Date: August 24, 2026

To,
The Manager
Listing Department
BSE Limited
Phiroze JeeJeebhoy Towers,
Dalal Street, Mumbai – 400001
Maharashtra
Scrip code: 543426

To,
The Manager
Listing Department
National Stock Exchange of India Ltd
Exchange Plaza, 5th Floor, Plot No. C/1,
G Block, Bandra Kurla Complex,
Bandra (East), Mumbai – 400051
Symbol: **METROBRAND**

Sub: Regulation 34(1) read with Regulation 30 - Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") - Annual Report for the Financial Year ("FY") ended March 31, 2026

Dear Sir / Madam,

This is to inform that the 49th Annual General Meeting ("**AGM**") of the Company is scheduled to be held on **Wednesday, September 16, 2026 at 03:00 P.M.** (**IST**) through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder, the Listing Regulations and applicable circulars issued by the Ministry of Corporate Affairs and SEBI in this regard.

In terms of the requirements of Regulation 34(1) of the Listing Regulations, we are submitting herewith the Annual Report of the Company including the Business Responsibility and Sustainability Report (BRSR) and the Notice of AGM for the FY 2025-26, which is being sent through electronic mode to those Members whose e-mail addresses are registered with the Company/Registrar and Transfer Agent ("**RTA**")/Depository Participants ("**DPs**"). Further, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to those Members whose e-mail addresses are not registered with the Company/RTA/DPs, providing the weblink and QR Code from where the Annual Report for FY 2025-26 can be accessed on the Company's website.

The said Annual Report and the Notice is also uploaded on the Company's website at www.metrobrands.com.

We request you to take the same on record.

Thanking you,

Yours Faithfully,
For Metro Brands Limited

DEEPA SOOD
Digitally signed by DEEPA SOOD
Date: 2026.08.24 19:58:50 +05'30'

Deepa Sood
Chief Legal Officer, Company Secretary & Compliance Officer
Membership No. 16019

Encl: As Above

Metro Brands Limited

metro BRANDS



A THOUSAND STEPS FORWARD

49th Annual Report 2025-26

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Scan the code and read the report on your hand-held screen

THREE SECTIONS. THREE PERSPECTIVES.

WHERE GROWTH IS HEADING

Management perspectives on sports, athleisure and the next phase of opportunity.

Read more P. 10-13

WHERE INDIA SHOPS

Our expanding retail presence and the consumers it brings us closer to.

Read more P. 28-29

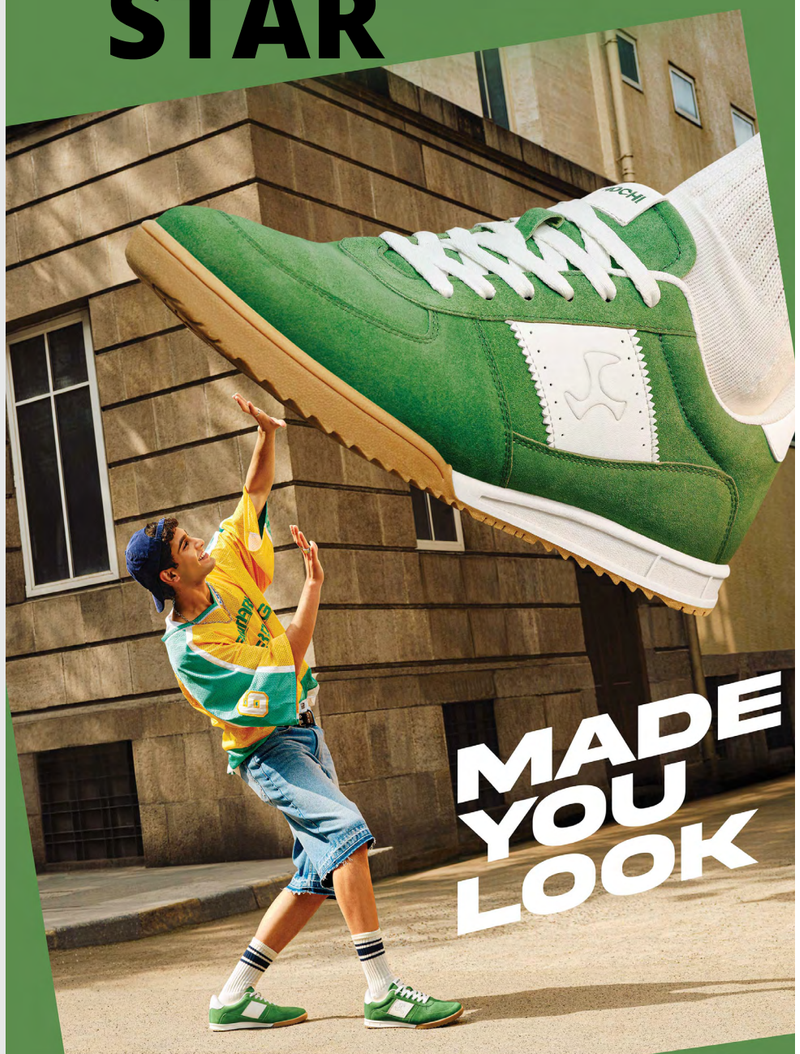
WHERE WASTE FINDS NEW VALUE

The Project Vatavaran circularity story.

Read more P. 32-33

GUIDING PRINCIPLES

OUR NORTH STAR



Our Vision

To be India's largest specialty footwear and accessories retailer

Our Purpose

Get everyone on their feet

Our Values

P – Passion for Excellence

R – Respect & Empower Individuals

I – Integrity

D – Differentiation through Constant Innovation

E – Excellent Customer Relationship & Service



A THOUSAND STEPS FORWARD

ONE MOVE SETS THE MOOD. ANOTHER PICKS UP THE PACE. BY THE THOUSANDTH, EVERYTHING IS IN MOTION.

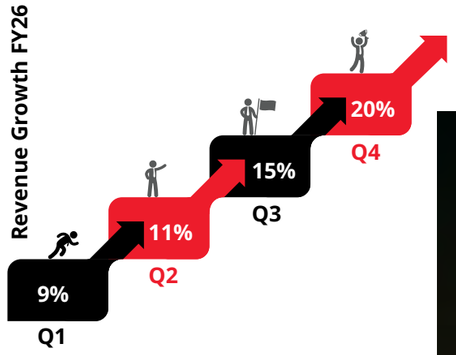
The year was shaped by movements adding up.

More customers walked in.

More brands found their audience.

More stores opened new possibilities.

Digital channels reached further. Each strengthened the next, turning a measured beginning into a decisive finish and a landmark year into the start of something larger.



The Year Changed Gears

FY 2025-26 opened at a measured cadence and gathered speed with every passing quarter. Consumer traction improved, our core brands stayed resilient, digital commerce accelerated and newer formats began contributing with greater purpose. By the final quarter, growth had moved into a distinctly higher gear. The stronger finish reflected disciplined execution steadily building energy across the entire portfolio and carrying the business forward with growing confidence.

One Thousand and Moving...

Crossing 1,000 stores is one of the defining milestone during FY 2025-26. Yet the number tells only part of the story. Behind it are decades of trust, millions of consumer choices and a growing ability to serve more cities, styles and occasions. Each store widened our reach; together, they strengthened the platform beneath our next phase. We ended FY 2025-26 gaining momentum, with a thousand steps forward widening the possibilities ahead.



HIGHLIGHTS FY 2025-26

A Year of Making More Possible

₹ 3,000+ crores
Gross sales

₹ 2,864 crores
(↑ 14.2% y-o-y)
Revenue from operations

₹ 869 crores
(14.5% y-o-y)
EBITDA

30.3%
EBITDA margin

39%
Ecommerce revenue growth (y-o-y) with 12.9% contribution to overall revenue

73%
Revenue contribution of in-house brands at Multi-Brand Outlets

9
Store formats in

1,032
(↑ 124 y-o-y)
Stores across

31
States & Union Territories and

221
Cities with

19+ million
Loyalty members

MetroActiv
Launched a dynamic, multi-brand retail format

Clarks
Entered into an exclusive partnership with the British footwear manufacturer and retailer



Figures as of March 31, 2026

METRO BRANDS – THE COMPANY OVERVIEW

A Stronger Platform Behind Every Step Forward

FROM ONE STORE IN 1955 TO A HOUSE OF BRANDS SHAPING HOW INDIA STEPS OUT TODAY.

Metro Brands began with a simple understanding that footwear is not only functional but it also reflects the occasion, the mood and the lifestyle of the person wearing it. Over seven decades, this understanding has grown into one of India's largest footwear and lifestyle retail platforms. We bring together home-grown and global brands, through our physical and digital presence across the country. Headquartered in Mumbai, we continue to build on a legacy shaped by consumer insight, trust and retail expertise.

Today, our portfolio travels across premium, mid-premium, and value formats. With 1,032 stores across 221 cities, nine retail formats and an expanding digital presence, we serve consumers across age groups, occasions and price points. Our nationwide store network and connected digital ecosystem allow customers to discover and engage with our brands seamlessly across channels, while our focus on premiumisation and casualisation keeps our offerings contemporary and aligned with evolving lifestyles.

Home-grown brands

METRO · MOCHI SHOES & ACCESSORIES · WALKWAY Footwear & Accessories · METROACTIV

Global and licensed brands

crocs · fitflop · FILA · Foot Locker · new era · Clarks



Our operating platform is further supported by our subsidiaries – Metmill Footwear Private Limited, which manages shop-in-shop counters and third-party brand distribution; Metro Athleisure Limited, which manages the distribution of footwear and apparel of its owned brand Proline and M.V. Shoe Care Private Limited, our joint venture focused on shoe and foot care products.



Note: Above details are for Metro, Mochi and Walkway

CHAIRMAN'S COMMUNIQUÉ

A Perspective on What Lies Ahead

Dear Shareholders,

It is my privilege to present Metro Brands Limited's Annual Report for the financial year ended March 31, 2026.

This was a year in which steady progress gathered visible momentum. The business strengthened as the year advanced and concluded with a particularly encouraging final quarter. We delivered healthy growth while sustaining profitability, reflecting the continued relevance of our brands, the resilience of our operating model and the disciplined execution of our teams.

India's growth story continues to create a compelling long-term opportunity. Rising aspirations, increasing brand awareness, formalisation of retail and the wider adoption of digital commerce are reshaping consumer markets across the country. This change is visible beyond the largest cities, as customers across emerging urban centres seek greater choice, better quality and more engaging retail experiences.

The footwear market is evolving alongside these aspirations. Consumers increasingly move between formal, casual, comfort, fashion and performance categories, often expecting a brand to serve several aspects of their lifestyle. Premiumisation and casualisation are gaining ground, while sports and athleisure are becoming part of everyday wardrobes. MBL's broad portfolio, spanning customer segments, occasions and price points, positions us well to participate in these shifts.

Crossing the 1,000-store milestone during the year was an important moment in our journey. It represents the trust built over decades and our growing ability to reach customers across India. However, expansion for us is never an exercise in pursuing a store count. We enter a market when we see a clear customer need and an opportunity to build a viable, enduring business. Every new store must strengthen accessibility, complement the existing network and meet our standards of sustainable economics.



CROSSING THE 1,000-STORE MILESTONE DURING THE YEAR WAS AN IMPORTANT MOMENT IN OUR JOURNEY. IT REPRESENTS THE TRUST BUILT OVER DECADES AND OUR GROWING ABILITY TO REACH CUSTOMERS ACROSS INDIA.

The same principle guides the brands and formats we introduce. When we partner with a global brand or create a new retail concept, the objective is to fulfil a customer need that is not being adequately addressed through our existing portfolio. The success achieved with Crocs and FitFlop has strengthened our confidence in this approach. Our newer partnerships and formats across comfort footwear, sneaker culture, sports performance and athleisure are extending the choices available to Indian consumers. MetroActiv, Foot Locker, FILA, New Era and Clarks each address a distinct customer expectation and broaden the relevance of our platform.

Even as we widen our network, portfolio and capabilities, financial discipline remains central to how we operate. We do not pursue growth at the expense of profitability. Store locations are evaluated carefully, partnerships are assessed against clear strategic and return criteria, and capital is allocated selectively. This discipline has enabled us to gain market presence while protecting the strength of the underlying business. Our aim is not growth at any cost, but growth that can be sustained through changing consumer and economic cycles.

As the organisation expands, its capabilities must grow with it. During the year, we invested in distribution infrastructure, supply-chain capacity, talent, marketing and customer engagement. These investments are improving product availability, enabling faster replenishment and creating the organisational-readiness required to manage a larger network and a broader portfolio.

Our presence today extends well beyond physical stores. Customers discover, evaluate and purchase products across brand websites, marketplaces, stores and omnichannel touchpoints. We have continued strengthening the systems that connect these channels, including our warehouse and order-management capabilities. The next phase of retail will increasingly be shaped by data, automation and emerging technologies. Companies that use technology to understand customers better, improve decisions and execute with greater speed will be better placed to progress. We intend to remain firmly aligned with this direction.

Governance provides the foundation for this growth. The Board continues to oversee strategy, risk, capital allocation, organisational capability and stakeholder interests. As our portfolio and operating environment become more complex, transparency, accountability and responsible decision-making will remain essential to preserving trust and building an institution that can endure.

Growth also brings a greater environmental responsibility. As our network expands, we recognise the need to reduce and responsibly manage the footprint associated with our operations. Our footwear recovery ecosystem channels discarded footwear towards recycling, co-processing and energy recovery, and during this year as well, we achieved full recycling coverage against the footwear we sold. We also continued initiatives involving water conservation and afforestation, including the restoration of water-harvesting structures and the planting of fruit-bearing trees to support communities and local livelihoods.

Our progress must create value beyond the organisation. Each new store and business format generates employment, develops retail talent and supports a wider ecosystem of partners and service providers. Our community programmes across education, healthcare, employability and livelihood development seek to strengthen this wider contribution. We want MBL's growth to create opportunity for the people and communities that form part of our journey.

The 1,000-store milestone reflects how far we have travelled, while the growing breadth of our portfolio shows how much opportunity lies ahead. We enter the next phase gaining momentum, with a thousand steps forward creating the foundation for many more. We will continue to expand thoughtfully, serve evolving customer needs and embrace capabilities that make the business stronger, more responsive and more sustainable.

On behalf of the Board, I extend my sincere gratitude to our customers, employees, brand partners, vendors, shareholders and communities. Their trust, commitment and contribution continue to shape our progress. I remain confident that the strength of our brands, the dedication of our people and the discipline of our approach will enable MBL to create enduring value in the years ahead.

With regards,

Rafique A. Malik
Chairman

Q&A WITH THE MANAGEMENT

Direction, Decisions and Delivery

FY 2025-26 was a year in which MBL's progress gathered pace. The Company delivered double-digit growth across key financial metrics, crossed 1,000 stores, strengthened digital commerce and widened its relevance across lifestyle, comfort, value, sport and athleisure. The launch of MetroActiv, the introduction of Clarks and continued progress across FILA, Foot Locker and New Era further expanded the platform for long-term growth.



In the following pages, Ms. Farah Malik Bhanji, Managing Director; Mr. Nissan Joseph, Chief Executive Officer; and Ms. Alisha Rafique Malik, Whole-time Director and President, reflect on the year's performance, key strategic developments and the opportunities ahead.

Q HOW WOULD YOU ASSESS MBL'S PERFORMANCE DURING FY 2025-26?



A **Farah Malik Bhanji:** FY 2025-26 demonstrated the resilience of our business and the strength of our execution. Consolidated revenue from operations grew by 14.2% to ₹ 2,864 crores, EBITDA increased by 14.5% to ₹ 869 crores, and profit after tax rose by 17.3% to ₹ 416 crores. EBITDA margin remained healthy at 30.3%, even as we continued investing in stores, marketing, technology and newer formats.

The quarterly progression reflects the momentum built through the year. Revenue growth accelerated from 9% in Q1 to 11% in Q2, 15% in Q3 and 20% in Q4. The year began at a measured pace, with the early monsoon affecting customer movement in some of our key markets. Thereafter, footfalls improved, supported by stronger festive and wedding-season demand and the positive impact of GST reductions on consumer sentiment.

This improvement was complemented by growth across our established formats, disciplined store expansion and increasing traction in digital commerce. Our ability to capture improving demand while preserving margins and maintaining financial discipline was a defining aspect of the year's performance.

Q CROSSING 1,000 STORES WAS A DEFINING MILESTONE. WHAT DOES IT REPRESENT, AND HOW WILL MBL APPROACH ITS NEXT PHASE OF EXPANSION?



A **Nissan Joseph:** During FY 2025-26, we opened 147 stores and closed 23, resulting in 124 net additions and taking our year-end network to 1,032 stores. Crossing the 1,000-store mark reflects the depth and versatility of the platform we have built. The milestone was achieved across store formats, regions and city tiers, spanning our established and newer concepts as well as premium and value segments. With 33 net store additions, Walkway saw particularly strong expansion during the year as we began scaling the refined format for aspirational, value-conscious consumers, especially across Tier 2 markets.

Our next phase of expansion will continue to follow a three-pronged strategy. First, we will strengthen successful clusters by opening same-format stores at appropriate distances without materially cannibalising the existing network. Second, we will backfill established cities by introducing complementary formats where we already understand the market and customer. Third, we will enter newer cities to broaden our reach. In a new market, we generally begin with Metro and progressively introduce formats such as Mochi, Crocs or Walkway as our understanding of local demand deepens.

This approach allows us to grow with greater precision rather than pursue a predetermined store count. Every opportunity is evaluated against customer demand, site quality, rental economics and its ability to generate sustainable returns. The breadth of our portfolio gives us considerable runway, but financial discipline will continue to determine the pace and quality of expansion.

Q HOW DOES MBL DECIDE WHICH BRANDS AND FORMATS TO ADD TO ITS PORTFOLIO, AND WHERE DOES CLARKS FIT WITHIN THAT APPROACH?

A **Nissan Joseph:** Every opportunity begins with the customer. We first assess whether a brand addresses a meaningful consumer need and adds something distinct to our existing portfolio. We then evaluate whether our retail reach, local market understanding and operating capabilities can help build that brand more effectively in India.

Clarks met both criteria. We were already familiar with the brand through its presence in Metro and Mochi stores and understood the relevance of its comfort-led proposition. Its global heritage, premium positioning and strength in women's footwear complement our focus on casualisation and premiumisation.

During the year, we launched Clarks online and introduced its Cloudsteppers range through our Metro and Mochi network, where the initial consumer response was encouraging. We are following a phased approach, with the wider assortment and exclusive stores to be introduced after the product range and supply chain stabilise.

This is consistent with the way we approach every partnership. The objective is to develop brands patiently, protect their identity and build a commercially sustainable business around them.

Q METROACTIV WAS AN IMPORTANT ADDITION DURING THE YEAR. WHAT OPPORTUNITY IS THE FORMAT DESIGNED TO ADDRESS?



A **Alisha Rafique Malik:** MetroActiv marks our entry into dedicated sports-performance retail. The consumer in this category is becoming more informed and specific. A runner, a walker and someone training for a particular sport may each require a different product- fit and level of technical guidance. MetroActiv has been designed around these needs.

The format brings together leading global brands such as Nike, adidas, Puma, ASICS, Skechers, New Balance, FILA and New Era. Its assortment spans running, walking

and specialised sports, supported by apparel and accessories that help create a more complete performance proposition.

During FY 2025-26, we launched three MetroActiv stores in Indore, Dehradun and Jodhpur, along with a dedicated e-commerce platform. These locations allow us to test the concept across different consumer markets, refine the assortment and strengthen the service model before scaling further.

Q HOW DID MBL'S SPORTS AND ATHLEISURE PORTFOLIO PROGRESS DURING FY 2025-26?

A **Alisha Rafique Malik:** We continue to see sports and athleisure as a significant long-term opportunity, but the different businesses within the portfolio are at different stages of development. During FY 2025-26, our focus was therefore not on scaling every format at the same pace. It was on building clear propositions, strengthening merchandise availability and learning how Indian consumers respond to each concept.

MetroActiv was an important step in that direction. We launched the format to serve consumers seeking performance-led footwear and sportswear across running, walking and specialised sports. The first three stores opened in Indore, Dehradun and Jodhpur, supported by the launch of metroactiv.com. This gives us an owned multi-brand platform through which we can serve the performance consumer more directly.

At the same time, Foot Locker and New Era allowed us to deepen our presence in sneaker and sport-inspired lifestyle categories. Foot Locker expanded to six stores, although we remained cautious on further rollout because BIS-related supply constraints continued to affect merchandise availability. New Era progressed to four stores and five kiosks, supported by its dedicated online platform.

FILA required a different approach because we are rebuilding the proposition for the Indian market. We continued sharpening its assortment and pricing architecture, while developing local manufacturing capabilities in response to BIS requirements. After testing the products through our existing network, we opened two new FILA stores during the final quarter.

Overall, the year helped us establish a stronger foundation across performance, sneaker culture and sport-inspired fashion. The opportunity is significant, but we want to scale each business only after the merchandise, supply chain and consumer proposition are firmly in place. That discipline will remain central to how we build the portfolio from here.

Q E-COMMERCE DELIVERED STRONG GROWTH DURING FY 2025-26. WHAT DROVE THE PERFORMANCE, AND HOW IS THE DIGITAL MODEL EVOLVING?

A **Alisha Rafique Malik:** E-commerce revenue grew by 39% during the year and contributed 12.9% of overall revenue. Growth accelerated further during the final quarter, when the channel expanded by 53%. This performance was supported by stronger execution across marketplaces, our direct-to-consumer platforms, digital marketing and omni-channel fulfilment.

Leading marketplaces continue to account for a significant part of our online business because they provide scale, discovery and access to customers across the country.

At the same time, our brand websites allow us to present a wider assortment, communicate each brand's identity more clearly and build a closer relationship with customers.

Our stores and digital channels are increasingly operating as one connected network. A dedicated warehouse management system integrates online platforms with store inventory, improving visibility and fulfilment.

The way people search is changing rapidly. Discovery now takes place across social media, marketplaces, conventional search engines and AI-led platforms. We are therefore strengthening product content, search visibility and data-led engagement so that our brands remain easy to find wherever the customer journey begins.

Q HOW IS MBL USING TECHNOLOGY, DATA AND AI TO STRENGTHEN THE BUSINESS AND PREPARE FOR ITS NEXT PHASE OF GROWTH?

A **Alisha Rafique Malik:** At MBL, technology is not an end in itself. Our focus is on using data, AI and digital capabilities to improve decision-making across merchandising, store expansion and customer engagement, while increasing the speed and consistency of execution.

Inventory management is one of our key focus areas. We are using AI- and machine-learning-based planning to strengthen demand forecasting, initial allocation and replenishment—helping us place the right products in the right stores, respond more effectively to demand signals, and improve product availability while reducing the risk of excess and ageing inventory. As our portfolio and store network expand, data-led planning becomes increasingly important in managing complexity at scale.

We are applying a similar data-led approach to store expansion. Location-intelligence capabilities give us insights into catchments, demographics, competition and the potential of proposed locations, complementing the experience and judgement of our business development teams and enabling a more structured, data-informed evaluation of opportunities before capital is committed.

Digital commerce remains an important part of this journey. We continue to invest in our direct-to-consumer platforms, marketplace integrations and omnichannel capabilities so that customers can engage with our brands across physical and digital touchpoints. In parallel, we are strengthening our CRM, Customer Data Platform and enterprise data capabilities, creating a stronger foundation to apply AI and analytics to better understand customer behaviour, improve segmentation and make our engagement increasingly relevant and personalised.

We also recognise that the value of AI depends on adoption by our people. We are building employee awareness and capabilities, providing access to appropriate AI tools for different business needs, and developing selected in-house AI assistants to simplify internal workflows. These initiatives are at different stages of maturity, and we are scaling them in a measured manner with appropriate governance and security controls.

Our objective is to build a scalable, data-led and digitally enabled organisation that can make faster, better-informed decisions, execute more consistently and support MBL's next phase of growth.

Q WHAT PROGRESS DID MBL MAKE ACROSS SUSTAINABILITY AND COMMUNITY IMPACT DURING THE YEAR?

A **Farah Malik Bhanji**: Our footwear recycling programme continued to scale during FY 2025-26. We processed approximately 4,892 tonnes of old and discarded footwear, equivalent to nearly 12.5 million pairs, through environmentally responsible channels.

The collected footwear is segregated by material. Recoverable materials are directed towards recycling, while completely worn-out components are co-processed as an alternative fuel in cement kilns or power-generation facilities. We also sustained our long-term objective of recycling at least one pair for every pair sold, which we achieved ahead of schedule.

Our responsibility extends to the communities connected with our business. During the year, our initiatives supported employability through apprenticeship programmes, access to education, improvements in rural school infrastructure, preventive healthcare and paediatric cardiac care. Our rural development efforts also covered orchard development, farmer livelihoods and water conservation.

These interventions are designed around practical needs and measurable outcomes. We remain focused on programmes where our resources, partnerships and operating reach can create sustained value.



JOURNEY SINCE INCEPTION

Decades of Style and Enterprise

1955



Opened the first Metro store

2000



Launched the Mochi multi-brand outlet format

2009



Launched the Walkway multi-brand outlet format

2010

Launched e-commerce operations

Crossed 100 stores



2015



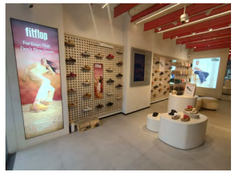
Entered a strategic partnership with Crocs

2021

Entered an exclusive partnership with FitFlop

Crossed 600 stores

Listed on the BSE and NSE



2022

Acquired Cravatex Brands Limited

Secured the exclusive licence for FILA

Secured ownership of Proline brand



2023

Entered a strategic partnership with Foot Locker

Achieved a market capitalisation of US$ 4 billion

Crossed ₹ 2,500 crores in gross sales

2024

Entered an exclusive partnership with New Era

Opened the first Foot Locker store and New Era kiosk in India





2025

Entered an exclusive partnership with Clarks

Launched MetroActiv multi-brand outlets and website

Recycled one pair of footwear for every pair sold

2026

Celebrating 1,000 stores

Crossed 1,000 stores

Crossed ₹ 3,000 crores in gross sales





CORE COMPETENCIES

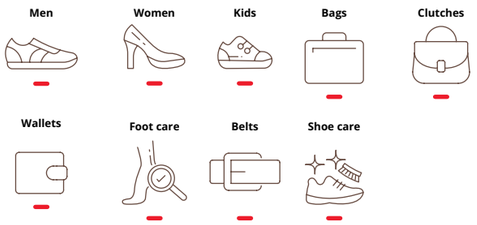
Strengths that Keep Compounding

Our growth is shaped by the way we understand consumers, build brands, scale with discipline and turn every capability into lasting advantage.

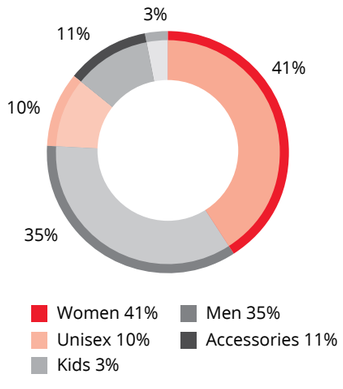
A PORTFOLIO FOR EVERY OCCASION

Our diversified portfolio spans fashion, formal, casual, comfort, value, sports and athleisure categories across age groups and price points. The combination of well-established in-house labels and premium third-party brands enables us to respond to varied consumer preferences, while consistently relevant assortments and experiences support strong customer loyalty.

Product Presence Across Multiple Categories



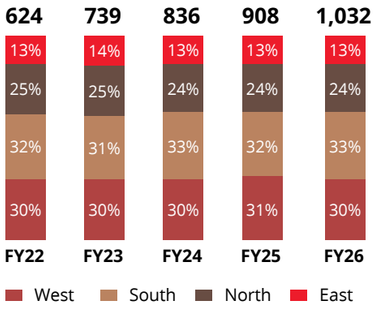
Revenue Breakup - Customer Segment



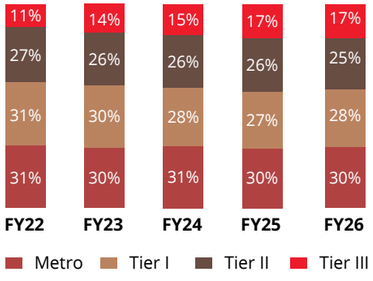
PAN-INDIA RETAIL PRESENCE

We are one of India's largest footwear and lifestyle retail platforms, with stores present across 221 cities and 31 states and Union Territories. Our nine differentiated formats serve metropolitan, Tier I, Tier II and Tier III markets, enabling us to remain accessible to aspirational consumers across diverse geographies and lifestyles.

Presence Across Regions



Increasing Presence in Tier II and Tier III cities



PREFERRED PLATFORM FOR GLOBAL BRANDS

Our consumer understanding, retail reach, digital capabilities and execution discipline make us a strong partner for international brands seeking to build their presence in India. Partnerships with Crocs and FitFlop, followed other recent ones demonstrate our ability to translate global brand propositions into locally relevant and scalable retail platforms.

Why Brands Choose MBL

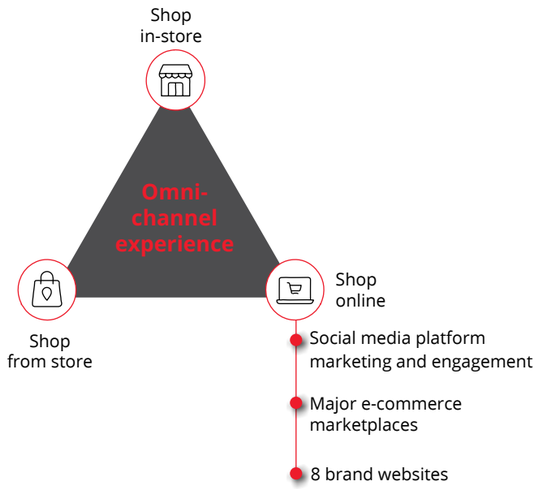
- Strong market presence
- Extensive reach
- Sound store economics
- Omni-channel capabilities





INTEGRATED OMNI-CHANNEL PLATFORM

Our physical network is supported by brand websites, online marketplaces, omni-channel fulfilment and quick-commerce platforms such as Zepto, Blinkit and others. A dedicated Warehouse Management System and Order Management System integrate inventory and order fulfilment across stores and digital channels, improving availability, inventory utilisation and delivery speed. This enables profitable digital growth while maintaining control over product assortment, pricing and brand integrity.



SUSTAINABLE AND RESPONSIBLE GROWTH

Sustainability is embedded in how we manage products, people and communities. Our footwear recovery ecosystem channels discarded footwear towards recycling, co-processing and energy recovery. This is complemented by initiatives spanning employability, education, preventive healthcare, afforestation and water conservation, aligning business growth with wider environmental and social value creation.

~12.5 million pairs

Old & discarded footwear processed during FY 2025-26



CAPITAL-LIGHT BUSINESS MODEL

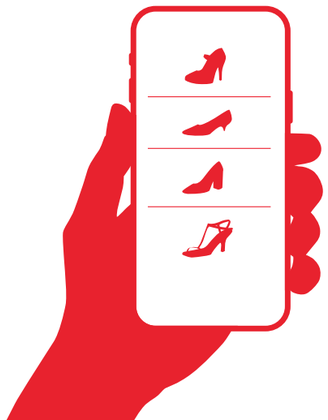
Our capital-light model is anchored in outsourced manufacturing and long-standing vendor relationships. This approach provides flexibility to scale sourcing, refresh assortments and respond to changing demand, while allowing us to direct capital towards brand building, retail expansion, digital capabilities and customer experience.

250+

Vendors dealt with over last three fiscal years

OPERATIONAL EXCELLENCE AT SCALE

Our operating model combines disciplined store selection, agile sourcing and performance-linked execution across a growing retail network. An advanced machine-learning model strengthens demand forecasting and inventory replenishment, helping reduce stock-outs and stale inventory, while WMS, OMS and omnichannel capabilities improve visibility and fulfilment across stores and digital channels. We are also developing in-house AI agents to streamline internal workflows, supported by ongoing upgrades to our POS and enterprise systems. Together, these capabilities enable us to scale with greater speed, availability and operating control.



PROVEN FINANCIAL DISCIPLINE

Our growth is anchored in disciplined capital allocation, prudent inventory management and a sharp focus on profitability. We evaluate expansion with clear return thresholds, maintain control over discounting and working capital, and reinvest selectively in stores, brands, technology and supply-chain capabilities. This approach enables us to pursue growth while protecting margins, cash flows and balance-sheet strength.

13%

CAGR of revenue from operations (FY 2018-19 to FY 2025-26)

14%

CAGR of EBITDA (FY 2018-19 to FY 2025-26)

15%

CAGR of PAT (FY 2018-19 to FY 2025-26)

ENTREPRENEURIAL AND EXPERIENCED LEADERSHIP

Our leadership combines the long-term perspective of a promoter-led organisation with the agility and specialised capabilities of a professional management team. A shared focus on consumer relevance, ownership and disciplined execution enables faster decisions, encourages initiative and keeps the organisation responsive as its scale and portfolio expand.



STORE FORMATS

Designed for Every Consumer

Our formats bring together fashion, comfort, value, sport and self-expression, enabling customers to discover relevant choices across occasions, generations and lifestyles.

Metro Brands ended FY 2025-26 with nine differentiated retail formats across the nation. Each format is built around a distinct consumer proposition, while drawing on the wider strengths of our sourcing, merchandising, digital and customer-engagement platform.

IN-HOUSE BRANDS

METRO



Metro is our flagship multi-brand format, serving across the mid and premium segments. Its thoughtfully curated portfolio spans contemporary footwear for every occasion. Metro offers handbags, wallets, belts and other accessories. Deep consumer insight and localised assortments help the format remain relevant across diverse markets and occasions.

Store format: Multi-Brand Outlet

Market positioning: Mid and premium segment

Stores: 374

Cities: 185

Price range: ₹ 2,000 - ₹ 10,000

Average store size: 1,650 sq. ft.

MOCHI SHOES & ACCESSORIES

Mochi brings a youthful and fashion-forward perspective to footwear and accessories. Its collections move easily across everyday dressing, work, weekends, festive celebrations, evening and party need, combining current trends with wearable design. The format caters to younger consumers while offering choices for the wider family.

Store format: Multi-Brand Outlet

Market positioning: Mid and premium segment

Stores: 288

Cities: 137

Price range: ₹ 2,000 - ₹ 10,000

Average store size: 1,600 sq. ft.





WALKWAY Footwear & Accessories

Walkway makes contemporary footwear accessible to value-conscious families. Its wide assortment across men, women and children combines affordability, practicality and everyday style. The format also supports our growing reach across value and mass markets, where demand for branded and aspirational products continues to expand.

Store format: Multi-Brand Outlet

Market positioning: Value segment

Stores: 103

Cities: 68

Price range: ₹ 300 - ₹ 3,500

Average store size: 1,450 sq. ft.

THIRD-PARTY BRANDS

crocs™

Crocs brings distinctive design expressive personalisation and all-day comfort to consumers across age groups. Its iconic clogs, sandals and lifestyle footwear have built strong relevance across casual, travel and everyday occasions. We continue to deepen the brand's reach through exclusive outlets and its presence across our multi-brand network.

Store format: Exclusive Brand Outlet

Market positioning: Premium segment

Stores: 232

Cities: 100

Price range: ₹ 2,500 - ₹ 7,500

Average store size: 650 sq. ft.

Partnership since: 2015





fitflop

FitFlop combines biomechanical design, comfort technology and contemporary fashion. Its footwear is designed for consumers who seek all day comfort without compromising on style, giving the brand a differentiated position across every day and lifestyle categories.

Store format: Exclusive Brand Outlet

Market positioning: Premium segment

Stores: 13

Cities: 9

Price range: ₹ 4,000 - ₹ 10,000

Average store size: 550 sq. ft.

Partnership since: 2021



Foot Locker

Foot Locker is a global leader in sports, athleisure and sneaker culture, recognised for creating premium retail experiences centred on self-expression and community. In India, it offers a curated assortment of leading footwear and apparel brands through an immersive, multi-brand format designed for the country's next-generation of sneaker enthusiasts.

Store format: Multi-Brand Outlet

Market positioning: Premium segment

Stores: 6

Cities: 4

Price range: ₹ 6,000 - ₹ 19,000

Average store size: 6,000 sq. ft.

Partnership since: 2023

FILA

FILA is one of the world's fastest-growing sportswear brands, backed by a rich 110-year heritage and a presence across nearly 70 countries. As its master licensee across India and select South Asian markets, we have the flexibility to design locally relevant products and shape sourcing around market needs. During FY 2025-26, we continued resetting the brand for India through a sharper assortment, defined pricing architecture and increased local sourcing. Two exclusive outlets were added in the final quarter, taking the network to four stores.

Store format: Exclusive Brand Outlet

Market positioning: Premium segment

Stores: 4

Cities: 3

Price range: ₹ 2,000 - ₹ 12,000

Average store size: 800 sq. ft.

Partnership since: 2022



new era

New Era, globally brings more than a century of authentic sporting heritage into contemporary fashion and street culture. Its distinctive headwear connects global sports identities with personal style, giving the brand strong relevance among young and expressive consumers worldwide. Following the launch of its first kiosk in Bengaluru, the brand expanded to four stores and five kiosks across five cities. Its physical presence is complemented by a dedicated online platform, widening access to its globally relevant portfolio of licensed sports and lifestyle collections.

Store format: Exclusive Brand Outlet

Retail presence: 4 stores and 5 kiosks

Market positioning: Premium lifestyle segment

Cities: 5

Price range: ₹ 3,000 - ₹ 4,500

Partnership since: 2024



Note: Store counts are as of March 31, 2026. Numbers and percentages have been rounded. Price ranges represent the MRP of inventory comprising broadly 85% of the inventory value for the respective format.

NEW DIRECTIONS IN STYLE

METROACTIV™

PERFORMANCE
TAKES CENTRE STAGE

MetroActiv marked our entry into the dedicated sports-performance and athleisure retail segment. Conceived as a dynamic multi-brand destination, the format brings leading global names such as Nike, adidas, Puma, ASICS, Skechers, New Balance, FILA and New Era together under one roof.

Its curated assortment spans running, walking and specialised sports, helping customers make informed choices based on activity, performance and lifestyle needs. The first three stores were launched in Indore, Dehradun and Jodhpur, supported by the dedicated metroactiv.com digital platform.

Store format: Multi-Brand Outlet

Market positioning: Premium sports and athleisure

Stores: 3

Cities: 3

Price range: ₹ 3,000 - ₹ 12,000

Average store size: 3,000 sq. ft.

10+ GLOBAL BRANDS
CURATED ASSORTMENT

METROACTIV PACERS
EXPERT GUIDANCE OF PACERS

GET ACTIVE SUNDAYS BY METROACTIV
COMMUNITY FIRST

To champion this movement, making active living accessible, aspirational, and part of everyday life.

Delivers curated access to performance and sports wear — powered by brands, expertise & community.



Clarks®

HERITAGE COMFORT,
REINTRODUCED

Our partnership with Clarks

Our long-term exclusive partnership with Clarks strengthens our premium comfort-led portfolio. The agreement gives Metro Brands distribution rights across physical retail, multi-brand outlets, digital commerce and other channels in India and select South Asian markets.

FY 2025-26 highlights

- Launched Clarks through our direct-to-consumer platform and leading online marketplaces
- Introduced the women's Cloudsteppers range across approximately 300 Metro and Mochi stores, receiving encouraging consumer interest
- Combined Clarks' global heritage and comfort expertise with our retail reach, local market understanding and omnichannel capabilities



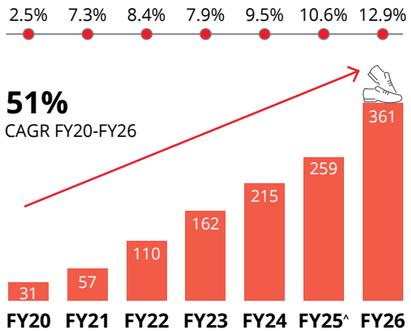
E-COMMERCE OPERATIONS

The Digital Storefront

Our e-commerce ecosystem extends the Metro Brands experience beyond the store, making our brands easier to discover, explore and purchase across digital touchpoints. We combine direct-to-consumer websites, leading marketplaces, social media and omni-channel fulfilment to serve customers with greater choice, convenience and continuity.

Our E-commerce Model Momentum

Online + Omni-channel



Note:
**Revenue is net of returns and discounts.*
^FILA included since FY25

Digital Growth in FY 2025-26

The year's growth was supported by investments in direct-to-consumer platforms, omni-channel technology, digital marketing and specialised capabilities. The year also marked our presence across quick-commerce platforms like Blinkit, Zepto and others. Our physical and digital networks are increasingly working as one connected ecosystem, allowing customers to engage with our brands across stores, websites and marketplaces.

39%

Growth in e-commerce revenue

12.9%

Contribution to overall revenue

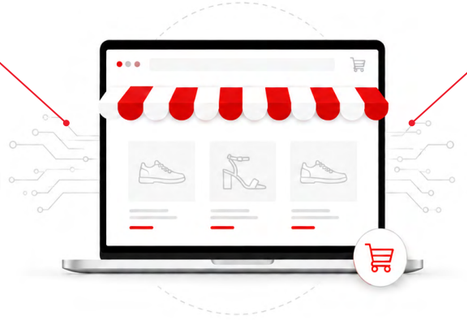
Digital Commerce Channels

Customers can purchase across marketplaces and dedicated digital platforms:

1

Own-brand websites

metroshoes.com | mochishoes.com | walkwayshoes.com | metroactiv.com

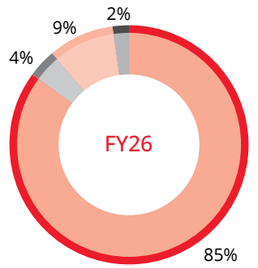


2

Exclusive brand websites

fitflop.in | fila.co.in | neweracap.in | clarks.in

Revenue Breakup - Instore & E-commerce



Instore 85% | Omnichannel 4%
Online 9% | Others 2%

As a % of Standalone Revenue from Operations.

Staying Visible Where Shoppers Look First

The consumer discovery journey has transformed rapidly, with online search now the default starting point for almost every need – including shopping and product-related decisions. Search is moving beyond conventional engines towards conversational AI, visual discovery and platform-led recommendations. We are strengthening our digital discovery and content, product information and search architecture to remain visible wherever purchase journeys begin, across Google, AI searches, websites, marketplaces and quick-commerce platforms.





RETAIL NETWORK

Presence that Keeps Expanding

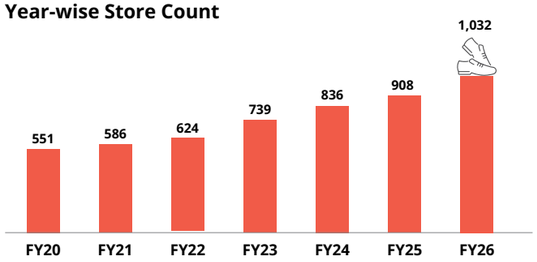
Our retail network is where brands become experiences and consumer insight becomes local relevance. Across formats, cities and customer segments, every store brings us closer to how India shops, celebrates, works, moves and expresses itself.

A Milestone Built Store by Store

FY 2025-26 marked a defining moment as our network crossed 1,000 stores. We closed the year with 1,032 stores across 221 cities and 31 states and Union Territories, creating one of India's largest speciality footwear retail platforms.

The milestone reflects more than physical scale. Each store extends access to our brands, deepens our understanding of local preferences and strengthens the platform through which we serve diverse lifestyles, occasions and price points.

Year-wise Store Count



Stores at the Centre of a Connected Experience

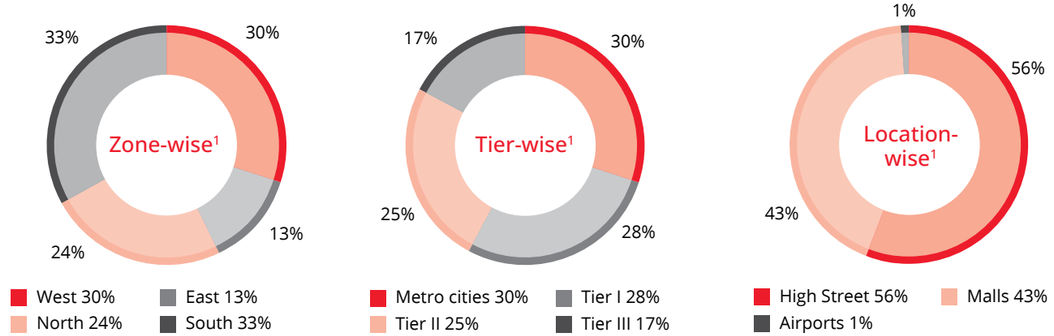
Our stores remain the physical backbone of the customer experience while increasingly supporting the wider omni-channel ecosystem. They provide spaces for discovery, trial and personalised assistance, while connected inventory and digital fulfilment capabilities allow the network to serve customers beyond each store's immediate catchment.

Our company-owned and company-operated model gives us direct control over store economics, assortment, inventory, service standards and customer experience. This enables us to refine each format continuously and scale only where the operating model is proven and financially viable.

Walkway is central to our expansion in the value segment, particularly across Tier 2 and Tier 3 cities. This year witnessed a 47% addition to the Walkway stores. The format serves aspirational consumers seeking contemporary footwear at accessible price points. Its rollout is being calibrated to local market conditions, with a sharp focus on merchandise relevance, store productivity and sustainable returns.

Having crossed an important milestone, our focus remains on strengthening presence in established markets, entering new cities selectively and expanding formats where we see clear consumer relevance. Each addition will continue to be guided by disciplined economics and a simple objective: to bring the right brand, assortment and experience closer to the right customer.

PAN India Presence with 1,032 Stores | 221 Cities | 31 States and UTs (As of March 2026)



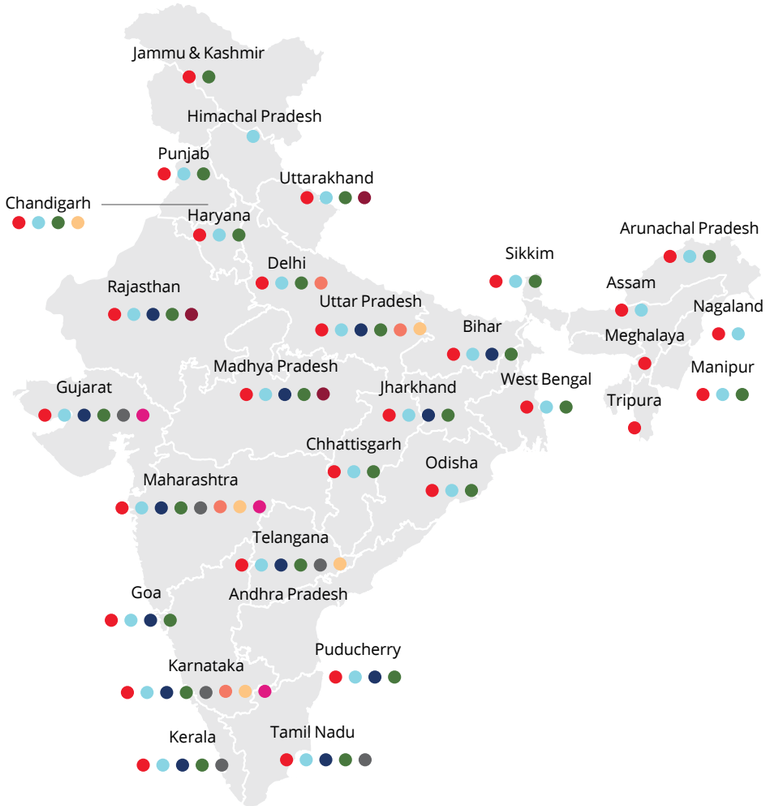
Primarily follows "Company Owned and Company Operated" (COCO) model of Retailing

[1] Total Store Split as of March 2026

A Network Shaped for India

Our presence spans major consumption centres and emerging markets, supported by a balanced distribution across regions and city tiers. Our network is also geographically diversified, with the South and West forming the largest regions, alongside a growing presence across northern and eastern India. This breadth reduces dependence on any single market while allowing formats and assortments to be aligned with local demand.

Our Retail Outlet Network









Stores Across the Country

METRO	374	MOCHI	288	WALKWAY	103
crocs	232	fitflop	13	Foot Locker	6
new era	9	FILA	4	METROACTIV	3

Note - Map is not to scale and is for illustrative purposes only.

TESTIMONIALS

What Our Stakeholders Perceive



Mr. Waris Ahmed
Area Manager, Mochi

I joined Metro Brands in 2010 and currently work as an Area Manager. The continuous opportunities to grow and the encouragement to aspire to higher roles have motivated me to remain with the Company. One of my most memorable experiences was meeting our Chairman, Rafique Sir, and Farah Ma'am in 2019. The interaction inspired me to perform even better.

Metro Brands has supported my growth by recognising performance and rewarding hard work at every stage of my career. I appreciate the ownership culture, which encourages employees to take responsibility and make decisions with confidence. I also value the continuous guidance from my seniors and the performance-driven work environment.

My journey began as a Maliaman (Stock Boy), followed by roles as Salesman, Assistant Manager and Store Manager, before progressing to my current position as Area Manager. Metro Brands stands apart for its culture of ownership, where employees are trusted to take responsibility and lead from the front.

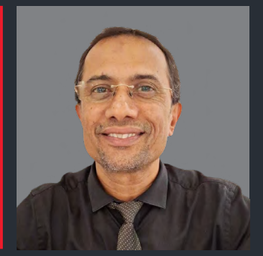
M/s VK Footwear
Vendor

I have been associated with Metro Brands Limited for over 22 years. What has kept me connected with the Company is its consistent growth, supportive relationships and opportunities for professional development. It has been memorable to witness the journey from a time when products carried little branding to seeing the Metro and Mochi names prominently represented on them today.

Product development has always been a collaborative process. While developing new articles for Metro and Mochi, the Company gives us the freedom to explore new designs and varieties. Regular orders and exposure to changing market requirements have also helped me strengthen my skills and grow in the footwear business.

I particularly value the culture of teamwork, innovation and mutual respect that Metro Brands shares with its vendor partners. The stability, consistency and positive working environment have made this long association both fulfilling and enjoyable.





Mr. Jamshed Pasha
Store Manager, Metro

I have been working with Metro Brands for the past 16 years and currently serve as a Store Manager. The opportunities for growth, the Company's vision and the support I have received throughout my journey have kept me closely connected to the organisation.

One of the most memorable moments of my career was receiving an early promotion to Store Manager, which motivated me to take on greater responsibilities. Metro Brands has always supported me through challenging situations and encouraged my professional development.

I appreciate the Company's culture of trust, support and ownership, where employees are empowered to take responsibility for their work. I particularly value the spirit of teamwork, as everyone works together with mutual respect, irrespective of designation. I began my career as a Salesman in 2008, became an Assistant Manager in 2009 and subsequently progressed to Store Manager. I believe Metro Brands' ownership culture is what makes the Company truly distinctive.



Mr. Riyaz Malek
Area Manager, Metro

I have been a part of Metro Brands since 2005 and currently serve as an Area Manager. Over the years, the Company's continued support, structured training and encouragement to improve both personally and professionally have motivated me to remain with the organisation.

Every promotion I have received has been a memorable milestone and a reminder that dedication and hard work are recognised. The Company has consistently supported my growth through timely appraisals, appreciation, trust and opportunities to assume greater responsibilities.

My journey began as a Semi Salesman in 2005, after which I progressed through the roles of Assistant Manager and Store Manager before becoming an Area Manager. What I appreciate most is the teamwork, constructive feedback and strong support system among colleagues. I believe Metro Brands stands apart because of its employee-first culture.

Responsibility at the Heart of Progress

Our responsibility extends beyond the products we sell and the stores we operate. We use our reach, partnerships and capabilities to keep footwear in productive use for longer, conserve natural resources and widen access to skills, education and healthcare. Each initiative is designed around practical outcomes, with progress reflected in the waste responsibly processed, communities supported and opportunities created.



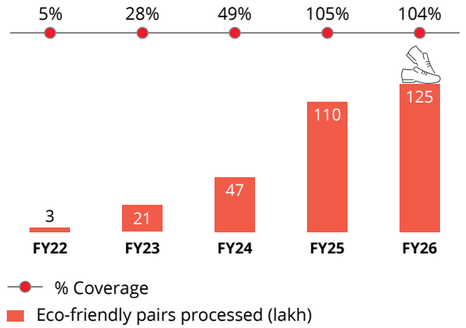
ENVIRONMENTAL RESPONSIBILITY

VATAVARAN

GIVING EVERY PAIR A RESPONSIBLE AFTERLIFE

We collect old and discarded footwear and process it through an environmentally responsible system. The footwear is sorted, cut and separated by material. Recoverable material are directed towards recycling, while non-recoverable material are co-processed in cement kilns or power-generation units as a substitute for coal.

Metro Brands - Vatavaran
(Project achievements till date)



~4,892 tonnes
Discarded footwear processed

~12.5 million pairs
Processed responsibly

One pair recycled for every pair sold

Aligned UN SDGs





GRAMEEN VIKAS

GROWING LIVELIHOODS. RESTORING RESOURCES.

In partnership with the Aga Khan Rural Support Programme (India), we are supporting farming communities in remote villages of Gujarat through Mango orchard development and water conservation. The programme aims to help farmers establish fruit-bearing plantations, creating a long-term source of income while improving local green cover. The refurbishment of water-harvesting structures will strengthen groundwater recharge and improve water availability, bringing livelihood creation and ecological restoration together within community-led initiative.

~25,000

Fruit-bearing trees targeted

500

Farmer households targeted

6

Water-harvesting structures to be restored

Aligned UN SDGs









SOCIAL RESPONSIBILITY

KAUSHALYA

STRENGTHENING EMPLOYABILITY

Through the National Apprenticeship Promotion Scheme, we provide unemployed youth with practical, on-the-job exposure across our retail network. The programme enables trainees to understand store operations, customer service and workplace practices within a live business environment, strengthening their readiness for formal employment. It also creates a trained talent pipeline that can support our growing store network, allowing social impact and organisational capability to progress together.

400+

Young people trained during FY 2025-26

Aligned UN SDGs





SHIKSHA

KEEPING EDUCATION WITHIN REACH

We supported the education of children from underprivileged families in Maharashtra and Gujarat by sponsoring their school fees and counselling expenses through the Fidai Girls Educational Institution. The initiative helps children remain connected with formal education while providing families with guidance and support through counselling. By addressing both financial and personal barriers, the programme seeks to create greater continuity in learning and strengthen the confidence of students as they progress through school.

60+

Children supported

Aligned UN SDGs







SHIKSHA

MAKING LEARNING SPACES WORK BETTER

In partnership with the Studeasy Bharat Foundation, we strengthened the learning environment across four rural schools in Maharashtra. Smart-classroom infrastructure and library books were provided across the schools, alongside location-specific improvements covering roofs, laboratories, kitchens, corridors, flooring, painting and boundary infrastructure. The work was undertaken across Ratnagiri, Sindhudurg and Raigad districts, helping create safer, better equipped and more engaging spaces for students and teachers.

4

Rural schools supported

3 districts

Ratnagiri, Sindhudurg and Raigad

Aligned UN SDGs





SHIKSHA

CREATING A SPACE FOR IDEAS TO GATHER

We supported the Sabrahad Educational Society in constructing a lecture theatre and conference room designed for collective learning. The facility provides a dedicated setting for seminars, workshops, guest lectures, conferences and other academic activities involving larger groups of students. By strengthening institutional infrastructure, the initiative creates more opportunities for knowledge exchange, interaction with external experts and learning beyond the conventional classroom.

1

Lecture theatre and conference facility

Aligned UN SDGs



SWASTHYA

TAKING PREVENTIVE HEALTHCARE CLOSER

In partnership with Prince Aly Khan Hospital, we promoted awareness and early detection of hypertension, diabetes and oral cancer among cobblers and other vulnerable communities. Screening was complemented by counselling, follow-up support and linkages to government health schemes, helping beneficiaries access continued treatment where required. The initiative recognises that early diagnosis and informed lifestyle choices can significantly improve health outcomes within communities that often have limited access to preventive care.

~2,000

Cobblers and community members covered through screening

3 health priorities

Hypertension, diabetes and quitting/reduction of Tobacco consumption



Aligned UN SDGs

SWASTHYA

GIVING YOUNG HEARTS A STRONGER START

Through the Have a Heart Foundation, we supported corrective heart surgeries for children requiring specialised medical intervention. The programme helped families access critical treatment that may otherwise have remained financially difficult to obtain. By enabling timely surgical care, the initiative aims to improve long-term health outcomes and give each child the opportunity to return to education, play and everyday life with renewed strength.

5

Paediatric heart surgeries supported



Aligned UN SDGs



FINANCIAL PERFORMANCE

Value in Every Measure

10-Year Financial Highlights

(Amount in ₹ crores)

Particulars	2016-17	2017-18	2018-19^	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
No. of Showrooms*	362	419	504	551	586	624	739	836	908	1,032
Revenue from Operations	954.64	1,085.30	1,217.07	1,285.16	800.06	1,342.93	2,127.10	2,356.70	2,507.39	2,863.63
Increase Over Previous Years	18.9%	13.7%	12.1%	5.6%	-37.7%	67.9%	58.4%	10.8%	6.4%	14.2%
Earnings Before Interest, Tax and Depreciation (EBITDA)	154.66	226.41	337.33	353.51	172.08	410.41	680.78	702.59	760.41	868.98
Profit Before Tax	148.41	214.90	228.13	218.42	84.51	283.14	489.09	465.40	503.57	551.25
Profit After Tax (PAT)	97.69	142.28	152.73	160.57	64.62	214.20	365.39	415.47	354.46	415.89
Dividend Payout (%)#	24.5%	20.6%	25.2%	24.8%	61.6%	28.5%	29.7%	32.7%	153.6%&	39.3%
Equity Share Capital	14.73	14.73	132.77**	132.77	132.77	135.75	135.87	135.95	136.12	136.27
Net Worth	479.25	591.78	669.38	830.76	847.43	1,287.14	1,574.13	1,893.09	1,737.97	2,026.70

^ Restated Consolidated Financial information are prepared by the Company in accordance with the requirements of Section 26 of Part of Chapter of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI

** Stores count for MBL Standalone*

*** Bonus issue in the Ratio 8:1 in Financial year 2018-19*

 # Computed basis dividend declared for particular financial year.

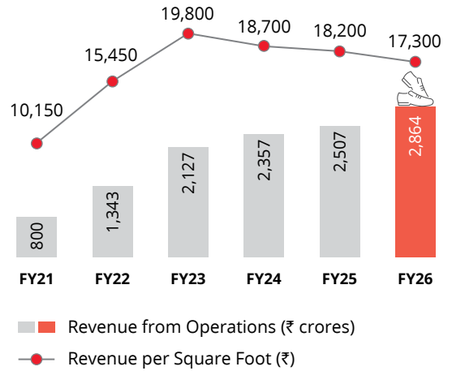
& Without special dividend, dividend payout ratio is 42.2%

Key Indicators

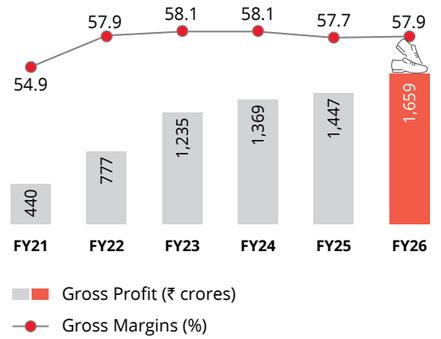
Particulars	2016-17	2017-18	2018-19^	2019-20	2020-21	2021-22	2022-23	2023-24	2024-25	2025-26
Gross Margins (%)	49.3	55.2	54.9	55.6	54.9	57.9	58.1	58.1	57.7	57.9
EBITDA Margins (%)	16.2	20.9	27.7	27.5	21.5	30.6	32.0	29.8	30.3	30.3
PAT Margins (%)	10.2	13.1	12.5	12.5	8.1	15.9	17.2	17.6	14.1	14.5
Return on Capital Employed (ROCE) (%)	30.6	36.0	25.9	20.1	9.6	17.8	23.2	19.1	21.3	19.6
Return on Equity (ROE) (%)	20.4	24.0	22.8	19.3	7.6	16.6	23.2	21.9	20.4	20.5

^ Restated Consolidated Financial Information are prepared by the Company in accordance with the requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013, relevant provisions of the SEBI ICDR Regulations, and the Guidance Note on Reports on Company Prospectuses (Revised 2019) issued by the ICAI

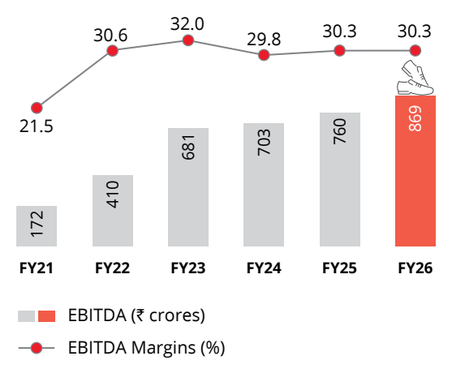
Revenue from Operations



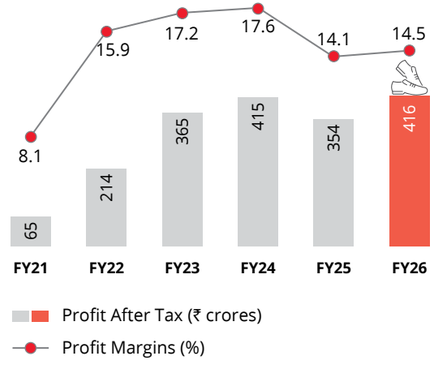
Gross Profit & Gross Margins



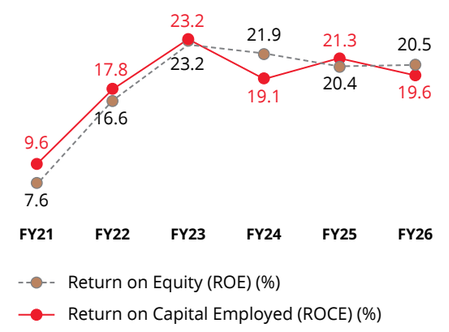
EBITDA & EBITDA Margins



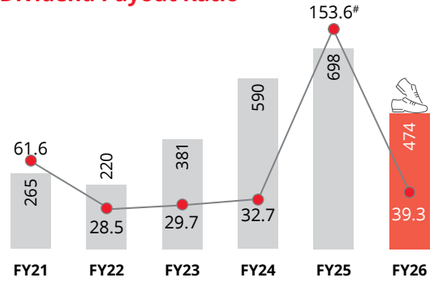
Profit After Tax & Profit Margins



Return on Equity & Return on Capital Employed



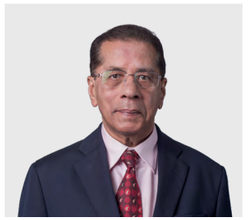
Operating Cash Flow & Dividend Payout Ratio



 # Without special dividend, dividend payout ratio is 42.2%
Numbers are rounded off; ROE is calculated as profit after tax for the year divided by total equity ; ROCE is calculated as EBIT divided by Capital Employed (Total Assets less current liabilities) ; Dividend payout is computed basis dividend declared for the particular financial year.

BOARD OF DIRECTORS

Wisdom Behind the Direction



Mr. Rafique Abdul Malik
Chairman

Mr. Rafique Abdul Malik brings over 50 years of experience in footwear retail. He holds a bachelor's degree in commerce and has attended the Owner/President Management Program at the Harvard Graduate School of Business. He has been associated with the Company since January 1977.



Ms. Farah Malik Bhanji
Managing Director

Ms. Farah Malik Bhanji brings over 25 years of experience in footwear retail. She holds bachelor's degrees in Arts and BBA from the University of Texas at Austin. She also attended the Owner/President Program at the Harvard Graduate School of Business. She has been associated with the Company since December 2000.



Ms. Alisha Rafique Malik
Whole-time Director

Ms. Alisha Rafique Malik holds a bachelor's degree in Arts (Finance) from the University of Northumbria, conducted at the Welingkar Institute of Management Development and Research. She has been associated with the Company since July 2009.



Mr. Vikas Vijaykumar Khemani
Independent Director

Mr. Vikas Vijaykumar Khemani is a Fellow Member of ICAI, a CFA Charter Holder and a member of ICSI. He currently serves on the Boards of Carnelian Asset Management and Advisors Pvt. Ltd., BSAS Infotech Ltd. and Tibbs Foods Pvt. Ltd.



Mr. Mithun Padam Sacheti
Independent Director

Mr. Mithun Padam Sacheti holds a bachelor's degree in commerce from Sydenham College of Commerce and Economics, Mumbai. He is also a certified Gemologist from the Gemological Institute of America (GIA). He previously served as Founder, CEO and Managing Director of CaratLane.



Mr. Bhaskar Bhat
Independent Director

Mr. Bhaskar Bhat holds a degree in Mechanical Engineering from IIT Madras and a PGDBM from IIM Ahmedabad. He previously served as the Managing Director of Titan Company Ltd. He is presently serving on the Boards of Marico Limited, Kansai Nerolac Paints, LUCAS TVS Ltd., Orange County Resorts & Hotels Ltd., and IITM Pravartak Technologies Foundation.



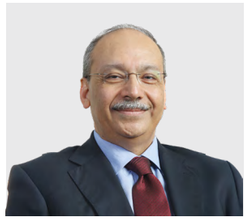
Mr. Mohammed Iqbal Hasanally Dossani
Whole-time Director

Mr. Mohammed Iqbal Hasanally Dossani holds a bachelor's degree in commerce, in Financial Accounting and Auditing. He was previously associated with M/s Workforce Media Network and Schefata Pharmaceutical & Development Laboratories.



Mr. Utpal Hemendra Sheth
Non-Executive Director (Nominee)

Mr. Utpal Hemendra Sheth is a Cost Accountant and Chartered Financial Analyst from ICFAI. He also holds a bachelor's degree in commerce. He is currently serving as the CEO of Rare Enterprises.



Mr. Arvind Kumar Singhal
Independent Director*

Mr. Arvind Kumar Singhal holds a Bachelor of Engineering degree from IIT Roorkee and an MBA from the University of California, Los Angeles, USA. He is presently serving as the Managing Director of Technopak Advisors Pvt. Ltd.

**Ceased to be Independent Director w.e.f. August 10, 2026, on account of completion of his second term.*



Ms. Radhika Piramal
Independent Director

Ms. Radhika Piramal holds a BA from the University of Oxford and an MBA from Harvard Business School. She is currently serving as the Executive Director of VIP Industries Ltd. She also serves on the Boards of Chalet Hotels Ltd., GiveOut, and Dasra. She was the Managing Director & CEO of VIP Industries from 2010 to 2017.



Mr. Sonny Iqbal
Independent Director#

Mr. Sonny Iqbal holds a BA (Hons) from St. Stephen's College, University of Delhi; an MBA in Marketing from the University of Surrey, UK; and a Postgraduate Diploma from the Oberoi Centre for Learning and Development. He spent 27 years at Egon Zehnder, helping establish its New Delhi, Bengaluru, and Mumbai offices, and continues as a Senior Advisor. He is also a Senior Advisor at ChrysCapital. He advises listed and family-owned enterprises on governance, succession, professionalisation, and conflict resolution, and coaches senior leaders on transformation.

#Appointed as Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 05, 2026.

MANAGEMENT TEAM

Team Behind the Execution



Ms. Farah Malik Bhanji
Managing Director

Ms. Farah Malik Bhanji brings over 25 years of experience in footwear retail. She holds bachelor's degrees in Arts and BBA from the University of Texas at Austin. She also attended the Owner/President Program at the Harvard Graduate School of Business. She has been associated with the Company since December 2000.



Mr. Nissan Joseph
Chief Executive Officer

Mr. Nissan Joseph holds an MBA in International Business from Western Sydney University. He was previously associated with Payless Shoes Pty Ltd, Hickory Brands Inc, Crocs, MAP Active, and Planet Sports Inc.



Ms. Alisha Rafique Malik
Whole-time Director and President

Ms. Alisha Rafique Malik holds a bachelor's degree in Arts (Finance) from the University of Northumbria, conducted at the Welingkar Institute of Management Development and Research. She has been associated with the Company since July 2009.



Mr. Kaushal Khodidas Parekh
Chief Financial Officer

Mr. Kaushal Khodidas Parekh holds a Bachelor of Commerce degree in Financial Accounting and Auditing and is a qualified Chartered Accountant and Company Secretary. He was previously associated with PwC, Ernst & Young, and N. M. Raiji & Co.



Mr. Mohit Dhanjal
Chief Operating Officer

Mr. Mohit Dhanjal holds a degree in Hotel Management from IHM and a Bachelor's degree in Sociology, Public Admin and Political Science. He has also done an Executive Program from Cornell University Previously associated with ITC, Tata, HUL, Raymonds, and Reliance.

Corporate Information

BOARD OF DIRECTORS

Mr. Rafique Abdul Malik
Chairman

Ms. Farah Malik Bhanji
Managing Director

Ms. Alisha Rafique Malik
Whole-time Director

Mr. Mohammed Iqbal Hasanally Dossani
Whole-time Director

Mr. Utpal Hemendra Sheth
Non-Executive Director (Nominee)

Mr. Arvind Kumar Singhal
Independent Director*

Mr. Vikas Vijaykumar Khemani
Independent Director

Mr. Mithun Padam Sacheti
Independent Director

Mr. Bhaskar Bhat
Independent Director

Ms. Radhika Piramal
Independent Director

Mr. Sonny Iqbal
Independent Director#

CHIEF EXECUTIVE OFFICER

Mr. Nissan Joseph

CHIEF FINANCIAL OFFICER

Mr. Kaushal Khodidas Parekh

CHIEF LEGAL OFFICER, COMPANY SECRETARY & COMPLIANCE OFFICER

Ms. Deepa Sood

CORPORATE IDENTIFICATION NUMBER (CIN)

L19200MH1977PLC019449

REGISTERED AND CORPORATE OFFICE

401, Zillion, 4th Floor,
LBS Marg and CST Road Junction,
Kurla (West), Mumbai - 400070

STATUTORY AUDITORS

S R B C & CO LLP, Chartered Accountants
The Ruby, 12th Floor,
29 Senapati Bapat Marg,
Dadar (W), Mumbai - 400028

REGISTRAR AND SHARE TRANSFER AGENTS

MUFG Intime India Private Limited
C-101, First Floor, 247 Park,
Lal Bahadur Shastri Marg, Vikhroli (West),
Mumbai - 400083
Tel No: 022 - 49186000
E-mail: investor.helpdesk@in.mpms.mufg.com

BANKERS

ICICI Bank Limited
HDFC Bank Limited
State Bank of India
Bank of Baroda

WEBSITE

www.metrobrands.com

INVESTOR GRIEVANCE

Email Address
investor.relations@metrobrands.com



**Ceased to be Independent Director w.e.f. August 10, 2026, on account of completion of his second term.*
#Appointed as Additional Director in the capacity of Non-Executive Independent Director w.e.f. August 05, 2026.

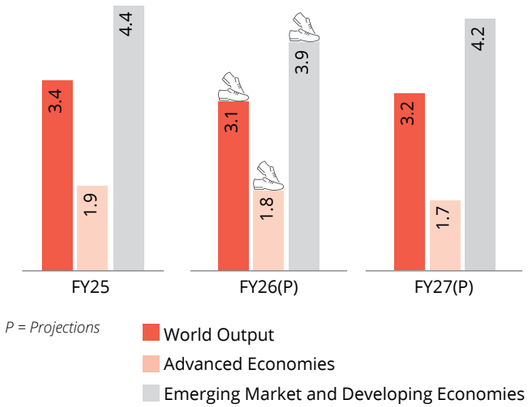
Management Discussion & Analysis

Global Economy

The global economy exhibited sustained buoyancy throughout 2025, despite an increasingly complex operating environment. Economic growth was supported by resilient consumer spending, continued investment in technology and digital infrastructure, easing inflationary pressures and relatively strong labour market conditions across major economies. At the same time, geopolitical tensions, evolving tariff measures and trade policy uncertainties continued to influence global economic activity and business sentiment.

World GDP expanded by 3.4%, with advanced economies growing by 1.9%, while emerging market and developing economies outperformed with growth of 4.4%, led by India and China.

Global Real GDP Growth



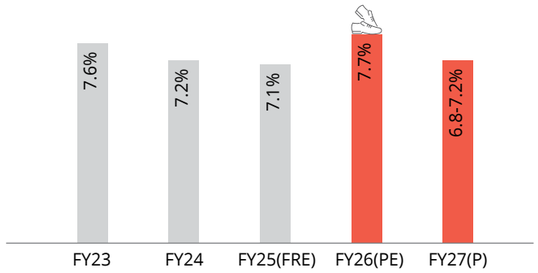
(Source: World Economic Outlook (IMF), WEO (IMF)-April)

Indian Economy

India remained among the world's fastest-growing major economies during FY 2025-26, supported by resilient domestic demand, robust investment activity and continued structural reforms. With a nominal GDP of approximately US$ 3.92 trillion in 2025, the country continues to rank among the world's largest economies despite a moderation in its global ranking from fourth to sixth position. Inflation remained relatively benign, with average headline Consumer Price Index (CPI) inflation at 1.7% during the first nine months of FY 2025-26 and 3.4% as of March 2026, as estimated by the Ministry of Statistics and Programme Implementation (MoSPI). Stable domestic demand, fiscal discipline and continued expansion in bank credit further supported the country's macroeconomic stability.

According to the MoSPI's Provisional Estimates (PE), real GDP is projected to grow by 7.7% respectively, reflecting the strength of the country's domestic demand-driven growth model.

India's GDP Growth Rate



FRE = First Revised Estimate; PE = Provisional Estimates; P = Projections

Supported by a stable macroeconomic environment, improving consumer sentiment and ongoing structural reforms, India remains well-positioned to navigate external uncertainties while sustaining long-term economic growth. Continued progress in infrastructure development, industrial expansion and domestic consumption is expected to support broad-based economic activity across sectors. Rising disposable incomes, increasing urbanisation and continued premiumisation trends are expected to support consumer demand across discretionary spending categories.

(Source: PIB, Worldometer- IMF, MoSPI)

Indian Footwear Industry Overview

The Indian footwear industry is one of the largest segments of the country's retail market and remains among the leading employment-generating industries. Valued between US$ 17–18 billion in 2024, the industry is projected to grow at a CAGR of 10.1% during 2025–2033. Growth in the organised sector is expected to outpace the broader market, supported by increasing demand for branded products, premiumisation, expansion of modern retail formats, deeper penetration into Tier II and Tier III cities, and the continued growth of omni-channel retailing.

Consumer preferences continue to evolve, with rising demand for footwear that combines comfort, functionality and style across formal, casual, ethnic, sports and athleisure categories. Increasing brand consciousness and higher discretionary spending are further supporting the shift towards organised retail and branded offerings.

The Sports & Athleisure category continues to be one of the key growth drivers of the Indian footwear industry. Rising health awareness, increasing participation in fitness and recreational sports, government initiatives promoting sports, and evolving lifestyle preferences are driving demand for performance and lifestyle footwear. The athleisure trend, blending comfort, style and functionality, continues to witness strong double-digit growth and is expected to remain a standout segment in the years ahead. India's branded Sports & Athleisure footwear market is projected to grow at a 13% CAGR between FY 2024-25 and FY 2044-45, positioning organised multi-brand footwear retailers to benefit from this expanding opportunity.

Opportunities and Threats

Opportunities

- **Premiumisation of Consumer Demand:** Rising disposable incomes, increasing brand consciousness and evolving lifestyle preferences are creating significant opportunities for organised players to strengthen their premium product portfolio and cater to growing demand for branded, comfort-led and aspirational footwear categories. The increasing preference for higher-value products is also expected to support margin expansion and improve profitability.

- **Expansion of Organised Retail and Omni-channel Ecosystem:** The continued shift from unorganised to organised retail, supported by the expansion of Exclusive Brand Outlets, Multi-Brand Outlets and digital platforms, presents significant opportunities to expand market penetration and enhance customer engagement. The increasing integration of online and offline channels is expected to improve accessibility and provide a seamless consumer experience across touchpoints.

- **Growing Demand for Sports and Athleisure Footwear:** Rising health awareness, increasing participation in fitness activities and the growing acceptance of athleisure as an everyday lifestyle category are creating opportunities for companies to expand their presence across sports-inspired and casual footwear segments. The broadening consumer base beyond traditional sports users is expected to support long-term category growth.

- **Demographic Advantage and Urbanisation-led Consumption:** India's favourable demographic profile, rapid urbanisation and rising aspirations across emerging cities provide a significant long-term opportunity for organised footwear players to deepen market penetration. Increasing workforce participation and changing consumption patterns in Tier II and Tier III markets are expected to support sustained demand across multiple footwear categories.

- **Emerging Markets in Tier II and Tier III Cities:** Rising incomes, increasing brand consciousness and greater digital penetration are driving demand for branded footwear across Tier II and Tier III cities. The expansion of organised retail infrastructure and improved accessibility through omni-channel platforms present significant opportunities for footwear retailers to deepen market penetration and tap into new consumer segments.

Threats

- **Intensifying Market Competition:** The Indian footwear industry continues to witness increasing competition from organised domestic brands, international players, digital-first retailers and e-commerce platforms, resulting in heightened pressure on pricing, customer acquisition and market share.

MBL continues to strengthen its competitive positioning through its diversified brand portfolio and family-oriented retail proposition catering to multiple consumer segments. The Company is expanding its omni-channel presence, strengthening its footprint across B2C and B2B marketplaces and enhancing customer engagement through its digitised loyalty programmes. Its extensive customer data and analytics capabilities enable targeted marketing initiatives, optimised product offerings and improved customer retention.

- **Volatility in Raw Material Costs and Supply Chains:** Disruptions in global supply chains, fluctuations in sourcing costs and pricing pressures arising from increased online discounting may impact product availability, inventory planning and profitability across the organised footwear industry.

  The Company continues to focus on maintaining operational efficiency through prudent inventory management, diversified sourcing strategies and disciplined pricing practices. MBL also adopts a calibrated promotional approach and controlled discounting across digital channels to protect margins while maintaining competitiveness.

- **Vendor Concentration Risk:** Dependence on a limited number of suppliers and brand partners for certain product categories may expose the Company to supply disruptions, procurement challenges and potential constraints in product availability.

  The Company continues to diversify its sourcing base and strengthen relationships with multiple vendors and strategic partners across product categories. Its broad supplier network and long-standing industry relationships help mitigate supply risks and ensure continuity of operations.

- **Changing Consumer Preferences and Fashion Trends:** Rapidly evolving fashion trends, changing consumer expectations and shorter product life cycles require continuous product innovation and agile merchandising strategies. Failure to respond effectively to these shifts may result in inventory obsolescence and reduced consumer relevance.

  MBL continuously refreshes its product portfolio to align with evolving fashion trends and changing consumer preferences across age groups and customer segments. Its diversified brand portfolio, regular assortment updates and extensive use of digital marketing and e-commerce platforms enable the Company to respond swiftly to emerging trends and strengthen customer engagement.

- **Counterfeit Products and Intellectual Property Infringement:** The prevalence of counterfeit products and unauthorised use of trademarks may adversely affect brand reputation, consumer confidence and legitimate sales.

  The Company continues to actively protect its intellectual property rights through trademark registrations, monitoring mechanisms and appropriate legal actions against infringement wherever necessary. Continuous efforts towards brand protection and consumer awareness help safeguard brand equity and maintain customer trust.

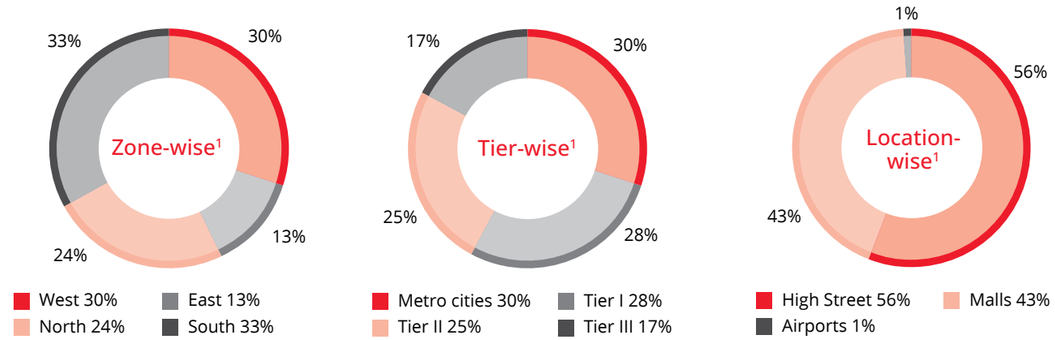
Company Overview

Since 1955, Metro Brands Ltd. (referred to as "MBL" or "the Company") is one of the India's largest organised footwear and lifestyle retailers, offering a diversified portfolio of owned and international brands across multiple price points, serving the entire family, and spanning formal, casual, sports and athleisure categories. Through an integrated retail ecosystem comprising Exclusive Brand Outlets (EBOs), Multi-Brand Outlets (MBOs), digital platforms and omni-channel capabilities, the Company serves a broad and evolving consumer base across the country. During FY 2025-26, Metro Brands crossed the milestone of 1,000 stores, expanding its network to 1,032 stores in 221 cities across 31 states & union territories and further strengthening its position in the organised footwear retail market.

