

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	Half Yearly	
Date of Quarter Ending	30-09-2025	
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	No Acquisition of shares or voting rights in any unlisted Company in the quarter ended September 30, 2025
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	No ongoing Tax Litigations or Dispute is applicable to the Company in the quarter ended September 30, 2025
Whether Annexure I (Part F) of the SEBI Circular dated December 31, 2024 related to Disclosure Of Loans / Guarantees / Comfort Letters / Securities Etc. is Applicable to the entity?	true	
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)	No Acquisition of shares or voting rights in any unlisted Company in the quarter ended September 30, 2025	

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								
Sr no.	Title(Mr/Ms)	Name of the Director	DIN	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	Disqualifications
1	Mr	Rafique Abdul Malik	00521563	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	00530676	Executive Director	Not Applicable	MD	false				Active	NA		05-12-2000	01-04-2022	
3	Mr	Mohammed Iqbal Hasanally Dossani	08908594	Executive Director	Not Applicable		false				Active	NA		26-11-2020	25-06-2021	
4	Ms	Alisha Rafique Malik	10719537	Executive Director	Not Applicable		false				Active	NA		01-09-2024	01-09-2024	
5	Mr	Utpal Hemendra Sheth	00081012	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		23-10-2015	19-09-2024	
6	Mr	Arvind Kumar Singhal	00709084	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-08-2016	11-08-2021	
7	Mr	Vikas Vijaykumar Khemani	00065941	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-03-2019	12-03-2024	
8	Mr	Srikanth Velamakanni	01722758	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2021	25-03-2021	
9	Mr	Mithun Padam Sacheti	01683592	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-10-2023	19-10-2023	
10	Ms	Radhika Dilip Piramal	02105221	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025	
11	Mr	Bhaskar Bhat	00148778	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025	

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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00065941	Vikas Vijaykumar Khemani	Non-Executive - Independent Director	Chairperson	07-03-2022		
2	00709084	Arvind Kumar Singhal	Non-Executive - Independent Director	Member	06-02-2025		
3	00148778	Bhaskar Bhat	Non-Executive - Independent Director	Member	06-02-2025		
4	00530676	Farah Malik Bhanji	Executive Director	Member	12-08-2016		

Nomination and remuneration committee

Whether the Nomination and remuneration committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00148778	Bhaskar Bhat	Non-Executive - Independent Director	Chairperson	06-02-2025		
2	01683592	Mithun Padam Sacheti	Non-Executive - Independent Director	Member	06-02-2025		
3	00081012	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	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02105221	Radhika Dilip Piramal	Non-Executive - Independent Director	Chairperson	06-02-2025		
2	00530676	Farah Malik Bhanji	Executive Director	Member	30-01-2019		
3	08908594	Mohammed Iqbal Hasanally Dossani	Executive Director	Member	26-11-2020		

Risk Management Committee

Whether the Risk Management Committee has a Regular Chairperson						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00530676	Farah Malik Bhanji	Executive Director	Chairperson	15-01-2022		
2	00065941	Vikas Vijaykumar Khemani	Non-Executive - Independent Director	Member	15-01-2022		
3	09794399	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						true	
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00530676	Farah Malik Bhanji	Executive Director	Chairperson	12-08-2014		
2	02105221	Radhika Dilip Piramal	Non-Executive - Independent Director	Member	06-02-2025		
3	00709084	Arvind Kumar Singhal	Non-Executive - Independent Director	Member	12-08-2016		

Other Committee

Whether the Corporate Social Responsibility Committee has a Regular Chairperson					true	
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00530676	Farah Malik Bhanji	Share Allotment & Transfer Committee	Executive Director	Chairperson	
2	00081012	Utpal Hemendra Sheth	Share Allotment & Transfer Committee	Non-Executive - Nominee Director	Member	
3	01683592	Mithun Padam Sacheti	Share Allotment & Transfer Committee	Non-Executive - Independent Director	Member	Textual Information(1)
4	00081012	Utpal Hemendra Sheth	Investment Committee	Non-Executive - Nominee Director	Chairperson	
5	00530676	Farah Malik Bhanji	Investment Committee	Executive Director	Member	
6	00065941	Vikas Vijaykumar Khemani	Investment Committee	Non-Executive - Independent Director	Member	

Text Block

Textual Information(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	22-05-2025			true	11	10	5
2	07-08-2025	76		true	11	11	6

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	Reason 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	22-05-2025				true	4	4	3	0
2	Audit Committee	07-08-2025	76			true	4	4	3	0
3	Nomination and remuneration committee	22-05-2025				true	3	2	1	0
4	Nomination and remuneration committee	07-08-2025	76			true	3	3	2	0
5	Corporate Social Responsibility Committee	30-07-2025				true	3	3	2	0
6	Risk Management Committee	09-09-2025	40			true	3	3	1	1
7	Stakeholders Relationship Committee	09-09-2025				true	3	3	1	0

Annexure I

V. Affirmations		
Sr	Subject	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	Ms. 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		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		
Sr.	Date of the event	Brief details of the event
No records available		

Affirmations on Compliance Requirements for AGM (applicable only for the first half-year filing i.e., 2nd quarter)

