

Ref: MHL/Sec&Legal/2024-25/98

February 10, 2025

To,
BSE Limited
Scrip Code: 542650

National Stock Exchange of India Ltd.
Scrip Symbol: METROPOLIS

Dear Sir/Madam,

Sub: Scrutinizer's Report

In continuation to our letter dated January 10, 2025, please find enclosed herewith Scrutinizer's Report on the resolution relating to issue, offer and allot Equity Shares on a Preferential Basis passed by way of Postal Ballot through remote e-voting process.

The aforesaid resolution has been passed by the shareholders with requisite majority.

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

You are requested to take the above information on record.

Thanking you,
Yours faithfully,

For **Metropolis Healthcare Limited**

Kamlesh C Kulkarni
Head – Legal & Secretarial

Encl: A/a



AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

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REPORT OF SCRUTINIZER

**On Remote E- Voting and Electronic Voting in respect of Resolution proposed through Postal
Ballot**

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

**To,
Kamlesh C Kulkarni
Head - Legal & Secretarial
Metropolis Healthcare Limited**

- A. The Board of Directors of **M/s. Metropolis Healthcare Limited (hereinafter referred to as "the Company")** has appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Company Secretaries as the Scrutinizer by way of resolution passed by Board of Directors of the Company in their meeting held on Monday, December 09, 2024, for the purpose of Scrutinizing remote e-voting in connection with the Postal Ballot conducted pursuant to the provisions of Section 110 of the Companies Act, 2013 read with rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 ("**the Rules**") and other applicable provisions, if any, of the Companies Act, 2013 (**the "Act"**) read with the the General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and latest one being General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (collectively '**MCA Circulars**') and SEBI Circular No. SEBI/HO/CFD/ CMD1/CIR/ P/2020/79 dated May 12, 2020 and subsequent circulars issued in this regard and latest one being SEBI 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 (collectively '**SEBI Circulars**') and in compliance with the provisions of the Companies Act, 2013 ('the Act') and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ("**SS2**") issued by the Institute of Company Secretaries of India and any other applicable law, rules and regulations, only through the E-voting process in a fair and transparent manner for following Special Resolution as mentioned in the Notice of Postal Ballot dated January 10, 2025.

1. Considered and approved the issue , offer and allotment of Equity Shares on a Preferential Basis

- B. The Compliance with the relevant provisions of the Act and rules made thereunder read with MCA Circulars in relation to e-voting on the proposed resolution mentioned in the Postal ballot notice dated January 10, 2025, is the responsibility of the Management. My responsibility as a scrutinizer is to ensure that the voting process in all modes are conducted in a fair and transparent manner and render scrutinizer report based on reports generated from the electronic voting system provided by National Securities Depository Limited ('NSDL').
- C. The Company had appointed NSDL to provide an e-voting facility to the shareholders for casting their votes on the proposed resolution. After the time fixed for the closing of E-voting, voting was closed and votes cast were unblocked.
- D. The members of the Company holding shares as on the "**Cut Off**" date i.e. **Friday, January 03, 2025** were entitled to vote on the resolution forming part of the notice of the postal ballot.
- E. The Company had availed the e-voting facility provided by NSDL for conducting voting on Postal Ballot by the shareholders of the Company. **The remote e-voting commenced from Saturday, January 11, 2025 at 9:00 A.M. (IST) and ended on Sunday, February 09, 2025 at 5:00 P.M. (IST)** (both days inclusive) and the NSDL e-voting portal was unblocked in presence of Ms. Meet Karia and Ms. Disha Kantaria who are not in employment of the Company.
- F. The results of remote e-voting on Postal Ballot are as under:

SPECIAL BUSINESS:

ITEM NO. 1 - SPECIAL RESOLUTION

Considered and approved the issue , offer and allotment of Equity Shares on a Preferential Basis

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	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0.00	100.00	0.00
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		2,53,27,991	2,53,27,991	100.00	2,53,27,991	0.00	100.00
Public Institutions Holders	E-voting	2,39,62,326	2,24,05,708	93.50	2,22,32,516	1,73,192	99.23	0.77
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		2,39,62,326	2,24,05,708	93.50	2,22,32,516	1,73,192	99.23
Public - Non Institutions Holders	E-voting	19,77,019	53,232	2.69	52,967	265	99.50	0.50
	Poll		0.00	0.00	0.00	0.00	0.00	0.00
	Physical Ballot		0.00	0.00	0.00	0.00	0.00	0.00
	Total		19,77,019	53,232	2.69	52,967	265	99.50
Grand Total		5,12,67,336	4,77,86,931	93.21	4,76,13,474	1,73,457	99.64	0.36

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

G. Register/List of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid and all relevant records handed over to Head - Legal & Secretarial of the Company for safekeeping.

Thanking you,
Yours faithfully,

**For AVS & Associates
Company Secretaries**

For Metropolis Healthcare Limited

**Vijay Yadav
Partner
Mem. No: F11990
COP No: 16806
Peer Review No: 1451/2021
UDIN: F011990F003911083**

**Mr. Kamlesh C Kulkarni
Head - Legal & Secretarial**

**Place: Navi Mumbai
Date: February 10, 2025**