

CONSOLIDATED REPORT OF THE SCRUTINIZER

[Pursuant to Section 108 of the Companies Act, 2013 and rules framed thereunder]

To
The Chairperson / Company Secretary
Metropolis Healthcare Limited
250 D Udyog Bhavan, Worli,
Mumbai – 400030.

Respected Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolutions through remote E-Voting Process and Voting by Ballot at 19th Annual General Meeting ('AGM') of the Members of Metropolis Healthcare Limited ('the Company') held on Tuesday, 06th August, 2019.

1. We, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai were appointed as Scrutinizer by the Board of Directors of the Company to scrutinize for the purpose of:

- a. Scrutinizing the remote e-voting process in terms of the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- b. Scrutinizing the votes cast through Tab-based E-voting (using TABLET device) at the venue of the 19th AGM for those shareholders, who do not have access to remote e-voting facility or have not cast their vote through remote e-voting facility;

in a fair and transparent manner, for passing of the Resolutions as mentioned under item numbers 1 to 3 as set out in the Notice of 19th AGM of the members of the Company dated 13th May, 2019.

2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013 and Rules relating to e-voting and voting by ballot forms at AGM on the resolutions contained in the Notice of AGM of the members



of the Company. Our responsibility as a Scrutinizer for the e-voting process and Tab-based E-voting conducted at the AGM is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolutions stated in the said Notice, based on the reports generated from the e-voting system provided by Central Depository Services (India) Limited ("CSDL"), the agency engaged by the Company to provide e-voting facility, and Tab-based E-voting conducted at the AGM in a fair and transparent manner.

3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 13th May, 2019 along with Statement setting out material facts under Section 102 of the Act was dispatched to the shareholders by courier at their registered addresses and by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Monday, 15th July, 2019.
 - b. The said Notice was dispatched on the basis of Register of Members made available by M/s. Link Intime (India) Private Limited, the Registrar and Share Transfer Agent of the Company and the list of beneficial owners made available by the depositories viz., National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as on Friday, 5th July, 2019.
4. As per the provisions of Rule 20 of the Companies (Management and Administration) Amendment Rules, 2016, the Company has published advertisement about completion of dispatch of Notice of meeting and providing e-voting facility in the English newspaper "The Financial Express" and Marathi newspaper "Loksatta" on Tuesday, 16th July, 2019.
5. In terms of the aforesaid Notice, voting period was kept open for 4 (four) days from Friday, 02nd August 2019 till Monday, 05th August, 2019 (from 10:00 a.m. IST to 5:00 pm. IST for each day).
6. The voting rights of members was considered in proportion to the shares held by them in the paid up equity share capital of the Company as on the cut-off date i.e. Tuesday, 30th July, 2019.
7. As required under the said rules, after conclusion of AGM, the votes cast under the e-voting facility including Tab-based e-voting were unblocked in the presence of Ms. Jinal Bagadiya and Mr. Janvi Savla who are not in employment with the Company.



Summary of the e-voting and poll at the AGM is as follows:

A. ORDINARY BUSINESS

Resolution No.1

Particulars		Ordinary Resolution for adoption of the Audited Financial Statements (including Audited Consolidated Financial Statements) of the Company for the financial year ended 31 st March, 2019, together with the Reports of the Directors and Auditors thereon.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (A)	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
Public-Institutions	E-Voting	1,09,52,911	94,41,353	86.1995	91,43,993	2,97,360	96.8505	3.1495
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (B)	1,09,52,911	94,41,353	86.1995	91,43,993	2,97,360	96.8505	3.1495
Public-Non Institutions	E-Voting	1,04,18,233	2,48,203	2.3824	2,48,177	26	99.9895	0.0105
	Tab-based e-voting		71,79,664	68.9144	71,79,664	0	100.0000	0.0000
	Total (C)	1,04,18,233	74,27,867	71.2968	74,27,841	26	99.9996	0.0004
Total (A+B+C)		5,01,78,680	4,56,76,756	91.0282	4,53,79,370	2,97,386	99.3489	0.6511
Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes



Resolution No.2

Particulars		Ordinary Resolution for appointment of Director in place of Dr. Sushil Kanubhai Shah (DIN: 00179918), who retires by rotation and being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?				Yes				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (A)	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
Public-Institutions	E-Voting	1,09,52,911	94,41,353	86.1995	93,83,556	57,797	99.3878	0.6122
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (B)	1,09,52,911	94,41,353	86.1995	93,83,556	57,797	99.3878	0.6122
Public-Non Institutions	E-Voting	1,04,18,233	2,48,203	2.3824	2,48,126	77	99.9690	0.0310
	Tab-based e-voting		71,79,664	68.9144	71,79,664	0	100.0000	0.0000
	Total (C)	1,04,18,233	74,27,867	71.2968	74,27,790	77	99.9990	0.0010
Total (A+B+C)		5,01,78,680	4,56,76,756	91.0282	4,56,18,882	57,874	99.8733	0.1267
Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes



B. SPECIAL BUSINESS

Resolution No.3

Particulars		Ordinary Resolution for Ratification of the payment of the remuneration to M/s. Joshi Apte & Associates, Cost Accountant (Firm Registration no. 00240), as Cost Auditor of the Company.						
Whether promoter/ promoter group are interested in the agenda/resolution?				No				
Category	Mode of Voting	No. of shares held	No. of valid votes polled	% of votes Polled on outstanding shares	No. of Votes in favour	No. of votes - against	% of votes in favour on votes polled	% of votes against on votes polled
Promoter and Promoter Group	E-Voting	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (A)	2,88,07,536	2,88,07,536	100.0000	2,88,07,536	0	100.0000	0.0000
Public-Institutions	E-Voting	1,09,52,911	94,41,353	86.1995	94,41,353	0	100.0000	0.0000
	Tab-based e-voting		0	0.0000	0	0	0.0000	0.0000
	Total (B)	1,09,52,911	94,41,353	86.1995	94,41,353	0	100.0000	0.0000
Public-Non Institutions	E-Voting	1,04,18,233	2,48,203	2.3824	2,48,138	65	99.9738	0.0262
	Tab-based e-voting		71,79,664	68.9144	71,79,664	0	100.0000	0.0000
	Total (C)	1,04,18,233	74,27,867	71.2968	74,27,802	65	99.9991	0.0009
Total (A+B+C)		5,01,78,680	4,56,76,756	91.0282	4,56,76,691	65	99.9999	0.0001
Result: We report that the number of votes cast in favour of the aforesaid Ordinary Resolution is more than the number of votes cast against accordingly the resolution may be considered as passed with requisite majority								

Invalid Votes: There were no invalid votes



I further report that:

- a. I have received all the documents as mentioned in Sections 105 and 113 of the Companies Act, 2013 and such other applicable provisions under the relevant Rules, thereunder, together with Attendance Register/s; and
- b. The Register/s, all other papers and relevant records relating to the E-Voting and Tab-based e-voting at the AGM, shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid AGM and thereafter the same will be handed over to the Chairman/Company Secretary & Compliance Officer of the Company for safe keeping.

Thanking You.

For Manish Ghia & Associates
Company Secretaries



A handwritten signature in blue ink, appearing to be "m l ghia".

CS Manish L. Ghia
Partner

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

Place: Mumbai

Date: 7th August, 2019

Countersigned by

Chairperson / Authorized Person
Metropolis Healthcare Limited

Place:

Date: