Ref: MHL/Sec&Legal/2020-21/164 **Date: January 19, 2021**

To,

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

Scrip Code: 542650

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 Symbol: METROPOLIS

Sub: Submission of Postal Ballot Notice

Ref.: Our earlier intimation having reference no. MHL/Sec&Legal/2020-21/161 dated January 17, 2021

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and our earlier intimation having reference no. MHL/Sec&Legal/2020-21/161 dated January 17, 2021, wherein we had informed that the Board of Directors had approved the Postal ballot Notice and authorized the Company officials to finalize and issue the same on behalf of the Board.

In this regard, we herein enclose the Postal Ballot Notice seeking the approval of the members of the Company for the matters mentioned therein.

We further wish to inform you that the Postal Ballot Notice has been sent to the shareholders of the Company today via email in compliance with the relevant Circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

This is for your information and records.

Yours Faithfully

For **Metropolis Healthcare Limited**

Poonam Tanwani
Company Secretary & Compliance Officer
Membership No. A19182

Encl: a/a

METROPOLIS HEALTHCARE LIMITED

Registered Office: 250 D, Udyog Bhavan, Worli, Mumbai Maharashtra India – 400030
Tel: +91-22-3399 3939 **Email:** secretarial@metropolisindia.com
CIN: L73100MH2000PLC192798 **Website:** www.metropolisindia.com

POSTAL BALLOT NOTICE

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

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 **(the "Act")**, read with Rule 22 of the Companies (Management and Administration) Rules, 2014 **(the "Rules")** and guidelines prescribed by the Ministry of Corporate Affairs for holding general meetings/ conducting postal ballot process, vide General Circular No. 14/2020 dated April 8, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 22/2020 dated June 15, 2020, General Circular No.33 /2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020, issued by the Ministry of Corporate Affairs in view of COVID-19 **(the "MCA Circulars")**, and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR")**, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR")** (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force) that it is proposed to seek the consent of the shareholders of Metropolis Healthcare Limited **("the Company")** for the Special Resolutions as set out in this Postal Ballot Notice **("Notice")** through Electronic Voting **("e-voting")** including remote e-voting.

The explanatory statement pursuant to Section 102 of the Act setting out the material facts pertaining to said resolution(s) forms a part of this Notice.

In view of the current pandemic situation of COVID-19 and in compliance with the requirements of MCA Circulars, this Notice is being sent through electronic mode only, and hard copy of Notice along with Postal Ballot Forms and pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company has appointed Mr. Manish Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process including e-voting in a fair and transparent manner.

In compliance with Regulation 44 of SEBI LODR and pursuant to the provisions of Sections 108 and 110 of the Companies Act, 2013 read with the rules framed thereunder and the MCA Circulars, the Company is extending the remote e-voting facility only, to enable its Members to cast their votes electronically instead through the Postal Ballot Forms.

In terms of the aforementioned MCA Circulars and in view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, Companies are advised to take all decisions requiring Members' approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot/ E-voting in accordance with the provisions of the Companies Act and Rules made thereunder, without holding a General Meeting that requires physical presence of Members at a common venue.

MCA has clarified that for Companies that are required to provide E-voting facility under the Companies Act, 2013, while they are transacting any business(es) only by Postal Ballot up to June 30, 2021 or till further orders, whichever is earlier, the requirements provided in Rule 20 of the Rules as well as the framework provided in the MCA Circulars will be applicable mutatis mutandis. Further, the Company will send Postal Ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the Company, the Registrar and Share Transfer Agent or Depository/ Depository Participants and the communication of assent/ dissent of the Members will only take place through the E-voting system.

This Postal Ballot is accordingly being initiated in compliance with the above MCA Circulars.

In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules and the SEBI LODR, the Company is pleased to extend e-voting facility, to enable the Members to cast their votes electronically instead through the Postal Ballot Form(s). For the purpose of e-voting, the Company has engaged the services of National Securities Depository Limited **("NSDL").** Members are required to vote through the e-voting platform provided by NSDL.

After completion of scrutiny of the e-voting, the Scrutinizer will submit his report to the Chairman or any other authorized officer of the Company. The results of the voting conducted through Postal Ballot (including e-voting) will be announced on or before Saturday, February 20, 2021, at the Registered Office situated at 250 D, Udyog Bhavan, Worli, Mumbai, Maharashtra India – 400030 ("Registered Office"), of the Company and also by placing the same along with the Scrutinizer's Report on the Company's website, www.metropolisindia.com as well as on NSDL's website, www.evoting.nsdl.com. The results will simultaneously be communicated to the stock exchanges where the shares of the Company are listed.

