

Date: August 25, 2025

To,
BSE Limited ("BSE")
Corporate Relationship Department,
2nd Floor, New Trading Ring,
P.J. Towers, Dalal Street,
Mumbai – 400 001.
BSE Scrip Code: 543426
ISIN: INE317I01021

To,
National Stock Exchange of India Limited ("NSE")
"Exchange Plaza", 5th Floor,
Plot No. C/1, G Block,
Bandra-Kurla Complex, Bandra (East),
Mumbai – 400 051.
NSE Symbol: METROBRAND
ISIN: INE317I01021

Sub: Regulation 34(1) read with Regulation 30 - Disclosure under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of the 47th Annual General Meeting ("AGM") of Metro Brands Limited ("Company")

Dear Sir / Madam,

This is to inform that the 48th Annual General Meeting ("**AGM**") of the Company is scheduled to be held on **Thursday, September 18, 2025 at 03:00 P.M. (IST)** through Video Conferencing/Other Audio Visual Means ("**VC/OAVM**") in compliance with the applicable provisions of the Companies Act, 2013 read with the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and various circulars issued there under.

Pursuant to Regulation 30 of SEBI Listing Regulations, we are enclosing herewith the Notice of the AGM of the Company.

The said Notice is also uploaded on the Company's website at www.metrobrands.com.



We request you to take the same on record.

Thanking you,

Yours Faithfully,

For Metro Brands Limited

Deepa Sood

Senior VP - Legal, Company Secretary & Compliance Officer

Membership No. 16019

Encl: As Above

Notice

NOTICE is hereby given that the 48th Annual General Meeting of Metro Brands Limited (the “**Company**”) will be held on **Thursday, September 18, 2025**, 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 and 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, 2025, 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, 2025, together with the Report of the Auditors thereon.

2. To confirm payment of Interim and Special Dividend of ₹ 3/- and ₹ 14.50/- per share respectively, of ₹ 5/- each on Equity Shares already paid and to consider and declare Final Dividend of ₹ 2.50/- per share of ₹ 5/- each on Equity Shares for the Financial Year ended March 31, 2025.
3. To re-appoint Ms. Farah Malik Bhanji (DIN: 00530676), Managing Director of the Company, who retires by rotation and being eligible, offers her candidature for re-appointment.

II. SPECIAL BUSINESS:

4. To re-appoint Mr. Mohammed Iqbal Hasanally Dossani (DIN: 08908594), as Whole-Time Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and 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. Mohammed Iqbal Hasanally Dossani (DIN: 08908594) be and is hereby re-appointed as a Whole-Time Director of the Company, liable to retire by rotation, for a period of five (5) years commencing from June 25, 2026 to June 24, 2031, at a remuneration not exceeding ₹ 1.5 crores per annum (Rupees One Crore Fifty Lacs Only) and all other benefits and perquisites as may be applicable as per the Company policies, with liberty to the Board of Directors (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary the said terms in such manner as may be agreed between Mr. Dossani and the Board.

RESOLVED FURTHER THAT Chairperson, any one of the Whole-time Director, Chief Executive Officer, Chief Financial Officer or Senior Vice President-Legal and Company Secretary 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.”

5. To approve payment of remuneration to Mr. Rafique Abdul Malik, Non-Executive Chairman 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 Regulation 17(6)(ca) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or amendment(s) thereto or reenactment(s) thereof, for the time being in force], and recommendations made by the Nomination, Remuneration and Compensation Committee and Board of Directors, payment of remuneration to Mr. Rafique Abdul Malik (DIN: 00521563) as the Non-Executive Chairman of the Company, for the FY 2025-26, as approved by the Members at the 47th Annual General Meeting held on September 19, 2024, being an amount exceeding fifty percent of the total annual remuneration payable to all the Non-Executive Directors of the Company for FY 2025-26, be and is hereby approved.

RESOLVED FURTHER THAT all other terms and conditions of his appointment and remuneration which are not specifically referred to herein shall remain unaltered.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Human Resource Officer or Senior Vice



President-Legal & Company Secretary be and are hereby severally authorized to take all actions as may be deemed expedient in this regard."

