

## **Integrated Governance**

### **METRO BRANDS LIMITED**

#### **General information about company**

Scrip code	543426
NSE Symbol	METROBRAND
MSEI Symbol	NOTLISTED
ISIN	INE317I01021
Date of start of financial year	01-04-2025
Date of end of financial year	31-03-2026
Reporting Quarter Type	Quarterly
Date of Quarter Ending	30-06-2025
Type of company	Equity
Whether Annexure I (Part A) of the SEBI Circular dated December 31, 2024 related to Compliance Report on Corporate Governance is applicable to the entity?	true
Whether Annexure I (Part B) of the SEBI Circular dated December 31, 2024 related to Investor Grievance Redressal Report is Applicable to the entity?	true
Whether Annexure I (Part C) of the SEBI Circular dated December 31, 2024 related to Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies is Applicable to the entity?	false
Whether Annexure I (Part D) of the SEBI Circular dated December 31, 2024 related to Disclosure of Imposition of Fine or Penalty is Applicable to the entity?	true
Whether Annexure I (Part E) of the SEBI Circular dated December 31, 2024 related to Disclosure of Updates to Ongoing Tax Litigations or Disputes is Applicable to the entity?	false
Risk management committee	true
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities
Is SCORE ID Available ?	true
SCORE Registration ID	M00977
Reason For No SCORE ID	
Type of Submission	Original
Remarks (website dissemination)	

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory Whether the listed entity has a Regular Chairperson Whether Chairperson is related to MD or CEO										true Disqualification of Directors under section 164 of the Compt									
Sr no.	Title(Mr/Ms)	Name of the Director	Category 1 of directors	Category 2 of directors	Category 3 of directors	Whether the director is disqualified?	Start Date of disqualification	End Date of disqualification	Details of disqualification	Current status	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director(ii months)			
1	Mr	Rafique Abdul Malik	Non-Executive - Non Independent Director	Chairperson related to Promoter		false				Active	Yes	19-09-2024	19-01-1977	19-09-2024					
2	Ms	Farah Malik Bhanji	Executive Director	Not Applicable	MD	false				Active	NA		05-12-2000	01-04-2022					
3	Mr	Mohammed Iqbal Hasanally Dossani	Executive Director	Not Applicable		false				Active	NA		26-11-2020	25-06-2021					
4	Ms	Aleisha Rafique Malik	Executive Director	Not Applicable		false				Active	NA		01-09-2024	01-09-2024					
5	Mr	Utpal Hemendra Sheth	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		23-10-2015	19-09-2024					
6	Mr	Arvind Kumar Singhal	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-08-2016	11-08-2021		107			
7	Mr	Vikas Vijaykumar Khemani	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-03-2019	12-03-2024		76			
8	Mr	Srikanth Velamakanni	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2021	25-03-2021		52			
9	Mr	Mithun Padam Sacheti	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-10-2023	19-10-2023		21			
10	Ms	Radhika Dilip Piramal	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025		5			
11	Mr	Bhaskar Bhat	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025		5			

## **Annexure I**

### **II. Composition of Committees**

Disclosure of notes on composition of committees explanatory

### Audit Committee Details

Whether the Audit Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Vikas Vijaykumar Khemani	Non-Executive - Independent Director	Chairperson	07-03-2022		Textual Information(1)
2	Arvind Kumar Singhal	Non-Executive - Independent Director	Member	06-02-2025		
3	Bhaskar Bhat	Non-Executive - Independent Director	Member	06-02-2025		
4	Farah Malik Bhanji	Executive Director	Member	12-08-2016		

**Text Block**

Textual Information(1) Appointed as a Chairperson of Audit Committee w.e.f. February 6, 2025

### Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Bhaskar Bhat	Non-Executive - Independent Director	Chairperson	06-02-2025		
2	Mithun Padam Sacheti	Non-Executive - Independent Director	Member	06-02-2025		
3	Utpal Hemendra Sheth	Non-Executive - Nominee Director	Member	07-03-2022		

### Stakeholders Relationship Committee

Whether the Stakeholders Relationship Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Radhika Dilip Piramal	Non-Executive - Independent Director	Chairperson	06-02-2025		
2	Farah Malik Bhanji	Executive Director	Member	30-01-2019		
3	Mohammed Iqbal Hasanally Dossani	Executive Director	Member	26-11-2020		

### Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Farah Malik Bhanji	Executive Director	Chairperson	15-01-2022		
2	Vikas Vijaykumar Khemani	Non-Executive - Independent Director	Member	15-01-2022		
3	Kaushal Khodidas Parekh	Chief Financial Officer	Member	15-01-2022		Textual Information(1)