PROPOSED RESOLUTIONS:

1. **Approval for increase in limit to provide loan, guarantee or security in respect of loan to any person or Body Corporate or to make investment in any other Body Corporate.**

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

   "RESOLVED THAT, in supersession of the Special resolution passed by the members at the 17th Annual General Meeting of the Company held on September 18, 2017, and pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 read with The Companies (Meetings of the Board and its Powers) Rules, 2014, as amended (including any statutory amendment, enactment, re-enactment, modification thereof for the time being in force), applicable

provisions of all other statutes, rules, regulations, guidelines, notifications, circulars, clarifications as may be applicable and as amended from time to time, and subject to such other approvals, if any, required in this behalf, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to increase the limit:

a. to give any loan(s) on such terms and conditions as it may deem fit to any person or Body Corporate or,

b. to give any guarantee or provide security in connection with any loan(s) to any other Body Corporate or person; and,

c. to acquire by way of subscription, purchase or otherwise, securities of any other Body Corporate

to an aggregate amount of INR 1200 Crores (Rupees Twelve Hundred Crores Only) from the earlier approved limit of INR 500 Crores (Rupees Five Hundred Crores Only); notwithstanding that the aggregated amount of loan(s), investment(s) so far made, guarantee(s), security(ies) in respect of loan(s) so far provided, along with the loan(s), investment(s), guarantee(s) and security(ies) in respect of loan(s) proposed to be made or given by the Board which may exceed sixty percent of the total paid-up share capital, free reserves and securities premium account or one hundred percent of the free reserves and securities premium account (whichever is more) as per Section 186 of the Companies Act, 2013;

RESOLVED FURTHER THAT, any member of the Board of Directors (which term includes any Committee constituted or which may be constituted by the Board in this behalf) be and is hereby severally authorized to decide and finalize the terms and conditions while making investment within the aforesaid limits including the power to transfer, lien and dispose of the investments so made, from time to time, giving loan to any person or body corporate or giving guarantee or providing security in connection with a loan to any other person or body corporate and to execute all deeds, documents and other writings and to do all such acts, deeds and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution;

RESOLVED FURTHER THAT, the Board of Directors (which term includes any Committee constituted or which may be constituted by the Board in this behalf) be and are hereby severally authorized to do all such acts, deeds, matters and things to the extent it may be desirable and expedient to give effect to the aforesaid resolution including the power to settle any and all the questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further approval of the members of the Company."

2. To issue, offer and allot equity shares on a Preferential Basis.

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

"RESOLVED THAT, pursuant to the provisions Section 23, 42, 62 and other applicable provisions, if any, of the of the Companies Act, 2013 read with the Companies (Share Capital & Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other applicable rules made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof for the time being in force), the provisions of the Memorandum of Association and the Articles of Association of the Company and in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 **("SEBI LODR"),** the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 **("SEBI ICDR"),** as amended from time to time, and other applicable provisions of the rules, regulations and guidelines issued by the Ministry of Corporate Affairs **("MCA"),** Securities and Exchange Board of India **("SEBI"),** Reserve Bank of India **("RBI"),** Government of India **("GoI"),** Stock Exchanges and / or any other competent authorities (hereinafter referred to as **"Applicable Regulatory Authorities"**), from time to time, consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include, unless the context otherwise requires, any committee of the Board or any officer(s) authorized by the Board to exercise the powers conferred on the Board under this resolution), to create, offer, issue and allot on a preferential basis, in one or more tranches, up to 4,95,000 (Four Lakhs Ninety Five Thousand Only) fully paid up equity shares of the Company having face value of Rs. 2/- (Rupees Two Only) each **("Equity Shares")** at a price of Rs. 2,150.85 (Rupees Two Thousand One Hundred Fifty and Eighty Five Paise Only) per share [including a premium of Rs. 2,148.85 (Rupees Two Thousand One Hundred Forty Eight and Eighty Five Paise Only) per share] which is not less than the price determined in accordance with Chapter V of the SEBI ICDR (hereinafter referred to as the **"Floor Price"**) for consideration other than cash (i.e. swap of sale shares of Dr. Ganesan's Hitech Diagnostic Centre Private Limited **("Hitech")** towards part payment of the total consideration payable to the promoters and shareholders of Hitech for the acquisition of their entire issued and paid-up share capital which is represented by 32,22,973 (Thirty Two Lakhs Twenty Two Thousand Nine Hundred and Seventy Three Only) equity shares of Rs. 10/- (Rupees Ten Only) each;

