



METRO BRANDS LIMITED

CIN: L19200MH1977PLC019449

Registered Office: 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West),
Mumbai-400070

Tel: 022 66560444; **Website:** www.metrobrands.com

E-mail: investor.relations@metrobrands.com

NOTICE OF POSTAL BALLOT

(Notice pursuant to Section 110 of the Companies Act, 2013 and applicable rules made thereunder)

Dear Members,

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and 110 of the Companies Act, 2013 (the “**Act**”) and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 and other applicable Rules thereunder and in terms of the General Circulars issued by the Ministry of Corporate Affairs, Government of India (the “**MCA**”) in relation hereto including General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2020 dated December 8, 2021, 03/2022 dated May 5, 2022, 11/2022 dated December 28, 2022, 09/2023 dated September 25, 2023 and 09/2024 dated September 19, 2024 (“**MCA Circulars**”) and Securities Exchange Board of India (“**SEBI**”) Circular No. SEBI/HO/CFD/Pod-2/p/CIR/2023/4 dated January 5, 2023 (“**SEBI Circular**”) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirement) Regulations, 2015, (“**Listing Regulations**”), and Secretarial Standard - 2 on General Meetings issued by Institute of Company Secretaries of India (“**SS-2**”) (including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and as amended from time to time) and pursuant to other applicable laws and regulations, the resolutions appended below for the appointment of Mr. Bhaskar Bhat (DIN:00148778) & Ms. Radhika Dilip Piramal (DIN: 02105221) as Non-executive Independent Directors on the Board of Metro Brands Limited (“**the Company**”), for a period of five (5) years with effect from 6th February, 2025, are proposed for approval of the Shareholders of the Company through postal ballot (“**the Postal ballot**”) by remote e-voting process (“**e-voting**”).

The explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act pertaining to the aforesaid resolutions setting out the material facts concerning the aforesaid appointment of Independent Directors is annexed hereto for your consideration.

In accordance with the MCA Circulars, this Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/ RTA and the Members can vote only through the remote e-voting process. Accordingly, the Company is

pleased to provide remote e-voting facility in compliance with the Listing Regulations and Section 108 and other applicable provisions of the Act read with the applicable Rules to all its members to cast their votes electronically and hence, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. Members are requested to read the instructions in the Notes in this Postal Ballot Notice to cast their votes electronically through remote e-voting process from 09:00 a.m. IST on **Wednesday, 5th February, 2025** and not later than 05:00 p.m. IST on **Thursday, 6th March, 2025** (the last day to cast vote electronically), failing which it will be strictly considered that no vote has been received from the shareholder.

The resolutions, if passed by the requisite majority, shall be deemed to have been passed on **Thursday, 6th March, 2025** i.e. the last date specified for receipt of votes through the e-voting process.

SPECIAL BUSINESSES-

1. Appointment of Mr. Bhaskar Bhat (DIN: 00148778) as a Non- Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014, other applicable provisions of the Companies Act, 2013 (the **“Act”**) & rules made thereunder and Regulations 16 (1) (b), 17, 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“Listing Regulations”**), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association and Nomination, Remuneration and Compensation Policy of the Company, and pursuant to the recommendations of the Nomination, Remuneration and Compensation (**“NRC”**) Committee and the Board of Directors, Mr. Bhaskar Bhat (DIN: 00148778) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 6th February, 2025 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director, and who has submitted a declaration that he meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and hereby appointed as a Non-Executive Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 6th February, 2025 to 5th February, 2030 (both days inclusive), as detailed in the Explanatory Statement.

RESOLVED FURTHER THAT Mr. Bhaskar Bhat shall be entitled to remuneration by way of commission as may be approved by the Board of Directors from time to time which shall be within the limits as recommended by the NRC Committee and Board of Directors and approved by the Shareholders vide resolution dated September 7, 2022, provided that the total remuneration payable by way of commission to him along with other Non-Executive Directors (including Independent Directors and excluding Chairperson) during any financial year shall not exceed one (1) percent of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Act, in addition to the sitting fees paid under Section 197 (5) of the Act and other reimbursement of expenses for attending meetings of the Board or Committees thereof, in such manner, as the Board may from time to time determine.

