

Date: September 08, 2022

To, The Manager Listing Department BSE Limited ("BSE"), Corporate Relationship Department, 2 nd Floor, New Trading Ring, P.J. Towers, Dalal Street, Mumbai – 400 001.	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 Voting Results of the 45th Annual General Meeting ("AGM") of the Metro Brands Limited ("the Company") pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with consolidated Scrutinizer Report

Pursuant to Regulation 44(3) of the SEBI Listing Regulations, we enclose the voting results in respect of the business transacted at the 45th AGM in the format prescribed, alongwith the consolidated Scrutinizer's Report dated September 08, 2022 on remote e-voting prior and during the AGM. The voting results along with Scrutinizer's Report are also being uploaded on the website of the Company and on the website of Link Intime India Private Limited (LIPL) at www.metrobrands.com and <https://instavote.linkintime.co.in> respectively.

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

Thanking you.
Yours faithfully,

For Metro Brands Limited,

DEEPA
SOOD

Digitally signed
by DEEPA SOOD
Date: 2022.09.08
20:15:53 +05'30'

Deepa Sood
Company Secretary and Compliance Officer
Membership No. 16019

Encl: As Above

Mehta & Mehta

COMPANY SECRETARIES

201-206, Shiv Smriti, 2nd Floor, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI-400 018
TEL.: +91-22-6611 9696. E-mail: dipti@mehta.com. Visit us : www.mehata-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Section 108 of the Companies Act, 2013 and
Rule 20 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman
Metro Brands Limited
401, Zillion, 4th Floor, LBS Marg,
CST Road Junction, Kurla (West), Mumbai,
Maharashtra, Pin -400070

Sub: Scrutinizer's Report on remote e-voting conducted in terms of provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 including any statutory modification or re-enactment thereof.

Ref: Forty Fifth (45th) Annual General Meeting ("AGM") of the Members of Metro Brands Limited ("the Company") held on Wednesday, September 07, 2022, at 03:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio-Visual Means ("OAVM")

Dear Sir,

I, **Atul Mehta**, Partner, M/s. Mehta & Mehta, Practicing Company Secretaries have been appointed by the Board of Directors of **Metro Brands Limited ("the Company")** to act as the Scrutinizer for the purpose of scrutinizing the process of remote e-voting and voting through electronic voting system during the **45th AGM** of the Company held on Wednesday, September 07, 2022 at 03:00 p.m. (IST) through VC/OAVM pursuant to Section 108 of Companies Act, 2013 (hereinafter referred to as "Act") and Rule 20 of the Companies (Management and Administration) Rules, 2014 read with the General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 20/2020 dated May 05, 2020, the General Circular No. 02/2021 dated January 13, 2021, the General Circular No. 20/2021 dated December 8, 2021, the General Circular No. 21/2021 dated December 14, 2021 and the General Circular No. 02/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") in respect of the Resolutions as set out in the Notice convening the 45th AGM, do hereby submit our report as follows :

1. The Notice dated July 29, 2022 of the 45th AGM was sent to the Members through electronic mode whose email addresses are registered with the Company/RTA in compliance with MCA circulars.
2. The Resolutions were transacted through the process of remote e-voting and through electronic voting system during the AGM. For the purpose of remote e-voting, the Company had engaged the services of Link Intime India Private Limited (LIPL).
3. The Members of the Company holding shares as on the "cut off" date i.e. Wednesday, August 31, 2022, were entitled to vote on the resolutions stated in the Notice of the 45th AGM.



