

To,  
Head, Listing Compliance Department  
BSE Limited,  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Mumbai – 400 001.

Scrip Code: 542650

To,  
Head, Listing Compliance Department,  
National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1. G Block,  
Bandra – Kurla Complex, Bandra (East),  
Mumbai – 400 051

Scrip Symbol: METROPOLIS

**Subject: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Postal Ballot Notice**

Dear Sir/ Madam,

Pursuant to Regulations 30 read with Schedule III Part A Para A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 please find attached copy of Postal Ballot Notice sent to shareholders of the Company pursuant to Section 108 and 110 of the Companies Act, 2013, Rule 20 and 22 of the Companies (Management & Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, for their approval. The said documents are being sent to the Members whose names appear in the Register of Members/Beneficial Owners as on Friday, September 22, 2023 i.e., the Cut-off date for the said purpose.

The Company has engaged the services of NSDL for the purpose of providing e-voting facility to Members. The e-voting will commence from 9:00 am on Thursday, September 28, 2023 and end at 5:00 pm on Friday, October 27, 2023. The notice of the Postal Ballot is also available on our website i.e., [www.metropolisindia.com](http://www.metropolisindia.com), and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com), National Stock Exchange of India [www.nseindia.com](http://www.nseindia.com) and on the website of National Securities Depository Limited ('NSDL') (agency for providing the e-voting system) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

You are requested to take the above information on record.

This is for your information and record.

Thanking you,

Yours faithfully

For **Metropolis Healthcare Limited**

**Neha Shah**  
**Interim Company Secretary &**  
**Compliance Officer**  
**Membership No. A51465**

Enclosed: a/a

**BLOOD TESTS • DIAGNOSTICS • WELLNESS**

**METROPOLIS**  
The Pathology Specialist

**Metropolis Healthcare Limited**

Registered & Corporate Office: 250 D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai - 400 030.

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

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

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



**METROPOLIS HEALTHCARE LIMITED**

**Corporate Identity Number (CIN):** L73100MH2000PLC192798

**Registered Office:** 250 - D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai - 400030.

**Tel:** +91 8422801801 **Website:** [www.metropolisindia.com](http://www.metropolisindia.com)

**E-mail:** [investor.relations@metropolisindia.com](mailto:investor.relations@metropolisindia.com)

**NOTICE OF POSTAL BALLOT**

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

**Dear Member(s),**

Notice is hereby given pursuant to and in compliance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 ("**the Act**") read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**") (including any statutory amendment(s), modification(s) or re-enactment thereof for the time being in force), General Circular No. 14/2020 dated April 8, 2020, the General Circular No. 17/2020 dated April 13, 2020, the General Circular No. 22/2020 dated June 15, 2020, the General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 and including General Circular No. 20/2021 dated December 8, 2021, General Circular No. 3/2022 dated May 05, 2022 and General Circular No. 10/2022 dated December 28, 2022 ("**MCA Circulars**"), Secretarial Standard-2 on General Meeting ("**SS-2**") issued by the Institute of Company Secretaries of India, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations**") and other applicable laws and regulations, the resolution being set out below is proposed to be passed by the Members of the Company through postal ballot by way of remote E-voting process ("**E-voting**") The Explanatory Statement pursuant to Section 102(1) and other applicable provisions of the Act read with the Rules setting out all material facts relating to the resolutions mentioned in this Postal Ballot Notice ("**Postal Ballot Notice**") is annexed hereto.

Pursuant to Rule 22 (5) of the Rules, the Board of Directors in their Meeting held on August 02, 2023, has approved the appointment of Mr. Vijay Yadav (Mem. No. FCS 11990), Partner of AVS & Associates, Practicing Company Secretaries, as the scrutinizer ("**Scrutinizer**") for conducting the E-voting process in a fair and transparent manner.

In accordance with the provisions of the MCA Circulars, the Company is allowed to send Postal Ballot Notice in electronic form only and hard copy of the Postal Ballot Notice along with the Postal Ballot Forms and pre-paid business envelope is not required to be sent to the shareholders for the Postal Ballot undertaken up to September 30, 2023. Hence, the Company is sending the Postal Ballot Notice to those shareholders whose names appear on the Register of Members/List of Beneficial Owners in respect of fully paid-up shares as on Friday, September 22, 2023, being the cut-off date for the purpose, through electronic form only, whose email address is registered with Registrar & Transfer Agent viz. Link Intime India

Private Limited (“RTA”) or Depository Participants and such shareholders are requested to record their assent or dissent through remote e-voting facility provided for this Postal Ballot.