The details of the proposed allottees and the maximum number of equity shares of the Company proposed to be allotted is set forth in the below table:

Sr. No.	Name and address of the proposed allottees	No. of shares to be allotted
1	Dr. Ganesan Subramanian Address: 1, Millers Road Kilpauk, Chennai – 600010	1,61,172
2	Mrs. Manimegalai Ganesan Address: 1, Millers Road Kilpauk, Chennai – 600010	3,15,513
3	Mrs. Malini Parusaraman Address: 1, Millers Road Kilpauk, Chennai – 600010	18,315
	Total	**4,95,000**

RESOLVED FURTHER THAT, the Equity Shares being offered, issued and allotted by way of a preferential issue shall inter-alia be subject to the following:

(a) the Equity Shares shall be issued and allotted by the Company to the Proposed Subscribers in dematerialized form within a period of 15 (Fifteen) days from the date of receipt of Members' approval, provided that, where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval by any Regulatory Authority (including, but not limited to the National Stock Exchange of India Limited, BSE Limited and/or SEBI) or the Government of India, the issue and allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals.

(b) The "Relevant Date" for the purpose of determination of the price of the Equity Shares to be issued and allotted as above as per SEBI ICDR shall be Tuesday, January 19, 2021, being the date 30 (Thirty) days prior to the date on which this resolution will be deemed to be passed i.e. Thursday, February 18, 2021.

(c) The Equity Shares to be issued and allotted to the Proposed Subscribers shall rank pari-passu with the existing equity shares of the Company in all respects, subject to the requirements of all the applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company and the same shall be subject to lock-in for such period as may be prescribed under SEBI ICDR and any other applicable law for the time being in force, in addition to the transfer restrictions agreed by the Proposed Subscribers under the share purchase agreement inter-alia executed between the Company and the Proposed Subscribers in relation to the acquisition of the entire issued and paid-up share capital of Dr. Ganesan's Hitech Diagnostic Centre Private Limited by the Company from the Proposed Subscribers.

(d) The Equity Shares issued to the Proposed Subscribers shall be listed on the stock exchanges where the existing equity shares of the Company are listed, subject to the receipt of necessary regulatory permissions and approvals as the case may be.

(e) The Equity Shares so offered, issued and allotted to the Proposed Subscribers (being the Sellers), are being issued for consideration other than cash, towards discharge of part of the total purchase consideration payable for acquisition of the entire issued and paid up share capital of Dr. Ganesan's Hitech Diagnostic Centre Private Limited by the Company from the Proposed Subscribers.

(f) The equity shares so offered, issued and allotted shall not exceed the number of Equity shares as approved herein above.

RESOLVED FURTHER THAT, the Board be and is hereby authorized to make an offer to the Proposed Subscribers through private placement offer letter in Form PAS – 4 as prescribed under the Companies Act, 2013 after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the [Stock Exchange(s) i.e., BSE Limited and National Stock Exchange of India Limited], and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT, for the purpose of giving effect to the above, Board (which term includes any Committee constituted or which may be constituted by the Board in this behalf) be and hereby authorized to take all such actions and do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient to the issue or allotment of Equity Shares and listing thereof with the Stock Exchanges as appropriate, filing of requisite documents with the Registrar of Companies, Depositories and/ or such other authorities as may be necessary for the purpose, to decide and approve the other terms and conditions of the preferential issue of the Equity Shares, to vary, modify or alter any of the terms and conditions, subject to the provisions of the Companies Act, 2013, SEBI ICDR Regulations and/ or any other laws and regulations, and to resolve and settle all questions and difficulties that may arise in the proposed issue, offer and allotment, utilization of issue proceeds, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

By order of the Board of Directors
For Metropolis Healthcare Limited

Poonam Tanwani
Company Secretary and Compliance Officer

Place: Ahmedabad

Date: January 19, 2021

Registered Office:
Metropolis Healthcare Limited
(CIN :L73100MH2000PLC192798)
250 D Udyog Bhavan,
Hind Cycle Marg,
Worli, Mumbai – 400030
Tel: +91 22 33993939
www.metropolisindia.com

