

Date: September 08, 2022

To, The Manager Listing Department BSE Limited ("BSE"), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001	To, The Manager Listing Department National Stock Exchange of India Limited ("NSE"), "Exchange Plaza", 5 th Floor, Plot No. C/1, G Block, Bandra-Kurla Complex, Bandra (East), Mumbai – 400 051.
BSE Scrip Code: 543426	NSE Symbol: METROBRAND

Sub: Summary of the Proceedings and Voting Results of the 45th Annual General Meeting ("AGM") of the Metro Brands Limited ("the Company") pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with consolidated Scrutinizer Report

Pursuant to Regulation 30 read with 'Part A' Schedule III and other applicable regulations, if any, of the SEBI Listing Regulations, please find enclosed herewith summary of proceedings of the 45th AGM of the Company held on **Wednesday, September 07, 2022**, which commenced at 03:00 p.m. and concluded at 4:15 p.m. through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM").

Kindly take the above on your records and acknowledge the same.

Thanking you.

Yours faithfully,

For Metro Brands Limited,

DEEPA
SOOD

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DEEPA SOOD
Date: 2022.09.08
15:24:46 +05'30'

Deepa Sood
Company Secretary and Compliance Officer
Membership No. 16019

Encl: As Above

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
 Website: www.metrobrands.com

CIN: L19200MH1977PLC019449
 ISO 9001: 2015 Company

Summary of Proceedings of the 45th Annual General Meeting of Metro Brands Limited

The 45th Annual General Meeting (“AGM”) of the Members of the Metro Brands Limited (“the Company”) was held on Wednesday, September 07, 2022 at 3:00 p.m. (IST) through Video Conferencing (VC)/ Other Audio - Visual Means (OAVM).

Ms. Deepa Sood, VP – Legal, Company Secretary and Compliance Officer of the Company, welcomed the Members to the Meeting and briefed them on certain points relating to participation at the Meeting through VC/OAVM.

Forty Seven (47) Members were present in the meeting through VC/OAVM. She informed that the requisite quorum for the Meeting was present.

She informed that it was the 1st AGM of the Company after listing of its Equity Shares on the BSE Limited and National Stock Exchange of India Limited.

She further informed the members that due to COVID-19 pandemic crisis; the Meeting was being conducted through VC/OAVM and that the same was in compliance with the Secretarial Standards, circulars issued by Ministry of Corporate Affairs and Securities and Exchange Board of India. She further informed that the facility for appointing Proxy is not available. Statutory Registers, Documents and Records as required by law were open and accessible for electronic inspection during the continuance of the Meeting.

With the consent of the Members, the Notice convening the AGM along with Explanatory Statements was taken as read. She informed that the Statutory Auditors’ Report and the Secretarial Auditors’ Report for the Financial Year 2021-22 did not contain any qualification/adverse remarks, therefore the same was not required to be read at the Meeting.

Mr. Rafique Abdul Malik, Chairman of the Company chaired the meeting from Mumbai. He welcomed the Members to the 45th AGM of the Company. He further informed that the meeting is in order as the Quorum is present. The following Directors, KMPs and senior management persons attended the meeting through VC/OAVM:

Sr. No	Name of the Director	Designation	Membership/Chairmanship in Committee
1.	Mr. Rafique Abdul Malik	Executive Director-Chairman	-
2.	Ms. Farah Malik Bhanji	Managing Director	Chairperson of: (1) the Risk Management Committee; (2) Corporate Social Responsibility & Sustainability Committee; and (3) Share Allotment and Transfer Committee and Member of: (1) Audit Committee and (2) Stakeholders Relationship Committees.
3.	Mr. Mohammed Iqbal Hasanally Dossani	Whole-time Director	Member of Stakeholders' Relationship Committee.
4.	Mr. Utpal Hemendra Sheth	Non-Executive-Nominee Director	Member of: (1) Nomination, Remuneration and Compensation Committee and (2) Share Allotment and Transfer Committee.
5.	Mr. Manoj Kumar Maheshwari	Independent Director	Chairman of Audit Committee and Member of Nomination, Remuneration and Compensation Committee.
6.	Ms. Aruna Bhagwan Advani	Independent Director	Chairperson of: (1) Nomination, Remuneration and Compensation Committee and (2) Stakeholders' Relationship Committee and Member of Audit Committee.
7.	Mr. Arvind Kumar Singhal	Independent Director	Member of Corporate Social Responsibility & Sustainability Committee.
8.	Mr. Srikanth Velamakanni	Independent Director	Member of Corporate Social Responsibility & Sustainability Committee.

9.	Mr. Nissan Joseph	Chief Executive Officer	-
10.	Mr. Kaushal Parekh	Chief Financial Officer	-

The Company Secretary informed that Mr. Vikas Khemani –Independent Director of the Company and member of Audit Committee and Risk Management Committee, had sought leave of absence, due to pre-occupation.

