

FARAH MALIK BHANJI

2003, VIVAREA, "B" WING, SANE GURUJI MARG, MAHALAXMI, JACOB CIRCLE, MUMBAI - 400 011

Date : February 6, 2023

To

**The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400001**

Scrip code: 543426

**The Manager
Listing Department
National Stock Exchange of India
Limited,
"Exchange Plaza", 5th Floor, Plot No.
C/1, G Block, Bandra - Kurla Complex,
Bandra, Mumbai-400051.
Symbol: METROBRAND**

Sub. : Intimation under Regulation 10(5) in respect of the proposed acquisition under Regulation 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ('SEBI (SAST) Regulations, 2011')

Dear Sir/Madam,

I, the undersigned, hereby undertake and confirm as under with respect to proposed inter-se transfer of shares in terms of Regulation 10(a)(i) and 10(a)(ii) of SEBI (SAST) Regulations, 2011 and subsequent amendments thereto that.

1. The acquisition of 51,24,000 (Fifty-One Lakh Twenty Four Thousand Only) Equity Shares of Metro Brands Limited is pursuant to change from joint dematerialized account holding to first holder's / individual's dematerialized account name through an off-market inter-se transfer between promoters and promoter group without consideration as under:

Sr. No.	Name of transferor (Joint Demat Account Holding)	Name of Transferee (First Holder's / Individual's Demat Account)
1	Farah Malik Bhanji Rafique Abdul Malik	Farah Malik Bhanji

2. The transferor and transferee have complied with the applicable provisions of Chapter V of SEBI (SAST) Regulations, 2011.
3. All applicable conditions as mentioned in regulation 10(1)(a) of the SEBI (SAST) Regulations, 2011 with respect to examination have been duly complied with.

Yours truly,

Farah Malik Bhanji
Acquirer/Promoter

Format for Disclosures under Regulation 10(5) – Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

1.	Name of the Target Company (TC)	Metro Brands Limited
2.	Name of the acquirer(s)	Farah Malik Bhanji Note: change from joint dematerialized account holding to first holder's / individual's dematerialized account name
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Yes
4.	Details of the proposed acquisition	
	a. Name of the person(s) from whom shares are to be acquired	Farah Malik Bhanji Rafique Abdul Malik <i>Note: Shares are held in joint dematerialized account</i>
	b. Proposed date of acquisition	February 13, 2023
	c. Number of shares to be acquired from each person mentioned in 4(a) above	51,24,000
	d. Total shares to be acquired as % of share capital of TC	1.89%
	e. Price at which shares are proposed to be acquired	Not applicable as the proposed transfer is without consideration
	f. Rationale, if any, for the proposed transfer	Change from joint dematerialized account holding to first holder's / individual's dematerialized account name by way of off-market inter-se transfer amongst 'Qualifying Persons' (immediate relatives) for re-organisation / realignment of shareholding within the promoters and promoter group
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Regulation 10(1)(a)(i)
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Rs. 829.41 per Equity Share
7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable

8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable as the transfer of shares is by way of transfer without consideration and as such no price or consideration is involved			
9.	Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)	The Transferor and Transferee will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	I, undersigned, being acquirer hereby undertake that all the conditions specified under regulation 10(1)(a) with respect to exemptions have been duly complied with			
11.	Shareholding details	Before the proposed transaction		After the proposed transaction	
		No. of shares / voting Rights	% w.r.t total share capital of TC	No. of shares / voting rights	% w.r.t total share capital of TC
	A Acquirer(s) and PACs (other than sellers)(*)	51,24,000	1.89	51,24,000	1.89
	B Seller (s)	51,24,000	1.89	0	0
	Total (a+b)				

Note

- (*) Shareholding of each entity may be shown separately and then collectively in a group.
- The above disclosure shall be signed by the acquirer mentioning date & place. In case, there is more than one acquirer, the report shall be signed either by all the persons or by a person duly authorized to do so on behalf of all the acquirers.

Farah Malik Bhanji

Date : February 6, 2023

Place : Mumbai