

## NOTICE

**NOTICE IS HEREBY GIVEN THAT THE 23<sup>RD</sup> ANNUAL GENERAL MEETING ('AGM') OF THE MEMBERS OF METROPOLIS HEALTHCARE LIMITED WILL BE HELD ON THURSDAY, AUGUST 17, 2023 AT 04:30 PM IST THROUGH VIDEO CONFERENCING ("VC") / OTHER AUDIO-VISUAL MEANS ("OAVM") TO TRANSACT THE FOLLOWING BUSINESS. THE VENUE OF THE MEETING SHALL BE DEEMED TO BE THE REGISTERED OFFICE OF THE COMPANY SITUATED AT 250 D, UDYOG BHAVAN, WORLI, MUMBAI- 400030, MAHARASHTRA, INDIA.**

### ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023 together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of Rs.8/- (Rupees Eight Only) per equity share for the financial year ended March 31, 2023.
3. To appoint a Director in place of Mr. Hemant Sachdev (DIN: 01635195), who retires by rotation and, being eligible, offers himself for the re-appointment.

### SPECIAL BUSINESS:

4. **To ratify the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2023-24.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 (**'the Act'**), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on May 16, 2023, the remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 00240), who were appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year 2023-24 amounting to Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable GST and reimbursement of travelling and out of pocket expenses be and is hereby ratified and approved.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution."

5. **To approve re-appointment of Mr. Sanjay Bhatnagar, (DIN: 00867848) as an Independent Director of the Company for a second term of five consecutive years**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 ('the Act') (including any statutory amendment(s) modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), as amended from time to time and the Articles of Association of the Company, Mr. Sanjay Bhatnagar, (DIN: 00867848), who was appointed as an Independent Director at the 18<sup>th</sup> Annual General Meeting of the Company for a period of five years, i.e., from September 07, 2018 to September 06, 2023, being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 07, 2023 till September 06, 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. Sanjay Bhatnagar shall be entitled to receive the fees/ 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

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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.”

**6. To approve re-appointment of Mr. Vivek Gambhir, (DIN: 06527810) as an Independent Director of the Company for a second term of five consecutive years**

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) (including any statutory amendment(s) modification(s) or re-enactment(s) thereof for the time being in force), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time and the Articles of Association of the Company, Mr. Vivek Gambhir, (DIN: 06527810), who was appointed as an Independent Director at the 18<sup>th</sup> Annual General Meeting of the Company for a period of five years, i.e., from September 07, 2018 to September 06, 2023, being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations 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 and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of 5 (five) consecutive years on the Board of the Company commencing from September 07, 2023 till September 06, 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. Vivek Gambhir, (DIN: 06527810) shall be entitled to receive the fees/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.”

