

Directors' Report

Dear Members,
Metro Brands Limited ("Your Company")

Your Directors are pleased to present the 48th (Forty-Eighth) Annual Report of your Company together with the Audited Financial Statements for the Financial Year ("FY") ended March 31, 2025.

1. FINANCIAL HIGHLIGHTS & PERFORMANCE SUMMARY

The standalone and consolidated Financial Statements for the FY ended March 31, 2025, forming part of this Annual Report, have been prepared in accordance with the Indian Accounting Standard (hereinafter referred to as "Ind AS") prescribed under Section 133 of the Companies Act, 2013 ("Act") and other recognized accounting practices and policies to the extent applicable. Necessary disclosures regarding Ind AS reporting have been made under the Notes to Financial Statements. The Company's performance during the FY under review as compared to the previous FY is summarized below:

(₹ in Crore)

Particulars	Standalone		Consolidated	
	2024-25	2023-24	2024-25	2023-24
Gross Sales	2,877.99	2,711.64	2,947.10	2,773.59
Less: Taxes	(428.92)	(407.16)	(440.49)	(417.70)
Sales (Net of Tax)	2,449.07	2,304.48	2,506.61	2,355.89
Profit before Depreciation & Tax	753.42	693.46	759.97	691.50
Less: Depreciation & Amortisation	257.10	227.61	258.03	229.12
Profit Before Tax	496.32	465.85	501.94	462.38
Less: Provision for Tax	137.47	79.05	140.10	81.45
Less: Deferred Tax (Credit)	(15.76)	(31.01)	(16.01)	(31.52)
Less: Tax pertaining to earlier years	25.02	-	25.02	-
Add: Share of profit of Joint Venture	-	-	1.63	3.02
Profit After Tax	349.59	417.81	354.46	415.47
Add/(Less): Other comprehensive income/(Loss) (net of taxes)	(0.27)	1.14	(0.23)	1.21
Total Comprehensive Income	349.32	418.95	354.23	416.68
Less: Total Comprehensive Income attributable to Non-Controlling Interest	-	-	3.88	2.96
Total Comprehensive Income attributable to Owners of the Company	349.32	418.95	350.35	413.72

Standalone Financial Results

Your Company has demonstrated consistent revenue growth and sustained profitability. During FY 2024-25, your Company recorded a Gross Turnover of ₹ 2,877.99 Crore representing a growth of 6.13% as compared to a Gross Turnover of ₹ 2,711.64 Crore during the previous FY 2023-24.

The Profit before Tax ("PBT") increased by 6.54% to ₹ 496.32 Crore during FY 2024-25 as compared to ₹ 465.85 Crore in the previous FY 2023-24. The Profit after Tax ("PAT") was ₹ 349.59 Crore compared to ₹ 417.81 Crore in the previous FY 2023-24, decreased by 16.33%.

Consolidated Financial Results

During FY 2024-25, the Company recorded a Gross Turnover of ₹ 2,947.10 Crore as against a Gross Turnover of ₹ 2,773.59 Crore during the previous FY 2023-24, representing an increase of 6.26%.

The PBT was ₹ 501.94 Crore compared to ₹ 462.38 Crore in the previous FY 2023-24, increased by 8.56%. The PAT is ₹ 354.46 Crore compared to ₹ 415.47 Crore in the previous FY 2023-24, decreased by 14.68%.

According to the market capitalization list released by BSE Limited, your Company was ranked 257 as of March 31, 2025.

2. OPERATIONAL HIGHLIGHTS

Your Company continued to progress its strategic priorities, expanding its retail footprint, strengthening brands, protecting intellectual property, and optimizing the omni-channel model, all while delivering sound financial results. The highlights during the period are outlined below:

a. Launch of India's First Foot Locker® Store

Following the license agreement with Foot Locker Retail, Inc., the inaugural Foot Locker® store was launched in India, cementing your Company's entry into the global sneaker-retail space.

b. Strengthening of International Portfolio

Your Company continued to pursue its strategy of diversifying and premiumizing its brand portfolio through carefully selected international partnerships. These collaborations are aimed at tapping into fast-growing lifestyle segments and broadening customer access to globally admired brands. Two key developments during the period were:

- **New Era-** Your Company entered the lifestyle fashion accessories segment through a retail arrangement with New Era, the iconic American brand known globally for its premium headwear, especially in sports and streetwear culture. As part of this strategic initiative, three exclusive kiosks have been launched across prominent mall locations in India.
- **Clarks-** In another significant move, your Company initiated a structured retail partnership with Clarks, the well-established British footwear brand known for its heritage, craftsmanship, and comfort. Through this association, the Company has plans to reintroduce the Clarks brand in India with a refreshed focus on product relevance, consumer engagement, and retail excellence.

The partnership strategically complements your Company's portfolio by adding strength in the premium, comfort, casual and ladies focus footwear categories. The Clarks launch aligns with your Company's objective of offering a well-rounded assortment of international styles and enhancing the value proposition across price points and demographics.

These alliances are in line with your Company's ongoing efforts to strengthen its international brand offerings, deepen customer engagement, and consolidate its leadership in the fashion and footwear retail space in India.

c. Completion of FILA Business Integration

Pursuant to the order of Mumbai National Company Law Tribunal effective from April 1, 2024, the FILA business was successfully demerged and assimilated into your Company. This has yielded brand and channel synergies, enhanced control, and operational efficiencies.

d. "Mochi" recognized as well-known trademark

The Hon'ble Bombay High Court formally declared "Mochi" a well-known trademark under the Trademarks Act, 1999, recognizing its strong market presence, long-standing reputation, and extensive promotion. This designation significantly enhances legal protection for the brand across all categories, marking a key milestone in your Company's efforts to safeguard its intellectual property and brand integrity.

3. BUSINESS PERFORMANCE

During FY 2024-25, your Company continued to execute its customer-led growth strategy and delivered resilient performance amid a dynamic retail environment. The Company added a net of 70 new stores during the year, taking the total count to 908 stores across 205 cities as of March 31, 2025. These additions included key formats such as Metro, Mochi, Crocs, Walkway, Foot Locker, FitFlop, and New Era kiosks, further strengthening the Company's footprint in both urban and emerging markets.

Your Company's growth continues to be anchored in deep customer insights. With advanced analytics and digital tools, the Company has been able to refine its product offerings, personalize customer experiences, and drive innovation. This data-driven, customer-first approach continues to align customer satisfaction with business value creation, strengthening the Company's market position and long-term shareholder returns.

During the year, your Company further scaled its omni-channel and digital capabilities. E-commerce and omni-channel sales reached ₹ 259 Crore, registering a growth of ~20% year-on-year. The share of online sales rose to approximately 10.6% of total sales, reflecting increased consumer preference for convenience, choice, and digitally enabled experiences. This performance demonstrates your Company's agility in adapting to evolving consumer behavior and its ability to compete effectively in a hybrid retail landscape.

The Company remains confident that continued investments in customer analytics, digital transformation, and strategic partnerships will drive sustainable and profitable growth across all channels.

4. UTILIZATION OF PROCEEDS OF INITIAL PUBLIC OFFERING ("IPO")

Pursuant to Regulation 32 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("Listing Regulations"), a statement on the use of proceeds of IPO is given below:

Issue	Shares Issued	Amount Raised	Deviation(s) or Variation(s) in the use of proceeds of issue if any
IPO	59,00,000 equity shares of face value of ₹ 5/- (Rupees five only) each by way of fresh issue through IPO of the Company.	₹ 295 Crore only	There were no instances of deviations or variations in the utilization of proceeds as mentioned in the objects stated in the Prospectus dated December 15, 2021 in respect of the IPO issue of the Company.

