

## 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	31-12-2025	
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 December 31, 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 December 31, 2025
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 Companies Act, 2013																									
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	Date of cessation	Tenure of director(in months)	No of Directorship in listed entities including this listed entity[Refer Regulation 17A of Listing Regulations]	No of Directorship in listed entities including this listed entity[Refer Regulation 17A(1) of Listing Regulations]	No of Independent Director(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Reason for Cessation	Notes for not providing PAN	Notes for not providing DIN
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			1	0	0	0				
2	Ms	Farah Malik Bhanji	00530676	Executive Director	Not Applicable	MD	false				Active	NA		05-12-2000	01-04-2022			1	0	2	0				
3	Mr	Mohammed Iqbal Hasanally Dossani	08908594	Executive Director	Not Applicable		false				Active	NA		26-11-2020	25-06-2021			1	0	1	0				
4	Ms	Alisha Rafique Malik	10719537	Executive Director	Not Applicable		false				Active	NA		01-09-2024	01-09-2024			1	0	0	0				
5	Mr	Utpal Hemendra Sheth	00081012	Non-Executive - Nominee Director	Not Applicable		false				Active	NA		23-10-2015	19-09-2024			5	1	2	1				
6	Mr	Arvind Kumar Singhal	00709084	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-08-2016	11-08-2021		113	2	2	4	1				
7	Mr	Vikas Vijaykumar Khemani	00065941	Non-Executive - Independent Director	Not Applicable		false				Active	NA		12-03-2019	12-03-2024		82	1	1	1	1				
8	Mr	Srikanth Velamakkanni	01722758	Non-Executive - Independent Director	Not Applicable		false				Active	NA		25-03-2021	25-03-2021		58	3	3	1	0				
9	Mr	Mithun Padam Sacheti	01683592	Non-Executive - Independent Director	Not Applicable		false				Active	NA		19-10-2023	19-10-2023		27	1	1	0	0				
10	Ms	Radhika Dilip Piramal	02105221	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025		11	2	2	1	1				
11	Mr	Bhaskar Bhat	00148778	Non-Executive - Independent Director	Not Applicable		false				Active	NA		06-02-2025	06-02-2025		11	3	3	4	1				

## 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

### 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.

### Annexure I

<b>III. Meeting of Board of Directors</b>							
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	07-08-2025			true	11	11	6
2	16-10-2025	69		true	11	9	4

### 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	07-08-2025				true	4	4	3	0
2	Audit Committee	16-10-2025	69			true	4	3	2	0
3	Nomination and remuneration committee	07-08-2025				true	3	3	2	0
4	Nomination and remuneration committee	16-10-2025	69			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	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		

### Signatory Details

Name of signatory	Ms. Deepa Sood
Designation of person	Company Secretary and Compliance Officer
Place	Mumbai
Date	21-01-2026

#### Investor Grievance Details

No. of investor complaints pending at the beginning of Quarter	0
No. of investor complaints received during the Quarter	1
No. of investor complaints disposed off during the Quarter	0
No. of investor complaints those remaining unresolved at the end of the Quarter	1

**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	Assistant Commissioner of State Tax, Mumbai	Refund in Review Order	30-12-2025	Nil. Based on order of Appellate Authority, existing order for FY 2020-21 was reviewed and authority ordered a refund of excess paid after adjusting tax, interest & penalty.	Refund order of Rs.17,47,919/- after adjusting the amount of Rs. 7,79,079/-.

**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				