RESOLVED FURTHER THAT any of the Whole-time Directors, Chief Executive Officer, Chief Financial Officer, Senior Vice President-Legal and Company Secretary, Chief Human Resource Officer of the Company be and are 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.”

2. Appointment of Ms. Radhika Dilip Piramal (DIN: 02105221) as a Non- Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 160, 161 read with Schedule IV, the Companies (Appointment and Qualifications of Directors) Rules, 2014, other applicable provisions of the Companies Act, 2013 (the “**Act**”) & rules made thereunder and Regulations 16 (1) (b), 17, 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association and Nomination, Remuneration and Compensation Policy of the Company, and pursuant to the recommendations of the Nomination, Remuneration and Compensation (“**NRC**”) Committee and the Board of Directors, Ms. Radhika Dilip Piramal (DIN: 02105221) who was appointed by the Board of Directors as an Additional Director in the capacity of an Independent Director of the Company with effect from 6th February, 2025 in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing her candidature for the office of Director, and who has submitted a declaration that she meets the criteria of independence prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of Listing Regulations, and being eligible for appointment under the provisions of the Act and the Rules framed thereunder and the Listing Regulations, be and hereby appointed as a Non-Executive Independent Director of the Company, who is not liable to retire by rotation, to hold office for a term of five (5) consecutive years commencing from 6th February, 2025 to 5th February, 2030 (both days inclusive), as detailed in the Explanatory Statement.



RESOLVED FURTHER THAT Ms. Radhika Dilip Piramal shall be entitled to remuneration by way of commission as may be approved by the Board of Directors from time to time which shall be within the limits as recommended by the NRC Committee and Board of Directors and approved by the Shareholders vide resolution dated September 7, 2022, provided that the total remuneration payable by way of commission to her along with other Non-Executive Directors (including Independent Directors and excluding Chairperson) during any financial year shall not exceed one (1) percent of the net profits of the Company for that financial year computed in the manner prescribed under Section 198 of the Act, in addition to the sitting fees paid under Section 197 (5) of the Act and other reimbursement of expenses for attending meetings of the Board or Committees thereof, in such manner, as the Board may from time to time determine.

RESOLVED FURTHER THAT any of the Whole-time Directors, Chief Executive Officer, Chief Financial Officer, Senior Vice President-Legal and Company Secretary, Chief Human Resource Officer of the Company be and are 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/-

Deepa Sood

Membership No: 16019

SVP- Legal, Company Secretary & Compliance Officer

Date: 3rd February, 2025

Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to Section 102 read with Section 110 of the Act read with Rules made thereunder, setting out material facts concerning the Resolutions, is annexed herewith and forms part of the Notice.
2. In accordance with the MCA Circulars, this Postal Ballot Notice is being sent only by electronic mode to those Members whose names appear on the Register of Members / List of Beneficial Owners as on **Friday, 24th January, 2025** ("**Cut-Off Date**") received from National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") (collectively referred to as "**Depositories**") and whose e-mail address is registered with the Company / Depositories. Physical copies of the Postal Ballot Notice along with postal ballot forms and pre-paid business reply envelopes are not being sent to Members for this Postal Ballot.
3. The Board of Directors of the Company at their meeting held on 16th January, 2025, have appointed M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number: P1996MH007500) as the Scrutinizer for conducting the Postal Ballot only through the remote e-voting process in a fair and transparent manner. Ms. Ashwini Inamdar (Membership No. FCS 9409), Partner and failing her, Ms. Alifya Sapatwala (Membership No. ACS 24091), Partner, will represent M/s Mehta & Mehta, Practicing Company Secretaries.
4. All the material documents referred in Explanatory Statement shall be available for inspection through electronic mode until the last date for receipt of votes through the remote e-voting process, basis the request being sent by Members on email id: **investor.relations@metrobrands.com** mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
5. All correspondence related to change of address, change in e-mail ID already registered with the Company, transfer / transmission of shares, issue of duplicate share certificates, Company mandates and all other matters relating to the shareholding in the Company may be made to M/s. MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("**MUFG Intime**"), the Registrar and Share Transfer Agent ("**RTA**").
6. Members would be able to cast their votes and convey their assent or dissent to the proposed resolution only through the remote e-voting process. Members whose names appear on the Register of Members / List of Beneficial Owners as on the Cut-Off Date will only be considered eligible for the purpose of e-voting. A person who becomes a Member after the Cut-Off Date should treat this notice for information purpose only.
7. In accordance with Regulation 44 of Listing Regulations and Sections 108 and 110 of the Act and the Rules made thereunder, the MCA circulars, the Company has engaged MUFG Intime India Private Limited as the agency for facilitating the Members to communicate