6. To approve the appointment of CS Sekar Ananthanarayan as Secretarial Auditor of the Company

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

"RESOLVED THAT pursuant to the provisions of Section 204 of the Companies Act, 2013 read with rules made thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Audit Committee and the Board of Directors, CS Sekar Ananthanarayan, Practicing Company Secretary (ACS No.: 8649, COP No.: 2450, Peer Review Certificate No.: 5036/2023), be and are hereby appointed as the Secretarial Auditor of the Company for five (5) consecutive years from Financial Year 2025-26 to Financial Year 2029-30 on such terms and conditions and such remuneration including reimbursement of out-of-pocket expenses as may be mutually agreed upon between the Board of Directors and the Secretarial Auditor.

RESOLVED FURTHER THAT Chairperson, any one of the Whole-time Director, Chief Executive Officer, Chief Financial Officer or Senior 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 re-appointment of Ms. Mumtaz Amirali Jaffer, related party to 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 for re-appointment of Ms. Mumtaz Amirali Jaffer, related party 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, 2026, with a limit on retainer fees not exceeding ₹ 5,00,000 (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 Wholetime Directors, Chief Executive Officer, Chief Financial Officer or Senior Vice President-Legal and Company Secretary 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/-
Rafique Abdul Malik

Place: Mumbai

DIN:00521563

Date: August 07, 2025

Chairman and Non-Executive Director

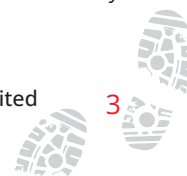
NOTES:

1. Pursuant to the provisions of the Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs ("MCA"), read together with Circular Nos. 14/2020, 20/2020, 17/2020, 02/2021, 02/2022, 10/2022, and 09/2023, and in accordance with Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 issued by the Securities and Exchange Board of India ("SEBI"), along with other applicable circulars in this regard (collectively referred to as "**the Circulars**"), companies have been permitted to convene their Annual General Meeting ("**AGM**") through VC/OAVM.

In compliance with the aforesaid Circulars, the forthcoming AGM of the Company shall be conducted through VC. The registered office of the Company, situated at 401, Zillion, 4th Floor, LBS Marg & CST Road Junction, Kurla (West), Mumbai – 400070, shall be deemed to be the venue of the Meeting.
2. The Notice of 48th AGM ("**Notice**") was approved by the Board of Directors in its meeting held on August 07, 2025, and the Company Secretary was authorised to issue the Notice.
3. 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**").
4. In compliance with the Circulars, Notice along with the Annual Report for the Financial Year ("**FY**") 2024-25 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent ("**RTA**") & DPs. Further, a letter providing a weblink for accessing the Notice and Annual Report for the FY 2024-25 will be sent to those shareholders who have not registered their email address.

Physical copy of the Notice along with the Annual Report for the FY 2024-25 shall be sent to those Members who request for the same. Members may note that Notice along with the Annual Report for the FY 2024-25 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 NSDL at www.evoting.nsdl.com.
5. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("**the Act**"), in respect of business to be transacted at the 48th AGM, and relevant details of the Directors as mentioned under Item Nos. 3 and 4, as required by Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**the Listing Regulations**") and as required under Secretarial Standard on General Meetings ("**SS-2**") issued by the Institute of Company Secretaries of India ("**ICSI**"), is annexed hereto.
6. Since this AGM is being held through VC/OAVM, physical attendance of Members has been dispensed with in line with the Circulars. Consequently, the facility for appointment of proxies by Members will not be available for the AGM. As a result, the Proxy Form, Attendance Slip and the Route Map are not annexed to this Notice.
7. 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 Act.
8. 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.
9. 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.
10. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Thursday, September 11, 2025**, 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.
11. Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014, the Register of Members of the Company will remain closed from **Friday, September 12, 2025, to Thursday, September 18, 2025** (both days inclusive) in connection with the AGM.
12. The dividend on equity shares, as recommended by the Board of Directors for the FY ended March 31, 2025, if approved at the AGM, shall be payable to those Members whose names appear in the Register of Members and as per the beneficial ownership details furnished by the National Securities Depository Limited ("**NSDL**") and Central Depository Services (India) Limited ("**CDSL**") as at the close of business hours on **Friday, September 05, 2025**.

