated income or net worth respectively, of the Company and its subsidiaries in the immediately preceding accounting year.
“Unlisted Material Subsidiary”	implies a subsidiary, incorporated in India not listed on any Exchanges, whose turnover or net worth exceeds 20% of the consolidated turnover or net worth respectively, of the Company and its Subsidiaries in the immediately preceding accounting year
“Policy”	implies this policy on determination of Material Subsidiaries of the Company
“Significant Transaction or Arrangement”	implies any individual transaction or arrangement that exceeds or is likely to exceed 10% of the total revenues or total expenses or total assets or total liabilities, as the case may be, of the unlisted subsidiary for the immediately preceding accounting year.
“Subsidiary”	shall mean as defined under the Act and the Rules made thereunder.

Any other term not defined herein shall have the same meaning as defined in the Act, the Listing Regulations, Securities Contract (Regulation) Act, 1956 or any other applicable law or regulation.

4. INDEPENDENT DIRECTOR ON THE BOARD OF MATERIAL NON-LISTED INDIAN SUBSIDIARY

At least one Independent Director on the Board of the Company shall be a Director

on the Board of Directors of the unlisted Material Subsidiary, whether incorporated in India or not.

5. SIGNIFICANT TRANSACTIONS/ARRANGEMENTS OF UNLISTED SUBSIDIARY COMPANIES

The management should periodically submit to the Board a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

6. RESTRICTION ON DISPOSAL OF SHARES OF MATERIAL SUBSIDIARY BY THE COMPANY

The Company shall not dispose of shares in its material subsidiary which would reduce its shareholding (either on its own or together with other subsidiaries) to less than or equal to fifty percent (50%) or cease the exercise of control over the subsidiary without passing a special resolution in its General Meeting except in such cases where divestment is made under a scheme of arrangement duly approved by a court/ tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

7. RESTRICTION ON DISPOSAL OF ASSETS OF MATERIAL SUBSIDIARY

Selling, disposing and leasing of assets amounting to more than twenty percent (20%) of the assets of the Material Subsidiary on an aggregate basis during a financial year shall require prior approval of shareholders by way of special resolution, unless the sale/disposal/lease is made under a scheme of arrangement duly approved by a court/tribunal or under a resolution plan duly approved under section 31 of the Insolvency Code and such an event is disclosed to the recognized stock exchanges within one day of the resolution plan being approved.

8. SECRETARIAL AUDIT

The Unlisted Material Subsidiary(ies) of the Company incorporated in India shall undertake secretarial audit and shall annex a secretarial audit report given by a company secretary in practice with the annual report of the Company.

9. RECORDING OF MINUTES OF UNLISTED SUBSIDIARIES

The minutes of the Board meetings of all unlisted subsidiary shall be placed before the Board of Directors of the Company on a quarterly basis.

10. APPROVAL OF FINANCIAL STATEMENTS OF UNLISTED SUBSIDIARY

The Audit Committee of the Company shall review the financial statements, in particular, the investments made by the unlisted Subsidiary on an annual basis.

11. REPORTING AND DISCLOSURE

As prescribed by revised Clause 46(2)(h) of the Listing Regulations, this Policy shall be disclosed on the Company's website and a web link thereto shall be provided in the annual report.

12. LIMITATION AND AMENDMENT

In the event of any conflict between the provisions of this Policy and of the Act or Listing Agreement or Listing Regulations or any other statutory enactments, rules, the provisions of such Act or Listing Agreement or Listing Regulations or statutory enactments, rules shall prevail over this Policy. Any subsequent amendment/modification in the Listing Agreement, Act and/or applicable laws in this regard shall automatically apply to this Policy.

13. REVIEW OF THE POLICY

This Policy shall be subject to review as may be deemed necessary as per any regulatory amendments.

14. COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the Chief Executive Officer, Chief Financial Officer & Company Secretary of the Company who shall have the powers to ask for any information or clarifications from the management in this regard.