NOTES:

1. An Explanatory Statement for the proposed special resolutions, pursuant to Section 102, read with Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, setting out material facts and reasons for the proposed resolutions in respect of the business matters as set above is annexed hereto and forms a part of this Notice.
2. The Postal Ballot notice is being to those shareholders of the Company whose name appears on the Register of Members / List of Beneficial Owners received from the Depositories as on Friday, January 15, 2021.
3. A copy of this Notice has been placed on the website of the Company www.metropolisindia.com
4. In compliance with provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Secretarial Standard – 2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide e-voting facility to the Members to exercise their votes electronically and vote on the resolutions through the e-voting service facility arranged by NSDL.
5. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
6. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
7. Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, January 15, 2021 i.e. the cut-off date, will be considered for the purpose of voting. Voting rights of the members shall be in proportion to the shares held by them in the paid-up equity share capital of the Company as on the cut-off date.
8. A member cannot exercise his/her vote through proxy on postal ballot. However, Corporate and Institutional members shall be entitled to vote through their authorized representatives. Corporate and institutional members are requested to provide a proof of authorization (board resolution/authority/letter/power attorney, etc.) in favour of their authorized representatives to the Company at secretarial@metropolisindia.com
9. The Board of Directors of the Company has appointed Mr. Manish Ghia, Partner of M/s. Manish Ghia & Associates, Practicing Company Secretaries, as the Scrutinizer for conducting the postal ballot voting process including e-voting in a fair and transparent manner.
10. The e-voting period commences on Wednesday, January 20, 2021, at 9.00 a.m. and ends on Thursday, February 18, 2021 at 5.00 p.m. During this period, Members of the Company, holding equity shares either in physical form or in dematerialized form, as on the Cut-Off date may cast their vote by e-voting. The e-voting module shall be disabled by NSDL after the aforesaid date and time for voting. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.
11. The proposed resolutions, if passed with requisite majority, shall be deemed to have been passed on the last date specified by the Company for e-voting i.e. Thursday, February 18, 2021. Further, all the resolutions passed through this postal ballot shall be deemed to have been passed by the members at a General Meeting.
12. Please follow all the steps below, to cast your vote.
    a. As per the Rules, Notice of the Postal Ballot may be served on the Members through electronic transmission. Notice of Postal Ballot is being sent electronically to all the Members whose e-mail addresses are registered with the Company/Depository Participant(s).
    b. Members whose names appear on the Register of Members/List of Beneficial Owners as on the Cut-off Date will be considered for the purpose of voting/e-voting. A person who is not a Member as on the Cut-off Date should treat this Notice for information purpose only. Voting rights shall be reckoned on the paid-up value of the equity shares registered in the name of the Members of the Company as on the Cut-off Date.
    c. The scrutinizer's decision on validity of the Postal Ballot shall be final.
    d. The scrutinizer shall prepare and submit his report on the total number of votes cast in favour or against or abstained, if any. The Scrutinizer shall after completion of his scrutiny of the e-voting, submit his report to the Chairman or any other person authorized by him, who will declare the results of voting by Postal Ballot on or before Saturday, February 20, 2021, at the Registered Office of the Company.
    e. The results of the Postal Ballot will also be communicated to the Stock Exchanges. The results along with the Scrutinizer's Report will also be displayed on the Company's website at www.metropolisindia.com and website of NSDL i.e. www.evoting.nsdl.com
13. In compliance with the provisions of Section 108 of the Act, read with the corresponding rules, and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited ('NSDL'). The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in point 17 and 20 below.
14. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date.

15. If the member is already registered with NSDL for remote e-voting then they can use their existing User ID and password for casting their vote.

16. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on www.evoting.nsdl.com

17. Instructions and other information relating to remote e-voting:

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: Log-in to NSDL e-Voting system at https://www.evoting.nsdl.com/

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
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. Your password details are given below:
   a) If you are already registered for e-Voting, then you can user 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.
   b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on 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 mentioning your demat account number/folio number, your PAN, your name and your registered address.
   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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" i.e. 115553 of the Company to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

18. 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 to reset the password.

19. 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 or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Dabke, Manager, NSDL at evoting@nsdl.co.in. Alternatively, you can connect with her on 022-24994545.

20. 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 :

    a. 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

       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

    b. Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT FOR ITEM NOS. 1 AND 2 PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 SETTING OUT ALL MATERIAL FACTS

Item No. 1:

Approval for increase in limit to provide loan, guarantee or security in respect of loan to any person or Body Corporate or to make investment in any other Body Corporate.