**By Order of the Board of Directors**

sd/-

**Ameera Shah**

Managing Director

DIN: 00208095

Place: Mumbai

Date: May 16, 2023

**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)

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**NOTES:**

1. Pursuant to General Circular No.14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021, Circular No. 19/2021 dated December 08, 2021, Circular No. 21/2021 dated December 14, 2021, Circular No. 02/2022 dated May 05, 2022 and Circular No. 10/2022 dated December 28, 2022 respectively, issued by the Ministry of Corporate Affairs ("**MCA Circulars**"), Circular No. SEBI/HO/CFD/CMD1/CIR/ P/2020/79 dated May 12, 2020, Circular No. SEBI/HO/CFD/CMD2/CIR /P/2021/11 dated January 15, 2021, Circular SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 and Circular SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 issued by the Securities and Exchange Board of India ("**SEBI Circulars**") and in compliance with the provisions of the Companies Act, 2013 ("**Act**") and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Listing Regulations/SEBI Listing Regulations**"), the 23<sup>rd</sup> Annual General Meeting ('**23<sup>rd</sup> AGM**') of the Company is being conducted through VC/OAVM Facility, without the physical presence of Members at a common venue. The deemed venue shall be the Registered Office of the Company.
2. Pursuant to MCA Circulars the AGM shall be conducted through VC/OAVM, the facility for appointment of proxy by the Members to attend and cast vote for the Members is not available for this AGM and hence the proxy form and attendance slip including Route map are not annexed to the Notice. However, in pursuance of Section 113 of the Companies Act, 2013, the Body Corporate Member/ institutional Members are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and they can participate and cast their votes through e-voting. Accordingly, Institutional / Corporate Members are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorizing its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act, at [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com)
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1,000 Members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the Directors are interested, maintained under Section 189 of the Act shall be available for inspection electronically during the AGM upon login at NSDL E-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
6. Certificate from the Secretarial Auditors of the Company certifying that '**Metropolis Restrictive Stock Unit Plan, 2020**' and '**Metropolis Employees Stock Options Scheme, 2015**' are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2021 and shall be available for inspection electronically during the AGM upon login at NSDL E-voting system at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
7. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the AGM and the relevant details of Director seeking appointment and re-appointment as required under Regulation 26(4) and Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as required under Secretarial Standards -2 on General Meetings issued by the Institute of Company Secretaries of India is annexed thereto.
8. All documents referred to in the Notice will also be available for electronic inspection, without any fee by the Members from the date of circulation of this Notice up to the date of AGM, i.e. AGM day & date. Members seeking to inspect such documents can send an email to [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com)
9. Shareholders who would like to express their views/ask questions during the Meeting may register themselves as a speaker by sending their request till **August 10, 2023 (05:00 PM IST)** mentioning their name, demat account number/folio number, email id, mobile number at ([secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com)). The shareholders who do not wish to speak during the AGM but have queries may send their queries till **August 10, 2023 (05:00 PM IST)** mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com). These queries will be replied to by the Company suitably by email.

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10. In terms of the SEBI Listing Regulations, securities of listed companies can only be transferred in dematerialized form with effect from April 01, 2020. In view of the above, Members are advised to dematerialize shares held by them in physical form.
11. 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 Depository Participants. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, M/s. Link Intime (India) Private Limited at C-101, 1<sup>st</sup> Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.
12. Shareholders can avail the facility of nomination in respect of shares held by them in physical form, pursuant to the provisions of Section 72 of the Companies Act, 2013 read with the Rules framed thereunder. Members desiring to avail of this facility may send their nomination in the prescribed Form No. SH-13 duly filled in to M/s. Link Intime (India) Private Limited. Members holding in electronic form may contact their respective Depository Participants for availing this facility.
13. 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's Registrar & Transfer Agents in case the shares are held by them in physical form.
14. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited.
15. The register of Members and Share Transfer Books of the Company will remain closed from Friday, August 11, 2023 to Thursday, August 17, 2023 (both days inclusive) for the purpose of the 23<sup>rd</sup> AGM of the Company.
16. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
17. Members who wish to claim dividends, which have remained unclaimed, are requested to contact the Secretarial Department, at the Registered Office of the Company or office of the Registrar and Share Transfer Agent ('RTA') of the Company i.e. M/s Link Intime (India) Private Limited. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account will be transferred to the Investor Education Protection Fund ('IEPF'), as per provisions of Section 124 of the Companies Act, 2013 (including any statutory amendment(s) modification(s) or re-enactment(s) for the time being in force).
18. Shareholders holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. For the safety and interest of the Shareholders, it is important that bank account details are correctly provided to the Depository Participants and registered against their demat account.
19. The Board of Directors have appointed Mr. Vijay Yadav (Membership No. FCS 11990) Partner of M/s. AVS & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the votes cast through the e-voting system at the Meeting and remote e-voting process in a fair and transparent manner.
20. The Scrutinizer shall submit his report to the Chairman of the Meeting or any person authorized by him within 48 hours of the conclusion of the AGM. 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.
21. Regulation 36 (1)(b) and (c) of the Listing Regulations prescribes that a listed entity shall send a hard copy of the statement containing salient features of all the documents, as prescribed in Section 136 of the Companies Act, 2013 to the shareholders who have not registered their email addresses and hard copies of full annual reports to those shareholders, who request for the same, respectively. However, in line with MCA Circulars and SEBI Circulars owing to the difficulties involved in dispatching of physical copies of the Annual Report for the Financial Year 2022-23 and the Notice of AGM are being sent in electronic mode to those Members whose email addresses are registered with

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the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2022-23 will also be available on the Company's website [www.metropolisindia.com](http://www.metropolisindia.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

22. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April

13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited ('NSDL') for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.

23. AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circulars and SEBI Circulars, as applicable.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, August 13, 2023 at 09:00 A.M. and ends on Wednesday, August 16, 2023 at 05:00 P.M. 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. Thursday, August 10, 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 Thursday, August 10, 2023. A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the 23<sup>rd</sup> AGM and prior to the Cut-off date i.e. Thursday, August 10, 2023 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or e-voting system on Thursday, August 17, 2023 the date of the AGM by following the procedure mentioned below.

#### 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 and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 09, 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:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>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 or joining virtual meeting &amp; voting during the meeting.</li> <li>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> </ol>

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Type of shareholders	Login Method
	<p>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 "Login" 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 or joining virtual meeting &amp; voting during the meeting.</p> <p>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.</p> <p><b>NSDL Mobile App is available on</b></p> <p> <b>App Store</b>     <b>Google Play</b></p> <div style="display: flex; justify-content: space-around;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>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>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 or joining virtual meeting &amp; voting during the meeting. 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>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>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 or joining virtual meeting &amp; voting during the meeting.</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 above mentioned website.

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**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
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 e-Voting and joining virtual meeting 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 :

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. 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.**

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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 and join General Meeting on NSDL e-Voting system.**

#### **How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 able 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](mailto: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 Veena 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 email 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 and joining virtual meeting 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.



## NOTICE (Contd.)

- In terms of SEBI circular dated December 09, 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.

### THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com). The same will be replied by the Company suitably.
- Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.
- If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the AGM.

### As required by Section 102 of the Companies Act, 2013 ("the Act"), the following Statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

#### Item No. 4:

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 16, 2023, approved the appointment of M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration No. 00240), as Cost Auditors of the Company to conduct the audit of the Cost records of the Company for the Financial year 2023-24 at a remuneration of Rs.1,50,000/- (Rupees One Lakh Fifty Thousand Only) plus applicable GST and reimbursement of travelling and out of pocket expenses.

M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration No. 00240) have confirmed that they hold a valid certificate of practice under sub section (1) of Section 6 of the Cost and Work Accountants Act, 1959 and are not disqualified under section 141 read with section 148 of the Companies Act, 2013 and rules made thereunder.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014 and Companies (Cost records and Audit) Rules, 2014 (including any statutory amendment(s) modification(s) and/ or re-enactment(s) for the time being in force), the remuneration payable to Cost Auditor has to be ratified by the Members of the Company.

**NOTICE (Contd.)**

Accordingly, the Board of Directors recommend passing of an **Ordinary Resolution** as set out in **Item No. 4** of the accompanying Notice relating to the ratification of the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2023-24 for the approval of the members.

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.

**Item No. 5:**

Based on recommendation of the Nomination Remuneration Committee, the Board has re-appointed Mr. Sanjay Bhatnagar (DIN: 00867848) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from September 07, 2023 to September 06, 2028 (both days inclusive), subject to approval of the Members.

Mr. Sanjay Bhatnagar has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, (ii) and is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Sanjay Bhatnagar is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The Board of Directors of the Company has evaluated the performance of Mr. Sanjay Bhatnagar on the basis of his attendance at the meetings of Board and Committees, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the Board has done the said evaluation in rating manner. The performance evaluation of Mr. Sanjay Bhatnagar was satisfactory to the Board. The profile and specific areas of expertise of Mr. Sanjay Bhatnagar is provided as Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Sanjay Bhatnagar on the Board of the Company and accordingly the Board recommends the appointment of Mr. Sanjay Bhatnagar, as an Independent Director, as proposed in the Special Resolution set out at Item No. 5 for approval by the Members.

Except for Mr. Sanjay Bhatnagar and/or her relatives, no other Director, Key Managerial Personnel or their respective

relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Further, Mr. Sanjay Bhatnagar shall be entitled to receive the fees/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 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.

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).

**Item No. 6:**

Based on recommendation of the Nomination and Remuneration Committee, the Board has re-appointed Mr. Vivek Gambhir (DIN: 06527810) as an Independent Director, not liable to retire by rotation, for the second consecutive term of five years, i.e., from September 07, 2023 to September 06, 2028 (both days inclusive), subject to approval of the Members.

Mr. Vivek Gambhir has given his declaration to the Board, inter alia, that (i) he meets the criteria of independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations, (ii) and is not restrained from acting as a Director by virtue of any Order passed by SEBI or any such authority and (iii) and is eligible to be appointed as a Director in terms of Section 164 of the Act. He has also given his consent to act as a Director.

In the opinion of the Board, Mr. Vivek Gambhir is a person of integrity, possesses relevant expertise / experience and fulfills the conditions specified in the Act and the Listing Regulations for re-appointment as an Independent Director and he is independent of the management. The Board of Directors of the Company has evaluated the performance of Mr. Vivek Gambhir on the basis of his attendance at the meetings of Board and Committees, active participation in meetings, rendering of independent and unbiased opinions, giving of positive inputs into development of strategy, better governance practices and safeguarding of confidential information of the Company, Knowledge with the latest developments and applicable laws to the Company etc. Further, the Board has done the said evaluation in rating manner. The performance evaluation of Mr. Vivek Gambhir was satisfactory to the Board.

The profile and specific areas of expertise of Mr. Vivek Gambhir is provided as Annexure to this Notice.

Given his experience, the Board considers it desirable and in the interest of the Company to have Mr. Vivek Gambhir

**NOTICE (Contd.)**

on the Board of the Company and accordingly the Board recommends the appointment of Mr. Vivek Gambhir, as an Independent Director, as proposed in the Special Resolution set out at Item No. 6 for approval by the Members.

Except for Mr. Vivek Gambhir and/or her relatives, no other Director, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolution.

Further, Mr. Vivek Gambhir shall be entitled to receive the fees/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 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.

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).

**By Order of the Board of Directors**

sd/-

**Ameera Shah**

Managing Director

DIN: 00208095

Place: Mumbai

Date: May 16, 2023

**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)

NOTICE (Contd.)

Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of Directors is as below

**Mr. Hemant Sachdev:**

<b>Name of the Director</b>	Mr. Hemant Sachdev
<b>DIN</b>	01635195
<b>Date of Birth</b>	November 25, 1975
<b>Date of Appointment</b>	May 27, 2021
<b>Date of appointment at current designation</b>	May 27, 2021
<b>Category</b>	Non-Executive Non-Independent Director
<b>Qualification</b>	BA in Political Science from Delhi and an alumni of Harvard Business School
<b>Nature of expertise in specific functional areas and Experience</b>	Is a first generation entrepreneur and has over 2 decades of Experience, mainly in Retail, Distribution and Education
<b>Terms and conditions of appointment/reappointment</b>	Re-appointed as a Non-Executive Non Independent Director, liable to retire by rotation
<b>Number of shares held in the Company</b>	Nil
<b>Remuneration to be paid</b>	-
<b>Directorship held in other Companies</b>	Refer <b>Annexure A</b>
<b>Memberships/ Chairmanships of Committees of other Companies</b>	Refer <b>Annexure A</b>
<b>Relationships between Directors inter-se</b>	Husband of Ms. Ameera Shah, Managing Director of the Company & Son in Law of Dr. Sushil Shah, Chairman and Executive Director of the Company
<b>Last Drawn Remuneration and No. of Board Meetings attended during the year</b>	Mr. Hemant was not paid any remuneration in financial year 2022-23, and number of Board/Committee meetings attended during financial year 2022-23 are provided in the Corporate Governance Report which forms a part of the Annual Report.