The Company's portfolio comprises well-established in-house brands including Metro, Mochi, Walkway complemented by strategic partnerships with leading global brands such as Crocs, FitFlop, FILA, Foot Locker, New Era and Clarks. During the year, Metro Brands further expanded its growth platform with the launch of MetroActiv, a dedicated multi-brand retail format focused on sports performance and athletic footwear, while continuing to strengthen its digital commerce capabilities and omni-channel presence to enhance customer engagement across multiple touchpoints.

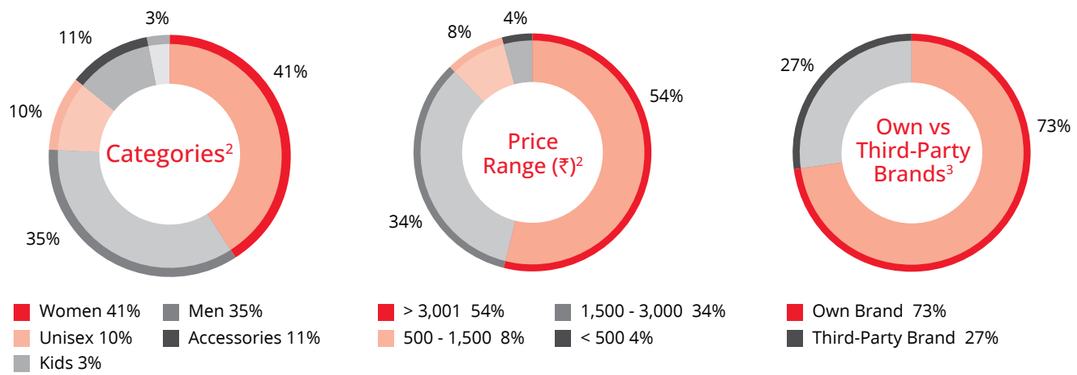
Supported by an asset-light business model, a strong sourcing ecosystem, technology-enabled retail operations and disciplined capital allocation, Metro Brands continues to focus on profitable growth while adapting to evolving consumer preferences. The Company remains well positioned to capitalise on the increasing formalisation of India's footwear market through sustained retail expansion, portfolio diversification and customer-centric innovation.

PAN India Presence with 1032 Stores | 221 Cities | 31 States and UTs (As of March 2026)



Primarily follows "Company Owned and Company Operated" (COCO) model of Retailing

Products for entire family with focus on Mid and Premium Segments (FY 2025-26)



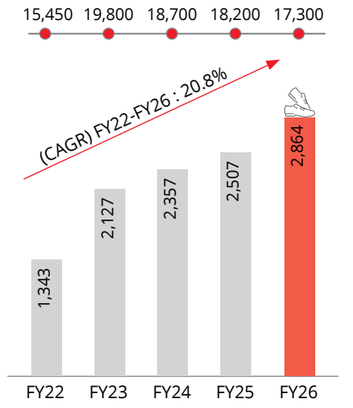
Note: *Numbers / Percentages are rounded off*

[1] Total Store Split as of March 2026; [2] Split of Total Store Product Sales for FY 2025-26 on standalone basis; [3] Split of Total Store Product Sales on standalone basis for FY 2025-26 at Metro, Mochi and Walkway. Third-party brands include Crocs, FitFlop, Fila and Clarks.

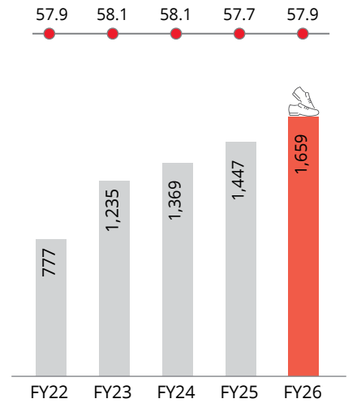
Financial Performance

The Company delivered another year of healthy financial performance during FY 2025–26. Total income stood at ₹ 2,968 crores, registering a growth of 14.1% over ₹ 2,600 crores in FY 2024-25, while net profit increased by 17.3% to ₹ 416 crores from ₹ 354 crores in the previous year. Gross margin improved marginally to 57.9%, compared with 57.7% in FY 2024-25.

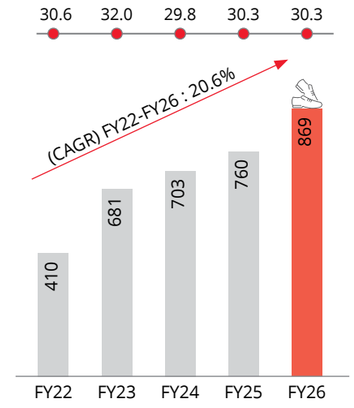
Revenue from Operations



Gross Profit and Gross Margins



EBITDA and EBITDA Margins



Key Business and Operational Developments (FY 2025-26)

During FY 2025-26, Metro Brands achieved a significant milestone by expanding its retail network beyond 1,000 stores, further reinforcing its position as one of India's leading footwear and lifestyle retailers. As of March 31, 2026, the Company operated 1,032 stores across 221 cities nationwide, reflecting its sustained focus on strengthening market penetration and enhancing customer accessibility. The expanding retail footprint provides a strong platform to serve a wider consumer base while supporting the Company's long-term growth strategy across metro, Tier I, Tier II and Tier III markets.

Strengthening Premium Brand Portfolio through Clarks Partnership

Metro Brands entered into a strategic agreement with Clarks in June 2025, marking the introduction of another globally recognised footwear brand within its portfolio. The partnership further strengthens the Company's presence in the premium footwear segment and supports its strategy of offering differentiated international brands to Indian consumers. During the year, the Company strengthened Clarks' omnichannel presence by launching the brand on its D2C platform and leading marketplaces, while expanding the distribution of the Clarks Cloudsteppers women's range across a broad network of multi-brand outlets. The addition of Clarks reinforces Metro Brands' commitment towards expanding its premium brand portfolio and enhancing its presence across multiple consumer segments.

Strengthening the International Brand Portfolio

Metro Brands continued to strengthen its portfolio of international and lifestyle brands during the year. The Company further expanded the presence of Foot Locker® in India while continuing to scale the FILA business through initiatives focused on improving product assortment, strengthening sourcing capabilities, enhancing retail execution and expanding distribution reach. The Company also accelerated the growth of New Era and strengthened its direct-to-consumer capabilities through dedicated digital platforms, further reinforcing its omni-channel presence and customer engagement initiatives.

Expanding the Walkway Retail Format

The Company continued to accelerate the expansion of its Walkway retail format, strengthening its presence within the value footwear segment. With a strategic focus on value-conscious consumers and emerging markets, the expansion supports deeper penetration across Tier II and Tier III cities while improving access to affordable and aspirational footwear. This initiative further complements Metro Brands' diversified retail portfolio by enabling the Company to address a broader spectrum of consumer needs across multiple price points.

Launch of MetroActiv

Metro Brands launched MetroActiv, a dynamic multi-brand retail destination, marking its entry into the sports performance and athletic retail segment. The format brings together leading global brands including Nike, adidas, Puma, ASICS, Skechers, New

Balance, FILA and New Era under one roof, offering consumers a comprehensive destination for performance footwear, sportswear and related categories.

During FY 2025-26, the Company launched its first MetroActiv store in Indore, followed by additional stores in Dehradun and Jodhpur. The Company also launched the dedicated e-commerce platform, metroactiv.com, further strengthening its digital capabilities and expanding customer access across channels. Through MetroActiv, Metro Brands aims to establish itself as a trusted name in athletic sportswear retail while reinforcing its leadership position within the footwear and athleisure segments.

Advancing Omni-channel and Digital Capabilities

Metro Brands continued to strengthen its omni-channel ecosystem by further integrating its physical store network with digital platforms to deliver a seamless customer experience across channels. The Company's digital business recorded healthy growth during the year, supported by continued investments in technology, customer engagement initiatives and integrated fulfilment capabilities. The increasing contribution from digital and omni-channel sales reflects evolving consumer shopping preferences while reinforcing the Company's ability to provide a consistent and convenient shopping experience across both online and offline touchpoints.

Strengthening Brand Equity and Protecting Intellectual Property

Recognising its brands as valuable strategic assets, the Company continued to strengthen its intellectual property protection framework through a comprehensive brand protection and enforcement programme. During the year, Metro Brands undertook multiple enforcement actions against trademark infringement, passing off, counterfeiting and unauthorised commercial use of its brands across physical and digital channels. These initiatives included legal proceedings before various High Courts and judicial forums, issuance of cease-and-desist notices, coordinated market investigations and enforcement actions against infringing entities.

The Company also conducted targeted anti-counterfeiting initiatives and market enforcement activities in collaboration with relevant authorities, leading to the identification and removal of infringing products and unauthorised use of its trademarks from the marketplace. A significant milestone during the year was the grant of interim relief by the Hon'ble Bombay High Court in proceedings initiated to protect the Company's "METRO" trademarks against deceptively similar marks. The order reinforces the distinctiveness and goodwill associated with the Company's brands and underscores Metro Brands' continued commitment to safeguarding its intellectual property, preserving consumer trust and protecting long-term brand value.

Competitive Strengths

- **Established Strong Brand and Customer Loyalty:** Metro Brands has built a strong brand recall over decades, anchored by trusted in-house brands and a deep understanding of evolving consumer preferences. The Company's strong customer connect is reflected in its high proportion of repeat customers, which continue to contribute a significant share of its revenue, demonstrating enduring brand loyalty and sustained customer trust.

- **Preferred Partner for Leading Global Brands:** Metro Brands has established itself as a preferred partner for several leading international footwear and lifestyle brands seeking expansion in the Indian market. The Company's extensive retail network, deep consumer understanding, strong execution capabilities and proven track record of brand building have enabled it to successfully partner with globally recognised brands such as FitFlop, Crocs, Foot Locker, FILA, New Era and Clarks. These partnerships strengthen the Company's premium positioning and provide access to differentiated product offerings across consumer segments.

- **Focus on Product Premiumisation:** Metro Brands continues to focus on premiumisation by increasing the contribution of premium and aspirational product categories across its portfolio. The Company's strategy of strengthening international partnerships, introducing differentiated product offerings and enhancing premium customer experiences positions it favourably to benefit from evolving consumer preferences towards branded and higher-value footwear and lifestyle products.

- **One of India's Largest Speciality Footwear Retail Networks:** With a retail network of over 1,000 stores across diverse formats, Metro Brands has established one of the largest specialty footwear retail platforms in the country. Its extensive pan-India presence across metropolitan, Tier I, Tier II and Tier III markets enables the Company to effectively cater to a wide customer base while strengthening brand visibility and market reach.

- **Diversified Brand and Product Portfolio:** The Company offers a well-diversified portfolio comprising owned, licensed and international brands that address a broad spectrum of consumer preferences across genders, age groups, occasions and price points. Its balanced product mix, spanning formal, casual, athleisure, sports and accessories, enables Metro Brands to serve multiple customer segments while reducing dependence on any single category.

- **Integrated Omni-channel Retail Platform:** Metro Brands has established an integrated omni-channel ecosystem that seamlessly connects its physical retail network with its digital platforms and online marketplaces. This enables a consistent customer experience across channels while enhancing convenience, improving customer engagement and strengthening brand accessibility.

- **Scalable Asset-light Operating Model:** Metro Brands operates an asset-light business model through outsourced manufacturing, enabling the Company to focus on merchandising, brand building and retail execution. Its Company-Owned Company-Operated (COCO) retail model provides greater control over customer experience, merchandising and store operations, while a disciplined approach to expansion and site selection supports sustainable growth and healthy store economics.

- **Robust Sourcing and Vendor Ecosystem:** Metro Brands benefits from long-standing relationships with an extensive network of manufacturing and sourcing partners developed over several decades. The diversified vendor ecosystem supports product quality, sourcing flexibility, efficient inventory management and faster response to changing fashion trends while reducing dependence on any single supplier or manufacturing partner.

- **Strong Financial Position and Disciplined Capital Allocation:** A healthy balance sheet, strong cash generation and prudent financial management provide Metro Brands with the flexibility to invest in growth opportunities while maintaining financial resilience. The Company's disciplined approach to capital allocation continues to support sustainable value creation and long-term business stability.

- **Experienced Leadership and Proven Execution Capabilities:** Metro Brands is led by an experienced promoter group and a seasoned professional management team with a proven track record of executing growth strategies, building brands, maintaining operational discipline and creating long-term shareholder value. Their deep industry expertise and execution capabilities continue to provide a strong foundation for the Company's sustained success.

Key Business Strategies

Metro Brands continues to pursue a balanced and sustainable growth strategy focused on expanding its retail presence, strengthening its brand portfolio, enhancing customer experience, accelerating digital capabilities and driving operational excellence, while maintaining financial discipline and creating long-term stakeholder value.

- **Expanding the retail footprint:** Having crossed the milestone of 1,000 stores, the Company will continue to pursue a calibrated pan-India expansion strategy across multiple retail formats. The focus remains on strengthening its presence in existing markets while expanding into Tier II and Tier III cities through disciplined store additions, guided by location viability, consumer demand and profitability.

- **Strengthening the brand portfolio through strategic partnerships:** The Company continues to broaden its premium and lifestyle offerings through long-term strategic partnerships with leading international brands. Following the addition of Clarks to its portfolio, alongside partnerships with Crocs, FitFlop, Foot Locker, FILA and New Era, Metro Brands aims to strengthen its presence across multiple footwear and lifestyle categories while enhancing customer choice and reinforcing its position as a preferred platform for global brands in India.

- **Capitalising on Growth Opportunities in Sports and Athleisure:** Metro Brands is strengthening its presence in the rapidly expanding sports and athleisure segment through strategic partnerships and focused brand initiatives. The Company has entered into alliances with leading global brands, including Foot Locker, FILA and New Era, while also launching MetroActiv, its dedicated multi-brand retail format for sports performance and athletic categories. These initiatives are intended to diversify the Company's product portfolio, enhance customer choice, broaden its addressable market and strengthen its participation in one of the fastest-growing segments of the footwear industry.

- **Strengthening omni-channel capabilities:** The Company continues to enhance its omni-channel ecosystem by seamlessly integrating its physical store network with its digital platforms and online marketplaces. This strategy is aimed at providing customers with a consistent shopping experience across channels while improving convenience, accessibility and customer engagement.

- **Expanding digital commerce:** Metro Brands remains focused on strengthening its digital commerce business by enhancing its e-commerce platforms and increasing omni-channel participation. The Company is also leveraging AI-enabled search, digital discovery platforms and data-driven customer engagement initiatives to improve online visibility, strengthen customer acquisition and drive incremental revenue through digital channels.

- **Advancing technology and digital transformation:** The Company continues to invest in technology to enhance business agility and operational efficiency across its value chain. Ongoing investments in advanced analytics, machine learning, Generative AI and Robotic Process Automation (RPA) are expected to strengthen merchandising, demand forecasting, inventory planning, sales processes, supply chain management and customer engagement, while supporting informed decision-making and scalable growth.

Human Resources

Metro Brands continued to strengthen its people-centric culture during FY 2025-26, with its workforce increasing to 6,854 employees. The year was marked by a significant organisational milestone with the Company surpassing 1,000 stores, an achievement celebrated across the organisation and reflective of the collective efforts of its employees.

Employee engagement remained a key priority through various initiatives, including festive celebrations, wellness programmes and employee connect campaigns, fostering collaboration and strengthening organisational culture. The Company's Employee Engagement Survey reflected strong employee sentiment, with scores of 7.9 at the Head Office and 9.4 across retail operations, underscoring the effectiveness of continuous employee dialogue and engagement initiatives.

A key strategic focus during the year was strengthening the Company's leadership capability through the onboarding of CXO and senior leadership talent, reinforcing organisational capabilities,

accelerating business transformation and building a strong leadership bench to support long-term growth.

The Company continued to invest significantly in talent development and leadership pipeline creation through structured internal and external programmes, including the Potential Manager Programme (PMP), Potential Area Manager Programme (PAMP), Store Operations Management Trainee (SOMT) programme and Area Operations Management Trainee (AOMT) programme. During the year, the SOMT programme expanded significantly, onboarding 89 candidates from 25 hospitality institutes, while the Company's partnership with BIMTECH continued to support management talent development.

Learning and development initiatives remained an important focus area, with 67 training sessions conducted across behavioural, functional, technical and compliance domains. Training programmes reached employees across organisational levels, including induction programmes for new joiners and KPI awareness initiatives covering over 1,190 participants.

The Company also implemented initiatives such as Project Shine to strengthen grooming and customer service standards and continued seasonal merchandising capability building across retail teams.

Metro Brands remains committed to building an agile, inclusive and future-ready organisation by continuously investing in employee capabilities, strengthening workplace experiences and fostering a culture of collaboration, recognition and continuous improvement.

Internal Control System

The Company has well-established internal control systems commensurate with its business size, scale, and complexity, implemented across all functions. These controls, based on defined policies and procedures, ensure effective operations, asset protection, financial accuracy, fraud prevention, and compliance. They are periodically reviewed and monitored by the internal controls team, with independent evaluations by internal auditors. Significant findings are reported to management and the Audit Committee, which also reviews the adequacy and effectiveness of the controls and guides improvements.

Cautionary Statement

This Management Discussion and Analysis includes statements that outline the Company's objectives, projections, estimates, expectations, and predictions. These are considered forward-looking statements under applicable securities laws and regulations. The Company has conducted various assessments and analyses to form assumptions regarding future business developments. However, actual outcomes may differ from these expectations due to a range of risks and unforeseen factors.

Key factors that could influence the Company's operations include macroeconomic developments within the country and improvements in capital market conditions. Changes in government regulations, taxes, laws, and other statutes, as well as other incidental factors, could also affect results. The Company is not obligated to publicly update or revise any forward-looking statements to account for future or probable events or circumstances.

Directors' Report

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

Your Directors are pleased to present the 49th (Forty-Ninth) Annual Report of your Company together with the Audited Financial Statements for the Financial Year ("**FY**") ended March 31, 2026.

1. FINANCIAL HIGHLIGHTS

The Company's financial performance (standalone and consolidated) for FY ended March 31, 2026 as compared to the previous FY is summarised below:

(₹ in Crore)

Particulars		Standalone		Consolidated	
		FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
	Gross Sales	3,212.98	2,877.99	3,289.13	2,947.10
Less:	Taxes	(416.40)	(428.92)	(426.08)	(440.49)
	Sales (Net of Tax)	**2,796.58**	**2,449.07**	**2,863.05**	**2,506.61**
	Profit before Depreciation & Tax	843.40	753.42	860.72	759.97
Less:	Depreciation & Amortisation	310.34	257.10	311.01	258.03
	Profit Before Tax ("PBT")	**533.06**	**496.32**	**549.71**	**501.94**
Less:	Provision for Tax	141.28	137.47	144.52	140.10
Less:	Deferred Tax (Credit)	(8.30)	(15.76)	(8.77)	(16.01)
Less:	Tax pertaining to earlier years	(0.41)	25.02	(0.39)	25.02
Add:	Share of profit of Joint Venture	-	-	1.54	1.63
	Profit After Tax ("PAT")	**400.49**	**349.59**	**415.89**	**354.46**
Add/(Less):	Other comprehensive income/(Loss) (net of taxes)	(0.34)	(0.27)	(0.38)	(0.23)
	Total Comprehensive Income	**400.15**	**349.32**	**415.51**	**354.23**
Less:	Total Comprehensive Income attributable to Non-Controlling Interest	-	-	4.70	3.88
	Total Comprehensive Income attributable to Owners of the Company	**400.15**	**349.32**	**410.81**	**350.35**

Note: *The above figures are extracted from the audited standalone and consolidated financial statements of the Company prepared in accordance with the Indian Accounting Standards ("**Ind AS**"). Necessary disclosures regarding Ind AS reporting have been made under the Notes to Financial Statements.*

2. PERFORMANCE SUMMARY

Standalone Financial Results

Your Company has a strong track record of revenue growth and profitability. During FY 2025-26, the Company recorded a Gross Turnover of ₹ 3,212.98 Crore representing a growth of 11.64% as compared to a Gross Turnover of ₹ 2,877.99 Crore during the previous FY 2024-25.

The PBT increased by 7.40% to ₹ 533.06 Crore during FY 2025-26 as compared to ₹ 496.32 Crore in the previous FY 2024-25. The PAT is ₹ 400.49 Crore compared to ₹ 349.59 Crore in the previous FY 2024-25, representing a growth of 14.56%.

Consolidated Financial Results

During FY 2025-26, the Company recorded a Gross Turnover of ₹ 3,289.13 Crore as against a Gross Turnover of ₹ 2,947.10 Crore during the previous FY 2024-25, representing an increase of 11.61%.

The PBT increased by 9.52% to ₹ 549.71 Crore as compared to ₹ 501.94 Crore in the previous FY 2024-25. The PAT is ₹ 415.89 Crore compared to ₹ 354.46 Crore in the previous FY 2024-25, representing a growth of 17.33%.

The standalone and consolidated financial performance reflects the Company's continued focus on business growth, operational efficiency and sustainable value creation. As on March 31, 2026, the Company was ranked 257th among

listed companies in India by market capitalization, as per the rankings published by BSE Limited.

3. OPERATIONAL HIGHLIGHTS

During FY 2025–26, your Company crossed the significant milestone of 1,000 stores, expanding its retail network to 1,032 stores across more than 220 cities. This milestone reflects the Company's continued focus on strengthening its pan-India presence and enhancing customer accessibility across metropolitan, Tier I, Tier II and Tier III markets.

During the FY under review, the Company launched MetroActiv, a dedicated retail format catering to the growing athleisure and active lifestyle segment, thereby expanding its portfolio and strengthening its presence in a fast-growing category.

The Company continued to strengthen its brand portfolio through strategic partnerships and investments in leading international and lifestyle brands. During the FY, it expanded the presence of Foot Locker in India, strengthened the FILA business through initiatives across product assortment, sourcing, distribution and retail execution, advanced the expansion of New Era, and initiated preparations for the introduction of Clarks in India.

The Company also accelerated the expansion of its Walkway retail format, strengthening its presence in the value footwear segment and expanding its reach among value-conscious consumers, particularly across Tier II and Tier III markets.

Your Company continued to enhance its omni-channel capabilities by further integrating its physical and digital channels. Continued investments in technology, customer engagement initiatives and fulfilment capabilities supported the growth of the Company's digital business and strengthened the overall customer experience.

Recognising the importance of its brands, the Company continued to strengthen its intellectual property protection framework through comprehensive brand protection and enforcement initiatives. During the FY under review, multiple actions were undertaken against trademark infringement, counterfeiting and unauthorised use of the Company's brands across physical and digital channels. A significant milestone was the grant of interim relief by the Hon'ble Bombay High Court in proceedings initiated to protect the Company's "METRO" trademarks against deceptively similar marks, reinforcing the distinctiveness and goodwill associated with the Company's brands.

For a detailed discussion on the Company's business and operational developments during FY 2025-26, please refer to the Management Discussion & Analysis of this Annual Report.

4. BUSINESS PERFORMANCE

FY 2025-26 marked another year of sustained business expansion for your Company, characterised by continued network growth, strengthening customer engagement and further enhancement of its omni-channel retail ecosystem. During the FY under review, the Company added a net 124 stores, taking its retail network to 1,032 stores across 221 cities as of March 31, 2026. Expansion across the Metro, Mochi, Crocs, Walkway, Foot Locker, FitFlop, MetroActiv, FILA and New Era formats further strengthened the Company's market presence while enabling it to serve a broader customer base across multiple retail formats, brands and price segments.

The Company continued to strengthen its omni-channel capabilities, supported by sustained growth in its digital business. E-commerce and omni-channel sales increased by 39% during the year to ₹361 Crore, contributing approximately 12.9% of total sales. Continued investments in digital platforms, integrated fulfilment capabilities and seamless customer engagement have further reinforced the Company's ability to deliver a consistent shopping experience across both physical and online channels.

Leveraging technology and data-driven insights, the Company continued to enhance customer engagement, strengthen its retail proposition and improve overall customer experience. With a balanced focus on expanding its retail footprint, deepening customer relationships and advancing its omni-channel strategy, your Company remains well positioned to support sustainable long-term growth.

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

In accordance with the Companies Act, 2013 ("**Act**") and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ("**SBEB Regulations**"), ESOP 2008 is managed by the Nomination, Remuneration & Compensation Committee ("**NRC 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 eligible employees under ESOP 2008. Each vested option entitles the holder to one Equity Share of ₹5/- each of the Company. Further, 2,97,092 Equity Shares of ₹ 5 each were allotted pursuant to exercise of stock options under ESOP 2008. The certificate issued by Secretarial Auditor and the disclosures required pursuant to Regulations 13 and 14 of the SBEB Regulations are available on the website of the Company at https://metrobrands.com/employee-stock-option-scheme.

6. SHARE CAPITAL

As of March 31, 2026, the Authorised Equity Share Capital of the Company was ₹ 1,50,00,00,000/- comprising 30,00,00,000 Equity Shares of ₹ 5 each.

During FY under review, pursuant to the allotment of Equity Shares under ESOP 2008, the issued, subscribed and paid-up share capital of the Company increased from ₹ 1,36,12,48,230/- (divided into 27,22,49,646 Equity Shares of ₹ 5 each) as on March 31, 2025, to ₹ 1,36,27,33,690/- (divided into 27,25,46,738 Equity Shares of ₹ 5 each) as on March 31, 2026.

After the end of FY under review, the Company has allotted 18,603 Equity Shares of ₹ 5/- each upon exercise of ESOP options. As on the date of this report, the paid-up share capital of the Company has risen to ₹ 1,36,28,26,705/- (divided into 27,25,65,341 Equity Shares of ₹ 5 each).

7. PUBLIC DEPOSITS

During FY under review, the Company had no deposits outstanding at the beginning of the year and did not accept any deposits during FY 2025-26 within the meaning of Sections 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014. Accordingly, as on March 31, 2026, there were no deposits outstanding, unpaid or unclaimed and there was no non-compliance with the provisions of Chapter V of the Act.

8. DIVIDEND AND APPROPRIATIONS

The Board, at its meeting held on January 27, 2026, declared and paid an interim dividend of ₹ 3/- per Equity Share of face value ₹ 5/- each.

Considering the Company's strong financial performance, the Board has recommended a final dividend of ₹ 3/- per Equity Share of face value ₹ 5/- each for FY 2025-26. Subject to the approval of the Members at the ensuing Annual General Meeting ("**AGM**"), the total dividend for FY 2025-26 would aggregate to ₹ 6/- per Equity Share, resulting in a total payout of approximately ₹ 163.47 Crore.

The dividend declared and recommended for FY 2025-26 is in accordance with the Company's Dividend Distribution Policy and shall be paid out of the profits of the Company and retained earnings. The Dividend Distribution Policy is available on the Company's website at https://metrobrands.com/wp-content/uploads/2026/01/MBL_Dividend-Distribution-Policy-website.pdf.

Pursuant to the provisions of the Finance Act, 2020, dividend income is taxable in the hands of Members and the Company is required to deduct tax at source on dividend payments at the prescribed rates in accordance with the provisions of the Income-tax Act, 1961.

9. TRANSFER TO RESERVES

During the FY under review, no amount was transferred to the reserves by the Company.

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

No revisions were made to the Financial Statements of the Company during FY 2025-26. Further, there have been no material changes or commitments affecting the financial position of the Company that have occurred between the end of FY and the date of this Report.

11. MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report, as required under Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**"), forms part of this Annual Report.

12. SUBSIDIARIES AND ASSOCIATE COMPANY

A. SUBSIDIARY COMPANIES

i) Metro Athleisure Limited ("MAL")

MAL, a wholly owned subsidiary of the Company, was incorporated on December 22, 2016 and has a paid-up share capital of ₹ 97,82,78,900 (Rupees Ninety-Seven Crore Eighty-Two Lakh Seventy-Eight Thousand Nine Hundred only). During FY 2025-26, MAL recorded gross turnover of ₹ 8.61 Crore and a PAT of ₹ 3.91 Crore.

ii) Metmill Footwear Private Limited ("Metmill")

Metmill, a 51% subsidiary of the Company, was incorporated on September 16, 2009 and has a paid-up share capital of ₹ 1,25,00,000 (Rupees One Crore Twenty-Five Lakh only). During FY 2025-26, Metmill recorded a gross turnover of ₹ 76.15 Crore, representing a growth of 16.5% over the previous FY. PAT for the year stood at ₹ 9.63 Crore, registering a growth of 23.15% as compared to FY 2024-25.

B. ASSOCIATE COMPANY

M.V. Shoe Care Private Limited ("MVSC")

MVSC, an Associate Company in which the Company holds 49% of the equity share capital, was incorporated on September 08, 2008 and has a paid-up share capital of ₹ 14,00,00,000 (Rupees Fourteen Crore only). During FY 2025-26, MVSC recorded gross turnover of ₹ 53.14 Crore, representing a decrease of 0.47% compared to the previous FY. PAT stood at ₹ 3.40 Crore as compared to ₹ 2.99 Crore in FY 2024-25, reflecting a growth of 13.71%.

Pursuant to Section 129(3) of the Act, read with Rule 5 of the Companies (Accounts) Rules, 2014, a separate statement in the prescribed format AOC-1, containing the salient features

of the Financial Statements of MAL, Metmill & MVSC, their performance including their contribution to the consolidated performance of the Company, forms an integral part of this Report as **Annexure 1**.

The Audited Consolidated Financial Statements of your Company for FY ended March 31, 2026, prepared in compliance with the applicable provisions of the Act including relevant Ind AS issued by the Institute of Chartered Accountants of India and notified under Section 133 of the Act, also forms part of this Annual Report.

During FY under review, no company became or ceased to be a subsidiary company or associate company of the Company.

13. BOARD OF DIRECTORS

The Board of the Company comprises professionals with diverse skills, expertise and experience, who provide strategic guidance and oversight to the management. As on March 31, 2026, the Board consisted of ten (10) Directors, comprising three (3) Executive Directors, one (1) Non-Executive Director, one (1) Non-Executive Nominee Director and five (5) Independent Directors including one (1) Woman Director.

The composition of the Board and its Committees, details of Directors, and the core skills, expertise and competencies identified by the Board in the context of the Company's business are set out in the Corporate Governance Report which forms an integral part of this Report as **Annexure 7**.

During FY 2025-26 and as on the date of this Report, the following changes took place in the Board of the Company:

- Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), Whole-time Director of the Company, was re-appointed for a further term of five (5) years with effect from June 25, 2026, liable to retire by rotation, by the Members of the Company at the 48th AGM held on September 18, 2025.

- Mr. Srikanth Velamakanni (DIN: 01722758), Independent Director of the Company, completed his term and ceased to hold office with effect from March 24, 2026, in accordance with the provisions of the Act and Listing Regulations. The Board places on record its sincere appreciation for his valuable guidance, counsel and contributions during his tenure with the Company.

- Based on the recommendation of the NRC Committee, the Board, at its meeting held on August 04, 2026, approved the following appointment/re-appointment, subject to approval of the Members at the ensuing 49th AGM of the Company:

  - Appointment of Mr. Sonny Iqbal (DIN: 02962053) as an Additional Director in the capacity of Non-Executive Independent Director of the Company with effect from August 05, 2026, for a period of five (5) years.

  - Re-appointment of Ms. Farah Malik Bhanji (DIN: 00530676), Managing Director of the Company, for a term of five (5) years with effect from April 01, 2027 at a remuneration not exceeding ₹10,00,00,000/- (Rupees Ten Crore only) per annum.

  - Re-appointment of Ms. Alisha Rafique Malik (DIN: 10719537), Whole-time Director of the Company, who is liable to retire by rotation and being eligible, offers herself for re-appointment in accordance with Section 152 of the Act read with the Articles of Association of the Company.

14. KEY MANAGERIAL PERSONNEL ("KMP")

Pursuant to the provisions of Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the following persons were KMPs of the Company as on March 31, 2026:

1. Ms. Farah Malik Bhanji, Managing Director
2. Mr. Mohammed Iqbal Hasanally 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, Chief Legal Officer & Company Secretary

15. SENIOR MANAGEMENT PERSONNEL ("SMP")

Pursuant to the provisions of Regulation 34, read with Schedule V of the Listing Regulations, the details of the SMP of the Company as on March 31, 2026, along with the changes therein since the end of the previous FY, are set out in the Corporate Governance Report, which forms part of this Annual Report.

16. DECLARATION BY INDEPENDENT DIRECTORS

The Company has five (5) Independent Directors on its Board as on March 31, 2026. The Company has received the requisite declarations and confirmations from all Independent Directors confirming that:

- they meet the criteria of independence prescribed under Section 149(6) and Schedule IV of the Act and the Rules made thereunder, as well as Regulation 16(1)(b) of the Listing Regulations, and that 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 of the Act and the Company's Code of Conduct for Directors and SMP;

- they have registered their names in the databank of Independent Directors maintained by the Indian Institute of Corporate Affairs and have passed the online proficiency self-assessment test or are exempt from the requirement, in accordance with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014;

- they are not debarred from holding the office of director pursuant to any order of SEBI or any other authority; and

- they are not aware of any circumstance or situation that exists or may reasonably be anticipated which could impair or impact their ability to discharge their duties with objective and independent judgment.

In the opinion of the Board, the Independent Directors possess the requisite integrity, expertise and experience and fulfil the conditions specified under the Act and the Listing Regulations. The Board is satisfied that they are independent of the management.

17. NUMBER OF MEETINGS OF BOARD

During FY 2025-26, four (4) Board Meetings were held. The details relating to Board Meetings and attendance of Directors in each Board Meeting held during FY under review have been separately provided in the Corporate Governance Report. Gap between any 2 consecutive Board Meetings did not exceed 120 days, in compliance with the provisions of the Act and Listing Regulations.

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

The NRC Committee has formulated a policy, in accordance with the provisions of the Act and the Listing Regulations, governing the selection, appointment, remuneration and evaluation of Directors, KMP and SMP. It also lays down the criteria for determining the qualifications, positive attributes and independence of Directors.

The Policy sets out the remuneration framework for Directors, KMP and SMP and provides for their performance evaluation and retention. It is designed to attract, retain and motivate individuals with the requisite skills and experience at the Board and senior management levels, while ensuring alignment of their objectives with the Company's long-term vision and strategic goals.

The 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 48th AGM of the Company was held on September 18, 2025 through video conferencing/other audio-visual means, in compliance with the applicable circulars issued by the MCA and SEBI. All the Whole-time Directors except Ms. Alisha Rafique Malik and the Chairpersons of the Audit Committee and the NRC Committee attended the AGM.

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

Pursuant to the provisions of the Act and the Listing Regulations, the Company conducts an annual evaluation of the performance of the Board, its Committees and Individual Directors with the objective of enhancing the effectiveness of its governance framework and decision-making processes.

The NRC Committee has laid down a structured framework and criteria for evaluating the performance of the Board, Committees, Independent Directors, Non-Executive Directors, the Managing Director and the Chairperson. The evaluation is conducted through a confidential and structured process, based on parameters approved by the Board and aligned with the Guidance Note on Board Evaluation issued by SEBI.

The evaluation, *inter alia*, covered Board composition and diversity, quality of deliberations, effectiveness of Board and Committee processes, strategic oversight, succession planning, risk management, governance practices, flow of information and individual contributions of Directors. The performance of the Committees was assessed by the Board after seeking inputs from Committee members, while the performance of individual Directors was evaluated based on their participation, preparedness, engagement and contribution to Board and Committee discussions.

A separate meeting of the Independent Directors was held on January 12, 2026, without the presence of the Non-Independent Directors and members of the management. At the meeting, the Independent Directors reviewed the performance of the Non-Independent Directors, the Chairperson and the Board as a whole. The Board also evaluated the performance of the Independent Directors, excluding the Director being evaluated.

The Board further reviewed the quality, adequacy and timeliness of information flow between the management and the Board. Based on the evaluation carried out, the Board was satisfied with its overall effectiveness and that of its Committees and individual Directors.

The criteria for performance evaluation of the Board, its Committees and individual Directors are available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/PerformanceEvaluationPolicy.pdf.

21. INDEPENDENT DIRECTORS' INDUCTION AND FAMILIARIZATION PROGRAMME

The Company has in place a comprehensive familiarisation programme for its Independent Directors in accordance with the Listing Regulations. Upon appointment, Independent Directors are provided with a formal letter setting out their roles, responsibilities and terms of appointment, and are familiarised with the Company's business, operations, industry landscape, governance framework, values and culture. The familiarisation process is an ongoing exercise and includes regular interactions with the management team and business heads, enabling Independent Directors to gain deeper insights into the Company's operations and contribute effectively to strategic and operational discussions at Board and Committee Meetings.

The details of the familiarisation programme for Independent Directors are available on the Company's website at: https://metrobrands.com/wp-content/uploads/2022/03/Details-of-ID-Familarisation-Programme-.pdf.

Further, pursuant to Regulation 25(7) of the Listing Regulations, the details of the training and familiarisation programmes conducted for Independent Directors during FY 2025-26 are available on the Company's website at: https://metrobrands.com/wp-content/uploads/2026/08/Details-of-Fam-Program-2026-Website-Uploading-Feb-25-2026.pdf.

22. COMMITTEES OF THE BOARD OF DIRECTORS

The Board has constituted various Committees to facilitate focused oversight and informed decision-making in key areas of the Company's operations and governance. The Committees function within the scope of authority delegated by the Board and operate in compliance with the applicable provisions of the Act, the Rules made thereunder, the Listing Regulations and the Articles of Association of the Company. The Committees of the Board are:

- Audit Committee
- Nomination, Remuneration & Compensation Committee
- Corporate Social Responsibility & Sustainability Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Share Allotment and Transfer Committee
- Investment Committee

During FY 2025-26, the Board accepted all recommendations made by its Committees, wherever required. Details relating to the composition, terms of reference, number of meetings held and attendance of members of the respective Committees are provided in the Corporate Governance Report, which forms part of this Annual Report.

23. COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2). Adequate systems and processes are in place to ensure compliance with the said Secretarial Standards and were operating effectively during FY 2025-26.

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

A detailed report on the CSR initiatives undertaken by the Company during FY 2025-26 is provided in the Business Responsibility section of this Annual Report.

Pursuant to Section 135 of the Act and the Rules made thereunder, the Annual Report on CSR activities, containing the prescribed disclosures, forms an integral part of this Report as **Annexure 2**. The terms of reference of the CSR Committee are set out in the Corporate Governance Report forming part of this Annual Report.

An outline of the Company's CSR Policy and the CSR initiatives undertaken during the FY under review are included in **Annexure 2**. The CSR Policy is available on the Company's website at https://metrobrands.com/wp-content/uploads/2022/05/Corporate-Social-Responsibility-Policy.pdf.

25. RELATED PARTY TRANSACTIONS ("RPTs")

All contracts, arrangements and transactions entered into by the Company with related parties during FY 2025-26 were in the ordinary course of business and on an arm's length basis. None of the transactions entered into by the Company with related parties qualified as material transactions under the Act, the Listing Regulations or the Company's Policy on Related Party Transactions ("**RPT Policy**"). Further, there were no materially significant RPTs with the Promoters, Directors or KMPs that could have had a potential conflict with the interests of the Company. Accordingly, the disclosure of RPTs in Form AOC-2, as prescribed under Section 134(3)(h) of the Act, is not applicable.

All RPTs are placed before the Audit Committee for its review and approval. Prior omnibus approval is obtained for transactions of a repetitive nature in accordance with the applicable provisions of the Act and the Listing Regulations.

During the FY under review, the RPT Policy was revised to align with the amendments to the Listing Regulations. The Policy is available on the Company's website at https://metrobrands.com/wp-content/uploads/2026/01/MBL-RPT-Policy-clean.pdf.

26. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

The particulars of loans, guarantees and investments covered under Section 186 of the Act are disclosed in the Financial Statements forming part of this Annual Report.

27. RISK MANAGEMENT

The Company views risk management as an integral component of effective corporate governance and sustainable value creation. In an increasingly dynamic business environment, the Company's risk management framework enables the timely identification, assessment and management of risks and opportunities that may impact its strategic objectives, operational performance and stakeholder interests.

The Company has established a structured risk management framework that is embedded across key business functions and decision-making processes. The framework facilitates proactive risk identification, evaluation and mitigation, while supporting business resilience, operational continuity and informed strategic planning. The Company has adopted a Risk Management Policy that sets out the guiding principles and processes for managing risks across the organization. The Policy is available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/RiskManagementPolicy.pdf.

The Risk Management Committee, under the oversight of the Board, periodically reviews the Company's risk profile and the effectiveness of mitigation measures implemented for key strategic, operational, financial, regulatory and emerging risks. The Audit Committee also reviews the adequacy and effectiveness of the Company's risk management and internal control systems. In the opinion of the Board, there are no risks which may threaten the existence of the Company.

Recognising the increasing importance of technology and data governance, the Company continues to strengthen its cyber security and data protection framework through enhanced security controls, periodic vulnerability assessments, employee awareness programmes and a structured incident response mechanism. The Company has also reinforced its data privacy governance and compliance framework in line with the Digital Personal Data Protection Act, 2023.

The Risk Management Policy is reviewed periodically to ensure its continued relevance and effectiveness. Further details on the Company's risk management framework are provided in the Corporate Governance Report forming part of this Annual Report.

28. INTERNAL FINANCIAL CONTROLS AND SYSTEMS

The Company has adequate internal financial controls with reference to financial statements, commensurate with the size, scale and complexity of its operations, and such controls were operating effectively during FY 2025-26. The controls are integrated across key functions and processes and are supported by well-defined policies and procedures aimed at ensuring operational efficiency, safeguarding of assets, reliable financial reporting, optimal resource utilisation and compliance with applicable laws and regulations.

The internal control framework is subject to continuous review and strengthening to align with the evolving business environment. The Audit Committee periodically reviews the adequacy and effectiveness of internal controls and provides guidance for further strengthening of the systems, wherever required.

During FY 2025-26, neither the Internal Auditors nor the Statutory Auditors reported any material weakness or significant concern regarding the effectiveness of the internal control system. Further, no instances of fraud were reported by the Auditors under Section 143(12) of the Act to the Audit Committee or the Board.

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

In compliance with the provisions of the POSH Act, the Company has adopted a comprehensive Policy on Prevention of Sexual Harassment at the Workplace. The Policy establishes a zero-tolerance framework and provides a structured mechanism for the prevention, prohibition and redressal of complaints of sexual harassment, thereby ensuring a safe, secure and dignified work environment.

The Policy is applicable to all employees of the Company, as well as to all individuals associated with its operations, including consultants, trainees, interns, volunteers, contractual personnel, third-party service providers and visitors across all locations, business units, subsidiaries, affiliates and group entities. The Company has constituted an Internal Committee in accordance with the POSH Act to ensure prompt, fair and effective resolution of complaints, in line with principles of natural justice and confidentiality.

The Company also undertakes regular awareness, training and sensitization programs across its workforce to reinforce a culture of respect, inclusivity and zero tolerance towards any form of harassment. These initiatives are designed to ensure awareness of rights and obligations under the Policy and to strengthen preventive mechanisms across the organization.

The details of complaints received, disposed and pending during FY 2025-26 are as follows:

Particulars	No. of Complaints
Number of complaints pending at the beginning of FY	NIL
Number of complaints filed during FY	4
Number of complaints disposed of during FY	4
Number of complaints pending as at end of the FY	NIL
Number of cases pending for more than 90 days	NIL

Further details are provided in the Corporate Governance Report forming part of this Annual Report.

30. ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return in Form MGT-7 for FY 2025-26 has been made available on the Company's website at https://metrobrands.com/annual-return/ and will be filed with the Registrar of Companies within the statutory timelines.

31. STATUTORY AUDITORS AND AUDIT 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 for a term of five (5) consecutive years up to the conclusion of the 50th AGM.

The firm is a limited liability partnership registered with the Institute of Chartered Accountants of India and is primarily engaged in audit and assurance services. It is part of the S.R. Batliboi & Affiliates network of audit firms.

The Auditors' Report on both Standalone and Consolidated Financial Statements for FY 2025-26 is unmodified and does not contain any qualification, reservation, adverse remark or disclaimer.

32. SECRETARIAL AUDITOR AND HIS REPORT

Pursuant to Section 204 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, read with Regulation 24A of Listing Regulations and applicable SEBI circulars, CS Sekar Ananthanarayan, Practicing Company Secretary (FCS No. 14013, COP No. 2450), was appointed as the Secretarial Auditor of the Company by the Members at the 48th AGM held on September 18, 2025, for a term of five (5) consecutive FYs from FY 2025-26 to FY 2029-30.

The Secretarial Audit Report in Form MR-3 issued by CS Sekar Ananthanarayan does not contain any qualification, reservation, adverse remark or disclaimer and forms an integral part of this Report as **Annexure 3**.

Annual Secretarial Compliance Report:

Pursuant to Regulation 24A of the Listing Regulations, the Company has undertaken a secretarial compliance audit for FY 2025-26 covering all applicable compliances under SEBI Regulations, Circulars, Notifications and Guidelines issued thereunder. The Annual Secretarial Compliance Report issued by CS Sekar Ananthanarayan has been submitted to the Stock Exchanges within the prescribed timelines and is also available on the Company's website at https://metrobrands.com/wp-content/uploads/2026/05/Reg-24A_ACR_2025-26signed.pdf.

33. INTERNAL AUDITOR

The tenure of M/s. KPMG Assurance and Consulting Services LLP as Internal Auditors of the Company concluded at the end of FY 2025-26. During their engagement, they supported the Company in strengthening its internal control environment and audit processes.

Subsequently, based on a review of qualifications, experience and capability commensurate with the scale and requirements of the Company, the Board, at its meeting held on May 20, 2026, appointed M/s. PricewaterhouseCoopers Services LLP (PwC) as the Internal Auditors of the Company for a term of three (3) FYs from FY 2026-27 to FY 2028-29, in accordance with Section 138 of the Act read with the Companies (Accounts) Rules, 2014.

34. COST AUDIT

Pursuant to Section 148 of the Act read with the Companies (Cost Records and Audit) Rules, 2014, maintenance of cost records and requirement of cost audit are not applicable to the Company.

35. PARTICULARS OF EMPLOYEES

The statement containing the 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, in respect of Directors and employees of the Company, forms an integral part of this Report as **Annexure 4**.

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, relating to conservation of energy, technology absorption, and foreign exchange earnings and outgo, forms an integral part of this Report and is set out in **Annexure 5**. The disclosure highlights the Company's ongoing efforts towards improving energy efficiency, adopting appropriate technologies and managing foreign exchange exposure in a prudent manner during the FY under review.

37. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has instituted a robust Vigil Mechanism through its Whistle Blower Policy in compliance with Section 177(9) of the Act and Regulation 22 of the Listing Regulations, aimed at upholding the highest standards of ethical conduct and corporate governance. The Policy is applicable to employees, Directors, contractors, consultants, trainees, service providers and other associated persons across the Company and its subsidiaries, affiliates and group entities.

The mechanism enables reporting of concerns relating to unethical behaviour, fraud, corruption, violations of laws and regulations, non-compliance with Company policies, and leakage or suspected leakage of UPSI. It provides a secure framework for confidential reporting, fair investigation and adequate safeguards against victimisation of whistle blowers, including access to the Chairperson of the Audit Committee in appropriate cases.

The Vigil Mechanism is overseen by the Audit Committee, which reviews its effectiveness on a periodic basis. During FY 2025-26, no person was denied access to the Audit Committee. Four (4) matters were reported under the Policy during the FY under review, which were duly investigated and appropriately resolved.

Further details of the Policy are provided in the Corporate Governance Report forming part of this Annual Report. The Policy is also available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/WhistleBlowerPolicy.pdf.

38. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Act, the Board based on representations received from Management, and the processes involving the Company's statutory and internal audit functions, and to the best of its knowledge, ability and due enquiry, the Directors of your Company confirm that:

a) in the preparation of the annual accounts for the FY ended March 31, 2026, 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, 2026 and of the profits of your Company for FY ended March 31, 2026.

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 FY ended March 31, 2026 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.

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

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

40. BUSINESS RESPONSIBILITY AND SUSTAINABILITY REPORT ("BRSR")

The Company integrates purpose-driven leadership with digital capability and innovation to address its material environmental, social and economic impacts, while enabling sustainable value creation for customers, business partners and stakeholders across the value chain. Its approach to environmental responsibility is guided by its sustainability priorities and initiatives as outlined in the BRSR.

In compliance with Regulation 34(2)(f) of Listing Regulations, read with SEBI Master Circular HO/49/14/14(7)2025-CFDPOD2/I/3762/2026 dated January 30, 2026, the BRSR for FY 2025-26 has been prepared and forms an integral part of this Report as **Annexure 6**.

In accordance with the applicable SEBI requirements, the BRSR Core disclosures for FY 2025-26 have been subjected to reasonable assurance. Accordingly, the Company has obtained a Reasonable Assurance Report on the BRSR Core Indicators from M/s. Ainapur & Associates on a standalone basis which is included **Annexure 6.**

41. GREEN INITIATIVES

As part of your Company's continued commitment to environmental sustainability and in support of green initiatives, the electronic copy of the Notice of the 49th AGM of the Company, along with the Annual Report for FY 2025-26, is being sent to all Members whose e-mail addresses are registered with the Depository Participant(s) on the cut-off date. For Members whose e-mail addresses are not registered, a letter containing the web link and exact path for accessing the Annual Report is being sent in accordance with applicable law. Members may request a physical copy of the Annual Report, which shall be provided in accordance with the applicable provisions.

42. CORPORATE GOVERNANCE AND DISCLOSURES

Corporate governance has remained a foundational principle for the Company since inception, guiding its approach to business conduct, decision-making, and stakeholder engagement. The governance framework is built on a strong value system and is embedded across the organisation, reinforcing transparency, accountability, and ethical business practices.

In accordance with Regulation 34(3) read with Schedule V of the Listing Regulations, the Corporate Governance Report along with the certificate issued by the Secretarial Auditor confirming compliance with applicable governance

requirements forms part of this Annual Report. Further, pursuant to Regulation 17(8) read with Schedule II of the Listing Regulations, the Chief Executive Officer and Chief Financial Officer have provided certification to the Board affirming the integrity of the financial statements and cash flow statements, the effectiveness of internal control systems, and appropriate disclosure of all material matters to the Audit Committee.

43. GENERAL DISCLOSURES

The Directors state that, except as disclosed below, no disclosure or reporting is required in respect of 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 FY 2025-26.

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 Directors 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 (now Code on Social Security, 2020).

viii. There were no revisions in the Financial Statements and the Balance Sheet of the Company.

44. ACKNOWLEDGEMENT

The Board places on record its sincere gratitude to all employees for their commitment and contribution during the FY under review. With such a strong foundation and shared vision, the Board is confident that the Company is well positioned to drive continued success in the years ahead.

The Board conveys its appreciation to its customers, shareholders, suppliers, business partners, bankers, the Government and regulatory authorities for their continued support.

FOR AND ON BEHALF OF THE BOARD OF DIRECTORS

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

Place: Mumbai
Date: August 04, 2026

ANNEXURES

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

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

Annexure 2 – Annual Report on Corporate Social Responsibility (CSR) activities

Annexure 3 – Secretarial Audit Report (MR-3)

Annexure 4 – Statement of Remuneration

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, 2026.

(₹ in Crore)

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.	Other Equity	67.25	(98.39)
6.	Total Assets	74.98	14.94
7.	Total Liabilities	6.48	15.50
8.	Investments	8.23	0.79
9.	Turnover	66.47	7.98
10.	Profit before taxation	12.88	3.91
11.	Provision for taxation	3.25	-
12.	Profit after taxation	9.63	3.91
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

1. **Name of Associates or Joint Ventures:** M.V. Shoe Care Private Limited
2. **Latest audited Balance Sheet Date:** March 31, 2026
3. **Date on which the Associate or Joint Venture was associated or acquired:** August 24, 2016
4. **Shares of Associate or Joint Ventures held by the Company on the FY end**
   a) **Number of shares –** 68,60,000
   b) **Amount of Investment in Associates or Joint Venture –** ₹ 4.92 Crore
   c) **Extent of Holding (in percentage) –** 49%
5. **Description of how there is significant influence -** Control of at least 20% of total share capital
6. **Reason why the associate/joint venture is not consolidated –** The entity is not consolidated as the Company does not exercise control over it and has only joint control/significant influence. Therefore, in accordance with Paragraph 16 of Ind AS 28, the investment is accounted for using the equity method in the Consolidated Financial Statements.
7. **Net worth attributable to shareholding as per latest audited Balance Sheet –** ₹ 17.90 Crore
8. **Profit or Loss for the year (after other comprehensive income)**
   a. **Considered in Consolidation –** ₹ 1.54 Crore
   b. **Not Considered in Consolidation –** ₹ 1.85 Crore

Note:

1. Names of associates or joint ventures which are yet to commence operations. – **Not Applicable**
2. 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 04, 2026

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 Act 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
	Ms. Farah Malik Bhanji	Chairperson, Managing Director	2	2
	Mr. Arvind Kumar Singhal	Member, Non-Executive Independent Director	2	2
	Ms. Radhika Piramal	Member, Non-Executive Independent Director	2	2

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. – NA

5. (a) **Average net profit of the Company as per Section 135(5):** ₹472.73 Crore
   (b) **Two percent of average net profit of the Company as per Section 135(5):** ₹ 9.45 Crore
   (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):** ₹ 9.45 Crore

6. **(a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 8.39 Crore.

(b) Amount spent in Administrative Overheads: ₹ 0.42 Crore

(c) Amount spent on Impact Assessment, if applicable: NA

(d) Total amount spent for the FY ((a)+(b)+(c)): ₹ 8.81 Crore

(e) CSR amount spent or unspent for the FY:

(₹ in Crore)

Amount unspent (in FY 2025-26)					
Total Amount Spent for the FY	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	Date of transfer	Name of fund	Amount	Date of transfer
8.81	0.64	April 28, 2026	NA	Nil	NA

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

(₹ in Crore)

Sr. No.	Particulars	Amount
1.	Two percent of average net profit of the Company as per section 135(5)	9.45
2.	Total amount spent for the FY	8.81
3.	Excess amount spent for the FY [(ii)-(i)]	NIL
4.	Surplus arising out of the CSR projects or programmes or activities of the previous FYs, if any	NIL
5.	Amount available for set off in succeeding FYs [(iii)-(iv)]	NIL

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

(₹ in Crore)

Sr. No.	Preceding FY	Amount transferred to Unspent CSR Account under Section 135(6)	Balance Amount in Unspent CSR Account under Section 135(6)	Amount spent in the reporting FY	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any			Amount remaining to be spent in succeeding FYs	Deficiency, if any
					Name of the Fund	Amount	Date of transfer		
1	2024-25	0.05	0.05	0.05	-	NIL	-	NIL	-
2	2023-24	0.51	NIL	NIL	-	NIL	-	NIL	-
3	2022-23	0.06	NIL	NIL	-	NIL	-	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): Out of the total obligation of ₹9.45 crores, the Company has spent ₹8.81 crores on various projects. The unspent balance of ₹0.64 crores pertaining to the ongoing projects has been transferred to the Unspent CSR Account in compliance with the statutory provisions.

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

Sd/-
NISSAN JOSEPH
CHIEF EXECUTIVE OFFICER

Place: Mumbai
Date: August 04, 2026

ANNEXURE 3 – TO THE DIRECTORS' REPORT

FORM MR-3
SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026
[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, 2026, 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, 2,97,092 Equity Shares of ₹ 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) Mr. Srikanth Velamakanni (DIN: 01722758), ceased to be a Non-Executive Independent Director of the Company with effect from March 24, 2026, upon completion of his term.

A SEKAR (SEKAR ANANTHANARAYAN)
COMPANY SECRETARY
FCS 14013 CP 2450
UDIN: F014013H000411751

PLACE: MUMBAI
DATE : MAY 20, 2026

*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
FCS 14013 CP 2450
UDIN: F014013H000411751

PLACE: MUMBAI
DATE : MAY 20, 2026

ANNEXURE 4 – TO THE DIRECTORS' REPORT

Statement of Remuneration

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 2025-26, the percentage increase in remuneration of Directors, Chief Financial Officer, Chief Executive Officer and Company Secretary in the FY 2025-26.

(₹ in Crore)

Sr. No.	Name of the Director/KMP	Designation	Remuneration of Director / KMP for the FY 2025-26	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration in FY 2025-26 as compared to FY 2024-25
1.	Mr. Rafique Abdul Malik	Non-Executive Chairman	6.853	304.41	NIL
2.	Ms. Farah Malik Bhanji	Managing Director	3.857	171.7	7.00%
3.	Ms. Alisha Rafique Malik	Whole-time Director	1.630	72.5	10.00%
4.	Mr. Mohammed Iqbal Hasanally Dossani	Whole-time Director	*0.714	31.8	14.00%
5.	Mr. Utpal Hemendra Sheth[@]	Non-Executive Nominee Director	NIL	NIL	NIL
6.	Mr. Bhaskar Bhat**	Independent Director	0.20	9.03	NA
7.	Mr. Arvind Kumar Singhal	Independent Director	0.19	8.25	22.89%
8.	Mr. Vikas Vijaykumar Khemani	Independent Director	0.15	6.69	-17.10%
9.	Mr. Mithun Padam Sacheti	Independent Director	0.13	5.69	22.73%
10.	Mr. Srikanth Velamakanni[$]	Independent Director	0.11	4.69	-26.47%
11.	Ms. Radhika Piramal***	Independent Director	0.16	7.26	NA
12.	Mr. Nissan Joseph	CEO	[#]8.843	393.7	10.00%
13.	Mr. Kaushal Khodidas Parekh	CFO	[&]4.761	212.0	10.00%
14.	Ms. Deepa Sood	Company Secretary	[%]1.414	63.1	10.00%

** Including perquisites of ₹0.45/- Crore pursuant to exercise of Stock Options.*

[#] Including perquisites of ₹4.45/- Crore pursuant to exercise of Stock Options.

[&] Including perquisites of ₹2.64/- Crore pursuant to exercise of Stock Options.

[%] Including perquisites of ₹0.44 /- Crore pursuant to exercise of Stock Options.

[@] Mr. Utpal Hemendra Sheth (DIN: 00081012), Non-Executive Nominee Director, voluntarily waived his right to receive any remuneration.

[$] Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.

*** Mr. Bhaskar Bhat (DIN: 00148778), Independent Director, was appointed with effect from February 06, 2025.*

**** Ms. Radhika Piramal (DIN: 02105221), Independent Director, was appointed with effect from February 06, 2025.*

2. The percentage increase in the median remuneration of Employees for the FY 2025-26 was 6.8%.
3. The Company has 5,179 permanent Employees on the rolls of Company as on March 31, 2026.
4. Average increase made in the salaries of Employees other than the managerial personnel in the FY 2025-26 was 7.6%. 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 above purpose 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 Directors' Report for the FY ended March 31, 2026 (including 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 Lakh 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	Farah Malik Bhanji	Managing Director	3.857	B.A, B.B.A. in Finance (USA), OPM Harvard, U.S.A.	27	05-Dec-00	50 Years, Business
2	Nissan Joseph*	Chief Executive Officer	8.843	MBA	26	01-Jul-21	61 years, Map Active Philippines
3	Alisha Rafique Malik	Whole-time Director & President	1.630	BA in Finance	17	01-Jul-09	39 Years, Business
4	Aziza Rafique Malik	President	2.657	B.Com	36	02-Jan-86	76 years, Business
5	Kaushal Khodidas Parekh*	Chief Financial Officer	4.761	B.Com, CA, CS	22	28-Mar-12	46 years, Ernst & Young
6	Mohit Dhanjal*	Chief Operating Officer	2.123	BA- Sociology, Public Admin and Political Science	31	01-Aug-24	52 Years, Reliance Retail Ltd
7	Aashish Dipak Mashruwala*	Chief Transformation Officer	3.381	BE, MDP	20	01-Oct-20	54 Years, Ecco shoes
8	Nandini Mehta*	Chief Human Resource Officer	1.601	Post Graduation - Human Resource Management	27	16-Aug-21	57 Years, Landmark Group
9	Deepa Sood*	Chief Legal Officer & Company Secretary	1.414	LLB, CS	24	15-Sep-21	47 years, Antara Senior Living Ltd
10	Maulik Rajendra Desai*	Senior Vice President	2.826	Masters in marketing management	20	22-Apr-19	52 years, Crossword Book Stores
11	Mohmed Jaffer Yusuf Ali Panjwani*	Vice President	1.538	LLB	20	23-Nov-18	49 Years, Shoppers Stop Ltd.
12	Manoj Singh*	Vice President	1.554	MBA	21	02-May-17	56 Years, Liberty Shoes Ltd
13	Manoj Agarwal*	Assistant Vice President	1.088	B.Com, CA, CIA, CISA	30	25-Feb-16	50 Years, Golden Group of Companies, Oman
14	Sukhminder Singh Lamba*	Assistant Vice President	1.026	MBA	15	02-Mar-20	36 Years, Flipkart Internet Service Pvt. Ltd.

**Includes perquisite value of Stock Options exercised during FY 2025-26.*

B. Employed for the part of the year and were in receipt of remuneration aggregating to not less than ₹ 8,50,000/- (Rupees Eight Lakh 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	Tajdin Mohamedali Gilani*	Vice President	2.089	B.Com, DFM, CAN	31	01-Oct-18	67 Years, Metro Shoes
2	Amit Kumar	Senior Vice President	1.453	Post Graduation-Apparel Marketing and Merchandising	29	28-Sep-23	54 Years, Arvind Fashion Ltd
3	Jitendra Ashok Mangave	Chief Information & Technology Officer	1.323	B. Tech	27	10-Apr-25	50 Years, Landmark Group
4	Harshvardhan Singh Chauhan	Chief Marketing Officer	0.133	MBA-Marketing	19	23-Feb-26	42 Years, Bharat YEF

**Includes perquisite value of Stock Options exercised during FY 2025-26.*

Notes:

a) The employees have/had permanent employment contracts with the Company.

b) During FY under review, no employee of the Company was in receipt of remuneration in that year which, in the aggregate, or as the case may be, at a rate which in the aggregate, is in excess of that drawn by the Managing Director or Whole-time Director(s), and who holds by himself/herself, along with his/her spouse and dependent children, not less than two percent (2%) of the equity shares of the Company.

c) Ms. Farah Malik Bhanji, Ms. Aziza Rafique Abdul Malik & 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 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 switched to renewable energy sources than to depend on non-renewable ones. The Company has installed solar panels as detailed hereunder at its warehouses in Bhiwandi.

Sr. No.	Warehouse	Project Capacity	Commissioned on	Solar power generated till March 2026
1	Warehouse 1	110 KW	June 10, 2020	60.26 MWH
2	Warehouse 2	130 KW	November 19, 2021	82.09 MWH

Subsequent to the end of FY 2025-26, the Company vacated Warehouse 1 and divested the rooftop solar power system installed at that location by way of sale to the developer of the premises. The Company plans to install a new rooftop solar power system at the new warehouse commissioned in its place, as part of its continued focus on renewable energy adoption.

B. Technology Absorption:

i. 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.

ii. Details of technology imported during the last three years reckoned from the beginning of the FY: NIL

iii. 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:

(₹ In Crore)

Sr. No.	Particulars	2025-26	2024-25
1.	**Foreign Exchange Earnings**		
	Sale of Footwear and Accessories	4.36	NIL
2.	**Foreign Exchange Outgo**		
	a) Purchase of Footwear and Accessories including Advance	88.96	54.74
	b) Travelling & Other Expenses	1.01	0.47
	c) Professional & Consultancy Fees	16.89	1.13

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 04, 2026

ANNEXURE 6 – TO THE DIRECTORS' REPORT

Business Responsibility and Sustainability Report

Section A : General Disclosures

I. Details of the listed entity

1. Corporate Identity Number (CIN) of the Listed Entity: L19200MH1977PLC019449
2. Name of the Listed Entity: Metro Brands Limited
3. Year of incorporation: 19-01-1977
4. Registered office address: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai, Maharashtra – 400070
5. Corporate address: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai, Maharashtra – 400070
6. Email address: investor.relations@metrobrands.com
7. Telephone: +91 22 6656 0444
8. Website: https://metrobrands.com/
9. Financial year for which reporting is being done: FY 2025-26
10. Name of the Stock Exchange(s) where shares are listed: BSE Limited and National Stock Exchange of India Limited
11. Paid-up Capital: ₹ 1,36,27,33,690/- (27,25,46,738 equity shares of ₹5 each fully paid up)
12. Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report: -

    Name: Manoj Agarwal

    Telephone number: +91 22 6656 0444

    E-mail id: csr@metrobrands.com
13. Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e. only for the entity) or on a consolidated basis (i.e. for the entity and all the entities which form a part of its consolidated financial statements, taken together).

    Disclosures in this report are made on a standalone basis.
14. Name of assurance provider: M/s. Ainapur & Associates
15. Type of assurance obtained: A third-party reasonable assurance on BRSR Core attributes as per the standards developed by the Industry Standards Forum (ISF).

II. Products/Services

16. Details of business activities (accounting for 90% of the turnover)

Description of Main Activity	Description of Business Activity	% of Turnover of the entity
Retail sale	Retailer in fashion footwear, bags & accessories	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Product/Service	NIC Code	% of total Turnover contributed
Fashion Footwear, Bags & Accessories	47713	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated

Location	Number of plants	Number of offices	Total
National	NA*	1,032 Showrooms (221 Cities), 2 Warehouses***, 1 Office	1,035
International**	Nil	Nil	Nil

** The company operates retail outlets and does not undertake any manufacturing activity.*

*** The company does not have any international offices.*

****The Company had commissioned 1 warehouse facility in Apr-26, and 1 old warehouse facility has been surrendered back to developer.*

19. Market Served by the entity

a. Number of locations

Locations	Number
National (No. of States)	31
International (No. of Countries)	Nil

b. What is the contribution of exports as a percentage of the total turnover of the entity: 0.16%

c. A brief on types of customers:

The company is a prominent footwear specialty retailer in India, with a strong retail and ecommerce presence across cities & towns in India. The Company addresses the evolving preferences of consumers by offering high-quality and fashionable footwear. With a diverse product portfolio across various price points, MBL effectively serves the economy, mid-range, and premium segments of the market. Its retail outlets provide a comprehensive assortment of footwear for men, women, and children, in addition to bags and accessories, positioning MBL as a destination for family footwear and related products.

The Company offers a comprehensive range of casual and formal footwear, catering to diverse consumer preferences and enhancing customer loyalty. This broad product offering contributes to the expansion of the Company's market presence. Metro Brands Limited engages with its customers through two principal channels:

1. Digital platforms – including the Company's own website and leading e-commerce marketplaces.
2. Offline retail stores – through direct walk-in customers across its nationwide store network.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled)

Particulars	Total (A)	Male		Female	
		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees					
Permanent (D)	5,179	4,576	88.36%	603	11.64%
Other than Permanent (E)	1,675	1,546	92.30%	129	7.70%
Total employees (D + E)	6,854	6,122	89.32%	732	10.68%
Workers					
Permanent (F)*	0	0	0	0	0
Other than Permanent (G)	0	0	0	0	0
Total workers (F + G)	0	0	0	0	0

**The company does not have any workers as defined in the guidance note on BRSR.*

b. Differently abled Employees and workers

Particulars	Total (A)	Male		Female	
		No. (B)	% (B / A)	No. (C)	% (C / A)
Differently Abled Employees					
Permanent (D)	7	7	100%	0	0%
Other than Permanent (E)	0	0	0%	0	0%
Total differently abled employees (D + E)	7	7	100%	0	0%
Differently Abled Workers					
Permanent (F)	0	0	0%	0	0%
Other than Permanent (G)	0	0	0%	0	0%
Total differently abled workers (F + G)	0	0	0%	0	0%

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	10	3	30%
Key Management Personnel	6	3	50%

22. Turnover rate for permanent employees and workers (Disclose trends for the past 3 years)

	Turnover rate in current FY 2025-26			Turnover rate in previous FY 2024-25			Turnover rate in the year prior to the previous FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	49.36%	69.53%	51.48%	49.91%	69.04%	51.47%	66.24%	88.28%	67.78%
Permanent Workers	0%	0%	0%	0%	0%	0%	0%	0%	0%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Name of the holding / subsidiary / associate companies / joint ventures (A)	Indicate whether holding / subsidiary / associate companies / joint ventures	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
Metmill Footwear Private Limited	Subsidiary	51%	No
Metro Athleisure Limited	Subsidiary	100%	No
M.V. Shoe Care Private Limited	Joint Venture	49%	No

VI. CSR Details

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: (Yes/No): Yes

(ii) Turnover (in ₹): 2797.16 Crores

(iii) Net worth (in ₹): 1952.89 Crores

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/No) (If Yes, then provide web-link for grievance redress policy)	Current Financial Year			Previous Financial Year		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes, https://metrobrands.com/investor-contact/	Nil	Nil		Nil	Nil	
Investors (other than shareholders)	Not applicable, as the Company does not have investors other than shareholders.						
Shareholders	Yes, https://metrobrands.com/investor-contact/	14	Nil		15	Nil	
Employees and workers	Yes, https://metrobrands.com/wp-content/uploads/2025/11/CODE-Of-Conduct-Policy-updated.pdf https://metrobrands.com/wp-content/uploads/2025/08/Updated-PoSH-Policy-Jul25-Webiste.pdf	991	Nil		1,150	Nil	
Customers	Yes, Details of escalation matrix for all customers are mentioned invoices, shoeboxes and on our website under the link: https://metrobrands.com/contact-us	33,970	Nil		28,639	Nil	
Value Chain Partners	Yes, Escalation matrix is communicated to all VCPs, https://metrobrands.com/wp-content/uploads/2025/11/CODE-Of-Conduct-Policy-updated.pdf	Nil	Nil		Nil	Nil	
Other (CSR)	Yes, beneficiary may connect with us during project implementation in their localities. https://metrobrands.com/wp-content/uploads/2024/07/CSRPolicy.pdf	Nil	Nil		Nil	Nil	

** Note : All complaints were resolved during the year.*

26. Overview of the entity's material responsible business conduct issues

Material issue identified	Indicate whether risk or opportunity	Rationale for identifying the risk / opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
Waste Management	Opportunity	Discarded footwear, due to its complex material mix, poses significant recycling challenges and environmental risks. The Company addressed this by diverting 4,892 tons from landfills-achieving 2% recycling and 98% waste-to-energy/co-processing transforming a waste burden into an opportunity for sustainable impact, in line with CPCB norms	Not Applicable	Positive Implication
Efficient Resource Use	Opportunity	Efficient resource use lowers operational costs, ensures regulatory compliance, and strengthens market positioning amid growing demand for sustainability. The Company's solar installations at Bhiwandi warehouses generated 1,42,322.6 kWh in FY 2025–26, reducing reliance on fossil fuels, cutting electricity costs, and shrinking its carbon footprint.	Not Applicable	Positive Implication

Interesting Initiatives

Healing the Planet: Metro Brands' Cradle-to-Grave Approach



Metro Brands Ltd. is revolutionizing sustainability in the footwear industry through its cradle-to-grave initiative. Addressing the staggering 20 billion pairs of footwear manufactured annually, the company has implemented an eco-friendly process to manage Old and Discarded Footwear (ODF). Through implementing partners, Metro Brands collects ODF from landfills, waste management agencies, and ragpickers, sorting and recycling materials like plastic and rubber. Worn-out parts are sent to power generating units or cement kilns, replacing coal and reducing greenhouse gas emissions. The company has made significant progress, processing 5% of ODF in FY22. In FY26, Metro Brands achieved a milestone, processing 4,892 tons (~12.50 million pairs) of ODF, a bit more than the number of new pairs sold, showcasing its commitment to sustainability and reducing environmental impact. This initiative contributes to UN SDG Goal 12 (Responsible Consumption and Production) and Goal 13 (Climate Action), setting a remarkable example for the entire footwear industry to follow, promoting eco-friendly practices and responsible consumption

Vataawaran and Gramin Vikas

The project aimed to promote sustainable livelihoods and strengthen environmental resilience by planting 25,000 fruit-bearing trees and constructing/ refurbishing 6 water conservation structures across remote villages in Subir block of Dangs district and/or Kukarmunda block of Tapi district, Gujarat (Aspirational Blocks). The initiative focused on enhancing groundwater conservation, improving agricultural productivity, and supporting underprivileged communities.

Key Impact Areas:

- Impact on marginalized community: Improving the livelihood of 500 families
- Environmental Impact: Plantation of 25,000 fruit-bearing trees is expected to contribute to carbon sequestration by offsetting approximately 500 tonnes of CO_2 annually, resulting in an estimated reduction of 10,000 tonnes of CO_2 over 20 years.
- Water Conservation Impact: Each water harvesting structure is expected to conserve approximately 37.50 lakh Liters of surface water annually. Collectively, six structures will support conservation of approximately 225 lakh liters (~22,500 kilo liters) of water annually and contribute to improving groundwater levels by enhancing water availability in the surrounding areas.













Section B: Management And Process Disclosures

2.1 Management and Process disclosure questions

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management processes									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)					Yes				
b. Has the policy been approved by the Board? (Yes/No)					Yes				
c. Web Link of the Policies, if available	The policies can be accessed via the link https://metrobrands.com/policies/ as some internal policies applicable to employees are available on our intranet.								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes								
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes. The Company places strong emphasis on corporate governance, with Board-approved policies, such as the Code of Conduct, Whistle Blower Policy, and Ethics Policy which are applicable to directors, senior management, employees, and all value chain partners.								
4. Name of the national and international codes/ certifications/ labels/ standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g. SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle	The Company's policies align with applicable laws and governance principles. The Quality Management System is ISO 9001:2015 certified by Pyramid Certifications LLP for supply and service provision.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	The company has identified key Environmental, Social, and Governance (ESG) areas and set internal targets to drive sustainability and ethical practices. Key initiatives/ achievements include 1. Transitioning partially to renewable energy through solar projects. (Installed 110 KW and 130 KW solar projects at 2 warehouses). 2. Diverting 1 discarded footwear from landfills for every 1 pair sold. We are also mitigating the footwear industry's environmental impact by processing millions of discarded footwear items, repurposing worn-out components as coal substitutes in cement kilns and power generation, and thereby reducing costs and emissions. We started with 5% in FY22 and achieved 100% of our goal in FY25. Furthermore, we're calculating our supply chain carbon footprint to address its adverse impacts. 3. Offsetting our water usage. We started with a target of 20% in FY27 and planned to achieve 100% by FY35 4. Offsetting our emissions. We started with a target of 1% in FY27 and planned to achieve the 20% by FY40 5. Having Indian Green Building Council (IGBC) certification for new warehouse facility in next 2 years.								
6. Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	In FY 26, the company achieved notable progress in the following areas: 1. Generated approximately 1.42 lakh KWH of renewable energy through solar projects at our 2 warehouses. 2. Recycled and co-processed approximately 4892 tons of old and discarded footwear (approx. 12.5 million pairs) in an eco-friendly manner against our target of approx. 12 million pairs).								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	3. Assessed approximately 52% of VCPs (by business value) for ESG parameter data collection to monitor and improve Scope 3 emissions and enhance environmental and social conditions in the supply chain. 4. We are on track to offset 20% of water withdrawal by constructing 6 water structures for water conservation at Gujrat areas. 5. We are on track to offset 1% of emission by fruit bearing tree plantation in Gujrat areas, which will also help the marginalised communities economically.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	The Company believes that sustainability and financial performance go hand-in-hand and has integrated ESG considerations into its business decisions and operations. Key initiatives include: 1. Setting up two solar power plants, 2. Recycling e-waste, 3. Eco-friendly processing of discarded footwear, 4. Water conservation by constructing water structures, 5. Helping environment and marginalised communities by fruit bearing tree plantation project. Our CSR projects focus on stakeholder engagement, empowerment, and environmental protection through a participatory and collaborative approach. Additionally, the Legal & Secretarial team oversees governance-related aspects, including managerial remuneration, dividend policies, and related party transactions.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	(a) Name: Mohammed Iqbal Hasanally Dossani (DIN: 08908594) Designation: Whole-time Director (b) Name: Manoj Agarwal Telephone number: +91 22 6656 0444 E-mail id: csr@metrobrands.com								
9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details	Yes. the Corporate Social Responsibility & Sustainability Committee which is responsible for decision making on sustainability related issues. The composition of the Committee can be accessed via the link https://metrobrands.com/list-of-board-committees.								

10. Details of Review of NGRBCs by the Company

Subject for Review	Indicate whether review was undertaken by Director / Committee of the Board / Any other Committee									Frequency (Annually / Half yearly / Quarterly / Any other - please specify								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against above policies and follow up action	Relevant policies of the Company are reviewed periodically, or as required, by the Board and its Committees, and necessary changes to policies and procedures are implemented accordingly.									As per the statutory requirement.								
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with the applicable statutory requirements.									The Company tracks the compliance requirements of each regulatory authority and proactively ensure all the compliances are met well before the due date.								

11. Has the entity carried out independent assessment/evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency

Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency	P1	P2	P3	P4	P5	P6	P7	P8	P9
Yes, the Auditors assess/evaluate the working of Company Policies as required									

12. If answer to question (1) above is "No" i.e. not all Principles are covered by a policy, reasons to be stated

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	Not applicable								
The entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

Section C: Principle Wise Performance Disclosure

PRINCIPLE 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable

Essential Indicators:

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	6	Health Safety & Environment: (1 Program) Human Rights: (4 Program) Skill Upgradation: (1 Program)	HSE: 100% Human Rights: 100% Skill Upgradation: 100%
Key Managerial Personnel	6	Health Safety & Environment: (1 Program) Human Rights: (4 Program) Skill Upgradation: (1 Program)	HSE: 100% Human Rights: 100% Skill Upgradation: 100%
Employees other than BoD and KMPs	43	Health Safety & Environment: (1 Program) Human Rights: (6 Program) Skill Upgradation: (36 Program)	HSE: 93% Human Rights: 90% Skill Upgradation: 87%
Workers*	NA	NA	NA

** There are no workers in the company.*

2. Details of fines/penalties/punishment/ award/ compounding fees/ settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website)

	Monetary				
	NGRBC Principle	Name of the regulatory / enforcement agencies judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal been preferred (Yes/No)
Penalty / Fine	During FY 2025-26, there were no material fines / penalties / punishments / awards / compounding fees / settlements as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015, imposed on the Company or its Directors/KMPs.				
Settlement					
Compounding Fee					

	Non-Monetary			
	NGRBC Principle	Name of the regulatory / enforcement agencies judicial institutions	Brief of the Case	Has an appeal been preferred (Yes/No)
Imprisonment		NIL		
Punishment				

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed

Case Details	Name of the regulatory / enforcement agencies judicial institutions
	Not Applicable

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy

Yes, the Company has adopted an Ethics Policy and a Code of Conduct, both of which are published on its website. Both frameworks cover anti-bribery and anti-corruption provisions and apply to directors, officers, employees, and associated personnel.

These frameworks require compliance with applicable anti-bribery and anti-corruption laws, strictly prohibiting the payment or acceptance of bribes and the offering, directly or indirectly, of any undue advantage to government officials or commercial entities.

Ethics Policy: https://metrobrands.com/wp-content/uploads/2023/02/CODE_OF_ETHICS.pdf

Code of Conduct: https://metrobrands.com/wp-content/uploads/2025/11/CODE-Of-Conduct-Policy-updated.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption

	Current Financial Year	Previous Financial Year
Directors	No disciplinary action was taken against any Directors/ KMPs/employees/workers by any law enforcement agency for charges of bribery/corruption.	
KMPs		
Employees		
Workers		

6. Details of complaints with regard to conflict of interest

	Current Financial Year		Previous Financial Year	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	No complaints related to conflicts of interest involving Directors or KMPs were received during FY26	0	No complaints related to conflicts of interest involving Directors or KMPs were received during FY25.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0		0	

7. Provide details of any corrective action taken or underway on issues related to fines/penalties / action taken by regulators/ law enforcement agencies/ judicial institutions, on cases of corruption and conflicts of interest

Not applicable

8. Number of days of accounts payable ((Accounts payable *365) / Cost of goods/services procured) in the following format

		Current financial year	Previous financial year
i)	Accounts payable x 365 days	₹ 1,00,568 Crores	₹ 81,304 Crores
ii)	Cost of goods/services procured	₹ 1,170.72 Crores	₹ 1,030.85 Crores
iii)	Number of days of accounts payables	86 days	79 days

Note: Indicate if any independent assessment/evaluation /assurance has been carried out by an external agency? (Y/N). If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above. (BRSR Core).