The dividend will be payable after **Monday, September 22, 2025**.
13. Pursuant to the provisions of the Act, dividends that remain unclaimed/unpaid for a period of seven (7) years from the date of their transfer to the unclaimed/unpaid dividend account are mandated to be transferred to the Investor Education and Protection Fund ("**IEPF**") administered by



the Central Government. The due dates for the transfer of unclaimed and unpaid dividends is as under:

FY ended	Dividend	Date of declaration of dividend	Due Date for transfer to IEPF
2021-22	Interim Dividend	07-03-2022	06-04-2029
2021-22	Final Dividend	07-09-2022	06-10-2029
2022-23	Interim Dividend	17-01-2023	16-02-2030
2022-23	Final Dividend	13-09-2023	12-10-2030
2023-24	Interim Dividend	18-01-2024	17-02-2031
2023-24	Final Dividend	19-09-2024	18-10-2031
2024-25	Interim & Special Dividend	28-02-2025	27-03-2032

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, the details of unpaid and unclaimed amounts lying with the Company are available on the on the website of the Company at <https://metrobrands.com/unpaid-unclaimed-dividends/>.

14. Pursuant to Finance Act 2020, Dividend income will be taxable in the hands of shareholders with effect from April 01, 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://web.in.mpms.mufig.com/formsreg/submission-of-form-15g-15h.html> by 5:00 p.m. IST on **Friday, September 05, 2025**. 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 IT Act"), the tax will be deducted at a higher rate prescribed under Section 206AA or 206AB of the IT 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://web.in.mpms.mufig.com/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 05, 2025**.

15. In accordance with SEBI mandate, the Company will use the bank account details provided by the DPs and maintained by the RTA to electronically credit dividends. Dividend payments will be made through electronic modes such as Electronic Clearing Service (ECS)/National Electronic Clearing Service (NECS)/Automated Clearing House (ACH)/Real Time Gross Settlement (RTGS)/Direct Credit/ IMPS/NEFT etc.
16. 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 seven (7) days before the date of the meeting.
17. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the Members during the AGM.

18. VOTING THROUGH ELECTRONIC MEANS

GENERAL INFORMATION

- i. Pursuant to the provisions of Section 108 and other applicable provisions, if any, of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, read together with the Circulars, Regulation 44 of Listing Regulations and the SS-2 issued by the ICSI, the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the 48th AGM to cast their votes electronically in respect of the businesses to be transacted at the Meeting. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
- 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 M/s. Mehta & Mehta, Practicing Company Secretaries (Firm Registration Number P1996MH007500) as Scrutinizer to scrutinize the process of remote e-Voting and also e-Voting during the Meeting in a fair and transparent manner. Mrs. Ashwini Inamdar (Membership No. FCS 9409) and failing her Ms. Alifya Sapatwala

(Membership No. ACS 24091), Partners, will represent M/s. Mehta & Mehta, Practising Company Secretaries.

- 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 NSDL viz., www.evoting.nsdl.com 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., **Thursday, September 18, 2025.**

- 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 **Monday, September 15, 2025 at 9:00 a.m. IST** and will end on **Wednesday, September 17, 2025 at 5:00 p.m. IST**. The remote e-Voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e., **Thursday, September 11, 2025**, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being **September 11, 2025**.

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.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system





A) Login method for e-Voting and joining virtual meeting for individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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 Depositories and DPs. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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 i.e., NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.



Type of shareholders	Login Method
	<ol style="list-style-type: none"> 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. 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 with NSDL), 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 i.e., NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.
	<div style="border: 1px solid black; padding: 10px; text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p>  </div> <div style="text-align: center;">  <p>Google Play</p>  </div> </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. 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 existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is 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. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com, Click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access 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, user will be able to see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your DP registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL website after successful authentication, wherein you can see e-Voting feature. Click on Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode 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.com 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. 1800-210-9911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than individual shareholders holding securities in demat mode

How to Log-in to NSDL e-Voting website?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “**Login**” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-Services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL e-Services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e., Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding Your User ID is: shares i.e., Demat (NSDL or CDSL) or Physical

a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.