4. The period for remote e-voting commenced on Sunday, September 4, 2022 (9:00 a.m. IST) and ended on Tuesday, September 6, 2022 (5:00 p.m. IST). The Remote e-voting module was disabled by LIPL for voting thereafter.
5. The facility for e-voting was made available for the Members attending the meeting through VC/OAVM and who did not cast their vote through remote e-voting.
6. After the closure of e-voting at the AGM, the report on the voting done at the AGM and votes cast through remote e-voting facility done prior to the AGM were unblocked, in the presence of two witnesses Ms. Suman Lahoti and Mr. Rushabh Kasliwal neither of whom are in the employment of the Company and generated from LIPL e-voting website <https://instavote.linkintime.co.in>.
7. The percentage of total votes casted by the members of company in favour of all the resolutions is more than the requisite majority, and therefore, all the resolutions are deemed to be passed. The chairman of the meeting may declare the result accordingly.
8. The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules thereunder, MCA Circulars and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 relating to remote e-voting prior and during the AGM on the resolutions contained in the notice of the 45th AGM.
9. My responsibility as a scrutinizer for the e-voting process (i.e., remote e-voting and e-voting during AGM) is restricted to making a Consolidated Scrutinizer's Report of the votes cast in favour or against the resolutions.
10. The consolidated results of remote e-voting and voting through electronic voting system at the 45th AGM are enclosed as an **Annexure** to this report.

Thanking You,

For **Mehta & Mehta**
Company Secretaries


Atul Mehta
Scrutinizer

FCS No: 5782

CP No: 2486

UDIN: F005782D000943367

Place: Mumbai

Date: September 8, 2022

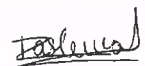


Enclosed: Annexure

We, the undersigned have witnessed that the votes cast through remote e-voting were unblocked from LIPPL e-voting website <https://instavote.linkintime.co.in> in our presence on September 07, 2022.


Name: Ms. Suman Lahoti

Address: 201-206, Shiv Smriti Chambers, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018


Name: Mr. Rushabh Kasliwal

Address: 201-206, Shiv Smriti Chambers, 2nd Floor, Dr. Annie Besant Road, Worli, Mumbai - 400018

Countersigned by



Mr. Rafique Abdul Malik
Chairman
DIN : 00521563
Metro Brands Limited

Item No. 1: Ordinary Resolution

To receive, consider and adopt a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, together with the Reports of the Board of Directors and 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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	185	259,108,017	7	420980	192	259,528,997	100.0000
Votes against the resolution	0	0	0	0	0	0	0.0000
Invalid votes/ Abstained	2	230	0	0	2	230	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 2: Ordinary Resolution

To confirm the payment of Interim Dividend of ₹ 1.5/- per share of ₹ 5/- each already paid and to declare Final Dividend of ₹ 0.75/- per share of ₹ 5/- each on equity shares for the Financial Year ended March 31, 2022

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	184	259,107,957	7	420980	191	259,528,937	100.0000
Votes against the resolution	1	60	0	0	1	60	0.0000
Invalid votes/ Abstained	2	230	0	0	2	230	0.0000

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 3: Ordinary Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	175	250,367,946	7	420980	182	250,788,926	99.6361
Votes against the resolution	6	915,928	0	0	6	915,928	0.3639
Invalid votes/ Abstained	5	403	0	0	5	403	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 4: Ordinary Resolution

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.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	170	257,113,504	7	420980	177	257,534,484	99.2315
Votes against the resolution	13	1,994,370	0	0	13	1,994,370	0.7685
Invalid votes/ Abstained	4	373	0	0	4	373	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 5: Ordinary Resolution

To appoint Statutory Auditors in place of retiring auditors and to fix their remuneration.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	184	259,107,987	7	420980	191	259,528,967	100.0000
Votes against the resolution	1	30	0	0	1	30	0.0000
Invalid votes/ Abstained	2	230	0	0	2	230	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.

Item No. 6: Ordinary Resolution

To approve the limit on remuneration payable to Non-Executive Directors including Independent Directors.

Particulars	Remote e-voting		Voting through electronic voting system at the venue of the AGM		Consolidated voting results		
	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Number of Members who voted	Number of Shares for which votes cast	Percentage of votes to total number of valid votes cast
Voted in favour of the resolution	146	249,310,182	7	420980	153	249,731,162	96.2248
Votes against the resolution	38	9,797,792	0	0	38	9,797,792	3.7752
Invalid votes/ Abstained	3	273	0	0	3	273	0

The above resolution has been passed by requisite majority since more than half of the votes were casted in favour of the resolution.



