

Ref: MHL/Sec&Legal/2021-22/40

Date: August 12, 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: Intimation of Voting results under Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir / Madam,

We wish to inform you that the 21st Annual General Meeting (AGM) was held on Wednesday, August 11, 2021 at 9:30 a.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") in accordance with the circular(s) issued by the Ministry of Corporate Affairs and Securities and Exchange Board of India.

The Company had appointed M/s. Manish Ghia and Associates, Company Secretaries, Mumbai, as the Scrutinizer to scrutinize the entire voting process. As per the Scrutinizers' Report, all resolutions contained in the Notice of AGM have been duly passed by the Members with requisite majority.

Pursuant to Regulation 44 of the SEBI Regulations and Section 108 of the Companies Act, 2013 read with Rules made thereunder, we enclose herewith the details of voting results as "**Annexure A**" along with the consolidated Scrutinizers' Report on remote e-voting and e-voting as "**Annexure B**".

A copy of the same is also being placed on the website of the Company www.metropolisindia.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For **Metropolis Healthcare Limited**

Simmi Singh Bisht
Head – Legal and Secretarial
Membership No. ACS 23360

Encl. a/a

BLOOD TESTS • DIAGNOSTICS • WELLNESS

METROPOLIS
The Pathology Specialist

Metropolis Healthcare Limited

Registered & Corporate Office: 250 D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai - 400 030.
CIN: L73100MH2000PLC192798 Tel No.: 8422 801 801 Email: support@metropolisindia.com

Website: www.metropolisindia.com

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

Annexure A

Voting Results of 21st Annual General Meeting

Disclosure as per Regulation 44(3) of SEBI (LODR) Regulations, 2015

Name of the Company	Metropolis Healthcare Limited
Date of Annual General Meeting	August 11, 2021
Total No. of Shareholders as on Cut-off date i.e., August 04, 2021	36,474
No. of shareholders present in meeting either in person or through proxy:	
Promoter & Promoter Group	Not Applicable
Public Shareholders	Not Applicable
No. of shareholders attended the meeting through Video Conferencing:	
Promoter & Promoter Group	6
Public Shareholders	43

A. ORDINARY BUSINESS

Resolution No.1

Particulars		Ordinary Resolution: To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 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, 2021 together with the report of the 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	25752991	25752991	100.0000	25752991	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		25752991	100.0000	25752991	0	100.0000	0.0000
Public- Institutions	E-Voting	22098900	20263259	91.6935	20263259	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		20263259	91.6935	20263259	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3302438	276287	8.3662	276267	20	99.9928	0.0072
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		276287	8.3662	276267	20	99.9928	0.0072
Total		51154329	46292537	90.4958	46292517	20	100.0000	0.0000
Result: We report that the number of votes cast in favour of the aforesaid 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: To confirm the payment of Interim Dividend of Rs. 8 per equity share for the Financial Year ended March 31, 2021.						
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	25752991	25752991	100.0000	25752991	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		25752991	100.0000	25752991	0	100.0000	0.0000
Public- Institutions	E-Voting	22098900	20330558	91.9981	20330558	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		20330558	91.9981	20330558	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3302438	276289	8.3662	276288	1	99.9996	0.0004
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		276289	8.3662	276288	1	99.9996	0.0004
Total		51154329	46359838	90.6274	46359837	1	100.0000	0.0000
Result: We report that the number of votes cast in favour of the aforesaid 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.3

Particulars		Ordinary Resolution: To appoint a Director in place of Dr. Sushil 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	25752991	25752991	100.000	25752991	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		25752991	100.000	25752991	0	100.000	0.000
Public- Institutions	E-Voting	22098900	20330558	91.9981	19432372	898186	95.5821	4.4179
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		20330558	91.9981	19432372	898186	95.5821	4.4179
Public- Non Institutions	E-Voting	3302438	276287	8.3662	276250	37	99.9866	0.0134
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		276287	8.3662	276250	37	99.9866	0.0134
Total		51154329	46359836	90.6274	45461613	898223	98.0625	1.9375
Result: We report that the number of votes cast in favour of the aforesaid 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.