their assent or dissent through Electronic Means in respect of the aforesaid resolutions. The detailed procedure and instructions for e-voting are appended with this Notice.

8. Facility to exercise vote by Postal Ballot by voting through electronic means will be available during the following period:
 - **Commencement of voting: 09:00 a.m. IST on Wednesday, 5th February, 2025.**
 - **End of voting: 05:00 p.m. IST on Thursday, 6th March, 2025 (both days inclusive).**

The facility for voting through electronic means will be disabled for voting by MUFG Intime India Private Limited upon expiry of the aforesaid voting period.

9. The Notice is also available on the website of the Company at www.metrobrands.com, on the website of Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and on the website of MUFG Intime at www.linkintime.co.in.
10. A Member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members are requested to provide a proof of authorization (board resolution/authority letter/power attorney, etc.) in favour of their authorised representatives to Company Secretary by email through its registered email address to investor.relations@metrobrands.com.
11. Resolutions passed by the Members through Postal Ballot by electronic means are deemed to have been passed as if they have been passed at a General Meeting of the Members.
12. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s).
13. In case a Member has any queries or grievances regarding e-voting he or she may send mail to investor.relations@metrobrands.com.
14. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Members/list of beneficial owners as on the Cut Off Date and a person who is not a Member as on the Cut Off Date should treat this Notice for information purposes only.
15. The Scrutiniser's decision on the validity of the vote shall be final.
16. Once the vote on a resolution stated in this Notice is cast by a shareholder through remote e-voting, the Shareholder shall not be allowed to change it subsequently and such e-vote shall be treated as final.

17. The Scrutinizer will submit her / his report to the Chairperson/or any person authorised by her / him after the completion of scrutiny, and the Results will be declared by the Company within two (2) working days of the closing of e-voting period i.e on or before **Monday, 10th March, 2025** and will be displayed on its website www.metrobrands.com and communicated to the Stock Exchanges, where the shares of the Company are listed and will also be displayed on the website www.bseindia.com, www.nseindia.com, and MUFG Intime at www.linkintime.co.in.
18. In terms of Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with the MCA Circulars and the Listing Regulations, the advertisement pertaining to this Postal Ballot is being published in one English national daily newspaper circulating throughout India (in English language) and one Marathi daily newspaper circulating in Mumbai (in vernacular language, i.e. Marathi).

REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

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

Individual Shareholders holding securities in demat mode with NSDL

METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility

Shareholders who have registered for NSDL IDeAS facility:

- a) Visit URL: <https://eservices.nsdl.com> and click on “Beneficial Owner” icon under “Login”.
- b) Enter User ID and Password. Click on “Login”
- c) 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.
- d) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for NSDL IDeAS facility:

- a) To register, visit URL: <https://eservices.nsdl.com> and select “Register Online for IDeAS Portal” or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the “Login” tab available under ‘Shareholder/Member’ section.
- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.

- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL

METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility

Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or www.cdslindia.com.
- b) Click on New System Myeasi Tab
- c) Login with existing my easi username and password
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

OR

Shareholders who have not registered for CDSL Easi/ Easiest facility:

- a) To register, visit URL:
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> /
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant

Individual shareholders can also login using the login credentials of your demat account through your Depository Participant (DP) registered with NSDL / CDSL for e-voting facility.

- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

Login method for Non-Individual Shareholders holding securities in demat mode

Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

Shareholders who have not registered for INSTAVOTE facility:

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

A. User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.
CDSL demat account – User ID is 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 **NSDL form, shall provide ‘D’ above*

- ❖ 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).
- ❖ Enter Image Verification (CAPTCHA) Code
- ❖ Click “Submit” (You have now registered on InstaVote).

Shareholders who have registered for INSTAVOTE facility:

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

- A. User ID: Enter your User ID
- B. Password: Enter your Password
- C. Enter Image Verification (CAPTCHA) Code
- D. Click "Submit"

d) Cast your vote electronically:

- A. After successful login, you will be able to see the "Notification for e-voting".
- B. Select 'View' icon.
- C. E-voting page will appear.
- D. Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- E. After selecting the desired option i.e. Favour / Against, 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 ("Custodian / Corporate Body/ Mutual Fund")

STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on "**Sign Up**" under "Custodian / Corporate Body/ Mutual Fund"
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person's email ID. (You have now registered on InstaVote)

STEP 2 – Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on "**Investor Mapping**" tab under the Menu Section
- c) Map the Investor with the following details:
 - A. 'Investor ID' –
 - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN000000012345678
 - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
 - B. 'Investor's Name' - Enter Investor's Name as updated with DP.
 - C. 'Investor PAN' - Enter your 10-digit PAN.
 - D. 'Power of Attorney' - Attach Board resolution or Power of Attorney.

**File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- E. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting

The corporate shareholder can vote by two methods, during the remote e-voting period.

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “**Votes Entry**” tab under the Menu section.
- c) Enter the “**Event No.**” for which you want to cast vote.
Event No. can be viewed on the home page of InstaVote under “On-going Events”.
- d) Enter “**16-digit Demat Account No.**” for which you want to cast vote.
- e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the 'View Resolution' file link).
- f) After selecting the desired option i.e. Favour / Against, 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.

OR

METHOD 2 - VOTES UPLOAD

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) After successful login, you will be able to see the “Notification for e-voting”.
- c) Select “**View**” icon for “**Company’s Name / Event number**”.
- d) E-voting page will appear.
- e) Download sample vote file from “**Download Sample Vote File**” tab.
- f) Cast your vote by selecting your desired option 'Favour / Against' in the sample vote file and upload the same under “**Upload Vote File**” option.
- g) Click on 'Submit'. 'Data uploaded successfully' message will be displayed.
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at enotices@in.mpms.mufg.com or contact on: - Tel: 022 – 4918 6000.

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
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

Forgot Password:

Non-Individual Shareholders holding securities in demat mode:

Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “**Login**” under ‘SHARE HOLDER’ tab.
- Click “**forgot password?**”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%), at least one numeral, at least one alphabet and at least one capital letter.*

User ID:

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “**forgot password?**”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

In case shareholders have a 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 information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 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 has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned 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.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

**By Order of the Board of Directors
For Metro Brands Limited**

**Sd/-
Deepa Sood
Membership No: 16019
SVP- Legal, Company Secretary & Compliance Officer**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE
ACT AND LISTING REGULATIONS**

1. APPOINTMENT OF MR. BHASKAR BHAT (DIN: 00148778) AS A NON-EXECUTIVE, INDEPENDENT DIRECTOR OF THE COMPANY.

On recommendation of the Nomination, Remuneration and Compensation ('NRC') Committee, the Board of Directors at its Meeting held on 16th January, 2025 had appointed Mr. Bhaskar Bhat, (DIN: 00148778) as an Additional Director in the capacity of Non-executive Independent Director of the Company not liable to retire by rotation, for a period of five (5) years commencing from 6th February, 2025, subject to approval of the Shareholders by way of a Special Resolution.

