



Registered Office: 250 D Udog Bhavan, Hind Cycle Marg, Worli, Mumbai 400030
CIN: L73100MH2000PLC192798: Tel: 02233993939/66505555
Email Id: Investor.relations@metropolisindia.com; Website: www.metropolisindia.com

Ref: MHL/Sec&Legal/2019-20/87

Date: April 8, 2020

To, Head, Listing Compliance Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Mumbai - 400 001.	Head Listing Compliance Department National Stock Exchange of India Limited Exchange Plaza, Plot No. C/1. G Block, Bandra -Kurla Complex, Bandra (East), Mumbai- 400051.
Scrip Code: 542650	Scrip Symbol: METROPOLIS

Subject: Voting result of Postal Ballot

**Reference: Regulations 30 and 44 of the Securities and Exchange Board of India
(Listing Obligations and Disclosure Requirements) Regulations, 2015**

Dear Sir / Madam,

Pursuant to provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), we wish to inform that, following resolutions have been passed by the members of the company with requisite majority on April 06, 2020 being the last date of receiving postal ballot and E-Voting:

1. Approval for Metropolis–Restrictive Stock Unit Plan, 2020 for the employees of the Company.
2. Extension of the Metropolis–Restrictive Stock Unit Plan, 2020 to the employees of the subsidiary company (ies), if any, of the Company.

Please find enclosed herewith the following:

1. Voting results as required under Regulation 44 of the Listing Regulations.
2. Report of Scrutinizer dated April 07, 2020 pursuant to the provisions of Section 108 and Section 110 of the Companies Act, 2013 and read with Companies (Management and Administration) Rules, 2014.

The voting results along with the Scrutinizer's Report will also be available on the Company's website: www.metropolisindia.com and will also be available on the website of Central Depository Services (India) Limited www.evotingindia.com .

Kindly take the same on your records.

Yours faithfully

For Metropolis Healthcare Limited

Sd/-

Poonam Tanwani
Company Secretary & Compliance Officer
Membership No.: A19182
Encl: As mentioned above



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Annexure A

Postal Ballot Voting Results
Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Name of the Company	Metropolis Healthcare Limited
Date of Postal Ballot Notice	March 2, 2020
Voting:	
Start Date	March 8, 2020
End Date	April 6, 2020
Total No. of Shareholders as on Cut-off date i.e., March 3, 2020	17434
No. of shareholders present in meeting either in person or through proxy: Promoter & Promoter Group Public Shareholders	Not Applicable
No. of shareholders attended the meeting through Video Conferencing Promoter & Promoter Group Public Shareholders	Not Applicable
Resolution required (Ordinary / Special)	Special Resolution
Whether promoter / promoter group interested in the agenda / resolution	No

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Resolution No.1

Resolution Required : (Special)			1 - Approval for Metropolis-Restrictive Stock Unit Plan, 2020 for the Employees of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	28,807,536	28,807,536	100.00%	28,807,536	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		28,807,536	100.00%	28,807,536	0	100.00%	0.00%
Public Institutions	E-Voting	11,157,618	9,658,666	86.57%	6,565,724	3,092,942	67.98%	32.02%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		9,658,666	86.57%	6,565,724	3,092,942	67.98%	32.02%
Public Non Institutions	E-Voting	10,665,412	436	0.00%	330	106	75.69%	24.31%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		7,179,888	67.32%	7,179,887	0	100.00%	0.00%
	Total		7,180,324	67.32%	7,180,217	106	100.00%	0.00%
Total		50,630,566	45,646,526	90.16%	42,553,477	3,093,048	93.22%	6.78%

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
1	Postal Ballot ¹	Already remote e-voted	1

1 Vote cast through Remote E-Voting has been considered and voting through postal ballot has been treated as invalid.

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Resolution No.2

Resolution Required : (Special)			2 - Approval for Extension of the Metropolis–Restrictive Stock Unit Plan, 2020					
			to the employees of the Subsidiary Company (ies), if any, of the Company.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
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	28,807,536	28,807,536	100.00%	28,807,536	0	100.00%	0.00%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		28,807,536	100.00%	28,807,536	0	100.00%	0.00%
Public Institutions	E-Voting	11,157,618	9,658,666	86.57%	6,565,724	3,092,942	67.98%	32.02%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		0	0.00%	0	0	0.00%	0.00%
	Total		9,658,666	86.57%	6,565,724	3,092,942	67.98%	32.02%
Public Non Institutions	E-Voting	10,665,412	426	0.00%	284	142	66.67%	33.33%
	Poll		0	0.00%	0	0	0.00%	0.00%
	Postal Ballot		7,179,905	67.32%	7,179,904	0	100.00%	0.00%
	Total		7,180,331	67.32%	7,180,188	142	100.00%	0.00%
Total		50,630,566	45,646,533	90.16%	42,553,448	3,093,084	93.22%	6.78%

Invalid Votes:

Total number of members whose votes were declared invalid	Mode of Voting (E-voting/Postal Ballot)	Remarks	Total number of votes
1	Postal Ballot ²	Already remote e-voted	1

2 Vote cast through Remote E-Voting has been considered and voting through postal ballot has been treated as invalid.

CONFIDENTIAL

Date: April 07, 2020

To

The Chairman
Metropolis Healthcare Limited
250 D Udyog Bhavan
Worli, Mumbai – 400030.

