

Date: March 7, 2025

To,
The Manager
Listing Department
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai – 400001

Scrip code: 543426

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

Subject: Summary of the Voting Results of the Postal Ballot pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") along with consolidated Scrutinizer Report

Dear Sir / Madam,

This is in reference to our earlier letter dated February 3, 2025 with respect to the intimation of Notice of the Postal Ballot dated February 3, 2025, issued to the Members of the Company for seeking their approval on the following matters set out in the Notice, by way of Special Resolutions, to be passed through the mode of remote e-voting ('E-voting'):

Description of Special Resolutions
1. Appointment of Mr. Bhaskar Bhat (DIN: 00148778) as a Non- Executive Independent Director of the Company for a term of five (5) consecutive years commencing from February 6, 2025.
2. Appointment of Ms. Radhika Dilip Piramal (DIN: 02105221) as a Non- Executive Independent Director of the Company for a term of five (5) consecutive years commencing from February 6, 2025.

The E-voting period for Postal Ballot commenced on Wednesday, February 5, 2025 at 9:00 a.m. (IST) and concluded on Thursday, March 6, 2025 at 5:00 p.m. (IST), post which the Scrutinizer has submitted their report on the results of the Postal Ballot on Friday, March 7 2025.

Based on the Scrutinizer's report, it is hereby informed that the Members of our Company have approved the above Special Resolutions with requisite majority. The aforesaid resolutions are deemed to have been passed on the last date of e-voting i.e. on Thursday, March 6, 2025.



In this regard, please find enclosed the following:

- i. Voting results of the Postal Ballot by way of Remote E-voting, as required under Regulation 44(3) of the SEBI Listing Regulations; and
- ii. Scrutinizer's Report on E-voting dated Friday, March 7, 2025, pursuant to Sections 108 and 110 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014.

The aforesaid information is also being uploaded on the Company's website at www.metrobrands.com and on the website of M/s. MUFG Intime India Private Limited (formerly Link Intime India Private Limited) at <https://instavote.linkintime.co.in>

Request you to take the above information on record.

Thanking You,

Yours faithfully,
For Metro Brands Limited,



A handwritten signature in blue ink, appearing to read "Deepa", written over a horizontal line.

Deepa Sood
Senior VP – Legal, Company Secretary & Compliance Officer
Membership No: 16019

Encl: As above

General information about company	
Scrip code	543426
NSE Symbol	METROBRAND
MSEI Symbol	NOTLISTED
ISIN	INE317I01021
Name of the company	METRO BRANDS LIMITED
Type of meeting	Postal Ballot
Date of the meeting / last day of receipt of postal ballot forms (in case of Postal Ballot)	06-03-2025
Start time of the meeting	
End time of the meeting	

Scrutinizer Details	
Name of the Scrutinizer	Ms. Alifya Sapatwala
Firms Name	M/s Mehta & Mehta
Qualification	CS
Membership Number	A24091
Date of Board Meeting in which appointed	16-01-2025
Date of Issuance of Report to the company	07-03-2025

Voting results	
Record date	24-01-2025
Total number of shareholders on record date	68924
No. of shareholders present in the meeting either in person or through proxy	
a) Promoters and Promoter group	
b) Public	
No. of shareholders attended the meeting through video conferencing	
a) Promoters and Promoter group	
b) Public	
No. of resolution passed in the meeting	2
Disclosure of notes on voting results	

Resolution(1)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Mr. Bhaskar Bhat (DIN: 00148778) as a Non- Executive Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	195690995	179757520	91.8578	179757520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	195690995	179757520	91.8578	179757520	0	100	0
Public-Institutions	E-Voting	29210489	26482461	90.6608	26482461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	29210489	26482461	90.6608	26482461	0	100	0
Public- Non Institutions	E-Voting	47297314	40019211	84.612	40018111	1100	99.9973	0.0027
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47297314	40019211	84.612	40018111	1100	99.9973	0.0027
Total		272198798	246259192	90.4703	246258092	1100	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Resolution(2)								
Resolution required: (Ordinary / Special)				Special				
Whether promoter/promoter group are interested in the agenda/resolution?				No				
Description of resolution considered				Appointment of Ms. Radhika Dilip Piramal (DIN: 02105221) as a Non-Executive Independent Director of the Company				
Category	Mode of voting	No. of shares held	No. of votes polled	% of Votes polled on outstanding shares	No. of votes – in favour	No. of votes – against	% of votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3)= [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	E-Voting	195690995	179757520	91.8578	179757520	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	195690995	179757520	91.8578	179757520	0	100	0
Public-Institutions	E-Voting	29210489	26482461	90.6608	26482461	0	100	0
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	29210489	26482461	90.6608	26482461	0	100	0
Public- Non Institutions	E-Voting	47297314	40019211	84.612	40018106	1105	99.9972	0.0028
	Poll		0	0	0	0	0	0
	Postal Ballot (if applicable)		0	0	0	0	0	0
	Total	47297314	40019211	84.612	40018106	1105	99.9972	0.0028
Total		272198798	246259192	90.4703	246258087	1105	99.9996	0.0004
Whether resolution is Pass or Not.							Yes	
Disclosure of notes on resolution								

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

Mehta & Mehta

COMPANY SECRETARIES

201-206, SHIV SMRITI, 2ND FLOOR, 49/A, DR. ANNIE BESANT ROAD, ABOVE CORPORATION BANK, WORLI, MUMBAI - 400 018
TEL : +91-22-6611 9696. • E-mail: dipti@mehta-mehta.com • Visit us : www.mehta-mehta.com