The Company has been making investments, giving loans and guarantees to and providing securities in connection with loans to its various Subsidiaries, Joint Venture Companies and other Body Corporates from time to time, in compliance with the applicable provisions of the Companies Act, 2013 **("the Act")** and rules made thereunder.

The provisions of Section 186 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014, as amended to date, provides that no company is permitted to, directly or indirectly:

(a) give any loan to any person or other body corporate;

(b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and

(c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred per cent of its free reserves and securities premium account, whichever is more. Further, the said Section provides that where the giving of any loan or guarantee or providing any security or the acquisition as provided under Section 186(2) of the Act, exceeds the limits specified therein, prior approval of Members by means of a Special Resolution is required to be passed at a General Meeting.

Members may further note that pursuant to the provisions of Section 186 of the Act, and the Companies (Meetings of the Board and its Powers) Rules, 2014 the members at the 17th Annual General Meeting of the Company held on September 18, 2017 authorised the Board of Directors of the Company to give loan or any guarantee or to provide any security in connection with a loan to any other person or a Body Corporate and invest by way of acquiring securities of any other Body Corporate up to a limit of INR 500 Crores (Rupees Five Hundred Crores Only)

The members are further informed that the Company is always looking out for opportunities in the market for acquisition of new businesses as a part of its inorganic growth strategy. In view of the proposed acquisition and the future expansion plans, the Board of Directors of your Company at their meeting held on January 17, 2021, approved the increase in present limits of INR 500 Crores (Rupees Five Hundred Crores Only) available with the Company under Section 186 of the Act, to give loan, give guarantee, provide security or make investment in any Body Corporate, to a revised limit of INR 1200 Crores (Rupees Twelve Hundred Crores Only) subject to the approval of the members of the Company.

Any further investments, loans, guarantees and securities, as the case may be, will be made in accordance with the provisions of Section 186 of the Companies Act, 2013 and relevant rules made thereunder.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the resolution at Item no. 1 of the accompanying notice.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 1 of the accompanying notice relating to the increase in limits to provide loan, guarantee or security in respect of loan to any person or Body Corporate or to make investment in any other Body Corporate.

Item No. 2:

To issue, offer and allot equity shares on a Preferential Basis.

The members are hereby informed that in line with the strategy to grow and gain market share and strengthen its leadership position in the South India market, the Board of Directors of the Company at their meeting held on January 17, 2021, have approved the acquisition of entire 100% stake (represented by 32,22,973 equity shares of Face Value Rs. 10 each) ('Sale Shares') in Hitech, along with its subsidiary i.e. Centralab Healthcare Services Private Limited from its existing promoters and shareholders for a consideration to be discharged partly by Cash consideration amounting to Rs. 511 Crores (Rupees Five Hundred and Eleven Crore Only) and partly by issuance of up to 4,95,000 (Four Lakh Ninety Five Thousand Only) equity shares of Rs. 2/- (Rupees Two Only) each of the Company at a price of Rs. 2,150.85 (Rupees Two Thousand One Hundred Fifty and Eighty Five Paise Only) per share [including a premium of Rs. 2,148.85 (Rupees Two Thousand One Hundred Forty Eight and Eighty Five Paise) per share] which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the **"Floor Price")**

In view of the same, the Company is proposing to issue and allot up to 4,95,000 (Four Lakh Ninety Five Thousand Only) equity shares of face value Rs. 2/- (Rupees Two Only) each for consideration other than cash on a Preferential basis at an issue price of Rs. 2,150.85 (Rupees Two Thousand One Hundred Fifty and Eighty Five Paise Only) per share [including a premium of Rs. 2,148.85 (Rupees Two Thousand One Hundred Forty Eight and Eighty Five Paise) per share] which is not less than the price determined in accordance with Chapter V of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 (hereinafter referred to as the **"Floor Price")**

The issue and allotment of equity shares to the promoters and shareholders of Hitech shall be subject to the receipt of necessary approvals from the Statutory authorities, the Stock Exchanges, Depositories, etc. Members may further note that the present authorised share capital of the Company is sufficient to accommodate the proposed issue and allotment of shares. Consequent to the discharge of the Purchase consideration partly by way of cash and partly by issue of shares of the Company, Dr. Ganesan's Hitech Diagnostic Centre Private Limited along with its subsidiary will become a wholly-owned subsidiary of the Company.