Respected Sir/Madam,

Sub.: Report of Scrutinizer on Voting Process (including Physical Ballot and Remote E-voting) conducted pursuant to provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

I have completed the assignment as the Scrutinizer for the Postal Ballot process under the provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and I submit herewith my report for your necessary further action.

I shall return the postal ballot forms, register and records soon after your declaration of the result and signing of the minutes for declaration of the result of Postal Ballot process.

I request you to preserve the postal ballot forms, register and records as required under Rule 22 of Companies (Management and Administration) Rules, 2014.

Thanking you,

For **Manish Ghia & Associates**
Company Secretaries

MANISH
LALITCHAN
DRA GHIA
Digitally signed
by MANISH
LALITCHANDRA
GHIA
Date: 2020.04.07
23:28:57 +05'30'

CS Manish L. Ghia
Partner
M. No. FCS 6252; C. P. No.3531

Encl: A/a

SCRUTINIZER'S REPORT

[Pursuant to Section 110 of the Companies Act, 2013 and

Rule 20 and 22 of Companies (Management and Administration) Rules, 2014]

To

The Chairman

Metropolis Healthcare Limited

250 D Udyog Bhavan Worli,

Mumbai -400030.,

Respected Sir,

Sub: Report of Scrutinizer on Voting Process (including Physical Ballot and Remote E-voting) conducted pursuant to provisions of Section 108 and Section 110 of the Companies Act, 2013 ('the Act') read with Companies (Management and Administration) Rules, 2014.

I, CS Manish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company vide resolution dated February 06, 2020 to scrutinize the voting through Postal Ballot (physical and e-voting) for seeking approval of members for the following matters:

- a. Approval for Metropolis–Restrictive Stock Unit Plan, 2020 for the employees of the Company; and
 - b. Extension of the Metropolis–Restrictive Stock Unit Plan, 2020 to the employees of the subsidiary company (ies), if any, of the Company.
1. The Postal Ballot and e-voting process has been completed and now I submit my report as under:
 - 1.1 The Company completed the dispatch of Postal Ballot Notice dated March 02, 2020 along with Postal Ballot Form and self-addressed business reply envelope to its members through permitted mode on Friday, 6th March, 2020, whose names appeared in the Register of Members/List of Beneficiaries maintained by the Depositories as on the cut-off date being Tuesday, March 03, 2020.

- 1.2 As per provisions of applicable rules of Companies (Management and Administration) Rules, 2014, the Company has published advertisement about completion of dispatch of Postal Ballot Notice and providing E-voting facility in English Newspaper "Financial Express" and Marathi Newspaper "Loksatta" on Saturday, 7th March, 2020.
- 1.3 Particulars of all the Postal Ballot Forms received from the Members have been entered in a register separately maintained for the purpose.
- 1.4 All Postal Ballot Forms received upto 5.00 p.m. on Monday, April 06, 2020, being the last date and time fixed by the Company for receipt of the Postal Ballot Forms, are considered for my scrutiny.
- 1.5 The Postal Ballot Forms were duly opened and scrutinized, including verification of signature of the shareholder(s). The Shareholding was matched/confirmed with the Register of Members of the Company/List of Beneficiaries maintained by the Depositories as on the cut-off date i.e. Tuesday, March 03, 2020.
- 1.6 The e-voting period commenced on Sunday, March 8, 2020, 9:00 a.m. (IST) onwards and ended on Monday, April 6, 2020 at 5.00 p.m. (IST). The Company has availed the e-voting facility offered by Central Depository Services (India) Limited ("CDSL") for conducting Postal Ballot Process.
- 1.7 The data for e-voting was downloaded after the e-voting module was disabled by CDSL on Monday, April 06, 2020 after 5.00 p.m.
- 1.8 The e-voting data was scrutinized for verification of votes cast in favour and against the resolution.
- 1.9 The Company has not received any envelopes containing Postal Ballot form after Monday, April 06, 2020 (5.00 P.M. IST).

2. The summary of the voting through Postal Ballot Forms received and e-voting is as follows:

Resolution No.1

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			to the employees of the Subsidiary Company (ies), if any, of the Company.					
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1	Postal Ballot ²	Already remote e-voted	1

2 Vote cast through Remote E-Voting has been considered and voting through postal ballot has been treated as invalid.

You may accordingly declare the result of the voting by Postal Ballot.

Thanking You.

Place: Mumbai
Date: April 07, 2020
UDIN : F006252B000147778

Countersigned by
sd/-
Poonam Tanwani
Company Secretary and Compliance Officer

Chairman / Managing Director / Authorized Person
Metropolis Healthcare Limited

Place: Mumbai
Date: April 7, 2020

For Manish Ghia & Associates

Company Secretaries

Digitally signed by
MANISH
LALITCHAN
GHIA
Date: 2020.04.07
23:29:38 +05'30'

CS Manish L. Ghia

Partner

M. No. FCS 6252 C. P. No. 3531