AUTHORISED AGENTS FOR TRADEMARK, COPYRIGHT AND PATENT

Scrutinizer's Report

*[Pursuant to Sections 108 & 110 of the Companies Act, 2013 and
Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014]*

To,

The Chairman

Metro Brands Limited

401, Zillion, 4th floor, LBS Marg and

CST Road Junction, Kurla (West),

Mumbai - 400070

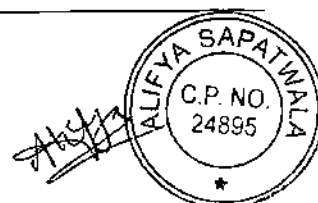
**Sub.: Scrutinizer's Report on E-voting process on the Resolutions mentioned in the Notice of
Postal Ballot dated February 3, 2025**

Dear Sir,

I, **Alifya Sapatwala**, Partner, M/s. Mehta & Mehta, Company Secretaries have been appointed as a Scrutinizer by the Board of Directors of **Metro Brands Limited** for the purpose of conducting the Postal Ballot through remote e-voting process carried out by the Company as per Section 108 and 110 and other applicable provisions, if any, of the Companies Act, 2013 and Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 read with the 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 issued by the Ministry of Corporate Affairs, Government of India (the "MCA Circulars"), Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Secretarial Standards on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India on the resolutions as mentioned in the Notice of Postal Ballot dated Monday, February 3, 2025 in a fair and transparent manner and do hereby submit the report as under:



1. The Notice of Postal Ballot ("Notice") was sent to the members of the Company vide e-mail on Monday, February 3, 2025.
2. The members were requested to convey their assent / dissent through remote e-voting system commencing from Wednesday, February 5, 2025 (9:00 A.M. IST) and ended on Thursday, March 6, 2025 (05:00 P.M. IST) (hereinafter referred to as "the remote e-voting period").
3. The remote e-voting facility was provided by MUFG Intime India Private Limited (Formerly Link Intime India Private Limited) ("MUFG Intime") whereby shareholders/members could cast their votes during the remote e-voting period. After the said remote e-voting period, the voting portal has been disabled by MUFG Intime, the service provider.
4. The Management of the Company is responsible for ensuring compliance with the requirements of the Act and the rules made there under and SEBI Listing regulations.
5. Our responsibility as a scrutinizer was restricted to scrutinize the Postal Ballot voting process through remote e-voting in a fair and transparent manner and to prepare a scrutinizer's report for the votes cast as assent or dissent/ favour or against on the resolutions as stated in the Notice, based on report generated from e-voting system provided by MUFG Intime.
6. The Notice was sent in electronic form only to all the shareholders whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose e-mail addresses were registered with the Company/ MUFG Intime India Private Limited /Depository as on Friday, 24th January, 2025 ("Cut-Off Date").
7. The hard copies of the Notice along with Postal Ballot forms and pre-paid business envelope were not sent to the Members for the Postal Ballot in accordance with the requirements specified under the MCA Circulars. Accordingly, communication of the assent or dissent of the Members took place through the remote e-voting system only.
8. The Members of the Company holding shares as on the "cut off" date i.e., Friday, January 24, 2025 were entitled to vote on the proposed resolution.
9. The Register, in accordance with Rule 20(4)(xiv) and Rule 22(10) of the Companies (Management & Administration) Rules, 2014, has been maintained electronically to record the assent or dissent received, mentioning the particulars of name, address, folio number or client ID of the shareholders along with the number of shares held by them. There are no shares with differential voting rights in the Company, hence there is no requirement of maintaining the list of shares with differential voting rights.
10. After receiving the votes cast electronically on Thursday, March 6, 2025 i.e. the last date specified for receipt of votes, the votes cast through remote e-voting were duly unblocked by us in the presence of Ajinkya Walawalkar and Leena Gupta, who were witnesses in accordance Rule 20 sub rule 4(xii) of the said rules.



11. The electronic data and all other relevant records pertaining to remote e-voting and all other relevant records are kept in our safe custody and be retained until it is approved and signed by the Chairman or any other official authorised by the Chairman, and thereafter shall be handed over to the Company Secretary for safe keeping.
12. The results of the scrutiny of the above Postal Ballot through remote e-voting in respect of passing of resolutions contained in the Notice are enclosed as **Annexure I** to this Report.

You are requested to acknowledge the receipt of this Report.

Thanking You,

For **Mehta & Mehta**

Company Secretaries



Alifya Sapatwala

Scrutinizer/Partner

ACS No: 24091

COP No: 24895

UDIN: A024091F004067526

Peer Review Certificate No.: 3686/2023

Place: Mumbai

Date: March 7, 2025



Countersigned by



Mr. Rafique Abdul Malik

Chairman and Director

DIN: 00521563

Metro Brands Limited

Place: Mumbai

Date: March 7, 2025



Annexure I

Item No. 1: Special Resolution

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

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3166	24,62,58,092	99.9996
Votes against the resolution	12	1,100	0.0004
Invalid/abstained votes	1	11	0.0000

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

Item No. 2: Special Resolution

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

Particulars	Remote e-voting		
	Number of Members who voted	Number of Shares for which votes cast by them	% of total number of valid votes cast
Voted in favour of the resolution	3164	24,62,58,087	99.9996
Votes against the resolution	14	1,105	0.0004
Invalid/abstained votes	1	11	0.0000

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

