

Date: March 23, 2023

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| <b>The Manager,<br/>Listing Department,<br/>BSE Limited,<br/>Phiroze Jeejeebhoy Tower,<br/>Dalal Street,<br/>Mumbai 400 001.<br/>Tel no.: 22721233<br/>Fax No.: 22723719/ 22723121/ 22722037<br/>BSE Scrip Code: 543426</b> | <b>The Manager,<br/>Listing Department,<br/>The National Stock Exchange of India Ltd.,<br/>Exchange Plaza, 5<sup>th</sup> Floor, Plot C/1, G Block,<br/>Bandra - Kurla Complex, Bandra (E),<br/>Mumbai 400 051.<br/>Tel No.: 2659 8235<br/>Fax No.: 26598237/ 26598238<br/>NSE Symbol: METROBRAND</b> |
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Dear Sir/ Madam,

**SUB: Intimation of the outcome of the meeting of the Board of Directors of Metro Brands Limited (“Company” or “Resulting Company”) held on March 23, 2023 and disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended (“Listing Regulations”)**

In compliance with Regulation 30 read with Schedule III of the Listing Regulations, we wish to inform that the Board of Directors of the Company (“**the Board**”) at its meeting held today, i.e. **March 23, 2023** has considered and approved the following:

1. Appointment of M/s. KPMG Assurance and Consulting Services LLP, as the Internal Auditor of the Company for the Financial Year ending 31<sup>st</sup> March, 2024.
2. Draft Scheme of Arrangement between Cravatex Brands Limited (“**Demerged Company**”) and the Company and their respective Shareholders and matters related thereto under Sections 230 to 232 and other applicable provisions of the Companies Act, 2013 (“**Act**”) (“**Scheme**”).

The Scheme *inter alia* provides for the Demerger, transfer and vesting of the Demerged Undertaking (*as defined in the Scheme*) from the Demerged Company into the Resulting Company, on a *going concern* basis.

The Scheme is subject to receipt of customary statutory and regulatory approvals, including approvals from the jurisdictional National Company Law Tribunal and the Shareholders and creditors (as applicable) of the Companies involved in the Scheme.

The Scheme as approved by the Board would be available on the website of the Company at <https://metrobrands.com/> after submission of the same with the BSE Limited and National Stock Exchange of India Limited.

In terms of the Listing Regulations read with SEBI Circular No CIR/CFD/CMD/4/2015 dated September 9, 2015, we are furnishing herewith the details of the Scheme as **Annexure I**.

The Meeting of the Board commenced at 12.00 p.m. and concluded at 1.00 p.m.

Thanking you,

Yours faithfully,

For and on behalf of **Metro Brands Limited**

**DEEPA**  
**SOOD**  
Digitally signed by  
DEEPA SOOD  
Date: 2023.03.23  
13:02:34 +05'30'

Deepa Sood

Company Secretary & Compliance Officer

Membership No. 16019

METRO BRANDS LIMITED

Registered Office:  
401, Zillion, 4th Floor,  
LBS Marg & CST Road Junction,  
Kurla (W), Mumbai - 400070.  
Tel: +91 22 6656 0444

Email: [info@metrobrands.com](mailto:info@metrobrands.com)  
Website: [www.metrobrands.com](http://www.metrobrands.com)

CIN: L19200MH1977PLC019449  
ISO 9001: 2015 Company

**Annexure – I**  
**Brief details of Demerger**

| S No | Particulars                                                                                                                                                                                 | Details                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                      |
|------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 1.   | Brief details of the division to be demerged                                                                                                                                                | The FILA Business of the Demerged Company, which predominantly involves the business of importing, trading, selling, marketing, advertising, retailing and distribution of footwear, apparel, and accessories under the licensed brand ‘FILA’ in India, Pakistan, Sri Lanka, Bangladesh, Nepal, and Bhutan.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                  |
| 2.   | Turnover of the demerged division and as percentage to the total turnover of the listed entity in the immediately preceding financial year / based on financials of the last financial year | Not Applicable since this is a case of demerger from an unlisted company into a listed company.<br><br>The turnover of the Demerged Undertaking as on March 31, 2022 was INR 77.86 Crores which constitutes 49.74% of the total turnover of the Demerged Company in the immediately preceding financial year / based on financials of the last financial year (year ended March 31, 2022).                                                                                                                                                                                                                                                                                                                                                                                                                                   |
| 3.   | Rationale for demerger                                                                                                                                                                      | As part of an overall strategy for the optimum running, growth and development of the businesses of the Demerged Company, it is considered desirable and expedient to reorganise and reconstruct the Demerged Company by demerging its Demerged Undertaking, involving the ‘FILA business’, to the Resulting Company.<br><br>The Scheme is expected, inter alia, to result in the following benefits:<br><br>(i) value unlocking of the respective businesses of the Demerged Company and the Resulting Company based on respective risk return profile and cash flows;<br>(ii) provide better flexibility in accessing capital and attract business specific partners and investors; and<br>(iii) focused management approach for pursuing revenue growth and expansion opportunities in the respective business verticals. |
| 4.   | Brief details of change in shareholding pattern (if any) of all entities                                                                                                                    | The Demerged Company is the wholly owned subsidiary of the Resulting Company. Accordingly, upon the proposed draft Scheme coming into effect, the Resulting Company will not issue any shares in consideration for the demerger and hence there will not be any change in the shareholding pattern of the Resulting Company.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                 |
| 5.   | In case of cash consideration – amount or otherwise share exchange ratio                                                                                                                    | The Demerged Company is the wholly owned subsidiary of the Resulting Company. Accordingly, upon the proposed draft Scheme coming into effect, no new shares will be allotted by the Resulting Company and/or no cash consideration will be paid.                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                                             |

| S No | Particulars                                              | Details                                                                                                                                                                                                                                                                                                                                                                                                                                   |
|------|----------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| 6.   | Whether listing would be sought for the resulting entity | <p>The equity shares of the Resulting Company are already listed on the Stock Exchanges.</p> <p>Further, the Demerged Company is the wholly owned subsidiary of the Resulting Company. Accordingly, upon the proposed draft Scheme coming into effect, the Resulting Company will not issue any shares in consideration for the demerger and hence there will not be any change in the shareholding pattern of the Resulting Company.</p> |