

Ref: MHL/Sec&Legal/2025-26/27

June 16, 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 of our letter dated May 15, 2025, please find enclosed herewith Scrutinizer's Report on the following resolutions passed by way of Postal Ballot through remote e-Voting process.

Sr. No.	Particulars	Resolution
1.	Appointment of Ms. Purvi Sheth (DIN: 06449636) as a Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Mr. Rehan Khan (DIN: 02616924) as a Non-Executive Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as Managing Director of the Company	Ordinary Resolution

The aforesaid resolutions have been passed by the shareholders with requisite majority.

The Scrutinizer's Report is also available 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



AVS & ASSOCIATES

Company Secretaries

(Peer Reviewed Firm)

Regd. Office: 305, 3rd Floor, Building No. 2, Sector - 1, Millennium Business Park, Mahape,
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REPORT OF SCRUTINIZER

**On Electronic Voting in respect of Resolutions 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 Tuesday, May 13, 2025, for the purpose of Scrutinizing 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 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 Act and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('**SEBI Listing Regulations**'), Secretarial Standard on General Meetings ("**SS-2**") 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 Resolutions as mentioned in the Notice of Postal Ballot dated May 13, 2025.

Sr. No.	Particulars	Resolution
1.	Appointment of Ms. Purvi Sheth (DIN: 06449636) as a Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Mr. Rehan Khan (DIN: 02616924) as a Non-Executive Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as Managing Director of the Company	Ordinary Resolution

- 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 resolutions mentioned in the Postal ballot notice dated May 13, 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 resolutions. After the time fixed for the closing of E-voting, voting was closed and the E-voting module was thereafter disabled by NSDL.
- D. The members of the Company holding shares as on the **"Cut Off" date i.e. Friday, May 09, 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 Friday, May 16, 2025, at 9:00 A.M. (IST) and ended on Saturday, June 14, 2025, at 5:00 P.M. (IST)** (both days inclusive) and the NSDL e-voting portal was unblocked in the presence of Mr. Chinmay Mhatre and Ms. Simran Bhatt who are not in employment of the Company.
- F. The results of e-voting on Postal Ballot are as under:

SPECIAL BUSINESS:**ITEM NO. 1 - SPECIAL RESOLUTION**

Appointment of Ms. Purvi Sheth (DIN: 06449636) as a Non-Executive 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	E-voting	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total		2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00
Public Institutions Holders	E-voting	2,35,81,160	2,16,51,580	91.82	2,14,48,410	2,03,170	99.06	0.94
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total		2,35,81,160	2,16,51,580	91.82	2,14,48,410	2,03,170	99.06
Public - Non - Institutions Holders	E-voting	28,90,893	21,428	0.74	21,058	370	98.27	1.73
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total		28,90,893	21,428	0.74	21,058	370	98.27
Grand Total		5,18,00,044	4,70,00,999	90.74	4,67,97,459	2,03,540	99.57	0.43

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

ITEM NO. 2 - SPECIAL RESOLUTION

Appointment of Mr. Rehan Khan (DIN: 02616924) as a Non-Executive 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	E-voting	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00	0.00
Public Institutions Holders	E-voting	2,35,81,160	2,16,51,580	91.82	2,16,51,580	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	2,35,81,160	2,16,51,580	91.82	2,16,51,580	0	100.00	0.00
Public - Non - Institutions Holders	E-voting	28,90,893	21,414	0.74	20,962	452	97.89	2.11
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	28,90,893	21,414	0.74	20,962	452	97.89	2.11
Grand Total		5,18,00,044	4,70,00,985	90.74	4,70,00,533	452	99.99	0.00

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

ITEM NO. 3 - ORDINARY RESOLUTION

Appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as Managing 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	E-voting	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	2,53,27,991	2,53,27,991	100.00	2,53,27,991	0	100.00	0.00
Public Institutions Holders	E-voting	2,35,81,160	2,16,51,580	91.82	1,98,31,263	18,20,317	91.59	8.41
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	2,35,81,160	2,16,51,580	91.82	1,98,31,263	18,20,317	91.59	8.41
Public - Non - Institutions Holders	E-voting	28,90,893	21,414	0.74	21,216	198	99.08	0.92
	Poll		0	0.00	0	0	0.00	0.00
	Physical Ballot		0	0.00	0	0	0.00	0.00
	Total	28,90,893	21,414	0.74	21,216	198	99.08	0.92
Grand Total		5,18,00,044	4,70,00,985	90.74	4,51,80,470	18,20,515	96.13	3.87

*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: F011990G000610676**

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

**Place: Navi Mumbai
Date: June 16, 2025**