Pursuant to the above transaction, there would be no change in the management or control or would not result in transfer of ownership of the Company to the proposed allottees. The proposed allotment of shares constitutes 0.96% of the post-issue paid up equity share capital of the Company. The proposed allottees have no right to appoint their nominees or their representatives as a Director on the Board of the Company.

Information required in respect of the proposed issue of equity shares pursuant to the applicable provisions of the Companies Act, 2013 read with applicable rules made there under and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is as under:

1. Object of the preferential issue:

The object of the proposed issue and allotment of 4,95,000 (Four Lakh Ninety Five Thousand Only) equity shares of Rs. 2/- (Rupees Two Only) each of the Company to the promoters and shareholders of Dr. Ganesan's Hitech Diagnostic Centre Private Limited **("Hitech")** is to discharge the part of the total Purchase Consideration payable for the acquisition of entire stake in Hitech along with its subsidiary.

2. Number of shares and Pricing of Preferential Issue:

It is proposed to issue and allot in aggregate up to 4,95,000 (Four Lakh Ninety Five Thousand Only) equity shares of the Company of Face Value Rs. 2 (Rupees Two Only) each of the Company at an issue price of Rs. 2,150.85 (Rupees Two Thousand One Hundred Fifty and Eighty Five Paise Only) per share [including a premium of Rs. 2,148.85 (Rupees Two Thousand One Hundred Forty Eight and Eighty Five Paise Only) per share] to discharge the payment of part of the total Purchase Consideration for acquisition of entire 100% stake in Hitech and its subsidiary from its existing promoters and shareholders.

The pricing for the proposed allotment of shares is in accordance with the terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

3. Basis on which the price has been arrived:

The equity shares of Company are listed on BSE Limited and The National Stock Exchange of India Limited. In accordance with the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the equity shares of the Company are frequently traded on the above Stock Exchanges.

For the purpose of computation of the price per equity share, The National Stock Exchange of India Limited is the Stock Exchange that has higher trading volume for the said period and accordingly the same has been considered.

In terms of the applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 the price at which equity shares shall be allotted shall not be less than higher of the following:

a. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Twenty-Six (26) weeks preceding the Relevant Date; or

b. Average of the weekly high and low of the volume weighted average price of the equity shares of the Company quoted on the Stock Exchange, during the Two (2) weeks preceding the Relevant Date.

4. Relevant Date:

The Relevant Date in accordance with SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is fixed as Tuesday, January 19, 2021 i.e. 30 days prior to the date on which the resolution is deemed to be passed i.e. Thursday, February 18, 2021 i.e. the last date for E-voting.

5. Shareholding Pattern before and after the issue:

Sr. No.	Category	Pre-issue*		Post-issue**	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
A	**Promoters and Promoter Group holding**				
1	Indian Promoters / Promoter Group				
	Individuals / HUF	1,00,61,775	19.69	1,00,61,775	19.50
	Bodies Corporate	1,56,91,216	30.70	1,56,91,216	30.41
	Sub Total (A) (1)	**2,57,52,991**	**50.39**	**2,57,52,991**	**49.91**
2	Foreign Promoters / Promoter Group				
	Individuals / HUF	0	0	0	0
	Bodies Corporate	0	0	0	0
	Sub Total (A) (2)	**0**	**0**	**0**	**0**
	Sub Total (A)	**2,57,52,991**	**50.39**	**2,57,52,991**	**49.91**
B1	**Non-Promoter' shareholding**				
	Institutions				
	Mutual Funds	65,14,766	12.74	65,14,766	12.63
	Alternative Investment Funds	1,87,006	0.3659	1,87,006	0.36
	Foreign Portfolio Investors	1,39,02,108	27.20	1,39,02,108	26.94
	Foreign Institutions / Banks	159	0.0003	159	0.00
	Insurance Companies	7,72,300	1.5111	7,72,300	1.50
	Sub Total (B) (1)	**2,13,76,339**	**41.82**	**2,13,76,339**	**41.43**

