

To,  
**BSE Limited**  
Scrip Code: 542650

**National Stock Exchange of India Ltd**  
Scrip Symbol: METROPOLIS

Dear Sir/ Madam,

Sub: Proceedings of the 24<sup>th</sup> Annual General Meeting (“AGM”) of Metropolis Healthcare Limited (“Company”) held on August 21, 2024.

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that the 24<sup>th</sup> AGM of the Company was held today i.e Wednesday, August 21, 2024 through Video Conferencing (“VC”) at 10:03 a.m. (IST) and concluded at 10:43 a.m. (IST) in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

In this regard, we enclose herewith the proceedings of the 24<sup>th</sup> AGM.

Kindly take the same on record.

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:** 4<sup>th</sup> Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie Besant Road, Worli, Mumbai - 400030, Maharashtra, India.

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

**CIN:** L73100MH2000PLC192798 **Tel No.:** 8422 801 801 **Email:** [support@metropolisindia.com](mailto:support@metropolisindia.com)

**Website:** [www.metropolisindia.com](http://www.metropolisindia.com)

## Proceedings of the 24<sup>th</sup> Annual General Meeting of the Company

The 24<sup>th</sup> Annual General Meeting (“AGM”) of the shareholders of Metropolis Healthcare Limited (“Company”) was held on Wednesday, August 21, 2024 through Video Conferencing (“VC”). The meeting commenced at 10:03 a.m. (IST) and concluded at 10:43 a.m. (IST) [including the time allowed for e-voting during the AGM].

Ms. Ameera Shah, Chairperson and Whole-time Director, welcomed the shareholders who participated in the meeting. She then introduced the Directors, Key Managerial Personnel(s) and other(s) present at the meeting through VC as follows:

Name	Designation
Dr. Sushil Shah	Chairman Emeritus and Whole-time Director
Mr. Subramanian Ranganathan	Independent Director and Chairman of Audit Committee
Ms. Anita Ramachandran	Independent Director and Chairperson of the CSR & ESG Committee and the Nomination and Remuneration Committee
Mr. Hemant Sachdev	Non-Executive Non-Independent Director
Dr. Aparna Rajadhyaksha	Additional Non-Executive Non-Independent Director
Mr. Surendran C.	Chief Executive Officer
Mr. Rakesh Agarwal	Chief Financial Officer
Mr. Kamlesh Kulkarni	Head – Legal & Secretarial (“Company Secretary”)
Mr. Aditya Shinde	Finance Controller

Leave of absence were sought by Mr. Vivek Gambhir and Mr. Sanjay Bhatnagar, Independent Directors of the Company, due to their pre-occupation.

The Chairperson confirmed the presence of below mentioned persons attending through VC:

Name	Designation
Mr. Rajesh Mehra	Partner of BSR & Co. LLP, Statutory Auditors of the Company
Mr. Mannish Ghia	Partner of M/s. Manish Ghia & Associates, Secretarial Auditors of the Company
Mr. Shankar V.	Associate of M/s. Manish Ghia & Associates, Secretarial Auditors of the Company
Ms. Supriya Tambe	Partner of M/s. Joshi Apte & Associates, Cost Auditors of the Company
Mr. Vijay Yadav	Partner of M/s. AVS & Associates, Scrutinizer for the meeting

The Chairperson then requested Company Secretary to brief the shareholders regarding the arrangements made for the meeting. The Company Secretary inter-alia informed the shareholders that:

1. The Company has made all feasible efforts to enable the shareholders to participate at the meeting through the video conferencing facility and vote electronically.
2. The Company had provided remote e-voting facility administered by National Securities Depository Limited (NSDL) in respect of the resolutions to be passed at the meeting. The remote e-voting commenced at 09.00 a.m. on Saturday, August 17, 2024, and ended at 05.00 p.m. on Tuesday, August 20, 2024. Further, the facility for voting through the e-voting system during the AGM will also be made available for shareholders who had not cast their vote prior to the meeting.

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3. Mr. Vijay Yadav, Partner of M/s. AVS & Associates, Practicing Company Secretaries was appointed as a scrutinizer to scrutinize the process of remote e-voting and e-voting during the AGM in a fair and transparent manner and provide the consolidated results.
4. A soft copy of the Annual Report was sent to all those shareholders whose email addresses were registered with the Company and RTA.
5. 38 shareholders attended the AGM through VC.

As the requisite quorum was present, he requested the Chairperson to address the shareholders of the Company.

The Chairperson addressed the shareholders and gave a brief overview of financial highlights for the financial year 2023-24 and shared the key strategic focus areas of the Company as part of Metropolis 3.0 strategy.

The Chairperson then handed over the proceedings to the Company Secretary, who called out the following items of business, as per the Notice of AGM, which were transacted:

Sr. No.	Details of the Resolution(s)	Type of Resolution
1.	To receive, consider and adopt the 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	Ordinary
2.	To confirm the 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	Ordinary
3.	To consider 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	Ordinary
4.	To ratify the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the financial year 2024-25	Ordinary
5.	To approve the change in designation of Dr. Sushil Shah from Whole-Time Director to Non-Executive Non-Independent Director of the Company	Special
6.	To approve the remuneration payable to Dr. Sushil Shah as Non-Executive Non-Independent Director of the Company	Special
7.	To approve 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	Special
8.	To approve the appointment of Dr. Aparna Rajadhyaksha as Non-Executive Director of the Company	Ordinary

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9.	To approve the revision in the pool size of Restrictive Stock Units (RSUs) and other terms of Metropolis – Restrictive Stock Unit Plan – 2020	Special
10.	To approve 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	Special

Thereafter, the Company Secretary opened the floor for the speaker shareholders, to express their views and queries which were suitably responded by the Chairperson.

Further, the Company Secretary informed that the e-voting facility shall be available for 15 minutes after the conclusion of AGM for the shareholders who have not cast their vote through remote e-voting. He further apprised that the e-voting results along with the Scrutinizer's Report shall be made available on the website of the stock exchanges i.e. BSE Limited and National Stock Exchange of India Ltd. at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively and would also be placed on the website of the Company i.e. [www.metropolisindia.com](http://www.metropolisindia.com) and website of NSDL i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com) within two working days of the conclusion of the meeting.

The Chairperson thanked the Shareholders, Directors, Senior Management, Auditors and Employees of the Company and declared the meeting as concluded.

**NOTE:**

- 1) The Company will separately intimate the voting results (remote e-voting and e-voting during the AGM) to the stock exchanges.
- 2) This document does not constitute minutes of the proceedings of the Annual General Meeting of the Company.

For **Metropolis Healthcare Limited**

Kamlesh C Kulkarni  
Head – Legal & Secretarial

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