Pursuant to the provisions of Section 161 of the Act, Mr. Bhaskar Bhat will hold office upto the date of the ensuing General Meeting. In terms of Regulation 17(1)(c) of Listing Regulations, approval of members of the Company is required to be obtained for appointment of a director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of Members is being sought for the appointment of Mr. Bhaskar Bhat, through this Postal Ballot.

The Company has received, *inter alia*, the following consents, declarations and confirmations from Mr. Bhaskar Bhat with regard to the proposed appointment:

- a. Form DIR-2- a consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- b. Form DIR-8- In terms of Companies (Appointment and Qualification of Directors) Rules, 2014, a confirmation that Mr. Bhaskar Bhat was not disqualified under Section 164(2) of the Act and that he is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority;
- c. A declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act and Listing Regulations.
- d. Confirmation that he has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, with respect to Independent Directors' databank, as applicable.
- e. Certification for compliance with Listing Regulations.

The Company has received Notice in writing from Member under Section 160 of the Act, proposing his candidature for the office of Independent Director of the Company.

Further, in the opinion of the NRC Committee and the Board, Mr. Bhaskar Bhat fulfils the conditions specified in the Act and the rules made thereunder and possesses the requisite integrity, qualification, expertise and experience required for the role of an Independent Director of the Company, and that Mr. Bhaskar Bhat expertise, industry acumen, and unwavering commitment to excellence will make him an invaluable addition to the Board and he is independent of the management.



The Board acknowledged that Mr. Bhaskar Bhat possesses expertise and skills in various fields including Leadership & Entrepreneurship, Business Management, Financial & Risk Management, Governance, Strategic Planning, in addition to his vast understanding and experience of Industry and global business.

A brief profile of Mr. Bhaskar Bhat, along with additional details as required under Regulation 36 of Listing Regulations and SS-2, are given in Annexure to this Notice.

In conformity with the Nomination, Remuneration and Compensation Policy of the Company, Mr. Bhaskar Bhat will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as approved the Shareholders of the Company and as specified under the Act and the Rules framed thereunder. The terms and conditions of appointment of an Independent Director are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Mr. Bhaskar Bhat is not related to any other Director or Key Managerial Personnel of the Company or their relatives.

Except Mr. Bhaskar Bhat, the appointee and his relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

2. APPOINTMENT OF MS. RADHIKA DILIP PIRAMAL (DIN: 02105221) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY.

On recommendation of the NRC Committee, the Board of Directors at its Meeting held on 16th January, 2025 had appointed Ms. Radhika Dilip Piramal (DIN: 02105221) as an Additional Director in the capacity of Non-executive Independent Director of the Company not liable to retire by rotation, for a period of five (5) years commencing from 6th February, 2025, subject to approval of the Shareholders by way of Special Resolution.

Pursuant to the provisions of Section 161 of the Act, Ms. Radhika Dilip Piramal will hold office upto the date of the ensuing General Meeting. However, in terms of Regulation 17(1)(c) of Listing Regulations, approval of members of the Company is required to be obtained for appointment of a director at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier. Therefore, the approval of Members is being sought for the appointment of Ms. Radhika Dilip Piramal, through this Postal Ballot.

The Company has received, *inter alia*, the following consents, declarations and confirmations from Ms. Radhika Dilip Piramal with regard to the proposed appointment:

- a. Form DIR-2- a consent in writing to act as Director pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014;
- b. Form DIR-8- In terms of Companies (Appointment and Qualification of Directors) Rules, 2014, a confirmation that Ms. Radhika Dilip Piramal was not disqualified under Section 164(2) of the Act and that she is not debarred from holding the office of Director by virtue of any order of the SEBI or any other such authority;
- c. A declaration to the Board that she meets the criteria of independence as provided under Section 149(6) of the Act and Listing Regulations.
- d. Confirmation that she has complied with Rule 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to Independent Directors' databank, as applicable.
- e. Certification for compliance with Listing Regulations.

