



METRO BRANDS LIMITED

CIN: L19200MH1977PLC019449

Regd. Off: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070

Tel: 2654 7700 | Website: www.metrobrands.com

Email: investor.relations@metrobrands.com

Notice

NOTICE is hereby given that the 46th Annual General Meeting of Metro Brands Limited (the “Company”) will be held on **Wednesday, September 13, 2023, 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 (the “Companies Act, 2013”) 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, 2023, 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, 2023, together with the Report of the Auditors thereon.
2. To confirm payment of Interim Dividend of ₹ 2.50/- per share of ₹ 5/- each on Equity Shares already paid, and to consider and declare Final Dividend of ₹1.50/- per share of ₹ 5/- each on Equity Shares for the Financial Year ended March 31, 2023.
 3. To appoint a Director in place of Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), who retires by rotation and being eligible, offers his candidature for re-appointment.

II. SPECIAL BUSINESS:

4. To re-appoint Mr. Vikas Vijaykumar Khemani (DIN: 00065941) 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 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualifications of Directors) Rules, 2014 and 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, as may be required), Articles of Association of the Company and pursuant to the recommendations made by the Nomination, Remuneration and Compensation Committee and the Board of Directors of the Company, Mr. Vikas Vijaykumar Khemani (DIN: 00065941), who holds office as an Independent Director up to March 11, 2024, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five (5) consecutive years with effect from March 12, 2024 upto March 11, 2029.

RESOLVED FURTHER THAT any Whole-time Director, Chief Executive Officer, Chief Financial Officer or Vice President-Legal and Company Secretary of the Company, be and is 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 matter connected therewith or incidental thereto.”

5. To ratify and increase overall remuneration limit for Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), Whole-time 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 197, 198 and other applicable provisions, if any, read with Schedule V of the Companies Act, 2013, 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, as may be required, and pursuant to the recommendations made by the Nomination, Remuneration and Compensation (‘NRC’) Committee and the Board of Directors of the Company, the consent of the Members of the Company, be and is hereby accorded to increase the overall remuneration limit for Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), Whole-time Director of the Company to ₹ 1.50 Crore (Rupees One Crore Fifty Lacs Only) per annum with effect from April 1, 2023 for the remaining period of his term of appointment i.e upto June 24, 2026, and to ratify remuneration of Mr. Dossani for Financial Year 2022-23 to the extent of perquisite value of the stock options exercised by him which is within the overall maximum remuneration payable as per Section 197 of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors or NRC Committee of the Company is hereby authorised to alter and vary the said terms and conditions including Mr. Dossani’s remuneration or any other amendments thereto within the aforesaid limit.

RESOLVED FURTHER THAT the above ceiling limits shall not include the following:

- 1) Gratuity: payable at the rate of half month’s salary for every completed year of service.
- 2) Contribution to Provident Fund: Company’s contribution to Provident Fund @ 12% of salary.

RESOLVED FURTHER THAT all other terms and conditions of remuneration of Mr. Dossani shall remain same.

RESOLVED FURTHER THAT in the event of absence or inadequacy of net profits in any Financial Year,

the remuneration payable to Mr. Dossani shall be governed by Schedule V of the Companies Act, 2013 or any statutory modification thereof and the same shall be treated as the Minimum Remuneration payable to the said Director.

RESOLVED FURTHER THAT any one of the Managing Director, Chief Executive Officer, Chief Financial Officer or Vice President-Legal and Company Secretary of the Company, be and is 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 matter connected therewith or incidental thereto.”

6. To approve remuneration limit for Ms. Aziza Rafique Malik, related party for holding office or place of profit as President.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, 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, as may be required, and pursuant to the recommendation of the Board of Directors, Nomination, Remuneration and Compensation (‘NRC’) Committee and Audit Committee, consent of the Members be and is hereby accorded to fix a limit on remuneration not exceeding ₹ 3.6 crores (Rupees Three Crore Sixty Lacs Only) per annum for Ms. Aziza Rafique Malik, related party, for holding office or place of profit as President in the Company, with effect from November 26, 2023 with liberty to the Board of Directors or NRC Committee of the Company to alter and vary her remuneration and other terms and conditions within the said limits.

RESOLVED FURTHER THAT Ms. Aziza Rafique Malik will also be entitled to benefits and perquisites as applicable to the other senior executives of the Company.

RESOLVED FURTHER THAT all other terms and conditions of appointment of Ms. Aziza Rafique Malik shall remain same.