SPECIAL BUSINESS

Resolution No.4

Particulars		Ordinary Resolution: To ratify the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2021-2022.						
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	25752991	25752991	100.0000	25752991	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		25752991	100.0000	25752991	0	100.0000	0.0000
Public-Institutions	E-Voting	22098900	20330558	91.9981	20330558	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		20330558	91.9981	20330558	0	100.0000	0.0000
Public- Non Institutions	E-Voting	3302438	276287	8.3662	276217	70	99.9747	0.0253
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		276287	8.3662	276217	70	99.9747	0.0253
Total		51154329	46359836	90.6274	46359766	70	99.9998	0.0002
Result: We report that the number of votes cast in favour of the aforesaid 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.5

Particulars		Special Resolution: To approve the re-appointment of Ms. Ameera Sushil Shah (DIN: 00208095) as Managing Director of the Company.						
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	25752991	25752991	100.000	25752991	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		25752991	100.000	25752991	0	100.000	0.000
Public- Institutions	E-Voting	22098900	20330558	91.9981	19985113	345445	98.3009	1.6991
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		20330558	91.9981	19985113	345445	98.3009	1.6991
Public- Non Institutions	E-Voting	3302438	276287	8.3662	276193	94	99.9660	0.0340
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		276287	8.3662	276193	94	99.9660	0.0340
Total		51154329	46359836	90.6274	46014297	345539	99.2547	0.7453
Result: We report that the number of votes cast in favour of the aforesaid Resolution is three times 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.6

Particulars		Ordinary Resolution To appoint Mr. Hemant Sachdev (DIN: 01635195) as a Non-Executive Non Independent Director of the Company.						
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	25752991	25752991	100.000	25752991	0	100.000	0.000
	Poll		0	0.000	0	0	0.000	0.000
	Postal Ballot (if applicable)		0	0.000	0	0	0.000	0.000
	Total		25752991	100.000	25752991	0	100.000	0.000
Public- Institutions	E-Voting	22098900	20159057	91.2220	20119185	39872	99.8022	0.1978
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		20159057	91.2220	20119185	39872	99.8022	0.1978
Public- Non Institutions	E-Voting	3302438	276287	8.3662	276217	70	99.9747	0.0253
	Poll		0	0.0000	0	0	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0	0
	Total		276287	8.3662	276217	70	99.9747	0.0253
Total		51154329	46188335	90.2921	46148393	39942	99.9135	0.0865
Result: We report that the number of votes cast in favour of the aforesaid 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.

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, Hind Cycle Marg,
Worli, Mumbai – 400030

Dear Sir,

Sub: Consolidated Scrutinizer's Report for passing of Resolution through Remote E-voting and E-voting by the members during the Annual General Meeting (AGM), pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 of Metropolis Healthcare Limited ('the Company') for its 21st (Twenty First) AGM held on Wednesday, 11th August, 2021 at 09:30 a.m. through Video conferencing ('VC') / Other Audio Visual means ('OAVM').

1. I, CS Mannish L. Ghia, Partner, M/s. Manish Ghia & Associates, Company Secretaries, Mumbai was appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the process of voting through electronic means ("e-voting") in terms of the provisions of Section 108 of the Companies Act, 2013 ('the Act') read with Rule 20 of the Companies (Management and Administration) Rules, 2014 ('the Rules') as amended from time to time and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 in a fair and transparent manner, for passing of the resolution as mentioned under item numbers 1 to 6 as set out in the notice of AGM dated 27th May, 2021 ("Notice") issued by the Company in accordance with Circulars dated 8th April 2020, 13th April 2020, 5th May 2020 and 13th January 2021, issued by Ministry of Corporate Affairs, Government of India (hereinafter referred to as "MCA Circulars") and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May 2020 and Circular No. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January 2021 issued by the Securities and Exchange Board of India (hereinafter referred to as "SEBI Circular"), for convening the AGM of its members through VC / OAVM on Wednesday, 11th August, 2021 at 09:30 a.m.
2. The management of the Company is responsible to ensure the compliances with the requirements of the Companies Act, 2013, the Rules, MCA Circulars and SEBI Circular relating to remote e-voting and e-voting during the AGM on the resolution contained in the aforesaid Notice of AGM of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make a Consolidated Scrutinizer's Report of the votes cast 'in favour' or 'against' the resolution stated in the said Notice, based on the reports generated from the e-voting system provided by National Securities Depository Limited ('NSDL'), the agency engaged by the Company to provide E-voting facility, and that the e-voting is conducted in a fair and transparent manner.



