

Ref: MHL/Sec&Legal/2024-25/44

Date: August 22, 2024

To,
BSE Limited
Scrip Code: 542650

National Stock Exchange of India Ltd
Scrip Symbol: METROPOLIS

Dear Sir/ Madam,

Sub: Scrutinizer's Report of the 24th Annual General Meeting ("AGM")

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Scrutinizer's Report on the voting results of 24th AGM of the Company held on Wednesday, August 21, 2024.

The Scrutinizer's Report is also being placed on the website of the Company at www.metropolisindia.com

This is for your information and records.

Thanking you,
Yours faithfully,

For **Metropolis Healthcare Limited**

Kamlesh C Kulkarni
Head – Legal & Secretarial

Encl: A/a

BLOOD TESTS • DIAGNOSTICS • WELLNESS

METROPOLIS
The Pathology Specialist

Metropolis Healthcare Limited

Registered Office: 4th Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie Besant Road, Worli, Mumbai - 400030, Maharashtra, India.

Corporate Office & Global Reference Laboratory: 4th Floor, Commercial Building-1A, Kohinoor Mall, Vidyavihar (W), Mumbai - 400 070.

CIN: L73100MH2000PLC192798 **Tel No.:** 8422 801 801 **Email:** support@metropolisindia.com

Website: www.metropolisindia.com

AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

Regd. Office: 305, 3rd Floor, Building No. 2, Sector - 1, Millennium Business Park, Mahape,
Ghansoli, Navi Mumbai -400710, Maharashtra, India

Email: info@avsassociates.co.in

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REPORT OF SCRUTINIZER

On Remote E-Voting and Electronic Voting at the 24th Annual General Meeting

To,
Mr. Kamlesh C. Kulkarni
(Head - Legal & Secretarial)
Metropolis Healthcare Limited

The 24th Annual General Meeting (“AGM”) of the shareholders of **Metropolis Healthcare Limited** (hereinafter referred to as “the Company”) held on Wednesday, August 21, 2024 at 10:03 a.m. through Video Conferencing (“VC”) pursuant to General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, and Circular No. 02/2022 dated May 05, 2022, General Circular No. 10/2022 dated December 28, 2022, Circular No. 09/2023 dated September 25, 2023 respectively, issued by the Ministry of Corporate Affairs (“MCA Circulars”) and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/ CIR/P/2022/62 dated May 13, 2022, and Circular SEBI/HO/ CFD/PoD-2/ P/CIR/2023/4 dated January 05, 2023 and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities and Exchange Board of India (“SEBI Circulars”) and in compliance with the provisions of the Companies Act, 2013 (“Act”) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”).

Subject: Consolidated Scrutinizer’s Report on voting through remote e-voting and electronic voting at the AGM of the shareholders of the Company held on Wednesday, August 21, 2024 at 10:03 a.m. through Video Conferencing (“VC”) in terms of provisions of the Act read with the rules made thereunder and the applicable regulations of the Listing Regulations

- A. I, Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Practicing Company Secretaries, have been appointed as Scrutinizer by the Board of Directors of the Company at their meeting held on Tuesday, May 21, 2024 to conduct the following:
- (i) **Remote e-voting** done by the shareholders of the Company pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014; and