As of the quarter ended September 30, 2024, the entire amount raised through the IPO has been utilized and fund balance was NIL. The funds were allocated efficiently towards strategic growth and operational objectives as below:

Sr. No.	Name and brief description of the Object	Amount as proposed in Offer Document (₹)	Amount utilized (₹)	Total unutilized Amount (₹)
1.	Expenditure for the New Stores	225.37	225.37	-
2.	General Corporate Purposes	61.94	61.94	-
	Total	287.31	287.31	-

(₹ in Crore)

5. METRO STOCK OPTION PLAN 2008 (ESOP 2008):

In accordance with the Act and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("SEBI SBEB Regulations"), ESOP 2008 is managed by the Nomination, Remuneration and Compensation Committee. The ESOP 2008 has not undergone any changes during the FY under review.

During the FY under review, the Company granted stock options to its employees. These options entitle the grantees to exercise one Equity share of ₹ 5/- each for every option vested.

During the FY under review, 3,35,217 Equity shares of ₹5 each were exercised and allotted under the ESOP 2008. The Certificate from Secretarial Auditor and disclosure required pursuant to Regulations 13 and 14 respectively, of the SEBI SBEB Regulations are uploaded on the website of the Company at <https://metrobrands.com/employee-stock-option-scheme>.

6. SHARE CAPITAL

As of March 31, 2025, the Authorised Equity Share Capital of the Company was ₹ 1,50,00,00,000 comprising 30,00,00,000 Equity Shares of ₹ 5 each and the Paid-up Equity Share Capital of the Company was ₹ 1,36,12,48,230 comprising of 27,22,49,646 Equity Shares of ₹ 5 each.

After the end of the FY under review, the Company has allotted 40,903 Equity Shares of ₹ 5 each upon exercise of ESOP options. As on the date of this report, the Paid-up Capital of the Company is ₹ 1,36,14,52,745 comprising of 27,22,90,549 Equity Shares of ₹ 5 each.

7. PUBLIC DEPOSITS

During the FY under review, your Company has not accepted any deposits within the meaning of Sections 73 and 76 of

the Act read with Companies (Acceptance of Deposits) Rules, 2014. As on March 31, 2025, there were no deposits lying unpaid or unclaimed. As the Company has not accepted any deposit during the FY under review, there is no non-compliance with the requirements of Chapter V of the Act.

8. DIVIDEND AND APPROPRIATIONS

The Board of Directors of your Company in its meeting held on February 28, 2025 had declared and paid an Interim Dividend of ₹ 3/- per Equity Share and Special Dividend of ₹ 14.50/- per Equity Share of the face value of ₹ 5/- per share. Keeping in view the strong performance, your Directors have recommended a Final Dividend of ₹ 2.50/- per Equity Share of face value ₹ 5/- per Equity Share for the FY 2024-25 in its Meeting held on May 22, 2025. The total dividend payout for the FY 2024-25 would be 155.73% (including special dividend), which is higher than the previous FY. The dividend declared and paid/proposed to be declared during the FY is in accordance with the Dividend Distribution Policy, as approved and adopted by the Board of Directors of the Company and dividend will be paid out of the profits for the FY and retained earnings. The total dividend payment, if approved by the Members, for FY 2024-25 would be approx. ₹ 544.43 Crore (including special dividend of ₹ 394.70 Crore).

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of the Members w.e.f. April 01, 2020 and the Company is required to deduct tax at source from dividend paid to the Members at prescribed rates as per the Income Tax Act, 1961.

As per Regulation 43A of the Listing Regulations, the Company has a Dividend Distribution Policy duly approved by the Board. The policy is available on the Company's website and can be accessed at <https://metrobrands.com/wp-content/uploads/2024/07/DividendDistributionPolicy.pdf>

Based on the guidelines outlined in the Dividend Distribution Policy, the Board has recommended the dividend for the FY under review.

9. TRANSFER TO RESERVES

The Board of Directors of your Company have decided not to transfer any amount to reserves for the FY under review.

10. MATERIAL CHANGES AND COMMITMENT – IF ANY, AFFECTING FINANCIAL POSITION OF THE COMPANY FROM THE END OF THE FY TILL THE DATE OF THIS REPORT

There were no revisions in the Financial Statements and the Balance Sheet of the Company during the FY under review. No material changes or commitments have occurred that would affect the Company's financial performance between the end of the FY and the date of this Report.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the FY under review, as stipulated under Regulation 34(2)(e) of the Listing Regulations, forms a part of the Annual Report.

12. SUBSIDIARIES AND ASSOCIATE COMPANY

A. SUBSIDIARY COMPANIES

(i) Metro Athleisure Limited

Metro Athleisure Limited ("MAL"), wholly owned subsidiary of the Company, incorporated on December 12, 2016, has a paid-up capital of ₹ 97,82,78,900/- (Rupees Ninety-Seven Crore Eighty-Two Lacs Seventy-Eight Thousand Nine Hundred only). During the FY under review, MAL has reported Gross Sales of ₹ 12.42 Crore and PAT of ₹ 0.89 Crore.

(ii) Metmill Footwear Private Limited

Metmill Footwear Private Limited ("Metmill"), a 51% subsidiary of your Company, incorporated on September 16, 2009 has a paid-up capital of ₹ 1,25,00,000/- (Rupees One Crore Twenty-Five Lacs only). In the FY under review, Metmill has recorded gross turnover of ₹65.37 Crores. The turnover increased by 32.54% compared to the previous FY. Furthermore, the PAT for the same period stands at ₹ 7.82 Crore, increase of 31.21% compared to the previous FY.

B. ASSOCIATE COMPANY

M.V. Shoe Care Private Limited

M.V. Shoe Care Private Limited ("MVSC"), an Associate Company in which your Company holds 49% of Equity Shares was incorporated on September 08, 2008, has a paid-up capital of ₹ 14,00,00,000/- (Rupees Fourteen Crore only). For the FY under review, MVSC has reported

Gross Sales of ₹ 53.39 Crore, with a growth of 1.06% compared to the previous FY. Additionally, MVSC has reported the Profit after Tax growth amounting to ₹ 2.99 Crore, indicating a decrease of 52.46% compared to the previous FY.

Pursuant to Section 129(3) of the Act, read with Rule 5 of the Companies (Account) Rules, 2014, a separate statement containing the salient features of the Financial Statements of MAL, Metmil & MVSC in the prescribed format AOC-1 is attached as **Annexure 1** to this Report.

The audited Consolidated Financial Statements of your Company for the FY ended March 31, 2025, prepared in compliance with the provisions of Ind AS 27 issued by the Institute of Chartered Accountants of India and notified by the Ministry of Corporate Affairs ("MCA"), Government of India also forms part of this Annual Report.

During the FY under review, there were no companies that became or ceased to become a subsidiary company / associate company / joint venture.

13. BOARD OF DIRECTORS

Your Company's Board comprises leaders and visionaries who provide strategic direction and guidance to the management. As of March 31, 2025, your Company's Board has eleven (11) members comprising three (3) Executive Directors, one (1) Non-Executive Director, one (1) Non-Executive Nominee Director and six (6) Independent Directors including one (1) Woman Director. The Board and Committee composition, tenure of directors, and other details are available in the Corporate Governance Report (**Annexure 7**), which forms part of this Annual Report.

In terms of the requirement of the Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of the Company's business for effective functioning. The key skills, expertise and core competencies of the Board of Directors are detailed in the Corporate Governance Report, which forms part of this Annual Report.

During the FY under review, the following changes took place in the Directorships:

- i. Mr. Manojkumar Madangopal Maheshwari (DIN: 00012341) and Ms. Aruna Bhagwan Advani (DIN: 00029256), Independent Directors of the Company, ceased to be the Directors with effect from February 05, 2025 upon completion of their second term in accordance with the provisions of the Act and the Listing Regulations. The Board places on record its sincere appreciation for the valuable guidance, support, and contributions made by Mr. Maheshwari and Ms. Advani during their association with the Company.

- ii. Based on the recommendations of the NRC Committee and in accordance with the provisions of Section 149 read with Schedule IV to the Act and applicable Listing Regulations, the Board appointed Mr. Bhaskar Bhat (DIN: 00148778) and Ms. Radhika Dilip Piramal (DIN: 02105221) as Additional Directors in the capacity of Independent Directors of the Company, not liable to retire by rotation, for a term of five (5) years commencing from February 06, 2025 to February 05, 2030. The Members of the Company, by way of a special resolution passed through Postal Ballot on March 06, 2025, duly approved the appointment of Mr. Bhat and Ms. Piramal as Independent Directors of the Company.

- iii. Pursuant to the approval of the Members by way of a special resolution passed at the 47th Annual General Meeting ("AGM") of the Company, Mr. Rafique Abdul Malik (DIN:00521563), Executive Chairman of the Company was re-designated as Non-Executive Chairman for a term of three (3) years with effect from September 19, 2024 to September 18, 2027.

- iv. Pursuant to the approval of the Members by way of a special resolution passed at the 47th AGM of the Company, Ms. Alisha Rafique Malik (DIN:10719537), related party, was appointed as Whole-time Director of the Company for a term of five (5) years with effect from September 1, 2024 to August 31, 2029, liable to retire by rotation.

- v. Based on the recommendation of the NRC, the Board of Directors at its meeting held on August 07, 2025, approved and recommended the re-appointment of Mr. Mohammed Iqbal Hasannally Dossani (DIN: 08908594), as Whole-time Director of the Company for a term of five (5) consecutive years with effect from June 25, 2026 to June 24, 2031, liable to retire by rotation, on a remuneration not exceeding ₹ 1,50,00,000 per annum and all other benefits and perquisites as may be applicable as per the Company policies.

His remuneration as per his terms of appointment (including perquisite value of options exercised by him) is well within the overall maximum remuneration payable as per Section 197 and 198 of the Act.

In accordance with the provisions of Section 152 of the Act, read with rules made thereunder and Articles of Association of your Company, Ms. Farah Malik Bhanji (DIN: 00530676), is liable to retire by rotation at the ensuing AGM and being eligible, offers herself for reappointment. The Board recommends the re-appointment of Ms. Bhanji as Director for your approval.

The information about the Directors seeking their re-appointment as stipulated under Secretarial Standards on General Meetings and Regulation 36 of the Listing Regulations has been given in the notice convening the AGM.

None of the Directors of the Company have incurred any disqualification under Sub-Section (1) & (2) of Section 164 of the Act read with Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014. All the Directors have confirmed that they are not debarred from accessing the capital market as well as from holding the office of Director pursuant to any order of the Securities and Exchange Board of India ("SEBI") or MCA or any other such regulatory authority. In view of the Board, all the Directors possess the requisite skills, expertise, integrity, competence, as well as experience considered to be vital for business growth.

14. KEY MANAGERIAL PERSONNEL ("KMP"):

Pursuant to the provisions of Section 203 of the Act, the KMP of the Company as on March 31, 2025, were:

1. Ms. Farah Malik Bhanji, Managing Director
2. Mr. Mohammed Iqbal Hasannally Dossani, Whole-time Director
3. Ms. Alisha Rafique Malik, Whole-time Director
4. Mr. Nissan Joseph, Chief Executive Officer
5. Mr. Kaushal Khodidas Parekh, Chief Financial Officer
6. Ms. Deepa Sood, Senior Vice President – Legal, Company Secretary & Compliance Officer

During the FY under review, Mr. Rafique Abdul Malik ceased to be a KMP of the Company w.e.f. September 19, 2024, pursuant to his re-designation as Non-Executive Chairman.

15. SENIOR MANAGEMENT PERSONNEL ("SMP")

Pursuant to the provisions of Regulation 34, read with Schedule V of the Listing Regulations, as amended, the list of the SMP of the Company as on March 31, 2025, along with the changes therein since the end of the previous year is provided in the Corporate Governance Report, which forms part of the Annual Report.

16. DECLARATION BY INDEPENDENT DIRECTORS

There are six (6) Independent Directors on the Board of the Company. Your Company has received declarations from all the Independent Directors confirming that:

- they meet the criteria of independence as prescribed under Section 149(6) and Schedule IV of the Act and Rules issued thereunder, and Regulation 16 of the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;
- they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act along with the Code of Conduct for Directors and SMP formulated by the Company as per the Listing Regulations; and
- they have registered their names in the databank of Independent Directors maintained by the Indian

Institute of Corporate Affairs and have qualified the online proficiency self-assessment test or are exempted from passing the test as required in terms of Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014.

In the opinion of the Board, the Independent Directors possess the requisite expertise and experience and are persons of high integrity and repute. They fulfill the conditions specified in the Act, and the rules made thereunder and are independent of the management.

None of the Independent Directors are aware of any circumstance or situation that exist or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgment without any external influence. The Board of Directors have taken on record the declarations and confirmation submitted by the Independent Directors after undertaking due assessment of the same and in their opinion, the Independent Directors fulfill the conditions specified in the Act and the Listing Regulations and are independent of the management.

17. NUMBER OF MEETINGS OF BOARD

During FY 2024-25, five (5) Board Meetings were held. The details relating to Board Meetings and attendance of Directors in each Board Meeting held during the FY under review has been separately provided in the Corporate Governance Report.

The maximum interval between any 2 meetings did not exceed 120 days as prescribed by the Act and the Listing Regulations.

18. COMPANY'S POLICY ON APPOINTMENT AND REMUNERATION FOR DIRECTORS, KMP AND SMP

The NRC has established a policy in line with the provisions of the Act and the Listing Regulations for the selection, appointment, and remuneration of Directors, KMP, and SMP. The Committee has also laid down criteria for evaluating the qualifications, positive attributes, and independence of Directors.

The policy comprehensively outlines the remuneration structure for Directors, KMP and SMP, along with mechanisms for performance evaluation and retention. It is designed to attract, retain, and motivate individuals with the requisite qualifications at both the Board and senior management levels. Further, it ensures alignment of their goals with the Company's vision and mission, promoting the long-term interests of the organization.

The said policy is available on the Company's website and can be accessed at: <https://metrobrands.com/wp-content/uploads/2024/07/NRCPolicy.pdf>

19. ANNUAL GENERAL MEETING

The 47th AGM of the Members of the Company was held on September 19, 2024, through video conference/other audio-visual means in accordance with various circulars issued by MCA and SEBI to approve Financial Statements and other matters. All the Whole-time Directors, the Chairpersons of the Audit Committee and NRC were present in the meeting.

20. PERFORMANCE EVALUATION OF THE INDIVIDUAL DIRECTORS, THE COMMITTEES AND THE BOARD

The annual evaluation process of individual Directors, the Board and Committees was conducted in accordance with the provisions of the Act and the Listing Regulations. The Board along with the NRC has laid down the criteria of performance evaluation of the Board, its Committees and Individual Directors which is available on the website of the Company at <https://metrobrands.com/wp-content/uploads/2024/07/PerformanceEvaluationPolicy.pdf>.

Key evaluation criteria, amongst others, included Board structure and composition, Board meetings and information flow, Board culture and relationships, talent management, succession planning, strategic planning and Committee functioning.

The Board evaluated its performance after seeking inputs from all the Directors on the basis of criteria such as the Board composition and structure, effectiveness of Board processes, information and functioning, etc.

The performance of the Committees was evaluated by the Board after seeking inputs from the Committee Members on the basis of criteria such as the composition of Committees, effectiveness of Committee meetings, etc. The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the SEBI.

The Board and the NRC reviewed the performance of individual Directors on the basis of criteria such as their contribution to the Board and Committee Meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

A separate meeting of the Independent Directors was held on January 07, 2025, without the attendance of non-independent directors and members of the management. In this meeting, performance of non-independent directors and the Board as a whole was evaluated. Additionally, they also evaluated the Chairman of the Board, taking into account the views of Executive and Non-Executive Directors in the aforesaid Meeting.

The Board also assessed the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties. The above evaluations were then discussed in the Board Meeting and performance

evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

21. INDEPENDENT DIRECTORS' INDUCTION AND FAMILIARIZATION PROGRAMME

In accordance with the Listing Regulations, the Company has implemented a comprehensive familiarization programme for its Independent Directors. The programme is designed to provide them with a thorough understanding of their roles, responsibilities, and rights as Directors, as well as insights into the Company's operations, industry dynamics, and business model.

Details of the familiarization programmes conducted for Independent Directors are available on the Company's website at <https://metrobrands.com/wp-content/uploads/2022/03/Details-of-ID-Familiarisation-Programme-.pdf>.

Further, in terms of requirement under Regulation 25(7) of the Listing Regulations, the details of the training imparted to the Independent Directors during FY 2024-25 is posted on the website of the Company at: <https://metrobrands.com/wp-content/uploads/2025/01/Details-of-Fam-Program-2025-Website-Uploading-Jan2025.pdf>

22. COMMITTEES OF THE BOARD OF DIRECTORS

The Board Committees are constituted to focus on specific areas and facilitate informed decision-making within the scope of authority delegated to them. Their composition and functioning are in compliance with the applicable provisions of the Act read with the relevant rules framed thereunder, the Listing Regulations, and the Articles of Association of the Company.

During the FY under review, the Board had accepted all recommendations made by the respective Committees, as required. Brief details of each Committee's composition, terms of reference, number of meetings held, and the attendance of Directors at those meetings is provided in the Corporate Governance Report, which forms part of this Annual Report.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company is in compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India relating to 'Meetings of the Board of Directors (SS-1)' and 'General Meetings (SS-2)' during the FY.

24. CORPORATE SOCIAL RESPONSIBILITY AND SUSTAINABILITY ('CSR')

An outline of the Company's CSR Policy, along with the CSR initiatives undertaken during the financial year under review, is provided in **Annexure 2** to this Report. The disclosure is in compliance with the requirements of Section 135 of the Act, read with Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, and Rule 9 of the Companies (Accounts) Rules, 2014. The Company's CSR Policy is also available on its website at:

<https://metrobrands.com/wp-content/uploads/2022/05/Corporate-Social-Responsibility-Policy.pdf>.

25. RELATED PARTIES TRANSACTIONS ("RPTs")

In line with the requirements of the Act and the Listing Regulations, your Company has formulated a Policy on RPTs which can be accessed on the Company's website at <https://metrobrands.com/wp-content/uploads/2024/07/RPTPolicy.pdf>

All RPTs entered into, during the FY were on an arm's length basis and were in the ordinary course of business. There were no materially significant RPTs with the Promoters, Directors or KMPs which may have a potential conflict of interest to the Company at large. Accordingly, the disclosure of RPTs as required under Section 134(3)(h) of the Act, in Form AOC-2, is not applicable.

All RPTs are placed before the Audit Committee for review and approval. Prior omnibus approval is obtained for RPTs for transactions which are of a repetitive nature.

26. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the Financial Statements.

27. RISK MANAGEMENT

The Company acknowledges that risk is an inherent and unavoidable aspect of business. It remains committed to proactively and effectively managing risks to safeguard its operations and long-term objectives. The Company has instituted a structured risk assessment framework that evaluates internal and external risk factors, with mitigation measures integrated into strategic and operational plans.

The objective of the Risk Management process is to facilitate value creation in a dynamic environment, strengthen governance practices, proactively address stakeholder expectations, and support sustainable growth and resilience.

The Company has adopted a Risk Management Policy that outlines its approach to identifying, assessing, and addressing risks while pursuing its business goals. The Policy is available on the Company's website at <https://metrobrands.com/wp-content/uploads/2024/07/RiskManagementPolicy.pdf>.

The Risk Management Committee, as delegated by the Board, oversees the Company's risk framework and ensures that material business and strategic risks, both short and long term are appropriately identified and managed. The Audit Committee also reviews the adequacy and effectiveness of the risk management systems.

To address the evolving digital landscape, the Company has strengthened its cyber risk preparedness through enhanced

IT security protocols, regular vulnerability assessments, and employee awareness programs. We have also implemented a comprehensive incident response framework. In line with the Digital Personal Data Protection Act, 2023, we are reinforcing data privacy practices, ensuring secure handling of personal data, and establishing internal governance mechanisms for compliance.

The Risk Management Policy undergoes comprehensive review and periodic updates to ensure its continued relevance and effectiveness. The Policy was approved by the Board, the Risk Management Committee, and the Audit Committee. The Company continues to assess emerging risks and implements necessary mitigation plans to address risks that may significantly impact its long-term objectives.

Further details are provided in the Corporate Governance Report, which forms part of this Annual Report.

28. INTERNAL FINANCIAL CONTROLS AND SYSTEMS

The Company has implemented a comprehensive and well-established internal control system that is appropriately scaled to its business nature, size, and operational complexity. These controls are integrated across all functions, units, and processes, and are supported by formalized policies and procedures aimed at ensuring efficient operations, safeguarding of assets, optimal resource utilization, accurate financial reporting, and regulatory compliance.

The internal control framework is subject to regular review and enhancement to align with the evolving scale and complexity of the Company's operations. The Audit Committee periodically assesses the adequacy and effectiveness of these internal controls and provides direction for further strengthening where necessary.

During the FY under review, neither the Internal Auditor nor the Statutory Auditors reported any material concerns regarding the effectiveness or efficiency of the internal control systems. Further, there were no instances of fraud or material misstatement to the Company's operations, which required the Statutory Auditors to report to the Audit Committee and/or to the Board as required under Section 143(12) of the Act and the rules made thereunder.

29. DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

In accordance with the provisions of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("**POSH Act**"), the Company has adopted a Policy on Prevention of Sexual Harassment at the Workplace. The Policy is aimed at ensuring a safe, respectful, and inclusive work environment by providing a framework for the prevention, prohibition, and redressal of sexual harassment.

The Policy extends its protection to all employees, including those on contract, part-time, temporary, deputation, and consultants, as well as other individuals associated with the Company. It seeks to promote a workplace free from prejudice, gender bias, and harassment, thereby fostering a healthy and secure working environment.

Further details are provided in the Corporate Governance Report, which forms part of this Annual Report.

30. EXTRACT OF ANNUAL RETURN

In compliance with the provisions of Section 134(3)(a) and Section 92(3) of the Act and Rule 12 of the Companies (Management and Administration) Rules 2014, the Annual Return of the Company in Form MGT-7 for FY 2024-25, is available on the Company's website at <https://metrobrands.com/annual-return/>.

The Annual Return will be submitted to the Registrar of Companies within the timelines prescribed under the Act.

31. STATUTORY AUDITORS AND ITS REPORT

At the 45th AGM held on September 07, 2022, the Members approved the appointment of M/s. S R B C & CO LLP, Chartered Accountants, (FRN: 324982E/E300003) as Statutory Auditors of the Company to hold office for a period of five (5) years from the conclusion of that AGM till the conclusion of the 50th AGM.

M/s. S R B C & CO LLP is a firm of Chartered Accountants registered with the Institute of Chartered Accountants of India. It is primarily engaged in providing audit and assurance related services to the clients. It is a limited liability partnership firm incorporated in India. The firm is part of M/s. S.R. Batliboi & Affiliates network of audit firms.

The Auditors' Report prepared by the Statutory Auditor both in respect of Standalone and Consolidated Financial Statements of the Company for the FY ended March 31, 2025 does not contain any qualification, reservation, adverse remark or disclaimer.

32. SECRETARIAL AUDITOR AND ITS REPORT

Pursuant to the provisions of Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, CS Sekar Ananthanarayan, Practicing Company Secretary (COP No. 2450) was re-appointed by the Board of Directors at its meeting held on January 16, 2025 as the Secretarial Auditor of the Company for the FY 2024-25.

The Secretarial Audit Report issued by CS A. Sekar does not contain any qualification, reservation or adverse remark or disclaimer. The Secretarial Audit Report in Form MR-3 forms part of the Directors' Report as **Annexure 3**.

CS A. Sekar (ACS No.: 8649, COP No. 2450, Peer Review Certificate: 5036/2023), a peer reviewed practicing Company Secretary, is eligible to be appointed as Secretarial Auditor of the Company for a term of five (5) consecutive financial years, in terms of provisions of Regulation 24A of the Listing Regulations read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024 and the Act. CS A Sekar has given his consent and confirmed that he is not disqualified from being appointed as the Secretarial Auditor of the Company and satisfies the eligibility criteria.

The Board recommends his appointment as the Secretarial Auditor of the Company for approval of the Members and the same forms part of the Notice of the ensuing AGM.

Annual Secretarial Compliance Report:

Pursuant to the provisions of Regulation 24A of the Listing Regulations, the Company has undertaken an audit for the FY 2024-25 for all applicable compliances as per SEBI Rules, Regulations, Circulars, Notifications, Guidelines etc. issued thereunder. The Annual Secretarial Compliance Report issued by CS A. Sekar, has been duly submitted to the Stock Exchanges within the prescribed time and also uploaded on the Company's website https://metrobrands.com/wp-content/uploads/2025/05/MBL-ACR-2024-25-SE-discr_signed.pdf.

33. INTERNAL AUDITOR

After reviewing the qualifications and experience of various Internal Auditors to commensurate with the size and requirement of the Company, the Board of Directors had re-appointed M/s. KPMG Assurance and Consulting Services LLP as the Internal Auditor, in accordance with the provisions of Section 138 of the Act read with the Companies (Accounts) Rules, 2014, for FYs 2024-25 and 2025-26.

34. COST AUDIT

As per Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, your Company is not required to include cost records in their books of account and get its cost accounting records audited by a Cost Accountant and submit a compliance report in the prescribed form.

35. PARTICULARS OF EMPLOYEES

The statement containing information required under Section 197(12) of the Act read with Rules 5(1), 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time in respect of directors/employees of the Company forms part of this Directors Report and is provided in the **Annexure 4** to this Report.

36. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The information required under Section 134(3)(m) of the Act, read with Rule 8 of the Companies (Accounts) Rules, 2014 for conservation of energy, technology absorption, foreign exchange earnings and outgo is provided as **Annexure 5** to this Report.

37. CODE OF CONDUCT FOR PREVENTION OF INSIDER TRADING

Your Company has adopted a Code of Conduct to regulate, monitor and report trading by designated persons of the Company and their immediate relatives ("**Code**") and formulated a framework and policy for disclosure of events and occurrences that could impact price discovery in the market for its securities as per the requirements under SEBI (Prohibition of Insider Trading) Regulations, 2015, as amended from time to time.

This Code, inter alia, lays down the procedures to be followed by designated persons while trading/ dealing in Company's shares and sharing Unpublished Price Sensitive Information ("**UPSI**"). The Code covers the Company's obligation to maintain a structured digital database, mechanism for prevention of insider trading and handling of UPSI, and the process to familiarize with the sensitivity of UPSI.

The Company has established a system to monitor transactions done by the designated persons and their immediate relatives, along with generating system-based disclosures, in accordance with the Code. The Company has implemented a web-based interface to oversee all compliances with the Code.

The details of dealing in the Company's shares by designated persons are placed before the Audit Committee for information on a quarterly basis. The Code of Conduct has been made available on the Company's website at <https://metrobrands.com/wp-content/uploads/2024/07/InsiderTradingPolicy.pdf>.

38. VIGIL MECHANISM / WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177(9) of the Act and Regulation 22 of the Listing Regulations.

This mechanism enables reporting of concerns related to unethical behavior, actual or suspected fraud, malpractice, impropriety, illegality, non-compliance with legal and regulatory requirements, retaliation, leakage or suspected leakage of UPSI, and violations of the Company's Code of Conduct or Ethics Policy.

The Policy is designed to safeguard a whistleblower from any form of victimization when raising genuine concerns regarding potential violations of laws, regulations, or accounting irregularities. It ensures appropriate protection is in place for whistleblowers who come forward in good faith.

Employees are empowered to report their concerns or grievances directly to the Chairperson of the Audit Committee, especially in exceptional circumstances. To promote awareness, details of these reporting channels are communicated to employees during their mandatory induction and training programs.

The Audit Committee oversees the operation and effectiveness of this vigil mechanism. During the FY under review, no personnel were denied access to the Audit Committee, demonstrating the Company's commitment to fostering a secure and supportive environment for raising concerns. During the FY under review, one concern was reported through the vigil mechanism. The matter was appropriately addressed and resolved, with the details being shared with the Board and the Audit Committee.

Further details of the Policy are explained in the Corporate Governance Report which forms a part of this Annual Report. This policy is available on the website of the Company at <https://metrobrands.com/wp-content/uploads/2024/07/WhistleBlowerPolicy.pdf>.

39. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, the Board of Directors of your Company confirms that,

- a) in the preparation of the annual accounts for the FY ended March 31, 2025, the applicable accounting standards have been followed.
- b) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of your Company as on March 31, 2025 and of the profits of your Company for the FY ended March 31, 2025.
- c) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- d) the Directors have prepared the annual accounts for the FY ended March 31, 2025 on a "going concern" basis.
- e) The Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

- f) Adequate systems and processes, commensurate with the size of the Company & nature of its business are devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

40. SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant or material orders which were passed by the Regulators or Courts or Tribunals which impact the going concern status and the Company's operations in the future.

41. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT

The Business Responsibility and Sustainability Report for the FY under review, as stipulated under Regulation 34(2) of the Listing Regulations, describing the initiatives taken by your Company from Environmental, Social and Governance perspective, forms an integral part of this Annual Report as **Annexure 6**.

42. GREEN INITIATIVES

In commitment to align with green initiatives and surpassing them, the electronic copy of the Notice of the 48th AGM of the Company, along with the Annual Report for FY 2024-25, is being sent to all Members whose e-mail addresses are registered with the Depository Participant(s) on the cut-off date.

43. CORPORATE GOVERNANCE AND DISCLOSURES

Upholding high standards of Corporate Governance has been a core principle of the Company since its inception. The Company's governance practices are rooted in a strong value system, reflecting its culture, policies, and commitment to building transparent and trust-based relationships with stakeholders.

In compliance with Regulation 34(3) read with Schedule V of the Listing Regulations, a detailed report on Corporate Governance, along with a Certificate from the Secretarial Auditor confirming adherence to the prescribed governance standards, forms an integral part of this Annual Report.

Further, in accordance with Regulation 17(8) read with Schedule II of the Listing Regulations, the CEO and CFO have certified to the Board regarding the accuracy of the financial statements and cash flow statements, the adequacy of internal control systems, and the proper reporting of significant matters to the Audit Committee.

44. GENERAL DISCLOSURES

The Directors state that no disclosure or reporting is required in respect to the following items, as there were no transactions / matters on these items during the FY under review:

- i. There was no change in the nature of business of the Company during the FY ended March 31, 2025.
- ii. There was no issue of equity shares with differential rights as to dividend, voting or otherwise, issue of sweat equity shares and buyback of shares.
- iii. Neither the Managing Director nor the Whole-time Director of your Company received any remuneration or commission from any of its subsidiaries.
- iv. There was no one time settlement done with any bank or financial institution.
- v. There is one proceeding initiated / pending against your Company under the Insolvency and Bankruptcy Code, 2016 which does not materially impact the business of the Company. The Company is contesting the matter based on merits at the admission stage.
- vi. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.
- vii. The Company is in compliance with the applicable provisions relating to the Maternity Benefit Act 1961.
- viii. There were no revisions in the Financial Statements and the Balance Sheet of the Company.

45. ACKNOWLEDGEMENT

The Board of Directors expresses its heartfelt appreciation to all employees for their unwavering commitment, resilience, and spirit of collaboration. Their continued dedication forms the cornerstone of the Company's success, and with this strong foundation and shared vision, the Board remains confident in the Company's ability to achieve sustained growth in the years to come.

The Board also extends its sincere gratitude to the Company's customers, shareholders, suppliers, vendors, bankers, business partners, regulatory bodies, and government authorities for their ongoing support and trust.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

Sd/-
Rafique Abdul Malik
Chairman and Non- Executive Director
DIN: 00521563

Place: Mumbai
Date: August 07, 2025

Annexures

The following documents have been annexed and form part of this report:

Annexure 1 – Statement containing the salient features of the Financial Statement of MAL and Metmill (Subsidiary Companies) and MVSC (Associate Company) - Form AOC-1

Annexure 2 – Report on CSR Activities

Annexure 3 – Secretarial Audit Report (MR-3) inclusive of Annexure A

Annexure 4 – Particulars of Employees

Annexure 5 – Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

Annexure 6 – Business Responsibility and Sustainability Report

Annexure 7 – Corporate Governance Report

ANNEXURE 1 – TO THE DIRECTORS’ REPORT

Form AOC-1

Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014

STATEMENT CONTAINING SALIENT FEATURES OF THE FINANCIAL STATEMENT OF SUBSIDIARIES/ ASSOCIATE COMPANIES/JOINT VENTURES FOR THE FY ENDED MARCH 31, 2025.

(₹ in Crores)

Sr. No.	Particulars	Metmill Footwear Private Limited	Metro Athleisure Limited
1.	The date since when subsidiary was acquired	September 16, 2009	December 01, 2022
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	
3.	Reporting currency and Exchange rate as on the last date of the relevant financial year in the case of foreign subsidiaries	Not Applicable	
4.	Share Capital	1.25	97.83
5.	Reserves & Surplus	57.67	(102.30)
6.	Total Assets	66.08	12.56
7.	Total Liabilities	7.16	17.03
8.	Investments	-	-
9.	Turnover	54.48	11.18
10.	Profit before Taxation	10.39	0.88
11.	Provision for Taxation	2.58	(0.01)
12.	Profit after Taxation	7.82	0.89
13.	Proposed Dividend	-	-
14.	Percentage of Shareholding	51%	100%

Notes:

Names of subsidiaries which are yet to commence operations: **Not Applicable**

Names of subsidiaries which have been liquidated or sold during the FY: **Not Applicable**

Part “B”: Associates and Joint Ventures

- Name of Associates or Joint Ventures:** M.V. Shoe Care Private Limited
- Latest audited Balance Sheet Date:** March 31, 2025
- Date on which the Associate or Joint Venture was associated or acquired:** August 24, 2016
- Shares of Associate or Joint Ventures held by the Company on the FY end**
 - Number of shares** – 68,60,000
 - Amount of Investment in Associates or Joint Venture** – ₹ 4.92 Crores
 - Extent of Holding (in percentage)** – 49%
- Description of how there is significant influence** - Control of at least 20% of total share capital
- Reason why the associate/joint venture is not consolidated** – Not Applicable
- Net worth attributable to shareholding as per latest audited Balance Sheet** – ₹ 16.24 Crores
- Profit or Loss for the year (after other comprehensive income)**
 - Considered in Consolidation** – ₹ 1.63 Crores
 - Not Considered in Consolidation** – ₹ 1.30 Crores

Note:

- Names of associates or joint ventures which are yet to commence operations. – **Not Applicable**
- Names of associates or joint ventures which have been liquidated or sold during the FY. – **Not Applicable**

**FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR METRO BRANDS LIMITED**

Sd/-

RAFIQUE ABDUL MALIK
CHAIRMAN AND NON- EXECUTIVE DIRECTOR
DIN: 00521563

Place: Mumbai
Date: August 07, 2025

ANNEXURE 2 – TO THE DIRECTORS’ REPORT

Annual Report on Corporate Social Responsibility (CSR) activities

[Pursuant to clause (o) of sub-section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

1. Brief outline on CSR Policy of the Company:

Your Company's approach to CSR is closely aligned with its commitment to Environmental, Social, and Governance values and sustainable development. The CSR policy reflects the Company's belief in contributing meaningfully to the well-being of communities. It places strong emphasis on supporting economically and socially disadvantaged groups, while also extending benefits to the larger society.

The Company's CSR efforts focus on areas that can make a lasting difference such as health and wellness, education, environmental care, skill development, sports development and rural progress. These initiatives are designed to reach diverse and deserving communities across rural, semi-urban, and urban India. Special attention is also given to supporting individuals engaged in traditional occupations such as cobblers and shoe-shiners, helping to improve their quality of life.

With the intention of creating wider and more meaningful impact, the Company partners with trusted organizations and local groups, ensuring that resources are used effectively and reach those who need them most. All CSR activities are carried out in line with Schedule VII of the Companies Act, 2013, and are thoughtfully designed to support inclusive growth and long-term sustainability.

The CSR policy provides a clear and transparent framework to guide the Company's community initiatives. It reflects the Company's dedication to acting responsibly, caring for the environment, and building a better future for all stakeholders, especially the generations to come. Stakeholders may find the CSR Policy at: <https://metrobrands.com/wp-content/uploads/2022/05/Corporate-Social-Responsibility-Policy.pdf>

2. Composition of CSR Committee & details of meetings held:

Sr No.	Name of the Director	Designation/Nature of Directorship	Number of meetings of CSR committee held during the FY	Number of meetings of CSR Committee attended during the FY
1.	Ms. Farah Malik Bhanji	Chairperson, Managing Director	3	3
2.	Mr. Arvind Kumar Singhal	Member, Non – Executive Independent Director	3	3
3.	Mr. Srikanth Velamakanni*	Member, Non – Executive Independent Director	3	3
4.	Ms. Radhika Dilip Piramal#	Member, Non – Executive Independent Director	NA	NA

*Mr. Srikanth Velamakanni (DIN: 01722758) ceased to be the Member of the Committee with effect from February 06, 2025.

#Ms. Radhika Dilip Piramal (DIN: 02105221) was appointed as the Member of the Committee with effect from February 06, 2025.

3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the Board are disclosed on the website of the Company:

CSR Policy and CSR projects	https://metrobrands.com/csr/
Composition of CSR committee	https://metrobrands.com/list-of-board-committees/

4. Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. – Not Applicable

- 5. (a) Average net profit of the Company as per Section 135(5): ₹ 402.26 Crores
- (b) Two percent of average net profit of the Company as per Section 135(5): ₹ 8.05 Crores
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous FY: NIL
- (d) Amount required to be set off for the FY, if any: NIL
- (e) Total CSR obligation for the FY (b+c-d): ₹ 8.05 Crores

- 6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 7.59 Crores.
- (b) Amount spent in Administrative Overheads: ₹ 0.41 Crores
- (c) Amount spent on Impact Assessment, if applicable: Not Applicable
- (d) Total amount spent for the FY ((a)+(b)+(c)): ₹ 8.05 Crores
- (e) CSR amount spent or unspent for the FY:

Total Amount Spent for the FY (₹ in Crores)	Amount unspent (in FY 2023-24)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)	Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)			
	Amount (₹ in Crores)	Date of transfer	Name of fund	Amount (₹ in Crores)	Date of transfer
8.00	0.05	April 25, 2025	NA	Nil	NA

(f) Excess amount for set off, if any –

Sr. No.	Particulars	Amount (₹ in Crores)
i.	Two percent of average net profit of the company as per section 135(5)	8.05
ii.	Total amount spent for the FY	8.00
iii.	Excess amount spent for the FY [(ii)-(i)]	NIL
iv.	Surplus arising out of the CSR projects or programmes or activities of the previous FYs, if any	NIL
v.	Amount available for set off in succeeding FYs [(iii)-(iv)]	NIL

7. (a) Details of Unspent CSR amount for the preceding three FYs: -

Sr. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (₹ in Crores)	Balance Amount in Unspent CSR Account under section 135 (6) (₹ in Crores)	Amount spent in the reporting FY (₹ in Crores)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding Financial Years (₹ in Crores)	Deficiency, if any
					Name of the Fund	Amount (₹ in Crores)	Date of transfer		
1	2023-24	0.51	Nil	0.51		Nil			
2	2022-23	0.06	NIL	0.06		Nil		NIL	-
3	2021-22	0.36	NIL	0.36	PM Cares Fund	0.04	21.12.2022	NIL	-

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the FY: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per Section 135(5): Not Applicable

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS
FOR METRO BRANDS LIMITED

sd/-
FARAH MALIK BHANJI
MANAGING DIRECTOR AND CHAIRPERSON OF CSR COMMITTEE
DIN: 00530676

Place: Mumbai
Date: August 07, 2025

sd/-
NISSAN JOSEPH
CHIEF EXECUTIVE OFFICER

ANNEXURE 3 – TO THE DIRECTORS’ REPORT

FORM MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To
The Members
Metro Brands Limited
401, Zillion, 4th Floor,
LBS Marg and CST Road Junction,
Kurla West, Mumbai – 400 070.

I have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good Corporate Practices by Metro Brands Limited (hereinafter called the “Company”). Secretarial Audit was conducted in the manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company’s books, papers, minutes book, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representative during the conduct of Secretarial Audit, I hereby report that in my opinion the Company has during the financial year ended March 31, 2025, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place.

I have examined the books, papers, minutes’ book, forms and returns filed and other records maintained by the Company for the financial year under review, according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) The Foreign Exchange Management Act, 1999 and the Rules and Regulations made thereunder to the extent of Foreign Portfolio Investments & Investments by Non- Resident Indians;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 to the extent they are applicable to the Company:

- (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations 1993 and dealing with client;
 - (e) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - (f) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015; and
 - (g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- (vi) Legal Metrology (Packaged Commodity) Act, 2009
 - (vii) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 were not applicable to the Company:
 - a) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
 - b) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; and
 - c) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018.

I have also examined the compliance with the applicable clauses of the following: -

- (i) Secretarial Standards issued by the Institute of Company Secretaries of India
- (ii) The Listing Agreements entered into by the Company with National Stock Exchange of India Limited and BSE Limited.

During the period under review, the Company has complied with the provisions of the Acts, Rules, Regulations, Guidelines, Standards, etc., mentioned above.

I further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were changes in the composition of the Board of Directors that took place during the period under review and the composition is in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the Meeting and for meaningful participation at the Meeting.

Majority decisions are carried through, while the dissenting members’ views are captured and recorded as part of the minutes.

I further report that based on compliance mechanism established by the Company and on the basis of compliance certificates issued by the CEO & CFO and taken on record by the Board of Directors, prima facie there are adequate systems and processes in the Company which is commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines. Also, as informed, the Company has responded appropriately to notices received from various statutory authorities / regulatory authorities including initiating actions for corrective measures, where found necessary.

I further report that during the audit period, the Company has undertaken the following actions having a major bearing on the Company’s affairs in pursuance of the above referred laws: -

- a) During the financial year under review, 3,35,544 Equity Shares of Rs. 5/- each were allotted consequent to exercise of the options by the employees pursuant to the ongoing Employees Stock Options (ESOPs) scheme namely Metro Stock Option Plan, 2008.
- b) Transition and re-designation of the Executive Chairman as the Non-Executive Chairman of the Company for a term of 3 (three) consecutive years with effect from September 19, 2024 to September 18, 2027, not liable to retire by rotation on terms as approved by Special Resolution passed by the members at the 47th Annual General Meeting held on September 19, 2024;
- c) Existing Articles of Association of the Company were modified by adopting a new set of Articles of Association in substitution, and to the entire exclusion of the Articles contained in the existing Articles of Association of the Company in terms of the approval granted by the members by way of special resolution passed at the 47th Annual General Meeting held on September 19, 2024.

A SEKAR (SEKAR ANANTHANARAYAN)
COMPANY SECRETARY

Place: Mumbai

Date: May 22, 2025

ACS 8649 CP 2450

UDIN: A008649G000403835

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

'Annexure A'

1. Maintenance of secretarial records is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial records based on my audit.
2. The responsibility of the Auditor is to express the opinion on the compliance with the applicable laws and maintenance of records based on audit. The audit was conducted in accordance with applicable Standards. Those Standards require that the Auditor comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about level of compliance with applicable laws and maintenance of records.
3. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, followed by me provide a reasonable basis for my opinion.
4. I have not verified the correctness and appropriateness of financial records, Books of Accounts and records pertaining to direct and indirect taxation of the Company, which I believe are the domain of other professionals on whom the responsibility is entrusted by the provisions of the Companies Act, 2013 and other applicable statutes.
5. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
6. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedures on test basis.
7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

A SEKAR (SEKAR ANANTHANARAYAN)

COMPANY SECRETARY

ACS 8649 CP 2450

UDIN: A008649G000403835

Place: Mumbai
Date: May 22, 2025

ANNEXURE 4 – TO THE DIRECTORS' REPORT

Information pursuant to Section 197 (12) of the Act read with Rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

1. Ratio of the remuneration of each Director to the median remuneration of the Employees of the Company for the FY 2024-25, the percentage increase in remuneration of Directors, Chief Financial Officer, Chief Executive Officer and Company Secretary in the FY 2024-25.

SR No.	Name of the Director/ KMP	Designation	Remuneration of Director / KMP for the FY 2024-25 (₹ in Crore)	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration in FY 2024-25 as compared to FY 2023-24
1	Mr. Rafique Abdul Malik	Non-executive Chairman	7.558	328.7	****8%
2	Ms. Farah Malik Bhanji	Managing Director	3.647	158.6	8%
3	Ms. Alisha Rafique Malik	Whole Time Director and President Sports Division, E-Commerce and CRM	1.487	64.7	10%
4	Mr. Mohammed Iqbal Hasanally Dossani	Whole Time Director	*0.651	28.3	7%
5	Mr. Nissan Joseph	Chief Executive Officer	**15.857	689.7	12%
6	Mr. Kaushal Khodidas Parekh	Chief Financial Officer	1.937	84.3	12%
7	Ms. Deepa Sood	Senior Vice President – Legal, Company Secretary & Compliance Officer	***1.269	55.2	13%

*Including perquisites of ₹ 0.44 /- Crore pursuant to exercise of Stock Options.

** Including perquisites of ₹ 11.86 /- Crore pursuant to exercise of Stock Options.

***Including perquisites of ₹ 0.37/- Crore pursuant to exercise of Stock Options.

****Remuneration paid till September 18, 2024 based on which the percentage of increment is mentioned.

2. The percentage increase in the median remuneration of Employees for the FY 2024-25 was 8.04%.
3. The Company has 4373 permanent Employees on the rolls of Company as on March 31, 2025.
4. Average increase made in the salaries of Employees other than the managerial personnel in the FY 2024-25 was 8.2%. The Company has taken proactive reward and career related measures to ensure our talent feels valued and maintain our competitiveness.
5. We affirm that the remuneration paid to the Directors and KMP is as per the Nomination, Remuneration and Compensation Policy of the Company.

Note:

- a) The Independent Directors of the Company are entitled to sitting fees and commission as per the statutory provisions and the limits approved by the Board of Directors and Shareholders of the Company.
- b) Employees for the purpose above include all employees excluding employees working for its subsidiaries and group companies.

Information as required under Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended and forming part of the Director's Report for the FY ended March 31, 2025

(also includes the details of top ten employees of the Company)

A. Employed throughout the year and were in receipt of remuneration of not less than ₹ 1,02,00,000/- (Rupees One Crore Two Lacs only) per annum

Sr. No.	Employee Name	Designation	Remuneration Received (₹ in Crore)	Qualification	Total Experience (in years)	Date of commencement of employment	Age (in years) Last Employment
1	Nissan Joseph	Chief Executive Officer	15.857*	MBA	25	July 1, 2021	60 years Map Active Philippines
2	Aziza Rafique Malik	President	2.498	B.Com	35	January 2, 1986	75 years Business
3	Farah Malik Bhanji	Managing Director	3.647	B.A, B.B.A. in Finance (USA),OPM Harvard, U.S.A.	26	December 5, 2000	49 years Business
4	Alisha Rafique Malik	President Sports Division, E-Commerce and CRM	1.487	BA in Finance	16	July 1, 2009	38 Years Business
5	Tajdin Mohamedali Gilani	Vice President	2.558*	B.Com / DFM/ CAN	30	October 1, 2018	66 Years Metro shoes
6	Mohmed Jaffer Yusuf Ali Panjwani	Vice President	1.524*	LLB	19	November 23, 2018	48Years Shopper Stop Ltd.
7	Aashish Dipak Mashruwala	Senior Vice President	1.500*	BE, MPD	19	October 1, 2020	53 Years Ecco shoes
8	Manoj Singh	Assistant Vice President	1.498*	MBA	20	May 2, 2017	55 Years Liberty Shoes Ltd
9	Nandini Mehta	Chief Human Resource Officer	3.947*	Post Graduation - Human Resource Management	26	August 16,2021	56 Years Landmark Group
10	Kaushal Parekh	Chief Financial Officer	1.937*	B.Com, CA, CS	21	March 28, 2012	45 years Ernst & Young
11	Amit Kumar	Senior Vice President	1.339	Post Graduation- Apparel Marketing and Merchandising	28	September 28,2023	53 Years Arvind Fashion Limited
12	Rajgopal Narasimha Nayak	Chief Technology Officer	4.207*	BE, PGDCAM	22	May 4, 2020	49 years Marico Ltd
13	Deepa Sood	Senior Vice President - Legal, Company Secretary & Compliance Officer	1.269*	LLB, CS	23	September 15,2021	46 years Antara Senior Living

*Includes perquisite value of Stock Options exercised during the FY 2024-25.

B. Employed for the part of the year and were in receipt of remuneration aggregating to not less than ₹ 8,50,000/- (Rupees Eight Lac Fifty Thousand only) per month

Sr. No.	Employee Name	Designation	Remuneration Received (₹ in Crore)	Qualification	Total Experience (in years)	Date of commencement of employment	Age (in years) Last Employment
1	Rafique Abdul Malik**	Chairman	4.929	B.Com,OPM Harvard, U.S.A.	55	January 19, 1977	75 years Business
2	Mohit Dhanjal	Chief Operating Officer	0.985	BA- Sociology,Public Admin and Political Science	30	August 1,2024	51 Years Reliance Retail Ltd
3	Nandadeep Madhav Jayakar	Senior Vice President	0.913	MMS- Marketing	30	June 10,2024	54 Years Adidas India

Notes:

- The employees have / had permanent employment contracts with the Company.
- None of the employees employed throughout the FY or part thereof, were in receipt of remuneration that year, in which the aggregate, or as the case may be at a rate which, in aggregate, is in excess of that drawn by the Managing Director or Whole-time Director and holds himself or along with his spouse and dependent children, not less than two per cent of the equity shares of the Company.
- **Mr. Rafique Abdul Malik was re-designated as the Non-executive Chairman of the Company effective September 19, 2024.
- Mr. Rafique Abdul Malik, Ms. Aziza Rafique Abdul Malik, Ms. Farah Malik Bhanji & Ms. Alisha Rafique Abdul Malik are Relatives of each other.

ANNEXURE 5 – TO THE DIRECTORS' REPORT

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

(Information required under Section 134 of the Companies Act, 2013 read with the Companies (Accounts) Rules, 2014)

A. Conservation of Energy:

The business operation of the Company involves low energy consumption. The Company has already implemented energy conservation measures. The Company has been using energy efficient LED lights in the showrooms which are very effective in power saving. The Company has also started installing energy efficient Variable Refrigerant Flow (VRF) inverter based air-conditioning systems in the showrooms which provide substantial saving in terms of monthly energy costs. The efforts to conserve and optimize the use of energy through improved operational methods and other means will continue.

The Company has installed rooftop solar system at its warehouse located at Bhiwandi. The Company has switched to renewable energy sources than to depend on non-renewable ones. The Company has installed solar panels as detailed hereunder at its warehouse in Bhiwandi.

No.	Warehouse	Project Capacity	Date of Commission	Solar power generated till March 2025
1	Warehouse 1	110 KW	June 10, 2020	34.12 MWH
2	Warehouse 2	130 KW	November 19, 2021	101.96 MWH

B. Technology Absorption:

- Efforts made for technology absorption & benefits derived: The operations of the Company do not involve any technology absorption. The Company has not imported any technology during the previous FYs and has no technical collaboration with any party.
- Details of technology imported during the last three years reckoned from the beginning of the FY: NIL
- Expenditure incurred on Research & Development: The Company does not have any specific present or future plan of action for research and development. However, it will continue its efforts to implement innovative ways for customer service and delighting the customers.

C. Foreign Exchange Earnings / Outgo:

Sr No.	Particulars	₹ In Crores	
		2024-25	2023-24
1.	Foreign Exchange Earnings		
	Sale of Footwear and Accessories	NIL	NIL
2.	Foreign Exchange Outgo		
	a) Purchase of Footwear and Accessories including Advance	54.74	156.72
	b) Travelling & Other Expenses	0.47	0.21
	c) Professional & Consultancy Fees	1.13	3.30

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS FOR METRO BRANDS LIMITED

Sd/-

RAFIQUE ABDUL MALIK

CHAIRMAN AND NON-EXECUTIVE DIRECTOR

DIN: 00521563

Place: Mumbai

Date: August 07, 2025