The Company has received Notice in writing from Member under Section 160 of the Act, proposing her candidature for the office of Independent Director of the Company.

Further, in the opinion of the NRC Committee and the Board, Ms. Radhika Dilip Piramal fulfils the conditions specified in the Act and the rules made thereunder and possess the requisite integrity, qualification, expertise and experience required for the role of an Independent Director of the Company, and that Ms. Radhika Dilip Piramal expertise, industry acumen, and unwavering commitment to excellence will make her an invaluable addition to the Board and she is independent of the management.

The Board acknowledged that Ms. Radhika Dilip Piramal possesses expertise and skills in various fields including Industry knowledge, Strategic Leadership and Management, Governance, Customer understanding in diverse environment and conditions, Technology, Sustainability and ESG.

A brief profile of Ms. Radhika Dilip Piramal, along with additional details as required under Regulation 36 of Listing Regulations and SS-2, are given in Annexure to this Notice.

In conformity with the Nomination, Remuneration and Compensation Policy of the Company, Ms. Radhika Dilip Piramal will be entitled to receive remuneration by way of sitting fees for attending the meetings of the Board and Committees thereof, reimbursement of expenses for participation in the meetings and also commission on an annual basis, of such sum as may be recommended by the NRC Committee and approved by the Board, subject to the overall limits as approved the Shareholders of the Company and as specified under the Act and the Rules framed thereunder. The terms and conditions of appointment of an Independent Director are available for inspection by the Members in the manner provided in the Notes to this Notice. The same is also available on the Company's website.

Ms. Radhika Dilip Piramal is not related to any other Director or Key Managerial Personnel of the Company or their relatives.



Except Ms. Radhika Dilip Piramal, the appointee and her relatives, none of the other Directors, Key Managerial Personnel or any of their respective relatives are, in any way, concerned or interested, whether financially or otherwise, in this resolution.

The Board recommends the Special Resolution as set out in this Notice, for approval of members of the Company.

**By Order of the Board of Directors
For Metro Brands Limited**

Sd/-

Deepa Sood

Membership No: 16019

SVP- Legal, Company Secretary & Compliance Officer

Date: 3rd February 2025

Place: Mumbai

Details of Directors seeking appointment

(Additional Information of Directors seeking appointment as required under Regulation 36(3) of Listing Regulations, as amended and SS-2 on General Meetings issued by the Institute of Company Secretaries of India for Item No. 1 and 2 are given hereunder)

Name	Mr. Bhaskar Bhat	Ms. Radhika Dilip Piramal
Director Identification Number (DIN)	00148778	02105221
Date of Birth/Age	29 th August 1954 – 70 years	27 th May 1978 - 46 years
Nationality	Indian	British
Qualifications	B.Tech (Mech) IIT Madras PGDBM IIM Ahmedabad	Graduate from Oxford University with an MBA from Harvard Business School
Original Date of Joining the Board	6 th February, 2025	6 th February, 2025
Experience (approx.)	More than 40+ years	More than 20+ years
Brief resume and nature of expertise in specific functional areas	<p>Mr. Bhaskar Bhat began his career in 1978 as a Management Trainee at Godrej & Boyce Manufacturing Company. After spending five years with Godrej, he joined Tata Watch Project. After that, he was associated with Titan Company Limited where he retired on 30th September 2019, after serving as its Managing Director from April 2002 to September 2019.</p> <p>Titan Company Limited, under Mr. Bhat's leadership, enlarged its portfolio and extended its market to eyewear, accessories, fragrances and sarees. The market cap of Titan Company grew to 13 Billion USD in 2019 and is now the second largest in the Tata Group.</p> <p>Mr. Bhat graduated in Mechanical Engineering from IIT Madras and completed his PGDBM from IIM Ahmedabad. He has been conferred the Distinguished</p>	<p>Ms. Radhika Dilip Piramal is a business leader, philanthropist and LGBTQ rights advocate. She serves as a director on the boards of two publicly listed for-profit companies in India (VIP Industries Ltd and Chalet Hotels Ltd.) and as a trustee on the boards of two charities in the UK (GiveOut and Dasra).</p> <p>Ms. Piramal was Managing Director & CEO of VIP Industries, one of India's #1 Luggage Company, from 2010 – 2017. Under her leadership, VIP's market capitalization grew from \$150Mn in 2010 to over \$1Bn. Over the course of a decade, she transformed VIP through product and brand launches, making it relevant to the next generation of Indian consumers. Her teams would call her management style energetic, empowering and transparent. Ms. Piramal was recognized in Economic Times India's 40 under 40 Business</p>