Shareholders are requested to read the instructions in the Notes under the section “**General information and instructions relating to e-voting**” in this postal ballot notice (“Postal Ballot Notice”) to cast their vote electronically.

The Scrutinizer will submit his report to the Chairman of the Board or to any other person authorised by him after completion of scrutiny of the e-voting. The results shall be declared on or before Monday, October 30, 2023. The Results declared along with the report of Scrutinizer shall be placed on the website of the Company [www.metropolisindia.com](http://www.metropolisindia.com) and on website of NSDL immediately after declaration of results by the Chairman or person authorized by him in this behalf. The Company shall simultaneously forward the results to BSE and NSE, where the shares of the Company are listed.

**Items of Special Business requiring consent of shareholders through Postal Ballot:**

**Item No. 1 - Appointment of Mr. Subramanian Ranganathan (DIN: 00125493) as a Non-Executive Independent Director of the Company:**

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Section 149, 150, 152 and other applicable provisions of Companies Act, 2013 (**‘Act’**) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**‘Listing Regulations’**) (including any statutory amendment(s), modifications or re-enactment thereof and rules made thereunder, for the time being in force), and the Articles of Association of the Company, and in accordance with the recommendation of the Nomination and Remuneration Committee, and duly approved by the Board of Directors of the Company, Mr. Subramanian Ranganathan (DIN: 00125493), who was appointed as an Additional Director (Non-Executive Independent) of the Company effective August 21, 2023, and who is eligible for appointment and who has consented to act as a Director and in respect of whom the Company has received a notice in writing from a Member under Section 160(1) of the Act, proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149 and 152 of the Act, read with Schedule IV and other applicable provisions of the Act (including any statutory modification(s), amendment(s), or re-enactment thereof for the time being in force), the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended and Regulation 17 and other applicable Regulations of Listing Regulations, as amended, and the Articles of Association of the Company, the appointment of Mr. Subramanian Ranganathan (DIN: 00125493), who meets the criteria for independence as provided in Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the Listing Regulations, and who has submitted a declaration to that effect, and who is eligible for appointment, be and is hereby appointed, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (Five) years commencing from August 21, 2023 to August 20, 2028 (both days inclusive).

**RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Subramanian Ranganathan (DIN: 00125493) shall be entitled to receive the fees and remuneration including by way of commission not exceeding in the aggregate 1% per annum of the net profits of the Company for each Financial year as permitted to be received in a capacity of Non-Executive, Independent Director under the Act and Listing Regulations, as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and execute all documents and filling of requisites forms that may be required on behalf of the Company, and generally to do all acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to this resolution.”

**Place: Mumbai**

**By Order of the Board of Directors**

**Date: August 02, 2023**

**SD/-**

**Ameera Shah**

**Managing Director**

**DIN: 00208095**

**Registered Office:**

**Metropolis Healthcare Limited**

**(CIN: L73100MH2000PLC192798)**

**250 D Udyog Bhavan, Hind Cycle Marg,**

**Worli, Mumbai - 400030 Tel: +91 22 33993939**

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

**Notes:**

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”), read with Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Secretarial Standard-2 on General Meetings and Regulation 17 (11) and Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended pertaining to the said Resolutions setting out the material facts concerning the said items and the reasons thereof is annexed hereto, which forms part of this Postal Ballot Notice for your consideration.
2. In compliance with the MCA Circulars, the Notice along with the instructions regarding e-voting is being sent by email to all those members, whose email addresses are registered with the Company or with the depository(ies)/depository participants and whose names appear in the register of members/list of beneficial owners as on the **Cut-off date i.e.**, Friday, September 22, 2023. The Notice shall also be uploaded on the website of the Company at [www.metropolisindia.com](http://www.metropolisindia.com) and on the website of BSE Limited [www.bseindia.com](http://www.bseindia.com) and of National Stock Exchange of India [www.nseindia.com](http://www.nseindia.com), also on the website of National Securities Depository Limited (‘NSDL’) (agency for providing the e-voting system) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com). All the Members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
3. All the material documents referred in the Explanatory Statement, shall be available for inspection through electronic mode only. Members who wish to inspect such documents are requested to send an email to [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com) mentioning their name, Folio no. / Client ID and DP ID, and the documents they wish to inspect, with a self-attested copy of their PAN card attached to the email.
4. To comply with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI

LODR Regulations, SS-2 and MCA Circulars, the Members are provided with the facility to cast their vote electronically through remote e-voting services provided by NSDL. Instructions for remote e-voting are provided in the Notice.