General information about company	
Scrip code	543426
NSE Symbol	METROBRAND
MSEI Symbol	NOTLISTED
ISIN	INE317I01021
Name of the company	METRO BRANDS LIMITED
Type of meeting	AGM
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	07-09-2022
Start time of the meeting	03:00 PM
End time of the meeting	04:15 PM

Scrutinizer Details	
Name of the Scrutinizer	Mr. Atul Mehta
Firms Name	Mehta & Mehta, Practising Company Secretary
Qualification	CS
Membership Number	5782
Date of Board Meeting in which appointed	29-07-2022
Date of Issuance of Report to the company	08-09-2022

Voting results	
Record date	31-08-2022
Total number of shareholders on record date	65893
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	0
b) Public	0
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	9
b) Public	38
No. of resolution passed in the meeting	6
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To receive, consider and adopt- (a) the audited standalone financial statements of the Company for the Financial Year ended March 31, 2022, 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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	201583520	99.9725	201583520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	201583520	99.9725	201583520	0	100	0
Public-Institutions	E-Voting	21740081	18006973	82.8285	18006973	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	18006973	0	100	0
Public-Non Institutions	E-Voting	48177158	39517524	82.0254	39517524	0	100	0
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938504	82.8993	39938504	0	100	0
Total		271556159	259528997	95.571	259528997	0	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(2)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	201583520	99.9725	201583520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	201583520	99.9725	201583520	0	100	0
Public-Institutions	E-Voting	21740081	18006973	82.8285	18006973	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	18006973	0	100	0
Public-Non Institutions	E-Voting	48177158	39517524	82.0254	39517464	60	99.9998	0.0002
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938504	82.8993	39938444	60	99.9998	0.0002
Total		271556159	259528997	95.571	259528937	60	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(3)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				Yes				
Description of resolution considered				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.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	193759520	96.0923	193759520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	193759520	96.0923	193759520	0	100	0
Public- Institutions	E-Voting	21740081	18006973	82.8285	17091170	915803	94.9142	5.0858
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	17091170	915803	94.9142	5.0858
Public- Non Institutions	E-Voting	48177158	39517381	82.0251	39517256	125	99.9997	0.0003
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938361	82.899	39938236	125	99.9997	0.0003
Total		271556159	251704854	92.6898	250788926	915928	99.6361	0.3639
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(4)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint a Director in place of Mr. Utpal Sheth (DIN: 00081012), who retires by rotation and being eligible, offers his candidature for re-appointment.				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	201583520	99.9725	201583520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	201583520	99.9725	201583520	0	100	0
Public- Institutions	E-Voting	21740081	18006973	82.8285	16012743	1994230	88.9252	11.0748
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	16012743	1994230	88.9252	11.0748
Public- Non Institutions	E-Voting	48177158	39517381	82.0251	39517241	140	99.9996	0.0004
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938361	82.899	39938221	140	99.9996	0.0004
Total		271556159	259528854	95.571	257534484	1994370	99.2315	0.7685
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(5)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To appoint Statutory Auditors in place of retiring auditors and to fix their remuneration				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	201583520	99.9725	201583520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	201583520	99.9725	201583520	0	100	0
Public- Institutions	E-Voting	21740081	18006973	82.8285	18006973	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	18006973	0	100	0
Public- Non Institutions	E-Voting	48177158	39517524	82.0254	39517494	30	99.9999	0.0001
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938504	82.8993	39938474	30	99.9999	0.0001
Total		271556159	259528997	95.571	259528967	30	100	0
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	

Resolution(6)								
Resolution required: (Ordinary / Special)				Ordinary				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				To approve the limit on remuneration payable to Non-Executive Directors including Independent Directors				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	201638920	201583520	99.9725	201583520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	201638920	201583520	99.9725	201583520	0	100	0
Public- Institutions	E-Voting	21740081	18006973	82.8285	8209301	9797672	45.5896	54.4104
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	21740081	18006973	82.8285	8209301	9797672	45.5896	54.4104
Public- Non Institutions	E-Voting	48177158	39517481	82.0253	39517361	120	99.9997	0.0003
	Poll		420980	0.8738	420980	0	100	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	48177158	39938461	82.8992	39938341	120	99.9997	0.0003
Total		271556159	259528954	95.571	249731162	9797792	96.2248	3.7752
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

Details of Invalid Votes	
Category	No. of Votes
Promoter and Promoter Group	
Public Insitutions	
Public - Non Insitutions	