5. Password details for shareholders other than individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
 - c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e., a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**
6. If you are unable to retrieve or have not received the “**Initial password**” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number, your PAN, your name and your registered address etc.
 - c) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.



Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN (135436)" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN (135436)" of Company and cast your vote. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e., other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at evoting@nsdl.com

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-Voting for the resolutions set out in this notice:

1. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investor.relations@metrobrands.com. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e., **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
2. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.

19. E-VOTING DURING THE AGM

The instructions for members for e-Voting on the day of the AGM are as under:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-Voting.
2. Only those Members/Shareholders, who will be present in the AGM through VC/OAVM 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 system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-Voting.

20. PROCEDURE FOR ATTENDING THE AGM THROUGH VC/OAVM

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against Company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN (135436) of Company will be displayed. Please

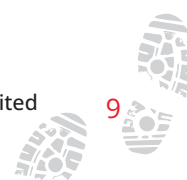
note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow camera and use internet with a good speed to avoid any disturbance during the meeting.
4. Please note that participants connecting from mobile devices or tablets or through laptop connecting via mobile hotspot may experience audio/video loss due to fluctuation in their respective network. It is therefore recommended to use stable wi-fi or LAN connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number, email id, mobile number at investor.relations@metrobrands.com. The same will be replied by the Company suitably.

Instructions for Shareholders/Members to speak during the AGM:

1. Shareholders who would like to speak during the Meeting must register their request seven (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.
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.



EXPLANATORY STATEMENT

ITEM NO. 4

Mr. Dossani was appointed as a Whole-time Director of the Company at the 44th AGM of the Company held on August 20, 2021, for a period of five (5) years with effect from June 25, 2021, on a remuneration not exceeding ₹ 40 Lakh per annum. Further, the shareholders in 46th AGM of the Company held on September 13, 2023, had approved an increase in the overall remuneration limit of Mr. Dossani to ₹ 1.5 crores per annum (Rupees One Crore Fifty Lacs Only), for the remaining tenure of his appointment i.e., w.e.f. April 01, 2023 to June 24, 2026.

As the term of Mr. Dossani is nearing completion, it is proposed to re-appoint him as Whole-time Director of the Company, liable to retire by rotation, for a further term of five (5) years with effect from June 25, 2026 on the existing terms and conditions including remuneration not exceeding ₹ 1.5 crores per annum (Rupees One Crore Fifty Lacs Only). Mr. Dossani shall be eligible to receive Stock Options of the Company at strike price value as decided by the Board of Directors or the Committee thereof from time to time. Mr. Dossani will continue as a Key Managerial Personnel ("KMP") pursuant to Section 203 of the Act. The increase in remuneration of Mr. Dossani within the limits approved by Shareholders will continue to be gradual, as followed in the past. The proposed remuneration limits are intended to provide flexibility to accommodate future increments over a period of five years from the date of his re-appointment.

The Nomination, Remuneration and Compensation ("NRC") Committee and Board of Directors, after evaluating the performance of Mr. Mohammed Iqbal Hasanally Dossani during his term as a Whole-Time Director, and considering his knowledge, acumen, expertise, experience, time commitment, and valuable contributions, has recommended his re-appointment for another term of five (5) consecutive years. The NRC is of the view that his deep understanding of business operations, innovation-driven leadership, and a strong commitment to customer-centric growth are highly aligned with the requirements of the role.

The Company has received a notice in writing from a Member, in terms of Section 160 of the Act, proposing the re-appointment of Mr. Dossani as a Director of the Company.

Mr. Dossani has submitted his consent to act as a Director in Form DIR-2 and a declaration in Form DIR-8 confirming that he is not disqualified from being appointed as a Director under Section 164(2) of the Act.

Relevant details of Mr. Dossani, as required under Regulation 36(3) of the Listing Regulations and the SS-2 issued by the ICSI, are provided in the annexure to this Notice.