9. Openness of business, Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties, in the following format

Parameter	Metric			Current financial year	Previous financial year
Concentration of Purchases	a.	i)	Purchases from trading houses	1,385.41 Crores	962.10 Crores
		ii)	Total purchases	1,385.41 Crores	962.10 Crores
		iii)	Purchases from trading houses as % of total purchases	100%	100%
	b.		Number of trading houses where purchases are made	472	430
	c.	i)	Purchases from top 10 trading houses	592.79 Crores	440.41 Crores
		ii)	Total purchases from trading houses	1,385.41 Crores	962.10 Crores
		iii)	Purchases from top 10 trading houses as % of total purchases from trading houses	42.79%	45.77%
Concentration of Sales	a.	i)	Sales to dealer / distributors	Nil	Nil
		ii)	Total Sales	2,797.16 Crores	2,449.61 Crores
		iii)	Sales to dealer / distributors as % of total sales	-	-
	b.		Number of dealers / distributors to whom sales are made	-	-
	c.	i)	Sales to top 10 dealers / distributors	-	-
		ii)	Total Sales to dealer / distributors	-	-
		iii)	Sales to top 10 dealers / distributors as % of total sales to dealer / distributors	-	-
Share of RPTs in	a.	i)	Purchases (Purchases with related parties)	30.99 Crores	28.93 Crores
		ii)	Total Purchases	1,385.41 Crores	962.10 Crores
		iii)	Purchases (Purchases with related parties as % of Total Purchases)	2.24%	3.01%
	b.	i)	Sales (Sales to related parties)	Nil	Nil
		ii)	Total Sales	2,797.16 Crores	2,449.61 Crores
		iii)	Sales (Sales to related parties as % of Total Sales)	NA	NA
	c.	i)	Loans & advances given to related parties	-	-
		ii)	Total loans & advances	0.91 Crores	1.37 Crores
		iii)	Loans & advances given to related parties as % of Total loans & advances	-	-
	d.	i)	Investments in related parties	28.32 Crores	28.32 Crores
		ii)	Total Investments made	675.27 Crores	552.18 Crores
		iii)	Investments in related parties as % of Total Investments made	4.19%	5.13%

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

Leadership Indicators:

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year

Total number of awareness programmes held	Topics / Principles covered under the training	%age of value chain partners covered (by value of business done with such partners) under the awareness programmes
1	The Company provides training to its Karigar vendors on quality, packaging, and code of conduct as needed. To proactively enable compliance with BIS regulatory requirements across its supply chain, the Company engaged a qualified consultant to guide its vendors and conducted structured training sessions to build awareness and capability on the applicable standards.	100%
2	BRSR training sessions have also been provided to vendors to ensure alignment with the organization's sustainability and responsibility goals.	100%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same

   Yes, the Company has in place a Code of Conduct for its Board members and Senior Management Personnel, aimed at upholding high standards of transparency, integrity and ethical behaviour. The Company has also adopted a Policy on Related Party Transactions to identify actual or potential conflicts of interest that may arise in the ordinary course of business with related parties. The policy, as approved and amended from time to time by the Board of Directors, is designed to mitigate and prevent such conflicts of interest in a transparent and controlled manner. In addition, the Company maintains the proper Register of Contracts in which Directors are interested in accordance with applicable laws, and all the relevant disclosures and details are duly recorded.

PRINCIPLE 2 Businesses should provide goods and services in a manner that is sustainable and safe

Essential Indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year	Previous Financial Year	Details of improvements in environmental and social impacts
R&D	-	-	The Company does not have any specific expenditure on research and development in the current year and previous year.
Capex	-	-	No investments have been made during the current year and previous year. Company had made capex of ₹40 Lakhs in FY21 and ₹41 Lakh in FY 22 for installation of solar plant at warehouses

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No).

   b. If yes, what percentage of inputs were sourced sustainably?

   The sustainable sourcing policy was implemented in March 2025.

   Currently, 100% of the packing material and carry bags procured are either made of recycled material or recyclable. Biodegradable Bags for Handbags are sustainably sourced.

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

   Company is committed to making a positive environmental impact. Key sustainability initiatives include:

   - EPR target will be completed once the CPCB portal becomes operational for FY 2025-26.
   - Responsible recycling and disposal of 1.22 Tons of e-waste in accordance with CPCB guidelines
   - Diversion of 4,892 tonnes of used footwear from landfills-2% was recycled and 98% co-processed in waste-to-energy plants, following CPCB norms. As the Company is not involved in direct manufacturing, it avoids hazardous emissions. However, we remain committed to minimising our plastic and e-waste footprint through ongoing eco-friendly initiatives.

4. Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same

   Yes, the Company has received Importer and Brand Owner registration certificate for recycling of plastic materials in Category-2 and the waste collection plan is in line with EPR requisites. The received recycling target from CPCB for FY 2025-26 is 101 Tonnes.

Leadership Indicators

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

NIC Code	Name of Product / Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective / Assessment was conducted	Whether conducted by independent external agency (Yes/No)	Results communicated in public domain (Yes/ No) If yes, provide the web-link.
The Company is engaged in retail and not manufacturing. Accordingly, no Life Cycle Assessment (LCA) was conducted during the reporting period.					

2. If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products / services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.

Name of Product / Service	Description of the risk / concern	Action Taken
The Company is engaged in retail and not manufacturing. Accordingly, no Life Cycle Assessment (LCA) was conducted during the reporting period.		

3. Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).

Indicate input material	Recycled or re-used input material to total material	
	Current Financial Year	Previous Financial Year
The Company is not into manufacturing; hence this point is not applicable.		

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format

	Current Financial Year			Previous Financial Year		
	Re-Used	Recycled	Safely Disposed	Re-Used	Recycled	Safely Disposed
Plastics (including packaging)	0 tons	57 tons	0 tons	0 tons	90 tons	0 tons
E-waste	0 tons	0 tons	1.22 tons	0 tons	0 tons	1.77 tons
Hazardous waste	0 tons	0 tons	0 tons	0 tons	0 tons	0 tons
Other waste	0 tons	76 tons	4,816 tons	0 tons	1,335 tons	3,029 tons

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category

Indicate product category	Reclaimed products and their packaging materials as % of total products sold in respective category
Footwear pairs sold in FY 25-26	104 % (~125 Lakh footwear pairs) of old, discarded footwear processed in an eco-friendly manner.

PRINCIPLE 3 Businesses should respect and promote the well-being of all employees, including those in their value chains

Essential Indicators

Details of well-being of Employees and workers

1. a. Details of measures for the well-being of employees

Category	Total (A)	% of employees covered by									
		Health Insurance*		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facility	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent Employees											
Male	4,576	4,576	100%	4,576	100%	0	0%	4,576	100%	0	0%
Female	603	603	100%	603	100%	603	100%	0	0%	0	0%
Total	5,179	5,179	100%	5,179	100%	603	12%	4,576	88%	0	0%
Other than Permanent Employees											
Male	1,546	1,546	100%	1,546	100%	0	0 %	0	0 %	0	0 %
Female	129	129	100%	129	100%	129	100%	0	0 %	0	0 %
Total	1,675	1,675	100%	1,675	100%	129	8%	0	0 %	0	0 %

** Note: all of our employees are covered under either Health Insurance, ESIC or workmen compensation insurance, as applicable.*

b. Details of measures for the well-being of workers

Category	Total (A)	% of workers covered by									
		Health Insurance		Accident Insurance		Maternity Benefit		Paternity Benefit		Day Care Facility	
		Number (B)	% (B / A)	Number (C)	% (C / A)	Number (D)	% (D / A)	Number (E)	% (E / A)	Number (F)	% (F / A)
Permanent workers											
Male	0	0	0	0	0	0	0	0			
Female	0	0	0	0	0	0	0	0			
Total	0	0	0	0	0	0	0	0			
Other than Permanent workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0			
Total	0	0	0	0	0	0	0	0			

**The company does not have any workers as defined in the guidance note on BRSR.*

Interesting Initiatives

This is My Company: Celebrating Our People, Our Culture







Belonging isn't just a word here — it's how we work, celebrate, and grow together. For over 75 years, Metro Brands has nurtured a people-first culture that values not just performance, but the people behind it — their stories, spirit, and everyday wins. With our chairman's vision inspiring us to think like owners, we proudly say, "This is my company!"

This year was packed with feel-good moments. We gathered for Iftar parties during Ramzan, launched the appraisal season with fresh goals, and stayed connected through HR Connects and cheerful birthday celebrations. Team lunches and offsite vacations gave us space to unwind, share stories, and build stronger bonds.

Wellbeing was front and centre with wellness camps, skip-level chats, and doctors — both allopathic and homeopathic — just a call away for our employees. We stood united on Independence Day, championed workplace safety, and embraced the festive spirit of Navratri, Diwali, and Christmas. December also saw us honouring our frontline stars on Retail Employees' Day — a tribute to those who keep us moving forward.

This year, we also sharpened our focus on growth from within. Talent Development became a key theme, with structured programs that helped our people build new skills, take on bigger roles, and stay future-ready.

We also took time to listen — through the Engagement Survey.

Here, we don't just work — we belong.

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format

	Current Financial Year	Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	0.11%	0.14%

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

2. Details of retirement benefits, for Current FY and Previous Financial Year

Benefits	Current Financial Year			Previous Financial Year		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100%	NA	Yes	100%	NA	Yes
Gratuity	100%	NA	Yes	100%	NA	Yes
ESI	100%	NA	Yes	100%	NA	Yes
Others, please specify						

3. Accessibility of workplaces –

Are the premises / offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard: -

Yes, the Company has provision across all locations.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy: -

Yes, we have an Equal Opportunity Policy as per the Rights of Persons with Disabilities Act, 2016. Weblink: https://metrobrands.com/wp-content/uploads/2025/09/Equal-Opportunities-Policy.pdf

5. Return to work and Retention rates of permanent employees and workers that took parental leave

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	100%	NA	NA
Female	100%	100%	NA	NA
Total	**100%**	**100%**	**NA**	**NA**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief

	Yes/No (If Yes, then give details of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	NA
Permanent Employees	Zoho App and the Whistle Blower Policy provide a mechanism to ensure adequate safeguards to employees and Directors from any victimisation on raising of concerns of any violations of legal or regulatory requirements, misrepresentation of any financial statement and reports. The employees of the Company have the right/ option to report their concern/ grievance to the Chairperson of the Audit Committee in appropriate or exceptional cases.
Other than Permanent Employees	

**The company does not have any workers as defined in the guidance note on BRSR.*

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity

Category	Current Financial Year			Previous Financial Year		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who are part of association(s) or Union (B)	% (B / A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D / C)
Total Permanent Employees	5,179	0	0%	4,373	0	0%
Male	4,576	0	0%	3,971	0	0%
Female	603	0	0%	402	0	0%
Total Permanent Workers	0	0	0%	0	0	0%
Male	0	0	0%	0	0	0%
Female	0	0	0%	0	0	0%

**The company does not have any workers as defined in the guidance note on BRSR.*

8. Details of training given to employees and workers

Category	FY2026					FY2025				
	Total (A)	On Health and safety measures		On Skill upgradation		Total (B)	On Health and safety measures		On Skill upgradation	
		No. (B)	% (B / A)	No. (C)	% (C / A)		No. (B)	% (B / A)	No. (C)	% (C / A)
Employees										
Male	6,122	5,621	92%	5,582	91%	5,571	5,275	95%	5,571	100%
Female	732	672	92%	657	90%	491	453	92%	471	96%
Total	6,854	6,293	92%	6,239	91%	6,062	5,728	94%	6,042	100%
Workers										
Male										
Female					NA					
Total										

Interesting Initiatives

Training for Tomorrow: Metro Brands' CSR Initiative in Skill Development



Metro Brands Ltd. has successfully implemented the National Apprenticeship Promotion Scheme (NAPS), addressed industry skill gaps and provided on-the-job training for unemployed young people. Through this CSR initiative, 460 youths were trained in FY 26 at retail showrooms, enhancing their skills and employability. This win-win project benefits all stakeholders: society gains employable talent, the government meets skilling and job creation responsibilities, and Metro Brands Ltd. secures a pipeline of trained personnel for its store expansion plans while reducing HR costs. On-the-job training increases industry readiness, reduces attrition, and fosters loyalty among apprentices and corporates. By partnering in NAPS, Metro Brands demonstrates the company's proactive approach to bridging skill gaps, promoting employability, and contributing to the nation's development, aligning with UN SDG Goal 4 (Quality Education) and Goal 8 (Decent Work and Economic Growth)

9. Details of performance and career development reviews of employees and worker

Category	Current Financial Year			Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (A)	No. (B)	% (B/A)
Employees						
Male	6,122	6,122	100%	5,571	5,571	100%
Female	732	732	100%	491	491	100%
Workers						
Male	NA	NA	NA	NA	NA	NA
Female	NA	NA	NA	NA	NA	NA

10. Health and safety management system

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/ No). If yes, the coverage such system? :- No

While a formal OHS Management System is not implemented, the Company undertakes regular safety audits and provides health and safety training at its premises.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity? :-

Internal and external safety audits are conducted regularly, and any identified deviations are promptly addressed in accordance with regulatory and company requirements.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N):-

Yes. All our employees are provided training on Health and Safety.

The Company does not have workers according to BRSR guidelines.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No):-

Yes. "Doctor On Call" services, periodic health check-up camps, and health insurance coverage are provided to employees for non-occupational healthcare needs.

11. Details of safety related incidents, in the following format:-

Safety Incident/Number	Category	Current Financial Year	Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	Nil	Nil
	Workers	NA	NA
Total recordable work-related injuries	Employees	Nil	Nil
	Workers	NA	NA
No. of fatalities	Employees	Nil	Nil
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	Nil	Nil
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace: -

The Company prioritises employee health through the "Doctor on Call" program, where a medical practitioner visits the registered office and warehouse to address employee health concerns. Additionally, workplace safety is a top priority. Reporting Managers and Showroom Managers are authorised to take necessary actions to ensure a safe work environment. Employees at the Head Office and Warehouse receive regular training on health and safety basic & advanced fire safety, including periodic evacuation drills.

13. Number of Complaints on the following made by employees and workers

	Current Financial Year 2025-26			Previous Financial Year 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	Nil	Nil	No Complaints	Nil	Nil	No Complaints
Health & Safety	Nil	Nil	No Complaints	Nil	Nil	No Complaints

14. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	The Company Warehouses & Head Office are assessed by the Company's Internal Team.
Working Conditions	The Company Warehouses & Head office are assessed by the Company's Internal Team.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions

No actions required, as no significant risks/concerns arose from assessment of health & safety practices and working conditions.

Leadership Indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, the Company has a Group Term Life Insurance Policy for eligible employees and Group Personal Accident Policy across the Organisation.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

The payment to vendor partners is released based on the statutory dues' payment returns provided as supporting documents, ensuring that our vendor partners adhere to statutory dues.

3. Provide the number of employees/workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment

	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	Current Financial Year 2025-26	Previous Financial Year 2024-25	Current Financial Year 2025-26	Previous Financial Year 2024-25
Employees	0	0	0	0
Workers	NA	NA	NA	NA

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

Yes, the entity provides transition assistance programs to facilitate continued employability and the management of career transitions arising from retirement or separation.

In the case of retirement, the extension of employment has been considered on a case-by-case basis.

5. Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	52%
Working Conditions	

Note: The Company has implemented a multi-faceted approach to assess and ensure the compliance and performance of Value Chain Partners (VCPs). This strategy includes mandatory requirements for new vendor onboarding, ensuring that VCPs maintain standardised working conditions and adhere to robust health and safety practices.

A collaboration was initiated with Newtral, an AI-enabled sustainability platform, to manage, track, and report ESG data from approximately 52% of the VCPs by business value. This partnership supports our annual ESG assessment, which evaluates environmental, social, and ethical standards. To enhance continuous improvement, we will analyse collected ESG data to identify trends, provide insights and recommendations, develop collaborative improvement plans for underperforming areas, and conduct regular follow-ups to monitor progress.

6. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.

The Company is committed to ensuring the health, safety, and proper working conditions throughout our value chain. The company implemented a sustainability platform to manage, track, and report ESG data from Company VCPs. Approximately 52% of Company VCPs (based on business value) have submitted annual assessments covering environmental, social, and ethical standards. The Company systematically reviews the collected data to identify significant risks or concerns related to health, safety, and working conditions.

Interesting Initiatives

Healing Hands: Metro Brands' Commitment to Cobbler Well-being





Cobblers are vital partners for Metro Brands, bringing craftsmanship and attention to detail to our footwear retailing business. However, their strenuous work environment, unhealthy habits, and long time away from families pose significant health risks. Recognizing these challenges, we launched a healthcare project to support their well-being. In FY 26, we reached 1,023 new cobblers through 20 health camps, identifying health issues such as obesity, hypertension, and diabetes. We also detected 524 tobacco consumers and facilitated positive outcomes, including 29 quitting tobacco, 126 reducing consumption and improved control in 43 high BP and 15 diabetes cases among existing beneficiaries. Additionally, we generated and distributed 839 ABHA cards, enhancing healthcare access. From the 1,313 beneficiaries, we supported and tracked in FY 25, 214 tobacco users quit, 116 reducing consumption and improved control in 39 high BP and 51 diabetes cases. This initiative contributes to UN SDG Goal 3 (Good Health and Well-being), demonstrating our commitment to the health and welfare of our cobbler partners

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

Essential Indicators

1. Describe the processes for identifying key stakeholder groups of the entity

   The Company defines stakeholders as internal and external. Internal stakeholders are individuals who have a direct relationship with the Company, while external stakeholders are those who do not work directly with the Company but may be affected by its actions and business outcomes, either positively or negatively.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly/others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Customers	No	Inbound Call, Email, social media	Ongoing	Customers' queries & complaints help the Company analyse areas of improvement: Product Quality, Delivery, Returns and Refunds
Employees	No	Corporate Communication emailer & EmPort HRMS portal	Monthly, Quarterly and Annual	Birthday Celebrations, Wellness Camps, Productivity, Sports, Town Halls etc.
Business Partners/ Associates	No	Business Partners/Associates meet through virtual modes such as e-mail, telephone and Video Conference	Monthly	Business Partners/ Associates meet through virtual modes such as e-mail, telephone and Video Conference
Vendors	No	Vendors meet on a monthly basis through virtual modes such as e-mail, telephone and Video Conference	Monthly	Vendors meet monthly through virtual modes such as e-mail, telephone and Video Conference
Shareholders	No	As needed: Email, Newspaper Advertisement, Meetings, Intimation to the Stock Exchanges, Press releases and press conferences, investor conferences and presentation, Company Website.	Quarterly and Half Yearly: Financial statements, earnings call, Stock Exchange intimations and filings. Annual: Annual General Meeting and Annual Report; Continuous: Investors page on the Company's website	Understanding shareholder expectations and to update them of developments in the Company
Regulatory Authorities/ Local Bodies: W&M Section, Government of India, Ministry of Consumer Affairs, Food and Public Distribution, Department of Consumer Affairs, Weight & Measure Unit Central Pollution Control Board, Ministry of Environment, Forest and Climate Change, Government of India GST	No	lm.doca.gov.in cpcb.gov.in GST portal	Whenever required, yearly/monthly	For importer, manufacturer/packer registration/renewal; for EPR registration of plastic waste; and for filing of GST returns and GST registration of place of business.

Leadership Indicators

1. **Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board**

   Stakeholder engagement is central to the Company's growth and long-term value creation. It follows a multi-stakeholder approach, balancing business growth with environmental and social responsibility while addressing the interests of key stakeholders.

   Guided by its Code of Conduct and policies, engagements are conducted with transparency and integrity, overseen by the Board of Directors. The Company provides annual updates on its ESG targets, ensuring stakeholders are informed of ongoing initiatives and offering a clear and comprehensive view of its ESG performance and progress.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes / No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity**

   The Company operates in the footwear and accessories retail sector, with minimal direct environmental and social impact. We maintain regular communication with vendors and retail agents, while actively engaging with community stakeholders through CSR initiatives to understand their needs. Based on identified community needs, we design and implement CSR projects.

   Since FY 2023-2024, we have partnered with Newtral Technologies to enhance ESG disclosures. We are collecting supply chain data to determine Scope 3 emissions and exploring afforestation and water conservation projects to mitigate these emissions and strive for water positivity.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups**

   As part of the community initiatives, your Company has identified vulnerable communities, including cobblers, shoe-shiners, and unemployed youth, who face various challenges. The Company is working to empower these marginalized groups through dedicated support in income generation, skill development, education, medical assistance, etc as under:

National Apprenticeship Promotion Scheme – Our project aims to enhance the employability of unemployed youth through on-the-job training at retail showrooms. This CSR initiative has yielded a win-win outcome for all stakeholders: society benefits from 460 youths gaining practical skills and becoming employable, the government meets its skilling and job creation responsibilities, and the Company gains a ready pipeline of trained talent to support its store expansion plans while reducing HR costs.

Fidai Girls Education Institute – The Scholarship project empowered 63 girls through education support, paving the way for a brighter future. A number of girls have excelled in extracurricular activities, emerging as award-winning athletes and Math Olympiad champions.

Sabrahad Education Society – The Conference Hall project was undertaken to promote knowledge sharing and facilitate academic activities such as seminars, guest lectures, workshops, and conferences for large groups of students. With the addition of a conference hall, the school now has 22 classrooms along with a dedicated conference facility, creating a more conducive and comfortable learning environment for students. Beyond academics, students excel in various areas, including social service, science, technology, and sports like handball and football.

Prince Aly Khan Hospital – Our project aimed to enrol 1,000 new cobblers in the healthcare initiative and provide follow-up services to 2,714 existing beneficiaries. In FY 2025-26, we reached 1,023 new cobblers through 20 health camps, identifying health issues such as obesity (78), overweight (293), underweight (83), high BP (204), and high blood sugar (39), with 524 tobacco consumers detected. Among existing beneficiaries, we observed positive outcomes, including 29 tobacco users quitting and 126 reducing consumption, alongside improved control in 43 high BP and 15 diabetes cases. Additionally, 839 ABHA cards were generated and distributed, enhancing healthcare access for beneficiaries.

Studeasy Bharat Foundation - Our project aimed to enhance education quality in 4 rural Maharashtra schools (338 students) through smart classrooms and infrastructure development. Key outcomes include smart classrooms boosting student engagement and lesson planning, an up to 35% average increase in student performance, and rapid progress in previously low-performing schools. Infrastructure upgrades included repairs, painting, and essential utilities. The project fostered community ownership, with teachers and villagers contributing funds and forming alumni groups. This initiative not only improved education but also strengthened your Company's bonds with staff and villages, enhancing productivity and Company growth.

Aga Khan Rural Support Program (India) – AKRSPI - The project aimed to promote sustainable livelihoods and strengthen environmental resilience by planting 25,000 fruit-bearing trees and constructing/refurbishing six water harvesting structures with capacity of 225 lakh litres across remote villages in Subir block of Dangs district and/or Kukarmunda block of Tapi district, Gujarat (Aspirational Blocks). The initiative focused on enhancing groundwater conservation, improving agricultural productivity, and supporting underprivileged communities.

Key Impact Areas:

- **Environmental Impact:** Plantation of 25,000 fruit-bearing trees is expected to contribute to carbon sequestration by offsetting approximately 500 tonnes of CO_2 annually, resulting in an estimated reduction of 10,000 tonnes of CO_2 over 20 years.
- **Water Conservation Impact:** Each water harvesting structure is expected to conserve approximately 37.50 lakh litres of surface water annually. Collectively, 6 structures will support conservation of approximately 225 lakh litres (22,500 kilolitres) of water annually and contribute to improving groundwater levels by enhancing water availability in the surrounding areas.
- **Sustainable Livelihood & Agroforestry Benefits:** The agroforestry initiative is expected to benefit approximately 500 families by creating additional income opportunities through fruit-bearing trees. Each family is estimated to generate additional income of ₹18,000–20,000 annually after 4–5 years, with potential for further growth over time.
- **Community & Agricultural Benefits:** Each water conservation structure is expected to benefit approximately 15–20 households, support irrigation of 20–25 acres of agricultural land and improve availability of water for livestock and domestic consumption. Collectively, the six structures are expected to positively impact approximately 90–120 households and support irrigation across 120–150 acres of agricultural land.

Have A Heart Foundation – HAHF: The project aimed to provide life-saving cardiac surgeries to five children from underprivileged families diagnosed with congenital heart disease (structural heart defects), enabling access to critical medical care and improving their chances of leading a healthier and more fulfilling life.

Additionally, the Company collaborates and supports the MSME vendors to foster their growth and development, further contributing to the socio-economic upliftment of our community.

PRINCIPLE 5 Businesses should respect and promote human rights

Essential Indicators

1. **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format**

Category	FY2026			FY2025		
	Total (A)	No. of employees/ workers covered (B)	% (B / A)	Total (C)	No. of employees/ workers covered (D)	% (D / C)
Employees						
Permanent	5,179	5,072	98%	4,373	4,163	95%
Other than permanent	1,675	1,668	99%	1,689	1,621	96%
Total Employees	6,854	6,740	98%	6,062	5,784	95%
Workers						
Permanent						
Other than permanent			NA			
Total Workers						

2. Details of minimum wages paid to employees and workers, in the following format

Category	Current Financial Year					Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	5,179	196	4%	4,983	96%	4,373	71	2%	4,302	98%
Male	4,576	162	4%	4,414	96%	3,971	58	1%	3,913	99%
Female	603	34	6%	569	94%	402	13	3%	389	97%
Other than Permanent	1,675	41	2%	1,634	98%	1,689	2	0%	1,687	100%
Male	1,546	29	2%	1,517	98%	1,600	0	0%	1,600	100%
Female	129	12	9%	117	91%	89	2	2%	87	98%
Workers										
Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0

3. Details of remuneration/salary/wages

3.1 Median remuneration/wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of Directors (BoD)	8	17,60,619	3	1,62,57,900
Key Managerial Personnel	3	2,12,48,923	3	1,62,57,900
Employees other than BoD and KMP	6,118	2,45,295	729	1,51,573
Workers	0	0	0	0

NOTE: Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.

3.2 Gross wages paid to females as % of total wages paid by the entity, in the following format

	Current Financial Year	Previous Financial Year
Gross wages paid to females as % of total wages	13.3%	11.08%

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core)

4. **Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business?**

Yes

Human Resource Business Partners (HR officials) oversees the issues, and the CHRO evaluates the same.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues**

The Company has a Zoho Ticket System, monitored by Human Resource Business Partners, and reviewed by the CHRO.

6. Number of Complaints on the following made by employees and workers

	Current Financial Year			Previous Financial Year		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Sexual Harassment	4	Nil	Nil	2	Nil	Nil
Discrimination at workplace	Nil	Nil	Nil	Nil	Nil	Nil
Child Labour	Nil	Nil	Nil	Nil	Nil	Nil
Forced Labour/Involuntary Labour	Nil	Nil	Nil	Nil	Nil	Nil
Wages	Nil	Nil	Nil	Nil	Nil	Nil
Other human rights related issues	Nil	Nil	Nil	Nil	Nil	Nil

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format

	Current Financial Year	Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	4	2
Complaints on POSH as a % of female employees / workers	0.5%	0.4%
Complaints on POSH upheld	4	2

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26.

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases**

The Company has in place a Prevention of Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The objective of this Policy is to lay clear guidelines and provide right direction in case of any reported incidence of sexual harassment across the Company's offices and take appropriate decision in resolving such issues. An Internal Complaints Committee has been set up to redress the complaints received regarding sexual harassment.

9. **Do human rights requirements form part of your business agreements and contracts?**

Yes, the Company's Ethics Policy covers aspects of human rights and is applicable to employees, directors, business associates, suppliers and third parties. In addition, compliance with Labour Laws, as applicable, is made part of the legal agreements and contracts.

Weblink: https://metrobrands.com/wp-content/uploads/2023/02/CODE_OF_ETHICS.pdf

10. Assessments for the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%
Forced/involuntary labour	100%
Sexual harassment	100%
Discrimination at workplace	100%
Wages	100%
Others – please specify	-

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 10 above**

No risk arose during evaluation.

Leadership Indicators

1. **Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints**

   NA

2. **Details of the scope and coverage of any Human rights due diligence conducted**

   An Employee Satisfaction Survey was conducted during the year as part of human rights due diligence. No significant grievances or violations were identified through this process.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes, the Company has provisions across all the locations.

4. **Details on assessment of value chain partners**

	% of value chain partners (by value of business done with such partners) that were assessed
Child labour	52%
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

As part of the vendor agreement, the Company has ensured that the VCPs comply with laws related to child labour, forced or involuntary labour, sexual harassment, workplace discrimination, and fair wages. To reinforce commitment to this transparency, the Company implemented a sustainability platform. This platform facilitates the management, tracking, and reporting of Environmental, Social, and Governance data from our VCPs. In FY 2025-26, 52% of our VCPs by business value have completed an annual assessment on the platform. This assessment evaluates their adherence to Environmental, Social, and Ethical standards. The collected data will enable the company to review and improve conditions across our value chain, driving continuous enhancement of our ESG practices.

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above**

   No significant risks or concerns were identified during the assessment. Hence, no specific corrective actions were required.

PRINCIPLE 6: Businesses should respect and make efforts to protect and restore the environment

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	Current Financial Year	Previous Financial Year
From renewable sources		
Total electricity consumption (A) GJ	512.21 GJ	489.87 GJ
Total fuel consumption (B)GJ	0 GJ	0 GJ
Energy consumption through other sources (C) GJ	0 GJ	0 GJ
Total energy consumed from renewable sources (A+B+C) GJ	512.21 GJ	489.87 GJ
From non-renewable sources		
Total electricity consumption (D) GJ	1,05,349.78 GJ	99,313.13 GJ
Total fuel consumption (E) GJ	5,297.87 GJ	4,865.47 GJ
Energy consumption through other sources (F) GJ	0	0
Total energy consumed from non-renewable sources (D+E+F) GJ	1,10,647.65 GJ	1,04,178.60 GJ
Total energy consumed (A+B+C+D+E+F) GJ	1,11,159.86 GJ	1,04,668.48 GJ
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations) GJ/Rs	0.0000039	0.0000043
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP) GJ/Mn USD	80.99	88.27
Energy intensity in terms of physical output		
Energy intensity (optional) – In terms of Employee: GJ/Total number of permanent Employee	21.46	23.92

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

Energy intensity per rupee of turnover, adjusted for Purchasing Power Parity (PPP), is calculated using India's 2026 PPP conversion factor of 20.34. Renewable energy accounted for 0.46% of our total energy consumption.

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   None of the MBL facilities has been identified as designated consumers under the PAT scheme.

3. **Provide details of the following disclosures related to water, in the following format:**

Parameter	Current Financial Year	Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Ground water	0	0
(iii) Third Party Water	1,14,382.7	1,02,768.03
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	1,14,382.7	1,02,768.03
Total volume of water consumption (in kilolitres)	22,876.54*	20,553.61
Water intensity per rupee of turnover (Total water consumption / Revenue from operations) KL/Rs	0.00000081	0.00000084
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP) KL /Mn USD	16.67	17.32
Water intensity in terms of physical output		
Water intensity (optional) – the relevant metric may be selected by the entity KL/Total number of permanent employees	4.42	4.7

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

* *Water consumption and discharge quantities have been estimated based on the assumption that 80% of the water withdrawn is discharged and 20% is consumed, in line with the CPCB database report dated December 24, 2009.*

4. Provide the following details related to water discharged:

Parameter	Current Financial Year	Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(ii) To Ground water		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(iii) To Sea water		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(iv) Sent to third parties		
- No treatment	0	0
- With treatment - please specify level of treatment	0	0
(v) Others		
- No treatment	91,506.16 KL	82,214.42 KL
- With treatment - please specify level of treatment	0	0
Total water discharged (in kilolitres)	**91,506.16 KL**	**82,214.42 KL**

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

5. **Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.**

Not applicable as the Company is a footwear retail company, and as such, there is no discharge of industrial wastewater into the environment from our direct business operations

6. **Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:**

Parameter	Please specify unit	Current Financial Year	Previous Financial Year
NOx	mg/Nm3	NA	NA
SOx	mg/Nm3	NA	NA
Particulate matter (PM)	mg/Nm3	NA	NA
Persistent organic pollutants (POP)	mg/Nm3	NA	NA
Volatile organic compounds (VOC)	mg/Nm3	NA	NA
Hazardous air pollutants (HAP)	mg/Nm3	NA	NA
Others – please specify	mg/Nm3	NA	NA

Since the Company is not in the manufacturing business and does not have any plants or manufacturing units, air emissions are not applicable.

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	Current Financial Year	Previous Financial Year
Total Scope 1 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	372.01	345.54
Total Scope 2 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	20,777.32	19,752.29
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	tCO2e/Rs	0.00000076	0.00000082
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	tCO2e/Mn USD	15.41	16.95
Total Scope 1 and Scope 2 emission intensity in terms of physical output			
Total Scope 1 and Scope 2 emission intensity (optional) – the relevant metric may be selected by the entity	tCO2e/Total number of permanent employees	4.08	4.59

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the above BRSR Core table, and the emission calculations have been performed by Newtral Technology.

The Company calculated Scope 1 and Scope 2 emissions for one office in Mumbai, two warehouses in Bhiwandi, and 1032 showrooms across India.

Emissions from purchased electricity and fuel consumption were considered for Scope 1 and Scope 2 calculations. The latest emission factor from the Central Electricity Authority of India (CEA) was used for purchased electricity. Scope 1 and Scope 2 intensity per rupee of turnover, adjusted for Purchasing Power Parity (PPP), was calculated using India's 2026 PPP factor of 20.34, sourced from the International Monetary Fund (IMF).

8. **Does the entity have any project related to reducing greenhouse gas emissions? If Yes, then provide details.**

Yes. The Company has undertaken multiple initiatives aimed at reducing greenhouse gas (GHG) emissions as below:

Renewable Energy Installation: Solar power systems of 110 KW and 130 KW have been installed at two warehouses in Bhiwandi, generating 1,42,323.2 KWH of renewable energy during FY 2025–26, thereby avoiding 101.9 tCO_2e emissions and reducing dependence on fossil fuels.

Waste Diversion through ODF Project: Through a CSR-funded Old Discarded Footwear (ODF) initiative, the Company has diverted 4,892 tonnes of footwear waste from landfills. This effort contributed to an estimated GHG mitigation of approximately 314 tCO_2e during the reporting period by reducing emissions from landfill decomposition and avoiding production-related emissions from virgin materials. These actions align with the Company's broader environmental and sustainability commitments.

Fruit bearing tree plantation project to reduce the GHG emission, once fully implemented will reduce 500 Ton annually.

Project to reduce store electricity consumption through energy-efficient practices, including optimisation of usage and conversion to 100% LED lighting.

9. Provide details related to waste management by the entity, in the following format:

Parameter	Current Financial Year	Previous Financial Year
Total Waste generated (in metric tonnes)		
Plastic waste (A)	57 tonne	90 tonne
E-waste (B)	1.22 tonne	1.77 tonne
Bio-medical waste (C)	0 tonne	0 tonne
Construction and demolition waste (D)	0 tonne	0 tonne
Battery waste (E)	0 tonne	0 tonne
Radioactive waste (F)	0 tonne	0 tonne
Other Hazardous waste. Please specify, if any. (G)	0 tonne	0 tonne
Other non-hazardous waste generated (H). Please specify, if any. (Break-up by composition i.e. by materials relevant to the sector)	0 tonne	0 tonne
Total waste generated (A+B+C+D+E+F+G+H)	**58 tonnes**	**92 tonnes**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.0000000021	0.0000000038
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.04	0.0760
Waste intensity in terms of physical output		
Waste intensity (optional) – the relevant metric may be selected by the entity	0.0112	0.0210
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category of waste		
(i) Recycled	133 tonne	1,427 tonne
(ii) Re-used	0 tonne	0 tonne
(iii) Other recovery operations	0 tonne	0 tonne
Total	**133 tonne**	**1,427 tonne**
For each category of waste generated, total waste disposed by nature of disposal method (in metric tonnes)		
Category of waste		
(i) Incineration	0 tonne	0 tonne
(ii) Landfilling	0	0
(iii) Other disposal operations	4,816 Tonnes	3,029 Tonnes
Total	**4,816 Tonnes**	**3,029 Tonnes**

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

The Total Waste Generated intensity per rupee of turnover, adjusted for PPP, has been calculated using India's 2026 PPP factor of 20.34, as published by the IMF.

Through a CSR-funded Old Discarded Footwear (ODF) initiative, the Company has diverted 4,892 tonnes of footwear waste from landfills. Of this, 76 tonnes were recycled, and 4,816 tonnes were co-processed.

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.

Not applicable as the Company is a footwear retail Company and does not use any hazardous and toxic chemicals directly in our day-to-day operations.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

S. No.	Location of operations/offices	Type of operations	Whether the conditions of environmental approval/clearance are being complied with? (Y/N) If no, the reasons thereof and corrective action taken, if any
Company does not have operations/offices in/around ecologically sensitive areas.			

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Name and brief details of project	EIA Notification No.	Date	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not applicable as the Company is a footwear retail company and does not use any hazardous and toxic chemicals directly in our day-to-day operations.					

13. Is the entity compliant with the applicable environmental law/ regulations/ guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment Protection Act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

S. No.	Specify the law/regulation/ guidelines which were not complied with	Provide details of the noncompliance	Any fines/penalties/action taken by regulatory agencies such as pollution control boards or by courts	Corrective action taken, if any
The Company complies with all applicable laws/regulations/guidelines in India as applicable to its business. Non-compliance, if any – NIL.				

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres)

For each facility/plant located in areas of water stress, provide the following information:

As the company is not in the manufacturing business, it does not have any plant.

Name of the area	Nature of operations
Not applicable as the Company is a footwear retail company and does not have any manufacturing plant.	

Water withdrawal, consumption and discharge in the following format:

Parameter	Current Financial Year	Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Ground water	NA	NA
(iii) Third Party Water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		

Parameter	Current Financial Year	Previous Financial Year
(i) To Surface water		
- No treatment	NA	NA
- With treatment - please specify level of treatment	NA	NA
(ii) To Ground water		
- No treatment	NA	NA
- With treatment - please specify level of treatment	NA	NA
(iii) To Sea water		
- No treatment	NA	NA
- With treatment - please specify level of treatment	NA	NA
(iv) Sent to third-parties		
- No treatment	NA	NA
- With treatment - please specify level of treatment	NA	NA
(v) Others		
- No treatment	NA	NA
- With treatment - please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	**NA**	**NA**

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

Parameter	Unit	Current Financial Year	Previous Financial Year
Total Scope 3 emissions (Break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	25,420.24	31,653.52
Total Scope 3 emissions per rupee of turnover	tCO2e/Rs	0.00000091	0.0000012
Total Scope 3 emission intensity (optional) – the relevant metric may be selected by the entity			

Scope 3 Emissions: This year Metro Brands' comprehensive Scope 3 emissions assessment methodology, had covered approximately 52% of value chain partners (VCPs) by business value.

Additionally, the Company has adopted DEFRA emission factors for calculating waste generated by value chain partners.

** Scope 3 GHG emissions have been calculated for the following categories: Purchased Goods and Services; Fuel- and Energy-Related Activities; Upstream Transportation and Distribution; Waste Generated in Operations; Business Travel; and Employee Commuting.*

3. **With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.**

MBL has no operations/offices in/around ecologically sensitive areas.

4. **If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:**

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Eco-friendly processing initiative for old, discarded footwear.	CSR Project	As part of its CSR activities, the Company partnered with implementing agencies to eco-friendly process 4,892 tons (125 lakh pairs) of old footwear in FY 2025-26, with a processing-to-sales ratio of 104%.
2	Installation of Solar Power Systems	The Company installed solar power systems with capacities of 110 kW and 130 kW at its two warehouses in Bhiwandi	During the FY 2025-26, these systems generated 1,42,323.2 KWH renewable energy, avoiding 101.90 tonne CO2e of the Company's carbon footprint for Scope 2.
3			

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

Yes. The purpose of IT Business Continuity Plan (BCP) is to ensure uninterrupted availability of critical IT systems and infrastructure that support the company's business and financial operations. This plan outlines the framework, responsibilities, and procedures to minimise disruption during incidents and enable timely recovery of operations.

6. **Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?**

To enhance commitment to sustainability and transparency, the Company has implemented a sustainability platform. This collaboration enables the Company to effectively manage, track, and report Scope 3 emissions from its VCPs. For FY 2025-26, the Company has calculated total Scope 3 emissions and is progressing towards setting specific goals and commitments to mitigate any significant impacts arising from the value chain activities.

No significant adverse impact to environment had been identified in assessment of value chain partners.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

In FY 2025-26, the Company made significant progress in evaluating the environmental impacts of its Value Chain Partners (VCPs). Data was collected from 52% of VCPs by business value, focusing on key ESG parameters-particularly environmental standards. The assessment covered energy consumption and efficiency, waste management, water usage and conservation, and carbon emissions. These insights enable MBL to monitor environmental performance across the value chain and identify opportunities for improvement. The Company remains committed to increasing coverage and deepening the scope of environmental assessments in the coming years.

8. **How many Green Credits have been generated or procured:**

   a. **By the listed entity:**

   Nil green credits generated or procured.

   b. **By the top ten (in terms of value of purchases and sales, respectively) value chain partners**

   None of our top ten (in terms of value of purchases) value chain partners have generated or procured Green Credits.

PRINCIPLE 7 Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

Essential Indicators

1. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Retailers Association of India (RAI)	National
2	The Council for Leather Exports (CLE)	National
3	Confederation of Indian Industry (CII)	National

2. Provide details of corrective action taken or underway on any issues related to anticompetitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of authority	Brief of the case	Corrective action taken
	No such incidents occurred.	

Leadership Indicators

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain? (Yes/No)	Frequency of Review by Board (Annually/ Half yearly/ Quarterly / Others – please specify)	Web Link, if available
The Company, through its representatives, actively participates in forums addressing issues and policy matters impacting the footwear industry and retail sector. It seeks to contribute to the development and advancement of these sectors, supporting overall industry growth.					

PRINCIPLE 8 Businesses should promote inclusive growth and equitable development

Essential Indicators

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.

   Not Applicable

Name and brief details of project	SIA Notification No.	Date of notification	Whether conducted by independent external agency (Yes / No)	Results communicated in public domain (Yes / No)	Relevant Web link
Not Applicable					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity, in the following format

   The Company has not undertaken any Rehabilitation and Resettlement (R&R) as none of its activities has a direct/indirect impact that required R&R.

S.No.	Name of Project for which R&R is ongoing	State	District	No. of Project Affected Families (PAFs)	% of PAFs covered by R&R	Amounts paid to PAFs in the FY (In INR)
Not Applicable						

3. Describe the mechanisms to receive and redress grievances of the community.

   The Company has its Ethics Policy and Whistle Blower/Vigil Mechanism Policy in place. Since the Company's operations do not directly create any grave negative impact on the environment or society (unlike heavy industries) there are less operation related grievances. However, the Company regularly engages with community stakeholders through its CSR projects to understand their needs and aspirations.

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers

	Current Financial Year	Previous Financial Year
Directly sourced from MSMEs/ small producers	48%	43%
Directly from within India	95%	95%

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	Current Financial Year	Previous Financial Year
Rural	0.69%	0.46%
Semi-urban	1.09%	1.03%
Urban	17.69%	13.55%
Metropolitan	80.53%	84.97%

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency. Yes, reasonable assurance has been carried out by Ainapur & Associates on the FY 2025-26 indicators in the table above (BRSR Core).

Leadership Indicators

1. Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above)

Details of negative social impact identified	Corrective action taken
Not Applicable	Not Applicable

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies

   CSR projects were undertaken in designated aspirational districts as identified by government bodies.

S. No.	State	Aspirational District	Amount spent (In INR)
Aga Khan Rural support Program (India) – AKRSPI	Gujarat	Kukarmunda Block Tapi District Subir Block - Dangs District	73.09 Lakhs

Procurement Policy

a. Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

   Yes. The Company actively collaborates with Micro, Small, and Medium Enterprises (MSMEs), with 48% of its overall business sourced from them. Within its private label footwear and accessories segment, where products are directly manufactured through vendor partnerships, approximately 69% of the vendors qualify as MSMEs.

   The Company works with a network of 295 small-scale vendors.

b. From which marginalized /vulnerable groups do you procure?

   For the private label footwear and accessories business that the Company directly manufactures through its vendor network, 69% of such vendors are MSMEs. The Company works with 295 small-scale vendors, including local artisans and social enterprises. Although not formally categorised under sourcing from marginalized communities, they these partnerships actively promote sustainability, craftsmanship, and inclusive growth by engaging grassroots-level suppliers and socially driven organisations.

3 What percentage of total procurement (by value) does it constitute? :

   48% of our total procurement it constitutes.

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual Property based on traditional knowledge	Owned/ Acquired (Yes/No)	Benefit shared (Yes / No)	Basis of calculating benefit share
		Not applicable		

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of the Case	Corrective action taken
	Not applicable	

6. Details of beneficiaries of CSR Projects:

S. No.	CSR Project	No. of persons benefitted from CSR Projects	% of beneficiaries from vulnerable and marginalized groups
1	National Apprenticeship Promotion Scheme	460	100%
2	Fidai Girls Education Institute	63	100%
3	Sabrahad Education Society	3,276	100%
4	Prince Aly Khan Hospital	1,023	100%
5	Studeasy Bharat Foundation	338	100%
6	Aga Khan Rural Support Program (India) – AKRSPI	500 Families	100%
7	Have a Heart Foundation -HAHF	5	100%

Interesting Initiatives

Homecoming Heroes - Transforming Rural Education





Many of us cherish nostalgic memories of our village school days, but learning our alma mater needs urgent attention can be painful. At Metro Brands Ltd., we've transformed this pain into purpose through Homecoming Heroes, a volunteering-cum-CSR project. We've improved quality of education in 4 rural schools (338 students) across Maharashtra by introducing digitized smart class programs and infrastructure development. Smart classrooms have enhanced lesson planning and student engagement, resulting up to 35% average increase in student performance. Infrastructure upgrades - school repairs, painting, refurbishing toilets, providing drinking water facilities, constructing compound walls etc - have fostered community ownership, with teachers and villagers also contributing additional funds and forming alumni groups. This initiative has not only boosted student outcomes but also built strong bonds with staff and villages, driving productivity and company growth. By contributing to UN SDG Goal 4 (Quality Education), we're creating a positive impact that extends beyond education, reflecting our commitment to community development and social responsibility

PRINCIPLE 9 Businesses should engage with and provide value to their consumers in a responsible manner

Essential Indicators

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

   We have a dedicated Customer care number and email ID through which we receive consumer complaints, and customer care responds to the same post internally, checking with the relevant stakeholders.

   Customers are provided multiple options to connect with the brand through email, telephone, website, social media, feedback forms (SMS sent post Transaction), etc.

   All complaints are appropriately addressed within the specified timeline, and all efforts are taken to resolve the same.

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information about:

As a percentage to total turnover	
Environmental and social parameters relevant to the product	100% All mandatory declarations as required under the Legal Metrology Act and the Rules made thereunder are duly displayed on the Principal Display Panel (PDP) of the products
Safe and responsible usage	
Recycling and/or safe disposal	

3. Number of consumer complaints in respect of the following:

	Current Financial Year FY25-26		Remarks	Previous Financial Year FY24-25		Remarks
	Received during the year	Pending resolution at the end of year		Received during the year	Pending resolution at the end of year	
Data privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber-security	0	0		0	0	
Delivery of essential services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Other	33,970	0		28,639	0	

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	Nil	NA
Forced recalls	Nil	NA

   The Company has a process of checking items which come to the warehouses. Any product if found of poor quality or unsafe is not taken in and is scrapped.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (Yes/No) If available, provide a web-link of the policy.

   The Information Security Policy establishes a general overview of how Metro Brands Pvt. Ltd. ("Metro Brands") and all its subsidiaries (collectively "Metro Brands" or "Company") maintain a secure, consistent and controlled environment designed to enhance the productivity of Metro Brands employees in accordance with reasonable security best practices

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

   MBL has an Information Security Policy in place. No further issues reported.

7. Provide the following information relating to data breaches:

   A. Number of instances of data breaches:

      Nil

   B. Percentage of data breaches involving personally identifiable information of customers:

      Nil

   C. Impact, if any according, of the data breaches:

      Nil as no breach is reported during the year.

Leadership Indicators

1. Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).

   Our Website Links are as follows:

   www.metroshoes.com
   www.mochishoes.com
   www.walkwayshoes.com
   www.fitflop.in
   www.fila.co.in
   www.clarks.in
   www.metroactiv.com
   www.neweracap.in

   (Contact Us page has details of Customer Care number and email ID along with their respective timings)

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

   All our sales personnel provide customers with information on the safe and responsible use of our products. Additionally, care instructions are clearly mentioned on the product detail pages of our website.

3. Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.

   If any store is under renovation, we trigger an SMS to customers informing store will be closed for 1-2 months. We give the address of any other store nearby.

4. Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey regarding consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)

   The brand displays all necessary information required as per legal metrology.

   We have enabled CSAT to be asked to customer post transaction at our physical store. This is done via SMS. Feedback Data is monitored via a dashboard.

Independent Practitioner's Reasonable Assurance Report

Financial Year: April 1, 2025 – March 31, 2026

To,
The Board of Directors,
Metro Brands Limited
401, Zillion, 4TH Floor, LBS Marg
CST Road Junction, Kurla (West), Mumbai 400070

1. Introduction and Scope

We have been engaged by **Metro Brands Limited** ("the Company") to perform an independent **reasonable assurance engagement** on the selected disclosures included in the Company's **Business Responsibility and Sustainability Report (BRSR) Core** for the financial year ended **31 March 2026**.

This engagement has been undertaken in accordance with:

- Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- the applicable SEBI Master Circulars and circulars governing the Business Responsibility and Sustainability Report (BRSR) and BRSR Core disclosures;
- the BRSR Core Industry Standards and Guidance issued by the Industry Standards Forum (ISF) in consultation with SEBI.

Our engagement covers the nine ESG attributes and the corresponding Key Performance Indicators (KPIs) prescribed under the BRSR Core framework, including applicable sector-specific disclosures, for the reporting period from 1 April 2025 to 31 March 2026.

2. Management's Responsibility

The Management of Metro Brands Limited is responsible for:

- preparing and presenting the BRSR Core disclosures in accordance with the applicable reporting criteria.
- designing, implementing and maintaining appropriate systems, processes and internal controls for collection, compilation and reporting of sustainability information.
- establishing suitable methodologies, assumptions and estimates where required; and
- ensuring that the reported information is complete, accurate and free from material misstatement, whether arising from fraud or error.

Management is also responsible for determining the reporting boundary and maintaining adequate records supporting the disclosures included in the BRSR Core.

3. Practitioner's Responsibility

Our responsibility is to express an independent reasonable assurance opinion on whether the selected BRSR Core KPIs are fairly presented, in all material respects, in accordance with the applicable criteria. We conducted our engagement in accordance with:

- The industry standards for reporting the Business Responsibility and Sustainability Report (BRSR) Core established by the Securities and Exchange Board of India (SEBI) through Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2024/177, dated December 20, 2024
- Standard on Sustainability Assurance Engagements (SSAE) 3000, 'Assurance Engagements on Sustainability Information' issued by the Sustainability Reporting Standards Board of the Institute of Chartered Accountants of India ('ICAI').

4. Methodology

Our assurance procedures included:

- Review of relevant documentation including policies, processes, and data systems
- Interviews with personnel responsible for BRSR reporting
- Site visits and/or remote verifications for select facilities and operations
- Verification of selected performance data and disclosures through sample-based testing
- Evaluation of the data consolidation process, estimation methods, and assumptions used
- Review of the reporting boundary and alignment with BRSR Core guidelines

5. Limitations and Exclusions

Non-financial information is subject to inherent limitations arising from the nature of sustainability data, including the use of estimation techniques, assumptions, evolving measurement methodologies and differing interpretations of reporting criteria.

Accordingly, sustainability information may differ from information generated under future reporting frameworks or methodologies.

Our assurance engagement does not provide assurance on:

- disclosures outside the scope of the BRSR Core.
- future-oriented statements, targets or projections.
- legal compliance except where specifically included within the assured KPIs.
- information obtained from external sources that has not been independently verified by us; or
- the effectiveness of internal controls beyond those procedures considered necessary for this assurance engagement.

6. Conclusion

Based on the procedures performed and the evidence obtained, in our opinion, the selected **BRSR Core disclosures** of **Metro Brands Limited** for the financial year ended **31 March 2026** are presented fairly, in all material respects, in accordance with:

- Regulation 34(2)(f) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- the applicable SEBI BRSR Core framework and Industry Standards; and
- the reporting criteria adopted by the Company as disclosed in its Business Responsibility and Sustainability Report.

7. Independence and Quality Controls

We confirm that we are independent of Metro Brands Limited in accordance with the applicable ethical requirements and professional standards governing assurance engagements.

Our firm maintains a comprehensive system of quality management designed to comply with applicable professional standards, including requirements relating to independence, ethics,

professional competence, acceptance and continuance of engagements, and engagement performance.

8. Restriction on Use of Our Report

This Reasonable Assurance Report has been prepared at the request of Metro Brands Limited and is addressed solely to its Board of Directors, for the purpose of supporting the Company's sustainability reporting. It is intended exclusively for the Company's internal use. We do not accept or assume any responsibility or liability to any party other than Metro Brands Limited. This report or any part of our deliverables should not be used, circulated, or referred to for any other purpose, nor shared with any third party, without our prior written consent. We expressly disclaim any duty of care or liability to any person or entity who may access or rely upon this report without such consent.

For Ainapur & Associates



CA Dr Rashmi Ainapur
Chartered Accountant
M.No.230887
Firm Reg No: 018421S
UDIN: 26230887MIDBHV1140
04/08/2026

Annexure: BRSR Core KPIs Covered under Reasonable Assurance

S. No.	Principle & Indicator Ref.	Attribute	Parameters (KPIs) Assured
1	Principle 6 – E7	GHG Emissions	- Total Scope 1 emissions (CO_2, CH_4, N_2O, HFCs, PFCs, SF_6, NF_3 if available) - Total Scope 2 emissions (same gases) - Emission intensity: a) Emissions / Turnover (adjusted for PPP) b) Emissions / Physical Output
2	Principle 6 – E3, E4	Water Footprint	- Total water consumption - Water consumption intensity: a) per turnover (PPP adjusted) b) per unit output - Water discharge by destination and treatment
3	Principle 6 – E1	Energy Footprint	- Total energy consumed - % from renewable sources - Energy intensity: a) per turnover (PPP adjusted) b) per unit output
4	Principle 6 – E9	Circularity – Waste	- Total waste generated (Plastic, E-waste, Bio-medical, C&D, Battery, Radioactive, Hazardous, Non-hazardous) - Waste intensity: a) per turnover (PPP adjusted) b) per unit output - Waste recovered (by type and method) - Waste disposed (by method)
5	Principle 3 – E1(C), E11	Employee Wellbeing & Safety	- Spend on wellbeing (% of revenue) - Safety metrics: a) Number of permanent disabilities b) LTIFR (Lost Time Injury Frequency Rate)
6	Principle 5 – E3(b), E7	Gender Diversity	- Gross wages paid to women (% of total) - POSH complaints: a) Number reported b) % of female staff involved c) % upheld
7	Principle 8 – E4, E5	Inclusive Development	- Input material sourced: a) % from MSMEs b) % sourced locally - Job creation in small towns (% of total wage cost)
8	Principle 9 – E7, Principle 1 – E8	Fairness in Business Conduct	- Customer data breaches (% of total) - Number of days accounts payable outstanding
9	Principle 1 – E9	Openness of Business	- Concentration of business: a) Trading house purchases (% of total) b) No. of trading houses used c) Top 10 trading house share d) Dealer/distributor sales (% of total) e) No. of dealers/distributors f) Top 10 distributor share - Related party transactions (% of purchases, sales, loans, investments)

ANNEXURE 7 – TO THE DIRECTORS' REPORT

Corporate Governance Report

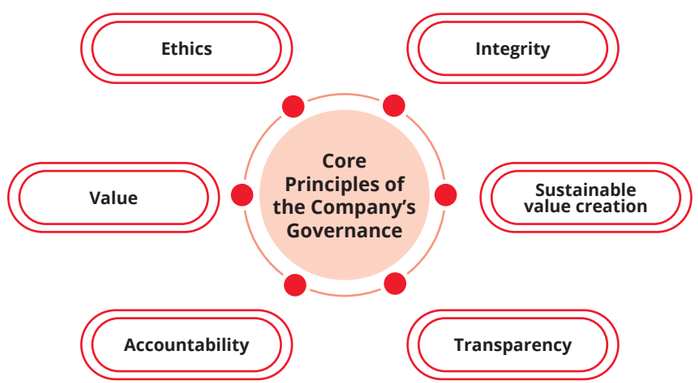
Your Directors are pleased to present the Corporate Governance Report of the Company for the financial year ("**FY**") ended March 31, 2026, prepared in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**"Listing Regulations"**).

The Report provides an overview of the Company's governance framework and practices, which are anchored in the principles of transparency, accountability, integrity, and ethical business conduct. The Company remains steadfast in its commitment to maintaining the highest standards of corporate governance by promoting prudent decision-making, ensuring robust oversight, and fostering sustainable long-term value for all stakeholders.



1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The corporate governance is an integral part of the way your Company conducts its business. Since its inception, your Company has remained committed to the highest standards of governance, guided by the principles of integrity, accountability, transparency, ethical conduct, and sustainable value creation. The Company's governance framework enables effective oversight, responsible decision-making, and sound risk management. The Board of Directors (the **"Board"**) and its Committees provide strategic direction while exercising independent judgement and fulfilling their fiduciary responsibilities through a robust system of policies, processes, and internal controls. This governance framework strengthens stakeholder confidence, promotes responsible business practices, and supports the Company's long-term growth strategy and value creation for all stakeholders.



The Company's governance framework is supported by effective Board oversight of strategy, risk management, financial reporting, succession planning, and executive remuneration. A strong culture of ethics and integrity is reinforced through a comprehensive Code of Ethics applicable across the organisation and a secure Whistle Blower Mechanism that encourages the reporting of concerns. The Company also remains committed to fostering an inclusive workplace, meaningful stakeholder engagement, and responsible business practices.

To uphold the highest standards of governance and market integrity, the Company has adopted a Code of Conduct for Prevention of Insider Trading in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 2015 (**"PIT Regulations"**). It has also adopted a Code of Conduct for its Directors and SMP, along with a separate Code for Independent Directors, in compliance with the Companies Act, 2013 (**"Act"**) and the Listing Regulations. All Directors and SMP as on March 31, 2026, have affirmed compliance with their respective Codes as per Regulation 26(3) of the Listing Regulations, and the Chief Executive Officer's declaration in this regard forms part of this Report.

The Company's risk management, internal control, and compliance framework is regularly reviewed and strengthened to support effective governance. A technology-enabled compliance management system enables continuous monitoring of statutory and regulatory obligations, with the compliance status being placed before the Board on a quarterly basis.

During the FY under review, the Company complied with the applicable corporate governance requirements under the Listing Regulations and continues to periodically review and enhance its governance practices in line with evolving regulatory expectations and recognized best practices.

Governance Structure and Defined Roles and Responsibilities

Board of Directors

The Board provides strategic direction and effective oversight to promote the Company's long-term sustainable success and create value for all stakeholders. It oversees the Company's strategy, capital allocation, financial performance, risk management, governance framework, and other significant business matters.

Committees of the Board

The Board has constituted Committees to assist in the effective discharge of its responsibilities through focused oversight of key governance, financial, compliance, risk, and stakeholder matters.

Company's Core Values

The Company's core values form the foundation of its organizational culture and serve as guiding principles in the conduct of its business and engagement with stakeholders. These values are embedded across the organization and guide the Company's approach to decision-making, leadership, customer engagement, innovation and responsible business conduct.

The Company's core values, as detailed under the "Guiding Principles" section of this Annual Report, reinforce the Company's commitment to ethical conduct, continuous improvement, innovation, inclusiveness and customer-centricity, and support the Company's objective of creating sustainable long-term value for all stakeholders.

2. BOARD

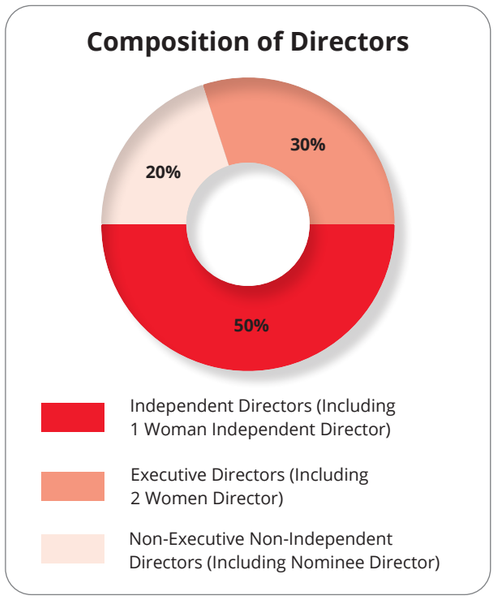
2.1 Composition and Category of the Board

The Board comprises distinguished professionals with diverse skills, expertise, and experience, providing effective oversight and strategic guidance to the Company.

The Board has an optimum mix of Executive and Non-Executive Directors including Independent Directors and Woman Directors. As on March 31, 2026, the Board comprised ten (10) Directors, including two (2) Women Executive Directors and one (1) is Woman Independent Director.

Sr. No.	Category	No. of Director(s)
1.	Executive Directors	Three (3)
2.	Non-Executive Non-Independent Directors *(including Nominee Director)*	Two (2)
3.	Independent Directors	Five (5)

The composition of the Board is in compliance with the applicable provisions of the Act and Regulations 17 and 17A of the Listing Regulations. The Board's composition is reviewed periodically to ensure it continues to meet statutory requirements and the evolving needs of the Company.



It is hereby confirmed that:

- The Board composition is in conformity with the applicable provisions of the Act and the Listing Regulations, as amended.
- The directorship, committee membership and chairpersonship positions held by the Directors are within the respective limits prescribed under the Act and the Listing Regulations.

The Board acts as trustees, safeguarding and enhancing stakeholders' value through effective decisions and supervision. The profile of the Directors can be accessed on the Company's website at https://metrobrands.com/board-of-directors/.

The Chairman leads the Board, presides over meetings of the Board and Shareholders, and ensures that the Board's deliberations remain aligned with the Company's purpose 'Get Everyone on their Feet', values, and long-term strategic objectives.

2.2 Meetings of the Board of Directors

The Board meets at regular intervals to provide strategic direction, review business performance, and oversee key matters relating to the Company's operations, governance, and long-term growth. An annual calendar of meetings is finalised at the beginning of each FY to facilitate effective planning. Agenda papers and relevant information are circulated in advance to enable informed deliberations, and meetings are conducted through video conferencing, wherever required, in accordance with the applicable legal provisions.

During the FY under review, the Board met four (4) times. The gap between any two consecutive meetings did not exceed one hundred and twenty (120) days, in compliance with the Act, the Secretarial Standards, and the Listing Regulations.

The Board, *inter alia*, reviews the Company's strategy, financial performance, budgets, risk management framework, compliance matters, and the recommendations of its Committees.

The composition of the Board, details of the meetings held during the FY 2025-26, and the attendance of Directors are set out below.

Name of Director	Category	Date of Board Meetings				Whether last AGM attended
		May 22, 2025	August 07, 2025	October 16, 2025	January 27, 2026	
Mr. Rafique Abdul Malik	Non-Executive Chairman	✓	✓	✓	✓	✓
Ms. Farah Malik Bhanji	Managing Director	✓	✓	✓	✓	✓
Mr. Mohammed Iqbal Hasanally Dossani	Whole-time Director	✓	✓	✓	✓	✓
Ms. Alisha Rafique Malik	Whole-time Director	✓	✓	✓	✓	No
Mr. Utpal Hemendra Sheth	Non-Executive Nominee Director	✓	✓	✓	✓	✓
Mr. Bhaskar Bhat	Non-Executive Independent Director	✓	✓	✓	✓	✓
Ms. Radhika Piramal	Non-Executive Independent Director	✓	✓	✓	✓	✓
Mr. Arvind Kumar Singhal	Non-Executive Independent Director	✓	✓	✓	✓	✓
Mr. Vikas Vijaykumar Khemani	Non-Executive Independent Director	✓	✓	No	✓	✓
Mr. Srikanth Velamakanni*	Non-Executive Independent Director	✓	✓	No	✓	No
Mr. Mithun Padam Sacheti	Non-Executive Independent Director	No	✓	✓	✓	✓

*Note: *Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.*

The requisite quorum was present at all Board meetings held during FY. In addition to the scheduled meetings, certain matters were approved through resolutions passed by circulation in accordance with the applicable legal provisions.

The Company did not have any pecuniary relationship or transaction with its Non-Executive Directors, other than the remuneration paid to the Non-Executive Chairman, and the sitting fees and commission paid to the Independent Directors, as approved by the Shareholders. No stock options were granted to any Non-Executive Director during FY.

To support efficient and secure governance, the Company uses a web-based platform for the electronic circulation of Board and Committee agenda papers and related materials, enabling Directors to securely access information while maintaining the confidentiality and integrity of sensitive information.

The Company has established a robust governance process to ensure timely communication and implementation of the decisions and recommendations of the Board and its Committees. The progress of key action items is reviewed periodically to facilitate effective monitoring and oversight.

2.3 Directors' Memberships in other Boards & Committees & their shareholding

The names of Directors, the number of Directorships, Committee positions held by them in the other companies and the names of listed entities where he/she is a Director along with the category of their Directorships and other details, as of March 31, 2026, are given below:

Name	Number of Equity shares held	No. of Directorships in Public Companies including the Company^{o}	No. of Committee positions held in other Public Companies including the Company*		Names of listed entities along with categories
			Member	Chairperson	
Mr. Rafique Abdul Malik$^{\&}$	27,00,000	1	0	0	NA
Ms. Farah Malik Bhanji**	39,34,000	2	2	0	NA
Mr. Mohammed Iqbal Hasanally Dossani	14,472	2	1	0	NA
Ms. Alisha Rafique Malik	78,98,000	2	0	0	NA
Mr. Utpal Hemendra Sheth	NIL	5	2	1	• Kabra Extrusion Technik Ltd (Non-Executive, Independent) • Star Health and Allied Insurance Company Ltd (Non- Executive, Nominee) • NCC Limited (Non-Executive, Non-Independent) • Inventurus Knowledge Solutions Ltd (Non- Executive, Nominee)

Name	Number of Equity shares held	No. of Directorships in Public Companies including the Company[o]	No. of Committee positions held in other Public Companies including the Company*		Names of listed entities along with categories
			Member	Chairperson	
Mr. Bhaskar Bhat	2,000	5	4	1	• Kansai Nerolac Paints Ltd (Non-Executive, Independent) • Marico Limited (Non-Executive, Independent)
Ms. Radhika Piramal	NIL	4	1	1	• Chalet Hotels Limited (Non-Executive, Independent)
Mr. Arvind Kumar Singhal	NIL	3	4	1	• Blue Star Ltd (Non-Executive, Independent)[$]
Mr. Vikas Vijaykumar Khemani	NIL	1	1	1	NA
Mr. Mithun Padam Sacheti	NIL	1	0	0	NA
Mr. Srikanth Velamakanni[%]	NIL	3	1	0	• NIIT Ltd. (Non-Executive, Independent) • IdeaForge Technology Ltd. (Non-Executive, Independent) • Fractal Analytics Ltd. (Executive)

1. *[o]Excluding directorship held in the private limited companies, foreign companies and companies under Section 8 of the Act.*
2. **Includes only membership/chairpersonship of Audit Committee and Stakeholders Relationship Committee in other companies as per Regulation 26(1)(b) of the Listing Regulations.*
3. *[$]Mr. Rafique Abdul Malik holds 39,69,000 Equity Shares of ₹ 5/- each as a Trustee of Zarah Malik Family Trust, Farah Malik Family Trust, Zia Malik Family Trust & Sabina Malik Family Trust aggregating to 1,58,76,000 Equity Shares of ₹ 5/- each.*
4. ***Ms. Farah Malik Bhanji holds 7,64,47,600 Equity Shares of ₹ 5/- each as a Trustee of Aziza Malik Family Trust and 7,53,70,920 Equity Shares of ₹ 5/- each as a Trustee of Rafique Malik Family Trust aggregating to 15,18,18,520 Equity Shares of ₹ 5/- each.*
5. *[$]Mr. Arvind Kumar Singhal (DIN: 00709084) has ceased to be an Independent Director of Blue Star Ltd. with effect from the closure of business hours on May 30, 2026.*
6. *[%]Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.*

Notes:

1. During the FY, none of the Directors served as an Independent Director in more than seven (7) listed companies. None of the Directors on the Board held the office of Director in more than 20 companies, including ten (10) public companies. The Executive Directors did not serve as Independent Directors in more than three (3) listed companies. All Directors are in compliance with the limits on directorships/independent directorships in listed companies as prescribed under Regulation 17A of the Listing Regulations.

2. None of the Directors are a member of more than ten (10) committees nor are they the chairperson of more than five (5) committees across all the public limited companies, whether listed or unlisted, in which they are a Director.

3. None of the Directors are related to one another in accordance with Section 2(77) of the Act and the rules made thereunder, except for Mr. Rafique Abdul Malik, Chairman, Ms. Farah Malik Bhanji, Managing Director and Ms. Alisha Rafique Malik, Whole-time Director.

4. During FY ended March 31, 2026, Mr. Srikanth Velamakanni ceased to be an Independent Director of the Company upon completion of his term of appointment. Therefore, disclosure of detailed reasons for resignation is not applicable.

2.4 Directors' Remuneration

The Company has a well-defined Nomination, Remuneration and Compensation Policy ("**NRC Policy**") governing the appointment and remuneration of Directors, Key Managerial Personnel (**"KMP"**), and SMP. The Policy sets out the guiding principles for remuneration, ensuring alignment with individual performance, the Company's objectives, and prevailing industry practices. The NRC Policy is available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/NRCPolicy.pdf.

The remuneration of Non-Executive Independent Directors is determined based on their roles, responsibilities, and contribution to the Board and its Committees. They are compensated by way of sitting fees for attending Board and Committee meetings and commission, as approved by the Board. Pursuant to the approval of the Shareholders at the Annual General Meeting (**"AGM"**) held on September 7, 2022, Independent Directors may be paid commission of up to 1% of the net profits of the Company for each FY, computed in accordance with Section 198 of the Act.

The remuneration of Executive Directors comprises fixed and variable components, including salary, performance-linked incentives, retirement benefits, stock options (where applicable), and other perquisites. It is determined based on individual performance, the Company's performance, and industry benchmarks, within the limits approved by the Shareholders.

The Non-Executive Chairman is entitled to remuneration, reimbursements, and other benefits in accordance with the terms approved by the Shareholders.

To safeguard the interests of its Directors and officers, the Company has obtained a Directors' and Officers' Liability Insurance Policy.

The remuneration paid to each Director during FY 2025-26 is set out below.

(₹ in Crore)

Sr. No.	Name	Salary			Performance Bonus/ Commission	Sitting Fees	Total Remuneration	Service Contract / Notice Period / Severance Fees
		Basic	Perquisites / Allowances	Total				
1.	Mr. Rafique Abdul Malik	4.49	0.44	4.93	1.92	NIL	6.85	Re-appointed for 3 years with effect from September 19, 2024
2.	Ms. Farah Malik Bhanji	2.95	0.17	3.12	0.74	NIL	3.86	Re-appointed for 5 years with effect from April 01, 2022 and Liable to Retire by Rotation
3.	Mr. Mohammed Iqbal Hasanally Dossani*	0.26	0.45	0.71	0	NIL	0.71	Re-appointed for 5 years with effect from June 25, 2026 and Liable to Retire by Rotation
4.	Ms. Alisha Rafique Malik	1.30	0.01	1.31	0.32	NIL	1.63	Appointed for 5 years with effect from September 01, 2024 and Liable to Retire by Rotation
5.	Mr. Utpal Hemendra Sheth**	-	-	-	NIL	NIL	NIL	Liable to Retire by Rotation
6.	Mr. Arvind Kumar Singhal	-	-	-	0.10	0.08	0.18	Re-appointed for 5 years with effect from August 11, 2021
7.	Mr. Vikas Vijaykumar Khemani	-	-	-	0.07	0.08	0.15	Re-appointed for 5 years with effect from March 12, 2024
8.	Mr. Srikanth Velamakanni[$]	-	-	-	0.07	0.03	0.10	Appointed for 5 years with effect from March 25, 2021
9.	Mr. Mithun Padam Sacheti	-	-	-	0.07	0.05	0.12	Appointed for 5 years with effect from October 19, 2023
10.	Mr. Bhaskar Bhat	-	-	-	0.10	0.10	0.20	Appointed for 5 years with effect from February 6, 2025
11.	Ms. Radhika Piramal	-	-	-	0.10	0.06	0.16	Appointed for 5 years with effect from February 6, 2025

1. **Includes ₹ 0.45 crore perquisite value on exercise of stock options.*
2. ***Mr. Utpal Hemendra Sheth, Non-Executive Nominee Director, voluntarily waived his right to receive any remuneration.*
3. *[$]Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.*

Notes:

1. Notice period applicable to each of the Whole-time Directors is three (3) months.

2. Except for Mr. Mohammed Iqbal Hasanally Dossani, none of the Directors held stock options as on March 31, 2026. Mr. Dossani was granted 22,515 stock options on September 29, 2021 under the ESOP 2008, vesting over a period of five years in equal annual tranches of 20%, subject to the terms of the Scheme. During FY 2025-26, he exercised 4,503 stock options resulting in the allotment of equivalent number of equity shares of ₹5/- each at par.

2.5 Independent Directors

Independent Directors provide independent judgement and objective oversight, thereby strengthening the Company's governance framework. In accordance with the Act, each Independent Director is issued a formal letter of appointment, the terms and conditions of which are available on the Company's website at https://metrobrands.com/wp-content/uploads/2022/03/Terms-and-Conditions-for-appointment-of-Independent-Directors.pdf.

A. Independent Directors' Meeting

The Independent Directors meet at least once every year without the presence of Non-Independent Directors or the Management. During the meeting, they, *inter alia*, review the performance of the Non-Independent Directors, the Board as a whole and the Chairman, and assess the quality, adequacy, and timeliness of information provided by the Management to the Board.

The details of the meeting of the Independent Directors held during FY 2025-26, including attendance, are set out below:

Sr. No.	Name of Director	Date of Meeting
		January 12, 2026
1.	Mr. Arvind Kumar Singhal	✓
2.	Mr. Vikas Vijaykumar Khemani	✓
3.	Mr. Srikanth Velamakanni*	✓
4.	Mr. Mithun Padam Sacheti	✓
5.	Mr. Bhaskar Bhat	✓
6.	Ms. Radhika Piramal	✓

**Mr. Srikanth Velamakanni (DIN: 01722758) has ceased to be an Independent Director of the Company with effect from the closure of business hours on March 24, 2026, upon completion of his term of appointment.*

In addition to the formal meeting, the Chairman engages with the Independent Directors periodically outside the Board meetings. The Independent Directors also have access to the Statutory Auditors, Internal Auditors, Secretarial Auditors, and the Management for information and discussions, as required.

B. Familiarization Programme for Independent Directors

In accordance with Regulation 25(7) of the Listing Regulations, the Company has a structured familiarisation programme to enable Directors, including Independent Directors, to effectively discharge their roles and responsibilities.

Newly appointed Directors undergo a comprehensive induction covering the Company's business, operations, organisational structure, governance framework, risk management practices, strategy, industry landscape, regulatory environment, and their statutory roles, responsibilities, and rights. To support continuous learning, the Board is periodically apprised of key developments relating to the Company's business performance, strategy, industry trends, regulatory developments, governance initiatives, risk management, sustainability, human resources, information technology, AI initiatives, and other emerging technologies through presentations by the Management.

Directors are also provided with key corporate documents, policies, and governance practices and participate in strategy sessions with the Senior Management, enabling a deeper understanding of the Company's business, growth priorities, organisational structure, and internal control framework.

The familiarisation programme ensures that Directors remain well-informed of the Company's evolving business environment and are able to contribute effectively to the Board's deliberations and decision-making.

Details of the familiarisation programmes conducted during FY are available on the Company's website at https://metrobrands.com/familiarisation-programme/.

2.6 Skill matrix for the Board of Directors

The Nomination Remuneration and Compensation (**"NRC"**) Committee follows a structured process for identifying, evaluating, and recommending candidates for appointment to the Board. While assessing potential candidates, the NRC Committee considers, *inter alia*, the following criteria:

- **Board Composition:** Ensuring an appropriate Board size and composition, commensurate with the Company's scale, business, and regulatory requirements.

- **Board Balance:** Maintaining an optimum mix of Executive, Non-Executive, and Independent Directors with complementary skills and experience.

- **Professional Expertise:** Relevant qualifications, industry knowledge, leadership experience, and functional expertise.

- **Independence and Conflict of Interest:** Assessing independence and identifying any actual or potential conflicts of interest.

- **Commitment:** Ability to devote sufficient time and effectively discharge Board and Committee responsibilities.

- **Personal Attributes:** Alignment with the Company's values, including integrity, accountability, respect, and responsibility.

In accordance with the Listing Regulations, the Board has identified the key skills, expertise, and competencies required for effective governance and strategic oversight. These are reviewed periodically to ensure that the Board continues to possess the collective capabilities required to support the Company's long-term strategy and evolving business needs. The key skills and competencies identified by the Board are set out below:

Board Skills	Description
Leadership Experience	Proven track record of leading large, complex organisations; ability to inspire and guide teams towards long-term goals; strong decision-making capabilities; experience in managing diverse stakeholders and driving performance across dynamic environments.
Experience of Crafting Business Strategies	Expertise in formulating and executing long-term strategic plans; ability to anticipate market shifts, identify growth opportunities, align organizational resources, and drive competitive advantage across business cycles.
Finance and Accounting	In-depth understanding of financial principles, corporate accounting standards, budgeting, audit processes, and financial risk assessment; experience in overseeing financial reporting, regulatory compliance, and capital allocation decisions.
Understanding of Customer Insights in Diverse Environments and Conditions	Ability to interpret consumer behaviour and trends across different geographies, cultures, and market segments; adept at integrating customer insights into strategy, product development, and service innovation to drive value creation.
Corporate Governance	Experience in implementing robust governance frameworks that ensure Board effectiveness, regulatory compliance, ethical conduct, transparency, and alignment with stakeholder interests; familiarity with evolving governance norms and best practices.

The Board comprises Directors with diverse qualifications, professional experience, and sector expertise. The table below highlights the primary areas of expertise of each Director. The absence of a mark against any particular skill should not be construed to mean that the concerned Director does not possess that competency.

In the table below, the specific areas of expertise of individual Directors are as under:

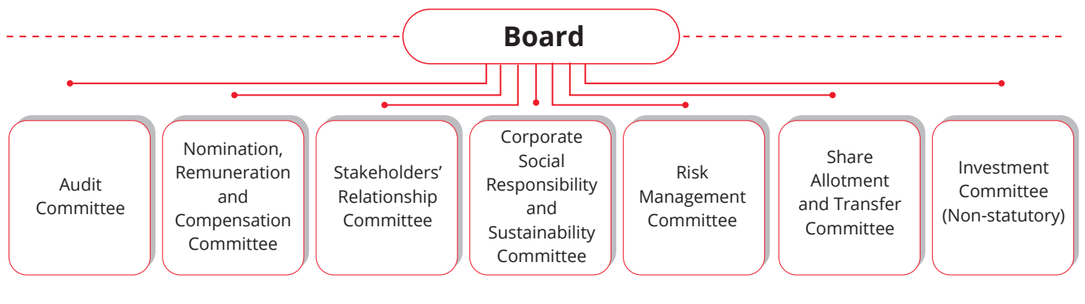
Sr. No.	Particulars	Leadership experience	Experience of crafting Business Strategies	Finance and Accounting Experience	Understanding of customer insights in diverse environment and conditions	Corporate Governance
1.	Mr. Rafique Abdul Malik	✓	✓	✓	✓	✓
2.	Ms. Farah Malik Bhanji	✓	✓	✓	✓	✓
3.	Mr. Mohammed Iqbal Hasanally Dossani	✓	✓	✓	✓	✓
4.	Ms. Alisha Rafique Malik	✓	✓	-	✓	✓
5.	Mr. Utpal Hemendra Sheth	✓	✓	✓	✓	✓
6.	Mr. Bhaskar Bhat	✓	✓	✓	✓	✓
7.	Ms. Radhika Piramal	✓	✓	-	✓	✓
8.	Mr. Arvind Kumar Singhal	✓	✓	✓	✓	✓
9.	Mr. Vikas Vijaykumar Khemani	✓	✓	✓	-	✓
10.	Mr. Mithun Padam Sacheti	✓	✓	✓	✓	✓

3. COMMITTEES OF BOARD

The Board has constituted various Committees to assist in the effective discharge of its responsibilities and to provide focused oversight of key governance, financial, compliance, risk, and stakeholder matters. Each Committee operates within a defined charter approved by the Board and, where applicable, exercises delegated authority within its respective scope.