3. As per the confirmation received from the Company:
 - a. The Notice of the AGM dated 27th May, 2021 along with Statement setting out material facts under Section 102 of the Act was sent to the members by e-mail to those shareholders, whose e-mail id is registered with the Registrar and Share Transfer Agent / Company / Depositories, on Sunday, 18th July, 2021 in terms of the MCA Circulars.
 - b. The said Notice was sent 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 ("the RTA") 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, 9th July, 2021.
4. As per the provisions of MCA Circulars, the Company has published a Public Notice dated Monday, 5th July, 2021, which was published in the English Newspaper "The Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Tuesday, 6th July, 2021 regarding the convening of the AGM through VC/OAVM and manner of registering the email ids of the members.
5. As per the provisions of Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), the Company has published a Public Notice dated Sunday, 18th July, 2021, which was published in the English newspaper "The Free Press Journal" and Marathi (Vernacular language) Newspaper "Navshakti" on Monday, 19th July, 2021 regarding completion of dispatch of Notice of meeting through email and providing e-voting facility.
6. In terms of the aforesaid Notice, voting period was kept open for 3 (three) days from Sunday, 8th August, 2021 (9.00 a.m. IST) till Tuesday, 10th August 10, 2021 (5.00 p.m. IST).
7. 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., Wednesday, 4th August, 2021.
8. As required under the MCA Circulars, the Company had also provided e-voting facility to the members attending the AGM through VC / OAVM and who had not cast their vote earlier.
9. As required under the said rules, after closure of remote e-voting and conclusion of the AGM, the votes cast under the remote e-voting facility prior to the AGM and e-voting facility during the AGM were unblocked in the presence of Mr. Bhavya Gala and Mr. Yash Pahuja who are not in employment with the Company.
10. I have scrutinized and reviewed the remote e-voting and e-voting during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system and the summary of the e-voting process is as follows:



ORDINARY BUSINESS

Resolution No.1: Ordinary Resolution

To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2021 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, 2021 together with the report of the Auditors thereon.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
335	46292517	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
2	20	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.2: Ordinary Resolution

To confirm the payment of Interim Dividend of Rs. 8 per equity share for the Financial Year ended March 31, 2021.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
338	46359837	99.99

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
1	1	0.00



(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.3: Ordinary Resolution

To appoint a Director in place of Dr. Sushil Shah, (DIN: 00179918), who retires by rotation and being eligible, offers himself for re-appointment.

(iv) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
326	45461613	98.06

(v) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
12	898223	1.94

(vi) Invalid votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

SPECIAL BUSINESS:

Resolution No.4: Ordinary Resolution

To ratify the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2021-2022.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
335	46359766	99.99



(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
3	70	0.00

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.5: Special Resolution

To approve the re-appointment of Ms. Ameera Sushil Shah (DIN: 00208095) as Managing Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
320	46014297	99.25

(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	345539	0.75

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

Resolution No.6: Ordinary Resolution

To appoint Mr. Hemant Sachdev (DIN: 01635195) as a Non-Executive Non Independent Director of the Company.

(i) Voted **in favour** of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
327	46148393	99.91



(ii) Voted **against** the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
8	39942	0.09

(iii) **Invalid** votes:

Number of members whose votes were declared invalid	Number of invalid votes cast by them
0	0

I further report that the electronic data and all other relevant records, if any relating to the Remote E-Voting and e-voting during 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
(Unique ID: P2006MH007100)



A handwritten signature in blue ink that appears to read "Mannish L. Ghia".

CS Mannish L. Ghia
Partner

M. No. FCS 6252 C. P. No. 3531
PR 822/2020

Place: Mumbai
Date: 11th August, 2021
UDIN: F006252C000769454

Countersigned by

Chairperson / Authorized Person
Metropolis Healthcare Limited

Place: Mumbai
Date: August 12, 2021