The Company Secretary further introduced the following persons who were present at the Meeting: Mr. Ketan Vora and Ms. Pallavi Sharma, representing M/s. Deloitte Haskins and Sells, the retiring Statutory Auditors of the Company, Mr. Firoz Pradhan representing M/s. S R B C and Co. LLP, the proposed Statutory Auditors of the Company, Ms. Meghna Shah representing Mr. A Sekar, the Secretarial Auditor of the Company.

She further informed that Ms. Ashwini Inamdar, Partner of Mehta & Mehta, Practicing Company Secretaries was also present as the Scrutinizer.

A brief audio-visual presentation on the Journey of the Company was presented in the meeting.

Ms. Farah Malik Bhanji, Managing Director of the Company, warmly welcomed the Members and informed that Company has also provided discount vouchers for the Company's Products. She further gave the brief details of the Company covering the insight about the Company's performance, highlights, business update and future growth agenda.

Further, Mr. Nissan Joseph, Chief Executive Officer of the Company greeted the Shareholders and made a brief presentation on the overview of the financial performance of the Company.

The Chairperson informed that the following items of business as set out in the Notice convening the 45th AGM were put to vote by remote e-voting and e-voting during the AGM:

Sr. No.	Business	Type of Resolution
	Ordinary Business:	
1.	To receive, consider and adopt- (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022,	Ordinary

	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, 2022, together with the Report of the Auditors thereon.	
2.	To confirm the payment of Interim Dividend of Rs. 1.5/- per share of Rs. 5/- each already paid and to declare Final Dividend of Rs. 0.75/- per share of Rs. 5/- each on equity shares for the Financial Year ended March 31, 2022.	Ordinary
As the Chairperson and Ms. Farah Malik Bhanji, the Managing Director of the Company, were interested in the next agenda item, they did not participate on the item. Mr. Mohammed Iqbal Hasanally Dossani, Whole-time Director of the Company, took the Chair and proceeded with the next item of the AGM notice.		
3.	To appoint a Director in place of Ms. Farah Malik Bhanji (DIN: 00530676), who retires by rotation and being eligible, offers her candidature for re-appointment.	Ordinary
Mr. Mohammed Iqbal Hasanally Dossani, Whole-time Director of the Company requested Mr. Rafique A. Malik to Chair and proceed with the Meeting.		
4.	To appoint a Director in place of Mr. Utpal Hemendra Sheth (DIN: 00081012), who retires by rotation and being eligible, offers his candidature for re-appointment.	Ordinary
5.	To appoint Statutory Auditors in place of retiring auditors and to fix their remuneration.	Ordinary
	<u>Special Business:</u>	
6.	To approve the limit on remuneration payable to Non-Executive Directors including Independent Directors	Ordinary

The Company Secretary briefed the shareholders about the facility of remote e-voting provided by the Link Intime India Private Limited (LIPL) to the members of the Company. The remote e-voting facility had commenced at 9.00 a.m. on Sunday, September 04, 2022 and ended on Tuesday, September 06, 2022 at 5.00 p.m. She also informed that the Company had provided the facility to cast votes electronically to those Members at the AGM, who had not casted their votes before. She further informed the members that e-Voting process will continue for the next 30 minutes from the time of closure of the meeting and thereafter it will be disabled automatically by LIPL.

She further informed that Mrs. Ashwini Inamdar and failing her Mr. Atul Mehta, Partners of Mehta & Mehta, Practicing Company Secretaries was appointed as Scrutinizer to scrutinize the entire voting process in a fair and transparent manner. The combined results of remote e-voting prior and during the AGM would be announced within two (2)

working days from the conclusion of this AGM and results along with the Scrutinizer's Report would be intimated to the Stock Exchanges and also uploaded on the website of the Company and the website of LIPL.

Further, she requested the Moderator to give the Members an opportunity to speak in the order in which they had registered their names. The Members were then invited to express their views, ask questions and seek clarifications on the financial statements or any other matters. A brief video of the Company was presented to the Members and later answers and clarifications were provided by the Chief Financial Officer, Chief Executive Officer, Managing Director and Chairman, to the queries raised by the Members.

The Chairman thanked all the Shareholders and Stakeholders, Board members, and the entire team of the Company for attending the meeting and being part of the journey of the Company. He wished everyone a safe and healthy future and declared the proceedings of the AGM as closed.

This is for your information and records.

Thanking You,

Yours Faithfully,

For Metro Brands Limited,

**DEEPA
SOOD**

Digitally signed by
DEEPA SOOD
Date: 2022.09.08
15:25:21 +05'30'

**Deepa Sood
Company Secretary and Compliance Officer
Membership No. 16019**