5. Dispatch of the Notice shall be deemed to be completed on Wednesday, September 27, 2023.
6. The voting rights of the Members shall be reckoned in proportion to their shares of the paid-up equity share capital as on Cut-off date i.e. Friday, September 22, 2023, being the 'cut-off date fixed for this purpose. Any person who is not a member as on cut-off date should treat this notice for information purpose only.
7. The voting period will commence from 09:00 A.M. (IST) on Thursday, September 28, 2023, and end on 05:00 P.M. (IST) on Friday, October 27, 2023. The e-voting module shall be disabled for voting thereafter.
8. The Board of Directors have appointed Mr. Vijay Yadav (Mem. No. FCS 11990), Partner of AVS & Associates, Practising Company Secretaries, as the Scrutinizer to scrutinize the Postal Ballot process in a fair and transparent manner.
9. The Scrutinizer shall, after conclusion of the voting period, prepare report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him.
10. The declared results along with the report of Scrutinizer shall be intimated to Exchanges i.e. BSE & NSE, where the shares of the Company are listed and will be uploaded on the respective sites accordingly. Additionally, the results will also be uploaded on the Company's website at [www.metropolisindia.com](http://www.metropolisindia.com).
11. The resolution, if approved, shall be deemed to have been passed on the last date of e-voting i.e. Friday, October 27, 2023.

1. **General information and instructions relating to e-voting are as under:**

- i. Remote e-voting period shall commence on Thursday, **September 28, 2023 at 09.00 a.m.** and end on **Friday, October 27, 2023 at 05.00 p.m.** (both days inclusive). 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. Friday, September 22, 2023, 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 Friday, September 22, 2023.

**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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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 Depository Participants. 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li>1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li><li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “<b>Login</b>” 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 hold 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 <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li><li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li></ol>

	<p style="text-align: center;">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 style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. 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 <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting 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. 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.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant 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 Depository site 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.</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.**

<b>Login type</b>	<b>Helpdesk details</b>
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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000 and 022 - 2499 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

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 or folio number for shares held in physical form. 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 vijay.yadav@avsassociates.co.in with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Officer at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**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 physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com).
2. 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 [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com). If you are an Individual shareholders 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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 Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES  
ACT, 2013**

As required under Section 102 read with Section 110 of the Companies Act, 2013 and rules made thereunder, the following Explanatory Statement sets out the material facts in relation to the proposed Special Resolution for Item No. 1 of the accompanying Notice.

**ITEM NO: 1**

The Board of Directors of the Company, based on the recommendation of the Nomination and Remuneration Committee and pursuant to the provisions of Section 161(1) of the Companies Act, 2013 ("the Act") read with the Articles of Association of the Company, approved the appointment of Mr. Subramanian Ranganathan (DIN: 00125493) as an Additional Director, in the category of Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from August 21, 2023, subject to approval of the shareholders.

Mr. Subramanian Ranganathan is an accomplished professional with a rich academic and professional background. He holds a Bachelor of Commerce degree, with a specialization in Accounting, and has also successfully completed his L.L.B. in General Law. His commitment to continuous learning and professional development is evident from his memberships in prestigious institutes, such as the Institute of Chartered Accountants of India, the Institute of Company Secretaries of India, and the Institute of Cost & Works Accountants of India.

Throughout his illustrious career, Mr. Ranganathan has held key leadership positions in various esteemed organizations. He has contributed significantly to the financial sector, with notable roles as Finance Controller & Company Secretary at Citicorp Finance (India) Limited, Senior Vice President - Finance/Country Controller at Citi Bank NA, and CFO & Director at Bank of America. His expertise also extends to the role of President & Group CFO at Edelweiss Financial Services Limited, where he played a crucial part in the company's success. In his most recent endeavor as the Managing Director of ECL Finance Ltd., Mr. Ranganathan continued to showcase his exceptional knowledge and experience in the areas of Finance & Management. With an impressive track record spanning four decades, he has proven to be a valuable asset to every organization he has been associated with.

Mr. Subramanian Ranganathan's exceptional capabilities, extensive experience, and commitment to excellence make him a distinguished leader in the finance industry.