	<p>Alumnus Award at IIT Madras and IIM Ahmedabad.</p> <p>Mr. Bhat is the Independent Director in Kansai Nerolac Paints Limited, LUCAS TVS Limited and Orange County Resorts & Hotels Limited. He is also a Board Member of IITM Pravartak Technologies Foundation, a not-for-profit Section 8 company.</p>	<p>Leaders in 2015. She received CNBC-India TV18's Award for Young Businesswoman in 2016, and the coveted Business Today's India's Most Powerful Women award for three consecutive years in 2015, 2016 and 2017.</p> <p>Ms. Piramal moved from Mumbai to London in 2017 and has been Executive Director of VIP Industries since 2017 till date. Outside of VIP, Ms. Piramal worked as a management consultant with Bain & Company in New York from 2006 to 2008.</p> <p>Ms. Piramal has a BA in Politics, Philosophy and Economics from Brasenose College, University of Oxford (2000) and an MBA from the Harvard Business School (2006). She is a Fellow of the seventh class of the Kamalnayan Bajaj Fellowship and a member of the Aspen Global Leadership Network.</p> <p>She is one of India's few openly lesbian business leaders and a prominent speaker on LGBTQ+ inclusion. She and her wife divide their time between Mumbai and London. In her spare time, Ms. Piramal enjoys travel, books, yoga and time with dogs.</p>
Details of remuneration sought to be paid	Sitting Fees & Commission as approved by the Board for Non-executive Directors from time to time.	Sitting Fees & Commission as approved by the Board for Non-executive Directors from time to time.
Remuneration last drawn	NA	NA
Disclosure of relationship with other Directors/KMP	NIL	NIL
Number of Equity Shares held in the Company	NIL	598

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 16th January, 2025	Kansai Nerolac Paints Limited Lucas TVS Limited PanIIT Alumni Reach for Gram Udyogi Foundation (PRAYOGI) IITM Pravartak Technologies Foundation Orange County Resorts and Hotels Limited	Chalet Hotels Limited VIP Industries Limited DGP Securities Limited Blow Plast Retail Limited Piramal Properties Private Limited Trimode Properties Private Limited
List of Companies from which resigned in the past three years	Tata Sons Private Limited Titan Company Limited Rallis India Limited Caratlane Trading Private Limited Trent Limited Bosch Limited Tata Sia Airlines Limited* Titan Holdings Limited* Titan Properties Limited* Tanishq (India) Limited* Samrat Holdings Limited* Questar Investments Limited* <i>*Amalgamated Companies</i>	Kiddy Plast Limited
Memberships/Chairmanships across Listed Entities*	Kansai Nerolac Paints Ltd. <ul style="list-style-type: none"> Nomination and Remuneration Committee – Chairperson Corporate Social Responsibility Committee – Member 	VIP Industries Limited <ul style="list-style-type: none"> Audit Committee - Member Corporate Social Responsibilities – Member Chalet Hotels Limited <ul style="list-style-type: none"> Nomination and Remuneration Committee- Chairman Corporate Social Responsibilities- Member
Details of Board/Committee Meetings attended by the Directors during the year	Not Applicable	Not Applicable

* Committee memberships includes only Audit Committee, Stakeholders Relationship Committee, Corporate Social Responsibility Committee and Nomination and Remuneration Committee