The Chairperson of each Committee reports key deliberations and recommendations to the Board, and the minutes of all Committee meetings are placed before the Board for its review.

The details of the Committees constituted by the Board are set out below:



During FY 2025-26, all Committee meetings were held in compliance with the Act and the Listing Regulations. The requisite quorum was present at all meetings, and the interval between meetings remained within the prescribed limits. All resolutions were passed with the requisite majority, and all recommendations of the Committees were accepted by the Board.

The constitution, terms of reference and the functioning of the existing Statutory Committees of the Board are elaborated hereunder:

3.1. Audit Committee

The Audit Committee is constituted in accordance with Section 177 of the Act and Regulation 18 of the Listing Regulations and operates under a Board-approved charter.

As on March 31, 2026, the Committee comprised four (4) members, including three (3) Independent Directors and one (1) Executive Director. More than two-thirds of the members, including the Chairperson, are Independent Directors. All members are financially literate and possess relevant financial and accounting expertise.

The Company Secretary and Compliance Officer acts as the Secretary to the Committee. The Committee meets at least once every quarter to effectively discharge its responsibilities.

The terms of reference of the Audit Committee are as per the guidelines set out in Part C of Schedule II of the Listing Regulations and include as follows:

(a) oversight of financial reporting process and the disclosure of financial information relating to the Company to ensure that the financial statements are correct, sufficient and credible;

(b) recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company and the fixation of the audit fee;

(c) formulation of a policy on related party transactions, which shall include materiality of related party transactions;

(d) reviewing, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;

(e) examine and review with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:

(i) matters required to be included in the Director's Responsibility Statement to be included in the Directors' Report in terms of clause I of sub-Section 3 of Section 134 of the Act;

(ii) changes, if any, in accounting policies and practices and reasons for the same;

(iii) major accounting entries involving estimates based on the exercise of judgment by management;

(iv) significant adjustments made in the financial statements arising out of audit findings;

(v) compliance with listing and other legal requirements relating to financial statements;

(vi) disclosure of any related party transactions; and

(vii) modified opinion(s) in the draft audit report.

(f) review of quarterly, half-yearly and annual financial statements before submission to the Board for approval;

(g) review, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency, monitoring the proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

(h) review and monitoring of the auditor's independence & performance, and effectiveness of audit process;

(i) approval of any subsequent modifications of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company, subject to the conditions as may be prescribed;

(j) scrutinizes inter-corporate loans and investments;

(k) valuation of undertakings or assets of the Company, wherever it is necessary;

(l) evaluate internal financial controls and risk management systems;

(m) review, with the management, the performance of statutory and internal auditors, adequacy of the internal control systems;

(n) review the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;

(o) discuss with internal auditors any significant findings and follow up there on;

(p) to look into the reasons for substantial defaults in the payment to the depositors, debenture holders, Shareholders (in case of non-payment of declared dividends) and creditors;

(q) monitor the end use of funds raised through public offers and related matters;

(r) oversee the vigil mechanism established by the Company with the Chairman of the Audit Committee directly hearing grievances of victimization of employees and directors, who used vigil mechanism to report genuine concerns in appropriate and exceptional cases;

(s) approve the appointment of the Chief Financial Officer (i.e., the whole-time finance Director or any other person heading the finance function or discharging that function) of the Company after assessing the qualifications, experience and background, etc. of the candidate;

(t) review the utilization of loans and/or advances from/ investment by the holding company in the subsidiary exceeding ₹ 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/ advances/investments;

(u) consider and comment on the rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its Shareholders; and

(v) carry out any other function required to be carried out by the Audit Committee as contained in the Listing Regulations or any other applicable law, as amended from time to time.

In addition to the above, the Audit Committee mandatorily reviews the following:

(a) management discussion and analysis of financial condition and results of operations;

(b) management letters / letters of internal control weaknesses issued by the statutory auditors of the Company;

(c) internal audit reports relating to internal control weaknesses;

(d) appointment, removal and terms of remuneration of the chief internal auditor;

(e) review of financial statements, in particular, the investments made by any unlisted subsidiary; and

(f) statement of deviations in terms of the Listing Regulations:

(i) annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/ notice.

(ii) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s); and

The powers of the Audit Committee include the following:

(a) to investigate any activity within its terms of reference;

(b) to seek information from any employee of the Company;

(c) to obtain outside legal or other professional advice;

(d) to secure attendance of outsiders with relevant expertise, if it considers necessary; and

(e) such other powers as may be prescribed under the Act and the Listing Regulations.

The composition of the Audit Committee, the meetings held during FY 2025-26, and the attendance of the Members at such meetings are set out below:

Sr. No.	Name & Category of the Members	Designation	Date of Meeting			
			May 22, 2025	August 07, 2025	October 16, 2025	January 27, 2026
1.	Mr. Vikas Vijaykumar Khemani (Independent Director)	Chairperson	✓	✓	No	✓
2.	Mr. Bhaskar Bhat (Independent Director)	Member	✓	✓	✓	✓
3.	Mr. Arvind Kumar Singhal (Independent Director)	Member	✓	✓	✓	✓
4.	Ms. Farah Malik Bhanji (Managing Director)	Member	✓	✓	✓	✓

Statutory, Internal and Secretarial Auditors are also invited to present their reports in the meetings of the Audit Committee.

All recommendations of the Audit Committee during FY 2025-26 were accepted by the Board. The minutes of each Committee meeting were placed before the Board, and all decisions and recommendations were approved by the requisite majority of the Committee members.

3.2. NRC Committee

The NRC Committee is constituted in accordance with Section 178 of the Act and Regulation 19 of the Listing Regulations. As on March 31, 2026, the Committee comprised three (3) Non-Executive Directors. The Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The Committee assists the Board in matters relating to the appointment, evaluation, succession planning, and remuneration of Directors, KMPs and SMPs. It also oversees the administration of the Company's employee stock option schemes and other share-based incentive plans, where applicable.

The terms of reference of the NRC Committee are in line with Part D(A) of Schedule II to the Listing Regulations and, *inter alia*, include the following:

(a) identify persons who are qualified to become directors or who may be appointed to senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal;

(b) formulate the criteria for determining qualifications, positive attributes and independence of directors;

(c) formulate criteria for evaluation of independent directors and the Board;

(d) devise a policy on Board diversity;

(e) recommend to the Board a policy relating to the remuneration for the directors, key managerial personnel and other employees;

(f) frame suitable policies, procedures and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including the PIT Regulations and/or the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003;

(g) recommend to the Board all remuneration, in whatever form, payable to senior management;

(h) frame suitable policies, procedures and systems relating to the administration and superintendence of the ESOP plans of the Company;

(i) perform such other activities as may be delegated by the Board or specified/ provided under the Act or the Listing Regulations or any other applicable law or by regulatory authority

The composition of the NRC Committee, the meetings held during FY 2025-26, and the attendance of the Members at such meetings are set out below:

Sr. No.	Name and Category of the Members	Designation	Date of Meeting		
			May 22, 2025	August 07, 2025	January 14, 2026
1.	Mr. Bhaskar Bhat (Independent Director)	Chairperson	✓	✓	✓
2.	Mr. Mithun Padam Sacheti (Independent Director)	Member	No	✓	✓
3.	Mr. Utpal Hemendra Sheth (Nominee Director)	Member	✓	✓	✓

All recommendations of the NRC Committee during FY 2025-26 were accepted by the Board. The minutes of each Committee meeting were placed before the Board, and all decisions and recommendations were approved by the requisite majority of the Committee members.

The Company has formulated a NRC Policy which has been uploaded on the website of the Company at https://metrobrands.com/wp-content/uploads/2024/07/NRCPolicy.pdf.

Performance Evaluation Criteria for Independent Directors

The performance evaluation criteria for Independent Directors are determined by the NRC Committee. Their performance is evaluated by the Board, excluding the Independent Directors being evaluated, based on, *inter alia*, the following parameters:

1. Understanding of the Company's business, operations, and strategic priorities;

2. Contribution of independent judgement, expertise, and external perspective to Board deliberations;

3. Constructive participation and engagement in Board and Committee discussions; and

4. Commitment to continuous learning and preparedness for Board deliberations.

3.3. Stakeholders' Relationship Committee ("SRC")

The SRC is responsible for the satisfactory redressal of investors' complaints and recommends measures for overall improvement in the quality of investor services. The SRC is constituted in accordance with Section 178(5) of the Act and Regulation 20 of the Listing Regulations.

The SRC comprises one (1) Independent Director, who is also the Chairperson of this Committee, and two (2) Executive Directors. The Company Secretary and Compliance Officer acts as the Secretary of the Committee.

The terms of reference of SRC include the following:

(a) resolving grievances of the security holders of the Company, including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issuance of new/ duplicate certificates, general meetings, etc.;

(b) review of measures taken for effective exercise of voting rights by Shareholders;

(c) review adherence to the service standards adopted by the Company in respect of various services rendered by the Registrar and Share Transfer Agent (**"RTA"**);

(d) review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the Shareholders of the Company; and

(e) carry out any other functions as may be specified by the Board from time to time or specified under the Act or Listing Regulations, or by any other regulatory authority.

The Committee met once during FY 2025-26. The composition of the SRC and the attendance details of the Members are given below:

Sr. No.	Name and Category of the Members	Designation	Date of Meeting
			September 09, 2025
1.	Ms. Radhika Piramal (Independent Director)	Chairperson	✓
2.	Ms. Farah Malik Bhanji (Managing Director)	Member	✓
3.	Mr. Mohammed Iqbal Hasanally Dossani (Whole-time Director)	Member	✓

All recommendations of the SRC during FY 2025-26 were accepted by the Board. The minutes of each Committee meeting were placed before the Board, and all decisions and recommendations were approved by the requisite majority of the Committee members.

Details of investor complaints received and redressed during FY 2025-26 are as follows:

Pending at the start of the year	0
Number of complaints received during the year	14*
Number of complaints redressed during the year	14
Number of complaints pending at the end of the year	0

** The grievances were related to non-receipt of dividend.*

Name, designation and address of Compliance Officer under Regulation 6(1) of the Listing Regulations:

Ms. Deepa Sood
Chief Legal Officer, Company Secretary & Compliance Officer
Metro Brands Limited
401, Zillion, 4th Floor,
LBS Marg & CST Road Junction,
Kurla (W), Mumbai – 400070.
Tel: +91 22 6656 0444
Email: investor.relations@metrobrands.com

3.4. Corporate Social Responsibility & Sustainability ("CSR") Committee

The CSR Committee is responsible for formulating and recommending the CSR Policy to the Board, identifying CSR initiatives in line with Schedule VII to the Act, recommending the annual CSR expenditure, monitoring the implementation of CSR projects and programmes, and ensuring compliance with the applicable statutory requirements. The Committee also oversees the alignment of the Company's CSR initiatives with its sustainability objectives.

As on March 31, 2026, the CSR Committee comprised two (2) Independent Directors and one (1) Executive Director, who serves as the Chairperson of the Committee. The Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The Company has adopted a CSR Policy in accordance with the Act. The CSR Policy, together with an overview of the CSR projects and programmes, is available on the Company's website at https://metrobrands.com/csr.

The terms of reference of the CSR Committee are in line with the guidelines set out in the Act and include the following:

a. formulate and recommend, a CSR Policy which shall indicate the activities to be undertaken by the Company in areas or subjects as specified in Schedule VII of the Act and the rules made thereunder, as amended, monitor the implementation of the same from time to time, and make any revisions therein as and when decided by the Board;

b. formulate and recommend an annual action plan in accordance with the CSR Policy which shall list the projects or programmes undertaken, manner of execution of such projects, modalities of utilisation of funds, monitoring and reporting mechanism for the projects;

c. identify CSR partners and programmes;

d. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a) and the distribution of the same for the various CSR activities to be undertaken by the Company;

e. delegate responsibilities to the team and supervise proper execution of all delegated responsibilities;

f. review and monitor the implementation of CSR programmes and issue necessary directions as required for their proper implementation and timely completion;

g. any other matter as the CSR Committee may deem appropriate after approval of the Board or as may be directed by the Board, from time to time; and

h. exercise such other powers as may be conferred upon the CSR Committee as per the provisions of Section 135 of the Act.

The composition of the CSR Committee, the meetings held during FY 2025-26, and the attendance of the Members at such meetings are set out below:

Sr. No.	Name of the Members	Designation	Date of Meetings	
			July 30, 2025	January 12, 2026
1.	Ms. Farah Malik Bhanji (Managing Director)	Chairperson	✓	✓
2.	Ms. Radhika Piramal (Independent Director)	Member	✓	✓
3.	Mr. Arvind Kumar Singhal (Independent Director)	Member	✓	✓

All recommendations of the CSR Committee during FY 2025-26 were accepted by the Board. The minutes of each Committee meeting were placed before the Board, and all decisions and recommendations were approved by the requisite majority of the Committee members.

3.5. Risk Management Committee ("RMC")

In accordance with the Listing Regulations, the Company has constituted RMC to assist the Board in overseeing the Company's risk management framework. The Committee is responsible for identifying, assessing, monitoring, and mitigating key business risks and reviewing the effectiveness of the Company's risk management systems and processes.

As on March 31, 2026, the RMC comprised one (1) Independent Director, one (1) Executive Director, and the Chief Financial Officer. The Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The Company has adopted a Risk Management Policy, which is available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/RiskManagementPolicy.pdf.

The terms of reference of the Committee are in line with the guidelines set out in the Act and include the following:

(a) formulating a detailed risk management policy for *inter alia* risk assessment and minimization procedures;

(b) ensuring that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(c) monitoring and overseeing implementation of the risk management policy, including evaluating the adequacy of risk management systems including cyber security;

(d) periodically reviewing the risk management policy, at least once in two (2) years, including by considering the changing industry dynamics and evolving complexity;

(e) keeping the Board informed about the nature and content of its discussions, recommendations and actions to be taken;

(f) review of the appointment, removal and the terms of remuneration of the Chief Risk Officer;

(g) seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary; and

(h) performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended by the RMC.

The composition of the RMC, the meetings held during FY 2025-26, and the attendance of the Members at such meetings are set out below:

Sr. No.	Name & Category of the Members	Designation	Date of Meetings	
			September 09, 2025	February 25, 2026
1.	Ms. Farah Malik Bhanji (Managing Director)	Chairperson	✓	✓
2.	Mr. Vikas Vijaykumar Khemani (Independent Director)	Member	✓	✓
3.	Mr. Kaushal Parekh (Chief Financial Officer)	Member	✓	✓

All recommendations of the RMC during FY 2025-26 were accepted by the Board. The minutes of each Committee meeting were placed before the Board, and all decisions and recommendations were approved by the requisite majority of the Committee members.

3.6 Share Allotment and Transfer ("SAT") Committee

The SAT Committee is formed to look after the Company's allotment procedures, transfers and other legal compliances relating to the issue and allotment of shares.

The SAT Committee comprises one (1) Executive Director who is also the Chairperson of the Committee, one (1) Non-Executive Director, one (1) Independent Director and the Chief Executive Officer of the Company. The Company Secretary and Compliance Officer acts as the Secretary to the Committee.

The terms of reference of the SAT Committee are: -

(a) review & scrutiny of applications for issue and allotment of shares;

(b) decide the basis of allotment of shares to the applicants;

(c) authorise the RTA to initiate corporate action with respect to successful allottees;

(d) issue the allotment letters / refund orders to the applicants;

(e) update the Member's register after allotment and do all other incidental and ancillary acts and things to give effect to the allotment of shares;

(f) any other matter related to issue, allotment and transfer of shares.

During the FY, the SAT Committee has approved allotment of 2,97,092 shares arising out of the exercise of stock options by Eligible Employees under Metro Stock Option Plan, 2008 via circular resolutions passed at different dates. The resolutions passed by the SAT Committee are placed before the Board in the next Board Meeting.

The composition of the SAT Committee is given below:

Sr. No.	Name of the Members	Category	Designation
1.	Ms. Farah Malik Bhanji	Managing Director	Chairperson
2.	Mr. Utpal Hemendra Sheth	Non-Executive Nominee Director	Member
3.	Mr. Mithun Padam Sacheti	Independent Director	Member
4.	Mr. Nissan Joseph	Chief Executive Officer	Member

3.7 Investment Committee

The Investment Committee was formed in the Board Meeting dated May 23, 2023 for reviewing and managing the investments of the Company and ensuring that it aligns with the Company's overall strategic goals.

The terms of reference of the Investment Committee include the following:

(a) invest the surplus funds of the Company;

(b) overseeing the management of Company's investment portfolio;

(c) monitoring investment performance;

(d) providing guidance on investment decisions;

(e) improve transparency and accountability in Company's investment processes;

(f) regularly report on investment performance and decision-making processes and thereby provide greater insight and understanding to the Board, Shareholders and other stakeholders;

(g) review and recommend proposals for investment in new projects, expansion plans;

(h) any other matters necessary and incidental to meet the objectives of investments by the Company.

The Investment Committee comprises one (1) Non-Executive Director who is also the Chairperson of the Committee, one (1) Executive Director, and one (1) Independent Director. Mr. Arvind Kumar Singhal, Independent Director, CEO and CFO are permanent invitees to the meetings of the Committee.

The composition of the Investment Committee is given below:

Sr. No.	Name of the Members	Category	Designation
1.	Mr. Utpal Hemendra Sheth	Non-Executive Nominee Director	Chairperson
2.	Ms. Farah Malik Bhanji	Managing Director	Member
3.	Mr. Vikas Vijaykumar Khemani	Independent Director	Member

4. GENERAL MEETINGS AND POSTAL BALLOT

➢ AGM

Location and time, where last three (3) AGMs were held:

FY Ended	Date and Time	Venue
March 31, 2023	September 13, 2023 at 3:00 p.m.	AGM held through Video Conferencing/Other Audio-Visual Means facility [Deemed Venue for Meeting: Registered Office: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (W), Mumbai - 400070.]
March 31, 2024	September 19, 2024 at 3:00 p.m.	
March 31, 2025	September 18, 2025 at 3:00 p.m.	

The following is/are the special resolution(s) passed at the previous three (3) AGMs:

Date of AGM	Special Resolution Passed	Particulars of Resolution(s)
September 13, 2023	Yes	1. To consider re-appointment of Mr. Vikas Vijaykumar Khemani (DIN: 00065941) as an Independent Director of the Company effective March 12, 2024.
		2. To ratify and increase overall remuneration limit for Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), Whole-time Director of the Company.
September 19, 2024	Yes	1. To approve amended and restated Articles of the Company.
		2. To approve transition and re-designation of Mr. Rafique Abdul Malik (DIN: 00521563), Executive Chairman to Non-Executive Chairman for a period of three years with effect from September 19, 2024 and his remuneration.
		3. To approve appointment of Ms. Alisha Rafique Malik (DIN: 10719537) as a Whole-time Director of the Company for a period of five years with effect from September 01, 2024 and her remuneration.
September 18, 2025	Yes	1. To approve payment of remuneration to Mr. Rafique Abdul Malik (DIN: 00521563), Non-Executive Chairman of the Company

➢ Extraordinary General Meeting ("EGM") and Postal Ballot

No EGM of the Members was held, and no resolution was passed through postal ballot during FY 2025-26.

5. MEANS OF COMMUNICATION

Effective communication is a cornerstone of the Company's corporate governance framework, fostering transparency, accountability, and informed engagement with all stakeholders.

i. Results Announcements:

The Company's Quarterly, Half-yearly, and Annual Financial Results are published in leading newspapers, including Financial Express (English) and Loksatta (Marathi). These results are also available on the Company's website at https://metrobrands.com/financial-results/ and on the websites of BSE Limited (**"BSE"**) and The National Stock Exchange of India Limited (**"NSE"**), where the Company's shares are listed.

ii. Press Releases:

The Company issues press releases periodically and submits statutory notices, investor presentations, and other disclosures post financial results to BSE and NSE. These are also uploaded on the Company's website at: https://metrobrands.com/stock-exchange-disclosures/.

iii. Annual Report:

The Annual Report, including the Report of Board of Directors, Corporate Governance Report, Business Responsibility and Sustainability Report, Management Discussion and Analysis, and the audited Standalone and Consolidated Financial Statements along with the Auditor's Report, is circulated to all the Members and is available on the Company's website at: https://metrobrands.com/annual-report/.

The MDA forms a separate section of this Annual Report.

iv. AGM:

The AGM serves as a platform for Shareholders to interact directly with the Board and the Management, fostering transparency and open communication.

v. Company's Website:

The Company ensures dissemination of applicable information under Regulation 46(2) of the Listing Regulations on the Company's website at https://metrobrands.com/investor-relations. This section includes the basic information of the Company. Further, it also includes details relating to the financial results declared by the Company, annual reports, presentations made by the Company to investors, press releases, shareholding patterns and such other material information which is relevant to Shareholders, etc. The Company ensures the content on the website of the Company is correct and updated within prescribed timelines.

vi. Analysts Meetings and Presentation:

In compliance with the Listing Regulations, the presentations, audio/video recordings, and transcripts of investor meetings and conference calls are made available on the Company's website at https://metrobrands.com/stock-exchange-disclosures/.

The Company regularly conducts investor calls/meetings, including post-result discussions, to brief on its financial and operational performance. These interactions are typically led by the CEO and CFO.

vii. Designated Email IDs:

In compliance with the Listing Regulations, the Company has designated an exclusive email ID - investor.relations@metrobrands.com for handling investor complaints and queries.

viii. Stock Exchanges:

The Company ensures timely disclosure of all material and price-sensitive information to the BSE and NSE, where its securities are listed, in compliance with the Listing Regulations.

All quarterly financial results, quarterly reporting required under SEBI Regulations, and other relevant corporate communications are submitted to the stock exchanges and are made available on their respective websites for Shareholder access.

ix. SEBI, Stock Exchanges' and RTA Investor Grievance Redressal System:

Investors can file complaints and track their resolution through the SCORES platform of SEBI, the 'Investor Complaints' sections of the BSE and NSE websites, and the Investor Self-Service Portal of the Company's RTA. The Company endeavours to address and resolve investor grievances promptly upon receipt from the respective platforms.

SCORES (SEBI Complaints Redress System) platform:

To ensure prompt resolution of investor grievances, the Company is registered on SCORES, SEBI's centralized web-based grievance redressal platform. This system enables investors to lodge complaints and track their status online. The Company is committed to addressing and resolving investor complaints promptly upon receipt from the relevant authorities.

Online Dispute Resolution (ODR) Mechanism:

In accordance with SEBI circulars, Shareholders are encouraged to first approach the Company or its RTA for any grievances. If the response is delayed or unsatisfactory, Shareholders may escalate their complaints through the SCORES platform or directly with the Stock Exchanges.

Should the grievance remain unresolved after exhausting these channels, Shareholders may seek dispute resolution via the SEBI Online Dispute Resolution (ODR) Portal at https://smartodr.in/login. During FY under review, no complaints were filed under the SEBI Smart ODR mechanism.

x. Policies of the Company:

The Company's adopted policies are available on its website and can be accessed at: https://metrobrands.com/policies/.

6. OTHER DISCLOSURES

➢ **Related Party Transactions ("RPTs")**

The Board has adopted a Policy on RPTs in accordance with Regulation 23(1) of the Listing Regulations, which is available on the Company's website at https://metrobrands.com/wp-content/uploads/2026/01/MBL-RPT-Policy-clean.pdf.

All RPTs entered into during FY 2025-26 were approved by the Audit Committee and were in the ordinary course of business and on an arm's length basis. The Committee also granted prior omnibus approvals for recurring transactions, in accordance with the Company's RPT Policy, the Act, and the Listing Regulations.

No material RPTs or transactions that could give rise to a conflict of interest were entered into during the year. All RPTs were appropriately disclosed in the Financial Statements in accordance with the applicable accounting standards. The Register of Contracts containing details of Directors' interests was placed before the Board on a quarterly basis, and the requisite half-yearly disclosures were filed with the stock exchanges in compliance with Regulation 23(9) of the Listing Regulations.

➢ **Indian Accounting Standards (IndAS)**

The Financial Statements have been prepared in accordance with Ind AS notified under the Companies (Indian Accounting Standards) Rules, 2015, as per Section 133 of the Act. The significant accounting policies, applied consistently, are disclosed in the accompanying notes to the Financial Statements.

➢ **Prevention of Insider Trading**

In accordance with the PIT Regulations, the Company has adopted a Code of Conduct to Regulate, Monitor and Report Trading by Designated Persons (**"Code for Prevention of Insider Trading"**) and a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information (**"Code of Fair Disclosure"**). The Board has also adopted a Policy for Determination of Legitimate Purposes as part of the Code of Fair Disclosure.

The Company has established robust systems and procedures to prevent insider trading, with all related compliances being managed through a dedicated web-based portal. The Code for Prevention of Insider Trading is periodically reviewed to align with regulatory changes. To promote awareness and compliance, the Company conducts regular training programmes and disseminates guidance to Designated Persons on their obligations under the PIT Regulations.

During FY 2025-26, the Audit Committee reviewed the Company's compliance with the PIT Regulations and confirmed the adequacy and effectiveness of the internal control systems. Any non-compliance is promptly reported to the stock exchanges in the prescribed manner, with applicable penalties being remitted directly by the concerned Designated Person to SEBI's Investor Protection and Education Fund. A summary of such non-compliances is reviewed by the Audit Committee on a quarterly basis.

The Code for Prevention of Insider Trading and the Code of Fair Disclosure are available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/InsiderTradingPolicy.pdf and https://metrobrands.com/wp-content/uploads/2023/03/Fair-disclosure-policy.pdf, respectively.

➢ **Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013 ("POSH Act")**

The Company is committed to fostering a safe, inclusive, and respectful workplace where all employees are treated with dignity, fairness, and equality. In compliance with the provisions of the POSH Act, the Company has adopted a comprehensive Policy on Prevention of Sexual Harassment that promotes diversity, equal opportunity, mutual respect, and human rights. An Internal Complaints Committee (ICC) has been constituted to address and resolve complaints of sexual harassment in a fair, timely, and confidential manner.

The following are the details of the complaints during FY under review:

Sr. No.	Particulars	FY 2025-26
1.	Number of complaints pending at the beginning of FY	NIL
2.	Number of complaints filed during FY	4
3.	Number of complaints disposed off during FY	4
4.	Number of complaints pending as on end of FY	NIL
5.	Number of cases pending for more than ninety days	NIL

The Company addressed the complaints with due seriousness and conducted an investigation in accordance with the provisions of the POSH Act. Based on the findings, the complaints were resolved following the prescribed process under the Act.

To promote a safe and respectful workplace, the Company conducts periodic awareness programmes on the POSH Policy and the provisions of the POSH Act. In addition, all employees are required to complete a video-based awareness module, available in English and Hindi, to reinforce awareness of the Company's commitment to a harassment-free workplace.

➢ **Statutory non-compliance and penalties**

There were no non-compliances by the Company and no instances of penalties and strictures imposed on the Company by the Stock Exchanges or SEBI or any other Statutory Authority on any matter related to the capital market during the last three years.

There were no cases material in the nature, which may lead to material loss or expenditure to the Company. All applicable requirements were fully complied with.

➢ **Significant and material orders**

During FY under review, there were no significant and material orders passed by any regulators, courts, or tribunals that may affect the Company's ability to continue as a going concern or have a bearing on its future operations.

➢ **Senior Management**

Pursuant to the provisions of Regulation 34, read with Schedule V, of Listing Regulations, as amended, following are the SMPs of the Company as on March 31, 2026:

Sr. No.	Name of the SMP	Designation
1.	Mr. Nissan Joseph*	Chief Executive Officer
2.	Ms. Alisha Rafique Malik*	Whole-time Director
3.	Mr. Kaushal Khodidas Parekh*	Chief Financial Officer
4.	Ms. Deepa Sood*	Chief Legal Officer, Company Secretary & Compliance Officer
5.	Ms. Nandini Mehta	Chief Human Resource Officer
6.	Mr. Jitendra Mangave	Chief Information & Technology Officer
7.	Mr. Aashish Mashruwala	Chief Transformation Officer
8.	Mr. Mohit Dhanjal	Chief Operating Officer
9.	Mr. Harshvardhan Chauhan	Chief Marketing Officer
10.	Ms. Aziza Rafique Malik	President

**also a KMP*

The changes in the SMP since the close of previous FY are as follows:

Appointment:

Sr. No.	Name of the SMP	Designation	Date of Appointment
1.	Mr. Uttam Kumar	Chief Product Officer	May 04, 2026
2.	Mr. Atul Sinha	President - Core Business	June 22, 2026
3.	Mr. Manoj Juneja	Chief Business Officer - Sports Division	June 23, 2026

➢ **Compliance with mandatory requirements**

The Company confirms that it has complied with all mandatory requirements prescribed in the Listing Regulations.

➢ **Policy for Determining Material Subsidiaries**

The Company has the following two (2) subsidiaries, neither of which is a material unlisted subsidiary as defined under Regulation 16 of the Listing Regulations:

- **Metmill Footwear Private Limited** – a 51% subsidiary of the Company, incorporated on September 16, 2009, with a paid-up share capital of ₹ 1,25,00,000.
- **Metro Athleisure Limited** – a wholly owned subsidiary of the Company, incorporated on December 22, 2016, with a paid-up share capital of ₹ 97,82,78,900.

The Board periodically reviews the significant transactions and arrangements entered into by its unlisted subsidiaries. The minutes of the Board meetings of the aforesaid subsidiaries, are placed before the Board of the Company for its review.

The Company has adopted a Policy for Determining Material Subsidiaries, which is available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/PolicyonMaterialSubsidiary.pdf.

➢ Commodity price risks or foreign exchange risks and hedging activities

Information required under sub-para 9(n) of Para C of Schedule V to the Listing Regulations and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2018/0000000141 dated November 15, 2018 are given hereunder:

The Company is exposed to the risk of price fluctuation of raw materials as well as finished goods. The Company manages its commodity price risk by maintaining adequate inventory, considering future price movement. Since the Company does not have any commodity price risk exposure hedged through commodity derivatives, accordingly, other details as required under the aforesaid SEBI Circular are not applicable to the Company. Further, details relating to risks and activities including financial risk management have been adequately disclosed in Note No. 33.4 to the Notes to the Standalone Financial Statements for the FY ended March 31, 2026.

➢ Compliance Certificate from CEO and CFO

The CEO and CFO of the Company have furnished the Compliance Certificate in terms of Regulation 17(8) of the Listing Regulations, confirming to the Board, accuracy and fair presentation of Company's Financial Statements and adherence to applicable accounting standards, laws and regulations. The same forms part of the Annual Report.

➢ Details of non-compliance with requirements of Corporate Governance Report

The Company has complied with the applicable Corporate Governance requirements prescribed under Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the Listing Regulations. The quarterly Corporate Governance compliance reports in the prescribed format were submitted to the Stock Exchanges during FY 2025-26. The certificate of compliance with the Corporate Governance requirements, as stipulated in Schedule V (E) of the Listing Regulations, forms part of this Report.

➢ Loans and advances in the nature of loans to firms/companies in which directors are interested

The Company has not given any loans and advances in the nature of loans to firms/companies in which directors are interested.

(Note: Loans and Advances in the nature of loans, if any, given by the Company to its wholly owned subsidiaries are not included).

➢ Practicing Company Secretary Certificate on Corporate Governance

As required by the Listing Regulations, the compliance certificate from the Practicing Company Secretary regarding compliance of conditions of Corporate Governance is annexed to this Report.

The Company has also obtained a Certificate from Mr. Sekar Ananthanarayanan, Practicing Company Secretary (FCS 14013, COP No. 2450), confirming that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as directors by the SEBI and MCA or any such authority and the same forms part of this Report.

➢ Payment to Auditors in FY 2025-26

- Statutory Auditors

  Audit Fees paid by the Company to the statutory auditors and all entities in the network firm/network entity of which the statutory auditor is a part is given below:

(₹ in Lakh)

Particulars	Amount
Audit Fees (including Limited Review Report)	52.00
Tax Audit Fees	2.00
TOTAL	**54.00**

- Secretarial Auditors

  Total Fees paid by the Company to the Secretarial Auditor for conducting the Secretarial Audit for FY 2025-26 was ₹ 1.15 Lakh.

➢ Details of establishment of Vigil Mechanism

Your Company is committed to high standards of corporate governance and stakeholder responsibility. The Company has a Whistle Blower Policy to deal with instances of fraud and mismanagement, if any. The policy ensures that strict confidentiality is maintained whilst dealing with concerns and ensures that no discrimination is made towards any person for a genuinely raised concern. No personnel have been denied access to the Audit Committee. The Whistle Blower Policy is available on the Company's website and can be accessed at https://metrobrands.com/wp-content/uploads/2024/07/WhistleBlowerPolicy.pdf.

There were four (4) such instances during FY 2025-26, all of which were reported to the Board and the Audit Committee and duly resolved during the year.

➢ Demat suspense account or unclaimed suspense account

The Company does not have any shares in demat suspense account or unclaimed suspense account.

➢ Unpaid/Unclaimed Dividends

In accordance with the provisions of Sections 124 and 125 of the Act and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), dividends not encashed/claimed within seven years from the date of declaration are to be transferred to the Investor Education and Protection Fund ("**IEPF**"). The Company has uploaded the details of unpaid and unclaimed dividend amounts lying with the Company as on April 30, 2026 on the website of the Company at https://metrobrands.com/unpaid-unclaimed-dividends/.

Further, in July 2025, the IEPF Authority launched a 100-day campaign, Saksham Niveshak, to enhance investor awareness and expedite the resolution of pending matters relating to unclaimed dividends, shares transferred to the IEPF, and updation of KYC and nomination details. In support of this initiative, the Company updated a dedicated webpage on its website and published details of Shareholders whose dividends remained unclaimed. A separate pop-up was also introduced on the website as part of the Saksham Niveshak campaign to encourage Shareholders to update their KYC details and claim their unclaimed dividend(s). Further, the Company's RTA conducted a special drive to process unclaimed dividends, enabling payment of outstanding dividend(s) to Shareholders who updated their bank details.

➢ Nodal Officer under IEPF Rules:

Detail of Nodal Officer of the Company, appointed in accordance with the provisions of IEPF Rules, is given below. The same is also available on the website of the Company at https://metrobrands.com/investor-contact/.

Name: Mr. Kaushal Khodidas Parekh, Chief Financial Officer

Email ID: Kaushal.parekh@metrobrands.com

➢ Code of Conduct

The Company has adopted a Code of Conduct for its Directors and SMP to uphold the highest standards of integrity, ethical conduct, transparency, and accountability. The Code sets out the guiding principles for professional conduct and reinforces the Company's commitment to sound corporate governance. It is available on the Company's website at https://metrobrands.com/wp-content/uploads/2024/07/CodeOfConduct-BoardSMP.pdf

The Company also maintains a Structured Digital Database ("**SDD**") in compliance with Regulation 3(5) of the PIT Regulations. The SDD is hosted on a secure internal server with time-stamped and non-tamperable features and records details of Unpublished Price Sensitive Information (UPSI), including the prescribed particulars of persons with whom such information is shared, in accordance with the applicable regulatory requirements.

7. GENERAL SHAREHOLDER INFORMATION

➢ FY: The FY of the Company is from April 1 to March 31.

➢ AGM for FY 2025-26

Date and Time	:	Wednesday, September 16, 2026 at 3.00 p.m.
Venue Facility	:	AGM to be held through Video Conferencing / Other Audio-Visual Means at the deemed venue: Registered Office: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (W), Mumbai - 400070.

Tentative calendar of the Board Meetings for consideration of Quarterly results for FY 2026-27:

Period	Date
Results for quarter ending June 30, 2026	August 04, 2026
Results for quarter and half-year ending September 30, 2026	On or before November 14, 2026
Results for quarter and nine-months ending December 31, 2026	On or before February 14, 2027
Results for quarter and FY ending March 31, 2027	On or before May 29, 2027
AGM for FY ending March 31, 2027	On or before September 30, 2027

➢ Dividend Payment Date: The Dividend, if declared at AGM, will be paid on or after September 20, 2026.

➢ Listing of Equity Shares

Your Company's shares are listed on the NSE & BSE. The addresses of Stock Exchanges are as follows:

Name of Stock Exchange	Address and Contact details	Stock Code
NSE	Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (East) Mumbai 400 051	METROBRAND
BSE	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai 400001	543426

None of the Company's listed securities were suspended from trading during FY 2025-26. The Company also paid the annual listing fees for FY 2025-26 to all the Stock Exchanges where its equity shares are listed within the prescribed timelines.

Name of the Depository with whom the Company has entered into Agreement

Name of Depository	ISIN Number
National Securities Depository Limited ("**NSDL**")	INE317I01021
Central Depository Services (India) Limited ("**CDSL**")	

The Company also paid the annual custody fees for FY 2025-26 to all the Depositories within the prescribed timelines.

➢ RTA

All work related to Share Registry, both in physical and electronic form, are handled by the Company's RTA, whose name and contact details are as given below:

MUFG Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai 400083.
Ph.: (022) 49186000
Fax: (022) 49186060
Email: investor.helpdesk@in.mpms.mufg.com

➢ Share Transfer System

The Board has delegated authority to the RTA to process investor service requests, including transmission, transposition, issue of duplicate share certificates, name deletion, re-materialisation, dematerialisation and other related matters, in accordance with applicable laws.

As on March 31, 2026, 100% of the Company's paid-up equity share capital was held in dematerialised form, and consequently, no requests for transfer of equity shares were pending. Trading in the Company's equity shares is permitted only in dematerialized form.

The Company carries out a Reconciliation of Share Capital Audit on a quarterly basis in compliance with SEBI requirements. The audit reports for FY 2025-26 were submitted to the Stock Exchanges within the prescribed timelines.

➢ Distribution of Shareholding on the basis of Shareholders class as on March 31, 2026

Sr. No.	No. of Shares	No. of Shareholders	% of Total Shareholders	Share Amount (₹)	% of Total Shareholding
1.	1 to 2500	59,035	97.9736	1,42,80,625	1. 0479
2.	2501 to 5000	616	1.0223	21,90,185	0.1607
3.	5001 to 10000	249	0.4132	17,62,525	0.1293
4.	10001 to 15000	61	0.1012	7,46,370	0.0548
5.	15001 to 20000	41	0.0680	7,33,110	0.0538
6.	20001 to 25000	30	0.0498	7,00,275	0.0514
7.	25001 to 50000	38	0.0631	14,12,950	0.1037
8.	50001 and above	186	0.3087	1,34,09,07,650	98.3984
	TOTAL	**60,256**	**100.00**	**1,36,27,33,690**	**100.00**

➢ Category-wise distribution of Shareholding as on March 31, 2026

Sr. No.	Category	No. of Shareholders	No. of Shares held	% of Shareholding
1.	Promoters	18	19,56,90,995	71.80
2.	Insurance Companies	1	6,88,456	0.25
3.	Bodies Corporate	206	2,07,707	0.08
4.	Non-Resident Indians (NRI's)	1,356	2,76,075	0.10
5.	Resident Individuals/others	57,591	4,53,23,845	16.63
6.	Clearing Members	12	3,624	0.00
7.	Hindu Undivided Family	931	1,13,029	0.04
8.	Alternate Investment Funds (AIF)	3	3,50,478	0.13
9.	Foreign Portfolio Investors (Corporate)	85	1,02,78,061	3.77
10.	Mutual Funds	53	1,96,14,468	7.20
	TOTAL	**60,256**	**27,25,46,738**	**100.00**

➢ Shareholding Pattern as on March 31, 2026



- 71.80 Promoters
- 0.25 Insurance Companies
- 0.08 Bodies Corporate
- 0.10 Non-Resident Indians (NRI's)
- 16.63 Resident Individuals/others
- 0.00 Clearing Members
- 0.04 Hindu Undivided Family
- 0.13 Alternate Investment Funds (AIF)
- 3.77 Foreign Portfolio Investors (Corporate)
- 7.20 Mutual Funds

➢ Dematerialization of shares and liquidity

The Company's shares are compulsorily traded in dematerialized form on NSE and BSE. Equity shares of the Company representing 100% of the Company's equity share capital are dematerialized as on March 31, 2026, and are available for trading through both the Depositories in India viz. NSDL and CDSL.

Details of Equity shares of the Company dematerialized as on March 31, 2026 are given below:

Name of Depository	Total Positions	% of holding
NSDL	26,94,36,378	98.86
CDSL	31,10,360	1.14
Total	27,25,46,738	100.00

➢ Outstanding Global Depository Receipts/ American Depository Receipts/ Warrants or any Convertible instruments

The Company has not issued any GDRs/ ADRs during FY 2025-26. There are no warrants or any convertible instruments outstanding as on March 31, 2026.

➢ Plant / Store Location

As on March 31, 2026, the Company had 1,032 retail stores in 221 cities across 31 Indian States and Union Territories.

➢ Address for correspondence

Investor correspondence or any query relating to the shares of the Company should be addressed to:

MUFG Intime India Private Limited
C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai-400083.
Ph.: (022) 49186000
Fax: (022) 49186060
Email: investor.helpdesk@in.mpms.mufg.com

Investor complaints, if any, may be addressed to -

Ms. Deepa Sood
Chief Legal Officer, Company Secretary and Compliance Officer

Metro Brands Limited
401, Zillion, 4th Floor, LBS Marg & CST Road Junction,
Kurla (W), Mumbai - 400070
Email: investor.relations@metrobrands.com

➢ Credit Rating

The details of credit rating of the Company as at March 31, 2026 is given below:

(₹ in Crore)

Instrument(s)	Amount	Rating
Long-term/ Short-term Bank Facilities	56.00	CARE AA; Stable/CARE A1+ (Double A; Outlook: Stable/A One Plus)

The Credit rating remained constant as Care Edge Ratings vide Press Release dated April 02, 2026, reaffirmed Credit rating "AA" for Long term Bank facilities and A1+ for short term. The details of the same is available on the website of the Company at https://metrobrands.com/stock-exchange-disclosures/.

➢ Status of compliance with discretionary requirements

The status of compliance with the discretionary requirements, as stated under Part E of Schedule II to the Listing Regulations, is as under:

(a) The Board:

Mr. Rafique Abdul Malik, Non-Executive Chairman of the Company is entitled to maintain a full-fledged office at the Company's expense and also allowed reimbursement of expenses incurred in performance of his duties.

(b) Shareholders Rights:

The quarterly, half-yearly, and annual financial results of the Company are hosted on the Company's website and are therefore not circulated individually to the Shareholders. Material events and other disclosures submitted to the Stock Exchanges are also made available under the 'Investor Relations' section of the

Company's website. The web link to the Annual Report is shared with all Shareholders.

(c) Modified opinion(s) in audit report:

The auditors have expressed an unmodified opinion in their report on the financial statements of the Company.

(d) Separate posts of Chairperson and Chief Executive Officer:

Mr. Rafique Abdul Malik is the Chairman and Mr. Nissan Joseph is the Chief Executive Officer of your Company, and they are not related to each other as per the definition of 'relative' under the Act.

(e) Reporting of Internal Auditor:

The Company has adequate Internal Control and Internal Audit system commensurate with its size and nature of its business. The Internal Audit Plan is approved by the Audit Committee and the Internal Auditors present their reports to the Audit Committee for their consideration.

ANNEXURES

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

Annexure A - Declaration on Code of Conduct and Compliance Certificate under Regulation 17(8) and 33 of Listing Regulations.

Annexure B - Compliance Certificate on Corporate Governance

Annexure C - Certificate on the Non-disqualification or Debarment of the Board of Directors

Annexure A

DECLARATION BY THE CEO ON CODE OF CONDUCT AS REQUIRED BY SCHEDULE V OF SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

I, Nissan Joseph, Chief Executive Officer of the Company hereby declare that all the Members of Board of Directors and Senior Management Personnel have affirmed compliance with Code of Conduct, as applicable to them, in respect of FY 2025-26.

Sd/-
Nissan Joseph
Chief Executive Officer

Place: Mumbai
Date: August 04, 2026

COMPLIANCE CERTIFICATE

Pursuant to Regulations 17(8) & 33 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015

We, Nisan Joseph, Chief Executive Officer and Kaushal Khodidas Parekh, Chief Financial Officer of Metro Brands Limited ("the Company") hereby confirm and certify for the quarter and Financial Year ended March 31, 2026 ("Reporting Period") to the best of our knowledge and belief that:

a. The financial statements and the cash flow statement of the Company for the Reporting Period have been reviewed and:
   i. do not contain any materially untrue or misleading statement or figures, nor omit any material fact that may make thestatements or figures misleading;
   ii. present a true and fair view of the Company's affairs and are in compliance with applicable accounting standards, laws,and regulations.

b. No transactions entered into by the Company during the Reporting Period were fraudulent, illegal or violative of the Company'scode of conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated theeffectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors andthe Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the stepsthey have taken or propose to take to rectify these deficiencies.

d. We have indicated, as applicable, to the Auditors and the Audit committee:
   (1) signific ant changes in internal control over financial reporting during the year;
   (2) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financialstatements; and
   (3) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or anemployee having a significant role in the Company's internal control system over financial reporting.

Sd/-
Mr. Nissan Joseph
Chief Executive Officer

Sd/-
Mr. Kaushal Khodidas Parekh
Chief Financial Officer

Place: Mumbai
Date: May 20, 2026

Annexure B

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE

TO THE MEMBERS OF METRO BRANDS LIMITED

I have examined the compliance of conditions of Corporate Governance by METRO BRANDS LIMITED ("the Company") for the Financial Year ended March 31, 2026 as stipulated in Chapter IV of The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

The compliance of conditions of Corporate Governance is the responsibility of the Management. My examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the Financial Statements of the Company.

In my opinion and to the best of my information, and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as specified in Chapter IV of the Listing Regulations for the financial year ended March 31, 2026.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

SEKAR ANANTHANARAYAN (A SEKAR)
COMPANY SECRETARY
FCS 14013 CP 2450
UDIN: F014013H001019556

Place: Mumbai
Date: August 04, 2026

Annexure C

CERTIFICATE ON THE NON-DISQUALIFACTION OR DEBARMENT OF THE BOARD OF DIRECTORS

(Pursuant to Clause 10(i) of Part C of Schedule V of LODR)

TO THE MEMBERS OF METRO BRANDS LIMITED

I have examined the relevant Registers, Records, Forms, Returns and Disclosures received from the Directors of METRO BRANDS LIMITED (CIN L19200MH1977PLC019449), having Registered Office at 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla West, Mumbai 400 070 (hereinafter referred to as 'the Company'), produced before me by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In my opinion and to the best of my information and according to the verifications (including Directors Identification Number (DIN) status at the portal www.mca.gov.in) as considered necessary and explanations furnished to me by the Company & its Officers, I hereby certify that as on 31st March, 2026, none of the Directors on the Board of the Company as follows, have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such other Statutory Authority:

Serial No.	Name of Director	DIN	Initial Date of Appointment
1.	Mr. Rafique Abdul Malik	00521563	19/01/1977
2.	Ms. Farah Malik Bhanji	00530676	05/12/2000
3.	Mr. Mohammed Iqbal Hasanally Dossani	08908594	26/11/2020
4.	Ms. Alisha Rafique Malik	10719537	01/09/2024
5.	Mr. Utpal Hemendra Sheth	00081012	14/03/2007
6.	Mr. Arvind Kumar Singhal	00709084	12/08/2016
7.	Mr. Vikas Vijaykumar Khemani	00065941	12/03/2019
8.	Mr. Mithun Padam Sacheti	01683592	19/10/2023
9.	Mr. Bhaskar Bhat	00148778	06/02/2025
10.	Ms. Radhika Piramal	02105221	06/02/2025

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the Management of the Company. My responsibility is to express an opinion on these based on our verification. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

SEKAR ANANTHANARAYAN (A SEKAR)
COMPANY SECRETARY
FCS 14013 CP 2450
UDIN: F014013H001010778

Place: Mumbai
Date: August 04, 2026

Independent Auditor's Report

To the Members of Metro Brands Limited

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Metro Brands Limited ("the Company"), which comprise the Balance Sheet as at March 31, 2026, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2026, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the standalone financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the standalone financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying standalone financial statements.

Key audit matters	How our audit addressed the key audit matter
(a) Revenue recognition (as described in note 1.B(D) of the standalone financial statements)	
Revenue from the sale of goods is recognised when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. In some cases, discounts are offered on further sale of goods by the customers. Hence, provision for such discounts is estimated and accrued. We have determined this to be a key audit matter as a significant part of Company's revenue relates to sales through a number of Company owned outlets. These transactions are of high volume with individually small values which increases the risk of revenue being recognized inaccurately. It is thus essential to ensure whether the transfer of control of goods by the Company to the customer has occurred. Further, the Company makes assumptions and judgements for recording discount accrual. Also, there is a risk that revenue may be overstated due to pressure from the management and Board of Directors who may strive to achieve performance targets.	Our audit procedures included the following: • Assessed the appropriateness of the accounting policy for revenue recognition as per the relevant accounting standards. • Evaluated the design and tested the operating effectiveness of internal financial controls with respect to the revenue. • For selected samples, performed testing of retail sale transactions during the year by examining the underlying documents to determine the point in time at which the transfer of control of goods occur and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits.
(a) Revenue recognition (as described in note 1.B(D) of the standalone financial statements)	
	• Tested the estimate of discounts accruals with underlying documentation such as management approved norms, customer agreements, sales data and customer reconciliations, as applicable. • Performed cash counts, on a sample basis, at selected stores and tested whether the cash balances are in agreement with cash receipts report. • Tested sample journal entries out of a population of entries recorded during the year, selected based on specified risk-based criteria, to identify unusual items. • Assessed that the disclosures in the financial statements is in accordance with the accounting standards.
Impairment of Goodwill and Intangible Assets of FILA business (as described in note 48 of the standalone financial statements)	
As disclosed in note 48 of standalone financial statements, the Company has goodwill amounting to ₹ 40.37 crores and intangible assets amounting to ₹ 99.38 crores as at March 31, 2026 which represents goodwill of FILA business and intangible assets acquired through demerger of FILA business of Metro Athleisure Limited (formerly known as Cravatex Brands Limited), a wholly-owned subsidiary of the Company into the Holding Company. A cash generating unit ("CGU") to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. As disclosed in note 48, impairment of goodwill and intangible assets is determined by assessing the recoverable amount of CGU to which these assets relate. We have identified the annual impairment assessment as key audit matter because of the amounts involved, complexity in assessment, judgmental by nature and further, is based on projected future cash inflows and assumptions such as expected growth rate, discount rate and terminal growth rate.	Our audit procedures included the following: • Tested the design and the operating effectiveness of internal controls over the impairment assessment process including assessment of valuation model used in assessment of impairment in the value of goodwill and intangible assets. • Obtained an understanding of the process followed by the management in determining the CGU to which goodwill is allocated and determination of recoverable amounts of CGU. • Compared projections shared by the management in previous year with the actuals for the year ended March 31, 2026. • Tested the arithmetical accuracy of the computation of recoverable amounts of each CGU. • Assessed the disclosures provided by the Company in relation to its annual impairment test in note 48 to standalone financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal

financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit we give in the "Annexure 1" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report, to the extent applicable, that:

   (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books (also refer to paragraph (h)(vi) below);

   (c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;

   (d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors as on March 31, 2026 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to these standalone financial statements and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

   (g) In our opinion, the managerial remuneration for the year ended March 31,2026 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

      i. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer note 25 to the standalone financial statements;

      ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

      iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 41(A) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 41(B) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

   v. The final dividend paid by the Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

      The interim dividend declared and paid by the Company during the year and until the date of this audit report is in accordance with section 123 of the Act.

      As stated in note 11(II) to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years (refer note 51 to the financial statements).

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360NRPHJV5910

Place of Signature: Mumbai
Date: May 20, 2026

"Annexure 1" referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Metro Brands Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(i) (b) All Property, Plant and Equipment have not been physically verified by the management during the year but there is a regular programme of verifying them once in three years which, in are opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) The title deeds of all the immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) are held in the name of the Company.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2026.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management (except for inventories lying with third parties). In our opinion, the coverage and procedure of such verification by the management is appropriate. Inventories lying with third parties have been confirmed by such third parties as at March 31, 2026. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.

(b) As disclosed in note 44 to the financial statements, the Company has been sanctioned working capital limits in excess of ₹ five crores in aggregate from banks and financial institutions during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the Company is not required to file quarterly returns/statements with such banks.

(iii) (a) During the year, the Company has not provided loans, advances in the nature of loans, stood guarantee or provided security to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(a) of the Order is not applicable to the Company.

(b) During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(b) of the Order is not applicable to the Company.

(c) The Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(c) of the Order is not applicable to the Company.

(d) The Company has not granted loans or advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(d) of the Order is not applicable to the Company.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(e) of the Order is not applicable to the Company.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) Loans, investments, guarantees and security in respect of which provisions of sections 185 and 186 of the Companies Act, 2013 ("the Act") are applicable have been complied with by the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) The Company is not in the business of sale of any goods or provision of such services as prescribed. Accordingly, the requirement to report on clause 3(vi) of the Order is not applicable to the Company.

(vii) (a) Undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess and other statutory dues have generally been regularly deposited with the appropriate authorities though there has been a slight delay in cases of employees' state insurance. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (₹ in crores)*	Period to which the amount relates	Forum where the dispute is pending
Chapter V, Finance Act,	Service Tax	0.11	Sept'2008 - Mar'2011	The Supreme Court of India
Central Sales Tax Act, 1956 and Sales Tax/ Value Added Tax Act of various states	Sales Tax	0.46	F.Y. 2013-2014	Joint Commissioner of Commercial Tax (Appeals) - Bihar
		0.02	F.Y. 2012-2013	Assistant Commissioner of Commercial Tax, Cochin, Kerala
Goods and Services Tax Act, 2017	GST	0.45	F.Y. 2017-2018	Assistant Commissioner of State Tax-Bihar
		0.53	F.Y. 2017-2018	Joint Commissioner Large Taxpayer Unit: Corporate Division: West Bengal
		0.14	F.Y. 2018-2019	Commissioner of Appeal, Central Sales Tax, Cochin
		0.39	F.Y. 2018-2019	Dy Commissioner, Central GST-DIV-VI, Ahmedabad South
		0.38	F.Y. 2018-2019	Assistant Commissioner Large Tax Payer Unit, West Bengal
		0.07	F.Y. 2019-2020	Assistant Commissioner Large Tax Payer Unit, West Bengal
		0.50	F.Y. 2018-2019	Deputy Commissioner, Rajasthan

** net of deposit paid under protest*

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company.

(ix) (a) The Company did not have any outstanding loans or borrowings or interest thereon due to any lender during the year. Accordingly, the requirement to report on clause (ix)(a) of the Order is not applicable to the Company.

(b) The Company has not been declared willful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause (ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries, associates or joint ventures.

(f) The Company has not raised loans during the year on the pledge of securities held in its subsidiaries, joint ventures or associate companies. Hence, the requirement to report on clause (ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares / fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Act has been filed by secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) The Company is not a nidhi Company as per the provisions of the Act. Therefore, the requirement to report on clause 3(xii) (a), (b) and (c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with sections 177 and 188 of Act where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause (xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause (xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There is no Core Investment Company as a part of the Group, hence, the requirement to report on clause 3(xvi) (d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current and immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 36 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Act, in compliance with second proviso to sub section 5 of section 135 of the Act. This matter has been disclosed in note 32 to the financial statements.

(b) All amounts that are unspent under section (5) of section 135 of the Act, pursuant to any ongoing project, has been transferred to special account in compliance of with provisions of sub section (6) of section 135 of the said Act. This matter has been disclosed in note 32 to the financial statements.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360NRPHJV5910

Place of Signature: Mumbai
Date: May 20, 2026

"Annexure 2" to the Independent Auditor's Report of even date on the standalone financial statements of Metro Brands Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to standalone financial statements of Metro Brands Limited ("the Company") as of March 31, 2026 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to these standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these standalone financial statements.

Meaning of Internal Financial Controls With Reference to these Standalone Financial Statements

A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Standalone Financial Statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to standalone financial statements to future periods are subject to the risk that the internal financial control with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360NRPHJV5910

Place of Signature: Mumbai
Date: May 20, 2026

Standalone Balance Sheet

as at March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
A ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2a	445.67	369.71
(b) Capital work-in-progress	2d	13.63	8.50
(c) Goodwill	48	40.37	40.37
(d) Intangible assets	2c	114.36	119.40
(e) Intangible assets under development	2e	4.59	0.88
(f) Right-of-use assets	2b	1,379.42	1,067.66
(g) Financial assets			
(i) Investments	3	28.32	28.32
(ii) Other Bank Balances	9c	0.11	0.03
(iii) Other financial assets	5	112.37	92.92
(h) Deferred tax assets (Net)	24a	42.80	34.51
(i) Non-current tax assets (Net)	24b	0.12	4.37
(j) Other non-current assets	6	8.75	2.72
Total non - current assets		**2,190.51**	**1,769.39**
2 Current assets			
(a) Inventories	7	844.13	629.44
(b) Financial assets			
(i) Investments	3	646.95	523.86
(ii) Trade receivables	8	49.83	47.97
(iii) Cash and cash equivalents	9a	32.27	92.54
(iv) Bank Balances other than (iii) above	9b	0.06	0.14
(v) Loans	4	0.91	1.37
(vi) Other financial assets	5	93.46	178.82
(c) Other current assets	6	77.73	26.98
Total current assets		**1,745.34**	**1,501.12**
Total assets (1+2)		**3,935.85**	**3,270.51**
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	10	136.27	136.12
(b) Other equity	11	1,816.62	1,543.37
Total equity		**1,952.89**	**1,679.49**
2 Non-current liabilities			
(a) Financial Liabilities			
(i) Lease liabilities	29	1,354.67	1,054.48
Total non - current liabilities		**1,354.67**	**1,054.48**
3 Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	29	215.54	172.60
(ii) Trade payables			
Total outstanding dues of micro enterprises and small enterprises	14	55.35	52.46
Total outstanding dues of creditors other than micro enterprises and small enterprises	14	220.18	170.29
(iii) Other financial liabilities	12	66.92	36.00
(b) Other current liabilities	15	50.13	95.29
(c) Provisions	13	15.68	9.90
(d) Current tax liabilities (Net)	24c	4.49	-
Total current liabilities		**628.29**	**536.54**
Total equity and liabilities (1+2+3)		**3,935.85**	**3,270.51**

See accompanying notes from 1 to 53 which form an integral part of the financial statements.
In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Nissan Joseph
Chief Executive Officer

Standalone Statement of Profit and Loss

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
I Income			
Revenue from operations	16	2,797.16	2,449.61
Other income	17	100.20	95.33
Total Income (I)		**2,897.36**	**2,544.94**
II Expenses			
(a) Purchases of stock-in-trade	18a	1,385.41	962.10
(b) Changes in inventories of stock-in-trade	18b	(214.69)	68.75
(c) Employee benefits expense	20	266.41	233.39
(d) Finance costs	21	110.90	90.37
(e) Depreciation and amortisation expenses	19	310.34	257.10
(f) Other expenses	22	505.93	436.91
Total Expenses (II)		**2,364.30**	**2,048.62**
III Profit before tax (I-II)		**533.06**	**496.32**
IV Tax expense			
(a) Current tax	23a	141.28	137.47
(b) Deferred tax (credit)	23a	(8.30)	(15.76)
(c) Tax in respect of prior year (Refer note 49)			
Current tax	23a	(0.41)	6.81
Deferred tax	23a	-	18.21
Total tax expense		**132.57**	**146.73**
V Profit after tax for the year (III-IV)		**400.49**	**349.59**
VI Other comprehensive loss		(0.34)	(0.27)
(a) Items that will not be reclassified to profit or loss			
- Gain/(Loss) on remeasurements of the defined benefit plans		(0.16)	0.01
- Income tax relating to items that will not be reclassified to profit or loss		0.04	(0.00
(b) Items that will be reclassified to profit or loss			
- Loss arising on fair valuation of quoted investments in bonds		(0.22)	(0.28)
- Income tax relating to items that will be reclassified to profit or loss		-	-
VII Total comprehensive income for the year (Net of tax) (V+VI)		**400.15**	**349.32**
Earnings per equity share (face value of ₹ 5 each)			
Basic (₹)	30	14.70	12.85
Diluted (₹)	30	14.67	12.81

See accompanying notes from 1 to 53 which form an integral part of the financial statements.
In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Nissan Joseph
Chief Executive Officer

Standalone Statement of Cash Flow

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flow from operating activities		
Profit before tax for the year	533.06	496.32
Adjustments for:		
Depreciation and Amortisation expenses	310.34	257.10
Interest Expense	110.90	90.37
Impairment provision on investments	-	1.33
Gain on termination of lease	(10.08)	(2.93)
Loss on Sale / Discard of Property Plant & Equipment (net)	5.52	1.55
Dividend income from Current Investments in Mutual Funds	(1.21)	(5.64)
Net gain on sale of Investments	(7.36)	(17.76)
Net fair value gain arising on current Investments designated at FVTPL	(21.78)	(2.84)
Interest Income	(48.60)	(60.63)
Liabilities no longer required, written back	(6.66)	(2.27)
Employee's Stock Options Expenses	10.80	11.33
Operating profit before working capital changes	**874.93**	**765.93**
Movement in working capital:		
(Increase) / Decrease in Trade Receivable	(1.85)	(10.48)
(Increase) / Decrease in other financial assets	(28.05)	(19.43)
(Increase) / Decrease in other current assets	(50.75)	10.75
(Increase) / Decrease in Inventories	(214.69)	68.75
(Increase) / Decrease in other non-current assets	(1.73)	(0.79)
Increase / (Decrease) in trade and other payables	55.23	(32.90)
Increase / (Decrease) in other current liabilities	(45.16)	41.64
Increase / (Decrease) in other non current liabilities	-	(0.32)
Increase / (Decrease) in other financial liabilities	9.23	(4.66)
Increase / (Decrease) in Provisions	5.62	1.88
	(272.15)	**54.44**
Cash generated from operations	**602.78**	**820.37**
Less: Income taxes paid	(127.24)	(133.60)
Net cash generated from operating activities *	**475.54**	**686.77**
Cash flows from investment activities		
Capital Expenditure on Property, Plant & Equipment and intangible assets including capital advances and capital creditors	(138.84)	(87.26)
Proceeds from Sale / Discard of Property Plant & Equipment	0.69	0.53
Loan Repaid	0.46	8.62
Interest Received	50.85	47.78
Investments in Fixed Deposits	(75.00)	(120.00)

Standalone Statement of Cash Flow

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Redemption of Fixed Deposits	155.00	42.32
Purchase of Current Investments	(2,295.60)	(2,133.96)
Redemption of Current Investments	2,201.45	2,365.61
Dividend Income from Mutual Funds	1.21	5.64
Net cash from/(used in) investment activities	**(99.78)**	**129.28**
Cash flows from financing activities		
Proceeds from issue of shares	7.19	8.10
Proceeds from Share application money pending allotment	0.23	0.21
Payment of lease liabilities	(292.86)	(238.84)
Interest paid	(0.78)	(0.38)
Final and Interim Dividends paid	(149.81)	(537.55)
Net cash used in financing activities	**(436.03)**	**(768.46)**
Net increase/(decrease) in cash and cash equivalents	**(60.27)**	**47.59**
Cash and cash equivalents at the beginning of the year	92.54	44.95
Cash and cash equivalents at the end of the year [Refer Note 9a]	32.27	92.54

Notes :

1. The Cash Flow Statement has been prepared using the indirect method set out in Ind AS 7 - Statement of Cash Flows.
2. There are no changes in liabilities arising from financing activities. For movement of lease liabilities, refer note 29

** Includes amount spent in cash towards Corporate Social Responsibility ₹ 8.86 crores (Previous Year ₹ 8.50 crores)*

See accompanying notes from 1 to 53 which form an integral part of the financial statements.

In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Standalone Statement of Changes in Equity

for the year ended March 31, 2026

A. Equity share capital (refer note 10)

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Balance at the beginning of the year	**27,22,49,646**	**136.12**	**27,19,14,102**	**135.96**
Changes in equity Share Capital during the year				
Shares Alloted on exercise of ESOP's	2,97,092	0.15	3,35,544	0.16
Balance at the end of the year	**27,25,46,738**	**136.27**	**27,22,49,646**	**136.12**

B. Other Equity (refer note 11)

₹ in Crores

Particulars	Reserves and Surplus				Share application money pending allotment	Other Comprehensive Income	Total
	Securities premium	General reserve	Employee stock options outstanding reserve	Retained earnings			
Balance as at April 01, 2025	**316.74**	**0.03**	**25.56**	**1,201.36**	**0.21**	**(0.52)**	**1,543.37**
Profit for the year	-	-	-	400.49	-	-	400.49
Other comprehensive income (net of income tax)	-	-	-	(0.12)	-	(0.22)	(0.34)
Total comprehensive income for the year	**-**	**-**	**-**	**400.37**	**-**	**(0.22)**	**400.15**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.95	-	(6.95)	-	-	-	-
Received from Employees on exercise of options	7.25	-	-	-	-	-	7.25
Employee stock option plan recognized	-	-	10.80	-	-	-	10.80
Payment of Final Dividend	-	-	-	(68.07)	-	-	(68.07)
Payment of Interim Dividend	-	-	-	(81.74)	-	-	(81.74)
Shares allotted	-	-	-	-	(0.21)	-	(0.21)
Share application money pending allotment	-	-	-	-	0.22	-	0.22
Income Tax benefit arising on exercise of stock options	-	-	-	4.85	-	-	4.85
Balance as at March 31, 2026	**330.94**	**0.03**	**29.41**	**1,456.77**	**0.22**	**(0.74)**	**1,816.62**

Standalone Statement of Changes in Equity

for the year ended March 31, 2026

B. Other Equity (refer note 11) (Contd.)

₹ in Crores

Particulars	Reserves and Surplus				Share application money pending allotment	Other Comprehensive Income	Total
	Securities premium	General reserve	Employee stock options outstanding reserve	Retained earnings			
Balance as at April 01, 2024	**302.42**	**0.03**	**20.70**	**1,376.09**	**0.15**	**(0.24)**	**1,699.15**
Profit for the year	-	-	-	349.59	-	-	349.59
Other comprehensive income (net of income tax)	-	-	-	0.01	-	(0.28)	(0.27)
Total comprehensive income for the year	**-**	**-**	**-**	**349.60**	**-**	**(0.28)**	**349.32**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.47	-	(6.47)	-	-	-	-
Received from Employees on exercise of options	7.85	-	-	-	-	-	7.85
Employee stock option plan recognized	-	-	11.33	-	-	-	11.33
Payment of Final Dividend	-	-	-	(61.19)	-	-	(61.19)
Payment of Interim Dividend	-	-	-	(476.36)	-	-	(476.36)
Shares allotted	-	-	-	-	(0.15)	-	(0.15)
Share application money pending allotment	-	-	-	-	0.21	-	0.21
Income Tax benefit arising on exercise of stock options	-	-	-	13.21	-	-	13.21
Balance as at March 31, 2025	**316.74**	**0.03**	**25.56**	**1,201.36**	**0.21**	**(0.52)**	**1,543.37**

Note : There are no prior period errors during the current and previous year.

See accompanying notes from 1 to 53 which form an integral part of the financial statements.

In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Note 1.A - CORPORATE INFORMATION

Metro Brands Limited ['the Company'] is a listed Public Limited Company and incorporated under the provisions of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The Company is a retailer in fashion footwear, bags and accessories operating in the premium and economy category. The Company commenced business in the year 1986 with few showrooms and currently has showrooms in the major cities of India.

The address of the Company's registered office and principal place of business is given below.

401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070.

The standalone financial statements for the year ended March 31, 2026, were approved for issue by the Board of Directors on May 20, 2026.

Note 1.B - MATERIAL ACCOUNTING POLICIES

Basis of Preparation and Presentation of Standalone Financial Statements

The standalone financial statements of the Company have been prepared in accordance with the Indian Accounting Standards (referred to as Ind AS) prescribed under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III of the Act (as amended from time to time) (Ind AS compliant Schedule III), as applicable to the standalone financial statements.

The standalone financial statements of the Company have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given at the date of the transaction, in exchange of goods and services. The standalone financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency. All amounts are rounded to the nearest crores except when otherwise indicated. Figures less than rupees 50,000 are represented as "0.00".

A) Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has identified period up to twelve months as its operating cycle.

B) Fair valuation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Company considers the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these standalone financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, the fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly: and
- Level 3 inputs are unobservable inputs for the asset or liability.

C) Going Concern

The standalone financial statements of the Company have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the standalone financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

D) Revenue Recognition

i) Sale of Goods & services:

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers for an amount that reflects the consideration the Company expects to receive in exchange for those products. The control of goods is transferred to the customer depending upon agreed terms with customer or on delivery basis. Control is transferred to the customer when the customer has ability to direct the use of such products and obtain substantially all the benefits from it.

Payment of the transaction price is due immediately when the customer purchases the goods and takes delivery in store.

Sale of gift voucher is considered as advance received from the customers till the time the vouchers are redeemed by the customer for purchase of products and products sold is qualified for revenue recognition.

The Company operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Company's retail stores. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer to acquire goods or services in the future.

The points can be redeemed against consideration payable for subsequent purchases. Consideration received is allocated between the products sold and number of points expected to be redeemed. The consideration allocated to the loyalty points is measured by reference to their relative stand-alone selling price. The Company recognises the consideration allocated to loyalty points, when the loyalty points are redeemed. When estimating the stand-alone selling price of the loyalty points, the Company considers the likelihood that the customer will redeem the points. The Company updates its estimates of the points that will be redeemed on a quarterly basis and any adjustments to the liability balance are charged against revenue.

ii) Sales through E-commerce channels:

The Company through marketplace and its own website sells its products to customers. Revenue from sale of goods through the website is recognised when control of the products has transferred, being when the products are delivered to the customer. For e-commerce sales, it is the Company's policy to sell its products to the end customer with a right of return within 15 to 60 days. The Company uses the expected value method to estimate the sales return. Based on historical return data of each product, expected return percentage is determined. These percentages are applied to derive the sales return.

iii) Interest and Dividend Income:

Dividend Income is accounted when right to receive the dividend is established.

Interest Income is recognized on time proportion basis considering the amount outstanding and the effective interest rate applicable.

E) Property, Plant and Equipment and Intangible Assets

Property, Plant and Equipment:

Property, plant, and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties, and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and interest on borrowings attributable to acquisition of qualifying property, plant, and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure qualifies the recognition criteria.

Property, plant, and equipment retired from active use and held for sale are stated at the lower of their carrying amount and fair value less cost to sell and are disclosed separately. Any expected loss is recognised immediately in the Statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment are recognised in the Statement of Profit and Loss.

On transition to Ind AS the Company had elected to continue with the carrying value for all its property, plant and equipment as recognised in the financial statements as at the date of the transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition. This exemption has been used for intangible assets covered by Ind AS 38 'Intangible Assets'.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Depreciation:

Depreciation is calculated on Straight Line method over the estimated useful life of all assets.

Asset wise useful lives of assets are as follows.

- Buildings – 60 years
- Furniture and fittings – 10 years
- Machinery and equipment - 10 years
- Motor Vehicles – 8 years
- Computers – 3 years

These lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset: Leasehold improvements are amortised on straight line basis over the lease term or useful life (Not exceeding 10 years) whichever is lower.

Intangible Assets:

Intangible Assets with finite useful lives acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on straight line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effects of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that acquired separately are carried at cost less accumulated impairment loss.

Intangible assets are amortised over their estimated useful life as follows: -

- Trademark – 10 years
- Copy Rights – 10 years
- Computer Software – 5 years
- Licences- 20 Years
- Non-Compete Fees- 5 Years

Capital Work in Progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost and attributable interest.

Intangible Assets Under Development:

Expenditure on intangible assets under development eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use. The expenditure incurred only in the development stage of intangible assets is capitalised.

F) Impairment Of Non-Financial Assets

At the end of each reporting period, the Company reviews the carrying amounts of its property, plant and equipment and intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Company estimates the recoverable amount of the cash generating unit to which the asset belongs.

Goodwill arising on Business Combination is carried at cost less any accumulated impairment losses. Goodwill is annually tested for impairment. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed.

For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

A cash-generating unit is the smallest identifiable group of assets that generate cash inflows that are largely independent of cash inflows from other assets or group of assets. Identification of an asset's cash-generating unit involves judgement. If recoverable amount cannot be determined for an individual asset, an entity identifies the lowest aggregation of assets that generate largely independent cash inflows. The FILA brand and each store is treated as a separate Cash Generating Unit (CGU) for impairment assessment purposes, as it represents a distinct group of assets that generates largely independent cash inflows and is monitored by management for performance evaluation.

On disposal of the CGU or group of CGUs, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

Recoverable amount is higher of fair value less cost of disposal and value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. In assessing the value in use, the estimated future cash flows are discounted at their present value using the pre-tax discount rate that reflects current market assessment of time value of money and the risks specific to assets for which the estimates of future cash flows have not been adjusted. The management uses detailed budgets and forecast calculations in assessing the value in use.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than it's carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Statement of Profit or Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash generating unit in prior years. A reversal of an impairment loss is recognised immediately in the Statement of Profit or Loss.

G) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on moving weighted average cost basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Inventory cost includes purchase price and other directly attributable costs (such as taxes other than those subsequently recovered from the tax authorities), freight inward and other related incidental expenses incurred in bringing the inventory to its present condition and location.

H) Taxation

Income Tax expense represents the sum of the current tax and deferred tax.

Current Tax:

Current tax is the tax payable on the taxable profit for the period. Taxable profit differs from profit before tax as reported in the Statement of Profit and Loss because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period, in accordance with The Income Tax Act, 1961.

Deferred Tax:

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint venture, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint venture, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

I) Employee Benefits

Employee Benefit Expenses comprise of salaries, wages and bonus, contribution to provident and other funds, gratuity expenses, share based payments expenses and staff welfare expenses.

Short-Term Employee Benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange of the services rendered by employees are recognised during the year when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

In case of non-accumulating compensated absences, the cost of short-term compensated absences is accounted when the absences occur.

Long-Term Employee Benefits:

The Company has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

Liability recognised in respect of other long-term employee benefits are measured at the present value of the estimated future cash flows expected to be made by the Company in respect of services provided by employees up to the reporting date.

i) **Defined Contribution Plan:**

The Provident Fund is a defined contribution scheme. The eligible employees of the Company are entitled to receive post-employment benefits in respect of provident fund, in which both employees and the Company make monthly contributions at a specified percentage of the employees' eligible salary. The Company's contribution is recognised as an expense in the Statement of Profit and Loss during the period in which the employee renders the related service.

ii) **Defined Benefit Plan:**

The Company has Defined Benefit Plan in the form of Gratuity.

Gratuity fund is recognised by the Income-tax authorities and administered through an insurance fund. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary.

The defined benefit obligation is calculated by independent actuary using the projected unit credit method at each reporting period. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate (interest rates of government bonds) that have terms to maturity approximating to the terms of the Gratuity.

Remeasurement gains and losses arising from experience adjustments and the return on plan assets and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Defined Benefit Costs are split into:

- Service costs, which includes current service cost, past service cost and gains and losses on curtailments and settlements.
- Net interest expense or income.
- Remeasurements.

The Company recognises service costs within profit and loss as employee benefit expense. Net interest expense or income is recognised within finance cost.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

J) Foreign Currencies

i) Initial Recognition

Transactions in foreign currencies are initially recorded by the Company at its respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Company uses average rate if the average approximates the actual rate at the date of the transaction.

ii) Conversion

Foreign currency monetary items are translated using the closing exchange rate as on Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on remeasurement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognised as income or as expenses in the period in which they arise and disclosed as a net amount in the financial statements.

K) Employees Stock Option Plan (ESOP)

In respect of Employee Stock Options, the Company measures the compensation cost using the fair value on grant date. The compensation cost, if any, is amortised on a straight-line basis over the vesting period of the options, based on the Company's estimate of equity instruments that will eventually vest.

L) Provisions and Contingent Liabilities

(i) Provisions

Provisions are recognised when the Company has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision For Warranty:

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

(ii) Contingent Liabilities

Contingent Liabilities are disclosed when there is:

- A possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company; or
- A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or reliable estimate of the amount cannot be made.

M) Financial Instruments

Financial assets and financial liabilities are recognised when a Company becomes party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities, at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of Profit and Loss.

Financial assets:

(i) **Classification:**

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Company classifies its financial assets in the following subsequent measurement categories:

Amortised Cost

Financial assets that are held within a business model for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a financial asset that is subsequently measured at amortised cost is recognised in the Statement of Profit

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Other Comprehensive Income (FVOCI)

Financial assets (including debt instruments) are subsequently measured at fair value through other comprehensive income when the asset is held within a business model with an objective that is achieved by collecting contractual cash flows and selling financial assets and the terms of the instrument give rise to cash flows that represent solely payments of principal and interest thereon. Movements in the carrying amount of such assets are taken through Other Comprehensive Income (OCI).

When the financial asset (other than debt instruments) is derecognised, the cumulative gain or loss previously recognised in OCI is not reclassified from equity to profit or loss. For debt instruments measured at FVOCI, upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from equity to profit and loss. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit or Loss (FVTPL)

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

(ii) Equity Instrument

All equity investments other than in Investment in Subsidiaries and Joint venture are measured at fair value. Equity instruments which are held for trading are classified as at FVTPL. For equity instruments other than held for trading, the Company has irrevocable option to present in Other Comprehensive Income subsequent changes in the fair value. The Company makes such election on an instrument-by-instrument basis. The classification is made on initial recognition and is irrevocable. Where the Company classifies equity instruments as at FVTOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the OCI. There is no recycling of the amounts of profit or loss from OCI to Statement of Profit and Loss, even on sale of investment. Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the Standalone Statement of Profit and Loss.

(iii) Impairment of Financial Assets:

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and debt instruments at FVOCI. For trade receivables, loans and advances given, the Company measure the loss allowance at an amount equal to lifetime expected credit losses. This expected credit loss allowance is computed based on historical credit loss experience and adjusted for forward looking information. The computation also takes into consideration whether there has been a significant increase in credit risk.

(iv) Derecognition of Financial Assets:

A financial asset is derecognised only when:

- the Company has transferred the contractual rights to receive cash flows of the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Company evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Company has not retained control of the financial asset. Where the Company retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Financial liabilities

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables including bank overdrafts.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

(iii) Derecognition Of Financial Liabilities

The Company derecognises financial liabilities when, and only when the Company's obligations are discharged, cancelled or have expired. An exchange between the lender of debt instrument with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the term of an existing liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Statement of Profit or Loss.

N) Equity vs. financial liability classification

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recognised at the proceeds received, net of direct issue costs. The Company classifies a financial instrument issued by it as equity instrument only if below conditions are met:

- The instrument includes no contractual obligation to deliver cash or another financial asset to another entity. Nor it includes any obligation to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the issuer.
- If the instrument will, or may, be settled in the Company's own equity instruments, it is non-derivative instrument that includes no contractual obligation for the Company to deliver a variable number of its own equity instruments. If the instrument is derivative, then it should be settled only by the Company exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

All other instruments are classified as financial liability and accounted for using the accounting policy applicable to the Financial Liabilities.

O) Investment in Subsidiary and Joint Venture

The Company has elected to account for its equity investments in subsidiaries and joint venture under Ind AS 27 on Separate Financial Statements, at cost. At the end of each reporting period the Company assesses whether there are indicators of diminution in the value of its investments and provides for impairment loss, where necessary.

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

The Company's investments in its subsidiaries and joint venture are accounted at cost less impairment.