The Company has received declaration from him that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the Listing Regulations. He has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given his consent to act as a Director. The Board of Directors has taken on record the declaration and confirmation submitted by him.

Further, Mr. Ranganathan has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties as an Independent Director of the Company.

Considering his extensive knowledge and experience in finance as well as his educational background, in the opinion of the Board, the appointment of Mr. Subramanian Ranganathan

as an Independent Director is in best interest of the Company and hence your Directors seek your approval by way of Special Resolution for appointment of Mr. Subramanian Ranganathan as a Non-Executive Independent Director of the Company for a term of 5 (Five) consecutive years with effect from August 21, 2023 to August 20, 2028 and shall not be liable to retire by rotation.

Further, Mr. Subramanian Ranganathan shall be entitled to receive the fees and remuneration including by way of commission not exceeding in aggregate 1% per annum of the net profits of the Company for each Financial year as permitted under the Act and Listing Regulations and the quantum, proportion, manner of such payment and distribution shall be as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

None of the Promoters, Directors and Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution. The relatives of Mr. Subramanian Ranganathan may be deemed to be interested in the said resolution, to the extent of their respective shareholding, if any, in the Company.

A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment of Independent Directors is available for inspection on the website of the Company at [www.metropolisindia.com](http://www.metropolisindia.com).

The Board recommends the **Special Resolution** set out at **Item No. 1** of the accompanying Notice in the interest of the Company.

Place: Mumbai

Date: August 02, 2023

By Order of the Board of Directors

Registered Office:

Metropolis Healthcare Limited

(CIN: L73100MH2000PLC192798)

250 D, Udyog Bhavan, Hind Cycle Marg,

Worli, Mumbai - 400030

Tel: +91 22 33993939

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

SD/-

Ameera Shah

Managing Director

DIN: 00208095

**Additional Disclosures/Information/Brief Resume pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 and applicable provisions of Secretarial Standards - 2**

<b>Name of the Director</b>	Mr. Subramanian Ranganathan
<b>DIN</b>	00125493
<b>Date of Birth &amp; Age</b>	<b>DOB:</b> November 03, 1963 <b>Age:</b> 59 years
<b>Date of first appointment on the Board</b>	August 21, 2023
<b>Category</b>	Non- Executive, Independent Director
<b>Qualification</b>	<ul style="list-style-type: none"> <li>• Bachelor of Commerce in Accounting from University of Bombay</li> <li>• Member of Institute of Chartered Accountants of India</li> <li>• Member of Institute of Company Secretaries of India</li> <li>• Member of Institute of Cost &amp; Works Accountants of India</li> <li>• Bachelor of Law in General Law from University of Bombay</li> </ul>
<b>Nature of expertise in specific functional areas and Experience</b>	More than 4 decades of experience in Finance & Management. His recent job experience includes being Managing Director of ECL Finance Limited & President & Group CFO of Edelweiss Financial Services Limited
<b>Terms and conditions of appointment &amp; Remuneration</b>	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
<b>Number of shares held in the Company</b>	Nil
<b>Remuneration to be paid</b>	As per the resolution set out in the Notice read with Explanatory Statement thereto
<b>Directorships held in other companies including the Company as on the date of the Postal Ballot Notice</b>	Refer <b>Annexure A</b>
<b>Membership/ Chairmanship of Committees of other Boards as on date of the Postal Ballot Notice</b>	Refer <b>Annexure A</b>
<b>Relationship with other Director, Manager and other Key Managerial Personnel of the Company</b>	No Relations
<b>Name of listed entities from which the person has resigned in the past three years as Director</b>	Nil
<b>Skills and capabilities required for position of Independent Director and the manner in</b>	Mr. Ranganathan's extensive experience in finance, management, and company secretarial

<p><b>which the proposed person meets such requirements</b></p>	<p>functions equips him with a strong understanding of corporate governance principles and practices. With his background in accounting and finance, Mr. Ranganathan demonstrates excellent financial acumen to analyse financial reports and performance. As a former CFO and Director, Mr. Ranganathan has displayed strong leadership and communication skills, making him an effective contributor during board discussions.</p>
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**Annexure A - Details of Other Directorships and Committee memberships held by Mr. Ranganathan:**

<b>Sr. No.</b>	<b>Name of the Company in which he is a Director</b>	<b>Details of Committee Membership Chairmanship in the Company</b>
1.	Proventus Agrocom Limited	Chairman of Audit Committee & Stakeholder Relationship Committee

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