**Text Block**

Textual Information(1)	Mr. Kaushal Khodidas Parekh, Chief Financial Officer, is also the member of the Risk Management Committee w.e.f. January 15, 2022
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### Corporate Social Responsibility Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson						
Sr	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	Farah Malik Bhanji	Executive Director	Chairperson	12-08-2014		
2	Radhika Dilip Piramal	Non-Executive - Independent Director	Member	06-02-2025		
3	Arvind Kumar Singhal	Non-Executive - Independent Director	Member	12-08-2016		

### Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					
Sr	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	Farah Malik Bhanji	Share Allotment & Transfer Committee	Executive Director	Chairperson	
2	Utpal Hemendra Sheth	Share Allotment & Transfer Committee	Non-Executive - Nominee Director	Member	
3	Mithun Padam Sacheti	Share Allotment & Transfer Committee	Non-Executive - Independent Director	Member	Textual Information(1)
4	Utpal Hemendra Sheth	Investment Committee	Non-Executive - Nominee Director	Chairperson	
5	Farah Malik Bhanji	Investment Committee	Executive Director	Member	
6	Vikas Vijaykumar Khemani	Investment Committee	Non-Executive - Independent Director	Member	

**Text Block**

Textual Information(1)	1. Mr. Nissan Joseph, Chief Executive Officer, is also the Member of the Share Allotment and Transfer Committee w.e.f. March 7, 2022.
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### Annexure I

III. Meeting of Board of Directors							
Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors as on date of the meeting	Number of Directors present*(All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-01-2025			true	11	11	6
2	28-02-2025	42		true	11	11	6
3	22-05-2025	82		true	11	10	5

### Annexure I

IV. Meeting of Committees										
Disclosure of notes on meeting of committees explanatory										
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reson for not providing date	Whether requirement of Quorum met (Yes/No)	Total Number of Directors in the Committee as on date of the meeting	Number of Directors Present (All Directors including Independent Director)	No. of Independent Directors attending the meeting*	No. of members attending the meeting (other than Board of Directors)
1	Audit Committee	16-01-2025				true	4	4	3	0
2	Audit Committee	28-02-2025				true	4	4	3	0
3	Audit Committee	22-05-2025	82			true	4	4	3	0
4	Nomination and remuneration committee	16-01-2025				true	3	3	2	0
5	Nomination and remuneration committee	22-05-2025	125			true	3	2	1	0
6	Risk Management Committee	10-03-2025				true	3	3	1	1
7	Corporate Social Responsibility Committee	08-01-2025				true	3	3	2	0

## Annexure I

Sr	Subject	V. Affirmations	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	true	
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	true	
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	true	
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	true	
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable the top 1000 listed entities)	Yes	
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true	
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	true	
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	true	
9	Any comments/observations/advice of Board of Directors may be mentioned here:		

**Annexure I**

Sr	Subject	Compliance status
1	Name of signatory	Deepa Sood
2	Designation	Company Secretary and Compliance Officer

### **Details of Cyber security incidence**

Whether as per Regulation 27(2)(ba) of SEBI (LODR) Regulations, 2015 there has been cyber security incidents or breaches or loss of data or documents during the quarter	<input type="checkbox"/> false
Other details of cyber security incidence or breaches or loss of data event	
Number of cyber security incidence or breaches or loss of data event occurred during the quarter	

**Signatory Details**

Name of signatory	Ms. Deepa Sood
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	15-07-2025

### **Investor Grievance Details**

No. of investor complaints pending at the beginning of Quarter	
No. of investor complaints received during the Quarter	6
No. of investor complaints disposed off during the Quarter	6
No. of investor complaints those remaining unresolved at the end of the Quarter	0

**Disclosure of Imposition of Fine or Penalty** The details of imposition of fine or penalty during the quarter in terms of sub-para 20 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Imposition of Fine or Penalty					
Sr.No.	Name of the authority	Nature and details of the action(s) taken or order(s) passed	Date of receipt of direction or order, including any ad interim or interim orders, or any other communication from the authority	Details of the violation(s)/ contravention(s) committed or alleged to be committed	Impact on financial, operation or other activities of the listed entity, quantifiable in monetary terms to the extent possible
1	Assistant Commissioner of Profession Tax, Maharashtra	Appeal decided in favour of the Company, refund ordered.	30-06-2025	Nil, Based on order of Appellate Authority, existing order for FY 20-21 was reviewed and authority ordered a refund of excess paid after adjusting tax, interest & penalty.	Refund order of ?30,58,437/- after adjusting the amount of Rs. 3,53,747/-
2	Regional PF Commissioner I (PD), Mumbai	Penalty levied	19-06-2025	Belated remittances under Section 14B of the Employees' Provident Funds and Miscellaneous Provisions Act, 1952	Rs. 1,80,234/-
3	Deputy Director, Kolkata region, Employees' State Insurance Corporation	ESIC contribution determined for FYs 2020-2024 to be paid as Principal Employer	05-05-2025	Non-payment of ESIC contribution for a store in Kolkata	Appeal filed by depositing Rs. 62,255/- being 25% of the contribution determined in the said order.