RESOLVED FURTHER THAT any one of the Whole-time Director, Chief Executive Officer, Chief Financial Officer or Vice President-Legal and Company Secretary of the Company, be and is 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 matter connected therewith or incidental thereto.”

7. To approve limit on retainer fees for Ms. Mumtaz Amir Ali Jaffer, related party for holding office or place of profit as Retainer.

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 188 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Companies Act, 2013, 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, as may be required, and pursuant to the recommendation of the Audit Committee and the Board of Directors, consent of the Members be and is hereby accorded to

avail services from Ms. Mumtaz Amir Ali Jaffer, related party for holding office or place of profit as Retainer for bags and accessories business in the Company, for a period of three (3) years, with effect from April 1, 2023, with a limit on retainer fees not exceeding ₹ 5 Lacs (Rupees Five Lacs Only) per month, plus GST and out of pocket expenses and such terms and conditions as may be applicable as per the policies of the Company, with liberty to the Board of Directors to alter and vary retainer fees within the said limits.

RESOLVED FURTHER THAT any one of the Whole-time Directors, Chief Executive Officer, Chief Financial Officer or Vice President-Legal and Company Secretary of the Company, be and is 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 matter connected therewith or incidental thereto.”

By Order of the Board of Directors
For Metro Brands Limited

Sd/-

Rafique Abdul Malik

DIN:00521563

Place: Mumbai

Date: August 1, 2023

Chairman and Executive Director

NOTES:

1. Pursuant to the General Circular No. 10/2022 dated December 28, 2022, issued by the Ministry of Corporate Affairs (MCA) and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 5, 2023 issued by SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold Annual General Meeting ('AGM') through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM"), without the physical presence of Members at a common venue. Hence, in compliance with the Circulars, the AGM of the Company will be held through VC/OAVM.
2. Physical copy of the Notice of the 46th AGM along with the Annual Report for the Financial Year 2022-23 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 Financial Year 2022-23 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 Registrar & Share Transfer Agent ('RTA') at <https://instavote.linkintime.co.in>
3. A statement providing additional details of the Directors seeking re-appointment as set out at Item Nos. 3 and 4 of the Notice dated August 1, 2023 is annexed herewith as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India.
4. Since this AGM will be held through VC/OAVM, physical attendance of Members has been dispensed with in line with the MCA Circulars. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence, the Proxy Form, Attendance Slip & the Route Map are not annexed to this Notice.
5. In the case of Institutional/Corporate Members entitled to appoint authorised representatives to attend the AGM through VC/OAVM, it is hereby requested to send a scanned copy of the Board Resolution/ Authorization authorizing the representative to attend the AGM through VC/OAVM and vote on its behalf at the meeting. The said Resolution / Authorization shall be sent to the Company Secretary by email through its registered email address to investor.relations@metrobrands.com
6. 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.
7. To support the 'Green Initiative', Members holding Shares in dematerialised mode are requested to register/update their email addresses with the relevant Depository Participant ('DP').
8. 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 in case the shares are held by them in electronic form and to RTA having address at Link Intime India Pvt. Ltd ('LI IPL'), C-101, 1st Floor, 247 Park, L.B.S. Marg Vikhroli (West), Mumbai, Maharashtra, 400083, in case the shares are held by them in physical form.
9. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Wednesday, September 6, 2023**, 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.
10. Pursuant to the provisions of Section 91 of the Companies Act, 2013 read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain closed from **Thursday, September 7, 2023, to Wednesday, September 13, 2023** (both days inclusive) in connection with the AGM.
11. Dividend on Equity shares as recommended by the Board of Directors for the Financial Year ended March 31, 2023, if approved at the AGM, will be payable, to those Members of the Company who hold shares:
 - (i) In dematerialised mode, based on the beneficial ownership details to be received from National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited

(‘CDSL’) as at the close of business hours on **Wednesday, September 1, 2023;**

- (ii) In physical mode, if their names appear in the Company’s Register of Members as on **Wednesday, September 1, 2023.**

The dividend will be payable after Monday, September 18, 2023.