Except for Mr. Dossani, none of the Directors or KMP of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

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

ITEM NO. 5

The NRC Committee & the Board had in their respective meetings held on August 09, 2024 and the Shareholders in the AGM held on September 19, 2024 had approved transition and re-designation of Mr. Rafique Abdul Malik from Executive Chairman to Non-Executive Chairman of the Company for a term of three (3) consecutive years with effect from September 19, 2024 to September 18, 2027 on the terms and conditions including remuneration & benefits, as under:

- Total Remuneration of ₹ 5,00,00,000 (Rupees Five Crore only) per annum by way of monthly payment;
- Reimbursement of expenses actually and properly incurred in the course of business as per the Company's policy; and
- Such other benefits and facilities in accordance with the Company's policy not exceeding 100% of the Total Remuneration per annum mentioned at point (a) above.

Pursuant to the provisions of Regulation 17(6)(ca) of Listing Regulations, approval of the Members of the Company by way of a special resolution is required to be obtained every year for payment of annual remuneration to a single Non-Executive Director exceeding 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors, giving details of remuneration thereof.

The remuneration payable to Mr. Malik in the FY 2025-26 (in accordance with the approval accorded by the Members at the 47th AGM) will exceed 50% (fifty percent) of the total annual remuneration payable to all Non-Executive Directors of the Company. As a result, the Board of Directors recommends the Special Resolution set out at Item No. 5 of the accompanying Notice. All other terms and conditions of his appointment shall remain same.

Except Mr. Malik, Chairman of the Company, Ms. Farah Malik Bhanji, Managing Director, Ms. Alisha Malik, Executive Director 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. 5.

ITEM NO. 6

Pursuant to Regulation 24A of Listing Regulations, as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, the appointment of Secretarial Auditor is required to be approved by the Shareholders of the Company at the AGM.

In this regard, based on the recommendation of the Audit Committee, the Board of Directors, at its meeting held on August 07, 2025, approved the appointment of CS A. Sekar, Practicing

Company Secretary (ACS No.: 8649, COP No.: 2450, Peer Review Certificate No.: 5036/2023), as the Secretarial Auditor of the Company for five (5) years from FY 2025-26 till FY 2029-30, subject to the approval of Members, after taking into account the eligibility, qualification, experience, independent assessment, competency and Company's previous experience based on the evaluation of the quality of audit work done by him in the past.

The Company has received a consent letter from CS A. Sekar, confirming his willingness to undertake the Secretarial Audit and issue the Secretarial Audit Report in accordance with Section 204 of the Act along with other applicable provisions, if any, under the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended.

CS A. Sekar has affirmed compliance with Regulation 24A(1B) of the Listing Regulations in providing services to the Company and that he holds a valid peer review certificate issued by ICSI and it fulfills all eligibility criteria and has not incurred any disqualifications for appointment, as outlined in the SEBI circular dated December 31, 2024.

CS A. Sekar is a qualified Company Secretary and holds a Bachelor of Commerce degree. He is also a Fellow Member of the Institute of Cost Accountants of India, an Associate Member of the Institute of Company Secretaries of India and holds a Bachelor of Laws (General) degree. He has been in full-time practice as a Company Secretary since 1996. Prior to commencing practice, he has industry experience spanning 16 years. He specializes in the field of Corporate Laws, Foreign Exchange Management, SEBI and Securities Laws, Mergers and Acquisitions, Cost & Management Accounting, Due Diligence, Transfer Pricing, Business Valuations and Corporate Sustainability. He also advises organizations in the SME sector on strategic management issues including transition and succession management, capital financing & structuring, IPO and compliance management. Currently, he is also advising listed entities on the implementation of systems and procedures for ESG and Sustainability reporting.

He contributes and participates actively in various academic, professional and research initiatives of ICSI. He has also contributed articles in Chartered Secretary, Management Accountant, Chartered Accountant and other professional journals on contemporary topics including ESG and Sustainability.

He was a member of the task force constituted by the Registered Valuers Organisation, ICSI for development of the content for the valuation courseware for Registered Valuers. He has contributed his inputs as a member of the task force of the Institute of Cost and Management Accountants of India ("ICMAI") for giving recommendations relating to the Act.

He was co-opted as a member of the Corporate Laws Committee of ICMAI for the years 2023-24 and 2024-25. He was also a member of this Committee in the years 2019-20 and 2021-22.