P) Leases

The Company's lease asset class primarily consists of leases for showroom premises and warehouse. The Company assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

i) the contract involves the use of an identified asset

ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

Q) Dividend

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

R) Earnings Per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

S) Statement Of Cash Flows

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing, and financing activities of the Company are segregated based on the available information.

For the purpose of standalone statement of cash flow, cash and cash equivalents consists of cash and short-term deposits.

T) Cash And Cash Equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisitions), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

U) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Company's Managing Director and CEO collectively have been identified as the Chief Operating Decision Maker ('CODM') since they are responsible to make decisions about resources to be allocated to the segment and assess their performance. Since there is single operating segment, no segment disclosure of the Company is presented.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

V) Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its separate financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

NOTE 1.C – SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGEMENTS

Preparing the standalone financial statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the Balance Sheet date. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to the estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The following are the areas involving significant estimates and judgements as at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities:

Estimation of revenue arising from loyalty points

Customers are entitled to loyalty points which results in allocation of a portion of the transaction price to the loyalty points. Revenue is recognised when the points are redeemed.

Loyalty points having a predetermined life are granted to customers when they make purchases. The fair value of the consideration on sale of goods resulting in such loyalty points is allocated between the goods supplied and the loyalty points granted. The consideration allocated to the loyalty points is measured by reference to fair value from the standpoint of the holder and revenue is deferred. The Company at the end of each reporting period estimates the number of points redeemed and that it expects will be further redeemed, based on empirical data of redemption / lapses, and revenue is accordingly recognised.

Provision for discount and sales return

The Company provides for discount and sales return based on channel wise trend of previous years. The Company reviews the trend at regular intervals to ensure the applicability of the same in the changing scenario and based on the management's assessment of market conditions.

Inventories

An inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item and losses associated with obsolete / slow-moving inventory items.

Leases- Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available. The Company estimates the IBR using market interest rates and is required to make certain entity-specific estimates pertaining to its credit rating.

Determining the lease term of the contracts with renewal and termination options- Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the right-of-use asset).

Useful lives of property, plant and equipment and intangible assets

The Company reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

The Company at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a store (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in profit or loss.

Impairment of Right to use assets and Property, Plant and Equipment

The Company is carrying out the assessment of impairment on annual basis for Right to Use of Assets (ROU) and Property, Plant and Equipment (PPE). To assess the same, the Company has defined each store as a separate Cash Generating Unit (CGU). The store shall be tested for impairment whenever there is an indication that the store may be impaired by comparing the store's carrying amount with its recoverable amount.

The Company has computed "Value in Use" based on expected future cashflow over the balance lease term considering store wise budgets and other internal and external factors like growth etc. for CGU where there are indicators of impairment.

Impairment of investment

For determining whether the investments in subsidiaries and joint venture are impaired requires an estimate in the value in use of investments. In considering the value in use, the Company have estimated the future cash flow, operating margins and other factors of the underlying businesses / operations of the investee companies. Any subsequent changes to the cash flows due to changes in the above-mentioned factors could impact the carrying value of investments.

Impairment of non-financial assets including Goodwill

Impairment exists when the carrying value of an asset or Cash-Generating Unit (CGU) exceeds its recoverable amount, which is higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing off the asset. The value in use calculation is based on Discounted Cash Flow (DCF) model. The cash flows are derived basis management projections for balance life of the CGU. These cashflows are considered as a base to arrive at the value of perpetuity. The budget do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate used for budgets. These estimates are most relevant to goodwill recognised by the Company. The key assumptions used to determine the value in use are disclosed in Note 48.

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 33.4 details how the Company determines whether there has been a significant increase in credit risk. For trade receivables, the Company applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Fair value measurements and valuation process

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

Estimation of Defined Benefit Obligation

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The calculation is most sensitive to changes in the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Share based payment

The Company has a share option scheme for certain employees of the Company. In accordance with the terms of the share option scheme, as approved by shareholders at the general meeting. Employees with a pre-defined grade may be granted options to purchase equity shares. Each share option converts into one equity share of the Company on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. The vested options must be exercised immediately after the earliest of the occurrence of the following (a) Expiry of five years from the vesting date or two years of the listing of the shares on a recognized stock exchange, whichever is later (b) Three days following the date of grantee's voluntary resignation (c) In case of disability and death of grantee's the legal heir must exercise the shares within six months from the date of such event. d)Three months from the date of retirement. The share options vests based on a pre-determined vesting schedule from the date of grant.

2a. Property, Plant and Equipment:

₹ in Crores

Particulars		Buildings	Leasehold Improvements (Showrooms and Office)	Furniture and Fittings	Machinery and Equipment	Motor Vehicles	Computers	Total
I.	**Cost**							
	Balance as at March 31, 2024	**123.39**	**230.11**	**99.08**	**55.64**	**7.73**	**16.38**	**532.33**
	Additions	7.86	34.17	24.03	9.36	-	1.98	77.40
	Disposals	(0.51)	(12.32)	(2.72)	(3.10)	(0.59)	(1.21)	(20.45)
	Balance as at March 31, 2025	**130.74**	**251.96**	**120.39**	**61.90**	**7.14**	**17.15**	**589.28**
	Additions	1.02	57.73	46.38	27.81	1.35	7.96	142.25
	Disposals	-	(15.24)	(6.08)	(2.96)	-	(1.91)	(26.19)
	Balance as at March 31, 2026	**131.76**	**294.45**	**160.69**	**86.75**	**8.49**	**23.20**	**705.34**
II.	**Accumulated depreciation**							
	Balance as at March 31, 2024	**17.68**	**98.06**	**32.26**	**22.47**	**2.93**	**11.09**	**184.49**
	Depreciation expense for the year	3.24	28.60	11.59	6.02	0.85	2.70	53.00
	Eliminated on disposal of assets	(0.44)	(11.40)	(2.09)	(2.40)	(0.56)	(1.03)	(17.92)
	Balance as at March 31, 2025	**20.48**	**115.26**	**41.76**	**26.09**	**3.22**	**12.76**	**219.57**
	Depreciation expense for the year	3.30	32.13	13.94	6.95	0.90	2.88	60.10
	Eliminated on disposal of assets	-	(10.88)	(5.07)	(2.24)	-	(1.81)	(20.00)
	Balance as at March 31, 2026	**23.78**	**136.51**	**50.63**	**30.80**	**4.12**	**13.83**	**259.67**
	Net carrying amount (I-II)							
	Balance as at March 31, 2026	**107.98**	**157.94**	**110.06**	**55.95**	**4.37**	**9.37**	**445.67**
	Balance as at March 31, 2025	**110.26**	**136.70**	**78.63**	**35.81**	**3.92**	**4.39**	**369.71**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

2b. Right-of-use assets (Showrooms and Warehouse)

₹ in Crores

Particulars	Total
I. Cost	
Balance as at March 31, 2024	**1,418.39**
Additions	311.81
Disposals	(43.60)
Balance as at March 31, 2025	**1,686.60**
Additions	587.89
Disposals	(75.65)
Balance as at March 31, 2026	**2,198.84**
II. Accumulated Depreciation	
Balance as at March 31, 2024	**448.05**
Depreciation expense for the year	196.06
Eliminated on disposal of assets	(25.17)
Balance as at March 31, 2025	**618.94**
Depreciation expense for the year	240.06
Eliminated on disposal of assets	(39.58)
Balance as at March 31, 2026	**819.42**
Net carrying amount (I-II)	
Balance as at March 31, 2026	**1,379.42**
Balance as at March 31, 2025	**1,067.66**

2c. Intangible Assets (Represents other than Internally generated intangible assets) :

₹ in Crores

Particulars	Copyrights	Trademarks	Computer Software	Licenses	Non-Compete	Total
I. Cost						
Balance as at March 31, 2024	**0.43**	**2.31**	**13.76**	**118.07**	**2.31**	**136.88**
Additions	0.46	0.11	9.71	-	-	10.28
Balance as at March 31, 2025	**0.89**	**2.42**	**23.47**	**118.07**	**2.31**	**147.16**
Additions	-	-	5.14	-	-	5.14
Balance as at March 31, 2026	**0.89**	**2.42**	**28.61**	**118.07**	**2.31**	**152.30**
II. Accumulated amortization						
Balance as at March 31, 2024	**0.26**	**1.89**	**9.14**	**7.90**	**0.53**	**19.72**
Amortization expense for the year	0.04	0.11	1.50	5.90	0.49	8.04
Balance as at March 31, 2025	**0.30**	**2.00**	**10.64**	**13.80**	**1.02**	**27.76**
Amortization expense for the year	0.06	0.11	3.62	5.90	0.49	10.18
Balance as at March 31, 2026	**0.36**	**2.11**	**14.26**	**19.70**	**1.51**	**37.94**
Net carrying amount (I-II)						
Balance as at March 31, 2026	**0.53**	**0.31**	**14.35**	**98.37**	**0.80**	**114.36**
Balance as at March 31, 2025	**0.59**	**0.42**	**12.83**	**104.27**	**1.29**	**119.40**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

2d. Capital work-in-progress (CWIP) :

₹ in Crores

As at March 31, 2026	**13.63**
As at March 31, 2025	**8.50**

Movement of Capital Work in Progress (CWIP) :

₹ in Crores

Particulars	Total
Balance as at March 31, 2024	**7.29**
Additions during the year	78.61
Less: Capitalizations	(77.40)
Balance as at March 31, 2025	**8.50**
Additions during the year	147.38
Less: Capitalizations	(142.25)
Balance as at March 31, 2026	**13.63**

Capital work-in-progress Ageing Schedule

As at March 31, 2026

₹ in Crores

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	11.59	2.04	-	-	13.63
Projects temporarily suspended	-	-	-	-	-
Total	**11.59**	**2.04**	**-**	**-**	**13.63**

As at March 31, 2025

₹ in Crores

Particulars	Amount in Capital work-in-progress for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	8.38	0.12	-	-	8.50
Projects temporarily suspended	-	-	-	-	-
Total	**8.38**	**0.12**	**-**	**-**	**8.50**

Note : As on March 31, 2026 and March 31, 2025, the Company does not have any Capital work-in-progress overdue for completion or has exceeded its cost compared to its original plan and hence completion schedule is not applicable.

Note : For all periods, Capital Work-in-progress includes fit-out costs incurred at the time of establishing new showrooms or renovation of existing showrooms. This mainly comprises of leasehold improvements, furniture, office equipments, design fee, transportation cost etc.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

2e. Intangible assets under development

₹ in Crores

As at March 31, 2026	**4.59**
As at March 31, 2025	**0.88**

Movement of Intangible assets under development

₹ in Crores

Particulars	Total
Balance as at March 31, 2024	**2.01**
Additions during the year	9.16
Less: Capitalizations	(10.28)
Balance as at March 31, 2025	**0.88**
Additions during the year	8.85
Less: Capitalizations	(5.14)
Balance as at March 31, 2026	**4.59**

Intangible assets under development ageing schedule

As at March 31, 2026

₹ in Crores

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	4.30	0.01	0.28	-	4.59
Projects temporarily suspended	-	-	-	-	-
Total	**4.30**	**0.01**	**0.28**	**-**	**4.59**

As at March 31, 2025

₹ in Crores

Particulars	Amount in Intangible assets under development for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	0.52	0.36	-	-	0.88
Projects temporarily suspended	-	-	-	-	-
Total	**0.52**	**0.36**	**-**	**-**	**0.88**

Note : As on March 31, 2026 and March 31, 2025 the Company does not have any Intangible asset under development which is overdue or has exceeded its cost compared to its original plan and hence completion schedule is not applicable.

Note : Intangible assets under development comprises of computer softwares under development.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

3. Investments

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
A. Investments carried at cost						
Unquoted Investments						
In equity instrument of Subsidiary						
Equity shares of ₹ 10/- each in Metmill Footwear Private Limited	6,37,500	-	0.13	6,37,500	-	0.13
In equity instrument of Subsidiary						
Equity shares of ₹ 10/- each in Metro Athleisure Limited	58,82,783	-	0.45	58,82,783	-	0.45
Investment in Compulsorily Convertible Preference Shares (CCPS) of Subsidiary						
Metro Athleisure Limited	57,00,000	-	1.96	57,00,000	-	1.96
In Equity instrument of Joint Venture						
Equity shares of ₹ 10/- each in M.V.Shoe Care Private Limited	68,60,000	-	4.92	68,60,000	-	4.92
B. Investments carried at amortised cost						
Unquoted Investments						
Investments in Commercial Papers						
Vivriti Capital Limited	-	107.93	-	-	-	-
IIFL Finance Limited	-	49.33	-	-	-	-
Adani Enterprises Limited	-	-	-	-	118.33	-
Piramal Enterprises Limited	-	-	-	-	110.09	-
Fixed Deposit Certificates						
Bajaj Finance Ltd	-	-	-	-	39.00	-
C. Investments carried at FVOCI						
Quoted Investments						
Investments in Bonds						
7.38% PFC Tax Free Bonds 22/11/2027 of ₹ 10,00,000 each	50	5.15	-	50	5.23	-
7.35% NHAI Tax Free Bonds 2015 Series IIA of ₹ 1,000 each	14,285	1.54	-	14,285	1.56	-
8.46% IIFCL Tax Free Bonds (SERIES VIB) 30/08/2028 of ₹ 10,00,000 each	50	5.32	-	50	5.45	-
D. Investments carried at FVTPL						
Unquoted Investments						
Investment in Optionally Convertible Debentures (OCD) of Subsidiary						
Metro Athleisure Limited	18,00,000	-	20.86	18,00,000	-	20.86

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
Investment in Compulsorily Convertible Cumulative Redeemable Preference Shares (CCPS)						
Preference shares in Thaely Private Limited	287	-	1.33	287	-	1.33
Less: Provision for impairment			(1.33)			(1.33)
Investments in Mutual Funds						
Face Value of ₹ 10.00 each						
Axis Banking and PSU Debt Fund - Direct Growth	25,427	7.15	-	25,427	6.76	-
Kotak Equity Arbitrage Fund- Direct Plan Growth	49,63,647	20.86	-	49,63,647	19.53	-
Aditya Birla Sunlife Liquid Fund - Growth - Direct Plan	10,13,913	45.12	-	-	-	-
Face Value of ₹ 100.00 each						
Aditya Birla Sunlife Savings Fund - Growth - Direct Plan	13,66,973	79.97	-	56,397	3.08	-
Aditya Birla Sun Life Money Manager Fund- Growth -Direct Plan	-	-	-	3,69,499	13.59	-
Face Value of ₹ 1,000.00 each						
Kotak Money Market Fund -Direct Plan - Growth	41,500	19.69	-	41,500	18.45	-
Invesco India Arbitrage Fund- Direct Plan - Growth	32,14,395	11.65	-	32,14,395	10.90	-
Axis Liquid Fund - Direct Plan - Growth	1,47,466	45.19	-	1,51,046	43.56	-
Axis Overnight Fund - Direct Plan - Growth	2,47,580	35.30	-	2,07,857	28.08	-
Nippon India Arbitrage Fund - Direct Plan	38,43,375	11.56	-	38,43,375	10.84	-
Quoted Investments						
Non Convertible Debentures						
Face Value of ₹ 1,000.00 each						
8.75% Adani Enterprise Limited	5,00,000	50.03	-	-	-	-
Face Value of ₹ 1,00,000.00 each						
8.75% Piramal Finance Limited	2,500	25.02	-	-	-	-
8.45% Adani Airport Holdings Limited	2,500	24.89	-	-	-	-
Investment in Bonds						
Bharat Bond ETF 30/04/2030 of ₹ 1000 each	1,00,000	15.49	-	1,00,000	14.74	-

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
Bharat Bond ETF - April 2025 of ₹ 1000 each	-	-	-	99,995	12.88	-
Investment in Infrastructure investment trusts (InvITs)						
Powergrid Infrastructure Investment	49,94,221	45.10	-	37,53,953	28.57	-
India Grid	24,55,107	40.66	-	23,55,622	33.22	-
Total (Aggregate amount of unquoted investments)		**433.75**	**28.32**		**422.21**	**28.32**
Total (Aggregate amount of quoted investments)		**213.20**	**-**		**101.65**	**-**
Total		**646.95**	**28.32**		**523.86**	**28.32**

Note : Axis Banking & PSU debt fund direct Growth and Aditya Birla Sunlife Savings fund Growth are pledged with Bank against overdraft facility.

4. Loans (Unsecured, considered good) - Current (Measured at Amortised Cost)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to employees	0.51	0.75
Loans to Selling agents, Retail agents, Supervisors and others	0.40	0.62
Total	**0.91**	**1.37**

Note 1 : The Company do not have loans which are credit impaired or where there is significant increase in credit risk.

Note 2 : The Company has not granted any loans or advances in the nature of loans to promoters, directors and KMPs.

5. Other financial assets

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Current	Non-Current	Total	Current	Non-Current	Total
Security Deposits						
Considered good - Unsecured	15.40	112.37	127.77	12.76	92.92	105.68
Credit impaired	-	-	-	0.08	-	0.08
	15.40	**112.37**	**127.77**	**12.84**	**92.92**	**105.76**
Less: Allowance for expected credit loss	-	-	-	(0.08)	-	(0.08)
	15.40	**112.37**	**127.77**	**12.76**	**92.92**	**105.68**
Interest accrued on deposits with banks and investments	3.06	-	3.06	11.06	-	11.06
Deposit with banks	75.00	-	75.00	155.00	-	155.00
Total	**93.46**	**112.37**	**205.83**	**178.82**	**92.92**	**271.74**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

The movement in allowance for expected credit loss is as follows

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**0.08**	**0.16**
Addition during the year	-	-
Utilisation during the year	(0.08)	(0.08)
Closing Balance	**-**	**0.08**

6. Other assets

₹ in Crores

Particulars		As at March 31, 2026			As at March 31, 2025		
		Current	Non-Current	Total	Current	Non-Current	Total
(i)	Advances other than capital advances						
	Considered good - Unsecured	36.82	-	36.82	11.26	-	11.26
	Credit impaired	-	-	-	0.69	-	0.69
		36.82	**-**	**36.82**	**11.96**	**-**	**11.96**
	Less: Allowance for expected credit losses	-	-	-	(0.69)	-	(0.69)
		36.82	**-**	**36.82**	**11.26**	**-**	**11.26**
(ii)	Capital advances	-	5.22	5.22	-	0.92	0.92
(iii)	Balances with statutory/ government authorities	31.50	2.26	33.76	8.60	-	8.60
(iv)	Prepayments	4.25	0.19	4.44	2.96	0.32	3.28
(v)	Prepaid Rent	0.03	0.55	0.58	0.13	0.96	1.09
(vi)	Others (Receivables from Showroom Managers, Retail Agent etc.)-						
	Considered good - Unsecured	5.13	-	5.13	4.03	-	4.03
	Credit impaired	-	-	-	0.12	-	0.12
		5.13	**-**	**5.13**	**4.14**	**-**	**4.14**
	Less: Allowance for expected credit losses	-	-	-	(0.12)	-	(0.12)
		5.13	**-**	**5.13**	**4.03**	**-**	**4.03**
(vii)	Amounts paid under protest	-	0.53	0.53	-	0.52	0.52
Total		**77.73**	**8.75**	**86.48**	**26.98**	**2.72**	**29.70**

The movement in allowance for expected credit loss is as follows

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**0.81**	**0.81**
Addition during the year	-	-
Utilisation during the year	(0.81)	-
Closing Balance	**-**	**0.81**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

7. Inventories (At lower of cost or net realizable value)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Stock-in-trade	844.13	629.44
Total	**844.13**	**629.44**
Included above, goods-in-transit:	19.20	6.52

Note :

During the year ended March 31, 2026, an expense reversal of ₹ 2.76 crores was recognised in respect of inventories measured at net realisable value, as compared to an expense of ₹ 3.48 crores for the year ended March 31, 2025.

8. Trade receivables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Trade receivable considered good - Unsecured	49.83	47.97
(b) Trade receivable - credit impaired	-	10.01
	49.83	**57.98**
Less: Allowance for expected credit losses	-	(10.01)
Total	**49.83**	**47.97**

The movement in allowance for expected credit loss is as follows

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**10.01**	**10.01**
Addition during the year	-	-
Utilisation during the year	(10.01)	-
Closing Balance	**-**	**10.01**

Trade Receivables Ageing Schedule

As at March 31, 2026

₹ in Crores

Particulars		Outstanding for following periods from due date						
		Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i)	Undisputed Trade receivables – considered good	27.53	20.91	0.82	0.57	-	-	49.83
(ii)	Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii)	Undisputed Trade Receivables – credit impaired	-	-	-	-	-	-	-

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	Outstanding for following periods from due date						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**27.53**	**20.91**	**0.82**	**0.57**	**-**	**-**	**49.83**

As at March 31, 2025

₹ in Crores

Particulars	Outstanding for following periods from due date						
	Not due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	15.67	29.88	1.96	0.46	-	-	47.97
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	3.69	-	6.32	10.01
(iv) Disputed Trade Receivables–considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**15.67**	**29.88**	**1.96**	**4.15**	**-**	**6.32**	**57.98**

Notes :

(a) No trade or other receivable are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(b) Trade receivables are non-interest bearing and are generally on terms of 45 to 60 days.

(c) There are no unbilled dues for year.

(d) For explanation on the Company's credit risk management processes refer note 33.4

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

9a. Cash and cash equivalents

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Balances with Banks		
- In current accounts	28.37	82.04
(b) Cash on hand	0.57	0.63
(c) Cash at showrooms	3.33	9.87
Total	**32.27**	**92.54**

9b. Bank Balances other than Cash and cash equivalents

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) In earmarked accounts		
Deposits with Banks held as margin money or security against guarantees and other commitments	0.06	0.14
Total	**0.06**	**0.14**

9c. Other Bank balances - Non Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Deposits with Banks held as margin money or security against guarantees and other commitments"	0.11	0.03
Total	**0.11**	**0.03**

10. Equity Share Capital

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Authorised:				
Equity shares of ₹ 5/- each	300,000,000	150.00	300,000,000	150.00
Total		**150.00**		**150.00**
Issued, Subscribed and Fully Paid-up:				
Equity shares of ₹ 5/- each	272,546,738	136.27	272,249,646	136.12
Total		**136.27**		**136.12**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

10.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the year

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Equity Share Capital				
Balance as at beginning of the year (Equity shares of ₹ 5/- each) (March 31, 2025 ₹ 5/- each)	272,249,646	136.12	271,914,102	135.96
Shared allotted on exercise of ESOPs	297,092	0.15	335,544	0.16
Balance as at the end of the year	**272,546,738**	**136.27**	**272,249,646**	**136.12**

10.2 Details of shares held by each shareholder holding more than 5% shares:

₹ in Crores

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding	Number of shares held	% holding
Farah Malik Bhanji*	155,752,520	57.15%	155,752,520	57.21%
Rekha Jhunjhunwala**	39,333,600	14.43%	39,333,600	14.45%
Rafique A. Malik***	18,576,000	6.82%	18,576,000	6.82%
*Includes shares held by Farah Malik Bhanji				
(a) As Trustee for the benefit of Aziza Malik Family Trust	76,447,600	28.05%	76,447,600	28.08%
(b) As Trustee for the benefit of Rafique Malik Family Trust	75,370,920	27.65%	75,370,920	27.68%
**Includes shares held by Rekha Jhunjhunwala				
(a) As Trustee for the benefit of Aryaman Jhunjhunwala Discretionary Trust	13,051,206	4.79%	13,051,206	4.79%
(b) As Trustee for the benefit of Aryavir Jhunjhunwala Discretionary Trust	13,051,206	4.79%	13,051,206	4.79%
(c) As Trustee for the benefit of Nishtha Jhunjhunwala Discretionary Trust	13,051,188	4.79%	13,051,188	4.79%
***Includes shares held by Rafique A. Malik				
(a) As Trustee for the benefit of Zarah Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(b) As Trustee for the benefit of Farah Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(c) As Trustee for the benefit of Zia Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(d) As Trustee for the benefit of Sabina Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%

10.3 Shareholding of Promoters

As at March 31, 2026

Promoter name	Number of shares at beginning of the year	Change during the year	Number of shares at end of the year	% of total Shares	% change during the year
Farah Malik Bhanji*	155,752,520	-	155,752,520	57.15%	(0.06%)
Alisha Rafique Malik	7,898,000	-	7,898,000	2.90%	(0.00%)
Rafique Abdul Malik**	2,700,000	-	2,700,000	0.99%	0.00%
Total	**166,350,520**	**-**	**166,350,520**	**61.04%**	
*Includes					
As A Trustee Of Aziza Malik Family Trust	76,447,600	-	76,447,600		
As A Trustee Of Rafique Malik Family Trust	75,370,920	-	75,370,920		

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

As at March 31, 2025

Promoter name	Number of shares at beginning of the year	Change during the year	Number of shares at end of the year	% of total Shares	% change during the year
Farah Malik Bhanji*	156,939,520	(1,187,000)	155,752,520	57.21%	(0.51%)
Alisha Rafique Malik	9,088,000	(1,190,000)	7,898,000	2.90%	(0.44%)
Rafique Abdul Malik**	2,700,000	-	2,700,000	0.99%	0.00%
Total	**168,727,520**	**(2,377,000)**	**166,350,520**	**61.10%**	
*Includes					
As A Trustee Of Aziza Malik Family Trust	76,447,600	-	76,447,600		
As A Trustee Of Rafique Malik Family Trust	75,367,920	3,000	75,370,920		

*** The number of shares held & percentage of holding represents the shares held in the individual capacity. It does not include the shares held as a trustee for the benefit of Zarah Malik Family Trust, Farah Malik Family Trust, Zia Malik Family Trust and Sabina Malik Family Trust as these Trusts are not covered under the definition of Promoter.*

Note : Promoter here means promoter as defined in the Companies Act, 2013, as amended.

10.4 Employees Stock Option Scheme

During the year the Company has granted 2,52,282 Employee Stock Options (ESOPs) to eligible employees under Employee Stock Options Plan 2008 (ESOP 2008) (for the previous year ended March 31, 2025 : 1,62,817 under ESOP 2008 Scheme). 3,00,751 (Previous year ended March 31, 2025 : 3,35,217) Employee Stock Options have been exercised during the year.

10.5 Rights, preference and restriction attached to equity shares:

The Company is having only one class of equity shares having par value of ₹ 5/- each. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

11. Other equity

₹ in Crores

Particulars	Reserves and Surplus				Share application money pending allotment	Other Comprehensive Income	Total
	Securities premium	General reserve	Employee stock options outstanding reserve	Retained earnings			
Balance as at April 01, 2025	**316.74**	**0.03**	**25.56**	**1,201.36**	**0.21**	**(0.52)**	**1,543.37**
Profit for the year	-	-	-	400.49	-	-	400.49
Other comprehensive income (net of income tax)	-	-	-	(0.12)	-	(0.22)	(0.34)
Total comprehensive income for the year	**-**	**-**	**-**	**400.37**	**-**	**(0.22)**	**400.15**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.95	-	(6.95)	-	-	-	-
Received from Employees on exercise of options	7.25	-	-	-	-	-	7.25

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	Reserves and Surplus				Share application money pending allotment	Other Comprehensive Income	Total
	Securities premium	General reserve	Employee stock options outstanding reserve	Retained earnings			
Employee stock option plan recognized	-	-	10.80	-	-	-	10.80
Payment of Final Dividend	-	-	-	(68.07)	-	-	(68.07)
Payment of Interim Dividend	-	-	-	(81.74)	-	-	(81.74)
Shares Allotted	-	-	-	-	(0.21)	-	(0.21)
Share application money pending allotment	-	-	-	-	0.22	-	0.22
Income Tax benefit arising on exercise of stock options	-	-	-	4.85	-	-	4.85
Balance as at March 31, 2026	**330.94**	**0.03**	**29.41**	**1,456.77**	**0.22**	**(0.74)**	**1,816.62**

₹ in Crores

Particulars	Reserves and Surplus				Share application money pending allotment	Other Comprehensive Income	Total
	Securities premium	General reserve	Employee stock options outstanding reserve	Retained earnings			
Balance as at April 01, 2024	**302.42**	**0.03**	**20.70**	**1,376.09**	**0.15**	**(0.24)**	**1,699.15**
Profit for the year	-	-	-	349.59	-	-	349.59
Other comprehensive income (net of income tax)	-	-	-	0.01	-	(0.28)	(0.27)
Total comprehensive income for the year	**-**	**-**	**-**	**349.60**	**-**	**(0.28)**	**349.32**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.47	-	(6.47)	-	-	-	-
Received from Employees on exercise of options	7.85	-	-	-	-	-	7.85
Employee stock option plan recognized	-	-	11.33	-	-	-	11.33
Payment of Final Dividend	-	-	-	(61.19)	-	-	(61.19)
Payment of Interim Dividend	-			(476.36)	-		(476.36)
Shares allotted	-	-	-	-	(0.15)	-	(0.15)
Share application money pending allotment	-	-	-	-	0.21	-	0.21
Income Tax benefit arising on exercise of stock options	-	-	-	13.21	-	-	13.21
Balance as at March 31, 2025	**316.74**	**0.03**	**25.56**	**1,201.36**	**0.21**	**(0.52)**	**1,543.37**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Notes :

I. Description of Nature and Purpose of Reserves

Securities Premium:

Securities Premium is created when shares are issued at premium. The Company can use this reserve in accordance with the provisions of the The Companies Act 2013.

General Reserve:

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss.

Employees Stock Options Outstanding Reserve:

The above reserve relates to stock options granted by the Company to its employees under its employee stock option plan.

Other Comprehensive Income:

Other Comprehensive Income represents change in the value of investments accounted through FVOCI.

Retained Earning:

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement gain / (loss) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

II. Dividend on Equity Shares

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Final dividend for the year ended March 31, 2025 of ₹ 2.50/- (March 31, 2024 of ₹ 2.25/-) per fully paid up share	68.07	61.19
Interim dividend for the year ended March 31, 2026 of ₹ 3.00/- (March 31, 2025 of ₹ 17.50/-) per fully paid up share	81.74	476.36
Total	**149.81**	**537.55**

The Board of Directors at its meeting held on May 20, 2026 has recommended payment of final dividend of ₹ 3.00 per equity share subject to the approval of shareholders, in the Annual General Meeting (AGM) of the Company.

12. Other financial liabilities - Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit - Franchisee	0.80	1.20
Retention Money Payable (Selling Agents, Supervisors, City and Regional Managers and Others)	16.50	14.08
Payable on acquisition of Property, plant & equipment	37.05	15.35
Unpaid Dividend (refer note below)	0.07	0.16
Deposit received from Vendors	12.50	5.21
Total	**66.92**	**36.00**

Note : There is no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2026 (Previous year : Nil).

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

13. Provisions - Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for warranty (refer note below)	0.73	1.02
Provision for employee benefits - Gratuity (refer note 26)	6.73	2.81
Provision for employee benefits - Compensated absences (refer note 26)	8.22	6.07
Total	**15.68**	**9.90**

Note :

Provision for warranty represents the undiscounted value of the management's best estimate of the future outflow of economic benefits that will be required for settlement of claim in respect of products sold by the Company. The estimate has been made on the basis of trends anticipated by the management and may vary as a result of variation in the market conditions. It is expected that cost will be incurred over the warranty period as per the warranty terms.

The movement in warranty provision is as under

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	**1.02**	**0.86**
Add: Provision made during the year	-	0.16
Less: Provision utilised/reversed during the year	(0.29)	-
Closing Balance	**0.73**	**1.02**

14. Trade payables - Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
i) Total Outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 34) ; and	55.35	52.46
ii) Total Outstanding dues of Creditors other than of Micro Enterprises and Small Enterprises	220.18	170.29
Total	**275.53**	**222.75**

Trade payables Ageing Schedule

As at March 31, 2026

₹ in Crores

Particulars	Outstanding for the following periods from the due date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed - MSME	54.93	0.42	-	-	-	55.35
ii) Undisputed - Others	110.49	79.65	1.05	0.83	0.71	192.73
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-	-
v) Unbilled dues	27.45	-	-	-	-	27.45
Total	**192.87**	**80.07**	**1.05**	**0.83**	**0.71**	**275.53**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

As at March 31, 2025

₹ in Crores

Particulars	Outstanding for the following periods from the due date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed - MSME	52.46	-	-	-	-	52.46
ii) Undisputed - Others	88.68	54.68	1.04	0.40	0.31	145.11
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-	-
v) Unbilled dues	25.18	-	-	-	-	25.18
Total	**166.32**	**54.68**	**1.04**	**0.40**	**0.31**	**222.75**

Notes :

a) Trade payables are non-interest bearing and are normally settled on 60-day terms.

b) For terms and conditions with related parties, refer to note 27

c) For explanation on the Company's liquidity risk management processes refer note 33.4

15. Other current liabilities

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Advances received from customers	2.78	2.93
Deferred Revenue arising from Customer Loyalty program	11.89	10.54
Statutory dues payable	13.87	66.45
Salary Payable	21.59	15.37
Total	**50.13**	**95.29**

16. Revenue from operations

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Sale of products (Traded Goods) - Footwear, Bags and Accessories (refer note below)	2,796.58	2,449.07
(b) Other operating revenues		
- Shoe Repair Income	0.58	0.54
Total	**2,797.16**	**2,449.61**

Notes :

A) Timing of revenue recognition

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Goods transferred at a point in time	2,797.16	2,449.61
Total	**2,797.16**	**2,449.61**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

B) Reconciliation of revenue recognized in the statement of profit and loss with contracted price

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of Products (Traded goods)		
Footwear, Bags & Accessories	3,212.98	2,877.99
Less : GST	416.40	428.92
Sale of Products (Traded goods) (Net of GST)	**2,796.58**	**2,449.07**

17. Other Income

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Interest Income:		
Income earned on financial assets carried at amortised cost:		
Interest on bank deposits	8.11	18.66
Interest on loan given to Subsidiary (refer note 27)	-	0.25
Interest on other Loans and advances	0.72	0.37
Interest on Security deposit	5.75	5.06
Interest on Commercial Papers	24.93	30.49
	39.51	**54.83**
Income earned on financial assets carried at FVOCI:		
Interest Income from Tax Free Bonds	0.90	0.68
	0.90	**0.68**
Income earned on financial assets carried at FVTPL:		
Interest on Non Convertible Debenture	1.92	-
Interest Income from Infrastructure Investment Trust (Invits)	6.28	5.12
	8.20	**5.12**
(b) Dividend Income:		
Dividend income from Current Investments in Invits designated at FVTPL	1.21	1.05
Dividend income from subsidiary - Metmill Footwear Private Limited (refer note 27)	-	4.59
	1.21	**5.64**
(c) Other Non Operating Income:		
Net gain/(Loss) on sale of Investments	7.36	17.76
Net fair value gain arising on current Investments designated at FVTPL	21.78	2.84
Net gain on foreign currency transactions and translation	0.15	0.99
Gain on termination of leases	10.08	2.93
Cash Discounts	3.21	1.23
Miscellaneous Income	1.14	1.04
Liabilities no longer required, written back	6.66	2.27
	50.38	**29.06**
Total	**100.20**	**95.33**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

18a. Purchases of Stock-in-Trade

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Stock-in-Trade (Footwear, Bags & Accessories)	1,324.31	921.60
Packing Materials	61.10	40.50
Total	**1,385.41**	**962.10**

18b. Changes in Inventories of Stock-In-Trade

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventories at the end of the year : (including goods in transit)		
Stock-in-trade	844.13	629.44
Inventories at the beginning of the year : (including goods in transit)		
Stock-in-trade	629.44	698.19
Changes in Inventories of Stock-In-Trade	**(214.69)**	**68.75**

19. Depreciation and amortization expense

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Depreciation of Property, Plant and Equipment	60.10	53.00
(b) Depreciation of Right-of-use assets	240.06	196.06
(c) Amortization of Intangible assets	10.18	8.04
Total	**310.34**	**257.10**

20. Employee benefits expense

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Salaries and wages	223.99	200.63
(b) Contribution to provident and other funds (refer note 26)	24.90	16.95
(c) Staff welfare expenses	6.72	4.48
(d) Employee's Stock Options Expenses (refer note 31)	10.80	11.33
Total	**266.41**	**233.39**

21. Finance costs

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Interest on lease liabilities (refer note 29)	110.12	89.99
(b) Interest expense on Income tax	0.00	0.00
(c) Interest expense on others	0.78	0.38
Total	**110.90**	**90.37**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

22. Other expenses

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Power and fuel	45.40	40.86
Rent (refer note 29)	49.24	53.27
Rates and taxes	2.49	2.13
Insurance	3.56	3.76
Repairs and maintenance - Machinery and Equipment	2.03	1.61
Repairs and maintenance - Others	24.78	21.76
Advertisement & Sales promotion	99.50	70.06
Commission on sales	106.98	96.44
Commission on Credit Card Sales	10.34	9.87
Freight Charges	35.00	37.54
Maintenance & Other Charges - Showrooms	45.72	39.39
Shoe Repair Expenses	1.02	1.45
Communication	2.81	2.68
Travelling and conveyance	18.49	13.56
Donations	0.01	0.01
Royalty	1.74	-
Legal and professional	10.79	10.62
Payments to auditors (refer note 22.1)	0.54	0.50
Loss on Sale/ discard of Property, plant and equipment (net)	5.52	1.55
Directors' Sitting fees and commission (refer note 27)	1.23	0.92
Expenditure incurred for Corporate Social Responsibility (refer note 32)	8.86	8.50
Miscellaneous Expenses	16.14	14.84
Impairment Provision on Investments	-	1.33
Sublicence fees	13.74	4.27
Total	**505.93**	**436.91**

22.1 Payment to auditors:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
To statutory auditor		
(i) For Audit	0.34	0.32
(ii) For Limited Review	0.18	0.17
(iii) For Taxation Matters	0.02	0.01
Total	**0.54**	**0.50**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

23. Current Tax and Deferred Tax

(a) Income tax recognised in Statement of Profit and Loss

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax:		
In respect of current year	141.28	137.47
In respect of prior year (Refer note 49)	(0.41)	6.81
Deferred tax:		
In respect of current year	(8.30)	(15.76)
In respect of prior year (Refer note 49)	-	18.21
Total	**132.57**	**146.73**

(b) Income tax recognised in other comprehensive income

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax :		
Items that will not be reclassified to profit and loss:		
Remeasurement of defined benefit obligations	0.04	(0.00)
Total	**0.04**	**(0.00)**

(c) Amounts recognised directly in Equity

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax impact arising on exercise of stock options	4.85	13.21
Total	**4.85**	**13.21**

(d) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax	**533.06**	**496.32**
Income tax expense calculated at 25.168%	134.16	124.91
Effect of income that is exempt from taxation	(2.76)	(3.22)
Effect of expenses that are non-deductible in determining taxable profit	2.47	1.06
Effect due to differential tax rate	(0.89)	(1.04)
Tax of prior years (Refer note 49)	(0.41)	25.02
Income tax expense recognised in Statement of Profit and Loss	**132.57**	**146.73**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

(e) Deferred tax

₹ in Crores

Particulars	For the year ended March 31, 2026				
	Opening Balance	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Prior Year Adjustment	Closing Balance
Tax effect of items constituting deferred tax assets/ (liabilities)					
Property, plant and equipment	(18.23)	3.42	-	-	(14.81)
Allowance for expected credit losses on trade receivables, advances and deposits	2.78	(2.78)	-	-	-
Fair valuation on investments	0.02	(3.78)	-	-	(3.76)
Right of use asset	(268.72)	(78.45)	-	-	(347.17)
Lease liabilities	308.85	86.34	-	-	395.19
Discounting on security deposit	7.13	3.01	-	-	10.13
Provision for Warranty	0.05	-	-	-	0.05
Compensated absences	1.51	0.53	-	-	2.04
Provision for expenses	0.79	0.01	-	-	0.80
Provision For Impairment On Investment	0.34	-	-	-	0.34
MSME Payment due but not made	(0.01)	-	-	-	(0.01)
Net deferred tax asset	**34.51**	**8.30**	**-**	**-**	**42.80**

₹ in Crores

Particulars	For the year ended March 31, 2025				
	Opening Balance	Recognised in the Statement of Profit and Loss	Recognised in Other Comprehensive Income	Prior Year Adjustment	Closing Balance
Tax effect of items constituting deferred tax assets/ (liabilities)					
Property, plant and equipment	(0.15)	2.64	-	(20.72)	(18.23)
Allowance for expected credit losses on trade receivables, advances and deposits	0.27	-	-	2.51	2.78
Fair valuation on investments	(3.41)	3.43	-	-	0.02
Right of use asset	(244.23)	(24.49)	-	-	(268.72)
Lease liabilities	276.47	32.38	-	-	308.85
Discounting on security deposit	5.54	1.59	-	-	7.13
Provision for Warranty	0.05	-	-	-	0.05
Compensated absences	1.33	0.18	-	-	1.51
Provision for expenses	0.93	(0.14)	-	-	0.79
Provision For Impairment On Investment	-	0.34	-	-	0.34
MSME Payment due but not made	0.16	(0.17)	-	-	(0.01)
Net deferred tax asset	**36.96**	**15.76**	**-**	**(18.21)**	**34.51**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

24. (a) Deferred tax assets (Net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax liabilities	(365.75)	(286.96)
Deferred tax assets	408.55	321.47
Total	**42.80**	**34.51**

(b) Non-current tax assets (Net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Income tax (net of provision for taxation)	0.12	4.37
Total	**0.12**	**4.37**

(c) Current tax liabilities (Net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for taxation (net of advance tax)	4.49	-
Total	**4.49**	**-**

25 Contingent Liabilities and commitments (to the extent not provided for)

₹ in crores

Nature of Dues	As at March 31, 2026	As at March 31, 2025	Period	Forum where dispute is pending
(i) Contingent Liabilities				
a) Disputed indirect tax matters				
Service Tax	0.11	0.11	Sept'2008 - Mar'2011	The Supreme Court of India
Sales Tax	0.76	0.76	F.Y. 2013-2014	Joint Commissioner of Commercial Tax (Appeals) - Bihar
	0.01	0.01	F.Y. 2011-2012	Assistant Commissioner of Commercial Tax, Cochin, Kerala
	0.03	0.04	F.Y. 2012-2013	Assistant Commissioner of Commercial Tax, Cochin, Kerala
	0.00	0.00	F.Y. 2008-2009	Assistant Commissioner of Commercial Tax, Cochin, Kerala
	0.01	0.01	F.Y. 2009-2010	Assistant Commissioner (Appeals-Ii) Ernakulam.
Goods and Services Tax	0.02	0.02	F.Y. 2019-2020	Commercial Tax Officer, Vigilance-43, Bangalore
	0.01	0.01	F.Y. 2019-2020	Assistant State Tax Officer, SGST Department Kerala
	0.47	0.47	F.Y. 2017-2018	Assistant Commissioner of State Tax- Bihar

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Nature of Dues	As at March 31, 2026	As at March 31, 2025	Period	Forum where dispute is pending
	-	0.01	F.Y. 2018-2019	Assistant Commissioner of State Tax- Bihar
	0.57	0.57	F.Y. 2017-2018	Joint Commissioner Large Taxpayer Unit: West Bengal
	0.52	0.52	F.Y. 2018-2019	Deputy Commissioner, Rajasthan
	0.16	0.16	F.Y. 2018-2019	Commissioner of Appeal, Central Sales Tax, Cochin
	0.43	0.43	F.Y. 2018-2019	Deputy Commissioner, Central GST-DIV-VI, Ahmedabad South
	0.40	0.40	F.Y. 2018-2019	Assistant Commissioner Large Tax Payer Unit, West Bengal
	0.08	0.08	F.Y. 2019-2020	Assistant Commissioner Large Tax Payer Unit, West Bengal
Profession Tax	-	1.28	F.Y. 2020-2021	Assistant Commissioner of Sales Tax Profession
ii) Commitments				
a) Estimated amount of contracts remaining to be executed on capital account (net of advances paid) and not provided for :	5.05	2.42		

Future cash flow in respect of contingent liability matters depend on the final outcome of judgement/decisions pending at various forums/authorities.

The estimated amount of contracts remaining to be executed on capital account represents amount to be incurred for store fitout.

26 Employee Benefits:

I) Defined - Contribution Plans

The Company offers its employees defined contribution plan in the form of Provident Fund and Employees' State Insurance Corporation (ESIC). Both the employees and the Company pay pre determined contributions into the Provident Fund and ESIC. The contributions are normally based on a certain proportion of the employee's salary. The Company recognised Provident Fund ₹ 11.06 Crores (Previous year ₹ 9.84 Crores) and ESIC ₹ 3.22 Crores (Previous year ₹ 2.79 Crores) in the Statement of Profit and Loss.

II) Defined Benefit Plans- Gratuity

The Company has an obligation towards gratuity, a funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, payable for each completed year of service or part thereof in excess of six months in terms of gratuity scheme of the Company or as per the Payment of the Gratuity Act, 1972, whichever is higher. Vesting occurs upon completion of five years of service.

There is no cap on the amount of gratuity paid to an eligible employee at retirement, death while in employment or on termination of the employment.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

a) The principal actuarial risks to which the Company is exposed are investment risk, interest rate risk, longevity risk and salary risk

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Company to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Longevity risk	The Company has used certain mortality and attrition assumptions in the valuation of the liability. An increase in the life expectancy / longevity of plan participants will increase the plan's liability and vice versa.
Salary Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

b) Details of Defined Benefit Plan of the Company (As per Actuarial Valuation)

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
I. Expense recognized in the Statement of Profit and Loss for the year		
1. Current Service Cost	3.25	2.69
2. Past Service Cost	2.67	-
3. Net Interest Cost on the net defined benefit liability	0.65	0.13
Total	**6.57**	**2.82**
II. Included in other comprehensive income		
1. Return on plan assets, excluding amount recognised in net interest expense	0.36	(0.23)
2. Actuarial losses on account of :		
- change in financial assumptions	(0.62)	0.81
- experience variance	0.42	(0.59)
Total	**0.16**	**(0.01)**
III. Net Asset/ (Liability) recognized in the Balance Sheet		
1. Present Value of Defined Benefit Obligation	28.74	24.03
2. Fair value of plan assets	22.01	21.21
3. Net (liability) as at end of the year	(6.73)	(2.81)
IV. Change in the obligation during the year		
1. Present Value of Defined Benefit Obligation at the beginning of the year	24.02	21.15
2. Expenses recognised in the Statement of Profit and Loss		
- Current Service Cost	3.25	2.69
- Past Service Cost	2.67	-
- Interest Cost	1.53	1.51
3. Remeasurement gains/(losses)		
- change in financial assumptions	(0.62)	0.81
- experience variance (i.e. Actual experience vs assumptions)	0.43	(0.59)
4. Benefits paid	(2.54)	(1.55)
5. Present Value of Defined Benefit Obligation at the end of the year	28.74	24.02
V. Change in Fair Value of Assets during the year		
1. Plan assets at the beginning of the year	21.21	19.34
2. Investment Income	0.88	1.38
3. Return on plan assets (excluding amount recognised in net interest expense)	(0.36)	0.23

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
4.	Contribution by employer	2.82	1.81
5.	Benefits paid	(2.54)	(1.55)
6.	Fair value of Plan assets at the end of the year	22.01	21.21
VI.	**Fair value of plan assets at the end of the reporting period for each category are as follows:**		
-	Government of India Securities (Central & State)	8.33	5.40
-	High quality corporate bonds (Including public sector bonds)	6.69	5.86
-	Equity shares, Equity mutual funds and ETF	3.74	8.92
-	Others	3.25	1.03
Total		**22.01**	**21.21**
VII.	**Actuarial assumptions**		
1.	Discount Rate [HO]	6.90%	6.50%
	Discount Rate [Sales Staff]	6.50%	6.50%
2.	Salary Escalation Rate [HO]	9.00%	9.00%
	Salary Escalation Rate [Sales Staff]	9.00%	9.00%
3.	Attrition Rate [HO]	15.00%	15.00%
	Attrition Rate [Sales Staff]	30.00%	30.00%
4.	Retirement Age	60 Years	60 Years
5.	In-service Mortality	IALM 2012-14	IALM 2012-14

c) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is as follows:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount Rate (-/ + 1%)		
- Decrease by 1%	1.54	1.35
- Increase by 1%	(1.41)	(1.23)
Salary growth Rate (-/ + 1%)		
- Decrease by 1%	(1.39)	(1.21)
- Increase by 1%	1.50	1.31
Attrition Rate (-/ + 50% of the attrition rate)		
- Decrease by 50%	2.87	2.46
- Increase by 50%	(1.63)	(1.36)
Mortality Rate (-/ + 10% of mortality rate)		
- Decrease by 10%	0.00	0.00
- Increase by 10%	(0.00)	(0.00)

The sensitivity analysis presented above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

d) Expected contribution for the next year:

The Company expects to contribute ₹ 6.73 Crores in respect of the gratuity plans during the next financial year.

e) Expected future benefits payable:

₹ in Crores

Maturity Profile of Defined Benefit Obligation	As at March 31, 2026	As at March 31, 2025
1 year	4.78	4.11
2 to 5 years	16.25	12.47
6 to 10 years	12.26	10.54
More than 10 years	9.91	8.86

III) Defined Benefit Plans - Compensated absences

The Company has the policy for Compensated absences which allows the employee to accumulate and carry forward the unutilised Compensated absences. The expected cost of accumulating compensated absences is determined by actuarial valuation for the year ended March 31, 2026.

The principal assumptions used in determining compensated absences obligations for the Company is shown below:

a) Details of Defined Benefit Plan of the Company (As per Actuarial Valuation)

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
I.	**Net Asset/ (Liability) recognized in the Balance Sheet**		
1.	Present Value of Defined Benefit Obligation	8.22	6.07
2.	Fair value of plan assets	-	-
3.	**Net (liability) as at end of the year**	**(8.22)**	**(6.07)**
II.	**Change in the obligation during the year**		
1.	Present Value of Defined Benefit Obligation at the beginning of the year	6.07	5.36
2.	Expenses recognised in the Statement of Profit and Loss		
	- Current Service Cost	3.17	1.50
	- Past Service Cost	0.72	-
3.	Benefits paid	(1.74)	(0.79)
4.	**Present Value of Defined Benefit Obligation at the end of the year**	8.22	6.07

b) Actuarial Assumptions

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
1.	Discount Rate [HO]	6.90%	6.50%
	Discount Rate [Sales Staff]	6.50%	6.50%
2.	Salary escalation rate	9.00%	9.00%
3.	Retirement age	60 years	60 years
4.	In - service mortality	100% of IALM 2012-14	100% of IALM 2012-14
5.	Attrition Rate [HO]	15.00%	15.00%
	Attrition Rate [Sales Staff]	30.00%	30.00%
6.	Rate of Leave Availment	0.00%	0.00%

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

c) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The results of sensitivity analysis is as follows:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount Rate (-/ + 1%)		
- Decrease by 1%	0.49	0.25
- Increase by 1%	(0.44)	(0.23)
Salary growth Rate (-/ + 1%)		
- Decrease by 1%	(0.43)	(0.23)
- Increase by 1%	0.47	0.24
Attrition Rate (-/ + 50% of the attrition rate)		
- Decrease by 50%	0.66	0.41
- Increase by 50%	(0.27)	(0.17)
Mortality Rate (-/ + 10% of mortality rate)		
- Decrease by 10%	0.00	0.00
- Increase by 10%	(0.00)	(0.00)

The sensitivity analysis presented above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

27 Related party disclosures

List of Related Parties :

I. Names of Related Party and description of relationship:

a.	Parties where control exist - Subsidiary Companies	1. M/s. Metmill Footwear Private Limited
		2. M/s. Metro Athleisure Limited
b.	Joint Venture	M/s. M.V. Shoe Care Private Limited
c.	Other Related Parties with whom transactions have taken place during the year :	
i.	Key Management Personnel (KMP)	1. Mr. Rafique Malik - Chairman (having significant influence)
		2. Mrs. Farah Malik Bhanji - Managing Director (having significant influence)
		3. Ms. Alisha R. Malik (w.e.f 1st September 2024)
		4. Mr. Mohammed Iqbal hasanally Dossani (Whole time Director)
		5. Mr. Nissan Joseph - Chief Executive Officer
		6. Mr. Kaushal Parekh - Chief Financial Officer
		7. Ms. Deepa Sood - Company Secretary
		8. Mr. Manoj Kumar Maheshwari (upto 5th February 2025)
		9. Ms. Aruna Advani (upto 5th February 2025)
		10. Mr. Arvind Kumar Singhal
		11. Mr. Vikas Khemani
		12. Mr. Srikanth Velamakanni (upto 24th March 2026)
		13. Mr. Mithun Sancheti
		14. Mr. Bhaskar Bhat (w.e.f 6th February 2025)
		15. Ms. Radhika Dilip Piramal (w.e.f 6th February 2025)

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

ii.	Relatives of Key Management Personnel	1. Mrs. Sabina Malik Hadi
		2. Ms. Zarah Rafique Malik
		3. Mrs. Zia Malik Lalji
		4. Ms. Alisha R. Malik (Upto 31st August 2024)
		5. Mrs. Rukshana Kurbanali Javeri
		6. Mrs. Mumtaz Jaffer
		7. Mr. Suleiman Sadruddin Bhanji
		8. Mrs. Aziza Malik
iii.	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	1. Design Matrix Interiors LLP
		2. Design Matrix Associated Private Limited
		3. Design Matrix Interiors Partner's LLP
		4. Fractal Analytics Limited
		5. Ad-Tech Systems
		6. Metro Shoes
		7. Metro Family Holdings
		8. Aziza Malik Family Trust
		9. Rafique Malik Family Trust
		10. Zia Malik Family Trust
		11. Zarah Malik Family Trust
		12. Sabina Malik Family Trust
		13 Farah Malik Family Trust

II. Related Party Transactions during the year:

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Rent (Compensation in respect of concession agreements for showrooms)						
Mr. Rafique Malik	Mar-26				1.81	
	Mar-25				2.01	
Mrs. Aziza Malik	Mar-26					2.58
	Mar-25					2.69
Commission/rent in respect of retail agency agreements for showroom						
Metro Shoes	Mar-26		2.48			
	Mar-25		2.42			
Remuneration						
Mr. Rafique Malik	Mar-26				6.85	
	Mar-25				7.56	
Mrs. Farah Malik Bhanji	Mar-26				3.86	
	Mar-25				3.65	
Mrs. Aziza Malik	Mar-26					2.66
	Mar-25					2.50

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Mr. Kaushal Parekh	Mar-26				4.76	
	Mar-25				1.94	
Mr. Nissan Joseph	Mar-26				8.84	
	Mar-25				15.86	
Mr. Mohammed Iqbal Hasanally Dossani	Mar-26				0.71	
	Mar-25				0.65	
Ms. Deepa Sood	Mar-26				1.40	
	Mar-25				1.27	
Ms. Alisha R. Malik	Mar-26				1.63	
	Mar-25				0.69	0.79
Directors' Sitting Fees and Commission						
Ms. Aruna Advani	Mar-26				0.13	
	Mar-25				0.17	
Mr. Manoj Kumar Maheshwari	Mar-26				0.05	
	Mar-25				0.15	
Mr. Arvind Kumar Singhal	Mar-26				0.12	
	Mar-25				0.15	
Mr. Srikanth Velamakanni	Mar-26				0.15	
	Mar-25				0.15	
Mr. Vikas Khemani	Mar-26				0.20	
	Mar-25				0.17	
Mr. Mithun Sancheti	Mar-26				0.16	
	Mar-25				0.08	
Mr. Bhaskar Bhat	Mar-26				0.23	
	Mar-25				0.03	
Ms. Radhika Dilip Piramal	Mar-26				0.19	
	Mar-25				0.02	
Retainership Fees						
Mrs. Mumtaz Jaffer	Mar-26					0.39
	Mar-25					0.36
Interim Dividend						
Mr. Rafique Malik	Mar-26			0.81		
	Mar-25			4.73		
Mrs. Farah Malik Bhanji	Mar-26			1.18		
	Mar-25			6.88		
Mrs. Aziza Malik	Mar-26					0.41
	Mar-25					2.36

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Ms. Alisha R. Malik	Mar-26				2.37	
	Mar-25				13.82	
Mrs. Sabina Malik Hadi	Mar-26					1.18
	Mar-25					6.89
Ms. Zarah Rafique Malik	Mar-26					1.18
	Mar-25					6.89
Mrs. Zia Malik Lalji	Mar-26					1.18
	Mar-25					6.89
Mrs. Rukshana Kurbanali Javeri	Mar-26					0.07
	Mar-25					0.42
Mrs. Mumtaz Jaffer	Mar-26					0.01
	Mar-25					0.04
Mr. Kaushal Parekh	Mar-26				0.03	
	Mar-25				0.15	
Aziza Malik Family Trust	Mar-26		22.93			
	Mar-25		133.78			
Rafique Malik Family Trust	Mar-26		22.61			
	Mar-25		131.90			
Zia Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Zarah Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Sabina Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Farah Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Mr. Suleiman Sadruddin Bhanji	Mar-26					0.01
	Mar-25					0.06
Mr. Nissan Joseph	Mar-26				-	
	Mar-25				0.21	
Ms. Deepa Sood	Mar-26				0.00	
	Mar-25				0.01	
Mohammed Iqbal Hasanally Dossani	Mar-26				0.00	
	Mar-25				0.02	
Final Dividend						
Mr. Rafique Malik	Mar-26				0.68	
	Mar-25				0.61	

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Mrs. Farah Malik Bhanji	Mar-26				0.98	
	Mar-25				1.15	
Mrs. Aziza Malik	Mar-26					0.34
	Mar-25					0.30
Mr. Nissan Joseph	Mar-26				0.03	
	Mar-25				-	
Mr. Kaushal Parekh	Mar-26				0.02	
	Mar-25				0.02	
Ms. Alisha R. Malik	Mar-26				1.97	
	Mar-25				2.04	
Mrs. Sabina Malik Hadi	Mar-26					0.98
	Mar-25					1.15
Ms. Zarah Rafique Malik	Mar-26					0.98
	Mar-25					1.15
Mrs. Zia Malik Lalji	Mar-26					0.98
	Mar-25					1.15
Mrs. Rukshana Kurbanali Javeri	Mar-26					0.06
	Mar-25					0.05
Mrs. Mumtaz Jaffer	Mar-26					0.01
	Mar-25					0.01
Aziza Malik Family Trust	Mar-26		19.11			
	Mar-25		17.20			
Rafique Malik Family Trust	Mar-26		18.84			
	Mar-25		16.96			
Zia Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Zarah Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Sabina Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Farah Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Ms. Deepa Sood	Mar-26				0.00	
	Mar-25				0.00	
Mohammed Iqbal Hasanally Dossani	Mar-26				0.00	
	Mar-25				0.00	

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Mr. Suleiman Sadruddin Bhanji	Mar-26					0.01
	Mar-25					0.01
Professional Fees (capital cost)						
Design Matrix Interiors LLP	Mar-26		0.07			
	Mar-25		1.95			
Design Matrix Interiors Partner's LLP	Mar-26		2.19			
	Mar-25		-			
Design Matrix Associated Private Limited	Mar-26		0.09			
	Mar-25		0.24		-	
Fractal Analytics Limited	Mar-26		4.97			
	Mar-25		5.38			
Purchase of IT Assets (capital cost)						
Ad-Tech Systems	Mar-26		0.31			
	Mar-25		-			
Dividend received from subsidiary						
Metmill Footwear Private Limited	Mar-26	-				
	Mar-25	4.59				
Purchases of Stock-in-Trade (net of taxes)						
M.V. Shoe Care Private Limited	Mar-26			24.32		
	Mar-25			20.16		
Metro Athleisure Limited (Wholly owned Subsidiary Company)	Mar-26	6.68				
	Mar-25	8.77				
Repayment of loan by subsidiary						
Metro Athleisure Limited (Wholly owned Subsidiary Company)	Mar-26	-				
	Mar-25	6.45				
Interest on loan from subsidiary						
Metro Athleisure Limited (Wholly owned Subsidiary Company)	Mar-26	-				
	Mar-25	0.25				

III. Outstanding receivables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit for Rent		
Mr. Rafique Malik (BM8 Store - Colaba, Mumbai)	-	0.13

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

IV. Outstanding payables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Key Management Personnel		
Rent (Compensation in respect of concession agreements for showrooms)		
Mr. Rafique Malik	(0.10)	(0.19)
Mrs. Aziza Malik	(0.14)	(0.21)
Relatives of Key Management Personnel		
Retainership Fees		
Mrs. Mumtaz Jaffer	(0.05)	(0.02)
Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence		
Commission/rent in respect of retail agency agreements for showroom		
Metro Shoes	(0.26)	(0.27)
Professional Fees (capital cost)		
Design Matrix Interiors LLP#	0.05	(0.37)
Design Matrix Interiors Partner's LLP	(0.37)	-
Design Matrix Associated Private Limited	(0.02)	(0.02)
Fractal Analytics Limited	-	(2.24)
Purchases of Stock-in-trade		
M.V. Shoe Care Private Limited	(3.73)	(2.93)
Metro athleisure Limited	(2.13)	(4.54)

 # net of advances

Related party disclosures

Terms and conditions of transactions with related parties

(a) **Rent/commission (compensation in respect of concession agreements for showrooms)**

The Company has taken Alkapuri (Vadodara), Linking Road (Mumbai), SK Open Mall (Nashik), Colaba Causeway (Mumbai) and CG Road (Ahmedabad) on lease from the promoter, a relative of the promoter and an entity over which the promoter of the Company have control, for a period of 10 to 15 years. The lease requires the Company to pay variable lease rental on a monthly basis. The lease payments are at arm's length price and in the ordinary course of business. The lease agreement does not contain any escalation clauses. At the end of lease term, the lease agreement is renewable based on mutual negotiation and agreement.

(b) **Remuneration to Key Management Personnel and Relatives of Key Management Personnel**

The amounts disclosed in the table above are the amounts recognised as an expense during the financial year related to Key Management Personnel and Relatives of Key Management Personnel. The amounts do not include expense, if any, recognised toward post-employment benefits and other long-term benefits of Key Management Personnel and Relatives of Key Management Personnel. Such expenses are measured based on an actuarial valuation done for Company as a whole. Hence, amounts attributable to Key Management Personnel and Relatives of Key Management Personnel are not separately determinable.

(c) **Key Management Personnel's interest in Employee Stock Option Plan 2008**

Equity settled share options held by the executive members of the Board of Directors and other key managerial personnel of the Company under the Employee Stock Option Plan 2008 to purchase equity shares have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	Number outstanding	
			31-Mar-26	31-Mar-25
01-09-2021	01-09-2031	228.00	187,625	277,128
01-09-2022	01-09-2032	228.00	36,290	36,290
01-10-2022	01-10-2032	391.46	16,650	22,704

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

No share options have been granted to the non-executive members of the Board of Directors under this scheme. Refer to note 31 for further details on the scheme.

(d) **Sitting Fees to Independent Directors**

Sitting Fees is paid to directors including non-executive and independent directors for attending meetings of the Board and various Committees constituted by the Board at rates approved by the Board and Shareholders of the Company. The Sitting Fees is payable to each Director after conclusion of each meeting.

(e) **Retainership Fees to Relatives to Key Management Personnel**

The Company had paid retainership fees to Relatives to Key Management Personnel against designing of hand bags for the brand. The Company mutually negotiates and agrees the price and payment terms with the related parties by benchmarking the same to similar services received by the Company from other non-related parties.

(f) **Professional Fees (capital cost)**

The Company received professional services (capital costs) for its showrooms and business operations from enterprises in which Key Management Personnel / Relatives of Key Management Personnel are able to control / exercise significant influence on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees the price and payment terms with the related parties by benchmarking the same to the services to non-related parties entered into by the counter-party and similar services received by the Company from other non-related parties.

(g) **Purchases of IT Assets**

The Company procured IT assets (capital costs) from enterprises in which Relatives of Key Management Personnel are able to control / exercise significant influence on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees the purchase price and payment terms with the related parties by benchmarking the same against comparable transactions with non-related parties entered into by the counter-party. Such procurements generally include payment terms requiring the Company to make payment within 45 to 60 days from the date of invoice.

(h) **Purchases of goods and related balances**

For terms of transaction

Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees purchase price and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counter-party. Such purchases generally include payment terms requiring the Company to make payment within 45 to 60 days from the date of invoice.

For terms of balance

Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 45 to 60 days from the reporting date (March 31, 2025: 45 to 60 days from the reporting date).

(i) **Loan to subsidiary**

The Company had given loan to its subsidiary for repayment of existing loan and working capital purpose. The loan had been utilized by the subsidiary for the purpose it was obtained. The loan was unsecured, repayable within 2 years form the date of disbursement of each tranche and carried interest rates at the rate of 7% per annum. During the year ended March 31, 2025, the loan has been repaid by the said subsidiary.

(j) **Others**

1) No amount has been written off/ provided for or written back in respect of amounts receivable from or payable to the related parties.

2) There are no guarantees provided or received for any related party receivables or payables.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

28 Segment Reporting

The Company's only business being trading of fashion footwear, bags and accessories operating in the premium and economy category, which in terms of Ind AS 108 'Operating Segments' constitutes a single reporting segment. Further, there is no geographical segment to be reported since all the operations are undertaken in India. There is no customer having revenue greater than 10% of the Company turnover.

29 Leases

Right-of-use Asset (Showrooms and Warehouse)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,067.66**	**970.34**
Additions during the year	587.89	311.81
Disposals during the year	(36.07)	(18.43)
Depreciation expense for the year	(240.06)	(196.06)
Balance at the end of the year	**1,379.42**	**1,067.66**

Lease Liabilities

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,227.08**	**1,098.43**
Additions during the year	571.72	301.54
Disposals during the year	(45.85)	(24.04)
Interest expense for the year	110.12	89.99
Lease payment during the year	(292.86)	(238.84)
Balance at the end of the year	**1,570.21**	**1,227.08**

Maturity analysis - contractual undiscounted cash flows

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	323.30	258.56
1 - 5 Year	1,082.11	872.12
More than 5 years	651.47	468.44
Total undiscounted lease liabilities at the end of the year	**2,056.88**	**1,599.12**

₹ in Crores

Lease Liabilities included in Financial statement at the end of the year	**1,570.21**	**1,227.08**
Current	215.54	172.60
Non-Current	1,354.67	1,054.48

Amounts recognised in Statement of Profit and Loss

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities	110.12	89.99
Depreciation of Right-of-use assets	240.06	196.06
Expenses relating to short term leases/Variable lease payments	49.24	53.27
Total	**399.42**	**339.32**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Amounts recognised in Statement of Cash Flows

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Cash outflow for Leases	(292.86)	(238.84)

a) The Company has showrooms and warehouses under lease which comprises Buildings.

b) The Company incurred ₹ 49.24 Crores for the year ended March 31, 2026 (Previous year ₹ 53.27 Crores) towards expenses relating to short-term leases and variable lease payments. The total cash outflow for leases is ₹ 292.86 Crores for the year ended March 31, 2026 (Previous year ₹ 238.84 Crores) excluding cash outflow of short-term leases and variable lease payments. Interest on lease liabilities is ₹ 110.12 Crores for the year ended March 31, 2026 (Previous year ₹ 89.99 Crores).

c) The effective interest rate for lease liabilities is 7.31 % (March 31, 2025: 7.34%).

d) The future lease payment for non-cancellable lease contracts (which have not commenced) as at March 31, 2026 ₹ 55.58 Crores (March 31, 2025: ₹ 111.26 Crores).

30 Basic and Diluted Earnings per Share is calculated as under:

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Profit after tax as per Statement of Profit and Loss	400.49	349.59
Weighted average number of Equity Shares:		
- Basic	272,366,143	272,025,712
Add: Effect of Potential Equity Shares on employees stock options outstanding	675,552	929,230
- Diluted	273,041,695	272,954,942
Earnings per Share (₹)		
- Basic (₹)	14.70	12.85
- Diluted (₹)	14.67	12.81

31 Employee Stock Option Plan 2008 (ESOP – 2008):

The Company had granted stock options (options) to its eligible employees in terms of Employees Stock Option plan 2008 (ESOP 2008) of the Company as approved by the shareholders in the 31st Annual General Meeting held on 11th September, 2008.

The said plan was further amended vide shareholders resolution dated August 5th, 2021

As per the amended Scheme, the Nomination and Remuneration Committee (NRC) grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from minimum of one year to maximum of five years years from the date of grant. All the vested options shall expire within 5 years from the respective date(s) of vesting or after 2 years from the date of listing of the Company's shares in any recognised Stock Exchange, whichever is later. In case of termination of employment, the options granted, to the extent not exercised previously along with unvested options will terminate on the date of such termination of employment. In case of voluntary resignation, the employee can exercise the vested option within a period of three (3) days.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

a) The particulars of the Options distributed under ESOP 2008 are as follows:

Particulars	ESOP
Eligibility	A permanent employee or a director of the Company (including of subsidiaries in India or out of India or of a holding company of the company) but excluding (a) an employee who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through any body corporate, directly holds more than 10% of the outstanding equity shares of the Company.
Plan Tenure	Tenure of the plan is 11 years, i.e. September 15, 2009 to September 14, 2020 or as determined by the Board / Compensation Committee from time to time. Any stock option which remains ungranted after closing date would automatically be lapsed.
Vesting period	The options granted will vest over the term determined by the Nomination and Remuneration Committee in graded manner. Further, in case of disability and death all the unvested options will vest immediately from the date of such event.
Exercise Period	The vested options must be exercised immediately after the earliest of the occurrence of the following : (a) Expiry of five years from the vesting date or two years of the listing of the shares on a recognized stock exchange, whichever is later (b) Three days following the date of grantee's voluntary resignation (c) In case of disability and death of grantee's the legal heir must exercise the shares within six months from the date of such event. (d) Three months from the date of retirement.
Exercise Price	The exercise price per option is to be determined by the Board / NRC at the time of grant but the fair market value should not be less than the face value of a share on the grant date.
Face value	Equity Shares of face value ₹ 5/- each (Previous year ₹ 5/- each)

b) The particulars of number of options granted, exercised and lapsed for Employees Stock Option plan 2008 (ESOP 2008) are as follows:

Summary of stock options

₹ in Crores

Particulars	Number of options as at March 31,2026	Number of options as at March 31,2025
Options outstanding at the beginning of the year	**1,249,079**	**1,504,532**
Options granted during the year*	252,282	162,817
Options exercised during the year	(300,751)	(335,217)
Options forfeited / lapsed during the year	(194,735)	(83,053)
Options outstanding at the end of the year	**1,005,875**	**1,249,079**

* Options granted during the year ended:

March 31, 2026		March 31, 2025	
July 01, 2024	14,511	April 01, 2024	8,372
October 01, 2024	4,499	July 01, 2024	35,912
April 01, 2025	41,443	October 01, 2024	56,683
July 01, 2025	150,308	October 01, 2024	732
October 01, 2025	9,638	January 01, 2025	61,118
January 01, 2026	31,883		
Total	**252,282**	**Total**	**162,817**

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Information in respect of options outstanding as at March 31, 2026

Range of exercise price:	Number of options	Weighted average remaining life
₹ 228.00	374,200	0.50
₹ 228.00	79,759	1.50
₹ 228.00	41,809	0.50
₹ 391.46	16,650	1.56
₹ 228.00	6,162	0.84
₹ 409.70	22,005	2.01
₹ 403.10	53,284	2.25
₹ 228.00	14,000	1.42
₹ 228.00	6,684	2.50
₹ 488.25	8,535	2.51
₹ 544.80	52,525	2.76
₹ 588.25	8,372	3.01
₹ 563.36	49,626	3.25
₹ 649.95	58,565	3.51
₹ 228.00	488	1.50
₹ 608.55	21,310	3.76
₹ 585.76	41,443	4.01
₹ 571.59	108,937	4.25
₹ 599.18	9,638	4.51
₹ 577.79	31,883	4.76

c) During the year the Company has granted 2,52,282 options under the said scheme to eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The fair value of the options granted during the year are as follows:

The fair value of the options granted during the year are as follows:

Number of options - 14,511, Vesting period - 5 years

Grant date- July 01, 2024	Fair value per option (₹)
July 01, 2025	725.06
July 01, 2026	752.98
July 01, 2027	779.42
July 01, 2028	806.64
July 01, 2029	829.26

Number of options - 4,499, Vesting period - 5 years

Grant date- October 01, 2024	Fair value per option (₹)
October 01, 2025	693.10
October 01, 2026	725.38
October 01, 2027	756.00
October 01, 2028	788.68
October 01, 2029	815.38

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Number of options - 41,443, Vesting period - 5 years

Grant date- April 01, 2025	Fair value per option (₹)
April 01, 2026	472.46
April 01, 2027	493.30
April 01, 2028	515.74
April 01, 2029	535.84
April 01, 2030	557.27

Number of options - 1,50,308, Vesting period - 5 years

Grant date- July 01, 2025	Fair value per option (₹)
July 01, 2026	614.42
July 01, 2027	632.13
July 01, 2028	651.13
July 01, 2029	669.15
July 01, 2030	690.09

Number of options - 9,638, Vesting period - 5 years

Grant date- October 01, 2025	Fair value per option (₹)
October 01, 2026	731.10
October 01, 2027	750.97
October 01, 2028	772.04
October 01, 2029	791.81
October 01, 2030	813.90

Number of options - 31,883, Vesting period - 5 years

Grant date- January 01, 2026	Fair value per option (₹)
January 01, 2027	667.25
January 01, 2028	686.30
January 01, 2029	705.96
January 01, 2030	725.74
January 01, 2031	747.47

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Grant dated : July 01, 2024 (5 years vesting)	
Risk free interest rate (%)	6.62% - 6.69%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	19.78% - 27.46%
Expected dividend yield (%)	0.41%
Exercise price (₹)	563.36
Stock price (₹)	1,228.50

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Grant dated : October 01, 2024 (5 years vesting)	
Risk free interest rate (%)	6.33% - 6.40%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	19.01% - 27.03%
Expected dividend yield (%)	0.39%
Exercise price (₹)	649.95
Stock price (₹)	1,275.65

Grant dated : April 01, 2025 (5 years vesting)	
Risk free interest rate (%)	6.15% - 6.20%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	21.82% - 27.17%
Expected dividend yield (%)	1.22%
Exercise price (₹)	585.76
Stock price (₹)	1,013.30

Grant dated : July 01, 2025 (5 years vesting)	
Risk free interest rate (%)	5.52% - 5.91%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	21.63% - 27.05%
Expected dividend yield (%)	1.07%
Exercise price (₹)	571.59
Stock price (₹)	1,150.20

Grant dated : October 01, 2025 (5 years vesting)	
Risk free interest rate (%)	5.62% - 6.12%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	22.97% - 27.43%
Expected dividend yield (%)	0.96%
Exercise price (₹)	599.18
Stock price (₹)	1,290.30

Grant dated : January 01, 2026 (5 years vesting)	
Risk free interest rate (%)	5.61% - 6.18%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	23.26% - 27.36
Expected dividend yield (%)	1.02%
Exercise price (₹)	577.79
Stock price (₹)	1,207.10

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. Consequently, salaries, wages, bonus etc. includes ₹ 10.80 crores (Previous year ₹ 11.33 crores) being expenses on account of share based payments, after adjusting for reversals on account of options forfeited.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

32 Expenditure on Corporate Social Responsibility

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(i)	Amount required to be spent by the Company during the year	9.45	8.04
(ii)	Amount spent during the year (refer note below)		
	- Construction/Acquisition of any asset		
	a) In cash	-	-
	b) Yet to paid in cash	-	-
	- On purpose other than above		
	a) In cash (including shortfall of previous year ₹ 0.05 crores (March 31, 2025 ₹ 0.51 crores))	8.86	8.50
	b) Yet to paid in cash	-	-
(iii)	Shortfall at the end of the year	(0.64)	(0.05)
(iv)	Total of previous years excess	-	-
(v)	Reason for shortfall/excess		
	The amount of shortfall pertains to ongoing projects identified as per Schedule VII of the Companies Act, 2013. Shortfall for the previous year ended March 31, 2025 has been paid during the year ended March 31, 2026. The total shortfall for the current year ended March 31, 2026, ₹ 0.64 Crores has been transferred to Unspent CSR Account on or before April 30, 2026.		
(vi)	Nature of CSR activities		
	a) Good health and well being	-	-
	b) Education	5.11	5.09
	c) Processing of Old discarded footwear in an Ecofriendly manner	2.75	1.08
	d) Other	1.00	2.33
(vii)	Details of related party transactions	Not Applicable	Not Applicable
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable	Not Applicable

Note:

The Company has incurred the aforesaid expenditure towards ongoing projects.

33 Financial Instruments

33.1 Capital Management

Risk Management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Equity		
Equity Share Capital	136.27	136.12
Other Equity	1,816.62	1,543.37
Total Equity	**1,952.89**	**1,679.49**
Total Debt *	**1,570.21**	**1,227.08**
Debt Equity Ratio	**0.80**	**0.73**

** Total Debt comprises of Lease Liability.*

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

33.2 Categories of financial instruments

Financial Assets and Financial Liabilities classified under Level 1 , Level 2 and Level 3 hierarchy.

₹ in Crores

Particulars	Hierarchy level	As at March 31, 2026	As at March 31, 2025
Financial Assets			
Measured at fair value through profit or loss			
- Investments in Mutual funds	Level 2	276.49	154.79
- Investments in Bonds	Level 1	15.49	27.62
- Investments in Optionally Convertible Debentures	Level 3	20.86	20.86
- Investments in Infrastructure Investment trusts	Level 1	85.76	61.79
- Investments in Non-Convertible Debentures	Level 1	99.94	-
Measured at amortised cost			
- Trade receivables #		49.83	47.97
- Cash and cash equivalents #		32.27	92.54
- Investments in Equity instrument		5.50	5.50
- Investments in Compulsorily Convertible Preference Shares		1.96	1.96
- Other Bank balances #		0.17	0.17
- Investment in Fixed Deposits of Non Banking Companies #		-	39.00
- Investment in Commercial Papers #		157.26	228.42
- Loans #		0.91	1.37
- Other financial assets #		205.83	271.74
Measured at fair value through Other Comprehensive Income			
- Investments in Bonds	Level 1	12.01	12.24
Financial Liabilities			
Measured at amortised cost			
- Trade payables #		275.53	222.75
- Other financial liabilities #		66.92	36.00
- Lease Liabilities #		1,570.21	1,227.08

 # The Company considers that the carrying amount of financial assets and financial liabilities recognised in the financial statements approximates their fair value.

There have been no transfers between level 1 and level 2 during the period.

33.3 Fair Value measurements

Fair valuation techniques and inputs used

(i) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are

a) recognised and measured at fair value and

b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A quoted market price in an active market provides the most reliable evidence of fair value and is used without adjustment to measure fair value whenever available, with limited exceptions.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include:

- quoted prices for similar assets or liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- inputs other than quoted prices that are observable for the asset or liability, for example
- interest rates and yield curves observable at commonly quoted intervals
- implied volatilities
- credit spreads
- inputs that are derived principally from or corroborated by observable market data by correlation or other means ('market – corroborated inputs')

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that relevant observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.

Financial assets measured at fair value

Financial assets	Fair value (₹ in crores)		Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
	As at March 31, 2026	As at March 31, 2025				
Investments in Mutual funds	276.49	154.79	Level 2	Net assets value (NAV) declared by the respective asset management companies	NA	NA
Investments in Optionally Convertible Debentures	20.86	20.86	Level 3	As per Valuation obtained by management	NA	NA
Investments in bonds	27.50	39.86	Level 1	Active market determined	NA	NA
Investment in Infrastructure Investment Trusts	85.76	61.79	Level 1	Active market determined	NA	NA
Investments in Non-Convertible Debentures	99.94	-	Level 1	Active market determined	NA	NA

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

33.4 Financial Risk Management

The Company's activities expose it to variety of financial risks: credit risk, liquidity risk and market risk. In order to manage aforementioned risks, the Company operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

A) Credit Risk

(i) Credit Risk Management:

Credit risk is the risk of the financial loss that the counterparty will default on its contractual obligation. The credit risk for the Company primarily arises from the credit exposures to trade receivables (mainly institutional customers), deposits with landlords for store properties taken on leases , cash and cash equivalents, deposits with banks and other receivables.

(ii) Trade and other receivables:

The Company's retail business is predominantly on cash and carry basis. The Company sells goods on credit basis to institutional and other customers. The credit risk on such collections is minimal considering that such sales are only 14.54% of the total sales. The credit period for institutional and other customers is between 30 to 150 days. No interest is charged on trade receivables on payment received even after the credit period. The Company has adopted a policy of dealing with only credit worthy counterparties and the credit risk exposure is managed by the Company by credit worthiness checks. As at March 31, 2026, the Company had 17 customers (as at March 31, 2025 : 12 customers) that accounted for approximately 89.17% (as at March 31, 2025 : 84.19%) of the total receivables. The Company also carries credit risk on lease deposits with landlords for store properties taken on lease, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

The Company's experience of delinquencies and customer disputes have been minimal.