- (ii) **Electronic Voting at the AGM** held on Wednesday, August 21, 2024 under the provisions of Section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014 further read with MCA Circulars and SEBI Circulars.
- B. The compliance with the relevant provisions of the Act and rules made thereunder and applicable regulations of the Listing Regulations read with MCA Circulars and SEBI Circulars in relation to voting through remote e-voting, electronic voting at the AGM on the proposed resolutions mentioned in the Notice dated May 21, 2024, and the presence of quorum at the AGM is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in fair and transparent manner and render scrutinizer report based on reports generated from electronic voting system provided by National Securities Depository Limited ('NSDL') and votes casted by the shareholders.
- C. Pursuant to sections 101, 108 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company has confirmed that, the electronic copy of Notice of AGM along with the Annual Report for the financial year 2023-24 were sent to the shareholders whose e-mail addresses were registered with the Company/ Depository in compliance with MCA Circulars and SEBI Circulars.
- D. The Company had appointed NSDL for providing facility to the shareholders for participation in the AGM through VC and conducting the electronic voting by the shareholders at the AGM. After the time fixed for closing of electronic voting at AGM by the Chairperson, voting was closed, and votes cast were blocked.
- E. The shareholders of the Company holding equity shares as on the "Cut Off" date on Wednesday, August 14, 2024 were entitled to vote on the resolutions forming part of Notice of the AGM.
- F. The Company had availed the remote e-voting facility provided by NSDL for conducting the remote e-voting by the shareholders of the Company. The remote e-voting **commenced on Saturday, August 17, 2024 (09.00 a.m. IST) and ended on Tuesday, August 20, 2024 (05.00 p.m. IST)** and the NSDL remote e-voting portal was unblocked in the presence of Mr. Sameer Shinde and Mr. Anand Mukherjee, who are not in employment of the Company.
- G. I submit a consolidated report on the basis of the votes exercised by the shareholders of the Company through remote e-voting and e-voting during the AGM in respect of the resolutions proposed therein.

ORDINARY BUSINESS:**Item No. 1 - Ordinary Resolution**

Adoption of Audited Financial Statements of the Company (including consolidated financial statements) for the financial year ended March 31, 2024 together with the Reports of the Board of Directors and Auditors thereon.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	2,17,76,613	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	2,17,76,613	0.00	100	0.00
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,832	324	98.89	1.11
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,381	324	99.68	0.32
Grand Total		5,12,41,629	4,72,95,309	92.30	4,72,94,985	324	99.99	0.00

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 2 - Ordinary Resolution

Confirmation of Interim Dividend of INR 4/- (Indian Rupees Four Only) per equity share, declared by the Board as the final dividend for the financial year 2023-24.

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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	2,17,75,781	832	99.99	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	2,17,75,781	832	99.99	0.00
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,220	1.36	28,945	275	99.06	0.94
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,769	4.71	1,00,494	275	99.73	0.27
Grand Total		5,12,41,629	4,72,95,373	92.30	4,72,94,266	1,107	99.99	0.00

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 3 - Ordinary Resolution

Appointment of a Director in place of Dr. Sushil Shah (DIN: 00179918), who retires by rotation and being eligible, offers himself for the re-appointment.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]* 100	(4)	(5)	(6)= [(4)/(2)]* 100	(7)= [(5)/(2)]* 100
Promoter and Promoter Group	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	1,46,31,864	71,44,749	67.19	32.81
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	1,46,31,864	71,44,749	67.19	32.81
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,831	325	98.89	1.11
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,380	325	99.68	0.32
Grand Total		5,12,41,629	4,72,95,309	92.30	4,01,50,235	71,45,074	84.89	15.11

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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SPECIAL BUSINESS:

Item No. 4 - Ordinary Resolution

Ratification of the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2024-25

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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	2,17,76,613	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	2,17,76,613	0.00	100	0.00
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,547	609	97.91	2.09
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,096	609	99.40	0.60
Grand Total		5,12,41,629	4,72,95,309	92.30	4,72,94,700	609	99.99	0.00

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 5 - Special Resolution

Approval of change in designation of Dr. Sushil Shah from Whole-Time Director to Non-Executive Non-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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	1,69,91,550	47,85,063	78.03	21.97
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	1,69,91,550	47,85,063	78.03	21.97
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,525	631	97.84	2.16
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,074	631	99.37	0.63
Grand Total		5,12,41,629	4,72,95,309	92.30	4,25,09,615	47,85,694	89.88	10.12

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 6 - Special Resolution

Approval of the remuneration payable to Dr. Sushil Shah as Non-Executive Non-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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	1,00,30,857	1,17,45,756	46.06	53.94
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	1,00,30,857	1,17,45,756	46.06	53.94
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,146	1.36	28,473	673	97.69	2.31
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,695	4.70	1,00,022	673	99.33	0.67
Grand Total		5,12,41,629	4,72,95,299	92.30	3,55,48,870	1,17,46,429	75.16	24.84

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 7 - Special Resolution

Approval of the change in designation of Ms. Ameera Shah from Managing Director to Whole-Time Director in the capacity of Chairperson of the Company and revision in terms of remuneration.

Category	Mode of Voting	No. of shares held	No. of votes polled*	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
		(1)	(2)	(3) = [(2)/(1)]*100	(4)	(5)	(6)= [(4)/(2)]*100	(7)= [(5)/(2)]*100
Promoter and Promoter Group	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	2,17,08,760	67,853	99.69	0.31
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	2,17,08,760	67,853	99.69	0.31
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,738	418	98.57	1.43
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,287	418	99.58	0.42
Grand Total		5,12,41,629	4,72,95,309	92.30	4,72,27,038	68,271	99.86	0.14

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 8 – Ordinary Resolution

Approval of the appointment of Dr. Aparna Rajadhyaksha as Non-Executive 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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	2,17,56,409	20,204	99.91	0.09
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	2,17,56,409	20,204	99.91	0.09
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,556	600	97.94	2.06
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	100705	4.70	1,00,105	600	99.40	0.60
Grand Total		5,12,41,629	4,72,95,309	92.30	4,72,74,505	20,804	99.96	0.04

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 9 – Special Resolution

Approval of the revision in the pool size of Restrictive Stock Units (RSUs) and other terms of Metropolis -Restrictive Stock Unit Plan – 2020.

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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	41,92,609	1,75,84,004	19.25	80.75
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	41,92,609	1,75,84,004	19.25	80.75
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,810	346	98.81	1.19
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,359	346	99.66	0.34
Grand Total		5,12,41,629	4,72,95,309	92.30	2,97,10,959	1,75,84,350	62.82	37.18

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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Item No. 10 – Special Resolution

Approval of extension of the Metropolis-Restrictive Stock Unit Plan, 2020 to the eligible employees of the Subsidiary(ies) and/or Associate Company(ies), if any, 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	Remote E-voting	2,54,17,991	2,54,17,991	100	2,54,17,991	0.00	100	0.00
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,54,17,991	2,54,17,991	100.00	2,54,17,991	0.00	100.00	0.00
Public Institutions Holders	Remote E-voting	2,36,82,661	2,17,76,613	91.95	41,92,609	1,75,84,004	19.25	80.75
	E-voting at AGM		0.00	0.00	0.00	0.00	0.00	0.00
	Total	2,36,82,661	2,17,76,613	91.95	41,92,609	1,75,84,004	19.25	80.75
Public - Non Institutions Holders	Remote E-voting	21,40,977	29,156	1.36	28,513	643	97.79	2.21
	E-voting at AGM		71,549	3.34	71,549	0.00	100	0.00
	Total	21,40,977	1,00,705	4.70	1,00,062	643	99.36	0.64
Grand Total		5,12,41,629	4,72,95,309	92.30	2,97,10,662	1,75,84,647	62.82	37.18

* No. of votes polled does not include 'No. of votes invalid'

Invalid votes	0.00
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- H. As requested by the Management, I am submitting this report on the results of remote e-voting together with the results of electronic voting facilitated at the AGM.
- I. Register/List of equity shareholders who voted “FOR”, “AGAINST” and those whose votes were declared invalid and all relevant records handed over to the Company Secretary of the Company.

Thanking you,
Yours faithfully,

**For AVS & Associates
Company Secretaries**

For Metropolis Healthcare Limited

**Vijay Yadav
Partner
Mem. No: F11990
CP No: 16806
Peer Review No: 1451/2021
UDIN: F011990F001020778**

**Kamlesh C. Kulkarni
(Head - Legal & Secretarial)**

**Place: Navi Mumbai
Date: August 22, 2024**