He is a member of the Sustainability Standards Board constituted by the ICAI for three (3) FYs since FY 2022-23 and also was a member of the ESG and Sustainability Board of ICSI in year 2024. He is a registered Insolvency Professional since year 2018 and specialises mainly in voluntary liquidations under the Insolvency and Bankruptcy Code, 2016.

In October 2023, he has co-authored a Taxmann Publication entitled "*Handbook on Secretarial Audit*".

Besides the secretarial audit services, the Company may also obtain certifications from CS A. Sekar under various statutory regulations and certifications required by banks, statutory authorities, audit related certifications and other permissible non-secretarial audit services as required from time to time, for which he will be remunerated separately on mutually agreed terms. The Board of Directors, may alter and vary the terms and conditions of appointment, including his remuneration, in such manner and to such extent as may be mutually agreed with the Secretarial Auditor.

None of the Directors or KMP of the Company or their relatives is, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 6 of the accompanying Notice for the approval of the Members.

ITEM NO. 7

Ms. Mumtaz Amirali 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 Act. The shareholders of the Company, vide a resolution passed in the 46th AGM of the Company held on September 13, 2023 had approved appointment of Ms. Mumtaz Amirali Jaffer as a Retainer for bags and accessories business for a period of three (3) years from April 01, 2023 at a retainer fees not exceeding ₹ 5 lacs 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. Her current engagement will end on March 31, 2026. Accordingly, the approval of the Members is being sought to re-appoint Ms. Jaffer to hold office or place of profit in the Company as retainer for a period of three (3) years, with effect from April 01, 2026 on same terms and conditions as approved by the shareholders in 46th AGM of the Company.

Ms. Mumtaz Amirali 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 07, 2025 had approved and recommended the re-appointment of Ms. Mumtaz Amirali 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. There is no change in the limit on retainer fees approved by shareholders in the 46th AGM of the Company.

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 of this Notice.

The Board of Directors recommends the Ordinary Resolution set out in Item No. 7 of the accompanying Notice for the approval of the Members.

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

Sd/-
Rafique Abdul Malik

Place: Mumbai
Date: August 07, 2025

DIN:00521563
Chairman and Non-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 SS-2 on General Meetings issued by the ICSI)

Particulars	Item no. 3	Item no. 4
Name	Ms. Farah Malik Bhanji	Mr. Mohammed Iqbal Hasanally Dossani
Designation	Executive Director-Managing Director	Executive Director-Whole-time Director
Director Identification Number (DIN)	00530676	08908594
Date of Birth/Age	August 31, 1976 (Age 49 years)	December 25, 1970 (Age 55 years)
Nationality	USA	Indian
Qualification	Ms. Bhanji holds a bachelor's degree in arts and a bachelor's degree in business administration from the University of Texas at Austin. Ms. Bhanji has also completed owner / president management program from Harvard Business School.	Mr. Dossani holds a bachelor's degree in Financial Accounting & Auditing. He has also completed Leadership Orientation Program from National Council for India, Agha Khan Development Network (AKDN).
Original Date of Joining the Board	December 05, 2005	November 26, 2020
Experience (approx.)	23 Years	20 years
Brief resume and nature of expertise in specific functional areas	<p>Ms. Farah Malik Bhanji is the Managing Director of the Company. She commenced her journey with the Company in the year 2000, navigating through diverse roles and responsibilities to ascend to the position of managing director. A distinguished alumnus of the University of Texas at Austin, her commitment to continuous learning is evident through her attendance at the Owner/President Program at the prestigious Harvard Graduate School of Business.</p> <p>With over two decades of invaluable experience in the field of retail, Ms. Bhanji has emerged as a visionary force in reshaping the Company for the new age.</p> <p>Armed with formidable business acumen, an attention to detail, and a keen eye for fashion, Ms. Bhanji has spearheaded the Company into the era of modern retailing. Her resolute focus on technological advancement, data-driven decision-making, and pioneering adoption of AI technologies echoes not just as a strategy but a drive for excellence. Her strategic leadership has solidified relationships with the Company's extensive vendor base, instrumental in expanding the store network across India. She has also fostered an environment conducive to the professional advancement of its employees.</p> <p>Ms. Bhanji also serves as a Director on the Board of Metro Shopping Arcade Private Limited, Metro House Private Limited, M.V. Shoe Care Private Limited, Metro Plaza Arcade Private Limited and Metro Athleisure Limited.</p>	<p>Mr. Iqbal Dossani is a Whole-time Director on the Board of the Company. His association with the Company as a director commenced on November 26, 2020. He possesses a bachelor's degree in commerce with a specialization in Financial Accounting and Auditing from the University of Mumbai.</p> <p>Mr. Dossani has augmented his skills through the successful completion of the course 'AESTHINT15: Rhetoric: The Art of Persuasive Writing and Public Speaking' offered by HarvardX, an online learning initiative of Harvard University.</p> <p>Mr. Dossani has played a pivotal role in the launch of Biofoot, India's first foot wellness solution. Beyond this, his leadership is evident in spearheading initiatives like CRM implementation and RFID adoption, showcasing a steadfast commitment to cutting-edge solutions, shaping the Company's trajectory toward innovation and success.</p> <p>Mr. Dossani also serves as a Director on the Board of Metro Shopping Arcade Private Limited, Metro House Private Limited, Metro Athleisure Limited and Metro Plaza Arcade Private Limited.</p>



Particulars	Item no. 3	Item no. 4
Details of remuneration sought to be paid/ Remuneration last drawn	Not exceeding ₹ 7 Crores p.a. as per the special resolution passed in the Extra ordinary General Meeting on June 21, 2021. Remuneration last drawn during the FY 2024-25: ₹ 3.647 crore (including ₹ 0.149 crore of perquisites and ₹ 0.723 crore of performance bonus)	Not exceeding ₹ 1.50 Crore per annum as per the special resolution passed in the Annual General Meeting on September 13, 2023. Remuneration last drawn during the FY 2024-25: ₹ 65.13 Lacs (including perquisites of ₹ 44.45 Lacs pursuant to exercise of Stock Options).
Disclosure of relationship with other Directors/KMP	Ms. Farah Malik Bhanji, Managing Director of the Company is the daughter of Mr. Rafique Abdul Malik, Chairman of the Company and sister of Ms. Alisha Malik, Whole-time Director	NIL
Number of Equity Shares held in the Company	39,34,000 Equity Shares of ₹ 5/- each.	9,969 Equity Shares of ₹ 5/- each. (Pursuant to exercise of the Stock Options of the Company granted to Mr. Dossani)
Number of Equity Shares held in the Company for any other person on a beneficial basis	Ms. Farah Malik Bhanji holds 7,53,70,920 Equity Shares of ₹ 5/- each as a Trustee of Rafique Malik Family Trust and 7,64,47,600 Equity Shares of ₹ 5/- each as a Trustee of Aziza Malik Family Trust	NIL
List of Directorship in other Companies as on March 31, 2025	1. Metro Athleisure Limited 2. Metro Plaza Arcade Private Limited 3. Metro Shopping Arcade Private Limited 4. Metro House Private Limited	1. Metro Athleisure Limited 2. Metro Plaza Arcade Private Limited 3. Metro House Private Limited 4. Metro Shopping Arcade 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	

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. Mumtaz Amirali Jaffer
Name of the director or key managerial personnel who is related, if any	Mr. Rafique Abdul Malik, Chairman
Nature of relationship	Ms. Mumtaz Amirali Jaffer is the sister of Mr. Rafique Abdul Malik, Chairman.
Nature, material terms, monetary value and particulars of the contract or arrangement	Re-appointment of Ms. Mumtaz Jaffer to hold office or place of profit in the Company as a retainer on the same terms and conditions as approved by the shareholders in the 46 th AGM of the Company including retainer fees not exceeding ₹5 lacs per month plus GST and out of pocket expenses.
Any other information relevant or important for the Members to take a decision on the proposed resolution	As per explanatory statement

Annexure A

Membership/Chairmanship across Listed Entities of Ms. Farah Malik Bhanji

Sr. No.	Name of the Company	Name of the Committee	Whether Member/Chairman
1.	Metro Brands Limited	Corporate Social Responsibility and Sustainability Committee	Chairperson
		Audit Committee	Member
		Stakeholders Relationship Committee	Member

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