Sr. No.	Category	Pre-issue*		Post-issue**	
		No. of shares held	% of shareholding	No. of shares held	% of shareholding
B2	**Others**				
	Individuals	25,15,310	4.91	25,15,310	4.87
	Proposed Allottees:				
	Dr. Ganesan Subramanian	0	0.00	1,61,172	0.31
	Mrs. Manimegalai Ganesan	0	0.00	3,15,513	0.61
	Mrs. Malini Parusaraman	0	0.00	18,315	0.04
	Bodies Corporate	12,03,876	2.35	12,03,876	2.33
	Non Resident Indians (Non-Repat)	43,458	0.85	43,458	0.08
	Non Resident Indians (Repat)	98,518	0.19	98,518	0.19
	NBFC Registered with RBI (Employee Trust)	172	0.0003	172	0.00
	Clearing Members	36,834	0.07	36,834	0.07
	Trusts	41	0.0001	41	0.00
	HUF	79,274	0.15	79,274	0.16
	Sub Total (B) (2)	**39,77,483**	**7.79**	**44,72,483**	**8.66**
	Grand Total [Sub Total A + Sub Total (B) (1) + Sub Total (B) (2)]	**5,11,06,813**	**100**	**5,16,01,813**	**100**

*The pre-issue shareholding pattern is as on December 31, 2020

**In the event of allotment of ESOPs from the date of this notice to the date of allotment of equity shares to the proposed allotees, the post-issue shareholding pattern shall stand modified to the extent of the shares allotted by the Company.

6. Name and address of the valuer who performed the valuation:

The Valuation of Dr. Ganesan's Hitech Diagnostic Centre Private Limited was performed by CA Harsh Chandrakant Ruparelia, a Registered Valuer – Securities or Financial Assets registered with Insolvency and Bankruptcy Board of India (IBBI Registration No. IBBI/RV/05/2019/11106) ,having his office at B/702, Jyoti Tower, Kandivali Jyoti Park CHS Ltd., Opposite Anand Ashram, S.V. Road, Kandivali (West), Mumbai - 400067.

7. The class or classes of person to whom allotment is proposed to be made:

The aforementioned allotment, if approved, is proposed to be made to the promoters and shareholders of Dr. Ganesan's Hitech Diagnostic Centre Private Limited i.e. Dr. Ganesan Subramanian, Mrs. Manimegalai Ganesan and Mrs. Malini Parasuraman under the Individual – Non Promoter Category of the Company.

8. Intention of the Promoters / Promoter Group / Directors or Key Managerial Personnel of the Company to subscribe to the offer:

None of the Promoters / Promoter Group / Directors or Key Managerial Personnel of the Company intend to subscribe the shares pursuant to the aforementioned offer.

9. Proposed time limit within which the issue or allotment shall be completed:

Pursuant to the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company shall complete the allotment of equity shares of the Company to the promoters and shareholders of Ganesan's Hitech Diagnostic Centre Private Limited on or before the expiry of 15 days (Fifteen days) from the date of passing of Special Resolution by the members of the Company.

*It may be noted that in case the allotment requires any approval for the regulatory authority(ies) including that of the Central Government, the allotment shall be completed within 15 days (Fifteen days) from the date of receipt of such approval(s) or permission(s) or such other period as specified by the regulatory authority(ies) or the Stock Exchanges.

10. Change in Control, if any, in the Company that would occur consequent to the Preferential Allotment:

There shall be no change in the management or control over the Company pursuant to the above-mentioned Preferential allotment.

11. Material Terms of raising of such securities:

The Equity Shares are being issued on a preferential basis for a consideration other than cash at an issue price of Rs. 2,150.85 (Rupees Two Thousand One Hundred Fifty and Eighty Five Paise Only) per share [at a premium of Rs. 2,148.85 (Rupees Two Thousand One Hundred Forty Eight and Eighty Five Paise Only) per share] in accordance with Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to Dr. Ganesan Subramanian, Mrs. Manimegalai Ganesan and Mrs. Malini Parusaram, towards part payment of total consideration payable by the Company for the acquisition of the entire issued and paid-up share capital of Dr. Ganesan's Hitech Diagnostic Centre Private Limited (along with its subsidiary), consisting of 32,22,973 (Thirty Two Lakh Twenty Two Thousand Nine Hundred Seventy Three Only) equity shares of Rs. 10/- (Rupees Ten Only) each.

12. Amount which the Company intends to raise by way of such issue of securities:

The shares are being allotted for a consideration other than cash as part of the consideration payable for the acquisition as mentioned above.

13. Number of persons to whom preferential allotment has already been made during the year, in terms of number of securities as well as price:

The Company has not made any preferential allotment during the year except, allotment of equity shares to its employees pursuant to exercise of their options as per the ESOP Scheme of the Company.