12. Under the Companies Act, 2013, Dividends that are unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are required to be transferred to the Investor Education and Protection Fund (‘IEPF’) administered by the Central Government. The due date for transfer of unclaimed and unpaid dividends for the Financial Year ended March 31, 2016 and thereafter is as under:

Financial Year ended	Dividend	Date of declaration of dividend	Due Date for transfer to IEPF
2021-2022	Interim Dividend	07-03-22	06-04-29
2021-2022	Final Dividend	07-09-22	06-10-29
2022-2023	Interim Dividend	17-01-23	16-02-30

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 Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, as amended (‘IEPF Rules’), the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on May 31, 2023 on the website of the Company at <https://metrobrands.com/unpaid-unclaimed-dividends/>

Members holding equity shares of the Company in physical form are requested to kindly get their equity shares converted into demat/electronic form to get inherent benefits of dematerialisation and also considering that physical transfer of equity shares/ issuance of equity shares in physical form have been disallowed by SEBI.

13. Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of Shareholders with effect from

April 1, 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. 15G/15H, to avail the benefit of non-deduction of tax at source by visiting the link <https://linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by 5:00 p.m. IST on Friday, September 1, 2023. 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 (“the Act”), the tax will be deducted at a higher rate prescribed under section 206AA or 206AB of the 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 10F, any other document which may be required to avail the tax treaty benefits by visiting the link <https://linkintime.co.in/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 1, 2023.

14. SEBI has made it mandatory for all companies to use the bank account details furnished by the DP and the bank account details maintained by the RTA for payment of Dividend to Members electronically. The Company has extended the facility of electronic credit of dividend directly to the respective bank accounts of the Member(s) through Electronic Clearing Service (ECS)/ National Electronic Clearing Service (NECS)/ Automated Clearing House (ACH)/ Real Time Gross Settlement (RTGS)/ Direct Credit/ IMPS/ NEFT etc.
15. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email at investor.relations@metrobrands.com at least 7 days before the date of the meeting.
16. 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 Companies Act, 2013.

17. The Register of Directors and Key Managerial Personnel (KMP) and their shareholding, maintained under Section 170 of the Companies Act, 2013, and the register of contracts or arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available electronically for inspection by the Members during the AGM.
18. At the 45th AGM held on September 7, 2022, the Members approved re-appointment of M/s. S R B C & CO LLP, Chartered Accountants (ICAI Firm Registration No. 324982E/E300003) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the 50th AGM. The requirement to place the matter relating to appointment of auditors for ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at this AGM.

19. VOTING THROUGH ELECTRONIC MEANS

A. GENERAL INFORMATION

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with MCA circulars and Regulation 44 of Listing Regulations, the Company has engaged the services of RTA to provide remote e-voting services and e-voting facility during the 46th AGM to all the eligible Members to enable them to cast their votes electronically in respect of the businesses to be transacted at the Meeting.
- ii. Only those Members, who are present in the Meeting through VC/OAVM and have not casted their vote on resolutions through remote e-voting, shall be allowed to vote through e-voting system during the AGM. However, Members who would have cast their votes by remote e-Voting may attend the Meeting but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
- iii. The Board of Directors of the Company has appointed Mrs. Ashwini Mohit Inamdar and failing

her Mrs. Alifya Sapatwala, Partners of Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number P1996MH007500), to act as Scrutinizer to scrutinize the process of remote e-voting and also e-voting during the Meeting in a fair and transparent manner.

- iv. 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 LIPL viz., <https://instavote.linkintime.co.in> immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
- v. 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 13, 2023.
- vi. 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/>

Instructions for Remote e-Voting prior to the AGM

The remote e-Voting period will commence on Sunday, September 10, 2023 at 9:00 a.m. IST and ends on Tuesday, September 12, 2023 at 5:00 p.m. IST. The remote e-Voting module shall be disabled by LIPL for voting thereafter.

As per the SEBI circular dated December 9, 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.

Login method for Individual Shareholders holding securities in demat mode is given below:

1. Individual Shareholders holding securities in demat mode with NSDL:
 - i. 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 name i.e. LINKINTIME and you will be re-directed to “InstaVote” website for casting your vote during the remote e-Voting period.
 - ii. 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>
 - iii. 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), 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 name i.e. LINKINTIME and you will be redirected to “InstaVote” website for casting your vote during the remote e-Voting period.
2. Individual Shareholders holding securities in demat mode with CDSL:
 - i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The 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.
 - ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period. Additionally, there are 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.
 - iii. If the user is not registered for Easi/Easiest, the option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.
 - iv. Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a 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, the user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
3. 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 Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the Company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected

to e-Voting service provider website for casting your vote during the remote e-Voting period.

Login method for Individual Shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-Voting may register for e-Voting facility of Link Intime as under:

1. Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
2. Click on “**Sign Up**” under ‘**SHARE HOLDER**’ tab and register as under:-

A. User ID: Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. DOB/DOI: Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. Bank Account Number: Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

* Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above

* Shareholders holding shares in **NSDL form**, shall provide ‘D’ above

E. Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&*), at least one numeral, at least one alphabet and at least one capital letter).

F. Click “confirm” (Your password is now generated).

3. Click on ‘Login’ under ‘**SHARE HOLDER**’ tab.
4. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘**Submit**’.

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-Voting. Select ‘**View**’ icon.
2. E-Voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option ‘**Favour / Against / Abstain**’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
4. After selecting the desired option i.e. ‘Favour / Against / Abstain’, click on ‘**Submit**’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘**Yes**’, else to change your vote, click on ‘No’ and accordingly modify your vote.

Guidelines for Institutional Shareholders:

Institutional Shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-Voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as ‘**Custodian / Mutual Fund / Corporate Body**’. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the ‘**Custodian / Mutual Fund / Corporate Body**’ login for the Scrutinizer to verify the same.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional Shareholders:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at: 022 - 4886 7000 and 022 - 2499 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 22 55 33.

Individual Shareholders holding securities in physical mode who have forgotten the password:

If an Individual Shareholders holding securities in physical mode has forgotten the USER ID [Login ID] or Password or both then the Shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

In case Shareholder is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain minimum 8 characters, at least one special character (@!#\$%&), at least one numeral, at least one alphabet and at least one capital letter.*

Individual Shareholders holding securities in demat mode with NSDL/ CDSL who have forgotten the password:

Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Shareholders/ Members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- During the voting period, Shareholders/ Members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Instructions for Shareholders/ Members to Vote during the AGM through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, Shareholders/ Members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same, the option 'Favour / Against / Abstain' for voting.
4. Cast your vote by selecting appropriate option i.e. 'Favour / Against / Abstain' as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour / Against / Abstain'.
5. After selecting the appropriate option i.e. 'Favour / Against / Abstain' as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the AGM through InstaMeet facility and have not casted 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 facility during the Meeting. Shareholders/ Members who have voted through remote e-Voting prior to the AGM will be eligible to attend/ participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the Meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the Meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/ Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

In case Shareholders/ Members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: 022-49186175.

20. PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

Process and manner for attending the AGM through InstaMeet:

Open the internet browser and launch the URL: <https://instameet.linkintime.co.in>

- Select the “**Company**” and ‘**Event Date**’ and register with your following details: -

A. Demat Account No. or Folio No: Enter your 16 digit Demat Account No. or Folio No.

- Shareholders/ Members holding shares in **CDSL demat account shall provide 16 Digit Beneficiary ID.**
- Shareholders/ Members holding shares in **NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.**

- Shareholders/ Members holding shares in **physical form shall provide** Folio Number registered with the Company.

B. PAN: Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/

Company shall use the sequence number provided to you, if applicable.

C. Mobile No.: Enter your mobile number.

D. Email ID: Enter your email id, as recorded with your DP/Company.

- Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the Meeting).

Instructions for Shareholders/ Members to speak during the AGM through InstaMeet:

1. Shareholders who would like to speak during the Meeting must register their request 7 days in advance with the Company on the email id investor.relations@metrobrands.com.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Shareholders will receive “speaking serial number” once they mark attendance for the meeting.
4. Other Shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please Remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the Meeting/ management will announce the name and serial number for speaking.

Instructions for Members whose e-mail ID's are not registered:

The process for those Members whose e-mail ID's are not registered with the depositories for procuring

user id and password and registration of e-mail ids for e-voting for the businesses mentioned in the Notice convening the AGM are as follows:

(i) In case shares are held in physical mode:

- by writing to the Company's RTA viz. LIPL, with details of Folio Number, Name of Shareholder, Number of Equity Shares held, scanned copy of Share Certificate (both side) alongwith self-attested scanned copy of PAN card and self-attested scanned copy of any document (such as AADHAAR card/ latest Electricity Bill/latest Telephone Bill/ Driving License/Passport/Voter ID Card/Bank Passbook particulars) at Link Intime India Private Limited (Unit : Metro Brands Limited), 247 Park, C-101 L.B.S. Marg Vikhroli (West), Mumbai 400083; or
- by sending the scanned copy on email at rnt.helpdesk@linkintime.co.in; or

- by clicking on https://linkintime.co.in/emailreg/email_register.html.

- (ii) In case shares are held in demat mode, with their DP(s) or providing Name, DP Id & Client Id, Client Master or copy of Consolidated Account Statement alongwith self-attested scanned copy of PAN and AADHAAR by email at rnt.helpdesk@linkintime.co.in.
- (iii) If Member is an individual Shareholder holding securities in demat mode, then it is requested to refer to the login method explained above for e-Voting and joining virtual Meeting for Individual Shareholders holding securities in demat mode.
- (iv) In terms of SEBI circular dated December 9, 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 DPs. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

EXPLANATORY STATEMENT

ITEM No. 4

Mr. Vikas Vijaykumar Khemani (DIN: 00065941), was appointed as an Independent Director at the 42nd AGM of the Company held on August 23, 2019, for a period of 5 years with effect from March 12, 2019 till March 11, 2024, pursuant to the provisions of Section 149 of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014 and he is eligible for re-appointment for the second term of five (5) years. The Nomination Remuneration and Compensation (NRC) Committee, after taking into account the performance evaluation of Mr. Khemani during his first term and considering his knowledge, acumen, expertise, experience and substantial contribution and time commitment, has recommended to the Board his re-appointment for a second term of 5 years. The NRC has considered his diverse skills, leadership capabilities and vast business experience, among others, as being key requirements for this role.

Based on the recommendation of the NRC Committee, the Board of Directors at its meeting held on August 1, 2023, has recommended the re-appointment of Mr. Vikas Vijaykumar Khemani, for the second term of five (5) years i.e from March 12, 2024 till March 11, 2029 (both days inclusive), for approval of the Members. The Board considers that the continued association of Mr. Khemani would be of immense benefit to the Company and is desirable to continue to avail his services as an Independent Director.

In terms of Section 149(10) read with Section 152 of the Companies Act 2013, an Independent Director shall hold office for a term of up to five (5) consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing of a Special Resolution by the Company and disclosure of such appointment in the Board's report. In compliance thereof, the approval of the Members for re-appointment of the said Independent Director through Special Resolution is being sought at this AGM prior to expiry of his first term.

The Company has received notice in writing from a Member under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Khemani for the office of Independent Director of the Company under Section 149 of the Companies Act, 2013.

The information as required under Regulation 36(3) of Listing Regulations, as amended and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India is provided in annexure to this notice.

The Company has received from Mr. Khemani a consent in writing to act as Director in form DIR - 2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013 and a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013. In the opinion of the Board, Mr. Khemani fulfils the conditions specified in the Companies Act, 2013 and the Rules framed thereunder for appointment as Independent Director and he is independent of the management.

Except Mr. Khemani, no Director, KMP of the Company or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in item no. 4.

The Board of Directors recommends the Special Resolution set out at Item No. 4 of the accompanying Notice for the approval of the Members.

ITEM NO. 5

The Board in its Meeting held on June 25, 2021 and the Shareholders in the AGM held on August 20, 2021 had approved appointment of Mr. Mohammed Iqbal Hasanally Dossani as the Whole time Director of the Company for a period of five (5) years with effect from June 25, 2021 on a remuneration not exceeding ₹ 40 Lacs (Rupees Forty Lacs Only) per annum with annual increment as per the Company's policy or as may be decided by the Board of Directors /NRC Committee. The Shareholders of the Company have further authorized the Board of Directors of the Company to alter and vary the terms and conditions including remuneration or any other amendments thereto, as may be determined by the Board.

The Metro Stock Option Scheme, 2008 ('ESOP 2008') duly approved by Board & Shareholders of the Company is applicable to the eligible employees and Mr. Dossani, Whole Time Director of the Company was also identified as one of the eligible employees subject to the terms and conditions of the Scheme. Certain options were granted and which got vested in Mr. Dossani and were due for exercise in October 2022. The details of these grants have been appropriately disclosed in the Annual Report of the Company.

For the purpose of assessing the proportion of the remuneration to the net profits of the Company, all

elements of remuneration package such as salary, benefits, bonuses, stock option, pension, perquisites etc. are taken into consideration. Accordingly, the perquisite value of the Options, exercised by Mr. Dossani during any Financial Year forms part of his total remuneration. The perquisite value is the differential value between the fair market price of shares on the date of exercise of Options and the exercise price. The perquisite value is directly linked to the fair market value of the shares of the Company on the date of exercise of Options. During the Financial Year 2022-23, as per vesting schedule under ESOP 2008, certain number of options have vested in him. These options were exercised and allotted to him on November 17, 2022 by the Share Allotment & Transfer Committee as per provisions of ESOP 2008. Taking into account the perquisite value which gets added to his remuneration, the total managerial remuneration payable to him exceeds the limit approved by the Board & Shareholders as aforesaid purely due to inclusion of the perquisite value of options exercised by him during the Financial Year 2022-23 and no cash pay-out has been made to him. His cash remuneration excluding the perquisite value arising out of ESOPs is well within the limits approved by the Board & Shareholders of the Company and the prescribed limits under Section 197 of the Companies Act, 2013. His remuneration as per his terms of appointment (even after including perquisite value of options exercised by him) is well within the approved limits of 5% of the net profits calculated as per Section 198 of the Companies Act, 2013.

Accordingly, on the recommendation of the NRC Committee, the Board of Directors at their Meeting held on August 1, 2023 had approved and recommended to the Members an increase in the overall remuneration limit of Mr. Dossani from ₹ 40 Lacs per annum (Rupees Forty Lacs Only) to ₹ 1.50 Crore per annum (Rupees One Crore Fifty Lacs Only), for the remaining tenure of his appointment i.e. with effect from April 1, 2023 to June 24, 2026 and to ratify the remuneration of Mr. Dossani for Financial Year 2022-23 to the extent of perquisite value of the ESOPs exercised by him amounting to ₹ 30.6 Lacs, which is within the overall maximum remuneration payable as per Section 197 and 198 of the Companies Act, 2013. There is no additional cash outflow for the Company upon exercise of ESOPs but a mere addition of perquisite value to his total remuneration. The Members are further requested to authorise the Board of Directors or NRC Committee of the Company to alter and vary the remuneration and other terms and conditions of his appointment within the approved limits.

Except Mr. Dossani, to whom the resolution relates, no Director, KMP of the Company or their relatives, is interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 5.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

ITEM NO. 6

In accordance with the provisions of Section 188(1)(f) of the Companies Act, 2013, which govern the related party transactions, it is required for a Company to obtain approval of the Members for the related party's appointment to any office or place of profit in case of remuneration is in excess of ₹ 2,50,000/- (Rupees Two Lacs and Fifty Thousand only) per month.

Mrs. Aziza Rafique Malik, holds the position of President in the Company. She is spouse of Mr. Rafique Abdul Malik, Chairman of the Company and mother of Ms. Farah Malik Bhanji, Managing Director of the Company. Being a related party, the position/office held by Mrs. Malik in the Company falls within the preview of Section 188(1)(f) of the Companies Act, 2013.

Mrs. Aziza Rafique Malik has vast experience of over four and half decades in footwear production and design. She started her career in footwear sourcing for women in India. She subsequently went on to run a factory that was sold to her partner when she became a whole-time director in the Company. She has a strong strategic orientation and the unique ability to translate business goals into effective design strategies. She oversees and collaborates with cross functional teams including marketing, product design, visual merchandizing, and manufacturing to evolve the Company's brand identity, ensuring consistency across all design touchpoints and to align design efforts with business objectives. She also mentors and nurtures new brands in the portfolio like Cheemo. Cheemo is a premium Indian handcrafted and artisanal brand which preserves manufacturing and embroidery techniques that are rapidly disappearing in the country. Mrs. Malik is known to have an eye for aesthetics and rigorous follow up to complete the task. Her sharp eye towards quality and design is of great relevance in benchmarking the products of the Company. She is instrumental in leveraging the family's heritage and ensuring that the core values are central to decision making in the Company.

The NRC Committee and Board of Directors in their respective Meetings dated June 25, 2021 and Members in the AGM dated August 20, 2021, had approved the limit on her remuneration at ₹ 2.17 crores per annum plus benefits as per Company Policy for a period of 3 years from November 26, 2020 to November 25, 2023.

As tenure of approval for her remuneration is coming to an end, the Board of Directors of the Company on the recommendation of the NRC Committee & Audit Committee at their respective meetings held on August 1, 2023 had recommended an increase in limit on remuneration of Mrs. Malik not exceeding ₹ 3.6 crore (Rupees Three Crore and Sixty Lacs only) per annum on such terms, conditions, benefits & perquisites as may be applicable as per the policies of the Company to the grade of her appointment with effect from November 26, 2023. Her remuneration for Financial Year 2022-23 was within the overall maximum remuneration approved by the Shareholders. During Covid period, no increment was granted to her in line with the overall company decision considering covid impact on business. Her annual increments in Financial Year 2021-22 and Financial Year 2022-23 have been in range of 8%. The Board of Directors/ NRC Committee of the Company shall continue to regulate her remuneration based on her performance & Company policies within the said limits.

Except Mr. Rafique Malik, Chairman, Ms. Farah Malik Bhanji, Managing Director, Ms. Alisha Malik, President and Head Sports Division, E-Commerce and CRM of the Company and their relatives, no other director, KMP of the Company 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 Ordinary Resolution as set out in Item No. 6 of this Notice for the approval of Members.

ITEM NO. 7

Ms. Mumtaz Amir Ali Jaffer is a Retainer in the Company. She is sister of Mr. Rafique Malik, Chairman of the Company. Being a related party, the position/office held by Ms. Jaffer

in the Company falls within the preview of Section 188(1)(f) of the Companies Act, 2013.

Ms. Mumtaz Amir Ali Jaffer has rich experience in designing handbags and accessories. She creates bags that are not just trendy but are pieces of art and uses India's rich culture and its vibrant colors with art, sculpture, precious stones and jewellery for the today's smart, savvy, elegant and sophisticated women. She uses Indian inspiration with a western twist. The extension of Cheemo brand from bags into footwear category has been possible because of services received from Ms. Jaffer.

The Board of Directors of the Company on the recommendation of the Audit Committee at their meeting held on August 1, 2023 had approved and recommended the related party transaction to avail services of Ms. Mumtaz Amir Ali Jaffer as a Retainer for bags and accessories business, on terms set out in the resolution, subject to approval of the Shareholders by way of an ordinary resolution. The Board of Directors shall regulate her retainer fees based on her performance & Company policies within the said limits. Her annual retainer fees shall be determined in line with fee / commission paid to other buyers at arms-length with similar experience & knowledge.

Except Mr. Rafique Malik, Chairman of the Company and his relatives, no director, KMP of the Company or their relatives of the Company are interested in or concerned, financially or otherwise, in passing the proposed resolution set out in Item No. 7.

The Board recommends the ordinary resolution as set out in Item No. 7 of this Notice for the approval of Members.

By Order of the Board of Directors
For Metro Brands Limited

Sd/-

Rafique Abdul Malik

DIN:00521563

Place: Mumbai

Date: August 1, 2023

Chairman and Executive Director

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 Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India)

Particulars	Item No. 3	Item No. 4
Name	Mr. Mohammed Iqbal Hasanally Dossani	Mr. Vikas Vijaykumar Khemani
Designation	Executive Director-Whole Time Director	Non-Executive – Independent Director
Director Identification Number (DIN)	08908594	00065941
Date of Birth/Age	December 25, 1970 (Age 52 years)	September 2, 1976 (Age 46 years)
Nationality	Indian	Indian
Qualification	Mr. Dossani holds a bachelor's degree in Financial Accounting & Auditing and also completed HarvardX: AESTHINT15Rhetoric: The Art of Persuasive Writing and Public Speaking from EdX Inc. He has also completed Leadership Orientation Program from National Council for India, Agha Khan Development Network (AKDN).	Mr. Khemani is a Chartered Accountant and Chartered Financial Analyst from ICFAI.
Original Date of Joining the Board	November 26, 2020	March 12, 2019
Experience (approx.)	20 years	24 years
Brief resume and nature of expertise in specific functional areas	Mr. Mohammed Iqbal Hasanally Dossani holds a bachelor's degree in commerce, in Financial Accounting and Auditing (Special) from University of Mumbai. He has also successfully completed 'AESTHINT15: Rhetoric: The Art of Persuasive Writing and Public Speaking', a course of study offered by HarvardX, an online learning initiative of Harvard University. He has also completed Leadership Orientation Program from National Council for India, Agha Khan Development Network (AKDN). He worked in various capacities in different commercial and social organisations over last 31 years with more than 15 years of experience in Senior Management. He is an active volunteer in the AKDN and is the Chairman of the Agha Khan Social Welfare Board. Prior to his time with the Company, he has been employed with Schefata Pharmaceutical and Development Laboratories as a factory accounts manager and M/s. Workforce Media Network as partner.	Mr. Vikas Vijaykumar Khemani, a qualified Chartered Accountant and CFA Charter holder, started his career in capital markets in 1999 at ICICI Securities and then moved to Edelweiss Financial Services Ltd. in 2002. He was instrumental in building and scaling up several capital markets and advisory businesses at Edelweiss. He ideated & built the Prime brokerage, Insurance Advisory and Forex & Rates businesses at Edelweiss. In Oct 2018, Mr. Khemani quit as CEO of Edelweiss Securities Ltd. to pursue his entrepreneurial dreams. Currently, he is the founder of Carnelian Capital Advisors LLP which is a boutique asset management firm focused on investing in various asset classes with an objective to protect and create wealth in most optimal manner. Mr. Khemani has been associated with several industry bodies and committees such as CII, FICCI, etc. He was awarded Young Professional Achievers Award for the service sector by the Institute of Chartered Accountants of India in 2014. He is known for his business acumen, talent spotting abilities, taking risk, building institutionalized businesses and deep passion for capital markets.