(iii) Cash and cash equivalents and deposits with banks:

Credit risk on Cash and Cash Equivalents is limited as the Company generally invests in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

B) Liquidity Risk

(i) Liquidity Risk Management

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

(ii) Maturity of financial liabilities

The table below analyse the Company's financial liabilities into relevant maturity based on their remaining contractual maturities of all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

₹ in crores

Contractual maturities of financial liabilities	Less than 1 year	Between 1 and 3 years	Between 3 and 5 years	More than 5 years	Total Undiscounted cash amount	Carrying amounts
As at 31st March, 2026						
Non- derivative financial liabilities						
Non interest bearing:						
Trade Payables	275.53	-	-	-	275.53	275.53
Lease liabilities	323.30	593.77	488.34	651.47	2,056.88	1,570.21
Others	66.92	-	-	-	66.92	66.92

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

₹ in crores

Contractual maturities of financial liabilities	Less than 1 year	Between 1 and 3 years	Between 3 and 5 years	More than 5 years	Total Undiscounted cash amount	Carrying amounts
As at 31st March, 2025						
Non- derivative financial liabilities						
Non interest bearing:						
Trade Payables	222.75	-	-	-	222.75	222.75
Lease liabilities	258.56	485.30	386.83	468.43	1,599.12	1,227.08
Others	36.00	-	-	-	36.00	36.00

The Company has access to following financing facilities which were undrawn as at the end of the year.

₹ in Crores

Undrawn financing facilities	As at March 31, 2026	As at March 31, 2025
Secured working capital facilities		
Amount Used	-	-
Amount Unused	56.00	46.00
Total	**56.00**	**46.00**

The above facility has been secured by a charge on Company's current assets & receivables.

C) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Currency risk, interest risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

(i) Product Price risk

Product price increases which are not in line with the levels of customers discretionary spends, may affect the sales volumes. In such a scenario, the risk is managed by offering judicious discounts to customers to sustain volumes. Company negotiates with its vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the retail customers. This helps Company protect itself from significant product margin losses.

(ii) Interest risk

The Company is not exposed to interest rate risk through the borrowing activities. The Company does not enter into financial instrument transactions for trading or speculative purposes or to manage interest rate exposure.

(iii) Currency risk

The Company's significant transactions are in Indian rupees and therefore there is minimal foreign currency risk.

The Company's exposure to foreign currency risk at the end of the reporting period expressed in ₹ in Crores, is as follows

Particulars	As at March 31, 2026		As at March 31, 2025	
	₹ in Crores	USD($) in Crores	₹ in Crores	USD($) in Crores
Trade Payables	0.00	0.00	0.00	0.00

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

Sensitivity

The sensitivity of profit or loss to changes in the exchange rates arises mainly from foreign currency denominated financial instruments.

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
USD sensitivity		
₹/USD -Increase by 1% #	(0.00)	(0.00)
₹/USD -Decrease by 1% #	0.00	0.00

34 Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
The principal amount remaining unpaid to any supplier at the end of the accounting year	55.35	52.46
The Interest due on the principal amount remaining unpaid to any supplier at the end of the accounting year	-	1.34
The amount of interest paid by the buyer in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	0.78	-
The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year (where the principal has been paid but interest under the MSMED Act, 2006 is not paid)	-	1.34
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of the MSMED Act, 2006	-	1.34

Note : Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

35 Events after the reporting period

No events, other than those disclosed in the financial statements, have occurred subsequent to the balance sheet date or are pending that would require adjustment to, or disclosure in the financial statements or amendment to significant assumptions used in the preparation of accounting estimate.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

36 Ratio analysis and its elements

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current Assets	1,745.34	1,501.12
Current Liabilities	628.29	536.54
Ratio	**2.78**	**2.80**
% Change from previous year	**(1%)**	

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current and non current borrowings

The Company do not have any outstanding borrowing as at year ended March 31, 2026 and March 31, 2025 and hence debt equity ratio is not applicable

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at March 31, 2026	As at March 31, 2025
Earnings available for debt service	674.09	585.79
Debt Service	292.86	238.84
Ratio	**2.30**	**2.45**
% Change from previous year	**(6%)**	

Earnings available for debt service= Net Profit after taxes + Non-cash operating expenses

Debt service = Interest and Lease Payments + Principal Repayments

d) Return on Equity Ratio / Return on investment Ratio = Net profit after tax divided by Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax	400.49	349.59
Total equity	1,952.89	1,679.49
Ratio	**20.51%**	**20.82%**
% Change from previous year	**(1%)**	

e) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	As at March 31, 2026	As at March 31, 2025
Cost of goods sold	1,170.72	1030.85
Average Inventory	736.79	663.82
Ratio	**1.59**	**1.55**
% Change from previous year	**2%**	

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

f) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Credit Sales (Net)	311.75	243.16
Average Trade Receivables	48.90	42.73
Ratio	**6.38**	**5.69**
% Change from previous year	**12%**	

g) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Credit Purchases (Net)	1,385.41	962.10
Average Trade Payables	249.14	237.00
Ratio	**5.56**	**4.06**
% Change from previous year	**37%**	

This ratio increased from 4.06 in March 2025 to 5.56 in March 2026, mainly due to higher purchases and quicker settlement of supplier dues driven by improved payment efficiency.

h) Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital= current assets - current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Sales	2,797.16	2,449.61
Current Assets (A)	1,745.34	1,501.12
Current Liabilities (B)	628.29	536.54
Net Working Capital (C) = (A) - (B)	1,117.05	964.58
Ratio	**2.50**	**2.54**
% Change from previous year	**(1%)**	

i) Net profit ratio = Net profit after tax divided by revenue from operation

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax	400.49	349.59
Revenue from operation	2,797.16	2,449.61
Ratio	**14.32%**	**14.27%**
% Change from previous year	**0%**	

j) Return on Capital employed =Earnings before interest and taxes (EBIT) divided by Capital Employed (pre cash)

Particulars	As at March 31, 2026	As at March 31, 2025
Profit after tax (A)	400.49	349.59
Finance Costs (B)	110.90	90.37
Total Tax Expense (C)	132.57	146.73
EBIT (D) = (A)+(B)+(C)	**643.96**	**586.69**
Capital Employed (E)	**1,952.89**	**1,679.49**
Ratio (D)/(E)	**32.97%**	**34.93%**
% Change from previous year	**(6%)**	

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

k) Return on Investment

Particulars	As at March 31, 2026	As at March 31, 2025
Return on investment (refer note below)	9.76%	7.99%
% Change from previous year	**22%**	

Note :

The return on investment has been computed by considering the income earned from the investment and the weighted average of the associated cash flows.

37 The Company does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

38 The Company has not been declared Wilful defaulter by any bank or financial institution or government or any government authority.

39 There are no proceedings initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

40 The Company has not traded or invested in crypto currency or virtual currency during the financial year.

41 (A) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

42 There is no delay in creation or satisfaction of charge which has been registered with Registrar of Companies (ROC) during the period.

43 The Company has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

44 The Company has been sanctioned working capital limits in excess of ₹ Five crores in aggregate from banks during the year on the basis of current assets of the Company. However, the Company is not required to file quarterly returns/statements with such banks in respect of the said loan.

45 The Company do not have any transaction not recorded in the books of accounts pertaining to any assessment year, that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

46 The Company has not revalued its property, plant and equipment and intangible assets, thus valuation by a registered valuer as defined under rule 2 of the Companies (Registered Valuers and Valuation) Rules, 2017 is not applicable.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

47 The Company has not entered into any scheme of arrangements as approved by the competent authority in terms of section 230 to 237 of the Companies Act, 2013.

48 Goodwill

Goodwill acquired in business combination has been allocated to the following Cash Generating Unit (CGU) :

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Fila business	40.37	40.37
Total	**40.37**	**40.37**

The movement in goodwill is as under :

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	40.37	40.37
Add : Additions during the year	-	-
Less : Deletion during the year	-	-
Less : Impairment during the year	-	-
Balance at the end of the year	**40.37**	**40.37**

Impairment testing of goodwill:

Goodwill is not amortized, instead, it is tested for impairment annually or more frequently if indicators of impairment exist. The recoverable amount of a CGU is determined based on value-in-use which require the use of certain assumptions. The value of goodwill is primarily attributable to overall synergies from future expected economic benefits.

During the current year, the Company has carried out impairment testing of Goodwill by considering the estimated value-in-use is based on discounted future cash flows for a period of 17 years (basis agreement entered into with FILA) considering weighted average cost of capital of 14.68% which reflects the time of cash flows and the anticipated risks.

An analysis of the sensitivity of the change in key parameters mainly weighted average cost of capital based on probable assumptions, did not result in any probable scenario in which the recoverable amount would decrease below the carrying amount.

49 During the year ended March 31, 2025, the Company has reconciled and reassessed the tax balances as per books primarily of the FILA business with balances as per return of income pertaining to earlier years resulting in current tax expense and reversal of deferred tax assets of ₹ 6.81 crores and ₹ 18.21 crores respectively.

50 Effective November 21, 2025, the Central Government has issued the Code on Social Security, 2020, along with other labour codes, which replace and consolidate multiple existing labour laws.

The Code prescribes an inclusive definition of the term “wages” for determining post-employment benefits for employees. As per the definition, certain specified components of remuneration are excluded from wages; however, such exclusions cannot exceed 50% of the total remuneration. Any excess of such excluded components over the prescribed threshold is required to be included within the definition of wages.

The Company has revised the existing compensation structure w.e.f. March 01, 2026, and obtained legal opinion that such revision is not detrimental to interest of employees as per section 124 of the revised code.

The Company has assessed the financial implications of these changes. The impact arising from the said changes of ₹ 3.39 crores has been appropriately recognised in statement of profit & loss as disclosed in Note 20 of the financial statements.

Notes Forming Part of the Standalone Financial Statements

for the year ended March 31, 2026

51 Audit Trail feature in Accounting Software

The Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, no instance of audit trail feature being tampered in respect of accounting software. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the respective years.

52 There were no whistle blower complaints received, other than the below complaints received and closed by the Company during the year.

Received	5
Closed	5

53 The figures for the corresponding previous year have been regrouped/reclassified wherever necessary.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Independent Auditor's Report

To the Members of Metro Brands Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Metro Brands Limited (hereinafter referred to as "the Holding Company"), its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") and joint venture comprising of the consolidated Balance Sheet as at March 31, 2026, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries and joint venture, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group and joint venture as at March 31, 2026, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group and its joint venture in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2026. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters.

Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
(a) Revenue recognition *(as described in note 1.B (G) of the consolidated financial statements)*	
Revenue from the sale of goods is recognized when control in goods is transferred to the customer and is measured net of rebates, discounts and returns. In some cases, discounts are offered on further sale of goods by the customers. Hence, provision for such discounts is estimated and accrued.	Our audit procedures included the following: • Assessed the appropriateness of the accounting policy for revenue recognition as per the relevant accounting standards. • Evaluated the design and tested the operating effectiveness of internal financial controls with respect to the revenue.

Key audit matters	How our audit addressed the key audit matter
We have determined this to be a key audit matter as a significant part of Company's revenue relates to sales through a number of Company owned outlets. These transactions are of high volume with individually small values which increases the risk of revenue being recognized inaccurately. It is thus essential to ensure whether the transfer of control of goods by the Company to the customer has occurred. Further, the Company makes assumptions and judgements for recording discount accrual. Also, there is a risk that revenue may be overstated due to pressure from the management and Board of Directors who may strive to achieve performance targets.	• For selected samples, performed testing of retail sale transactions during the year by examining the underlying documents to determine the point in time at which the transfer of control of goods occur and agreeing them with the cash / credit card / online receipts and deposit of cash amounts recorded in daily cash reports with bank deposits. • Tested the estimate of discounts accruals with underlying documentation such as management approved norms, customer agreements, sales data and customer reconciliations, as applicable. • Performed cash counts, on a sample basis, at selected stores and tested whether the cash balances are in agreement with cash receipts report. • Tested sample journal entries out of a population of entries recorded during the year, selected based on specified risk-based criteria, to identify unusual items. • Assessed that the disclosures in the financial statements is in accordance with the accounting standards.
Impairment of Goodwill and Intangible Assets of FILA business *(as described in note 50 of the consolidated financial statements)*	
As disclosed in note 50 of consolidated financial statements, the Company has goodwill amounting to ₹ 40.37 crores and intangible assets amounting to ₹ 99.38 crores as at March 31, 2026 which represents assets acquired on acquisition of FILA business of Metro Athleisure Limited, a wholly-owned subsidiary of the Company. A cash generating unit ("CGU") to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. As disclosed in note 50, impairment of goodwill and intangible assets is determined by assessing the recoverable amount of CGU to which these assets relate. We have identified the annual impairment assessment as key audit matter because of the amounts involved, complexity in assessment, judgmental by nature and further, is based on projected future cash inflows and assumptions such as expected growth rate, discount rate and terminal growth rate.	Our audit procedures included the following: • Tested the design and the operating effectiveness of internal controls over the impairment assessment process including assessment of valuation model used in assessment of impairment in the value of goodwill and intangible assets. • Obtained an understanding of the process followed by the management in determining the CGU to which goodwill is allocated and determination of recoverable amounts of CGU. • Compared projections shared by the management in previous year with the actuals for the year ended March 31, 2026. • Tested the arithmetical accuracy of the computation of recoverable amounts of each CGU. • Assessed the disclosures provided by the Company in relation to its annual impairment test in note 50 to consolidated financial statements.

Information Other than the Financial Statements and Auditor's Report Thereon

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group including joint venture in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group and its joint venture are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the group and its joint venture and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group and its joint venture are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group and of its joint venture are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group and its joint venture to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group and its joint venture to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and whose financial information we have audited, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2026 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matters

We did not audit the financial statements and other financial information, in respect of two subsidiaries, whose financial statements include total assets of ₹ 89.92 crores as at March 31, 2026, total revenues of ₹ 72.84 crores, net profit after tax of ₹ 13.54 crores, total comprehensive income of ₹ 13.49 crores, and net cash inflows of ₹ 1.08 crores for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. The consolidated financial statements also include the Group's share of net profit of ₹ 1.54 crores for the year ended March 31, 2026, as considered in the consolidated financial statements, in respect of a joint venture, whose financial statements, other financial information have been audited by other auditors and whose reports have been furnished to us by the Management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and joint venture, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and joint venture, is based solely on the report of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies and joint venture, incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries and joint venture, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) The other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors (also refer to paragraph (h)(vi) below);

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2026 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies and joint venture, none of the directors of the Group's companies and joint venture, incorporated in India, is disqualified as on March 31, 2026 from being appointed as a director in terms of Section 164 (2) of the Act;

   (f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of such subsidiary companies, incorporated in India and to the extent applicable, as noted in the 'Other Matter' paragraph, refer to our separate Report in "Annexure 2" to this report.

   This report, however, does not include a report on the internal financial controls under clause (i) of Sub-section 3 of Section 143 of the Act (the 'Report on internal financial controls') in respect of a joint venture, since based on the corresponding report of other auditor as noted in the 'Other Matter' paragraph and according to the information and explanation given to us, the said report on internal financial controls is not applicable to the said joint venture basis the exemption available to the said joint venture under MCA notification no. G.S.R. 583(E) dated June 13, 2017, read with corrigendum dated July 13, 2017 on reporting on internal financial controls with reference to consolidated financial statements;

   (g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries and joint venture, the managerial remuneration for the year ended March 31, 2026 has been paid / provided by the Holding Company, its subsidiaries and joint venture incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

   (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries and joint venture, as noted in the 'Other matter' paragraph:

      i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, and joint venture in its consolidated financial statements – Refer note 25 to the consolidated financial statements;

      ii. The Group and joint venture did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2026;

      iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company, its subsidiaries and joint venture, incorporated in India during the year ended March 31, 2026;

      iv. a) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, as disclosed in the note 43(A) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries and joint venture to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries and joint venture ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

      b) The respective managements of the Holding Company and its subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries and joint venture respectively that, to the best of its knowledge and belief, as disclosed in the note 43(B) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries and joint venture from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries and joint venture shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

      c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company until the date of the audit report of Holding Company is in accordance with section 123 of the Act.

As stated in note 11(II) to the consolidated financial statements, the Board of Directors of the Holding Company have proposed final dividend for the year which is subject to the approval of the members at the respective ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend

vi. Based on our examination which included test checks and that performed by the respective auditors of the subsidiaries and joint venture which are companies incorporated in India whose financial statements have been audited under the Act, the Holding Company, subsidiaries and joint venture have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries and joint venture did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company and the above referred subsidiaries and joint venture as per the statutory requirements for record retention, to the extent it was enabled and recorded in the respective years (refer note 53 to the financial statements).

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360YGEXLD4579

Place of Signature: Mumbai
Date: May 20, 2026

"Annexure 1" referred to in paragraph under the heading "Report on Other Legal and Regulatory Requirements" of our report of even date

Re: Metro Brands Limited ("the Company")

(xxi) There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order (CARO) reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360YGEXLD4579

Place of Signature: Mumbai
Date: May 20, 2026

"Annexure 2" to the Independent Auditor's Report of even date on the consolidated financial statements of Metro Brands Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Metro Brands Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2026, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI) ("the Guidance Note"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2026, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these two subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration Number: 324982E/E300003

per **Firoz Pradhan**
Partner
Membership Number: 109360
UDIN: 26109360YGEXLD4579

Place of Signature: Mumbai
Date: May 20, 2026

Consolidated Balance Sheet

as at March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	Note No.	As at March 31, 2026	As at March 31, 2025
A ASSETS			
1 Non-current assets			
(a) Property, plant and equipment	2a	446.68	370.73
(b) Capital work-in-progress	2d	13.63	8.50
(c) Goodwill	50	40.91	40.91
(d) Intangible assets	2c	117.23	122.68
(e) Intangible assets under development	2e	4.59	0.88
(f) Right-of-use assets	2b	1,379.42	1,067.66
(g) Investment accounted for using equity method	3	16.66	15.11
(h) Financial assets			
(i) Investment Others	3	0.01	5.51
(ii) Other Bank Balances	9c	0.11	0.03
(iii) Other financial assets	5	115.10	92.99
(i) Deferred tax assets (net)	24a	42.75	33.98
(j) Non-current tax assets (net)	24b	0.19	4.40
(k) Other non-current assets	6	8.75	2.72
Total non - current assets		**2,186.03**	**1,766.10**
2 Current assets			
(a) Inventories	7	855.95	636.90
(b) Financial assets			
(i) Investments	3	655.94	529.41
(ii) Trade receivables	8	99.82	91.20
(iii) Cash and cash equivalents	9a	32.57	94.84
(iv) Bank Balances other than (iii) above	9b	9.24	6.16
(v) Loans	4	0.96	1.40
(vi) Other financial assets	5	93.89	178.89
(c) Current Tax Assets (net)	24c	-	0.23
(d) Other current assets	6	80.90	29.32
Total current assets		**1,829.27**	**1,568.35**
Total assets (1+2)		**4,015.30**	**3,334.45**
B EQUITY AND LIABILITIES			
1 Equity			
(a) Equity share capital	10	136.27	136.12
(b) Other equity	11	1,856.88	1,572.99
Equity attributable to the owners of the Company		**1,993.15**	**1,709.11**
Non-Controlling Interests	11	33.55	28.86
Total equity		**2,026.70**	**1,737.97**
2 Non-current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	29	1,354.67	1,054.48
(b) Provisions	13	0.93	0.82
Total non - current liabilities		**1,355.60**	**1,055.30**
3 Current liabilities			
(a) Financial liabilities			
(i) Lease liabilities	29	215.54	172.60
(ii) Trade payables			
Total Outstanding dues of micro enterprises and small enterprises	14	58.21	56.73
Total Outstanding dues of creditors other than micro enterprises and small enterprises	14	219.95	169.08
(iii) Other financial liabilities	12	66.91	36.00
(b) Other Current liabilities	15	51.21	96.59
(c) Provisions	13	16.02	10.18
(d) Current tax liabilities (net)	24d	5.16	-
Total current liabilities		**633.00**	**541.18**
Total equity and liabilities (1+2+3)		**4,015.30**	**3,334.45**

See accompanying notes from 1 to 55 which form an integral part of the Consolidated financial statements.
In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Nissan Joseph
Chief Executive Officer

Place: Mumbai
Date : May 20, 2026

Consolidated Statement of Profit and Loss

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

Particulars	Note No.	For the year ended March 31, 2026	For the year ended March 31, 2025
I Income			
(a) Revenue from operations	16	2,863.63	2,507.39
(b) Other Income	17	104.22	92.99
Total Income		**2,967.85**	**2,600.38**
II Expenses			
(a) Purchases of stock-in-trade	18a	1,424.17	987.61
(b) Changes in inventories of stock in trade	18b	(219.05)	73.26
(c) Employee benefits expense	20	279.83	245.00
(d) Finance Costs	21	110.94	90.46
(e) Depreciation and amortisation expense	19	311.01	258.03
(f) Other expenses	22	511.24	444.08
Total Expenses		**2,418.14**	**2,098.44**
III Profit before share of profit of a joint venture (I-II)		**549.71**	**501.94**
IV Share of profit of a joint venture (net of tax)		**1.54**	**1.63**
V Profit before tax for the year (III+IV)		**551.25**	**503.57**
VI Tax expense			
(a) Current tax	23a	144.52	140.10
(b) Deferred tax (credit)	23a	(8.77)	(16.01)
(c) Tax in respect of prior year (refer note 51)			
Current tax	23a	(0.39)	6.81
Deferred tax	23a	-	18.21
Total tax expense		**135.36**	**149.11**
VII Profit after tax for the year (V-VI)		**415.89**	**354.46**
VIII Other comprehensive loss for the year		**(0.38)**	**(0.23)**
(a) Items that will not be reclassified to profit or loss			
- Gain/(Loss) on Remeasurements of the defined benefit plans			
(i) Group		(0.22)	0.10
(ii) Share in Joint Venture		-	(0.03)
- Income tax relating to items that will not be reclassified to profit or loss		0.06	(0.02)
(b) Items that will be reclassified to profit or loss			
- (Loss) arising on fair valuation of quoted investments in bonds		(0.22)	(0.28)
- Income tax relating to items that will be reclassified to profit or loss		-	-
IX Total comprehensive income for the year (net of tax) (VII+VIII)		**415.51**	**354.23**
Profit after tax for the year attributable to:			
- Equity holders of the Parent		411.17	350.61
- Non-controlling interests		4.72	3.85
		415.89	**354.46**
Other comprehensive loss for the year attributable to:			
- Equity holders of the Parent		(0.36)	(0.26)
- Non-controlling interests		(0.02)	0.03
		(0.38)	**(0.23)**
Total comprehensive income for the year attributable to:			
- Equity holders of the Parent		410.81	350.35
- Non-controlling interests		4.70	3.88
		415.51	**354.23**
Earning per equity share (face value of ₹ 5 each):			
Basic (₹)	30	15.10	12.89
Diluted (₹)	30	15.06	12.84

See accompanying notes from 1 to 55 which form an integral part of the Consolidated financial statements.
In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Nissan Joseph
Chief Executive Officer

Place: Mumbai
Date : May 20, 2026

Consolidated Statement of Cash Flow

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flow from Operating Activities		
Profit before tax for the year (before share of profit of joint venture)	**549.71**	**501.94**
Adjustments for:		
Depreciation and Amortisation expense	311.01	258.03
Interest Expense	110.94	90.46
Impairment provision on investments	-	1.33
Gain on termination of lease	(10.08)	(2.93)
Loss on Sale / Discard of Property Plant & Equipment (net)	5.52	2.05
Dividend income from Current Investments in Mutual Funds	(1.21)	(1.05)
Net gain on sale of Investments	(7.42)	(17.84)
Net Gain arising on Investments designated as FVTPL	(21.78)	(2.87)
Interest Income	(50.07)	(61.71)
Liabilities no longer required, written back	(6.66)	(2.27)
Employee's Stock Options Expenses	10.80	11.33
Operating profit before working capital changes	**890.76**	**776.47**
Movement in working capital:		
(Increase)/Decrease in Trade Receivable	(8.62)	(15.53)
(Increase)/Decrease in Other financial assets	(30.74)	(19.41)
(Increase)/Decrease in Other current assets	(51.58)	13.89
(Increase)/Decrease in Inventories	(219.05)	73.26
(Increase)/Decrease in Other non-current assets	(1.73)	(0.79)
Increase/(Decrease) in Trade and other payables	54.80	(35.66)
Increase/(Decrease) in Other current liabilities	(45.38)	41.53
Increase/(Decrease) in Other non-current liabilities	-	(0.32)
Increase/(Decrease) in Other financial liabilities	9.22	(1.96)
Increase/(Decrease) in Provisions	5.73	2.35
	(287.35)	**57.36**
Cash generated from Operations	603.41	833.83
Less: Income taxes paid	(129.62)	(136.30)
Net cash generated from Operating Activities *	**473.79**	**697.53**
Cash flows from Investing Activities		
Capital Expenditure on Property, Plant & Equipment and Intangible assets including Capital Advances and Capital Creditors	(139.11)	(87.40)
Proceeds from Sale / Discard of Property, Plant & Equipment	0.69	1.33
Loan Repaid	0.44	-
Interest Received	51.99	48.76
Investments in Fixed Deposits	(75.00)	(126.02)
Redemption of Fixed Deposits	155.00	59.61
Purchase of Current Investments	(2,302.17)	(2,140.55)
Redemption of Current Investments	2,206.96	2,365.61
Dividend Income from Mutual Funds	1.21	1.05
Net cash from/(used in) Investing Activities	**(99.99)**	**122.39**

Consolidated Statement of Cash Flow

for the year ended March 31, 2026
CIN: L19200MH1977PLC019449

₹ in Crores

	For the year ended March 31, 2026	For the year ended March 31, 2025
Cash flow from Financing Activities		
Proceeds from issue of shares	7.19	8.10
Proceeds from Share application money pending allotment	0.23	0.21
Payment of Lease Liabilities	(292.86)	(238.87)
Interest Paid	(0.82)	(0.48)
Payment of Final and Interim Dividend	(149.81)	(541.96)
Net cash used in Financing Activities	**(436.07)**	**(773.00)**
Net increase/(decrease) in cash and cash equivalents	**(62.27)**	**46.92**
Cash and cash equivalents at the beginning of the year	94.84	47.92
Cash and cash equivalents at the end of the year [Refer note 9a]	32.57	94.84

Notes :

1. The Cash Flow Statement has been prepared using the indirect method set out in Ind AS 7 - Statement of Cash Flows.
2. For movement of lease liabilities, refer note 29.

** Includes amount spent in cash towards Corporate Social Responsibility ₹ 9.04 crores (Previous Year ₹ 8.64 crores)*

See accompanying notes from 1 to 55 which form an integral part of the Consolidated financial statements

In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Consolidated Statement of Changes in Equity

for the year ended March 31, 2026

A. Equity share capital (refer note 10)

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of shares	Amount	Number of shares	Amount
Balance as at beginning of the year	**272,249,646**	**136.12**	**271,914,102**	**135.96**
Changes in equity share capital during the year				
Shares allotted on exercise of ESOP	297,092	0.15	335,544	0.16
Balance as at the end of the year	**272,546,738**	**136.27**	**272,249,646**	**136.12**

B. Other Equity (refer note 11)

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Parent	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Balance as at April 01, 2025	**316.81**	**0.29**	**0.03**	**25.14**	**1,231.45**	**0.21**	**(0.91)**	**1,572.99**	**28.86**	**1,601.85**
Profit for the year	-	-	-	-	411.17	-	-	411.17	4.72	415.89
Other comprehensive loss (net of income tax)	-	-	-	-	(0.14)	-	(0.22)	(0.36)	(0.02)	(0.38)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**411.03**	**-**	**(0.22)**	**410.81**	**4.70**	**415.51**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.95	-	-	(6.95)	-	-	-	-	-	-
Received from Employees on exercise of options	7.25	-	-	-	-	-	-	7.25	-	7.25
Employee stock option plan recognized	-	-	-	10.80	-	-	-	10.80	-	10.80
Dividend paid by subsidiary	-	-	-	-	-	-	-	-	-	-
Shares allotted	-	-	-	-	-	(0.21)	-	(0.21)	-	(0.21)
Share application money pending allotment	-	-	-	-	-	0.22	-	0.22	-	0.22
Payment of Interim dividend	-	-	-	-	(81.74)	-	-	(81.74)	-	(81.74)
Payment of Final dividend	-	-	-	-	(68.07)	-	-	(68.07)	-	(68.07)
Income Tax benefit arising on exercise of stock options	-	-	-	-	4.85	-	-	4.85	-	4.85
Balance as at March 31, 2026	**331.01**	**0.29**	**0.03**	**28.99**	**1,497.52**	**0.22**	**(1.13)**	**1,856.88**	**33.55**	**1,890.43**

Consolidated Statement of Changes in Equity

for the year ended March 31, 2026

B. Other Equity (refer note 11) (Contd.)

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Parent	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Balance as at April 01, 2024	**302.49**	**0.29**	**0.03**	**20.28**	**1,405.16**	**0.15**	**(0.63)**	**1,727.76**	**29.38**	**1,757.14**
Profit for the year	-	-	-	-	350.61	-	-	350.61	3.85	354.46
Other comprehensive income (net of income tax)	-	-	-	-	0.02	-	(0.28)	(0.26)	0.03	(0.23)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**350.63**	**-**	**(0.28)**	**350.35**	**3.89**	**354.23**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.47	-	-	(6.47)	-	-	-	-	-	-
Received from Employees on exercise of options	7.85	-	-	-	-	-	-	7.85	-	7.85
Employee stock option plan recognized	-	-	-	11.33	-	-	-	11.33	-	11.33
Dividend paid by subsidiary	-	-	-	-	-	-	-	-	(4.41)	(4.41)
Shares allotted	-	-	-	-	-	(0.15)	-	(0.15)	-	(0.15)
Share issue money accepted	-	-	-	-	-	0.21	-	0.21	-	0.21
Payment of Interim dividend	-	-	-	-	(476.36)	-	-	(476.36)	-	(476.36)
Payment of Final dividend	-	-	-	-	(61.19)	-	-	(61.19)	-	(61.19)
Income Tax benefit arising on exercise of stock options	-	-	-	-	13.21	-	-	13.21	-	13.21
Balance as at March 31, 2025	**316.81**	**0.29**	**0.03**	**25.14**	**1,231.45**	**0.21**	**(0.91)**	**1,572.99**	**28.86**	**1,601.85**

Note : There are no prior period errors during the current and previous year.

See accompanying notes from 1 to 55 which form an integral part of the Consolidated financial statements

In terms of our report of even date attached.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Note 1.A – CORPORATE INFORMATION

Metro Brands Limited ['the Company'] is a listed Public Limited Company and is incorporated under the provision of the Companies Act applicable in India. Its shares are listed on two recognised stock exchanges in India. The Company and its subsidiary companies (together referred to as 'the Group') are engaged in trading of fashion footwear, bags and accessories operating in the premium and economy category and its Joint Venture (JV) is engaged in manufacturing of shoe care and foot care products.

The addresses of the Company's registered office and principal place of business is given below.

401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070.

The consolidated financial statements for the year ended March 31, 2026, were approved for issue by the Board of Directors on May 20, 2026.

Note 1.B – MATERIAL ACCOUNTING POLICIES

Basis of preparation and presentation of consolidated financial statements

The consolidated financial statements of the Group have been prepared in accordance with the Indian Accounting Standard (referred to as Ind AS) prescribed under section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules 2015, as amended from time to time and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III of the Act (as amended from time to time) (Ind AS compliant Schedule III), as applicable to the consolidated financial statements.

The consolidated financial statements of the Group have been prepared on a historical cost basis except for certain financial instruments that are measured at fair values at the end of each reporting period, as explained in the accounting policies below. Historical cost is generally based on the fair value of the consideration given at the date of the transaction, in exchange of goods and services. The consolidated financial statements are presented in Indian Rupees (INR) which is also the Company's functional currency. All amounts are rounded to the nearest crores except when otherwise indicated. Figures less than rupees 50,000 are represented as "0.00".

A) Basis of consolidation

Subsidiary:

Subsidiary is an entity over which the Group has control. The Group controls an entity when it is exposed or has right to variable return from its involvement with the entity and has the ability to affect those returns through its power (that is, existing rights that give it the current ability to direct the relevant activities) over the entity. The Group re-assesses whether or not it controls the entity, in case the underlying facts and circumstances indicate that there are changes to above mentioned parameters that determine the existence of control. Subsidiary is fully consolidated from the date on which control is transferred to the Group and is de-consolidated from the date that control ceases. Non-controlling interests is the equity in a subsidiary not attributable to a parent and presented separately from the Group's equity. Non-controlling interests consist of the amount at the date of the business combination and its share of changes in equity since that date. Profit or loss and other comprehensive income are attributed to the controlling and non-controlling interests in proportion to their ownership interests, even if this results in the non-controlling interests having a deficit balance. However, in case where there are binding contractual arrangements that determine the attribution of the earnings, the attribution specified by such arrangement is considered.

Joint Venture:

A joint venture is a type of joint arrangement whereby the parties that have joint control of the arrangement have rights to the net assets of the joint venture. Joint control is the contractually agreed sharing of control of an arrangement, which exists only when decisions about the relevant activities require unanimous consent of the parties sharing control. The considerations made in determining whether significant influence or joint control are similar to those necessary to determine control over the subsidiaries.

The Company's investment in a joint venture is accounted for by the Equity Method. On acquisition of the investment in Joint venture, the excess of the Company's share of the net fair values of the Joint venture's identifiable assets and liabilities over the cost of the investment is recognised directly in equity as Capital Reserve. The carrying amount is increased or decreased to recognize the Company's share of profit or loss and other comprehensive income of the joint venture after the date of acquisition. Distributions received from the joint venture reduce the carrying amount of the investment. The carrying amount of the investment is tested for impairment at each reporting date.

The unrealised gains/losses resulting from transactions with joint venture are eliminated against the investment to the extent of the Group's interest in the investee. However unrealised losses are eliminated only to the extent that there is no evidence of impairment.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

B) Principles of consolidation

The consolidated financial statements relate to the Group and its Joint Venture. The consolidated financial statements have been prepared on the following basis:

i. The financial statements of the subsidiary companies and JV used in the consolidation are drawn up to the same reporting date as that of the Company i.e., March 31, 2026.

ii. The financial statements of the Company and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income, and expenses, after eliminating intra-group balances, intra-group transactions and resulting unrealised profits or losses (net of deferred tax), unless cost cannot be recovered.

iii. The excess of cost to the Group of its investment in the subsidiary companies over its share of equity of the subsidiary companies, at the dates on which the investments in the subsidiary companies were made are made/acquired, is recognised in the financial statement as 'Goodwill' being an asset in the consolidated financial statements. Similarly, where the share of equity in the subsidiary companies as on the dates of investment/ acquisition is more than cost of the investment of the Group, it is recognised as 'Capital Reserve' and shown under the head 'Other Equity' in the consolidated financial statements.

C) Business combination and goodwill

Business combinations are accounted for using the acquisition method. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at acquisition date fair value and the amount of any non-controlling interests in the acquiree. For each business combination, the Group elects whether to measure the non-controlling interests in the acquiree at fair value or at the proportionate share of the acquiree's identifiable net assets. Acquisition-related costs are expensed as incurred.

The Group determines that it has acquired a business when the acquired set of activities and assets include an input and a substantive process that together significantly contribute to the ability to create outputs. The acquired process is considered substantive if it is critical to the ability to continue producing outputs, and the inputs acquired include an organised workforce with the necessary skills, knowledge, or experience to perform that process or it significantly contributes to the ability to continue producing outputs and is considered unique or scarce or cannot be replaced without significant cost, effort, or delay in the ability to continue producing outputs.

At the acquisition date, the identifiable assets acquired, and the liabilities assumed are recognised at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable. However, the following assets and liabilities acquired in a business combination are measured at the basis indicated below:

- Deferred tax assets or liabilities, and the liabilities or assets related to employee benefit arrangements are recognised and measured in accordance with Ind AS 12 Income Tax and Ind AS 19 Employee Benefits respectively.
- Potential tax effects of temporary differences and carry forwards of an acquiree that exist at the acquisition date or arise because of the acquisition are accounted in accordance with Ind AS 12- Income tax.

When the Group acquires a business, it assesses the financial assets and liabilities assumed for appropriate classification and designation in accordance with the contractual terms, economic circumstances, and pertinent conditions as at the acquisition date. This includes the separation of embedded derivatives in host contracts by the acquiree.

Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred and the amount recognised for non-controlling interests, and any previous interest held, over the fair value of net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is more than the aggregate consideration transferred, the Group re-assesses whether it has correctly identified all the assets acquired and all the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

A cash generating unit to which goodwill has been allocated is tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash generating unit is less than it is carrying amount, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro rata based on the carrying amount of each asset in the unit. Any impairment loss for goodwill is recognised in profit or loss. An impairment loss recognised for goodwill is not reversed in subsequent periods.

Where goodwill has been allocated to a cash-generating unit and part of the operation within that unit is disposed of, the goodwill associated with the disposed operation is included in the carrying amount of the operation when determining the gain or loss on disposal. Goodwill disposed in these circumstances is measured based on the relative values of the disposed operation and the portion of the cash-generating unit retained.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Group reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

D) Current versus non-current classification

The Group segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has identified period up to twelve months as its operating cycle.

E) Fair valuation

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date, regardless of whether that price is directly observable or estimated using another valuation technique. In estimating the fair value of an asset or a liability, the Group takes into account the characteristics of the asset or liability if the market participants would take those characteristics into account when pricing the asset or liability at the measurement date.

Fair value for measurement and/or disclosure purposes in these consolidated financial statements is determined on such a basis, except for share-based payment transactions that are within the scope of Ind AS 102, leasing transactions that are within the scope of Ind AS 116, and measurements that have some similarities to fair value but are not fair value, such as net realisable value in Ind AS 2 or value in use in Ind AS 36.

In addition, for financial reporting purposes, the fair value measurements are categorised into Level 1, 2 or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date.
- Level 2 inputs are inputs, other than quoted prices included in Level 1, that are observable for the asset or liability, either directly or indirectly; and
- Level 3 inputs are unobservable inputs for the asset or liability.

F) Going Concern

The consolidated financial statements of the Group have been prepared on a going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires change in accounting policy hitherto in use.

G) Revenue Recognition

i) Sale of goods and services:

Revenue is recognized on satisfaction of performance obligation upon transfer of control of promised products or services to customers for an amount that reflects the consideration the Group expects to receive in exchange for those products. The control of goods is transferred to the customer depending upon agreed terms with customer or on delivery basis. Control is considered to be transferred to the customer when the customer has ability to direct the use of such products and obtain substantially all the benefits from it.

Payment of the transaction price is due immediately when the customer purchases the goods and takes delivery in store.

Sale of Gift voucher is considered as advance received from the customers till the time the vouchers are redeemed by the customer for the purchase of products and products sold is qualified for revenue recognition.

The Group operates a loyalty points programme which allows customers to accumulate points when they purchase products in the Group's retail stores. The loyalty points give rise to a separate performance obligation as they provide a material right to the customer to acquire goods or services in the future.

The points can be redeemed against consideration payable for subsequent purchases. Consideration received is allocated between the products sold and number of points expected to be redeemed. The consideration allocated to the loyalty points is measured by reference to their relative stand-alone selling price. The Group recognises the consideration allocated to loyalty points, when the loyalty points are redeemed. When estimating the stand-alone selling price of the loyalty points, the Group considers the likelihood that the customer will redeem the points. The Group updates its estimates of the points that will be redeemed on a quarterly basis and any adjustments to the liability balance are charged against revenue.

ii) Sales through E-commerce channels:

The Group through marketplace and its own website sells its products to customers. Revenue from sale of goods through the website is recognised when control of the products has transferred, being when the products are delivered to the customer. For e-commerce sales, it is the Group's policy to sell its products to the end customer with a right of return within 15 to 60 days. The Group uses the expected value method to estimate the sales return. Based on historical return data of each product, expected return percentage is determined. These percentages are applied to derive the sales return.

iii) Interest and Dividend Income:

Dividend Income is accounted when right to receive the dividend is established.

Interest Income is recognized on time proportion basis taking into account the amount outstanding and the effective interest rate applicable.

H) Property, plant and equipment and intangible assets

Property, plant and equipment:

Property, plant and equipment are carried at cost less accumulated depreciation and impairment losses, if any. The cost of property, plant and equipment comprises its purchase price net of any trade discounts and rebates, any import duties and other taxes (other than those subsequently recoverable from the tax authorities), any directly attributable expenditure on making the asset ready for its intended use and interest on borrowings attributable to acquisition of qualifying property, plant and equipment up to the date the asset is ready for its intended use. Subsequent expenditure on property, plant and equipment after its purchase / completion is capitalised only if such expenditure meets the recognition criteria.

Property, plant and equipment retired from active use and held for sale are stated at the lower of their carrying value and fair value less cost to sell and are disclosed separately. Any expected loss is recognised immediately in the Consolidated statement of Profit and Loss. Losses arising from the retirement of, and gains or losses arising from disposal of property, plant and equipment are recognised in the Consolidated statement of Profit and Loss.

On transition to Ind AS the Group had elected to continue with the carrying value for all of its property, plant and equipment as recognised in the financial statements as at the date of the transition to Ind AS, measured as per the previous GAAP and use as its deemed cost as at the date of transition. This exemption has been used for intangible assets covered by Ind AS 38 'Intangible Assets'.

Depreciation:

Depreciation is calculated on Straight Line method over the estimated useful life of all assets.

Asset wise useful lives of assets are as follows.

- Buildings – 60 years
- Furniture and fittings – 10 years
- Machinery and equipment - 10 years
- Motor Vehicles – 8 years
- Computers – 3 years

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

These lives are in accordance with Schedule II to the Companies Act, 2013, other than the following asset: Leasehold improvements are amortised on straight line basis over the lease term or useful life (Not exceeding 10 years) whichever is lower.

Intangible Assets:

Intangible Assets with finite useful lives acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses, if any. Amortisation is recognised on straight line basis over their estimated useful lives. The estimated useful lives and amortisation method are reviewed at the end of each reporting period, with the effects of any changes in estimate being accounted for on a prospective basis. Intangible assets with indefinite useful lives that acquired separately are carried at cost less accumulated impairment loss.

Intangible assets are amortised over their estimated useful life as follows: -

- Trademark – 10-20 years
- Copy Rights – 10 years
- Computer Software – 5 years
- Commercial Rights - 10 years
- Brand- 10 years
- Non-compete- 5 years

Capital work in progress:

Projects under which property, plant and equipment are not yet ready for their intended use are carried at cost, comprising direct cost and attributable interest.

Intangible Assets under development:

Expenditure on intangible assets under development eligible for capitalisation are carried as Intangible assets under development where such assets are not yet ready for their intended use. The expenditure incurred only in the development stage of intangible assets is capitalised.

I) Impairment of Non-Financial Assets

At the end of each reporting period, the Group reviews the carrying amounts of its property, plant and equipment and Intangible assets to determine whether there is any indication that those assets have suffered an impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of the impairment loss (if any). When it is not possible to estimate the recoverable amount of an individual asset, the Group estimates the recoverable amount of the cash generating unit to which the asset belongs.

Goodwill arising on Business Combination is carried at cost less any accumulated impairment losses. Goodwill is annually tested for impairment. Impairment loss, if any, to the extent the carrying amount exceeds the recoverable amount is charged off to the Statement of Profit and Loss as it arises and is not reversed.

For impairment testing, goodwill is allocated to Cash Generating Unit (CGU) or group of CGUs to which it relates, which is not larger than an operating segment, and is monitored for internal management purposes.

A cash-generating unit is the smallest identifiable group of assets that generate cash inflows that are largely independent of cash inflows from other assets or group of assets. Identification of an asset's cash-generating unit involves judgement. If recoverable amount cannot be determined for an individual asset, an entity identifies the lowest aggregation of assets that generate largely independent cash inflows. The FILA brand and each store is treated as a separate Cash Generating Unit (CGU) for impairment assessment purposes, as it represents a distinct group of assets that generates largely independent cash inflows and is monitored by management for performance evaluation.

On disposal of the CGU or group of CGUs, attributable amount of goodwill is included in the determination of the profit or loss recognised in the Statement of Profit and Loss.

Recoverable amount is higher of fair value less cost of disposal and value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. In assessing the value in use, the estimated future cash flows are discounted at their present value using the pre-tax discount rate that reflects current market assessment of time value of money and the risks specific to assets for which the estimates of future cash flows have not been adjusted. The management uses detailed budgets and forecast calculations in assessing the value in use.

If the recoverable amount of an asset (or cash-generating unit) is estimated to be less than its carrying amount, the carrying amount of the asset (or cash-generating unit) is reduced to its recoverable amount. An impairment loss is recognised immediately in the Consolidated statement of Profit or Loss.

When an impairment loss subsequently reverses, the carrying amount of the asset (or a cash generating unit) is increased to the revised estimate of its recoverable amount, so that the increased carrying amount does not exceed the carrying amount that would have been determined had no impairment loss been recognised for the asset or cash generating unit in prior periods. A reversal of an impairment loss is recognised immediately in the Consolidated statement of Profit or Loss.

J) Inventories

Inventories are valued at the lower of cost and net realisable value. Cost is determined on moving weighted average cost basis. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Inventory cost includes purchase price and other directly attributable costs (such as taxes other than those subsequently recovered from the tax authorities), freight inward and other related incidental expenses incurred in bringing the inventory to its present condition and location.

K) Taxation

Income Tax expense represents the sum of the current tax and deferred tax.

Current Tax:

Current tax is the tax payable on the taxable profit for the period. Taxable profit differs from profit before tax as reported in the Consolidated statement of Profit and Loss because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Group's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period, in accordance with the Income Tax Act, 1961.

Deferred Tax:

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognised for all taxable temporary differences, except:

- When the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences
- In respect of taxable temporary differences associated with investments in subsidiaries and interests in joint ventures, when the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Deferred tax assets are recognised for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilised, except:

- When the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences
- In respect of deductible temporary differences associated with investments in subsidiaries and interests in joint ventures, deferred tax assets are recognised only to the extent that it is probable that the temporary differences will reverse in the foreseeable future and taxable profit will be available against which the temporary differences can be utilised

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognised deferred tax assets are re-assessed at each reporting date and are recognised to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities

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simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

L) Employee Benefits

Employee Benefit Expenses comprise of salaries, wages and bonus, contribution to provident and other funds, gratuity expenses, share based payments expenses and staff welfare expenses.

Short-term employee benefits:

The undiscounted amount of short-term employee benefits expected to be paid in exchange of the services rendered by employees are recognised during the period when the employees render the service. These benefits include performance incentive and compensated absences which are expected to occur within twelve months after the end of the period in which the employee renders the related service.

In case of non-accumulating compensated absences, the cost of short-term compensated absences is accounted when the absences occur.

Long-term employee benefits:

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

Liabilities recognised in respect of other long term employee benefits are measured at present value of the estimated future cash flow expected to be made by the Group in respect of services provided by employees up to the reporting date.

i) **Defined Contribution Plan:**

The Provident Fund is a defined contribution scheme. The eligible employees of the Group are entitled to receive post-employment benefits in respect of provident fund, in which both employees and the Group make monthly contributions at a specified percentage of the employees' eligible salary. The Group's contribution is recognised as an expense in the Consolidated statement of Profit and Loss during the period in which the employee renders the related service.

ii) **Defined Benefit Plan:**

The Group has Defined Benefit Plan in the form of Gratuity.

Gratuity fund is recognised by the Income-tax authorities and administered through an insurance fund. Liability for Defined Benefit Plans is provided on the basis of valuations, as at the Balance Sheet date, carried out by an independent actuary.

The defined benefit obligation is calculated at each reporting period by independent actuary using the projected unit credit method. The present value of the defined benefit obligation is determined by discounting the estimated future cash outflows using discount rate (interest rates of government bonds) that have terms to maturity approximating to the terms of the Gratuity.

Remeasurement gains and losses arising from experience adjustments, return on plan assets and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income.

Net interest is calculated by applying the discount rate to the net defined benefit liability or asset.

Defined benefit cost is split into:

- Service Cost, which includes current service cost, past service cost and gains and losses on curtailments and settlements.
- Net interest expense or Income
- Remeasurements

The Group recognises service cost within profit and loss as employee benefit expenses. Net interest expense or income is recognised within finance costs.

M) Foreign Currencies

i) Initial Recognition

Transactions in foreign currencies are initially recorded by the Group's entities at their respective functional currency spot rates at the date the transaction first qualifies for recognition. However, for practical reasons, the Group uses average rate if the average approximates the actual rate at the date of the transaction.

ii) Conversion

Foreign currency monetary items are translated using the closing exchange rate as on Balance Sheet date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

iii) Exchange Differences

Exchange differences arising on the settlement of monetary items or on remeasurement of monetary items at rates different from those at which they were initially recorded during the period, or reported in previous financial statements, are recognised as income or as expenses in the period in which they arise and disclosed as a net amount in the financial statements.

N) Employees Stock Option Plan (ESOP)

In respect of Employee Stock Options, the Group measures the compensation cost using the fair value on grant date. The compensation cost, if any, is amortised on a straight-line basis over the vesting period of the options, based on the Group's estimate of equity instruments that will eventually vest.

O) Provisions and Contingent Liabilities

(i) Provisions

Provisions are recognised when the Group has a present legal or constructive obligation as a result of past events; it is probable that an outflow of resources will be required to settle the obligation; and the amount can be reliably estimated. If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost.

Provision for warranty:

The estimated liability for product warranties is recorded when products are sold. These estimates are established using historical information on the nature, frequency and average cost of warranty claims and management estimates regarding possible future incidence based on corrective actions on product failures. The timing of outflows will vary as and when warranty claim will arise.

(ii) Contingent Liabilities

Contingent liabilities are disclosed when there is:

- A possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group; or
- A present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle, or reliable estimate of the amount cannot be made.

P) Financial Instruments

Financial assets and financial liabilities are recognised when a Group becomes party to the contractual provisions of the instruments. Financial assets and financial liabilities are initially measured at fair value except for trade receivables that do not have a significant financing component which are measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities, at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Consolidated statement of Profit and Loss.

Financial assets:

(i) **Classification:**

The classification depends on the entity's business model for managing the financial assets and the contractual terms of the cash flows. The Group classifies its financial assets in the following subsequent measurement categories:

Amortised Cost

Financial assets that are held within a business model for collection of contractual cash flows where those cash flows represent solely payments of principal and interest are measured at amortised cost. A gain or loss on a financial asset that is subsequently measured at amortised cost is recognised in the Consolidated statement of Profit and Loss when the asset is derecognised or impaired. Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Other Comprehensive Income (FVOCI)

Financial assets (including debt instruments) are subsequently measured at fair value through other comprehensive income when the asset is held within a business model with an objective that is achieved by collecting contractual cash flows and selling financial assets and the terms of the instrument give rise to cash flows that represent solely payments of principal and

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interest thereon. Movements in the carrying amount of such assets are taken through Other Comprehensive Income (OCI).

When the financial asset (other than debt instruments) is derecognised, the cumulative gain or loss previously recognised in OCI is not reclassified from equity to profit or loss. For debt instruments measured at FVTOCI, upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss Interest income from these financial assets is included in other income using the effective interest rate method.

Fair Value Through Profit or Loss (FVTPL)

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

(ii) Derecognition of Financial Assets:

A financial asset is derecognised only when:

- the Group has transferred the contractual rights to receive cash flows of the financial asset; or
- retains the contractual rights to receive the cash flows of the financial asset, but assumes a contractual obligation to pay the cash flows to one or more recipients.

Where the entity has transferred an asset, the Group evaluates whether it has transferred substantially all risks and rewards of ownership of the financial asset. In such cases, the financial asset is derecognised. Where the entity has not transferred substantially all risks and rewards of ownership of the financial asset, the financial asset is not derecognised. Where the entity has neither transferred a financial asset nor retains substantially all risks and rewards of ownership of the financial asset, the financial asset is derecognised if the Group has not retained control of the financial asset. Where the Group retains control of the financial asset, the asset is continued to be recognised to the extent of continuing involvement in the financial asset.

Financial liabilities:

(i) Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables, or as derivatives designated as hedging instruments in an effective hedge, as appropriate.

All financial liabilities are recognised initially at fair value and, in the case of payables, net of directly attributable transaction costs.

The Group's financial liabilities include trade and other payables including bank overdrafts.

(ii) Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss
- Financial liabilities at amortised cost (loans and borrowings)

Gains or losses on liabilities held for trading are recognised in the profit or loss.

Financial liabilities designated upon initial recognition at fair value through profit or loss are designated as such at the initial date of recognition, and only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Group may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Group has not designated any financial liability as at fair value through profit or loss.

(iii) Derecognition of financial liabilities:

The Group derecognises financial liabilities when, and only when the Group's obligation are discharged, cancelled or have expired. An exchange between the lender of debt instrument with substantially different terms is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. Similarly, a substantial modification of the term of an existing liability (whether or not attributable to the financial difficulty of the debtor) is accounted for as an extinguishment of the original financial liability and the recognition of a new financial liability. The difference between the carrying amount of the financial liability derecognised and the consideration paid and payable is recognised in the Consolidated statement of Profit or Loss.

Q) Equity vs. financial liability classification

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group are recognised at the proceeds received, net of direct issue costs. The Group classifies a financial instrument issued by it as equity instrument only if below conditions are met:

- The instrument includes no contractual obligation to deliver cash or another financial asset to another entity. Nor it includes any obligation to exchange financial assets or financial liabilities with another entity under conditions that are potentially unfavourable to the issuer.
- If the instrument will, or may, be settled in the Group's own equity instruments, it is non-derivative instrument that includes no contractual obligation for the Group to deliver a variable number of its own equity instruments. If the instrument is derivative, then it should be settled only by the Group exchanging a fixed amount of cash or another financial asset for a fixed number of its own equity instruments.

All other instruments are classified as financial liability and accounted for using the accounting policy applicable to the Financial Liabilities.

R) Leases

The Group's lease asset classes primarily consist of leases for Showroom Premise and Warehouse. The Group assesses whether a contract is or contains a lease, at the inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

i) the contract involves the use of an identified asset

ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and leases of low value assets.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the lease term.

The lease liability is initially measured at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate used to determine lease payments. The remeasurement normally also adjusts the leased assets.

S) Dividend

The Group recognises a liability to pay dividend to owners of the parent when the distribution is authorised, and the distribution is no longer at the discretion of the Group. A corresponding amount is recognised directly in equity. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders.

T) Earnings per Share

Basic earnings per share is computed by dividing the profit / (loss) after tax attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earnings per share is computed by dividing the profit / (loss) after tax as adjusted for dividend, interest and other charges to expense or income relating to the dilutive potential equity shares, by the weighted average

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number of equity shares considered for deriving basic earnings per share and the weighted average number of equity shares which could have been issued on the conversion of all dilutive potential equity shares.

U) Statement of Cash flows

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

For the purpose of consolidated statement of cash flow, cash and cash equivalents consists of cash and short-term deposits.

V) Cash and cash equivalents

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short- term balances (with an original maturity of three months or less from the date of acquisitions), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

W) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker. The Group's Managing Director and CEO collectively have been identified as the Chief Operating Decision Maker ('CODM'), since they are responsible to make decisions about resources to be allocated to the segment and assess their performance. Since there is single operating segment, no segment disclosure of the Group is presented.

X) Events after the reporting period

If the Group receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its consolidated financial statements. The Group will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Group will not change the amounts recognised in its consolidated financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

Note 1.C – SIGNIFICANT ACCOUNTING ESTIMATED AND JUDGEMENTS

Preparing the consolidated statements under Ind AS requires management to take decisions and make estimates and assumptions that may impact the value of revenues, costs, assets and liabilities and the related disclosures concerning the items involved as well as contingent assets and liabilities at the Balance Sheet date. Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revision to the estimates and underlying assumptions are reviewed on an ongoing basis. Revision to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

The following are the areas involving critical estimates and judgements as at the end of the reporting period that may have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities:

Estimation of revenue arising from loyalty points

Customers are entitled to loyalty points which results in allocation of a portion of the transaction price to the loyalty points. Revenue is recognised when the points are redeemed.

Loyalty points having a predetermined life are granted to customers when they make purchases. The fair value of the consideration on sale of goods resulting in such loyalty points is allocated between the goods supplied and the loyalty points granted. The consideration allocated to the loyalty points is measured by reference to fair value from the standpoint of the holder and revenue is deferred. The Group at the end of each reporting period estimates the number of points redeemed and that it expects will be further redeemed, based on empirical data of redemption / lapses, and revenue is accordingly recognised.

Provision for discount and sales return

The Group provides for discount and sales return based on channel wise trend of previous years. The Group reviews the trend at regular intervals to ensure the applicability of the same in the changing scenario and based on the management's assessment of market conditions.

Inventories

An inventory provision is recognised for cases where the realisable value is estimated to be lower than the inventory carrying value. The inventory provision is estimated taking into account various factors, including prevailing sales prices of inventory item and losses associated with obsolete / slow-moving inventory items.

Leases- Estimating the incremental borrowing rate

The Group cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Group would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Group 'would have to pay', which requires estimation when no observable rates are available. The Group estimates the IBR using market interest rates and is required to make certain entity-specific estimates pertaining to its credit rating.

Determining the lease term of the contracts with renewal and termination options- Group as lessee

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., construction of significant leasehold improvements or significant customisation to the right-of-use asset).

Useful lives of property, plant and equipment and intangible assets

The Group reviews the estimated useful lives of property, plant and equipment and intangible assets at the end of each reporting period.

The Group at the end of each reporting period, based on external and internal sources of information, assesses indicators and mitigating factors of whether a store (cash generating unit) may have suffered an impairment loss. If it is determined that an impairment loss has been suffered, it is recognised in profit or loss.

Impairment of Right to use assets and Property, Plant and Equipment

The Group is carrying out the assessment of impairment on annual basis for Right to Use of Assets (ROU) and Property, Plant and Equipment (PPE). To assess the same, the Group has defined each store as a separate Cash Generating Unit (CGU). The store shall be tested for impairment whenever there is an indication that the store may be impaired by comparing the store's carrying amount with its recoverable amount.

The Group has computed "Value in Use" based on expected future cashflow over the balance lease term considering store wise budgets and other internal and external factors like growth etc. for CGU where there are indicators of impairment.

Impairment of non-financial assets including Goodwill

Impairment exists when the carrying value of an asset or Cash-Generating Unit (CGU) exceeds its recoverable amount, which is higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing off the asset. The value in use calculation is based on Discounted Cash Flow (DCF) model. The cash flows are derived basis management projections for balance life of the CGU.

These cashflows are considered as a base to arrive at the value of perpetuity. The budget do not include restructuring activities that the Group is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash inflows and the growth rate used for budgets. These estimates are most relevant to goodwill recognised by the Group. The key assumptions used to determine the value in use are disclosed in Note 50.

Impairment of financial assets

The Group assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortised cost and FVOCI debt instruments. The impairment methodology applied depends on whether there has been a significant increase in credit risk. Note 35.4 details how the Group determines whether there has -been a significant increase in credit risk. For trade receivables, the Group applies the simplified approach required by Ind AS 109, which requires expected lifetime losses to be recognised from initial recognition of the receivables.

Fair value measurements and valuation process

When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be measured based on quoted prices in active markets, their fair value is measured using valuation techniques including the DCF model. The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values. Judgements include considerations of inputs such as liquidity risk, credit risk and volatility. Changes in assumptions about these factors could affect the reported fair value of financial instruments.

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Estimation of Defined Benefit Obligation

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate; future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The calculation is most sensitive to changes in the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables for the specific countries. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates for the respective countries.

Recognition and measurement of other Provisions

The recognition and measurement of other provisions is based on the assessment of the probability of an outflow of resources, and on past experience and circumstances known at the closing date. The actual outflow of resources at a future date may therefore, vary from the amount included in other provisions.

Share based payment

The Group has a share option scheme for certain employees of the Group. In accordance with the terms of the share option scheme, as approved by shareholders at the general meeting. Employees with a pre-defined grade may be granted options to purchase equity shares. Each share option converts into one equity share of the Group on exercise. No amounts are paid or payable by the recipient on receipt of the option. The options carry neither rights to dividends nor voting rights. The vested options must be exercised immediately after the earliest of the occurrence of the following (a) Expiry of five years from the vesting date or two years of the listing of the shares on a recognized stock exchange, whichever is later (b) Three days following the date of grantee's voluntary resignation (c) In case of disability and death of grantee's the legal heir must exercise the shares within six months from the date of such event. d)Three months from the date of retirement. The share options vests based on a pre-determined vesting schedule from the date of grant.

2a. Property, Plant and Equipment:

₹ in Crores

Particulars		Buildings	Leasehold Improvements (Showrooms and Warehouses)	Furniture and Fittings	Machinery and Equipment	Motor Vehicles	Computers	Total
I.	**Cost**							
	Balance as at April 01, 2024	**125.01**	**224.97**	**102.08**	**56.33**	**8.47**	**16.26**	**533.12**
	Additions	7.86	34.17	24.03	9.48	-	1.99	77.53
	Disposals	(1.51)	(12.33)	(3.89)	(3.10)	(0.59)	(1.20)	(22.62)
	Balance as at March 31, 2025	**131.36**	**246.81**	**122.22**	**62.71**	**7.88**	**17.05**	**588.03**
	Additions	1.02	57.73	46.45	27.91	1.35	8.00	142.46
	Disposals	-	(15.24)	(6.08)	(2.96)	-	(1.91)	(26.19)
	Balance as at March 31, 2026	**132.38**	**289.30**	**162.59**	**87.66**	**9.23**	**23.14**	**704.30**
II.	**Accumulated depreciation**							
	Balance as at April 01, 2024	**17.77**	**95.51**	**32.67**	**22.83**	**3.23**	**10.94**	**182.94**
	Depreciation expense for the year	3.27	28.60	11.90	6.08	0.92	2.72	53.49
	Eliminated on disposal of assets	(0.55)	(11.40)	(3.20)	(2.40)	(0.56)	(1.02)	(19.13)
	Balance as at March 31, 2025	**20.49**	**112.71**	**41.37**	**26.51**	**3.59**	**12.64**	**217.30**
	Depreciation expense for the year	3.30	32.13	14.03	6.99	0.97	2.90	60.32
	Eliminated on disposal of assets	-	(10.88)	(5.07)	(2.24)	-	(1.81)	(20.00)
	Balance as at March 31, 2026	**23.79**	**133.95**	**50.33**	**31.26**	**4.56**	**13.73**	**257.62**
	Net carrying amount (I-II)							
	Balance as at March 31, 2026	**108.59**	**155.35**	**112.26**	**56.40**	**4.67**	**9.41**	**446.68**
	Balance as at March 31, 2025	**110.87**	**134.10**	**80.85**	**36.20**	**4.30**	**4.41**	**370.73**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

2b. Right-of-Use Assets (Showrooms and Warehouses)

₹ in Crores

Particulars		Total
I.	**Cost**	
	Balance as at April 01, 2024	**1,424.26**
	Additions	311.81
	Deletion	(43.60)
	Balance as at March 31, 2025	**1,692.47**
	Additions	587.89
	Deletion	(75.65)
	Balance as at March 31, 2026	**2,204.71**
II.	**Accumulated Depreciation**	
	Balance as at April 01, 2024	**453.92**
	Depreciation expense for the year	196.06
	Eliminated on disposal of assets	(25.17)
	Balance as at March 31, 2025	**624.81**
	Depreciation expense for the year	240.06
	Eliminated on disposal of assets	(39.58)
	Balance as at March 31, 2026	**825.29**
	Net carrying amount (I-II)	
	Balance as at March 31, 2026	**1,379.42**
	Balance as at March 31, 2025	**1,067.66**

2c. Intangible Assets (Represents other than Internally generated intangible assets):

₹ in Crores

Particulars		Copyrights	Commercial Rights	Trademark and License	Computer Software	Brand	Non-Compete	Total
I.	**Cost**							
	Balance as at April 01, 2024	**0.43**	**0.41**	**120.39**	**15.13**	**4.18**	**2.40**	**142.94**
	Additions	0.46	-	0.11	9.72	-	-	10.29
	Balance as at March 31, 2025	**0.89**	**0.41**	**120.50**	**24.85**	**4.18**	**2.40**	**153.23**
	Additions	-	-	-	5.18	-	-	5.18
	Balance as at March 31, 2026	**0.89**	**0.41**	**120.50**	**30.03**	**4.18**	**2.40**	**158.41**
II.	**Accumulated amortisation**							
	Balance as at April 01, 2024	**0.26**	**0.41**	**10.25**	**10.39**	**0.14**	**0.62**	**22.07**
	Amortization expense for the year	0.04	-	6.01	1.51	0.42	0.50	8.48
	Balance as at March 31, 2025	**0.30**	**0.41**	**16.26**	**11.90**	**0.56**	**1.12**	**30.55**
	Amortization expense for the year	0.06	-	6.00	3.64	0.43	0.50	10.63
	Balance as at March 31, 2026	**0.36**	**0.41**	**22.26**	**15.54**	**0.99**	**1.62**	**41.18**
	Net carrying amount (I-II)							
	Balance as at March 31, 2026	**0.53**	**-**	**98.24**	**14.49**	**3.19**	**0.78**	**117.23**
	Balance as at March 31, 2025	**0.59**	**-**	**104.24**	**12.95**	**3.62**	**1.28**	**122.68**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

2d. Capital work-in-progress (CWIP) :

	₹ in Crores
As at March 31, 2026	**13.63**
As at March 31, 2025	**8.50**

Movement of Capital Work in Progress: (CWIP)

Particulars	₹ in Crores **Total**
Balance as at April 01, 2024	**7.29**
Additions	78.74
Capitalizations	(77.53)
Balance as at March 31, 2025	**8.50**
Additions	147.59
Capitalizations	(142.46)
Balance as at March 31, 2026	**13.63**

Capital work-in-progress ageing schedule

As at March 31, 2026

₹ in Crores

Particulars	**Amount in Capital work-in-progress for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	11.59	2.04	-	-	13.63
Projects temporarily suspended	-	-	-	-	-
Total	**11.59**	**2.04**	**-**	**-**	**13.63**

As at March 31, 2025

₹ in Crores

Particulars	**Amount in Capital work-in-progress for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	8.38	0.12	-	-	8.50
Projects temporarily suspended	-	-	-	-	-
Total	**8.38**	**0.12**	**-**	**-**	**8.50**

Notes :

a. As on March 31, 2026 and March 31, 2025, the Group does not have any Capital work-in-progress overdue for completion or has exceeded its cost compared to its original plan and hence completion schedule is not applicable.

b. For all periods, Capital Work-in-progress includes fit-out costs incurred at the time of establishing new showrooms or renovation of existing showrooms. This mainly comprises of leasehold improvements, furniture, office equipments, design fee, transportation cost etc.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

2e. Intangible assets under development

	₹ in Crores
As at March 31, 2026	**4.59**
As at March 31, 2025	**0.88**

Movement of Intangible assets under development:

Particulars	₹ in Crores **Total**
Balance as at April 01, 2024	**2.01**
Additions	9.16
Capitalizations	(10.29)
Balance as at March 31, 2025	**0.88**
Additions	8.89
Capitalizations	(5.18)
Balance as at March 31, 2026	**4.59**

Intangible assets under development ageing schedule

As at March 31, 2026

₹ in Crores

Particulars	**Amount in Intangible assets under development for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	4.30	0.01	0.28	-	4.59
Projects temporarily suspended	-	-	-	-	-
Total	**4.30**	**0.01**	**0.28**	**-**	**4.59**

As at March 31, 2025

₹ in Crores

Particulars	**Amount in Intangible assets under development for a period of**				**Total**
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	
Projects in progress	0.52	0.36	-	-	0.88
Projects temporarily suspended	-	-	-	-	-
Total	**0.52**	**0.36**	**-**	**-**	**0.88**

Notes:

a. As on March 31, 2026 and March 31, 2025, the Group does not have any Intangible asset under development which is overdue or has exceeded its cost compared to its original plan and hence Intangible assets completion schedule is not applicable.

b. Intangible assets under development comprises of computer softwares under development

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

3. Investments

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
A. Investments accounted for by using equity method						
Unquoted Investments (at cost) - fully paid up						
In Equity instrument of Joint Venture						
Equity shares of ₹ 10/- each in M.V.Shoe Care Private Limited	6,860,000	-	5.21	6,860,000	-	5.21
Add : Share in accumulated Profits/ Reserves	-	-	11.45	-	-	9.90
Investment in Joint Venture (A)	**6,860,000**	**-**	**16.66**	**6,860,000**	**-**	**15.11**
B. Investments carried at amortised cost						
Unquoted Investments						
Investments in Commercial Papers						
IIFL Finance Limited	-	49.33	-	-	-	-
Vivriti Capital Limited	-	107.93	-	-	-	-
Adani Enterprises Ltd.	-	-	-	-	118.33	-
Piramal Enterprises Ltd.	-	-	-	-	110.09	-
Fixed Deposit Certificates						
Bajaj Finance Ltd	-	6.50	-	-	42.50	5.50
C. Investments carried at FVOCI						
Quoted Investments						
Investments in Bonds						
7.38% PFC Tax Free Bonds 22/11/2027 of ₹ 10,00,000 each	50	5.15	-	50	5.23	-
7.35% NHAI Tax Free Bonds 2015 Series IIA of ₹ 1,000 each	14,285	1.54	-	14,285	1.56	-
8.46% IIFCL Tax Free Bonds (SERIES VIB) 30/08/2028 of ₹ 10,00,000 each	50	5.32	-	50	5.45	-
D. Investments carried at FVTPL						
Unquoted Investments						
In equity instrument (Others)						
Equity shares in Saraswat Co-operative Bank Limited	2	-	0.01	2	-	0.01
Preference shares in Thaely Private Limited	287	-	1.33	287	-	1.33
Less: Provision for impairment			(1.33)			(1.33)

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
Investments in Mutual Funds						
Face Value of ₹ 10.00 each						
Kotak Equity Arbitrage Fund- Direct Plan Growth	4,963,647	20.86	-	4,963,647	19.53	-
AXIS Banking and PSU Debt Fund - Direct Growth	25,427	7.15	-	25,427	6.76	-
Nippon India Liquid Fund - Debt	2,580	1.72	-	1,693	1.05	-
Aditya Birla Sunlife Liquid Fund - Growth - Direct Plan	1,013,913	45.12	-	-	-	-
Face Value of ₹ 100.00 each						
Aditya Birla Sunlife Savings Fund - Growth - Direct Plan	1,366,973	79.97	-	56,397	3.08	-
Aditya Birla Sunlife Money Manager Fund - Growth - Direct Plan	-	-	-	369,499	13.59	-
Face Value of ₹ 1,000.00 each						
Kotak Money Market Fund -Direct Plan - Growth	41,500	19.69	-	41,500	18.45	-
Invesco India Arbitrage Fund- Direct Plan Growth	3,214,395	11.65	-	3,214,395	10.90	-
Axis Liquid Fund - Direct Growth	147,465	45.19	-	151,046	43.56	-
Aditya Birla Sunlife Overnight Fund - Direct Plan Growth	247,580	35.30	-	207,857	28.08	-
Nippon India Abritrage Fund - Direct Plan	3,843,375	11.56	-	3,843,375	10.84	-
Axis Liquid Fund - Direct Growth	2,536	0.77	-	3,474	1.00	-
Quoted Investments						
Non Convertible Debentures						
Face Value of ₹ 1,000.00 each						
8.75% ADANI ENTERPRISE LIMITED	500,000	50.03	-	-	-	-
Face Value of ₹ 1,00,000.00 each						
8.75% PIRAMAL FINANCE LIMITED	2,500	25.02	-	-	-	-
8.45% ADANI AIRPORT HOLDINGS LIMITED	2,500	24.89	-	-	-	-
Investments in Bonds						
Bharat Bond ETF 30/04/2030 of ₹ 1000 each	100,000	15.49	-	100,000	14.74	-
Bharat Bond ETF - April 2025 of ₹ 1000 each	-	-	-	99,995	12.88	-

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Quantity	Amount		Quantity	Amount	
		Current	Non-Current		Current	Non-Current
Investments in Infrastructure investment trusts (InvITs)						
Powergrid Infrastructure Investment	4,994,221	45.10	-	3,753,953	28.57	-
India Grid	2,455,107	40.66	-	2,355,622	33.22	-
Investment Others [B + C + D]		**655.94**	**0.01**		**529.41**	**5.51**
Total (Aggregate value of unquoted investments)		**442.74**	**16.67**		**427.76**	**20.62**
Total (Aggregate Book value of quoted investments)		**213.20**	**-**		**101.65**	**-**
Total [E = A + B + C + D]		**655.94**	**16.67**		**529.41**	**20.62**

Note : Axis Banking & PSU debt fund direct Growth and Aditya Birla Sunlife Savings fund are pledged with Bank against overdraft facility.

4. Loans (Unsecured, considered good) - Current (measured at amortised cost)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Loans to employees	0.56	0.78
Loans to Selling agents, Retail agents, Supervisors and others	0.40	0.62
Total	**0.96**	**1.40**

Note 1 : The Group do not have loans which are credit impaired or where there is significant increase in credit risk.

Note 2 : The Group has not granted any loans or advances in the nature of loans to promoters, directors and KMPs.

5. Other financial assets

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Current	Non-Current	Total	Current	Non-Current	Total
Security Deposits (Unsecured)						
Considered good	15.40	112.39	127.79	12.76	92.94	105.70
Credit Impaired	-	-	-	0.08	-	0.08
	15.40	**112.39**	**127.79**	**12.84**	**92.94**	**105.78**
Less: Allowance for expected credit loss	-	-	-	(0.08)	-	(0.08)
	15.40	**112.39**	**127.79**	**12.76**	**92.94**	**105.70**
Interest accrued on deposits with banks and investments	3.49	-	3.49	11.13	0.03	11.16
Deposits with Banks	75.00	2.71	77.71	155.00	0.02	155.02
Total	**93.89**	**115.10**	**208.99**	**178.89**	**92.99**	**271.88**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

The movement in allowance for expected credit loss is as follows -

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**0.08**	**0.16**
Additions during the year	-	-
Utilisations during the year	(0.08)	(0.08)
Closing Balance	**-**	**0.08**

6. Other assets

₹ in Crores

Particulars		As at March 31, 2026			As at March 31, 2025		
		Current	Non-Current	Total	Current	Non-Current	Total
(i)	Advances other than Capital Advances						
	Considered good- Unsecured	37.10	-	37.10	11.29	-	11.29
	Credit Impaired	-	-	-	0.69	-	0.69
		37.10	**-**	**37.10**	**11.98**	**-**	**11.98**
	Less: Allowance for expected credit loss	-	-	-	(0.69)	-	(0.69)
		37.10	**-**	**37.10**	**11.29**	**-**	**11.29**
(ii)	Capital advances	-	5.22	5.22	-	0.92	0.92
(iii)	Balances with government authorities	34.37	2.26	36.63	10.68	-	10.68
(iv)	Prepayments	4.27	0.20	4.47	2.98	0.32	3.30
(v)	Prepaid Rent	0.03	0.54	0.57	0.13	0.96	1.09
(vi)	Others (Receivables from Showroom Managers, Retail Agent etc.)						
	Considered good- Unsecured	5.13	-	5.13	4.02	-	4.02
	Credit Impaired	-	-	-	0.11	-	0.11
		5.13	**-**	**5.13**	**4.13**	**-**	**4.13**
	Less: Allowance for expected credit loss	-	-	-	(0.11)	-	(0.11)
		5.13	**-**	**5.13**	**4.02**	**-**	**4.02**
(vii)	Amounts paid under protest	-	0.53	0.53	0.22	0.52	0.74
Total		**80.90**	**8.75**	**89.65**	**29.32**	**2.72**	**32.04**

The movement in allowance for expected credit loss is as follows -

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**0.80**	**0.81**
Additions during the year	-	-
Utilisations during the year	(0.80)	(0.01)
Closing Balance	**-**	**0.80**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

7. Inventories (At lower of Cost or Net realisable value)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Stock-in-trade	855.95	636.90
Total	**855.95**	**636.90**
Included above, goods-in-transit:	19.20	6.52

Note :

During the year ended March 31, 2026, an expense reversal of ₹ 2.72 crores was recognised in respect of inventories measured at net realisable value, as compared to an expense of ₹ 3.48 crores for the year ended March 31, 2025.

8. Trade receivables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Trade receivable considered good - Unsecured	99.82	91.20
(b) Trade receivable - credit impaired	8.19	18.39
	108.01	**109.59**
Less: Allowance for expected credit loss	(8.19)	(18.39)
Total	**99.82**	**91.20**

Movement of Allowance for expected credit loss is as follows -

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening Balance	**18.39**	**18.40**
Additions during the year	-	-
Utilisations during the year	(10.20)	(0.01)
Closing Balance	**8.19**	**18.39**

Trade Receivables Ageing Schedule

As at March 31, 2026

₹ in Crores

Particulars	Outstanding for following periods from due date						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	27.53	70.45	1.21	0.58	0.05	-	99.82
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	1.11	6.41	0.67	8.19

Notes Forming Part of the Consolidated Financial Statements

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₹ in Crores

Particulars	Outstanding for following periods from due date						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(iv) Disputed Trade Receivables– considered good	-	-	-	-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-	-	-	-	-	-
Total	**27.53**	**70.45**	**1.21**	**1.69**	**6.46**	**0.67**	**108.01**

As at March 31, 2025

₹ in Crores

Particulars	Outstanding for following periods from due date						
	Not Due	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed Trade receivables – considered good	15.67	70.52	4.32	0.46	0.23	-	91.20
(ii) Undisputed Trade Receivables – which have significant increase in credit risk	-	-		-	-	-	-
(iii) Undisputed Trade Receivables – credit impaired	-	-	-	4.79	6.61	6.99	18.39
(iv) Disputed Trade Receivables– considered good	-	-		-	-	-	-
(v) Disputed Trade Receivables – which have significant increase in credit risk	-	-		-	-	-	-
(vi) Disputed Trade Receivables – credit impaired	-	-		-	-	-	-
Total	**15.67**	**70.52**	**4.32**	**5.25**	**6.84**	**6.99**	**109.59**

Notes :

(a) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

(b) Trade receivables are non-interest bearing and are generally on terms of 45 to 60 days.

(c) There are no unbilled dues for the reporting years.