III. Affirmations				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is 'No' details of non-compliance may be given here.
1	Copy of the annual report including balance sheet, profit and loss account, directors report, corporate governance report, business responsibility report displayed on website	46(2)	Yes	
2	Presence of Chairperson of Audit Committee at the Annual General Meeting	18(1)(d)	Yes	
3	Presence of Chairperson of the nomination and remuneration committee at the annual general meeting	19(3)	Yes	
4	Presence of Chairperson of the Stakeholder Relationship committee at the annual general meeting	20(3)	Yes	
5	Disclosure of the Secretarial Audit Report of the listed entity and the material subsidiaries in the Annual Report	24A(1)	Yes	
6	Compliance with the conditions laid down for Secretarial Auditor or the person signing the Secretarial Compliance Report	24A(1A), 24A(1B), 24A(1C)	Yes	
7	Submission of Annual Secretarial Compliance Report	24A(2)	Yes	
8	Whether 'Corporate Governance Report' disclosed in Annual Report	34(3) read with para C of Schedule V	Yes	
Any other information to be provided				

Annexure III

1	Name of signatory	Mr. Deepa Sood
2	Designation	Company Secretary and Compliance Officer

Signatory Details

Name of signatory	Ms. Deepa Sood
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	29-10-2025

**Additional Half yearly Disclosure DISCLOSURE OF LOANS / GUARANTEES / COMFORT LETTERS / SECURITIES ETC.
(applicable only for half-yearly filings)**

Any Other Information for Disclosure of Loans / Guarantees / Comfort Letters / Securities Etc.			
I. Disclosure of Loans/ guarantees/comfort letters /securities etc.			
(A)Any loan or any other form of debt advanced by the listed entity directly or indirectly to			
Entity	Aggregate amount advanced during six months	Balance outstanding at the end of six months	
Promoter or any other entity controlled by them	0	0	
Promoter Group or any other entity controlled by them	0	0	
Directors (including relatives) or any other entity controlled by them	0	0	
KMPs or any other entity controlled by them	0	0	
(B) Any guarantee / comfort letter (by whatever name called) provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed By			
Entity	Type (guarantee, comfort letter etc.)	Aggregate amount of issuance during six months	Balance outstanding at the end of six months(taking into account any invocation)
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(C) Any security provided by the listed entity directly or indirectly, in connection with any loan(s) or any other form of debt availed by			
Entity	Type of security (cash, shares etc.)	Aggregate value of security provided during six months	Balance outstanding at the end of six months
Promoter or any other entity controlled by them	0	0	0
Promoter Group or any other entity controlled by them	0	0	0
Directors (including relatives) or any other entity controlled by them	0	0	0
KMPs or any other entity controlled by them	0	0	0
(D) Additional Information			
II. Affirmations			
Affirmations	Compliance Status	Company Remarks	
All loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the listed entity to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them are in the economic interest of the company.	false	Textual Information(1)	
Name	Kaushal Parekh		
Designation	CFO		
Place	Mumbai		
Date	29-10-2025		

Text Block

Textual Information(1)	There are no loans (or other form of debt), guarantees, comfort letters (by whatever name called) or securities in connection with any loan(s) (or other form of debt) given directly or indirectly by the Company to promoter(s), promoter group, director(s) (including their relatives), key managerial personnel (including their relatives) or any entity controlled by them.
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Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	5
No. of investor complaints disposed off during the Quarter	5
No. of investor complaints those remaining unresolved at the end of the Quarter	0

Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies- The details of acquisition of shares or voting rights in unlisted companies during the quarter in terms of sub-para 1 of para A of Part A of Schedule III are given below:

Any Other Information for Disclosure of Acquisition of Shares or Voting Rights in Unlisted Companies					
Sr.No.	Name of the unlisted company in which shares or voting rights have been acquired	Date of acquisition	Aggregate holding (% shares or voting rights) as at the end of the previous quarter	% shares or voting rights acquired during the quarter	Aggregate holding (% shares or voting rights) as at the end of the quarter
No records available					

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	Office of the Joint Commissioner of Labour, Hyderabad	Claim and compensation allowed under Minimum Wages Act, 1948	11-09-2025	Non-payment of statutory overtime wages as per the Minimum Wages Act, 1948.	Appeal has been filed by the Company depositing Rs. 1,92,000/- being 25% of the claim amount determined in the said order.
2	Office of the Deputy Commissioner, Telangana	Penalty Imposed	29-07-2025	Excess Input Tax Credit claimed by the Company during April 2021 to March 2022	A total penalty of Rs. 20,000/- has been imposed (Rs. 10,000/- each towards CGST and SGST Act).
3	Employees' State Insurance Corporation	Notice of Demand for ESIC contribution for the month of March 2015	07-08-2025	Non-payment of ESIC contribution for a store in Bangalore	Rs. 27,523/-.

Disclosure of Updates to Ongoing Tax Litigations or Disputes The updates on tax litigations or disputes in terms of sub-para 8 of para B of Part A of Schedule III read with corresponding provisions of Annexure 18 of the Master Circular are given below:

Any Other Information for Disclosure of Updates to Ongoing Tax Litigations or Disputes				
Sr.No.	Name of the opposing party	Date of initiation of the litigation / dispute	Status of the litigation / dispute as per last disclosure	Current status of the litigation / dispute
No records available				