## NOTICE (Contd.)

**Annexure A – Details of Other Directorships and Committee memberships held by the Mr. Hemant Sachdev.**

No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	Metropolis Healthcare Limited	----
2.	Chogori India Retail Limited	----
3.	Chogori Retail Private Limited	----
4.	Chogori Distribution Private Limited	----
5.	Devi Developers Private Limited	----

**Mr. Sanjay Bhatnagar:**

<b>Name of the Director</b>	Mr. Sanjay Bhatnagar
<b>DIN</b>	00867848
<b>Date of Birth</b>	September 29, 1961
<b>Date of Appointment</b>	September 07, 2018
<b>Date of appointment at current designation</b>	September 10, 2018
<b>Category</b>	Non- Executive, Independent Director
<b>Qualification</b>	Master's degree in Engineering from Stanford University and Business Administration from Harvard University
<b>Nature of expertise in specific functional areas and Experience</b>	More than 25 years of experience with expertise in project development, marketing, and operations management.
<b>Terms and conditions of appointment/ re-appointment</b>	Re-appointed as a Non-Executive Independent Director, not liable to retire by rotation
<b>Number of shares held in the Company</b>	Nil
<b>Remuneration to be paid</b>	As per the resolution at Item no. 5 of the Notice convening this meeting read with explanatory statement thereto
<b>Directorship held in other Companies</b>	Refer <b>Annexure B</b>
<b>Memberships/ Chairmanships of Committees of other Companies</b>	Refer <b>Annexure B</b>
<b>Relationships between Directors inter-se</b>	NA
<b>Last Drawn Remuneration and No. of Board Meetings attended during the year</b>	Mr. Sanjay was not paid any remuneration in financial year 2022-23, details of sitting fees and number of Board/Committee meetings attended during financial year 2022-23 are provided in the Corporate Governance Report which forms a part of the Annual Report.

NOTICE (Contd.)

**Annexure B – Details of Other Directorships and Committee memberships held by the Mr. Sanjay Bhatnagar:**

No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	EIH Limited	Member of Audit Committee
2.	Bhatnagar Estates Private Limited	-
3.	Tango Publishing Inc.	-
4.	Metropolis Healthcare Limited	Member of Audit Committee and Nomination and Remuneration Committee

**Mr. Vivek Gambhir:**

<b>Name of the Director</b>	Mr. Vivek Gambhir
<b>DIN</b>	06527810
<b>Date of Birth</b>	November 27, 1968
<b>Date of Appointment</b>	September 07, 2018
<b>Date of appointment at current designation</b>	September 10, 2018
<b>Category</b>	Non- Executive, Independent Director
<b>Qualification</b>	Bachelor's degree in both Science and Arts from Lafayette College, Pennsylvania; Holds Master's degree in Business Administration from Harvard University
<b>Nature of expertise in specific functional areas and Experience</b>	More than 20 years of experience with expertise in Operations and Strategy.
<b>Terms and conditions of appointment/ reappointment</b>	Re-appointed as a Non-Executive Independent Director, not liable to retire by rotation
<b>Number of shares held in the Company</b>	144 shares
<b>Remuneration to be paid</b>	As per the resolution at Item no. 6 of the Notice convening this meeting read with explanatory statement thereto
<b>Directorship held in other Companies</b>	Refer <b>Annexure C</b>
<b>Memberships/ Chairmanships of Committees of other Companies</b>	Refer <b>Annexure C</b>
<b>Relationships between Directors inter-se</b>	NA
<b>Last Drawn Remuneration and No. of Board Meetings attended during the year</b>	Mr. Vivek was not paid any remuneration in financial year 2022-23, details of sitting fees and number of Board/Committee meetings attended during financial year 2022-23 are provided in the Corporate Governance Report which forms a part of the Annual Report.

## NOTICE (Contd.)

**Annexure C – Details of Other Directorships and Committee memberships held by the Mr. Vivek Gambhir:**

<b>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.	Samast Technologies Private Limited	-
2.	Harvard Business School Club of India	-
3.	Hob Ventures Private Limited	-
4.	Imagine Marketing Limited	Member of Corporate Social Responsibility Committee, Stakeholders Relationship Committee & Risk and Management Committee
5.	Kaha Technologies Private Limited	-
6.	Honasa Consumer Limited	Member of Audit Committee and Chairman of Nomination and Remuneration Committee
7.	Metropolis Healthcare Limited	Member of Audit Committee & Nomination and Remuneration Committee. Chairman of Stakeholders Relationship Committee