(d) For explanations on the Group's credit risk management refer to note 35.4.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

9a. Cash and cash equivalents

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) Balances with Banks		
- In Current accounts	28.67	84.33
- Deposits with original maturity of less than 3 months	-	-
(b) Cash on hand	0.57	0.64
(c) Cash at showrooms	3.33	9.87
Total	**32.57**	**94.84**

9b. Bank Balances other than Cash and cash equivalents

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
(a) In earmarked accounts		
Deposits with Banks held as margin money or security against guarantees and other commitments	0.06	0.14
(b) Deposits with Banks	9.18	6.02
Total	**9.24**	**6.16**

9c. Other Bank Balances - Non Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Deposits with Banks held as margin money or security against guarantees and other commitments	0.11	0.03
Total	**0.11**	**0.03**

10. Equity Share Capital

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Authorised:				
Equity shares of ₹ 5/- each	300,000,000	150.00	300,000,000	150.00
Total		**150.00**		**150.00**
Issued, Subscribed and Fully Paid-up:				
Equity shares of ₹ 5/- each	272,546,738	136.27	272,249,646	136.12
Total		**136.27**		**136.12**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

10.1 Reconciliation of the number of shares and amount outstanding at the beginning and at the end of the reporting year

₹ in Crores

Particulars	As at March 31, 2026		As at March 31, 2025	
	Number of Shares	Amount	Number of Shares	Amount
Equity Share Capital				
Balance as at beginning of the year (Equity shares of ₹ of ₹ 5/- each (March 31, 2025 ₹ 5/- each)	272,249,646	136.12	271,914,102	135.96
Shared allotted on exercise of ESOPs	297,092	0.15	335,544	0.16
Balance as at the end of the year	**272,546,738**	**136.27**	**272,249,646**	**136.12**

10.2 Details of shares held by each shareholder holding more than 5% shares:

₹ in Crores

Name of shareholder	As at March 31, 2026		As at March 31, 2025	
	Number of shares held	% holding	Number of shares held	% holding
Farah Malik Bhanji*	155,752,520	57.15%	155,752,520	57.21%
Rekha Jhunjhunwala**	39,333,600	14.43%	39,333,600	14.45%
Rafique A. Malik***	18,576,000	6.82%	18,576,000	6.82%
*Includes shares held by Farah Malik Bhanji				
(a) As Trustee for the benefit of Aziza Malik Family Trust	76,447,600	28.05%	76,447,600	28.08%
(b) As Trustee for the benefit of Rafique Malik Family Trust	75,370,920	27.65%	75,370,920	27.68%
**Includes shares held by Rekha Jhunjhunwala				
(a) As Trustee for the benefit of Aryaman Jhunjhunwala Discretionary Trust	13,051,206	4.79%	13,051,206	4.79%
(b) As Trustee for the benefit of Aryavir Jhunjhunwala Discretionary Trust	13,051,206	4.79%	13,051,206	4.79%
(c) As Trustee for the benefit of Nishtha Jhunjhunwala Discretionary Trust	13,051,188	4.79%	13,051,188	4.79%
***Includes shares held by Rafique A. Malik				
(a) As Trustee for the benefit of Zarah Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(b) As Trustee for the benefit of Farah Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(c) As Trustee for the benefit of Zia Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%
(d) As Trustee for the benefit of Sabina Malik Family Trust	3,969,000	1.46%	3,969,000	1.46%

10.3 Shareholding of Promoters

As at March 31, 2026

Promoter name	Number of shares at beginning of the year	Change during the year	Number of shares at end of the year	% of total Shares	% change during the year
Farah Malik Bhanji*	155,752,520	-	155,752,520	57.15%	(0.06%)
Alisha Rafique Malik	7,898,000	-	7,898,000	2.90%	0.00%
Rafique A. Malik**	2,700,000	-	2,700,000	0.99%	0.00%
Total	**166,350,520**	**-**	**166,350,520**	**61.04%**	
*Includes					
As A Trustee Of Aziza Malik Family Trust	76,447,600	-	76,447,600		
As A Trustee Of Rafique Malik Family Trust	75,367,920	-	75,367,920		

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

As at March 31, 2025

Promoter name	Number of shares at beginning of the year	Change during the year	Number of shares at end of the year	% of total Shares	% change during the year
Farah Malik Bhanji*	156,939,520	(1,187,000)	155,752,520	57.21%	(0.51%)
Alisha Rafique Malik	9,088,000	(1,190,000)	7,898,000	2.90%	(0.44%)
Rafique A. Malik**	2,700,000	-	2,700,000	0.99%	0.00%
Total	**168,727,520**	**(2,377,000)**	**166,350,520**	**61.10%**	
*Includes					
As A Trustee Of Aziza Malik Family Trust	76,447,600	-	76,447,600		
As A Trustee Of Rafique Malik Family Trust	75,367,920	3,000	75,370,920		

*** The number of shares held & percentage of holding represents the shares held in the individual capacity. It does not include the shares held as a trustee for the benefit of Zarah Malik Family Trust, Farah Malik Family Trust, Zia Malik Family Trust and Sabina Malik Family Trust as these Trusts are not part of Promoter or Promoter group.*

Note : Promoter here means promoter as defined in the Companies Act, 2013, as amended

10.4 Employees Stock Option Scheme

During the year the Company has granted 2,52,282 Employee Stock Options (ESOPs) to eligible employees under Employee Stock Options Plan 2008 (ESOP 2008) (for the previous year ended March 31, 2025 : 1,62,817 under ESOP 2008 Scheme). 3,00,751 (Previous year ended March 31, 2025 : 3,35,217) Employee Stock Options have been exercised during the year.

10.5 Rights, preference and restriction attached to equity shares:

The Company is having only one class of equity shares having par value of ₹ 5/- each. Each holder of equity share is entitled to one vote per share. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the Company, after the distribution of all preferential amounts if any. The distribution will be in proportion to the number of equity shares held by the shareholders.

11. Other equity

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Company	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Balance as at April 01, 2025	**316.81**	**0.29**	**0.03**	**25.14**	**1,231.45**	**0.21**	**(0.91)**	**1,572.99**	**28.86**	**1,601.85**
Profit for the year	-	-	-	-	411.17	-	-	411.17	4.72	415.89
Other comprehensive loss (net of income tax)	-	-	-	-	(0.14)	-	(0.22)	(0.36)	(0.02)	(0.38)
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**411.03**	**-**	**(0.22)**	**410.81**	**4.70**	**415.51**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.95	-	-	(6.95)	-	-	-	-	-	-

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Company	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Received from Employees on exercise of options	7.25	-	-	-	-	-	-	7.25	-	7.25
Employee stock option plan recognized	-	-	-	10.80	-	-	-	10.80	-	10.80
Dividend paid by subsidiary	-	-	-	-	-	-	-	-	-	-
Shares alloted	-	-	-	-	-	(0.21)	-	(0.21)	-	(0.21)
Share issue money accepted	-	-	-	-	-	0.22	-	0.22	-	0.22
Payment of Interim dividend	-	-	-	-	(81.74)	-	-	(81.74)	-	(81.74)
Payment of Final dividend	-	-	-	-	(68.07)	-	-	(68.07)	-	(68.07)
Income Tax benefit arising on exercise of stock options	-	-	-	-	4.85	-	-	4.85	-	4.85
Balance as at March 31, 2026	**331.01**	**0.29**	**0.03**	**28.99**	**1,497.52**	**0.22**	**(1.13)**	**1,856.88**	**33.55**	**1,890.43**

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Company	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Balance as at April 01, 2024	**302.49**	**0.29**	**0.03**	**20.28**	**1,405.16**	**0.15**	**(0.63)**	**1,727.76**	**29.38**	**1,757.14**
Profit for the year	-	-	-	-	350.61	-	-	350.61	3.85	354.46
Other comprehensive income (net of income tax)	-	-	-	-	0.02	-	(0.28)	(0.26)	0.03	(0.23)
Total comprehensive income for the year					**350.63**	**-**	**(0.28)**	**350.35**	**3.88**	**354.23**
Transfer from Employee stock options outstanding reserve to securities premium on exercise of option	6.47	-	-	(6.47)	-	-	-	-	-	-
Received from Employees on exercise of options	7.85	-	-	-	-	-	-	7.85	-	7.85
Employee stock option plan recognized	-	-	-	11.33	-	-	-	11.33	-	11.33

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	Reserves and Surplus					Share application money pending allotment	Other Comprehensive Income	Attributable to the owners of the Company	Non Controlling Interest	Total
	Securities premium	Capital reserve	General reserve	Employee stock options outstanding reserve	Retained earnings					
Dividend paid by subsidiary	-	-	-	-	-	-	-	-	(4.41)	(4.41)
Shares alloted	-	-	-	-	-	(0.15)	-	(0.15)	-	(0.15)
Share issue money accepted	-	-	-	-	-	0.21	-	0.21	-	0.21
Payment of Interim dividend	-	-	-	-	(476.36)	-	-	(476.36)	-	(476.36)
Payment of Final dividend	-	-	-	-	(61.19)	-	-	(61.19)	-	(61.19)
Income Tax benefit arising on exercise of stock options	-	-	-		13.21	-	-	13.21	-	13.21
Balance as at March 31, 2025	**316.81**	**0.29**	**0.03**	**25.14**	**1,231.45**	**0.21**	**(0.91)**	**1,572.99**	**28.86**	**1,601.85**

Notes:

I. Description of Nature and Purpose of Reserves

Securities Premium:

Securities Premium is created when shares are issued at premium . The Group can use this reserve in accordance with the provisions of the Act.

Capital Reserve

Capital Reserve was created on acquisition of Subsidiary. The distribution of the amount will be subject to the restrictions placed by the Act.

General Reserve:

General Reserve is created out of the profits earned by the Company by way of transfer from surplus in the statement of profit and loss.

Employees Stock Options Outstanding Reserve:

The above reserve relates to stock options granted by the Company to its employees under its employee stock option plan.

Other Comprehensive Income:

Other Comprehensive Income represents change in the value of investments accounted through FVOCI.

Retained Earning:

Retained earnings are the profits/(loss) that the Group has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement gain/(loss) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit and Loss.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

II. Dividend on Equity Shares

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Final dividend for the year ended March 31, 2025 of ₹ 2.50/- (March 31, 2024 of ₹ 2.25/-) per fully paid up share	68.07	61.19
Interim dividend for the year ended March 31, 2026 of ₹ 3.00/- (March 31, 2025 of ₹ 17.50/-) per fully paid up share	81.74	476.36
Total	**149.81**	**537.55**

The Board of Directors at its meeting held on May 20, 2026 has recommended payment of final dividend of ₹ 3.00 per equity share subject to the approval of shareholders, in the Annual General Meeting (AGM) of the Company.

12. Other financial liabilities - Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit - Franchisee	0.80	1.20
Retention Money Payable (Selling Agent, Supervisors, City and Regional Managers and Others)	16.50	14.08
Payable on acquisition of Property, Plant & Equipment	37.04	15.35
Deposit received from Vendors	12.50	5.21
Unpaid Dividend (refer note below)	0.07	0.16
Total	**66.91**	**36.00**

Note : There is no amounts due and outstanding to be credited to the Investor Education and Protection Fund as at March 31, 2026 (Previous year : Nil).

13. Provisions

₹ in Crores

Particulars	As at March 31, 2026			As at March 31, 2025		
	Current	Non-Current	Total	Current	Non-Current	Total
Provision for Warranty (refer note below)	0.73	-	0.73	1.02	-	1.02
Gratuity (Refer Note 26)	7.07	0.92	7.99	3.09	0.82	3.91
Compensated Absences (Refer Note 26)	8.22	0.01	8.23	6.07	-	6.07
Total	**16.02**	**0.93**	**16.95**	**10.18**	**0.82**	**11.00**

Note:

Provision for warranty represents the undiscounted value of the management's best estimate of the future outflow of economic benefits that will be required for settlement of claim in respect of products sold by the Group. The estimate has been made on the basis of trends anticipated by the management and may vary as a result of variation in the market conditions. It is expected that cost will be incurred over the warranty period as per the warranty terms.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

The movement in warranty provision is as under

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Opening balance	**1.02**	**0.86**
Add: Provision made during the year	-	0.16
Less: Provision utilised during the year	(0.29)	-
Closing Balance	**0.73**	**1.02**

14. Trade payables - Current

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
i) Total Outstanding dues of Micro Enterprises and Small Enterprises (Refer Note 36)	58.21	56.73
ii) Total Outstanding dues of Creditors other than of Micro Enterprises and Small Enterprises	219.95	169.08
Total	**278.16**	**225.81**

Trade payables Ageing Schedule

As at March 31, 2026

₹ in Crores

Particulars	Outstanding for the following periods from the due date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed - MSME	55.01	3.19	0.01	-	-	58.21
ii) Undisputed - Others	108.63	80.60	1.09	0.83	1.03	192.18
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	0.32	-	-	-	0.32
v) Unbilled dues	27.45	-	-	-	-	27.45
Total	**191.09**	**84.11**	**1.10**	**0.83**	**1.03**	**278.16**

As at March 31, 2025

₹ in Crores

Particulars	Outstanding for the following periods from the due date					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
i) Undisputed - MSME	52.98	3.42	0.04	0.29	-	56.73
ii) Undisputed - Others	88.65	42.89	7.68	0.68	0.31	140.21
iii) Disputed Dues - MSME	-	-	-	-	-	-
iv) Disputed Dues - Others	-	-	-	-	-	-
v) Unbilled dues	28.87	-	-	-	-	28.87
Total	**170.50**	**46.31**	**7.72**	**0.97**	**0.31**	**225.81**

Notes:-

(a) Trade payables are non-interest bearing and are normally settled on 60-day terms

(b) For terms and conditions with related parties, refer to Note 27.

(c) For explanations on the Group's liquidity risk management refer to note 35.4.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

15. Other Current liabilities

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Advances received from customers	2.78	2.94
Deferred revenue arising from customer loyalty program	11.89	10.54
Statutory dues payable	14.10	67.02
Employee benefits and other dues payable	22.44	16.09
Total	**51.21**	**96.59**

16. Revenue from operations

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(a) Sale of products (Traded Goods) - Footwear, Bags and Accessories (refer note below)	2,863.05	2,506.61
(b) Other operating revenues		
- Shoe Repair Income	0.58	0.78
Total	**2,863.63**	**2,507.39**

Notes :

A) Timing of revenue recognition

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Goods transferred at a point in time	2,863.63	2,507.39
Total	**2,863.63**	**2,507.39**

B) Reconciliation of revenue recognized in the statement of profit and loss with contracted price

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Sale of Products (Traded goods)		
Revenue as per contracted price	3,289.13	2,947.10
Less : GST	426.08	440.49
Sale of Products (Traded goods) (Net of GST)	**2,863.05**	**2,506.61**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

17. Other Income

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	**Interest Income:**		
	Income earned on financial assets carried at amortised cost :		
	Interest on Bank deposits	9.58	19.99
	Interest on Other loans and advances	0.72	0.37
	Interest on Security deposit	5.75	5.06
	Interest on Commercial Papers	24.93	30.49
	Income earned on financial assets carried at FVOCI :		
	Interest Income from Tax Free Bonds	0.90	0.68
	Income earned on financial assets carried at FVTPL :		
	Interest Income from Investments in Infrastructure Investment Trust (InvITs)	6.28	5.12
	Interest on Non Convertible Debenture	1.92	-
		50.08	**61.71**
(b)	**Dividend Income:**		
	Dividend income from Investments in InvITs designated at FVTPL	1.21	1.05
		1.21	**1.05**
(c)	**Other non-operating income :**		
	Net gain on sale of investments	7.42	17.84
	Net fair value gain arising on current investments designated at FVTPL	21.78	2.87
	Net gain on foreign currency transactions and translation	0.15	1.03
	Gain on termination of leases	10.08	2.93
	Cash Discounts	3.21	1.23
	Miscellaneous Income	3.63	2.06
	Liabilities no longer required, written back	6.66	2.27
		52.93	**30.23**
Total		**104.22**	**92.99**

18a. Purchases

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Stock-in-Trade (Footwear, Bags & Accessories)	1,361.41	946.20
Packing Materials	62.76	41.41
Total	**1,424.17**	**987.61**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

18b. Changes in Inventories of Stock-In-Trade

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventories at the end of the year: (including goods in transit)		
Stock-in-trade	855.95	636.90
Inventories at the beginning of the year: (including goods in transit)		
Stock-in-trade	636.90	710.15
Changes in Inventories of Stock-In-Trade	**(219.05)**	**73.26**

19. Depreciation and amortization expense

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	Depreciation of Property, Plant and Equipment	60.32	53.49
(b)	Depreciation of Right-of-use assets	240.06	196.06
(c)	Amortization of Intangible assets	10.63	8.48
Total		**311.01**	**258.03**

20. Employee benefits expense

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	Salaries and wages	236.08	210.98
(b)	Contribution to provident and other funds (Refer Note 26)	26.07	18.02
(c)	Staff welfare expenses	6.88	4.67
(d)	Employee's Stock Options Expenses (Refer Note 31)	10.80	11.33
Total		**279.83**	**245.00**

21. Finance costs

₹ in Crores

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(a)	Interest Expenses	0.82	0.48
(c)	Interest on lease liabilities (refer note 29)	110.12	89.98
Total		**110.94**	**90.46**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

22. Other expenses

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Power and fuel	45.47	40.95
Sublicence fees	13.74	4.27
Rent (Refer Note 29)	49.24	53.64
Rates and taxes	2.85	2.43
Insurance	3.59	3.78
Repairs and maintenance - Machinery and Equipment	2.03	1.61
Repairs and maintenance - Others	24.88	21.94
Advertisement & Sales promotion	100.32	70.69
Commission on sales	107.83	97.72
Commission on Credit Card Sales	10.34	9.87
Freight Charges	36.51	39.26
Maintenance & Other Charges - Showrooms	45.72	39.39
Shoe Repair Expenses	1.02	1.45
Communication	2.84	2.71
Travelling and conveyance	19.14	14.13
Royalty	1.74	-
Legal and professional fees	10.97	11.25
Payments to auditors (Refer Note 22.1)	0.64	0.59
Donation	0.01	-
Loss on Sale/ discard of Property, plant and equipment (net)	5.52	2.05
Directors' Sitting fees and commission	1.23	0.92
Expenditure incurred on Corporate Social Responsibility (Refer Note 32)	9.04	8.64
Impairment provision on investments	-	1.33
Miscellaneous Expenses	16.57	15.46
Total	**511.24**	**444.08**

22.1 Payments to auditors:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
To statutory auditor		
(i) For Audit	0.34	0.32
(ii) For Limited Review	0.18	0.17
(iii) For Taxation Matters	0.02	0.01
Total	**0.54**	**0.50**

Note:

1. Excludes ₹ 0.10 crores (March 31, 2025 - ₹ 0.09 crores) to auditors of subsidiary companies.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

23. Current Tax and Deferred Tax

(a) Income tax recognised in Statement of Profit and Loss

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax:		
In respect of current year	144.52	140.10
In respect of prior year (refer note 51)	(0.39)	6.81
Deferred tax:		
In respect of current year	(8.77)	(16.01)
In respect of prior year (refer note 51)	-	18.21
Total	**135.36**	**149.11**

(b) Income tax recognised in other comprehensive income

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax:		
Items that will not be reclassified to profit and loss		
Remeasurement of defined benefit obligations	0.04	-
Deferred tax:		
Items that will not be reclassified to profit and loss		
Remeasurement of defined benefit obligations	0.02	(0.02)
Total	**0.06**	**(0.02)**

(c) Amounts recognised directly in Equity

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax impact arising on exercise of stock options	4.85	13.21
Total	**4.85**	**13.21**

(d) Reconciliation of income tax expense and the accounting profit multiplied by Company's domestic tax rate:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax and share of Joint venture	**549.71**	**501.94**
Income tax expense at 25.168%	138.35	126.33
Effect of income that is exempt from taxation	(2.82)	(3.30)
Effect of expenses that are non-deductible in determining taxable profit	1.12	2.16
Effect due to differential tax rate	(0.90)	(1.10)
Tax of prior years (refer note 51)	(0.39)	25.02
Income tax expense recognised in Statement of Profit and Loss	**135.36**	**149.11**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

(e) Deferred tax

₹ in Crores

Particulars	For the year ended March 31, 2026				
	Opening Balance	Recognised in the Statement of Profit and Loss	Recognised in the Statement of Other Comprehensive Income	Prior year Adjustment	Closing Balance
Tax effect of items constituting deferred tax assets/(liabilities)					
Property, plant and equipment	(19.77)	3.87	-	-	(15.90)
Allowance for doubtful trade receivables, advances and deposits	2.77	(2.77)	-	-	-
Fair valuation on investments	(0.15)	(3.78)	-	-	(3.93)
Compensated absences	1.45	0.54	-	-	1.99
Unrealised profits on unsold inventories	0.32	0.01	-	-	0.33
Provision for Warranty	0.05	-	-	-	0.05
Provision for impairment of investments	0.34	-	-	-	0.34
MSME Payment due but not made	(0.01)	-	-	-	(0.01)
Provision for expenses	0.79	0.01	-	-	0.80
Right of use asset	(268.72)	(78.45)	-	-	(347.17)
Lease liabilities	308.85	86.34	-	-	395.19
Discounting on security deposit	8.06	3.00	-	-	11.06
Net deferred tax asset/(liabilities)	**33.98**	**8.77**	**-**	**-**	**42.75**

₹ in Crores

Particulars	For the year ended March 31, 2025				
	Opening Balance	Recognised in the Statement of Profit and Loss	Recognised in the Statement of Other Comprehensive Income	Prior year Adjustment	Closing Balance
Tax effect of items constituting deferred tax assets/(liabilities)					
Property, plant and equipment	(1.82)	2.76	-	(20.72)	(19.77)
Allowance for doubtful trade receivables, advances and deposits	0.27	-	-	2.51	2.77
Fair valuation on investments	(3.58)	3.43	-	-	(0.15)
Compensated absences	1.30	0.22	(0.02)	-	1.45
Unrealised profits on unsold inventories	0.23	0.09	-	-	0.32
Provision for Warranty	0.05	-	-	-	0.05
Provision for impairment of investments	-	0.34	-	-	0.34
MSME Payment due but not made	0.16	(0.17)	-	-	(0.01)
Provision for expenses	0.93	(0.14)	-	-	0.79
Right of use asset	(244.23)	(24.49)	-	-	(268.72)
Lease liabilities	276.47	32.38	-	-	308.85
Discounting on security deposit	6.47	1.59	-	-	8.06
Net deferred tax asset/(liabilities)	**36.25**	**16.01**	**(0.02)**	**(18.21)**	**33.98**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

24. (a) Deferred tax (net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Deferred tax assets	409.76	322.63
Deferred tax liabilities	(367.01)	(288.65)
Total	**42.75**	**33.98**

(b) Non-current tax assets (net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Advance Income tax (net of provision for taxation)	0.19	4.40
Total	**0.19**	**4.40**

(c) Current tax assets (net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Current tax assets (net of advance tax)	-	0.23
Total	**-**	**0.23**

(d) Current tax liabilities (net)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Provision for taxation (net of advance tax)	5.16	-
Total	**5.16**	**-**

25 Contingent Liabilities and commitments (to the extent not provided for)

₹ in crores

Nature of Dues	As at March 31, 2026	As at March 31, 2025	Period	Forum where dispute is pending
(i) Contingent Liabilities				
Disputed indirect and direct tax matters				
Service Tax	0.11	0.11	Sept'2008 - Mar'2011	The Supreme Court of India
Sales Tax	0.00	0.00	F.Y. 2008-2009	Assistant Commissioner of Commercial Tax, Cochin, Kerala
	0.01	0.01	F.Y. 2009-2010	Assistant Commissioner (Appeals-II), Ernakulam
	0.01	0.01	F.Y. 2011-2012	Assistant Commissioner of Commercial Tax, Cochin, Kerala

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₹ in crores

Nature of Dues	As at March 31, 2026	As at March 31, 2025	Period	Forum where dispute is pending
	0.03	0.04	F.Y. 2012-2013	Assistant Commissioner of Commercial Tax, Cochin, Kerala
	0.76	0.76	F.Y. 2013-2014	Joint Commissioner of Commercial Tax (Appeals), Bihar
Goods and Services Tax	0.02	0.02	F.Y. 2019-2020	Commercial Tax Officer, Vigilance - 43, Bangalore
	0.01	0.01	F.Y. 2019-2020	Assistant State Tax Officer, SGST Department, Kerala
	0.47	0.47	F.Y. 2017-2018	Assistant Commissioner of State Tax, Bihar
	-	0.01	F.Y. 2018-2019	Assistant Commissioner of State Tax, Bihar
	0.57	0.57	F.Y. 2017-2018	Joint Commissioner Large Taxpayer Unit, West Bengal
	0.16	0.16	F.Y. 2018-2019	Commissioner of Appeal, Central Sales Tax, Cochin
	0.43	0.43	F.Y. 2018-2019	Deputy Commissioner, Central GST-DIV-VI, Ahmedabad south
	0.40	0.40	F.Y. 2018-2019	Assistant Commissioner Large Tax Payer Unit, West Bengal
	0.08	0.08	F.Y. 2019-2020	Assistant Commissioner Large Tax Payer Unit, West Bengal
	0.52	0.52	F.Y. 2018-2019	Deputy Commissioner, Rajasthan
	0.32	0.18	F.Y. 2019-2020	Sales Tax Officer class II, Delhi
	0.19	0.19	F.Y. 2020-2021	Commercial Tax Officer, Chandigarh
	0.12	-	F.Y. 2017-2018	Sales Tax Officer Class II, Delhi
Profession Tax	-	1.28	F.Y. 2020-2021	Assistant Commissioner of Sales Tax Profession
Legal Matter	0.54	0.54	F.Y. 2022-2023	District and Sessions Court, Ludhiana
Income Tax	0.30	0.29	A.Y. 2017-2018	Commissioner of Income Tax Appeal
ii) Commitments				
a) Estimated amount of contracts remaining to be executed on capital account (net of advances paid) and not provided for :	5.05	2.42		
Bank Guarantee against fixed deposits	-	0.01		
Corporate Guarantees issued by wholly owned subsidiary	0.01	0.01		

Future cash flow in respect of contingent liability matters depend on the final outcome of judgement/decisions pending at various forums/authorities.

The estimated amount of contracts remaining to be executed on capital account represents amount to be incurred for store fitout.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

26 Employee Benefits:

I. Defined Contribution Plan

The Group offers its employees defined contribution plan in the form of Provident Fund and Employee's State Insurance Corporation (ESIC). Both the employees and the Group pay pre determined contributions into the Provident Fund and ESIC. The contributions are normally based on a certain proportion of the employee's salary. The Group recognised Provident Fund ₹ 11.57 Crores (Previous year ₹ 10.26 Crores) and ESIC ₹ 3.45 Crores (Previous year ₹ 2.99 Crores) in the Statement of Profit and Loss.

II. Defined Benefit Plan - Gratuity

A For the Company and wholly owned subsidiary

The Company and wholly owned subsidiary has an obligation towards gratuity, a funded defined benefit retirement plan covering eligible employees. The plan provides for lump sum payment to vested employees at retirement, death while in employment or on termination of the employment of an amount equivalent to 15 days salary, payable for each completed year of service or part thereof in excess of six months in terms of gratuity scheme of the Company and wholly owned subsidiary or as per the Payment of the Gratuity Act, 1972 whichever is higher. Vesting occurs upon completion of five years of service.

There is no cap on the amount of gratuity paid to an eligible employee at retirement, or death while in employment or on termination of the employment.

a) The principal actuarial risks to which the Company and wholly owned subsidiary is exposed are investment risk, interest rate risk, longevity risk and salary risk.

Investment risk	The probability or likelihood of occurrence of losses relative to the expected return on any particular investment.
Interest risk	The plan exposes the Company and wholly owned subsidiary to the risk of fall in interest rates. A fall in interest rates will result in an increase in the ultimate cost of providing the above benefit and will thus result in an increase in the value of the liability.
Longevity risk	The Company and wholly owned subsidiary has used certain mortality and attrition assumptions in the valuation of the liability. An increase in the life expectancy / longevity of plan participants will increase the plan's liability and vice versa.
Salary Risk	The present value of the defined benefit plan is calculated with the assumption of salary increase rate of plan participants in future. Deviation in the rate of increase of salary in future for plan participants from the rate of increase in salary used to determine the present value of obligation will have a bearing on the plan's liability.

b) Details of Defined Benefit Plan of the Company and wholly owned subsidiary - Gratuity (As per Actuarial Valuation)

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
I. Expense recognized in the Statement of Profit and Loss for the year ended		
1. Current Service Cost	3.26	2.69
2. Past Service cost	2.67	-
3. Net Interest Cost on the net defined benefit liability	0.65	0.04
Total	**6.58**	**2.73**
II. Included in other comprehensive income		
1. Return on plan assets, excluding amount recognised in net interest expense	0.36	(0.23)
2. Actuarial losses on account of :		
- change in financial assumptions	(0.62)	0.81
- experience variance	0.42	(0.59)
Total	**0.16**	**(0.01)**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars			For the year ended March 31, 2026	For the year ended March 31, 2025
III.	**Net Asset/ (Liability) recognized in the Balance Sheet**			
	1.	Present Value of Defined Benefit Obligation	28.76	24.03
	2.	Fair value of plan assets	22.02	21.22
	3.	**Net (liability) as at end of the year**	**(6.74)**	**(2.81)**
IV.	**Change in the obligation during the year**			
	1.	Present Value of Defined Benefit Obligation at the beginning of the year	24.03	21.18
	2.	Expenses recognised in the Statement of Profit and Loss		
		- Current Service Cost	3.26	2.69
		- Past Service cost	2.67	-
		- Interest Cost	1.53	1.51
	3.	Remeasurement gains/(losses)		
		- change in financial assumptions	(0.62)	0.81
		- experience variance (i.e. Actual experience vs assumptions)	0.43	(0.59)
	4.	Benefits Paid	(2.54)	(1.57)
	5.	**Present Value of Defined Benefit Obligation at the end of the year**	**28.76**	**24.03**
V.	**Change in Fair Value of Assets during the year**			
	1.	Plan assets at the beginning of the year	21.22	20.66
	2.	Investment Income	0.88	1.48
	3.	Return on plan assets (excluding amounts recognised in net interest expense)	(0.36)	0.17
	4.	Contribution by employer	2.82	0.46
	5.	Benefits paid	(2.54)	(1.55)
	6.	**Fair value of Plan assets at the end of the year**	**22.02**	**21.22**
VI.	**Fair value of plan assets at the end of the reporting period for each category are as follows:**			
	-	Government of India Securities (Central & State)	8.33	5.40
	-	High quality corporate bonds (Including public sector bonds)	6.69	5.86
	-	Equity shares, Equity mutual funds and ETF	3.74	8.92
	-	Others	3.26	1.04
Total			**22.02**	**21.22**
VII.	**Actuarial assumptions**			
	1.	Discount Rate [HO]	6.90%-7.27%	6.50%-6.73%
		Discount Rate [Sales Staff]	6.50%-7.27%	6.50%-6.73%
	2.	Salary Escalation Rate [HO]	6.00%-9.00%	6.00%-9.00%
		Salary Escalation Rate [Sales Staff]	6.00%-9.00%	6.00%-9.00%
	3.	Attrition Rate [HO]	15.00%	15.00%
		Attrition Rate [Sales Staff]	30.00%	30.00%
	4.	Retirement Age	60 Years	60 Years
	5.	In-service Mortality	IALM 2012-14	IALM 2012-14

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

c) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the year, while holding all other assumptions constant. The results of sensitivity analysis is as follows:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount Rate (-/ + 1%)		
- Decrease by 1%	1.54	1.35
- Increase by 1%	(1.41)	(1.23)
Salary growth Rate (-/ + 1%)		
- Decrease by 1%	(1.39)	(1.21)
- Increase by 1%	1.50	1.31
Attrition Rate (-/ + 50% of the attrition rate)		
- Decrease by 50%	2.87	2.46
- Increase by 50%	(1.63)	(1.36)
Mortality Rate (-/ + 10% of mortality rate)		
- Decrease by 10%	0.00	0.00
- Increase by 10%	(0.00)	0.00

The sensitivity analysis presented above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

d) Expected contribution for the next year:

The Group expects to contribute ₹ 6.74 crores in respect of the gratuity plans during the next financial year.

e) Expected future benefits payable:

₹ in Crores

Maturity Profile of Defined Benefit Obligation	As at March 31, 2026	As at March 31, 2025
1 year	4.78	4.11
2 to 5 years	16.25	12.47
6 to 10 years	12.26	10.54
More than 10 years	9.91	8.88

B For the Subsidiary-Unfunded

i) Assets and Liability (Balance Sheet Position)

₹ in Crores

Maturity Profile of Defined Benefit Obligation	As at March 31, 2026	As at March 31, 2025
Present Value of Obligation	1.25	1.10
Fair Value of Plan Assets	-	-
Net (Liability) as at end of the year	**(1.25)**	**(1.10)**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

ii) Expenses recognised during the year

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
In Income Statement	0.36	0.54
In Other Comprehensive Income	0.06	(0.09)
Total Expenses Recognized during the year	**0.42**	**0.45**

iii) Changes in the Present Value of Obligation

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Present Value of Obligation as at the beginning of the year	1.10	0.71
Current Service Cost	0.23	0.29
Interest Expense or Cost	0.06	0.25
Re-measurement (or Actuarial) (gain) / loss arising from:		
change in demographic assumptions	-	-
change in financial assumptions	0.00	0.11
experience variance (i.e. Actual experiences vs assumptions)	0.06	(0.20)
Benefits paid	(0.27)	(0.06)
Past Service Cost	0.07	-
Present Value of Obligation as at the end of the year	**1.25**	**1.10**

iv) Classification of Present Value of Obligation

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current Liability (Short term)	0.33	0.28
Non-Current Liability (Long term)	0.92	0.82
Present Value of Obligation	**1.25**	**1.10**

v) Expenses Recognised in the Income Statement1

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current Service Cost	0.23	0.29
Past Service Cost	0.07	-
Interest Expense or Cost	0.06	0.25
Present Value of Obligation as at the end of the year	**0.36**	**0.54**

Notes Forming Part of the Consolidated Financial Statements

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vi) Other Comprehensive Income

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Actuarial (gains) / losses		
change in demographic assumptions	-	-
change in financial assumptions	0.00	0.11
experience variance (i.e. Actual experience vs assumptions)	0.06	(0.20)
Components of defined benefit costs recognised in other comprehensive income	**0.06**	**(0.09)**

vii) The principal financial assumptions used in the valuation are shown in the table below:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount rate (per annum)	6.50% p.a.	6.55% p.a.
Salary growth rate (per annum)	For H.O. - 10% and For Sales Staff - 5.%.	For H.O. - 10% and For Sales Staff - 5.%.

The discount rate indicated above reflects the estimated timing and currency of benefit payments. It is based on the yields / rates available on applicable bonds as on the current valuation date.

viii) The principal demographic assumptions used in the valuation are shown in the table below:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Mortality rate (% of IALM 2012-14)	100%	100%
Normal retirement age	60 Years	60 Years
Attrition / Withdrawal rates, based on Category: (per annum)		
H.O. years	10.00%	10.00%
Sales Staff years	50.00%	50.00%

Attrition rate indicated above represents the Company's best estimate of employee turnover in future (other than on account of retirement, death or disablement) determined considering various factors such as nature of business, retention policy, industry factors, past experience, etc.

ix Sensitivity Analysis

Significant Actuarial Assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase and employee turnover. The sensitivity analysis below, have been determined based on reasonably possible changes of the assumptions occurring at end of the year, while holding all other assumptions constant. The result of Sensitivity analysis is given below:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Defined Benefit Obligation (Base)	**1.25**	**1.10**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount Rate (- / + 1%)		
- Decrease by 1 %	0.07	0.05
- Increase by 1 %	(0.06)	(0.04)
Salary Growth Rate (- / + 1%)		
- Decrease by 1 %	(0.04)	(0.03)
- Increase by 1 %	0.04	0.03
Attrition Rate (- / + 50% of attrition rates)		
- Decrease by 1 %	0.00	0.02
- Increase by 1 %	(0.02)	(0.04)
Mortality Rate (- / + 10% of mortality rates)		
- Decrease by 1 %	0.00	0.00
- Increase by 1 %	(0.00)	(0.00)

III. Defined Benefit Plan - Compensated absences

The Company and wholly owned subsidiary has the policy for Compensated absences which allows the employee to accumulate and carry forward the unutilised Compensated absences. The expected cost of accumulating compensated absences is determined by actuarial valuation for the year ended March 31, 2026.

The principal assumptions used in determining compensated absences obligations for the Company and wholly owned subsidiary is shown below:

a) Details of Defined Benefit Plan of the Company and wholly owned subsidiary - Compensated Absences (As per Actuarial Valuation)

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
I. Net Asset/ (Liability) recognized in the Balance Sheet		
1. Present Value of Defined Benefit Obligation	8.22	6.07
2. Fair value of plan assets	-	-
3. Net (liability) as at the end of the year	**(8.22)**	**(6.07)**
II. Change in the obligation during the year		
1. Present Value of Defined Benefit Obligation at the beginning of the year	6.07	5.37
2. Expenses recognised in the Statement of Profit and Loss		
- Current Service Cost	3.17	1.50
- Past Service Cost	0.72	-
3. Benefits Paid	(1.74)	(0.80)
4. Present Value of Defined Benefit Obligation at the end of the year	**8.22**	**6.07**

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for the year ended March 31, 2026

b) Actuarial Assumptions

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
1. Discount Rate [HO]	6.90%	6.50%
Discount Rate [Sales Staff]	6.50%	6.50%
2. Salary escalation rate	9.00%	9.00%
3. Retirement age	60 years	60 years
4. In service mortality	100% of IALM 2012-14	100% of IALM 2012-14
5. Attrition Rate [HO]	15.00%	15.00%
Attrition Rate [Sales Staff]	30.00%	30.00%
6. Rate of Leave Availment	0.00%	0.00%

c) Significant actuarial assumptions for the determination of the defined benefit obligation are discount rate, expected salary increase, attrition and mortality. The sensitivity analysis below have been determined based on reasonable possible changes of the assumptions occurring at the end of the year, while holding all other assumptions constant. The results of sensitivity analysis is as follows:

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Discount Rate (-/ + 1%)		
- Decrease by 1%	0.49	0.25
- Increase by 1%	(0.44)	(0.23)
Salary growth Rate (-/ + 1%)		
- Decrease by 1%	(0.43)	(0.23)
- Increase by 1%	0.47	0.24
Attrition Rate (-/ + 50% of the attrition rate)		
- Decrease by 50%	0.66	0.41
- Increase by 50%	(0.27)	(0.17)
Mortality Rate (-/ + 10% of mortality rate)		
- Decrease by 10%	0.00	0.00
- Increase by 10%	(0.00)	(0.00)

The sensitivity analysis presented above may not be representative of the actual change in the defined obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

27 Related party disclosures :

Note 34 provides the information about the Group's structure. The following note provides the total amount of transactions that have been entered into with related parties for the relevant financial year.

List of Related Parties :

I. Names of Related Party and description of relationship:

a)	Joint Venture	:	M/s. M.V. Shoe Care Private Limited
b)	Other Related Parties with whom transactions have taken place during the year :		
i.	Key Management Personnel (KMP)	: 1.	Mr. Rafique Malik – Chairman (having significant influence)
		2.	Mrs. Farah Malik Bhanji – Managing Director (having significant influence)

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

		3.	Ms. Alisha Malik (Whole time Director) (w.e.f 1st September 2024)
		4.	Mr. Mohammed Iqbal hasanally Dossani (Whole time Director)
		5.	Mr. Nissan Joseph - Chief Executive Officer
		6.	Mr. Kaushal Parekh - Chief Financial Officer
		7.	Ms. Deepa Sood - Company Secretary
		8.	Ms. Aruna Advani (upto 5th February 2025)
		9.	Mr. Manoj Kumar Maheshwari (upto 5th February 2025)
		10.	Mr. Arvind Kumar Singhal
		11.	Mr. Vikas Khemani
		12.	Mr. Srikanth Velamakanni (upto 24th March 2026)
		13.	Mr. Mithun Sancheti
		14.	Mr. Bhaskar Bhat (w.e.f 6th February 2025)
		15.	Ms. Radhika Dilip Piramal (w.e.f 6th February 2025)
ii.	Relatives of Key Management Personnel	: 1.	Mrs. Sabina Malik Hadi
		2.	Ms. Zarah Rafique Malik
		3.	Ms. Alisha Malik (upto 31st August 2024)
		4.	Mrs. Zia Malik Lalji
		5.	Mrs. Rukshana Kurbanali Javeri
		6.	Mrs. Mumtaz Jaffer
		7.	Mr. Suleiman Sadruddin Bhanji
		8.	Mrs. Aziza Malik
iii.	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	: 1.	Design Matrix Interiors LLP
		2.	Design Matrix Associated Private Limited
		3.	Design Matrix Interiors Partner's LLP
		4.	Fractal Analytics Limited
		5.	Ad-tech Systems
		6.	Metro Shoes
		7.	Metro Family Holdings
		8.	Aziza Malik Family Trust
		9.	Rafique Malik Family Trust
		10.	Zia Malik Family Trust
		11.	Zarah Malik Family Trust
		12.	Sabina Malik Family Trust
		13.	Farah Malik Family Trust

II. Related Party Transactions during the year:

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Rent (Compensation in respect of concession agreements for showrooms)						
Mr. Rafique Malik	Mar-26				1.81	
	Mar-25				2.01	
Mrs. Aziza Malik	Mar-26					2.58
	Mar-25					2.69

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₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Commission/rent in respect of retail agency agreements for showroom						
Metro Shoes	Mar-26		2.48			
	Mar-25		2.42			
Remuneration						
Mr. Rafique Malik	Mar-26				6.85	
	Mar-25				7.56	
Mrs. Farah Malik Bhanji	Mar-26				3.86	
	Mar-25				3.65	
Mrs. Aziza Malik	Mar-26					2.66
	Mar-25					2.50
Mr. Kaushal Parekh	Mar-26				4.76	
	Mar-25				1.94	
Mr. Nissan Joseph	Mar-26				8.84	
	Mar-25				15.86	
Mr. Mohammed Iqbal Hasanally Dossani	Mar-26				0.71	
	Mar-25				0.65	
Ms. Deepa Sood	Mar-26				1.40	
	Mar-25				1.27	
Ms. Alisha R. Malik	Mar-26				1.63	
	Mar-25				0.69	0.79
Directors' Sitting Fees and Commission						
Ms. Aruna Advani	Mar-26				0.13	
	Mar-25				0.17	
Mr. Manoj Kumar Maheshwari	Mar-26				0.05	
	Mar-25				0.15	
Mr. Arvind Kumar Singhal	Mar-26				0.12	
	Mar-25				0.15	
Mr. Srikanth Velamakanni	Mar-26				0.15	
	Mar-25				0.15	
Mr. Vikas Khemani	Mar-26				0.20	
	Mar-25				0.17	
Mr. Mithun Sancheti	Mar-26				0.16	
	Mar-25				0.08	
Mr. Bhaskar Bhat	Mar-26				0.23	
	Mar-25				0.03	
Ms. Radhika Dilip Piramal	Mar-26				0.19	
	Mar-25				0.02	

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₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Retainership Fees						
Mrs. Mumtaz Jaffer	Mar-26					0.39
	Mar-25					0.36
Interim Dividend						
Mr. Rafique Malik	Mar-26				0.81	
	Mar-25				4.73	
Mrs. Farah Malik Bhanji	Mar-26				1.18	
	Mar-25				6.88	
Mrs. Aziza Malik	Mar-26					0.41
	Mar-25					2.36
Ms. Alisha R. Malik	Mar-26				2.37	
	Mar-25				13.82	
Mrs. Sabina Malik Hadi	Mar-26					1.18
	Mar-25					6.89
Ms. Zarah Rafique Malik	Mar-26					1.18
	Mar-25					6.89
Mrs. Zia Malik Lalji	Mar-26					1.18
	Mar-25					6.89
Mrs. Rukshana Kurbanali Javeri	Mar-26					0.07
	Mar-25					0.42
Mrs. Mumtaz Jaffer	Mar-26					0.01
	Mar-25					0.04
Mr. Kaushal Parekh	Mar-26				0.03	
	Mar-25				0.15	
Aziza Malik Family Trust	Mar-26		22.93			
	Mar-25		133.78			
Rafique Malik Family Trust	Mar-26		22.61			
	Mar-25		131.90			
Zia Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Zarah Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Sabina Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Farah Malik Family Trust	Mar-26		1.19			
	Mar-25		6.95			
Mr. Suleiman Sadruddin Bhanji	Mar-26					0.01
	Mar-25					0.06

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₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Mr. Nissan Joseph	Mar-26				-	
	Mar-25				0.21	
Ms. Deepa Sood	Mar-26				0.00	
	Mar-25				0.01	
Mr. Mohammed Iqbal Hasanally Dossani	Mar-26				0.00	
	Mar-25				0.02	
Final Dividend						
Mr. Rafique Malik	Mar-26				0.68	
	Mar-25				0.61	
Mrs. Farah Malik Bhanji	Mar-26				0.98	
	Mar-25				1.15	
Mrs. Aziza Malik	Mar-26					0.34
	Mar-25					0.30
Mr. Nissan Joseph	Mar-26				0.03	
	Mar-25				-	
Mr. Kaushal Parekh	Mar-26				0.02	
	Mar-25				0.02	
Ms. Alisha R. Malik	Mar-26				1.97	
	Mar-25				2.04	
Mrs. Sabina Malik Hadi	Mar-26					0.98
	Mar-25					1.15
Ms. Zarah Rafique Malik	Mar-26					0.98
	Mar-25					1.15
Mrs. Zia Malik Lalji	Mar-26					0.98
	Mar-25					1.15
Mrs. Rukshana Kurbanali Javeri	Mar-26					0.06
	Mar-25					0.05
Mrs. Mumtaz Jaffer	Mar-26					0.01
	Mar-25					0.01
Aziza Malik Family Trust	Mar-26		19.11			
	Mar-25		17.20			
Rafique Malik Family Trust	Mar-26		18.84			
	Mar-25		16.96			
Zia Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Zarah Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in crores

Particulars	Year	Subsidiary	Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence	Joint Venture	Key Management Personnel	Relatives of Key Management Personnel
Sabina Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Farah Malik Family Trust	Mar-26		0.99			
	Mar-25		0.89			
Ms. Deepa Sood	Mar-26				0.00	
	Mar-25				0.00	
Mr. Mohammed Iqbal Hasanally Dossani	Mar-26				0.00	
	Mar-25				0.00	
Mr. Suleiman Sadruddin Bhanji	Mar-26					0.01
	Mar-25					0.01
Professional Fees (capital cost)						
Design Matrix Interiors LLP	Mar-26		0.07			
	Mar-25		1.95			
Design Matrix Interiors Partner's LLP	Mar-26		2.19			
	Mar-25		-			
Design Matrix Associated Private Limited	Mar-26		0.09			
	Mar-25		0.24			
Fractal Analytics Limited	Mar-26		4.97			
	Mar-25		5.38			
Purchase of IT assets (capital cost)						
Ad-tech Systems	Mar-26		0.31			
	Mar-25		-			
Purchases of Stock-in-Trade (net of taxes)						
M.V. Shoe Care Private Limited	Mar-26			24.32		
	Mar-25			20.16		

III. Outstanding receivables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Security Deposit for Rent		
Mr. Rafique Malik (BM8 Store - Colaba, Mumbai)	-	0.13

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

IV. Outstanding payables

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Key Management Personnel		
Rent (Compensation in respect of concession agreements for showrooms)		
Mr. Rafique Malik	(0.10)	(0.19)
Mrs. Aziza Malik	(0.14)	(0.21)
Relatives of Key Management Personnel		
Retainership Fees		
Mrs. Mumtaz Jaffer	(0.05)	(0.02)
Enterprise in which KMP/ Relatives of KMP are able to control / exercise significant influence		
Commission/rent in respect of retail agency agreements for showroom		
Metro Shoes	(0.26)	(0.27)
Professional Fees (capital cost)		
Design Matrix Interiors LLP#	0.05	(0.37)
Design Matrix Interiors Partner's LLP	(0.37)	-
Design Matrix Associated Private Limited	(0.02)	(0.02)
Fractal Analytics Limited	-	(2.24)
Purchases of Stock-in-trade		
M/s. M.V. Shoe Care Private Limited	(3.73)	(2.93)

 # net of advances

Related party disclosures

Terms and conditions of transactions with related parties

(a) **Rent/commission (compensation in respect of concession agreements for showrooms)**

The Group has taken Alkapuri (Vadodara), Linking Road (Mumbai), SK Open Mall (Nashik), Colaba Causeway (Mumbai) and CG Road (Ahmedabad) on lease from the promoter, a relative of the promoter and an entity over which the promoter of the Group have control, for a period of 10 to 15 years. The lease agreement requires the Group to pay variable lease rental on a monthly basis. The lease payments are at arm's length price and in the ordinary course of business. The lease agreement does not contain any escalation clauses. At the end of lease term, the lease agreement is renewable based on mutual negotiation and agreement.

(b) **Remuneration to Key Management Personnel and Relatives of Key Management Personnel**

The amounts disclosed in the table above are the amounts recognised as an expense during the financial year related to Key Management Personnel and Relatives of Key Management Personnel. The amounts do not include expense, if any, recognised toward post-employment benefits and other long-term benefits of Key Management Personnel and Relatives of Key Management Personnel. Such expenses are measured based on an actuarial valuation done for Group as a whole. Hence, amounts attributable to Key Management Personnel and Relatives of Key Management Personnel are not separately determinable.

(c) **Key Management Personnel's interest in Employee Stock Option Plan 2008**

Equity settled share options held by the executive members of the Board of Directors and other key managerial personnel of the Group under the Employee Stock Option Plan 2008 to purchase equity shares have the following expiry dates and exercise prices:

Grant date	Expiry date	Exercise price	Number outstanding	
			31-Mar-26	31-Mar-25
01-09-2021	01-09-2031	228.00	187,625	277,128
01-09-2022	01-09-2032	228.00	36,290	36,290
01-10-2022	01-10-2032	391.46	16,650	22,704

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

No share options have been granted to the non-executive members of the Board of Directors under this scheme. Refer to note 31 for further details on the scheme.

(d) Sitting Fees to Independent Directors

Sitting Fees is paid to directors including non-executive and independent directors for attending meetings of the Board and various Committees constituted by the Board at rates approved by the Board and Shareholders of the Group. The Sitting Fees is payable to each Director after conclusion of each meeting.

(e) Retainership Fees to Relatives to Key Management Personnel

The Group had paid retainership fees to Relatives to Key Management Personnel against designing of hand bags for the brand. The Group mutually negotiates and agrees the price and payment terms with the related parties by benchmarking the same to similar services received by the Group from other non-related parties.

(f) Professional Fees (capital cost)

The Group received professional services (capital costs) for its showrooms and business operations from enterprises in which Key Management Personnel / Relatives of Key Management Personnel are able to control / exercise significant influence on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Group mutually negotiates and agrees the price and payment terms with the related parties by benchmarking the same to the services to non-related parties entered into by the counter-party and similar services received by the Group from other non-related parties.

(g) Purchases of IT assets

The Group procures IT assets (capital costs) from enterprises in which Relatives of Key Management Personnel are able to control / exercise significant influence on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees the purchase price and payment terms with the related parties by benchmarking the same against comparable transactions with non-related parties entered into by the counter-party. Such procurements generally include payment terms requiring the Group to make payment within 45 to 60 days from the date of invoice.

(h) Purchases of goods and related balances

For terms of transaction

Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Group mutually negotiates and agrees purchase price and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counter-party. Such purchases generally include payment terms requiring the Group to make payment within 45 to 60 days from the date of invoice.

For terms of balance

Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 45 to 60 days from the reporting date (March 31, 2025: 45 to 60 days from the reporting date).

(i) Others

1) No amount has been written off/ provided for or written back in respect of amounts receivable from or payable to related parties

2) There are no guarantees provided or received for any related party receivables or payables.

28 Segment Reporting:

The Group's only business being trading of fashion footwear, bags and accessories operating in the premium and economy category, which in terms of Ind AS 108 - 'Operating Segments' constitutes a single reporting segment. Further, there is no geographical segment to be reported since all the operations are undertaken in India. The Group is not reliant on revenue from transactions with any single external customer and does not receive 10% or more of its revenues from transactions with any single external customer.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

29 Leases

Right-of-use Asset (Showrooms and Warehouses)

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,067.66**	**970.34**
Additions during the year	587.89	311.81
Disposal during the year	(36.07)	(18.43)
Depreciation expense for the year	(240.06)	(196.06)
Balance at the end of the year	**1,379.42**	**1,067.66**

Lease Liabilities

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**1,227.08**	**1,098.43**
Additions during the year	571.72	301.54
Disposal during the year	(45.85)	(24.00)
Interest expense for the year	110.12	89.98
Lease payment during the year	(292.86)	(238.87)
Balance at the end of the year	**1,570.21**	**1,227.08**

Maturity analysis - contractual undiscounted cash flows

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Less than 1 year	323.30	258.56
1 - 5 Year	1,082.11	872.12
More than 5 years	651.47	468.44
Total undiscounted lease liabilities at the end of the year	**2,056.88**	**1,599.12**
Lease Liabilities included in Financial statement as at the end of the year	**1,570.21**	**1,227.08**
Current	215.54	172.60
Non-Current	1,354.67	1,054.48

Amounts Recognised in Statement of Profit & Loss

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest expense on lease liabilities	110.12	89.98
Depreciation of Right-of-use assets	240.06	196.06
Expenses relating to short term leases/Variable lease payments	49.24	53.64
Total	**399.42**	**339.68**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Amounts Recognised in Statement of Cash Flows

₹ in Crores

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Cash outflow for Leases	(292.86)	(238.87)

Notes :

a. The Group has showrooms and warehouses under lease which comprises Buildings.

b. The Group incurred ₹ 49.24 Crores for the year ended March 31, 2026 (Previous year ₹ 53.64 Crores) towards expenses relating to short-term leases and leases of variable lease payment. The total cash outflow for leases is ₹ 292.86 Crores for the year ended March 31, 2026 (Previous year ₹ 238.87 Crores) excluding cash outflow of short-term leases and leases of variable lease payment. Interest on lease liabilities is ₹ 110.12 Crores for the year ended March 31, 2026 (Previous year ₹ 89.98 Crores).

c. The effective interest rate for lease liabilities is 7.31% (March 31, 2025: 7.34%).

d. The future lease payment for non-cancellable lease contracts (which have not commenced) as at March 31, 2026 ₹ 55.58 Crores (March 31, 2025: ₹ 111.26 Crores).

30 Basic and Diluted Earnings per Share is calculated as under:

Particulars	As at March 31, 2026	As at March 31, 2025
Profit after tax as per Statement of Profit and Loss attributable to equity share holders (₹ in Crores)	411.17	350.61
Weighted average number of Equity Shares:		
- Basic	272,366,143	272,025,712
Add: Effect of Potential Equity Shares on employees stock options outstanding	675,552	929,230
- Diluted	273,041,695	272,954,942
Earnings per Share (in ₹)		
- Basic (₹)	15.10	12.89
- Diluted (₹)	15.06	12.84

31 Employee Stock Option Plan 2008 (ESOP – 2008):

The Company had granted stock options (options) to its eligible employees in terms of Employees Stock Option plan 2008 (ESOP 2008) of the Company as approved by the shareholders in the 31st Annual General Meeting held on 11th September, 2008.

The said plan was further amended vide shareholders resolution dated August 5th, 2021.

As per the amended Scheme, the Nomination and Remuneration Committee (NRC) grants the options to the employees deemed eligible. The exercise price of each option shall be at a price not less than the face value per share. Vesting period of the option is from minimum of one year to maximum of five years years from the date of grant. All the vested options shall expire within 5 years from the respective date(s) of vesting or after 2 years from the date of listing of the Company's shares in any recognised Stock Exchange, whichever is later. In case of termination of employment, the options granted, to the extent not exercised previously along with unvested options will terminate on the date of such termination of employment. In case of voluntary resignation, the employee can exercise the vested option within a period of three (3) days.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

a) The particulars of the Options distributed under ESOP 2008 are as follows:

Particulars	ESOP
Eligibility	A permanent employee or a director of the Company (including of subsidiaries in India or out of India or of a holding company of the company) but excluding (a) an employee who is a promoter or belongs to the promoter group; (b) a director who either by himself or through his relatives or through any body corporate, directly holds more than 10% of the outstanding equity shares of the Company.
Plan Tenure	Tenure of the plan is 11 years, i.e. September 15, 2009 to September 14, 2020 or as determined by the Board / Compensation Committee from time to time. Any stock option which remains ungranted after closing date would automatically be lapsed.
Vesting period	The options granted will vest over the term determined by the Nomination and Remuneration Committee in graded manner. Further, in case of disability and death all the unvested options will vest immediately from the date of such event.
Exercise Period	The vested options must be exercised immediately after the earliest of the occurrence of the following : (a) Expiry of five years from the vesting date or two years of the listing of the shares on a recognized stock exchange, whichever is later (b) Three days following the date of grantee's voluntary resignation (c) In case of disability and death of grantee's the legal heir must exercise the shares within six months from the date of such event (d) Three months from the date of retirement.
Exercise Price	The exercise price per option is to be determined by the Board / NRC at the time of grant but the fair market value should not be less than the face value of a share on the grant date.
Face value	Equity Shares of face value ₹ 5/- each (Previous year ₹ 5/- each)

b) The particulars of number of options granted, exercised and lapsed for Employees Stock Option plan 2008 (ESOP 2008) are as follows:

Summary of stock options

₹ in Crores

Particulars	Number of options as at March 31,2026	Number of options as at March 31,2025
Options outstanding at the beginning of the year	**1,249,079**	**1,504,532**
Options granted during the year*	252,282	162,817
Options exercised during the year	(300,751)	(335,217)
Options forfeited / lapsed during the year	(194,735)	(83,053)
Options outstanding at the end of the year	**1,005,875**	**1,249,079**

*Options granted during the year ended:

March 31, 2026		March 31, 2025	
July 01, 2024	14,511	April 01, 2024	8,372
October 01, 2024	4,499	July 01, 2024	35,912
April 01, 2025	41,443	October 01, 2024	56,683
July 01, 2025	150,308	October 01, 2024	732
October 01, 2025	9,638	January 01 ,2025	61,118
January 01, 2026	31,883		
Total	**252,282**		**162,817**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Information in respect of options outstanding as at March 31, 2026

Range of exercise price:	Number of options	Weighted average remaining life
₹ 228.00	374,200	0.50
₹ 228.00	79,759	1.50
₹ 228.00	41,809	0.50
₹ 391.46	16,650	1.56
₹ 228.00	6,162	0.84
₹ 409.70	22,005	2.01
₹ 403.10	53,284	2.25
₹ 228.00	14,000	1.42
₹ 228.00	6,684	2.50
₹ 488.25	8,535	2.51
₹ 544.80	52,525	2.76
₹ 588.25	8,372	3.01
₹ 563.36	49,626	3.25
₹ 649.95	58,565	3.51
₹ 228.00	488	1.50
₹ 608.55	21,310	3.76
₹ 585.76	41,443	4.01
₹ 571.59	108,937	4.25
₹ 599.18	9,638	4.51
₹ 577.79	31,883	4.76

c) During the year the Company has granted 2,52,282 options under the said scheme to eligible personnel. The fair market value of the option has been determined using Black Scholes Option Pricing Model. The fair value of the options granted during the year are as follows:

The fair value of the options granted during the year are as follows:

Number of options - 14,511, Vesting period - 5 years

Grant date- July 01, 2024	Fair value per option (₹)
July 01, 2025	725.06
July 01, 2026	752.98
July 01, 2027	779.42
July 01, 2028	806.64
July 01, 2029	829.26

Number of options - 4,499, Vesting period - 5 years

Grant date- October 01, 2024	Fair value per option (₹)
October 01, 2025	693.10
October 01, 2026	725.38
October 01, 2027	756.00
October 01, 2028	788.68
October 01, 2029	815.38

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Number of options - 41,443, Vesting period - 5 years

Grant date- April 01, 2025	Fair value per option (₹)
April 01, 2026	472.46
April 01, 2027	493.30
April 01, 2028	515.74
April 01, 2029	535.84
April 01, 2030	557.27

Number of options - 1,50,308, Vesting period - 5 years

Grant date- July 01, 2025	Fair value per option (₹)
July 01, 2026	614.42
July 01, 2027	632.13
July 01, 2028	651.13
July 01, 2029	669.15
July 01, 2030	690.09

Number of options - 9,638, Vesting period - 5 years

Grant date- October 01, 2025	Fair value per option (₹)
October 01, 2026	731.10
October 01, 2027	750.97
October 01, 2028	772.04
October 01, 2029	791.81
October 01, 2030	813.90

Number of options - 31,883, Vesting period - 5 years

Grant date- January 01, 2026	Fair value per option (₹)
January 01, 2027	667.25
January 01, 2028	686.30
January 01, 2029	705.96
January 01, 2030	725.74
January 01, 2031	747.47

The fair value has been calculated using the Black Scholes Options Pricing Model and the significant assumptions made in this regard are as follows:

Grant dated : July 01, 2024 (5 years vesting)	
Risk free interest rate (%)	6.62% - 6.69%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	19.78% - 27.46%
Expected dividend yield (%)	0.41%
Exercise price (₹)	563.36
Stock price (₹)	1,228.50

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Grant dated : October 01, 2024 (5 years vesting)	
Risk free interest rate (%)	6.33% - 6.40%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	19.01% - 27.03%
Expected dividend yield (%)	0.39%
Exercise price (₹)	649.95
Stock price (₹)	1,275.65

Grant dated : April 01, 2025 (5 years vesting)	
Risk free interest rate (%)	6.15% - 6.20%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	21.82% - 27.17%
Expected dividend yield (%)	1.22%
Exercise price (₹)	585.76
Stock price (₹)	1,013.30

Grant dated : July 01, 2025 (5 years vesting)	
Risk free interest rate (%)	5.52% - 5.91%
Expected life / Time to Maturity (years)	2.00 - 4.00
Expected Volatility	21.63% - 27.05%
Expected dividend yield (%)	1.07%
Exercise price (₹)	571.59
Stock price (₹)	1,150.20

Grant dated : October 01, 2025 (5 years vesting)	
Risk free interest rate (%)	5.62% - 6.12%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	22.97% - 27.43%
Expected dividend yield (%)	0.96%
Exercise price (₹)	599.18
Stock price (₹)	1,290.30

Grant dated : January 01, 2026 (5 years vesting)	
Risk free interest rate (%)	5.61% - 6.18%
Expected life / Time to Maturity (years)	2.00 - 6.00
Expected Volatility	23.26% - 27.36
Expected dividend yield (%)	1.02%
Exercise price (₹)	577.79
Stock price (₹)	1,207.10

In respect of Options granted under the Employee Stock Option Plan the accounting is done as per requirements of Ind AS 102. Consequently, salaries, wages, bonus etc. includes ₹ 10.80 crores (Previous year ₹ 11.33 crores) being expenses on account of share based payments, after adjusting for reversals on account of options forfeited.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

32 Expenditure on Corporate Social Responsibility

₹ in Crores

Particulars		**For the year ended March 31, 2026**	**For the year ended March 31, 2025**
(i)	Amount required to be spent by the Group during the year	9.63	8.18
(ii)	Amount spent during the year (Refer Note below)		
	- Construction/aquistion of any asset		
	a) In cash	-	-
	b) Yet to paid in cash	-	-
	- On purpose other than above		
	a) In cash (including shortfall of previous year ₹ 0.05 crores (March 31, 2025 ₹ 0.51 crores))	9.04	8.64
	b) Yet to paid in cash	-	-
(iii)	Shortfall at the end of the year	(0.64)	(0.05)
(iv)	Total of previous years excess	-	-
(v)	Reason for shortfall/excess		
	The amount of shortfall pertains to ongoing projects identified as per Schedule VII of the Companies Act, 2013. Shortfall for the previous year ended March 31, 2025 has been paid during the year ended March 31, 2026. The total shortfall for the current year ended March 31, 2026, ₹ 0.64 crores has been transferred to Unspent CSR Account on or before April 30, 2026.		
(vi)	Nature of CSR activities		
	(a) Good health and well being	-	-
	(b) Education	5.29	5.23
	(c) Processing of Old discarded footwear in an Ecofriendly manner	2.75	1.08
	(d) Other	1.00	2.33
(vii)	Details of related party transactions	Not Applicable	Not Applicable
(viii)	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year shall be shown separately	Not Applicable	Not Applicable

Note:

The Group has incurred the aforesaid expenditure towards ongoing projects.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

33 Additional information as required by Paragraph 2 of the General Instructions for Preparation of Consolidated Financial Statements to Schedule III to the Companies Act, 2013

As at March 31, 2026

₹ in crores

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
1	2	3	4	5	6	7	8	9
Parent								
Metro Brands Limited	96.36%	1,952.89	96.30%	400.49	89.48%	(0.34)	96.30%	400.15
Subsidiary - Indian								
Metmill Footwear Private Limited	1.66%	33.70	1.19%	4.94	5.26%	(0.02)	1.18%	4.92
Non controlling Interests in the subsidiary	1.66%	33.55	1.12%	4.69	5.26%	(0.02)	1.13%	4.67
Subsidiary - Indian								
Metro Athleisure Limited	(0.24%)	(4.89)	1.02%	4.23	0.00%	-	1.02%	4.23
Joint Venture (investment as per the equity method)								
M.V Shoe Care Private Limited	0.56%	11.45	0.37%	1.54	0.00%	-	0.37%	1.54
Total	**100.00%**	**2,026.70**	**100.00%**	**415.89**	**100.00%**	**(0.38)**	**100.00%**	**415.51**

As at March 31, 2025

₹ in crores

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
1	2	3	4	5	6	7	8	9
Parent								
Metro Brands Limited	96.64%	1,679.50	97.34%	345.02	117.18%	(0.27)	97.32%	344.75

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in crores

Name of the entity	Net assets, i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of Consolidated net assets	Amount	As % of Consolidated profit or loss	Amount	As % of Consolidated other comprehensive income	Amount	As % of total comprehensive income	Amount
1	2	3	4	5	6	7	8	9
Subsidiary - Indian								
Metmill Footwear Private Limited	1.66%	28.90	1.13%	4.01	(16.50%)	0.04	1.14%	4.05
Non controlling Interests in the subsidiary	1.66%	28.86	1.09%	3.85	(12.79%)	0.03	1.10%	3.88
Subsidiary - Indian								
Metro Athleisure Limited	(0.53%)	(9.19)	(0.01%)	(0.05)	0.00%	-	(0.01%)	(0.05)
Joint Venture (investment as per the equity method)								
M.V Shoe Care Private Limited	0.57%	9.90	0.46%	1.63	12.12%	(0.03)	0.45%	1.60
Total	**100.00%**	**1,737.97**	**100.00%**	**354.46**	**100.00%**	**(0.23)**	**100.00%**	**354.23**

34 Subsidiaries and Joint Venture

(a) The subsidiaries considered in the preparation of these consolidated financial statements is:

Name of Subsidiary	Principal Activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
			As at March 31, 2026	As at March 31, 2025
Metmill Footwear Private Limited	Wholesale of Footwear	India	51%	51%
Metro Athleisure Limited	Wholesale of Footwear	India	100%	100%

(b) Disclosure of Non-Controlling Interests

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	**28.86**	**29.38**
Share in Total Comprehensive Income	4.70	3.88
Dividend paid by subsidiary	-	(4.41)
Balance at the end of the year	**33.55**	**28.86**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

(c) Investment in Joint Venture

Details and financial information of the Joint venture

Details of the Group's joint venture at the end of the year is as follows:

Name of Subsidiary	Principal Activity	Place of incorporation and operation	Proportion of ownership interest and voting power held by the Group	
			As at March 31, 2026	As at March 31, 2025
M.V. Shoe Care Private Limited	Manufacturing of shoe care and foot care products	India	49%	49%

The Joint venture has no other contingent liabilities or capital commitments as at March 31, 2026 and March 31, 2025.

35 Financial Instruments

35.1 Capital Management

Risk Management

The Group's objectives when managing capital are to safeguard the Group's ability to continue as a going concern in order to provide returns for shareholders and benefits for other stakeholders and to maintain an optimal capital structure.

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Equity		
Equity Share Capital	136.27	136.12
Other Equity	1,856.88	1,572.99
Non Controlling Interests	33.55	28.86
Total Equity	**2,026.70**	**1,737.97**
Total Debt*	**1,570.21**	**1,227.08**
Debt Equity Ratio	**0.77**	**0.71**

** Total Debt comprises of Lease Liability.*

35.2 Categories of financial instruments

Financial Assets and Financial Liabilities classified under Level 1, Level 2 and Level 3 hierarchy

₹ in Crores

Particulars	Hierarchy Level	As at March 31, 2026	As at March 31, 2025
Financial Assets			
Measured at fair value through profit or loss			
- Investments in Mutual funds	Level 2	278.98	156.85
- Investments in Bonds	Level 1	15.49	27.62
- Investments in Infrastructure Investment trusts	Level 1	85.76	61.79
- Investments in Equity instrument	Level 3	0.01	0.01
- Investments in Non-Convertible Debentures	Level 1	99.94	-
Measured at amortised cost			
- Trade receivables #		99.82	91.20
- Cash and cash equivalents #		32.57	94.84

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

₹ in Crores

Particulars	Hierarchy Level	As at March 31, 2026	As at March 31, 2025
- Other Bank balances #		9.35	6.19
- Investment in Fixed Deposits of Non Banking Companies #		6.50	48.00
- Investment in Commercial Papers #		157.26	228.41
- Loans #		0.96	1.40
- Other financial assets #		208.99	271.88
Measured at fair value through Other Comprehensive Income			
- Investments in Bonds	Level 1	12.01	12.24
Financial Liabilities			
Measured at amortised cost			
- Trade payables #		278.16	225.81
- Other financial liabilities #		66.91	36.00
- Lease Liabilities #		1,570.21	1,227.08

 # The Group considers that the carrying amount of financial assets and financial liabilities recognised in the financial statements approximates their fair value.

Note : There have been no transfers between level 1 and level 2 during the period.

35.3 Fair Value measurements

Fair valuation techniques and inputs used

(i) Fair Value Hierarchy

This section explains the judgements and estimates made in determining the fair values of the financial instruments that are (a) recognised and measured at fair value and (b) measured at amortised cost and for which fair values are disclosed in the financial statements. To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its financial instruments into the three levels prescribed under the accounting standard.

Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities that the entity can access at the measurement date. A quoted market price in an active market provides the most reliable evidence of fair value and is used without adjustment to measure fair value whenever available, with limited exceptions.

Level 2 inputs are inputs other than quoted market prices included within Level 1 that are observable for the asset or liability, either directly or indirectly.

Level 2 inputs include:

- quoted prices for similar assets or liabilities in active markets
- quoted prices for identical or similar assets or liabilities in markets that are not active
- inputs other than quoted prices that are observable for the asset or liability, for example
- interest rates and yield curves observable at commonly quoted intervals
- implied volatilities
- credit spreads
- inputs that are derived principally from or corroborated by observable market data by correlation or other means ('market – corroborated inputs')

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

Level 3 inputs are unobservable inputs for the asset or liability. Unobservable inputs are used to measure fair value to the extent that relevant observable inputs are not available, thereby allowing for situations in which there is little, if any, market activity for the asset or liability at the measurement date. An entity develops unobservable inputs using the best information available in the circumstances, which might include the entity's own data, taking into account all information about market participant assumptions that is reasonably available.

Financial assets measured at fair value

Financial assets	Fair value (₹ in crores) As at March 31, 2026	Fair value (₹ in crores) As at March 31, 2025	Fair value hierarchy	Valuation technique(s) and key input(s)	Significant unobservable input(s)	Relationship of unobservable inputs to fair value and sensitivity
Investments in Mutual funds	278.98	156.85	Level 2	Net assets value (NAV) declared by the respective asset management companies	NA	NA
Investment in Equity Instrument	0.01	0.01	Level 3	As per Valuation obtained by management	NA	NA
Investments in bonds	27.50	39.86	Level 1	Active market determined	NA	NA
Investment in Infrastructure Investment trusts	85.76	61.79	Level 1	Active market determined	NA	NA
Investments in Non-Convertible Debentures	99.94	-	Level 1	Active market determined	NA	NA

35.4 Financial Risk Management

The Group's activities expose it to variety of financial risks: credit risk, liquidity risk and market risk. In order to manage aforementioned risks, the Group operates a risk management policy and a program that performs close monitoring of and responding to each risk factors.

A] CREDIT RISK

i) **Credit Risk Management:**

Credit risk is the risk of the financial loss that the counterparty will default on its contractual obligation. The credit risk for the Group primarily arises from the credit exposures to trade receivables (mainly institutional customers), deposits with landlords for store properties taken on leases , cash and cash equivalents, deposits with banks and other receivables.

ii) **Trade and other receivables:**

The Group's retail business is predominantly on cash and carry basis. The Group sells goods on credit basis to institutional and other customers. The credit risk on such collections is minimal considering that such sales are only 16.53% of the total sales. The credit period for institutional and other customers is 30 to 150 days. No interest is charged on trade receivables on payment received even after the credit period. The Group has adopted a policy of dealing with only credit worthy counterparties and the credit risk exposure is managed by the Group by credit worthiness checks. As at March 31, 2026, the Group had 18 customers (as at March 31, 2025 : 13 customers) that accounted for approximately 94.57% (as at March 31, 2025 : 87.35%) of the trade receivables. The Group also carries credit risk on lease deposits with landlords for store properties taken on lease, for which agreements are signed and property possessions timely taken for store operations. The risk relating to refunds after store shut down is managed through successful negotiations or appropriate legal actions, where necessary.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

The Group's experience of delinquencies and customer disputes have been minimal.

iii) **Cash and cash equivalents and deposits with banks:**

Credit risk on Cash and Cash Equivalents is limited as the Group generally invests in deposits with banks with high credit ratings assigned by international and domestic credit rating agencies.

B] LIQUIDITY RISK

1) **Liquidity Risk Management**

Ultimate responsibility for liquidity risk management rests with the Board of Directors, which has established an appropriate liquidity risk management framework for the management of the Group's short, medium and long-term funding and liquidity management requirements. The Group manages liquidity risk by maintaining adequate reserves, banking facilities by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities.

2) **Maturity of financial liabilities**

The table below analyse the Group's financial liabilities in to relevant maturity based on their remaining contractual maturities of all non-derivative financial liabilities. The amounts disclosed in the table are the contractual undiscounted cash flows.

₹ in crores

Contractual maturities of financial liabilities	Less than 1 year	Between 1 and 3 years	Between 3 and 5 years	More than 5 years	Total undiscounted cash flows	Carrying amounts
As at 31st March, 2026						
Non- derivative financial liabilities						
Non interest bearing:						
Trade Payables	278.16	-	-	-	278.16	278.16
Lease Liabilities	323.30	593.77	488.34	651.47	2,056.88	1,570.21
Others	66.91	-	-	-	66.91	66.91
As at 31st March, 2025						
Non- derivative financial liabilities						
Non interest bearing:						
Trade Payables	225.81	-	-	-	225.81	225.81
Lease Liabilities	258.56	485.30	386.82	468.44	1,599.12	1,227.08
Others	36.00	-	-	-	36.00	36.00

The Group has access to following financing facilities which were undrawn as at the end of the year.

₹ in Crores

Undrawn financing facilities	As at March 31, 2026	As at March 31, 2025
Secured working capital facilities		
Amount Used	-	-
Amount Unused	66.00	56.00
Total	**66.00**	**56.00**
Letter of Credit (Unfunded)		
Amount used	6.04	3.44
Amount unused	3.96	6.56
Total	**10.00**	**10.00**

The above facility has been secured by a charge on Group's current assets and receivables.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

C] MARKET RISK

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: Currency risk, interest risk and other price risk. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

1) Product Price risk

Product price increases which are not in line with the levels of customers discretionary spends, may affect the sales volumes. In such a scenario, the risk is managed by offering judicious discounts to customers to sustain volumes. Group negotiates with its vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the retail customers. This helps Group protect itself from significant product margin losses.

2) Interest risk

The Group is exposed to interest rate risk primarily due to borrowings having floating interest rates. The Group uses available working capital limits for availing short term working capital demand loans with interest rates negotiated from time to time so that the Group has an effective mix of fixed and variable rate borrowings. The Group does not enter into financial instrument transactions for trading or speculative purposes or to manage interest rate exposure.

Particulars	As at March 31, 2026	As at March 31, 2025
Interest on Secured Working capital limit	0.02	-
Interest Rate	8.35%	-
Interest Rate Buyers credit	-	-
Interest amount per 50 basis point fluctuation	0.00	-

3) Currency risk

The Group's significant transactions are in Indian rupees and therefore there is minimal foreign currency risk.

The Group's exposure to foreign currency risk at the end of the year expressed in ₹ in Crores and USD($), is as follows

Particulars	As at March 31, 2026		As at March 31, 2025	
	₹ in Crores	USD ($) in Crores	₹ in Crores	USD ($) in Crores
Trade Payables	0.00	0.00	0.00	0.00

Sensitivity:

The sensitivity of profit or loss to changes in the exchange rates arises mainly from financial instruments denominated in foreign currency.

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
USD sensitivity		
₹/USD -Increase by 1% #	(0.00)	(0.00)
₹/USD -Decrease by 1% #	0.00	0.00

 # Holding all other variables constant

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

36 Details of dues to micro and small enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
The principal amount remaining unpaid to any supplier at the end of the year	58.21	56.73
Interest due remaining unpaid to any supplier at the end of the year	-	1.34
The amount of interest paid by the buyer in terms of section 16 of the MSMED Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year	0.78	0.10
The amount of interest due and payable for the year of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under MSMED Act, 2006	-	-
The amount of interest accrued and remaining unpaid at the end of each accounting year (where the principal has been paid but interest under the MSMED Act, 2006 is not paid)	-	1.34
The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues above are actually paid to the small enterprises, for the purpose of disallowance of a deductible expenditure under section 23 of the MSMED Act, 2006	-	1.34

Note: Dues to Micro and Small Enterprises have been determined to the extent such parties have been identified on the basis of information collected by the Management. This has been relied upon by the auditors.

37 Events after the reporting period

No events, other than those disclosed in the financial statements, have occurred subsequent to the balance sheet date or are pending that would require adjustment to, or disclosure in the financial statements or amendment to significant assumptions used in the preparation of accounting estimate.

38 Ratio analysis and its elements

a) Current Ratio = Current Assets divided by Current Liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Current Assets	1,829.27	1,568.35
Current Liabilities	633.00	541.18
Ratio	**2.89**	**2.90**
% Change from previous year	**(0%)**	

b) Debt Equity ratio = Total debt divided by Total equity where total debt refers to sum of current & non current borrowings

The Group do not have any outstanding borrowings as at year ended March 31, 2026 and March 31, 2025 and hence debt equity ratio is not applicable

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

c) Debt Service Coverage Ratio = Earnings available for debt services divided by Total interest and principal repayments

Particulars	As at March 31, 2026	As at March 31, 2025
Earnings available for debt service	689.69	591.34
Debt Service	292.86	238.87
Ratio	**2.36**	**2.48**
% Change from previous year	**(5%)**	

Earnings available for debt service= Net Profit after taxes + Non-cash operating expenses

Debt service = Interest and Lease Payments + Principal Repayments

d) Return on Equity Ratio / Return on Investment Ratio = Net profit after tax divided by Equity

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax	415.89	354.46
Total equity	2,026.70	1,737.97
Ratio	**20.52%**	**20.40%**
% Change from previous year	**1%**	

e) Inventory Turnover Ratio = Cost of goods sold divided by average inventory

Particulars	As at March 31, 2026	As at March 31, 2025
Cost of goods sold	1,205.12	1,060.87
Average Inventory	746.43	673.53
Inventory Turnover Ratio	**1.61**	**1.58**
% Change from previous year	**2%**	

f) Trade Receivables turnover ratio = Credit Sales divided by average trade receivables

Particulars	As at March 31, 2026	As at March 31, 2025
Credit Sales (net)	378.22	330.39
Average Trade Receivables	95.51	83.44
Ratio	**3.96**	**3.96**
% Change from previous year	**0%**	

g) Trade payables turnover ratio = Credit purchases divided by average trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Credit Purchases (net)	1,424.17	987.61
Average Trade Payables	251.98	241.42
Ratio	**5.65**	**4.09**
% Change from previous year	**38%**	

This ratio is increased from 4.09 in March 2025 to 5.65 in March 2026, mainly due to higher purchases and quicker settlement of supplier dues driven by improved payment efficiency.

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

h) Net capital Turnover Ratio = Sales divided by Net Working capital whereas net working capital = current assets - current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Sales	2,863.63	2,507.39
Current Assets (A)	1,829.27	1,568.35
Current Liabilities (B)	633.00	541.18
Net Working Capital	1,196.27	1,027.17
Ratio	**2.39**	**2.44**
% Change from previous year	**(2%)**	

i) Net profit ratio = Net profit after tax divided by revenue from operation

Particulars	As at March 31, 2026	As at March 31, 2025
Net profit after tax	415.89	354.46
Revenue from operation	2,863.63	2,507.39
Ratio	**14.52%**	**14.14%**
% Change from previous year	**3%**	

j) Return on Capital employed =Earnings before interest and taxes (EBIT) divided by Capital Employed

Particulars	As at March 31, 2026	As at March 31, 2025
Profit after tax (A)	415.89	354.46
Finance Costs (B)	110.94	90.46
Total Tax Expense (C)	135.36	149.11
EBIT (D) = (A)+(B)+(C)	**662.19**	**594.04**
Capital Employed	**2,026.70**	**1,737.97**
Ratio (D)/(G)	**32.67%**	**34.18%**
% Change from previous year	**(4%)**	

k) Return on Investment = Income from investment divided by the closing balance of the investment

Particulars	As at March 31, 2026	As at March 31, 2025
Return on investment (refer note below)	9.73%	7.97%
% Change from previous year	**22%**	

Note :

The return on investment has been computed by considering the income earned from the investment and the weighted average of the associated cash flows.

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for the year ended March 31, 2026

39 The Group does not have any transactions with companies struck off under section 248 of the Companies Act, 2013.

40 The Group has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

41 There are no proceedings initiated or pending against the Group for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

42 The Group has not traded or invested in crypto currency or virtual currency during the financial year.

43 (A) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(B) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:

(a) Directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) Provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

44 There is no delay in creation or satisfaction of charge which has been registered with Registrar of Companies (ROC) during the year.

45 The Group has complied with the number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

46 The Group has been sanctioned working capital limits in excess of ₹ Five crores in aggregate from banks during the year on the basis of current assets of the Group. However, the Group is not required to file quarterly returns/statements with such banks in respect of the said loan.

47 The Group do not have any transaction not recorded in the books of accounts pertaining to any assessment year, that has been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961.

48 The Group has not revalued its Property, Plant and Equipment and Intangible Assets, thus valuation by a registered valuer as defined under Rule 2 of the Companies (Registered Valuers and Valuation Rules, 2017 is not applicable.

49 The Group has not entered into any scheme of arrangements as approved by the competent authority in terms of Section 230 to Section 237 of the Companies Act, 2013

50 Goodwill

Goodwill acquired in business combination has been allocated to the following Cash Generating Units (CGUs) :

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
FILA business	40.37	40.37
Others	0.54	0.54
Total	**40.91**	**40.91**

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

The movement in goodwill is as under :

₹ in Crores

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	40.91	40.91
Add : Additions during the year	-	-
Less : Deletion during the year	-	-
Less : Impairment during the year	-	-
Balance at the end of the year	**40.91**	**40.91**

Impairment testing of goodwill:

Goodwill is not amortized, instead, it is tested for impairment annually or more frequently if indicators of impairment exist. The recoverable amount of a CGU is determined based on value-in-use which require the use of certain assumptions. The value of goodwill is primarily attributable to overall synergies from future expected economic benefits.

During the current year, the Group has carried out impairment testing of Goodwill as under:

(a) FILA business

The estimated value-in-use is based on discounted future cash flows for a period of 17 years (basis agreement entered into with FILA) considering weighted average cost of capital of 14.68% which reflects the time of cash flows and the anticipated risks.

(b) Others

The estimated value-in-use is based on discounted future cash flows for a period of 5 years considering weighted average cost of capital of 14.68% which reflects the time of cash flows, anticipated risks and terminal growth rate of 5%.

An analysis of the sensitivity of the change in key parameters mainly weighted average cost of capital and terminal annual growth rate based on probable assumptions, did not result in any probable scenario in which the recoverable amount would decrease below the carrying amount.

51 During the year ended March 31, 2025, the Company has reconciled and reassessed the tax balances as per books primarily of the FILA business with balances as per return of income pertaining to earlier years resulting in current tax expense and reversal of deferred tax assets of ₹ 6.81 crores and ₹ 18.21 crores respectively.

52 Effective November 21, 2025, the Central Government has issued the Code on Social Security, 2020, along with other labour codes, which replace and consolidate multiple existing labour laws.

The Code prescribes an inclusive definition of the term “wages” for determining post-employment benefits for employees. As per the definition, certain specified components of remuneration are excluded from wages; however, such exclusions cannot exceed 50% of the total remuneration. Any excess of such excluded components over the prescribed threshold is required to be included within the definition of wages.

The Company has revised the existing compensation structure w.e.f. March 01, 2026, and obtained legal opinion that such revision is not detrimental to interest of employees as per section 124 of the revised code.

The Company has assessed the financial implications of these changes. The impact arising from the said changes of ₹ 3.46 crores has been appropriately recognised in statement of profit & loss as dislcosed in Note 20 to the financial statements.”

Notes Forming Part of the Consolidated Financial Statements

for the year ended March 31, 2026

53 Audit Trail feature in Accounting Software

The Company, subsidiaries and joint venture have used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software.

Further, the Company and above referred subsidiaries and joint venture did not come across any instance of audit trail feature being tampered with. Additionally, the audit trail of prior year has been preserved by the Holding Company and the above referred subsidiaries and joint venture as per the statutory requirements for record retention, to the extent it was enabled and recorded in the respective years.

54 There were no whistle blower complaints received by the Group during the year, other than the below complaints received and closed by the Group during the year:

Received	5
Closed	5

54 The figures for the corresponding previous year have been regrouped/reclassified wherever necessary.

For **S R B C & CO LLP**
Chartered Accountants
ICAI Firm Registration no. 324982E/E300003

Firoz Pradhan
Partner
Membership No.109360

Place: Mumbai
Date : May 20, 2026

For and on behalf of the Board of Directors
Metro Brands Limited
CIN-L19200MH1977PLC019449

Rafique A.Malik
Chairman
DIN:00521563

Farah Malik Bhanji
Managing Director
DIN:00530676

Nissan Joseph
Chief Executive Officer

Kaushal Parekh
Chief Financial Officer

Deepa Sood
Company Secretary

Place: Mumbai
Date : May 20, 2026

Notice

NOTICE is hereby given that the 49th Annual General Meeting ("**AGM**") of Metro Brands Limited (the "**Company**") will be held on **Wednesday, September 16, 2026**, at **3:00 P.M**. through **Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")**, to transact the following matters and if thought fit, to pass the following resolutions. The venue of the meeting shall be deemed to be the Registered Office of the Company at 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070. This notice of meeting is given pursuant to Section 101 of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the rules made thereunder in accordance with the Articles of Association of the Company.

I. ORDINARY BUSINESS:

1. To receive, consider and adopt-

a) The audited standalone financial statements of the Company for the Financial Year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon; and

b) The audited consolidated financial statements of the Company for the Financial Year ended March 31, 2026, together with the Report of the Auditors thereon.

2. To confirm payment of Interim Dividend of ₹ 3/- per Equity Share of ₹ 5/- each already paid and to consider and declare Final Dividend of ₹ 3/- per Equity Share of ₹ 5/- each for the Financial Year ended March 31, 2026.

3. To re-appoint Ms. Alisha Rafique Malik (DIN: 10719537), Whole-time Director of the Company, who retires by rotation and being eligible, offers her candidature for re-appointment.

II. SPECIAL BUSINESS:

4. To re-appoint Ms. Farah Malik Bhanji (DIN: 00530676) as Managing Director of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read with Schedule V thereto, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time being in force), and the Articles of Association of the Company, and such other approvals, permissions and sanctions, as may be required, approval of the Members be and is hereby accorded for the re-appointment of Ms. Farah Malik Bhanji (DIN: 00530676) as Managing Director of the Company for a period of five (5) years with effect from April 01, 2027 up to March 31, 2032, liable to retire by rotation, on the terms and conditions, including remuneration, not exceeding ₹10,00,00,000/- (Rupees Ten Crore only) per annum, comprising such components as may be determined by the Board from time to time, including but not limited to basic salary, allowances, performance-linked incentive, annual variable pay/performance bonus, commission, special allowance, long-term incentive, retention bonus, ex-gratia, perquisites, retirement benefits, contributions to provident fund, superannuation fund and gratuity, leave encashment, medical and other insurance benefits, club membership, car and communication facilities, reimbursements and such other allowances, benefits, incentives, facilities or perquisites as may be permissible under applicable law and the Company's policies; and such remuneration may be reviewed annually by the Nomination Remuneration and Compensation Committee ("**NRC Committee**") and the Board within the aforementioned limit based on her individual performance and the performance of the Company, and such other relevant factors as the Board/NRC Committee may deem appropriate.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of her appointment, Ms. Farah Malik Bhanji shall be entitled to receive remuneration, including perquisites and other benefits, within the overall limits approved by the Members hereinabove, as minimum remuneration, subject to the applicable provisions of the Act and Schedule V thereto.

RESOLVED FURTHER THAT Ms. Farah Malik Bhanji shall be liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company, and any such retirement by rotation and consequent re-appointment as a Director of the Company shall not affect her continuation as Managing Director of the Company during the tenure of her appointment.

RESOLVED FURTHER THAT Chairman, any of the other Whole-time Directors, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer and Company Secretary, and Chief Human Resource Officer of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard and further to execute all necessary documents, applications, returns and writings as may be necessary, proper, desirable or expedient to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

5. To approve the appointment of Mr. Sonny Iqbal (DIN: 02962053) as an Independent Director of the Company.

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("**Act**"), Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulations 16(1)(b), 17, 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], and in accordance with the Articles of Association and NRC Policy of the Company, Mr. Sonny Iqbal (DIN: 02962053) who was appointed by the Board as an Additional Director in the capacity of an Independent Director of the Company with effect from August 05, 2026 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from August 05, 2026 to August 04, 2031 (both days inclusive).

RESOLVED FURTHER THAT Mr. Sonny Iqbal shall be entitled to remuneration by way of commission as may be approved by the Board from time to time which shall be within the limits approved by the Members vide resolution dated September 07, 2022, provided that the total remuneration payable by way of commission to him along with other Non-Executive Directors (including Independent Directors and excluding Chairperson) during any financial year shall not exceed one (1) percent of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Act, in addition to the sitting fees paid under Section 197 (5) of the Act and other reimbursement of expenses for attending meetings of the Board or Committees thereof, in such manner, as may be decided by the Board from time to time.

RESOLVED FURTHER THAT Chairman, any of the Whole-time Directors, Chief Executive Officer, Chief Financial Officer, Chief Legal Officer & Company Secretary and Chief Human Resources Officer of the Company be and are hereby severally authorized to do all such acts, deeds and things and to sign all such documents and writings as may be necessary, expedient and incidental thereto to give effect to this resolution and for matters connected therewith or incidental thereto."

6. To approve payment of remuneration to Mr. Rafique Abdul Malik, Non-Executive Chairman of the Company

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof, for the time being in force], and recommendations made by the Nomination, Remuneration and Compensation Committee and Board, payment of remuneration to Mr. Rafique Abdul Malik (DIN: 00521563) as the Non-Executive Chairman of the Company, for the financial year ("**FY**") 2026-27, as approved by the Members at the 47th Annual General Meeting held on September 19, 2024, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non- Executive Directors of the Company for FY 2026-27, be and is hereby approved.

RESOLVED FURTHER THAT all other terms and conditions of his appointment and remuneration which are not specifically referred to herein shall remain unaltered.

RESOLVED FURTHER THAT any of the Whole-time Directors of the Company, Chief Human Resources Officer and Chief Legal Officer & Company Secretary be and are hereby severally authorized to take all actions as may be deemed expedient in this regard."

7. To consider and approve amendments in 'METRO Stock Option Plan 2008'.

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions under the Act, if any, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors ("**Board**") of the Company, the consent of the shareholders of the Company, be and is hereby accorded to the amendments made in 'METRO Stock Option Plan 2008' ("**ESOP 2008**" or "**Plan**") with a view:

i. to decrease 38,89,363 (Thirty-Eight Lakh Eighty-Nine Thousand Three Hundred Sixty-Three) employee stock options ("**Options**") from the aggregate Option pool of 53,00,000 (Fifty Three Lakh) Options reserved under ESOP 2008, resulting in 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred Thirty-Seven) Options, exercisable into not exceeding 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred Thirty-Seven) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up, where one Option would convert into one equity share upon exercise, on such terms and in such manner in accordance with the provisions of the applicable laws and the provisions of ESOP 2008;

ii. to transfer 11,95,157 (Eleven Lakh Ninety-Five Thousand One Hundred Fifty-Seven) unallocated options from ESOP 2008 to the proposed employee stock option scheme namely 'Metro Brands Limited – Employee Stock Option Scheme 2026';

iii. to enable the trust route for carrying out administration activities of ESOP 2008 through an irrevocable employee welfare trust namely 'Metro Brands ESOP Trust' to be set up by the Company; and

iv. to change source of acquisition from primary issuance to both secondary acquisition and/or primary issuance.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds, and things, as it may, in its absolute discretion, and to settle all such questions, difficulties or doubts whatsoever which may arise and take all such steps and decisions to give effect to this resolution."

8. To consider and approve 'Metro Brands Limited – Employee Stock Option Scheme 2026'

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions under the Act, if any, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and pursuant to the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to the introduction of 'Metro Brands Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**") and implementation through an irrevocable employee welfare trust namely 'Metro Brands ESOP Trust' ("**Trust**") to be set-up by the Company, the salient features of which are furnished in the Explanatory Statement annexed to this notice, and authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the NRC Committee which the Board has constituted) to create, offer, issue, grant and allot from time to time, in one or more tranches, not exceeding 54,50,000 (Fifty-Four Lakh Fifty Thousand) employee stock options ("**Options**") to the eligible Employees of the Company, exclusively working in India or outside, as determined in terms of the Scheme, exercisable into not more than 54,50,000 (Fifty-Four Lakh Fifty Thousand) equity shares of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("**Shares**"), to be sourced from the secondary acquisition and/ or primary issuance by the Trust, where one Option would convert into one equity share upon exercise, on such terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2026.

RESOLVED FURTHER THAT the Shares as specified hereinabove shall be transferred by the Trust to the grantees upon exercise of Options in accordance with the terms of the grant and provisions of the Scheme and such Shares shall rank pari passu in all respects with the then existing Shares of the Company.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, merger or sale or division and others, if any additional Options to be granted by the Company, for the purpose of making a fair and reasonable adjustment to the Options granted earlier, the ceiling of total number of Options and equity shares specified above shall be deemed to be increased to the extent of such additional Options granted.

RESOLVED FURTHER THAT in case the equity shares of the Company are either sub-divided or consolidated, then the number of shares to be allotted and the price of acquisition payable by the eligible Employees under the Scheme shall automatically stand reduced or augmented, as the case may be, in the same proportion as the face value per equity share shall bear to the revised face value of the equity shares of the Company after such sub-division or consolidation, without affecting any other rights or obligations of the said eligible Employees.

RESOLVED FURTHER THAT the Board be and is hereby authorized to take necessary steps for listing of the securities to be allotted under the ESOS 2026 on the stock exchanges, where the equity shares of the Company are listed in due compliance with SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT the Company and the Trust shall ensure compliance of the provisions of the SBEB Regulations, Act, and rules made thereunder and all other applicable laws at all times in connection with holding and dealing in the Shares of the Company including but not limited to accounting policies, maintenance of proper books of account, records and documents with appropriate disclosures as prescribed.

RESOLVED FURTHER THAT the Board, be and is hereby authorized to modify, change, vary, alter, amend, suspend or terminate the Scheme subject to the compliance with the applicable laws and regulations and further subject to consent of the shareholders by way of special resolution to the extent required under SBEB Regulations, and to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion, for such purpose and also to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and / or instructions as may be necessary or expedient to give effect to such modification, change, variation, alteration, amendment, suspension or termination of the ESOS 2026 and do all other things incidental and ancillary thereof in conformity with the provisions of the Act, SBEB Regulations, the relevant provisions of the Memorandum and Articles of Association of the Company and any other applicable laws in force to give effect to this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

9. a. To consider and approve grant of employee stock options to the employees of the subsidiary company of the Company under 'METRO Stock Option Plan 2008'

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions under the Act, if any , the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and on the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the NRC Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("**Options**") under 'METRO Stock Option Plan 2008' ("**ESOP 2008**" or "**Plan**") to the eligible Employees of the subsidiary company of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2008, within the ceiling of total number of Options and equity shares, as specified in ESOP 2008 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOP 2008."

b. To consider and approve grant of employee stock options to the employees of the associate company of the Company under 'METRO Stock Option Plan 2008'

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules made thereunder, and such other applicable provisions under the Act, if any , the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and on the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the NRC Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("**Options**") under '**METRO Stock Option Plan 2008**' ("**ESOP 2008**" or "**Plan**") to the eligible Employees of the associate company of the Company, exclusively working in India or outside India, as determined in terms of the ESOP 2008, within the ceiling of total number of Options and equity shares, as specified in ESOP 2008 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOP 2008."

10. a. To consider and approve grant of employee stock options to the employees of the subsidiary company of the Company under 'Metro Brands Limited – Employee Stock Option Scheme 2026'

To consider and if deemed fit, to pass with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**"), read along with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, and such other applicable provisions under the Act, if any , the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and on the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the NRC Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("**Options**") under 'Metro Brands Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**") to the eligible Employees of the subsidiary company of the Company, exclusively working in India or outside India, as determined in terms of the ESOS 2026, within the ceiling of total number of Options and equity shares, as specified in ESOS 2026 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

b. To consider and approve grant of employee stock options to the employees of the associate company of the Company under 'Metro Brands Limited – Employee Stock Option Scheme 2026'

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 ("**Act**") and the rules made thereunder, and such other applicable provisions under the Act, if any , the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, and on the recommendation of the Nomination, Remuneration and Compensation Committee ("**NRC Committee**") and the Board of Directors of the Company, the consent of the shareholders of the Company be and is hereby accorded to authorize the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, including the NRC Committee which the Board has constituted) to offer, issue, grant and allot from time to time, in one or more tranches, employee stock options ("**Options**") under 'Metro Brands Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**") to the eligible Employees of the associate company of the Company, exclusively working in India or outside India, as determined in terms of the ESOS 2026, within

the ceiling of total number of Options and equity shares, as specified in ESOS 2026 along with such other terms and in such manner, in accordance with the provisions of the applicable laws and the provisions of the ESOS 2026.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any powers conferred herein, to any committee of directors with a power to further delegate to any executives / officers of the Company to do all such acts, deeds, matters and things as also to execute such documents, writings etc. as may be necessary to give effect to this resolution."

11. a. To consider and approve secondary acquisition of shares through Trust route for the implementation of 'METRO Stock Option Plan 2008'

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the shareholders of the Company be and is hereby accorded to acquire not exceeding 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred Thirty-Seven) equity shares of face value of ₹ 5/- (Rupees Five only) each fully paid-up ("**Shares**"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of '**METRO Stock Option Plan 2008' ("ESOP 2008" or "Plan")**, through an irrevocable employee welfare trust namely 'Metro Brands ESOP Trust' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible Employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

b. To consider and approve secondary acquisition of shares through Trust route for the implementation of 'Metro Brands Limited – Employee Stock Option Scheme 2026'

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 62(1)(b) and other applicable provisions, if any, of the Companies Act, 2013 read with rules made thereunder, the provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended and enacted from time to time read with all circulars, guidance notes and notifications issued thereunder ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Foreign Exchange Management Act, 1999, the relevant provisions of Memorandum and Articles of Association of the Company and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions, sanctions, the consent of the shareholders of the Company be and is hereby accorded to acquire not exceeding 54,50,000 (Fifty-Four Lakh Fifty Thousand) equity shares of face value of ₹ 5/- (Rupees Five only) each fully paid-up ("**Shares**"), by way of secondary acquisition, from time to time, in one or more tranches, for implementation of 'Metro Brands Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**"), through an irrevocable employee welfare trust namely 'Metro Brands ESOP Trust' ("**Trust**") to be set-up by the Company, in due compliance with the provisions of the SBEB Regulations and other applicable laws.

RESOLVED FURTHER THAT in case of any corporate action(s) such as rights issues, bonus issues, change in capital structure, or other re-organization, the ceiling aforesaid in terms of number of Shares intended to be purchased by the Trust from secondary acquisition shall be adjusted with a view to facilitate fair and reasonable adjustment to the eligible Employees as per provisions of the SBEB Regulations and such adjusted number of Shares shall be deemed to be the ceiling as originally approved.

RESOLVED FURTHER THAT the Trust shall not deal in derivatives and shall undertake only delivery-based transactions for the purposes of secondary acquisition as permitted under the SBEB Regulations.

RESOLVED FURTHER THAT the Trustees of the Trust shall not vote in respect of the shares acquired and held by such Trust."

12. To consider and approve provision of money by the Company for purchase of its own Shares by the Trust under the 'METRO Stock Option Plan 2008' and 'Metro Brands Limited – Employee Stock Option Scheme 2026'

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of the Section 67 of the Companies Act, 2013 read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and Regulation 3(8) of the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 and all circulars, guidance note and notifications issued thereunder, as amended from time to time ("**SBEB Regulations**"), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, the relevant provisions of the Memorandum and Articles of Association of the Company, and subject to further such other approvals, permissions and sanctions as may be necessary and subject to such conditions and modifications as may be prescribed or imposed while granting such approvals, permissions and sanctions, the consent of the shareholders of the Company be and is hereby accorded by authorizing the Board of Directors of the Company (hereinafter referred to as the "**Board**" which term shall be deemed to include any committee, which the Board has constituted) to grant a loan, provide guarantee or security in connection with a loan granted or to be granted, in one or more tranches, to the irrevocable employee welfare trust namely 'Metro Brands ESOP Trust' ("**Trust**") to be set-up by the Company, by such sum of money not exceeding 5% (Five Percent) of the aggregate of the paid-up capital and free reserves of the Company, with a view to enable the Trust to acquire equity shares of the Company of face value of ₹ 5/- (Rupees Five Only) each fully paid-up ("**Shares**"), by way of secondary acquisition and/ or primary source, for implementation of 'METRO Stock Option Plan 2008' ("**ESOP 2008**" or "**Plan**") and 'Metro Brands Limited – Employee Stock Option Scheme 2026' ("**ESOS 2026**" or "**Scheme**").

RESOLVED FURTHER THAT the Trust shall use the loan amount disbursed from time to time only for the purposes of ESOP 2008 and ESOS 2026 strictly in accordance with the provisions of SBEB Regulations.

RESOLVED FURTHER THAT the loan provided by the Company shall be interest free with tenure of such loan based on term of ESOP 2008 and ESOS 2026 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

RESOLVED FURTHER THAT subject to the broad terms above, the Board be and is hereby authorized to do all such acts, deeds, matters and things, as may at its absolute discretion, as deemed fit, to settle any issues, questions, difficulties or doubts that may arise in this regard and further to execute all such documents, writings and to give such directions and/ or instructions as may be necessary or expedient to give effect to this resolution."

By Order of the Board of Directors
For Metro Brands Limited

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

Place: Mumbai
Date: August 04, 2026

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**Act**"), in respect of business to be transacted at the 49th Annual General Meeting ("**AGM**"), and relevant details of the Directors as mentioned under Item Nos. 3, 4 and 5 above, as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and as required under Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), is annexed hereto.

2. Pursuant to the provisions of the Act read with Rules made thereunder and Listing Regulations and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs ("**MCA**") and such other applicable circulars issued by MCA and Securities and Exchange Board of India ("**SEBI**") (collectively referred to as "**the Circulars**"), companies have been permitted to convene their AGM through Video Conferencing ("**VC**")/Other Audio Visual Means ("**OAVM**"). Accordingly, in compliance with the Circulars, the forthcoming AGM of the Company shall be conducted through VC/OAVM. The registered office of the Company, situated at 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070, shall be deemed to be the venue of the Meeting.

3. The Notice of 49th AGM ("**Notice**") was approved by the Board of Directors in its meeting held on August 04, 2026, and the Chairman was authorised to issue the Notice.

4. Since the AGM will be conducted through VC/OAVM, the facility for appointment of proxy by the members is not available for this AGM and hence, the proxy form is not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate therein at and cast their votes through e-voting. Further, attendance slip including route map is not annexed to this Notice.

5. Attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

6. In compliance with the Listing Regulations, the proceedings of the AGM shall be webcasted on NSDL's website. Members can view the proceedings by logging on the e-Voting website of NSDL at www.evoting.nsdl.com using their secure login credentials. The link will be available in the Member login where EVEN of the Company will be displayed.

7. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.

PROCESS FOR DISPATCH OF THE ANNUAL REPORT AND REGISTRATION OF EMAIL ADDRESS FOR OBTAINING A COPY OF THE SAME

8. In compliance with the Circulars, Notice along with the Annual Report for the Financial Year ("**FY**") 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent ("**RTA**") & Depository Participant ("**DP**"). Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Annual Report for the FY 2025-26 will be sent to those shareholders who have not registered their email address.

   Physical copy of the Notice along with the Annual Report for the FY 2025-26 shall be sent to those Members who request for the same.

   Members may note that Notice of the AGM along with the Annual Report for the FY 2025-26 will also be available on the Company's website at https://metrobrands.com/agm-egm-notices/, websites of the Stock Exchanges, i.e. BSE Limited and The National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of NSDL at www.evoting.nsdl.com.

9. To support the 'Green Initiative', Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant DP.

10. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DP.

11. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain closed from **Friday, September 11, 2026**, to **Wednesday, September 16, 2026** (both days inclusive) in connection with the AGM.

DIVIDEND & TDS RELATED INFORMATION

12. The dividend on equity shares, as recommended by the Board for FY ended March 31, 2026, if approved at the AGM, shall be payable to those Members whose names appear in the Register of Members of the Company and as per the beneficial ownership details furnished by the Depositories i.e., National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as at the close of business hours on **Friday, September 04, 2026**.

    The dividend, if approved at the AGM, will be paid on or after **Saturday, September 19, 2026**.

13. In accordance with SEBI mandate, the Company will use the bank account details provided by the DPs and maintained by the RTA to electronically credit dividends. Dividend payments will be made through electronic modes such as Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Automated Clearing House (ACH)/Real Time Gross Settlement (RTGS)/Direct Credit/Immediate Payment Service (IMPS)/National Electronic Funds Transfer (NEFT) etc.

14. Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of shareholders with effect from April 01, 2020 and the Company is required to deduct tax at source from Dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof. The shareholders are requested to update their PAN with the DP.

    A resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 121, to avail the benefit of non-deduction of tax at source by visiting the link https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html by 5:00 p.m. IST on **Friday, September 04, 2026**. Shareholders are requested to note that in case their PAN is not registered or having invalid PAN or Specified Person as defined under Section 206AB of the Income Tax Act ("**IT Act**"), the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the IT Act, as applicable. Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 41, any other document which may be required to avail the tax treaty benefits by visiting the link https://web.in.mpms.mufg.com/formsreg/submission-of-form-15g-15h.html. The aforesaid declarations and documents need to be submitted by the shareholders by 5:00 p.m. IST on **Friday, September 04, 2026**.

15. Members are requested to note that if the tax on dividend is deducted at a higher rate in the absence of receipt of the requisite details/documents, there would still be an option available to file the return of income and claim an appropriate refund, if eligible. No claim shall lie against the Company for such taxes deducted.

INVESTOR EDUCATION AND PROTECTION FUND ("IEPF") RELATED INFORMATION

16. Pursuant to the provisions of the Section 124 and 125 of the Act read with Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ("**IEPF Rules**"), dividends that remain unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are mandated to be transferred to the IEPF, administered by the Central Government. Further, according to the said IEPF Rules, shares in respect of which dividends remain unclaimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account of the IEPF Authority. The due dates for the transfer of unclaimed and unpaid dividends are as under:

FY	Dividend	Date of declaration of dividend	Due Date for transfer to IEPF
2021-22	Interim Dividend	07-03-2022	06-04-2029
	Final Dividend	07-09-2022	06-10-2029
2022-23	Interim Dividend	17-01-2023	16-02-2030
	Final Dividend	13-09-2023	12-10-2030
2023-24	Interim Dividend	18-01-2024	17-02-2031
	Final Dividend	19-09-2024	18-10-2031
2024-25	Interim & Special Dividend	28-02-2025	27-03-2032
	Final Dividend	18-09-2025	17-10-2032
2025-26	Interim Dividend	27-01-2026	26-02-2033

17. Members who have not encashed their dividend warrants/demand drafts so far in respect of the aforesaid periods, are requested to make their claims to RTA well in advance of the above due dates. Pursuant to the provisions of the IEPF Rules, as amended, the details of unpaid and unclaimed amounts lying with the Company are available on the website of the Company at https://metrobrands.com/unpaid-unclaimed-dividends/.

PROCEDURE TO RAISE QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO THE ANNUAL REPORT AT THE ENSUING AGM OF THE COMPANY

18. Members having questions/seeking clarifications with respect to the annual report may send their questions in advance mentioning their name, demat account number, email ID, mobile number at investor.relations@metrobrands.com at least seven (7) days before the date of the meeting. The same will be replied to by the Company suitably.

19. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending request from their registered email address mentioning name, DP ID and Client ID, and mobile number at investor.relations@metrobrands.com at least seven (7) days before the date of the meeting. Those members who have registered themselves as a speaker will only be allowed to express their views/ask questions during the AGM.

20. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

PROCEDURE FOR ATTENDING THE AGM THROUGH VC/ OAVM

21. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned below under the heading "Access to NSDL e-Voting system". After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/ Member login where the EVEN (140941) of Company will be displayed.

22. Members can join the AGM 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

23. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

24. Members are encouraged to join the Meeting through laptops for better experience and will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.

25. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

26. Members who need assistance before and during the AGM, can contact Ms. Pallavi Mhatre, Assistant Vice President, NSDL, at evoting@nsdl.com or call at no.: (022) 4886 7000.

27. Instructions for Members to speak during the AGM:

- Upon registration as a speaker, the Member will get confirmation on first cum first basis.
- Members will receive "speaking serial number" once they mark attendance for the meeting.
- Other members may ask questions to the panellist, via active chat-board during the meeting.
- Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Members are requested to speak only when moderator of the Meeting/management announces the name and serial number for speaking.

PROCEDURE FOR REMOTE E-VOTING AND E-VOTING DURING THE AGM

28. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Wednesday, September 09, 2026**, being the **cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a Member as on the cut-off date should treat this Notice of AGM for information purpose only.

29. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA Circulars, Regulation 44 of Listing Regulations and the SS-2 issued by the ICSI, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 49th AGM to cast their votes electronically. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.

30. The Board of the Company has appointed M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number P1996MH007500) as Scrutinizer to scrutinize the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. Mrs. Ashwini Inamdar (Membership No. FCS 9409) and failing her Ms. Alifya Sapatwala (Membership No. ACS 24091), Partners, will represent M/s. Mehta & Mehta, Practising Company Secretaries.

31. The Scrutinizer shall after the conclusion of AGM, first count the votes cast at the Meeting and thereafter unblock the votes cast through remote e-Voting in the presence of at least two witnesses, not in the employment of the Company. The Scrutinizer shall submit the consolidated Scrutinizer's report, not later than two (2) working days from the conclusion of the AGM to the Chairman or any other person authorized by the Board. The results declared along with the consolidated Scrutinizer's report shall be placed on the website of the Company https://metrobrands.com/stock-exchange-disclosures/ and also be displayed on the notice board of the Company at its Registered Office and on the website of NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.

32. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., **Wednesday, September 16, 2026**.

33. The recorded transcript of the proceedings of the AGM shall be made available on the Company's website at https://metrobrands.com/stock-exchange-disclosures/.

34. Remote e-Voting prior to the AGM

The remote e-Voting period will commence on **Sunday, September 13, 2026, at 9:00 a.m. IST** and ends on **Tuesday, September 15, 2026, at 5:00 p.m. IST**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/ Beneficial Owners as on the cut-off date i.e. **Wednesday, September 09, 2026**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 09, 2026**.

As per the SEBI circular dated December 09, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) **Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode.**

In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and DPs. Shareholders are advised to update their mobile number and email ID in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a personal computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner**" icon under "**Login**" which is available under 'IDeAS' section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under value added services. Click on "**Access to e-Voting**" under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "**Register Online for IDeAS Portal**" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Type of shareholders	Login Method
	5. Members can also download NSDL Mobile App "**NSDL Speede**" facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, Click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from the e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered mobile & email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your DP registered with NSDL/ CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-210-9911

B) **Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode.**

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon "**Login**" which is available under 'Shareholder/Member' section.

3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

   Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below:

	Manner of holding shares i.e. Demat (NSDL or CDSL)	Your User ID is:
a)	For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b)	For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********

5. Password details for shareholders other than individual shareholders are given below:

   a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password', and the system will force you to change your password.

   c) How to retrieve your 'initial password'?

      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you by NSDL in your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your 'User ID' and your 'initial password'.

      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email IDs are not registered.**

6. If you are unable to retrieve or have not received the "**Initial password**" or have forgotten your password, then follow below steps:

   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat with NSDL or CDSL) option available on www.evoting.nsdl.com.

   b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

   c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN (140941)" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN (140941)" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/Power of Attorney/Authority Letter etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" option available on www.evoting.nsdl.com to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Assistant Vice-President, NSDL at evoting@nsdl.com.

For procuring user id and password and registration of e mail ids for e-Voting for the Process for those shareholders whose email IDs are not registered with the depository's resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16-digit DPID + CLID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@metrobrands.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

2. Alternatively, members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

35. E-Voting during the AGM

The instructions for members for e-Voting on the day of the AGM are as under: -

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.

2. Only those members, who will be present in the AGM through VC/OAVM facility and have not cast their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.

3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will neither be allowed to change the vote subsequently nor cast votes again during the AGM.

4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

36. Documents open for Inspection: The Register of Directors and Key Managerial Personnel ("**KMP**") and their shareholding, maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act, and other relevant documents/agreements referred to in the accompanying Notice and the Explanatory Statement will be available electronically for inspection by the Members during the AGM.

EXPLANATORY STATEMENT

ITEM NO. 4

Ms. Farah Malik Bhanji was appointed as Managing Director of the Company at the 44th AGM held on August 20, 2021, for a period of five (5) years with effect from April 1, 2022, at a remuneration not exceeding ₹7,00,00,000/- (Rupees Seven Crore only) per annum. Her current term of office expires on March 31, 2027.

Based on the recommendation of the NRC Committee, the Board, at its meeting held on August 4, 2026, has recommended the re-appointment of Ms. Farah Malik Bhanji as Managing Director of the Company, liable to retire by rotation, for a term of five (5) consecutive years commencing from April 1, 2027 and ending on March 31, 2032, subject to the approval of the Members.

Ms. Farah Malik Bhanji possesses over two decades of experience in the retail industry. During her tenure as Managing Director, she has played a key role in the Company's growth and transformation, leading several strategic initiatives including expansion of the Company's retail network, strengthening of its owned and international brand portfolio, advancement of omni-channel capabilities, technology-led transformation and adoption of data-driven decision-making. Under her leadership, the Company has strengthened its vendor network and expanded its retail footprint from approximately 624 stores in March 2022 to more than 1,000 stores across India, while continuing to deliver sustainable growth and operational excellence. The NRC Committee and the Board, while recommending her re-appointment and remuneration limits, have taken into consideration her leadership capabilities, industry knowledge, strategic vision, performance during her tenure, contribution towards the Company's sustained growth, the scale and complexity of the Company's operations, industry remuneration benchmarks and the responsibilities attached to the office of the Managing Director. The Board is of the considered opinion that her continued leadership would be in the best interests of the Company and its stakeholders.

The remuneration payable to Ms. Farah Malik Bhanji shall not exceed ₹10,00,00,000/- (Rupees Ten Crore only) per annum and shall comprise such components as set out in the resolution and as may be determined by the Board and/or the NRC Committee from time to time.

The remuneration ceiling of ₹7,00,00,000/- (Rupees Seven Crore only) per annum was fixed at the time of Ms. Farah Malik Bhanji's previous re-appointment in the year 2021, for her term commencing on April 1, 2022, and has remained unchanged for the entire five-year term. During this period, the Company's gross turnover grew from ₹1,574.64 crore to ₹3,289.13 crore, PAT grew from ₹214.20 crore to ₹415.89 crore (consolidated), and the Company's retail network expanded to over 1,000 stores across India, alongside significant growth in digital and omni-channel operations. The proposed enhancement in the remuneration ceiling to ₹10,00,00,000/- (Rupees Ten Crore only) per annum reflects this growth in the scale, complexity and profitability of the Company's operations over the last five years, and has been benchmarked against remuneration paid to managing directors/ whole-time directors of comparable companies in the retail sector.

The proposed remuneration ceiling has been determined keeping in view the responsibilities of the office, market practices, future business growth, annual performance evaluations and the need to provide adequate flexibility during the tenure of appointment so long as the overall remuneration remains within the ceiling approved by the Members. The remuneration structure continues to include a significant performance-linked/variable component, ensuring that a meaningful portion of the remuneration remains aligned to individual and Company performance rather than being paid as a fixed entitlement.

It is clarified that the proposed amount represents the maximum ceiling and is intended to provide flexibility to accommodate future increments over a period of five years from the date of her re-appointment. The actual remuneration paid to Ms. Farah Malik Bhanji in FY 2025-26 was ₹3.86 crore, well within the existing ceiling of ₹7 crore, and future remuneration within the enhanced ceiling will similarly continue to be determined by the NRC Committee and the Board each year based on her individual performance, the Company's performance, and applicable industry benchmarks, provided that the aggregate remuneration payable to Ms. Bhanji shall remain within the overall limit approved by the Members and in accordance with the applicable provisions of the Act, the Rules made thereunder and the Listing Regulations, as amended from time to time. The details of remuneration will be disclosed in the Company's Annual Report each year as required under applicable law.

The remuneration shall be governed by the provisions of Sections 196, 197, 198 and other applicable provisions of the Act read with Schedule V thereto, the Rules framed thereunder and the applicable provisions of the Listing Regulations including Regulation 17(6)(e), as amended from time to time.

No sitting fees shall be payable to her for attending meetings of the Board or Committees thereof. Ms. Farah Malik Bhanji shall not be entitled to participate in any Employee Stock Option Scheme of the Company unless approved in accordance with the applicable provisions of law. She shall continue to be designated as KMP pursuant to Section 203 of the Act.

The Company has received all necessary statutory declarations and consents from Ms. Farah Malik Bhanji, including her consent to act as a Director in Form DIR-2 and declaration in Form DIR-8 confirming that she is not disqualified from being appointed as a Director under Section 164 of the Act.

Relevant details of Ms. Farah Malik Bhanji, as required under the Act, SS-2 issued by the ICSI and Regulation 36(3) of the Listing Regulations, are provided in the Annexure forming part of this Notice.

The draft contract of service or the memorandum to be entered into with the Managing Director, as prescribed under Section 190

of the Act, shall be available for inspection through electronic mode in the manner set out in Note No. 36 of this Notice.

Ms. Farah Malik Bhanji is interested in the resolution set out at Item No. 4 of the Notice as it relates to her re-appointment and remuneration. Mr. Rafique Abdul Malik, Chairman and Ms. Alisha Rafique Malik, Whole-time Director being related to Ms. Farah Malik Bhanji, are also concerned or interested in the resolution.

Save as aforesaid, none of the other Directors, KMP of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board considers the re-appointment of Ms. Farah Malik Bhanji as Managing Director to be in the best interests of the Company and accordingly recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for approval of the Members.

ITEM No. 5

In accordance with provisions of the Sections 149, 150, 152 and 161 read with Schedule IV and other applicable provisions, if any, of the Act, and the Companies (Appointment and Qualification of Directors) Rules, 2014 ("**Appointment of Directors Rules**") and the Listing Regulations (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force), the Articles of Association of the Company, and based on the recommendation of NRC Committee, the Board at its meeting held on August 04, 2026, has, *inter alia*, approved the appointment of Mr. Sonny Iqbal (DIN: 02962053), as an Additional Director in the capacity of an Independent Director of the Company for a term of five (5) consecutive years w.e.f. August 05, 2026 to August 04, 2031, subject to the approval of the shareholders of the Company.

Mr. Sonny Iqbal is a global expert in Leadership Development, Organization Consulting, and Family Enterprise Advisory, counselling businesses both in India and internationally.

He spent 27 years at Egon Zehnder, where he helped establish the firm's offices in New Delhi, Bengaluru, and Mumbai. He continues his association with the firm as a Senior Advisor.

At Egon Zehnder, Mr. Iqbal co-founded and co-led the firm's global Family Business Advisory Practice, guiding multigenerational enterprises through succession, founder transition, governance structures, and professionalization. His work with the practice has been published in several papers, including six articles in the Harvard Business Review. He also served as Chair of the firm's Partner Candidate Evaluation Group and as a member of its Nomination Committee.

He is also a Senior Advisor at ChrysCapital, one of India's largest private equity firms and also serves on various Boards.

Prior to Egon Zehnder, Mr. Iqbal held key positions with the Oberoi Group across India, the United Kingdom, and the Middle East, and managed the financial and travel services business of American Express in India.

Mr. Iqbal holds a BA (Hons) from St. Stephen's College, University of Delhi, an MBA in Marketing from the University of Surrey, UK and a Postgraduate Diploma from the Oberoi Centre of Learning and Development.

The Company has received notice in writing from a Member under Section 160 of the Act, proposing the candidature of Mr. Sonny Iqbal for the office of Independent Director of the Company.

The Company has received, *inter alia,* the following consents, declarations and confirmations from Mr. Sonny Iqbal with regard to the proposed appointment:

a. Consent to act as a Director of the Company in Form DIR-2 pursuant to Section 152 of the Act read with the Appointment of Directors Rules;

b. Confirmation that he is not disqualified from being appointed as a Director in Form DIR-8 pursuant to Section 164 of the Act read with the Appointment of Directors Rules;

c. Declaration that he fulfils the criteria of independence specified in Section 149 read with Schedule IV of the Act, Appointment of Directors Rules and the Listing Regulations.

d. Confirmation that he is registered with the Independent Director's databank in terms of Section 150 of the Act read with Rule 6 of the Appointment of Directors Rules; and

e. Declaration that he has not been debarred from holding the office of director by virtue of any order passed by the SEBI or any such authority;

Relevant details of Mr. Sonny Iqbal, as required under Regulation 36(3) of the Listing Regulations and the SS-2 issued by the ICSI, are provided in the annexure to this Notice.

Other than the remuneration proposed to be paid to Mr. Sonny Iqbal in his capacity as an Independent Director he does not have any other pecuniary relationship, directly or indirectly, with the Company.

Except for Mr. Sonny Iqbal, none of the Directors or KMPs of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

The Board recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

ITEM NO. 6

The NRC Committee & the Board had in their respective meetings held on August 09, 2024 and the Shareholders in the AGM held on September 19, 2024 had approved transition of Mr. Rafique Abdul Malik, Non-Executive Chairman of the Company for a term of three (3) consecutive years with effect from September 19, 2024 to September 18, 2027 on the terms and conditions including remuneration & benefits, as under:

a. Total Remuneration of ₹5,00,00,000/- (Rupees Five Crore only) per annum by way of monthly payment;

b. Reimbursement of expenses actually and properly incurred in the course of business as per the Company's policy; and

c. Such other benefits and facilities in accordance with the Company's policy not exceeding 100% of the Total Remuneration per annum mentioned at point (a) above.

Pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulations, approval of the Members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration to a single non-executive director exceeding 50% (fifty percent) of the total annual remuneration payable to all non-executive directors, giving details of remuneration thereof.

The remuneration payable to Mr. Malik for FY 2026-27 (in accordance with the approval accorded by the Members at the 47th AGM) will exceed 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors of the Company. All other terms and conditions of his appointment shall remain same.

Except Mr. Malik, Chairman of the Company, Ms. Farah Malik Bhanji, Managing Director, Ms. Alisha Rafique Malik, Whole-time Director and their relatives, no other Director, KMP or their relatives are interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 6.

The Board recommends the Special Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

ITEM NOS. 7, 8, 9, 10 and 11

Equity based compensation is considered to be an integral part of employee compensation across sectors which aims to reward employees for their contribution and performance, while motivating them to actively support the Company's growth. Basis these objectives, Company has already implemented 'METRO Stock Option Plan 2008' ("**ESOP 2008**" or "**Plan**").

Further, with a view to optimising the utilisation of the unallocated pool under ESOP 2008 and aligning the Company's equity-based compensation framework with its current business and talent objectives, it is considered appropriate to introduce the "Metro Brands Limited – Employee Stock Option Scheme 2026" ("**ESOS 2026**" or "**Scheme**").

Out of the erstwhile reserved pool of 53,00,000 (Fifty-Three Lakh) Options under ESOP 2008, 26,94,206 (Twenty-Six Lakh Ninety-Four Thousand Two Hundred and Six) Options had been vested and exercised, against which equity shares of the Company had been allotted. Of the balance, 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven) Options would continue to remain under ESOP 2008, while 11,95,157 (Eleven Lakh Ninety-Five Thousand One Hundred and Fifty-Seven) unallocated Options are proposed to be transferred to ESOS 2026.

ESOS 2026 would utilise the aforesaid unallocated Options from ESOP 2008. Therefore, there will be no incremental equity dilution to the extent of the Options so transferred.

Performance Evaluation at Grant Stage

In a shift from conventional stock option grant practices, which traditionally after granting Options link the vesting to achievement of certain performance, the Company is now embracing a more progressive, performance-based approach. Under this proposed ESOS 2026, eligibility for participation in the Scheme will be determined at the grant stage, ensuring that rewards are directly tied to each employee's contribution to the Company's success. This approach not only aligns employee incentives with the Company's strategic goals but also underscores the Company's commitment to recognizing and rewarding those who drive meaningful results and long-term value creation.

The performance appraisal and selection process shall be governed by mandatory performance criteria. Such criteria shall be based on the Employee's appraisal rating and/or other performance measures, which may include a combination of individual performance and corporate performance indicators, as determined by the NRC Committee from time to time.

Each eligible Employee must achieve a minimum expected performance rating of their designated performance targets, as determined through the Company's established performance appraisal framework.

Further, at the grant stage, the NRC Committee shall, in its discretion, determine the appropriate quantum of Options to be granted to the employees. In making this determination, the NRC Committee shall take into account the individual performance, assigning appropriate weight to each, depending on the employee's role within the organization.

Given this background, it is proposed to amend below listed clauses of ESOP 2008, to reflect the reduction of the respective unallocated pool and to facilitate the transfer of the remaining unallocated options from ESOP 2008 into ESOS 2026.

The Company has also considered it expedient to enable implementation of the trust route for carrying out the administrative activities of the Plan and the proposed ESOS 2026 through an irrevocable employee welfare Trust to be set up by the Company. The shares required for ESOP 2008 and the proposed ESOS 2026 shall be sourced by the Trust through secondary acquisition and/or primary issuance, with a view to ensuring ease of administration, including quicker turnaround time for transfer of shares to employees upon exercise and, wherever necessary, providing eventual assistance to employees in connection with such exercise. The amended ESOP 2008 shall be supervised by the NRC Committee.

The changes proposed in ESOP 2008 are:

Clause Ref in Plan	Existing Clause	Proposed amendment
Sub-clause 3.1 under Clause 3 – Authority and Ceiling	The shareholders of the Company have vide their special resolution dated August 05, 2021, approved ESOP 2008 authorizing the NRC Committee to grant not exceeding 53,00,000 (Fifty Three Lakh) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 53,00,000 (Fifty Three Lakh) Equity Shares, with each such Option conferring a right upon the Employees to apply for one Share in the Company in accordance with the terms and conditions as may be decided under the Plan.	The shareholders of the Company by way of special resolution dated (date of shareholders approval) approved ESOP 2008 authorizing the NRC Committee to grant not exceeding 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven) Options to the eligible Employees in one or more tranches, from time to time, which in aggregate exercisable into not more than 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven) Shares. The Shares shall be sourced from the Secondary Acquisition and/or Primary Issuance, from time to time, through the Trust and in any case, the Shares acquired from Secondary Acquisition shall be subject to the ceiling above and in accordance with Applicable Laws. The Trust shall transfer the Shares to the Option Grantee upon Exercise of Options, in accordance with the terms and conditions as may be decided under Plan.
	Route: Direct Route Administration: NRC Committee Source of Shares: Primary Issuance	Route: Trust Route Administration: Trust Supervision: NRC Committee Source of Shares: Primary Issuance and/or Secondary Acquisition
Vesting of options in case of retirement	Under the existing Plan, in the event of retirement, all unvested Options of the Option Grantee stand cancelled pursuant to the following clause: "Unvested Options: All the Unvested Options of a Grantee will be cancelled."	With a view to aligning the existing Plan with the relevant regulations and prevailing market trends, the unvested Options in case of retirement shall continue to vest, and corresponding amendments have been made by inserting the following clause: "All Unvested Options as on the date of Retirement would continue to vest in accordance with the original vesting schedules even after the Retirement unless otherwise determined by the NRC Committee in accordance with the Company's Policies, if any, and provisions of the then prevailing Applicable Law. Such aforesaid Vested Options, if any, can be exercised within a period of 3 (Three) months from the date of such Vesting."
The necessary clauses in the Plan will be accordingly amended to give effect of the above proposed changes.		

Accordingly, the NRC Committee and the Board, at their respective meetings held August 04, 2026, have approved the proposed amendments, subject to prior approval of Members. As per the above rationale, the proposed amendments are not prejudicial to the interests of the employees. The beneficiaries of these amendments shall be the existing Option Grantees to the extent applicable and eligible Employees who may be granted Options in future under ESOP 2008.

The NRC Committee and the Board have also approved the draft of ESOS 2026 subject to your prior approval. The ESOS 2026 shall be administered by the Trust and supervised by the NRC Committee. The contemplated primary issuance and/or secondary acquisition shall be well within the ceiling prescribed under the SBEB Regulations.

In this background, the Company seeks your approval by way of a special resolution in terms of Regulation 6 and 7 of the SBEB Regulations, as detailed in Resolution Nos. 7, 8, 9, 10 and 11 of this Notice.

In terms of Section 62(1)(b) of the Act and Rules made thereunder read with Regulation 6 of SBEB Regulations, features of the "ESOP 2008" and "ESOS 2026" are given as under:

a. Brief Description of the scheme:

METRO Stock Option Plan 2008

Keeping in view the aforesaid objectives, ESOP 2008 contemplates Grant of Options to the eligible Employees of the Company and/ or its subsidiary, or its associate company or holding company exclusively working in India or outside India, as determined in terms of the Plan and in due compliance of SBEB Regulations. After vesting of Options, the eligible Employees earn a right (but not an obligation) to exercise the vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible Employees are expected to receive benefits based on their contribution to creating value for shareholders.

The NRC Committee shall supervise ESOP 2008. All questions of interpretation of ESOP 2008 shall be determined by the NRC Committee and such determination shall be final and binding upon all persons having an interest in ESOP 2008.The Trust shall administer the ESOP 2008.

Metro Brands Limited – Employee Stock Option Scheme 2026

Keeping in view the aforesaid objectives, the ESOS 2026 contemplates Grant of Options to the eligible Employees of the Company or its subsidiary or its associate company, exclusively working in India or outside India, as determined in terms of the ESOS 2026 and in due compliance of SBEB Regulations. After vesting of Options, the eligible Employees earn a right (but not an obligation) to exercise the Vested Options within the Exercise Period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The eligible Employees are expected to receive benefits based on their contribution to creating value for shareholders.

The NRC Committee shall supervise the ESOS 2026. All questions of interpretation of the ESOS 2026 shall be determined by the NRC Committee and such determination shall be final and binding upon all persons having an interest in the ESOS 2026. The Trust shall administer the ESOS 2026.

b. Total number of Options to be granted:

METRO Stock Option Plan 2008

The total number of Options to be granted under ESOP 2008 shall not exceed 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven). Each Option when exercised would be converted into one equity share of face value of ₹ 5/- (Rupees Five Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale or division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under ESOP 2008 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling as aforesaid shall be deemed to be increased to the extent of such additional Options granted.

Metro Brands Limited – Employee Stock Option Scheme 2026

The total number of Options to be granted under the ESOS 2026 shall not exceed 54,50,000 (Fifty-Four Lakh Fifty Thousand). Each Option when exercised would be converted into one equity share of face value of ₹ 5/- (Rupees Five Only) each fully paid-up.

Further, SBEB Regulations require that in case of any corporate action(s) such as rights issue, bonus issue, merger, sale or division etc., a fair and reasonable adjustment needs to be made to the Options granted. In this regard, the NRC Committee shall adjust the number and price of the Options granted in such a manner that the total value of the Options granted under the ESOS 2026 remain the same after any such corporate action. Accordingly, if any additional Options are granted by the Company, for making such fair and reasonable adjustment, the ceiling as aforesaid shall be deemed to be increased to the extent of such additional Options granted.

c. Identification of classes of employees entitled to participate in the scheme:

METRO Stock Option Plan 2008

The proposed amendments are not intended to alter the eligibility criteria or the classes of employees entitled to participate in the ESOP 2008. Accordingly, the categories of eligible Employees shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

"Employee" means any person employed by the Company and given an appointment letter by the Company and will also include as defined below:

a) A permanent employee of the Company working in India or out of India; or

b) A director of the Company; whether a whole-time director or not; or

c) An employee as defined in sub-clause (a) or (b), of a Subsidiary Company(ies) or Associate Company(ies) in India or out of India, or of a Holding Company(ies) of the Company.

Provided however that the term Employee shall not include the following:

(a) An employee who is a Promoter or belongs to the Promoter group.

(b) A director who either by himself or through his relative or through any body corporate directly holds more than 10% of the outstanding equity shares of the Company.

(c) An Independent Director of the Company

The NRC Committee while granting the Options to any eligible Employee(s) of any subsidiary company or associate company or holding company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

In case Options are granted to the employees of subsidiary company or associate company or holding company, the cost attributable to such grants shall be charged to and borne by the respective subsidiary company or associate company or holding company. In circumstances where

the subsidiary company or associate company or holding company reimburses the Company for any cost incurred in connection with the grant of such Options, both the Company and the subsidiary company or associate company or holding company shall duly disclose the payment or reimbursement, as the case may be, in the notes to accounts forming part of their respective financial statements, in accordance with applicable accounting standards and applicable laws.

Metro Brands Limited – Employee Stock Option Scheme 2026

Subject to determination or selection by the NRC Committee, following classes of employees are eligible being:

a) an employee as designated by the Company, who is exclusively working in India or outside India; or

b) a director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or

c) an employee as defined in sub-clauses (a) or (b), of a Subsidiary Company(ies) or Associate Company(ies) in India or outside India;

but does not include

a) an employee who is a Promoter or belongs to the Promoter Group;

b) a Director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

c) an Independent Director.

The NRC Committee while granting the Options to any eligible Employee(s) of any subsidiary company or associate company, shall at its discretion, consider the factors including but not limited to the role(s) of such employee(s) for safeguarding the interest of the Company, or such employee's contribution to the Company.

In case Options are granted to the employees of subsidiary company or associate company, the cost attributable to such grants shall be charged to and borne by the respective subsidiary company or associate company. In circumstances where the subsidiary company or associate company reimburses the Company for any cost incurred in connection with the grant of such Options, both the Company and the subsidiary company or associate company shall duly disclose the payment or reimbursement, as the case may be, in the notes to accounts forming part of their respective financial statements, in accordance with applicable accounting standards and applicable laws.

d. Requirements of Vesting and period of Vesting:

METRO Stock Option Plan 2008

The proposed amendments are not intended to modify the vesting requirements or the period of vesting applicable under ESOP 2008 except in case of retirement. Accordingly, the existing vesting conditions and vesting schedule shall continue to remain unchanged and shall be as approved by the shareholders, as detailed below:

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 5 (Five) years from the date of grant.

The vesting of Options shall be contingent upon the employee's continued employment with the Company or its subsidiary(ies) or associate company(ies) or holding company(ies), as applicable. In addition, the NRC Committee, in its sole discretion, may impose specific performance criteria, the satisfaction of which shall be required for the Options to vest. The NRC Committee shall have the authority to determine the performance parameters applicable to an employee or a class of employees, based on their respective roles, and to assign relative weightages to each parameter as it deems appropriate. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter given to the Option grantee at the time of Grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from the date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules, even after the retirement, unless otherwise determined by the NRC Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under Plan and is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or associate company or holding company of the Company, prior to vesting or exercise, vesting schedule and Exercise Period to remain the same as per the terms of the grant.

Metro Brands Limited – Employee Stock Option Scheme 2026

All the Options granted on any date shall vest not earlier than the minimum vesting period of 1 (One) year and not later than the maximum vesting period of 3 (Three) years from the date of grant.

The vesting of Options shall be contingent upon the employee's continued employment with the Company or its subsidiary(ies) or associate company(ies), as applicable. The specific vesting schedule and vesting conditions subject to which vesting would take place would be outlined in the grant letter given to the Option grantee at the time of Grant of Options.

In the event of death or permanent incapacity of an employee, the minimum vesting period of 1 (One) year shall not be applicable and in such instances, all the unvested Options shall vest with effect from the date of the death or permanent incapacity.

In case of retirement, all unvested Options as on the date of retirement would continue to vest in accordance with the original vesting schedules, even after the retirement, unless otherwise determined by the NRC Committee in accordance with the Company's policies and provisions of the then prevailing applicable laws.

Further, in case of an eligible Employee who has been granted benefits under ESOS 2026 and is deputed or transferred (including resignation in connection with transfer) to join its subsidiary company or associate company of the Company, prior to vesting or exercise, vesting schedule and Exercise Period to remain the same as per the terms of the grant.

e. Maximum period within which the Options shall be vested:

METRO Stock Option Plan 2008

The proposed amendments are not intended to alter the maximum vesting period prescribed under ESOP 2008. Accordingly, the maximum period within which the Options may vest shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

All the Options granted on any date shall vest not later than the maximum vesting period of 5 (Five) years from the date of each grant.

Metro Brands Limited – Employee Stock Option Scheme 2026

All the Options granted on any date shall vest not later than the maximum vesting period of 3 (Three) years from the date of each grant.

f. Exercise price or pricing formula:

METRO Stock Option Plan 2008

The proposed amendments are not intended to amend the exercise price or pricing formula prescribed under ESOP 2008. Accordingly, the exercise price or pricing formula shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

The Exercise Price per Option is to be determined by the NRC Committee at the time of Grant, referencing the Market Price, not being less than the face value of a Share on the Grant Date.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Exercise Price per Option shall be determined by the NRC Committee, subject to a maximum discount of up to 50% (Fifty percent) of the Volume-Weighted Average Price for the calendar quarter immediately preceding the Grant Date. However, the Exercise Price per Option shall not be less than the face value of the Share of the Company. The specific exercise price shall be intimated to the Option grantee in the Grant letter at the time of Grant.

g. Exercise Period and the process of exercise:

METRO Stock Option Plan 2008

The proposed amendments are not intended to modify the Exercise Period applicable under ESOP 2008. Accordingly, the existing Exercise Period shall remain unchanged and continue to be as approved by the shareholders, as detailed below, however the process of Exercise stands modified to the extent of administration of ESOP 2008 through Trust:

The Exercise Period shall expire after 5 (Five) years from the respective date(s) of Vesting of Options or after 2 (Two) years from the date of listing of the Company's Shares in any recognized Stock Exchanges, whichever is later.

The Vested Options shall be exercisable by the eligible Employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC Committee from time to time. Exercise of Options shall be entertained only after payment of the requisite Exercise Price and satisfaction of applicable taxes by the eligible Employee. The Options shall lapse if not exercised within the specified Exercise Period.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Exercise Period for vested Options shall be a maximum of 4 (Four) years commencing from the relevant date of Vesting of Options, or such other shorter period as may be prescribed by the NRC Committee at the time of grant.

The vested Options shall be exercisable by the eligible employees by a written application to the Trust/ Company expressing his/ her desire to exercise such Options in such manner and in such format as may be prescribed by the NRC Committee from time to time. Exercise of Options shall be entertained only after payment of the requisite exercise price and satisfaction of applicable taxes by the eligible Employee. The Options shall lapse if not exercised within the specified Exercise Period.

h. Appraisal process for determining the eligibility of Employees under the scheme:

METRO Stock Option Plan 2008

The proposed amendments are not intended to alter the appraisal process to determine employees' eligibility to participate in ESOP 2008. Accordingly, the existing appraisal process shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

The appraisal process for determining eligibility shall be decided from time to time by the NRC Committee. The broad criteria for appraisal and selection may include parameters like length of service, grade, role, individual or corporate performance ratings, present or future contribution, etc., and such other criteria as may be determined by the NRC Committee at its sole discretion, from time to time.

Metro Brands Limited – Employee Stock Option Scheme 2026

The appraisal process for determining eligibility shall be decided from time to time by the NRC Committee. The broad criteria for appraisal and selection may include parameters like length of service, grade, role, individual performance ratings, present or future contribution, etc., and such other criteria as may be determined by the NRC Committee at its sole discretion, from time to time.

i. Maximum number of Options to be issued per employee and in aggregate:

METRO Stock Option Plan 2008

The proposed amendments are not intended to modify the maximum number of Options that may be granted to any eligible Employee or the aggregate number of Options available under ESOP 2008. Accordingly, the existing limits shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

The maximum number of Options under the Plan that may be granted to each Employee per Grant and in aggregate (taking into account all Grants) vary depending upon the designation and the appraisal/ assessment process, however, shall not exceed 5,00,000 (Five Lakh) Options at the time of Grant.

Provided that prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the Grant of Options to any identified Employee, during any one year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

Metro Brands Limited – Employee Stock Option Scheme 2026

The maximum number of Options under the Scheme that may be granted to each Employee per Grant and in aggregate (taking into account all Grants) vary depending upon the designation and the appraisal/ assessment process. However, per Employee and per Grant shall not exceed 1,00,000 (One Lakh) and in aggregate shall not exceed 7,00,000 (Seven Lakh) Options at the time of Grant.

Provided that prior approval of shareholders of the Company in the general meeting by passing special resolution shall be obtained in case the Grant of Options to any identified Employee, during any one year, is equal to or exceeding 1% (one percent) of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of Grant of Options.

j. Maximum quantum of benefits to be provided per employee:

METRO Stock Option Plan 2008

The proposed amendments are not intended to alter the maximum quantum of benefits that may accrue to or be provided to an employee under ESOP 2008. Accordingly, it shall remain unchanged and continue to be as approved by the shareholders, as detailed below:

The maximum quantum of benefits contemplated under ESOP 2008 are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in ESOP 2008.

Apart from the Grant of Options as stated above, no other benefits are contemplated under ESOP 2008.

Metro Brands Limited – Employee Stock Option Scheme 2026

The maximum quantum of benefits contemplated under the ESOS 2026 are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in the ESOS 2026.

Apart from the Grant of Options as stated above, no other benefits are contemplated under the ESOS 2026.

k. Route of the scheme implementation:

METRO Stock Option Plan 2008

ESOP 2008 shall be implemented and administered through the Trust to be set up by the Company and shall be supervised by the NRC Committee.

Metro Brands Limited – Employee Stock Option Scheme 2026

The ESOS 2026 shall be implemented and administered through the Trust to be set up by the Company and shall be supervised by the NRC Committee.

l. Source of acquisition of shares under the scheme:

METRO Stock Option Plan 2008

The ESOP 2008 contemplates acquisition of Shares not exceeding 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven) from the secondary acquisition through the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

Metro Brands Limited – Employee Stock Option Scheme 2026

The ESOS 2026 contemplates acquisition of Shares not exceeding 54,50,000 (Fifty-Four Lakh Fifty Thousand) from the secondary acquisition through the Trust. However, the Company retains the right to source the Shares through primary issuance, should the circumstances necessitate.

m. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:

METRO Stock Option Plan 2008

The Company shall provide necessary financial assistance by grant of a loan, provision of a guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percent) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest-free with tenure of such loan based on the term of the Plan and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the purposes of ESOP 2008.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Company shall provide necessary financial assistance by grant of a loan, provision of a guarantee or security in connection with a loan to the Trust, subject to 5% (Five Percent) of the paid-up capital and free reserves, being the statutory ceiling under SBEB Regulations. The loan amount may be disbursed in one or more tranches.

The loan provided by the Company shall be interest-free with tenure of such loan based on the term of the ESOS 2026 and shall be repayable to the Company from realization of proceeds of exercise/ permitted sale/ transfer of Shares and any other eventual income of the Trust.

The Trust shall utilise the loan amount disbursed from time to time strictly for the purposes of ESOS 2026.

n. Maximum percentage of secondary acquisition (subject to limits specified under the regulations) that can be made by the trust for the purposes of the scheme:

METRO Stock Option Plan 2008

All the Shares i.e., 14,10,637 (Fourteen Lakh Ten Thousand Six Hundred and Thirty-Seven), approx. 0.52% of paid-up capital, reserved under ESOP 2008 may be acquired by secondary acquisition which shall be well within the statutory limit as prescribed under the SBEB Regulations.

Metro Brands Limited – Employee Stock Option Scheme 2026

All the Shares i.e., 54,50,000 (Fifty-Four Lakh Fifty Thousand), approx. 2% of paid-up capital, reserved under the ESOS 2026 may be acquired by secondary acquisition which shall be well within the statutory limit as prescribed under the SBEB Regulations.

o. Accounting and Disclosure Policies:

METRO Stock Option Plan 2008

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Company shall follow the relevant accounting standards as may be prescribed by the Central Government in terms of Section 133 of the Act and/ or any relevant accounting standards/ guidance note as may be prescribed by the Institute of Chartered Accountants of India or any other competent authority, from time to time, including the disclosure requirements prescribed therein, in compliance with Regulation 15 of SBEB Regulations.

p. Method of Option valuation:

METRO Stock Option Plan 2008

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IndAS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Company shall adopt 'fair value method' for valuation of Options as prescribed under IndAS 102 on Share-based payments or any accounting standard/ guidance note, as applicable, notified by competent authorities from time to time.

q. Declaration:

METRO Stock Option Plan 2008

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed

and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

Metro Brands Limited – Employee Stock Option Scheme 2026

In case, the Company opts for expensing of share-based employee benefits using the intrinsic value, the difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value of the Options and the impact of this difference on profits and on Earning Per Share (EPS) of the Company shall also be disclosed in the Directors' Report.

r. Period of lock-in:

METRO Stock Option Plan 2008

The Shares issued/ transferred pursuant to the exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws, including that under the Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Shares issued/ transferred pursuant to the exercise of Options shall not be subject to any lock-in period restriction except such restrictions as may be prescribed under applicable laws, including that under the Code of Conduct framed by the Company under the Securities and Exchange Board of India (Prohibition of Insider Trading), Regulations, 2015, as amended, shall apply.

s. Terms & conditions for buyback, if any, of specified securities/ Options covered, granted under the scheme:

METRO Stock Option Plan 2008

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

Metro Brands Limited – Employee Stock Option Scheme 2026

Subject to the provisions of the then prevailing applicable laws, the Board shall determine the procedure for buy-back of the specified securities/ Options if to be undertaken at any time by the Company and the applicable terms and conditions thereof.

The draft copy of ESOS 2026 and amended ESOP 2008, shall be available for inspection through electronic mode in the manner set out in Note No. 36 of this Notice.

None of the Directors and KMP of the Company, including their relatives, are interested or concerned in the resolutions, except to the extent they may be lawfully granted Options under ESOP 2008 and ESOS 2026.

In this background, the Company seeks your approval by way of a special resolution pursuant to:

i. Section 62(1)(b) of the Act read with Regulations 3 and 7 of SBEB Regulations, for reducing the ESOP Pool of ESOP 2008; in agenda Item no. 7;

ii. Section 62(1)(b) of the Act read with Regulations 3 and 6 of the SBEB Regulations, for the implementation of ESOS 2026 through Trust route; in agenda Item no. 8;

iii. (a) Rule 12(4)(a) of Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the ESOP 2008 to the eligible Employees of its subsidiary company, working in India or outside India; in agenda Item no. 9a;

(b) Rule 12(4)(a) of Companies (Share Capital and Debentures) Rules, 2014 read with Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under ESOS 2026 to the eligible Employees of its subsidiary company, working in India or outside India; in agenda Item no. 10a;

iv. (a) Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the ESOP 2008 to the eligible Employees of its associate company, working in India or outside India; in agenda Item no. 9b;

(b) Regulation 6(3)(c) of the SBEB Regulations, a separate resolution, for extending and granting the Options under the ESOS 2026 to the eligible Employees of its associate company, working in India or outside India; in agenda Item no. 10b;

v. (a) Regulation 6(3)(a) of the SEBI SBEB Regulations, a separate resolution, for secondary acquisition of shares through Trust route for the implementation of ESOP 2008; in agenda Item no. 11a; and

(b) Regulation 6(3)(a) of the SEBI SBEB Regulations, a separate resolution, for secondary acquisition of shares through Trust route for the implementation of ESOS 2026; in agenda Item no. 11b;

ITEM NO. 12:

The Company intends to modify the ESOP 2008 and also implement ESOS 2026 for which approval is sought from the members in separate resolution at Item Nos. 7 to 11. The proposed amended ESOP 2008 and ESOS 2026 shall be administered through an irrevocable Trust to be set up by the Company. The proposed amended ESOP 2008 and ESOS 2026 contemplates acquisition of equity shares of face value of ₹ 5/- (Rupees Five only) each fully paid-up of the Company from secondary acquisition and/or primary issuance of Shares, through the Trust.

The Members may note that, for facilitating acquisition, the amount of loan to be provided by the Company under ESOP 2008 and ESOS 2026 shall not exceed 5% (Five percent) of the aggregate of the paid-up capital and free reserves of the Company being the statutory ceiling as per the Section 67 of the Act read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014 and relevant provisions of the SBEB Regulations.

The loan provided by the Company shall be interest-free with tenure of such loan based on the terms of ESOP 2008 and ESOS 2026 and shall be repayable to the Company upon realization of proceeds on permitted sale/ transfer of Shares, including realization of exercise price and any other eventual income of the Trust.

Necessary details in this regard are provided as under:

i. The class of employees for whose benefit the Scheme is being implemented and money is being provided for acquisition of the Shares:

METRO Stock Option Plan 2008

"Employee" means any person employed by the Company and given an appointment letter by the Company and will also include as defined below:

a) A permanent employee of the Company working in India or out of India; or

b) A director of the Company; whether a whole-time director or not; or

c) An employee as defined in sub-clause (a) or (b), of a Subsidiary Company(ies) or Associate Company(ies) in India or out of India, or of a Holding Company(ies) of the Company.

Provided however that the term Employee shall not include the following:

(a) An employee who is a Promoter or belongs to the Promoter group.

(b) A director who either by himself or through his relative or through any body corporate directly holds more than 10% of the outstanding equity shares of the Company.

(c) An Independent Director of the Company

Metro Brands Limited – Employee Stock Option Scheme 2026

Subject to determination or selection by the NRC Committee, following classes of employees are eligible being:

a) an employee as designated by the Company, who is exclusively working in India or outside India; or

b) a director of the Company, whether a whole time director or not; including a non-executive director who is not a Promoter or member of the Promoter Group; or

c) an employee as defined in sub-clauses (a) or (b), of Subsidiary Company or Associate Company in India or outside India;

but does not include

a) an employee who is a Promoter or belongs to the Promoter Group;

b) a director who either by himself or through his relatives or through any body corporate, directly or indirectly holds more than 10% of the outstanding Shares of the Company;

c) an Independent Director.

ii. The particulars of the Trustee or employees in whose favour such Shares are to be registered:

METRO Stock Option Plan 2008

The Trust will acquire equity shares by way of primary issuance by the Company and/or through secondary acquisition of equity shares of the Company. The equity shares will be registered in the name of the Trust or any one or more of its Trustees, to hold such equity shares for and on behalf of the Trust, in compliance with the provisions of the Act and the SBEB Regulations. The equity shares acquired by the Trust shall be transferred to the employees on exercise of vested Options and registered in their respective names upon such transfer.

Metro Brands Limited – Employee Stock Option Scheme 2026

The Trust will acquire equity shares by way of primary issuance by the Company and/or through secondary acquisition of equity shares of the Company. The equity shares will be registered in the name of the Trust or any one or more of its Trustees, to hold such equity shares for and on behalf of the Trust, in compliance with the provisions of the Act and the SBEB Regulations. The equity shares acquired by the Trust shall be transferred to the employees on exercise of vested Options and registered in their respective names upon such transfer.

iii. The particulars of trust and name, address, occupation and nationality of trustees and their relationship with the promoters, directors or KMP, if any:

METRO Stock Option Plan 2008

The ESOP 2008 will be administered by an irrevocable employee welfare trust, namely Metro Brands ESOP Trust ("**Trust**"), constituted by the Company.

Name and address of the irrevocable Trust:

Metro Brands ESOP Trust
401, Zillion, 4th Floor,
LBS & CST Road Junction,
Kurla (West), Mumbai – 400070

The Trustee of the Trust has been appointed by the Board in compliance with the applicable provisions of the Act and the SBEB Regulations. The Trustee is not related with the promoter, promoter group, directors or KMP.

Details of the Trustee:

Sr. No.	Name	Address	Occupation	Nationality
1	Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited)	IndiQube, The Kode, 7th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra-411045	Corporate Trustee	Indian

Metro Brands Limited – Employee Stock Option Scheme 2026

The ESOP 2026 will be administered by the irrevocable employee welfare trust, namely Metro Brands ESOP Trust ("**Trust**"), constituted by the Company.

Name and address of the irrevocable Trust:

Metro Brands ESOP Trust
401, Zillion, 4th Floor,
LBS & CST Road Junction,
Kurla (West), Mumbai – 400070

The Trustee of the Trust Has been appointed by the Board in compliance with the applicable provisions of the Act and the SBEB Regulations. The Trustee is not related with the promoter, promoter group, directors or KMP.

Details of the Trustee:

Sr. No.	Name	Address	Occupation	Nationality
1	Qapita EquityTech Limited (formerly known as KP Corporate Solutions Limited)	IndiQube, The Kode, 7th Floor, S.No. 134, Hissa No. 1/38, CTS No. 2265 to 2273, Baner Pashan Link Road, Pune, Maharashtra-411045	Corporate Trustee	Indian

iv. Any interest of KMPs, Directors or Promoters in such Scheme or Trust and effect thereof:

METRO Stock Option Plan 2008

Promoters are not eligible to be covered under the Plan. However, KMP and Directors (excluding independent directors) may be covered under ESOP 2008 in due compliance with the relevant applicable SBEB Regulations.

Metro Brands Limited – Employee Stock Option Scheme 2026

Promoters are not eligible to be covered under the ESOS 2026. However, KMP and Directors (excluding independent directors) may be covered under the ESOS 2026 in due compliance with the relevant applicable SBEB Regulations.

v. The detailed particulars of benefits which will accrue to the Employees from the implementation of the Scheme:

METRO Stock Option Plan 2008

The maximum quantum of benefits contemplated under ESOP 2008 are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in ESOP 2008.

Apart from the Grant of Options as stated above, no other benefits are contemplated under ESOP 2008.

Metro Brands Limited – Employee Stock Option Scheme 2026

The maximum quantum of benefits contemplated under the ESOS 2026 are in terms of the maximum number of Options that may be granted to an eligible Employee as specified in the ESOS 2026.

Apart from the Grant of Options as stated above, no other benefits are contemplated under the ESOS 2026.

vi. The details about who would exercise and how the voting rights in respect of the Shares to be acquired under the Scheme would be exercised:

METRO Stock Option Plan 2008

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible Employee only when the Shares are transferred by the Trust to him/ her upon exercise.

Metro Brands Limited – Employee Stock Option Scheme 2026

The trustee of the Trust shall not vote in respect of Shares held in the Trust as per extant SBEB Regulations. In this circumstance, the voting rights can be exercised by an eligible Employee only when the Shares are transferred by the Trust to him/ her upon exercise.

None of the directors and/ or KMP of the Company, including their relatives are interested or concerned in the Trust/ resolution, except to the extent of their entitlements, if any, under ESOP 2008 and ESOS 2026.

In this background, the Company seeks your approval by way of a special resolution as set forth in the agenda item no. 12 of the Notice, in terms of Section 67 of the Companies Act, 2013, read with Rule 16 of the Companies (Share Capital and Debentures) Rules, 2014, and Regulation 3(8) of the SBEB Regulations, for approving provision of money by the Company for the purchase of its own Shares by the Trust for the implementation of ESOP 2008 and ESOS 2026.

By Order of the Board of Directors
For Metro Brands Limited

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

Place: Mumbai
Date: August 04, 2026

Annexure

Details of Directors seeking re-appointment at the AGM

(Additional Information of Directors seeking re-appointment as required under Regulation 36(3) of Listing Regulations, as amended and SS-2 on General Meetings issued by the ICSI)

Particulars	Item No. 3	Item No. 4	Item No. 5
Name	Ms. Alisha Rafique Malik	Ms. Farah Malik Bhanji	Mr. Sonny Iqbal
Designation	Whole-time Director	Managing Director	Additional Director
Director Identification Number (DIN)	10719537	00530676	02962053
Date of Birth/ Age	July 25, 1986 (Age 40 years)	August 31, 1976 (Age 49 years)	July 23,1960 (Age 66 years)
Nationality	USA	USA	Indian
Qualification	Ms. Malik holds a bachelor's degree in Arts (Finance) from University of Northumbria conducted at Welingkar Institute of Management Development and Research.	Ms. Bhanji holds a bachelor's degree in arts and a bachelor's degree in business administration from the University of Texas at Austin. Ms. Bhanji has also completed owner/ president management program from Harvard Business School	Mr. Iqbal holds a BA (Hons) from St. Stephen's College, University of Delhi, an MBA in Marketing from the University of Surrey, UK and a Postgraduate Diploma from the Oberoi Centre of Learning and Development.
Original Date of Joining the Board	September 01, 2024	December 05, 2005	August 05, 2026
Experience (approx.)	17 Years	25 Years	47 years
Brief resume and nature of expertise in specific functional areas	Ms. Alisha Rafique Malik has been associated with the Company since 2009, during which she has been a key architect in introducing new ideas and strategies for the growth of the organization. She set up an excellent business growth strategy to outline e-commerce, omnichannel and new-age marketing. She is the woman behind the Company's growing digital presence and has led from the front as Whole-time Director and President – E-Commerce & Marketing. She has now taken on the challenge of pivoting the Company into the Sports and Athleisure segment by overseeing the Sports Division consisting of the brands Footlocker, Fila and New Era.	Ms. Farah Malik Bhanji is the Managing Director on Board of the Company. She commenced her journey with the Company in 2000, navigating through diverse roles and responsibilities to ascend to the position of managing director. A distinguished alumnus of the University of Texas at Austin, her commitment to continuous learning is evident through her attendance at the Owner/President Program at the prestigious Harvard Graduate School of Business. With over two decades of invaluable experience in the field of retail, Ms. Bhanji has emerged as a visionary force in reshaping the Company for the new age. Armed with formidable business acumen, an attention to detail, and a keen eye for fashion, Ms. Bhanji has spearheaded the Company into the era of modern retailing. Her resolute focus on technological advancement, data-driven decision-making, and pioneering adoption of AI technologies echoes not just as a strategy but a drive for excellence. Her strategic leadership has solidified relationships with the Company's extensive 250+ vendor base, instrumental in expanding the store network from 100 stores in 2010 to an impressive 1000+ stores across India. She has also fostered an environment conducive to the professional advancement of its employees.	Mr. Sonny Iqbal is a global expert in Leadership Development, Organization Consulting, and Family Enterprise Advisory, counselling businesses both in India and internationally. He spent 27 years at Egon Zehnder, where he helped establish the firm's offices in New Delhi, Bengaluru, and Mumbai. He continues his association with the firm as a Senior Advisor. At Egon Zehnder, Mr. Iqbal co-founded and co-led the firm's global Family Business Advisory Practice, guiding multigenerational enterprises through succession, founder transition, governance structures, and professionalization. His work with the practice has been published in several papers, including six articles in the Harvard Business Review. He also served as Chair of the firm's Partner Candidate Evaluation Group and as a member of its Nomination Committee. He is also a Senior Advisor at ChrysCapital, one of India's largest private equity firms and also serves on various Boards. Prior to Egon Zehnder, Mr. Iqbal held key positions with the Oberoi Group across India, the United Kingdom, and the Middle East, and managed the financial and travel services business of American Express in India.
Details of remuneration sought to be paid/ Remuneration last drawn	Not exceeding ₹ 5 Crore p.a. as per the special resolution passed in the AGM held on September 19, 2024. Remuneration last drawn during FY 2025-26: ₹1.63 crore.	Not exceeding ₹ 10 Crore p.a. as detailed in the explanatory statement, to be determined by the Board/ NRC Committee Remuneration last drawn during FY 2025-26: ₹3.86 crore	Sitting Fees & Commission as approved by the Board for Non-executive Directors from time to time within the overall limits approved by the Members.
Disclosure of relationship with other Directors/KMP	Ms. Alisha Rafique Malik, Whole-time Director is the daughter of Mr. Rafique Abdul Malik, Chairman and sister of Ms. Farah Malik Bhanji, Managing Director	Ms. Farah Malik Bhanji, Managing Director is the daughter of Mr. Rafique Abdul Malik, Chairman and sister of Ms. Alisha Rafique Malik, Whole-time Director	NIL
Number of Equity Shares held in the Company	78,98,000	39,34,000	NIL
Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	Ms. Farah Malik Bhanji holds 7,53,70,920 Equity Shares of ₹ 5/- each as a Trustee of Rafique Malik Family Trust and 7,64,47,600 Equity Shares of ₹ 5/- each as a Trustee of Aziza Malik Family Trust	NIL
List of Directorship in other Companies as on March 31, 2026	Nexon Omniverse Limited	1. Metro Athleisure Limited 2. Metro Plaza Arcade Private Limited 3. Metro House Private Limited 4. Metro Shopping Arcade Private Limited	Pratham Education Foundation
List of Companies from which resigned in the past three years	NIL	NIL	NIL
Memberships/ Chairmanships across Listed Entities	NIL	**Metro Brands Limited:** 1. Corporate Social Responsibility & Sustainability Committee – Chairperson 2. Risk Management Committee – Chairperson 3. Audit Committee – Member 4. Stakeholders Relationship Committee – Member	NA
Details of Board / Committee Meetings attended by the Director during the year	Details mentioned in the Corporate Governance Report	Details mentioned in the Corporate Governance Report	NA





Metro Brands Limited

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