14. Valuation for consideration other than Cash:

It is proposed that the part of the Purchase Consideration for the acquisition shall be discharged by issuing the equity shares of the Company to the promoters and shareholders of Ganesan's Hitech Diagnostic Centre Private Limited on a proportionate basis (in proportion to the shares of Ganesan's Hitech Diagnostic Centre Private Limited held by them) in addition to the cash consideration.

The valuation of the Sale Shares of Ganesan's Hitech Diagnostic Centre Private Limited has been arrived based on Valuation Report dated January 8, 2021 issued by Mr. Harsh Chandrakant Ruparelia.

15. The justification for the proposed allotment to be made for consideration other than cash together with the Valuation report of the Registered Valuer:

The Company proposes to discharge part of the total Purchase Consideration payable for acquisition of the entire stake in Hitech by issue of shares of the Company. The Valuation of the same is based on the Valuation report dated January 8, 2021 issued by Mr. Harsh Chandrakant Ruparelia and approval of the Purchase Consideration by the Board of Directors.

16. Lock-in period:

The proposed allotment shall be subject to a lock-in as per the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and other terms as mutually agreed between the parties as per the transaction documents.

17. Listing of the proposed shares:

The Company shall make an application to the Stock Exchanges on which the existing equity shares of the Company are listed, for listing of the aforementioned shares.

The above shares, once allotted, shall rank pari passu with the then existing equity shares of the Company in all respects, including dividend.

18. Auditors' Certificate:

The Certificate issued by M/s. B S R & Co., LLP, Statutory Auditors of the Company certifying that the preferential issue is being made in accordance with the requirements of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 is available for inspection by the members of the Company at the Registered Office of the Company between 11:00 a.m. to 1:00 p.m. on all working days between Monday to Friday every week up to the last date mentioned in the Notice for E-voting. However, any member can ask for a virtual inspection of the same and the Company shall be pleased to provide the same.

19. Identity of proposed allottes (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and/or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential Issue:

Identity of the proposed preferential allottees	Category	Pre-issue Shareholding	Equity Shares proposed to be allotted	Post issue Shareholding		Ultimate Beneficial Ownership
				Post issue holding	% of total Capital	
Dr. Ganesan Subramanian (Individual)	Non – promoter	0	1,61,172	1,61,172	0.31	Not-Applicable
Mrs. Manimegalai Ganesan (Individual)	Non – promoter	0	3,15,513	3,15,513	0.61	Not-Applicable
Mrs. Malini Parusaraman (Individual)	Non – promoter	0	18,315	18,315	0.04	Not-Applicable

Note: Since all the Proposed Allottees are individuals, hence ultimate beneficial ownership details are not applicable.

20. Other Disclosures:

a. The Company, None of the Promoters and Directors of the Company are categorized as wilful defaulters by any bank(s) or financial institution(s) or any consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India;

b. The proposed allottees have not sold any equity shares of the Company during the Six months preceding the Relevant date.

c. The Company has no subsisting default in the redemption or payment of dividend on equity shares of the Company since the commencement of Companies Act, 2013.

d) The Company is not required to re-compute the price of the Equity Shares in terms of the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.*

If the Company was required to re-compute the price then it would have undertaken such re-computation and if the amount payable on account of the re-computation of price was not paid by the proposed allottees within the time stipulated in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Equity Shares proposed to be issued under this resolution would have been continued to be locked- in till the time such amount would have paid by the proposed allottees.

*Since the Companies equity shares are listed on recognized Stock Exchanges for a period of more than twenty-six weeks prior to the Relevant Date, the Company is neither required to re-compute the price nor is required to submit an undertaking as specified under applicable provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The approval of the shareholders by way of a special resolution is required for the proposed issue and allotment of equity shares to the promoters and shareholders of Dr. Ganesan's Hitech Diagnostic Centre Private Limited on a preferential basis pursuant to the applicable provisions of the Companies Act, 2013 read with applicable rules made there under and SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution except for their shareholding in the Company.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 2 of the accompanying notice relating to the issue and allotment of equity shares on a Preferential basis.

By order of the Board of Directors
For Metropolis Healthcare Limited

Poonam Tanwani
Company Secretary and Compliance Officer

Place: Ahmedabad

Date: January 19, 2021

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Metropolis Healthcare Limited
(CIN :L73100MH2000PLC192798)
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