

Ref: MHL/Sec&Legal/2019/45

Date: October 28, 2019

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

To,  
Head, Listing Compliance Department  
**National Stock Exchange of India Limited**  
Exchange Plaza,  
Plot No. C/1. G Block,  
Bandra -Kurla Complex, Bandra (East),  
Mumbai- 400051

Scrip Code: 542650

Script Symbol: METROPOLIS

**Subject: Disclosure for reason for encumbrance**

Dear Sir,

We have enclosed disclosure of reasons for encumbrance received from our Promoter(s) and Promoter Group in respect of the Company's Equity shares as per SEBI Circular No SEBI/HO/CFD/DCR1/CIR/P/2019/90 dated August 07,2019 and the SEBI (Substantial Acquisition of Shares and Takeovers) Regulations 2011.

We request you to kindly take the same on record.

Yours faithfully

For Metropolis Healthcare Limited

  
Ameera Sushil Shah  
**Managing Director**  
(DIN: 00208095)

**Address:** Metropolis Healthcare Limited,  
250 D, Udyog Bhavan, Hind Cycle Lane,  
Worli, Mumbai – 400030.



**METROPOLIS**  
The Pathology Specialist

**INNER HEALTH REVEALED**

**Metropolis Healthcare Limited**

Registered Office: 250 D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai - 400 03

CIN: U73100MH2000PLC192798. Tel: +91-22-3399 3939 / 6650 5555.

Email: support@metropolisindia.com | Website: www.metropolisindia.com

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

**Annexure – II**

**Format for disclosure of reasons for encumbrance**

Name of listed company	<b>METROPOLIS HEALTHCARE LIMITED</b>	
Name of the recognised stock exchanges where the shares of the company are listed	1. BSE Limited (BSE) 2. National Stock Exchange of India Limited (NSE)	
Name of the promoter(s) / PACs whose shares have been encumbered	<b>Name</b>	<b>No. of Shares pledged</b>
	<b>A. Promoter</b>	
	Dr. Sushil Kanubhai Shah	26,77,156
	Metz Advisory LLP	11,60,071
	<b>B. Person Acting in Concert</b>	
	Dr. Duru Sushil Shah	92,09,230
	<b>Total</b>	<b>1,30,46,457</b>
Total promoter shareholding in the listed company	57.41%	
Encumbered shares as a % of promoter shareholding	45.29%	
Whether encumbered share is 50% or more of promoter shareholding	No	
Whether encumbered share is 20% or more of total share capital	Yes	

**Details of all the existing events/ agreements pertaining to encumbrance**

Particulars		Encumbrance 1
Date of creation of encumbrance:		18.04.2019
Type of encumbrance (pledge, lien, negative lien, non-disposal undertaking etc. or any other covenant, transaction, condition or arrangement in the nature of encumbrance)		Pledge
No. and % of shares encumbered		No. of shares: 1,30,46,457 % of total share capital: 26%
Specific details about the encumbrance	Name of the entity in whose favour shares encumbered	Vistra ITCL India Limited*
	Whether the entity is a scheduled commercial bank,	No, Corporate Trustee

*Anon*

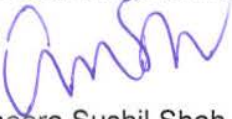
	public financial institution, NBFC or housing finance company? If No, provide the nature of the business of the entity.	
	Names of all other entities in the agreement	<p>1. <b>Borrower:</b> Metz Advisory LLP</p> <p>2. <b>Security Trustee:</b> Vistra ITCL (India) Limited</p> <p>3. <b>Agent:</b> Vistra ITCL (India) Limited</p> <p>4. <b>Lenders:</b></p> <p>a. Credit Suisse Finance (India) Private Limited</p> <p>b. Hero Fincorp Limited</p> <p>c. Kotak Mahindra Prime Limited</p>
	Whether the encumbrance is relating to any debt instruments viz. debenture, commercial paper, certificate of deposit etc.? If yes, provide details about the instrument, including credit rating	NO
Security Cover / Asset Cover	Value of shares on the date of event / agreement (A)	INR 12,66,09,34,195/-
	Amount involved (against which shares have been encumbered) (B)	INR 4,19,16,38,476/- along with accumulated interest @ 10.25% p.a.
	Ratio of A / B	3.01 <sup>#</sup>
End use of money	<p>Borrowed amount to be utilized for what purpose –</p> <p>(a) Personal use by promoters and PACs</p> <p>(b) For the benefit of listed company</p> <p>Provide details including amount, purpose of raising money by listed company, schedule for utilization of amount, repayment schedule etc.</p> <p>(c) Any other reason (please specify)</p>	Personal use by promoters and PAC.

\*As a Trustee on behalf of Hero Fincorp Limited, Kotak Mahindra Prime Limited, Credit Suisse Finance (India) Private Limited (collectively, the "Lenders")



# As on April 18, 2019 (the Event Date) the Requisite Security Ratio was 2.5 and the Actual Security Ratio is 3.01.

**For and on behalf of Promoter(s) and Person Acting in Concert (PAC)**



Ameera Sushil Shah  
**Authorised Signatory**

Place: Mumbai

Date: October 28, 2019