Particulars	Item No. 3	Item No. 4
Details of remuneration sought to be paid/ Remuneration last drawn	Increase in remuneration limit not exceeding ₹ 1.50 Crore per annum Remuneration last drawn during the Financial Year 2022-23: ₹ 54.2 Lacs (including perquisites of ₹ 30.6 Lacs pursuant to exercise of Stock Options).	Remuneration last drawn during the Financial Year 2022-23: Sitting Fees: ₹ 2 Lacs Commission: ₹ 3.96 Lacs
Disclosure of relationship with other Directors/KMP	Not Applicable	Not Applicable
Number of Equity Shares held in the Company	5,963 Equity Shares of ₹ 5/- each. (Mr. Dossani has also been granted Stock Options of the Company)	NIL
Number of Equity Shares held in the Company for any other person on a beneficial basis	NIL	NIL
List of Directorship in other Companies as on March 31, 2023	<ol style="list-style-type: none"> 1. Metro Athleisure Limited (formerly Cravatex Brands Limited) 2. MHS Developers Private Limited 3. Metro House Private Limited 4. Metro Shopping Arcade Private Limited 5. Metro Shopping Plaza Private Limited. 	<ol style="list-style-type: none"> 1. BSAS Infotech Limited 2. Course5 Intelligence Limited 3. Young Presidents Organization (Mumbai Chapter) 4. Tibbs Foods Private Limited 5. Carnelian Asset Advisors Private Limited 6. Zicom SaaS Private Limited
List of Companies from which resigned in the past three years	NIL	NIL
Memberships/ Chairmanships across Listed Entities	Details mentioned in Annexure A	
Details of Board/Committee Meetings attended by the Directors during the year	Details mentioned in the Corporate Governance Report	

Annexure A

Membership/Chairmanship across Listed Entities of Mr. Mohammed Iqbal Hasanally Dossani

Sr. No.	Name of the Company	Name of the Committee	Whether Member/Chairman
1.	Metro Brands Limited	Stakeholders Relationship Committee	Member

Membership/Chairmanship across Listed Entities of Mr. Vikas Vijaykumar Khemani

Sr. No.	Name of the Company	Name of the Committee	Whether Member/Chairman
1.	Metro Brands Limited	Audit Committee	Member
		Risk Management Committee	Member

Given below is a statement of disclosures as required under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014:

Name of the related party	Ms. Aziza Rafique Malik	Ms. Mumtaz Amir Ali Jaffer
Name of the director or key managerial personnel who is related, if any	Mr. Rafique A. Malik, Chairman and Ms. Farah Malik Bhanji, Managing Director	Mr. Rafique A. Malik, Chairman
Nature of relationship	Mrs. Aziza Rafique Malik is the spouse of Mr. Rafique A. Malik, Chairman and mother of Ms. Farah Malik Bhanji, Managing Director.	Mrs. Mumtaz Amir Ali Jaffer is the sister of Mr. Rafique A. Malik, Chairman.
Nature, material terms, monetary value and particulars of the contract or arrangement	Limit on remuneration to Ms. Aziza Rafique Malik for holding office or place of profit in the Company not exceeding ₹ 3.6 crores per annum effective November 26, 2023 on such terms, conditions, benefits & perquisites as may be applicable as per the policies of the Company to the grade of her appointment.	Limit on Retainer Fees to Ms. Mumtaz Jaffer, for a period of three (3) years, with effect from April 1, 2023, for holding office or place of profit in the Company not exceeding ₹ 5 lacs per month plus GST and out of pocket expenses on such terms and conditions as may be applicable as per the policies of the Company.
Any other information relevant or important for the Members to take a decision on the proposed resolution	As per explanatory statement	As per explanatory statement