

Annexure 1

DISCLOSURE PURSUANT TO THE PROVISIONS OF THE SEBI (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AS ON MARCH 31, 2025

A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by Institute of Chartered Accountants of India ('ICAI') or any other relevant accounting standards as prescribed from time to time:

The disclosures are provided in the Note No. 43 of the notes to accounts forming part of the Standalone Financial Statements for the financial year 2024-25 ('standalone financial statements').

B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations, in accordance with 'Indian Accounting Standard 33 – Earnings per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time:

The diluted EPS of the Company calculated after considering the effect of potential equity shares arising on account of exercise of options / RSUs is ₹ 24.24 per share.

C. Details related to ESOPs / RSUs:

Sr. No.	Particulars	Metropolis – Employee Stock Option Scheme 2015 ('MESOS – 2015')	Metropolis - Restrictive Stock Unit Plan, 2020 ('MHL-RSU Plan 2020')
(i)	Description of each ESOPs / RSUs that existed during the year, including the general terms and conditions:		
1	Date of Shareholders' approval	March 28, 2015 September 18, 2017 February 28, 2018 September 10, 2018 September 14, 2018	April 6, 2020 August 17, 2022
2	Total number of options / units approved under the scheme	12,21,324	3,70,000
3	Vesting requirement	<p>The vesting schedule for stock options shall be based on the employee's date of joining the Company, as summarised below:</p> <p>i) Existing Employees (Employees in continuous employment with the Company since January 1, 2016, or earlier) Options granted shall vest as follows:</p> <ul style="list-style-type: none"> 50% on January 1, 2018 25% on January 1, 2019 25% on January 1, 2020 <p>ii) New Employees (Employees who joined the Company after January 1, 2016) Options granted shall vest as follows:</p> <ul style="list-style-type: none"> 50% of the grant upon completion of 2 years from the date of joining 25% of the grant upon completion of 3 years from the date of joining 25% of the grant upon completion of 4 years from the date of joining 	<p>Time Based Vesting: The RSUs would vest not earlier than 1 year and not later than 4 years from the date of grant of RSUs.</p> <p>Performance Based Vesting: In addition to the time-based conditions, the vesting of RSUs is subject to the achievement of specified performance parameters. The relative weight and assessment of these performance criteria shall be determined by the Nomination and Remuneration Committee (NRC) in accordance with the provisions outlined in the MHL-RSU Plan 2020.</p>

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Sr. No.	Particulars	Metropolis – Employee Stock Option Scheme 2015 ('MESOS – 2015')	Metropolis – Restrictive Stock Unit Plan, 2020 ('MHL-RSU Plan 2020')
4	Exercise price or pricing formula	₹ 705.77 per option (Adjusted for bonus and share split during the financial year 2018-19)	The NRC may decide the exercise price at the time of each grant which may be at discount to the fair market value / or the market value but shall not be less than the face value of shares, except for bonus awards.
5	Maximum term of options / units granted (Years)	4 years from the date of vesting	5 years from the date of vesting
6	Source of shares	Primary	Primary
7	Variation in terms of options / units	Not applicable Note: Based on the recommendation of the NRC, the Board of Directors at its meeting held on March 17, 2025, revoked the MESOS – 2015, as the same had been exhausted and no grants were outstanding.	Not applicable
(ii)	Method used to account for ESOPs / RSUs:	Fair value	Fair value
(iii)	Has the company has opted for expensing of the options using the Intrinsic Value of the Options: No		
(iv)	Movement during the year:		
1	No. of options / units outstanding at the beginning of the period	2,500	1,73,425
2	No. of options / units granted during the year	-	1,64,200
3	No. of options / units forfeited/ lapsed during the year	2,500	58,274
4	No. of options / units vested during the year	-	54,862
5	No. of options / units exercised during the year	-	56,099
6	No. of shares arising as a result of exercise of options / units	-	54,263
7	Money realized by exercise of options / units (₹). If scheme is implemented directly by the Company	-	₹ 1,08,526/-
8	Loan repaid by the Trust during the year from exercise price received	Not applicable	Not applicable
9	No. of options / units outstanding at the end of the year	-	2,23,252
10	No. of options / units exercisable at the end of the year	-	1,673

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Sr. No.	Particulars	Metropolis – Employee Stock Option Scheme 2015 ('MESOS – 2015')	Metropolis - Restrictive Stock Unit Plan, 2020 ('MHL-RSU Plan 2020')
(v)	Weighted-average exercise prices ('WAEP') and weighted-average fair values ('WAFV') of Options / Units		
1	Where the exercise price is less than the market price of the stock	Nil	WAEP is ₹ 2 & WAFV is ₹ 1,488.01
2	Where the exercise price equals the market price of the stock	Nil	Nil
3	Where the exercise price is more than the market price of the stock	Nil	Nil
(vi)	Employee wise details of Options / RSUs granted during the financial year 2024-25		
1	Senior Managerial Personnel		Refer table below
2	Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	Not applicable	Refer table below
3	Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant.		Not applicable
(vii)	A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:		
1	Weighted-average Values of share price		
	Exercise price		
	Expected volatility		
	Expected option life		
	Expected dividends		As provided in note no. 43 of standalone financial statements
	The risk-free interest rate		
	Any other inputs to the model		
2	The method used and the assumptions made to incorporate the effects of expected early exercise;	Not applicable	
3	How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility;		As provided in note no. 43 of standalone financial statements
4	Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.		There are no market conditions attached to the grant and vest.

Annexure 1 (Contd.)
Details of RSUs granted to Senior Management Employees during the year:

Sr. No.	Name	Designation	No. of RSUs granted
1	Mr. Rakesh Agarwal	Chief Financial Officer*	15,000
2	Ms. Ishita Medhekar	Chief People Officer*	8,000
3	Dr. Kirti Kazi	Chief Scientific & Innovation Officer and Group Head CSR	10,000
4	Mr. Umesh Rai	Head – Emerging Business	6,000
5	Mr. Surendran Chemmenkotil	Chief Executive Officer	60,000
6	Mr. Mohan Menon	Chief Marketing Officer	8,000
7	Mr. Bhoopendra Singh Rajawat	Chief Business Officer – R2	5,000
8	Mr. Avadhut Joshi	Chief Business Development Officer	13,000
9	Mr. Kamlesh Kulkarni	Head – Legal & Secretarial	2,500
10	Mr. Alangadan Kannan	Chief Business Officer – R1	10,000
11	Mr. Pinakin Shah	Chief Information Officer	8,000

**Mr. Rakesh Agarwal resigned as Chief Financial Officer effective from the close of business hours of November 10, 2024, and Ms. Ishita Medhekar resigned as Chief People Officer effective from the close of business hours of March 17, 2025.*

Details of RSUs granted to employees amounting to 5% or more of RSUs granted during the year:

Sr. No.	Name	Designation	No. of RSUs granted
1	Mr. Surendran Chemmenkotil	Chief Executive Officer	60,000
2	Mr. Rakesh Agarwal	Chief Financial Officer	15,000
3	Dr. Kirti Kazi	Chief Scientific & Innovation Officer and Group Head CSR	10,000
4	Mr. Avadhut Josh	Chief Business Development Officer	13,000
5	Mr. Alangadan Kannan	Chief Business Officer – R1	10,000

**For and on behalf of the Board of Directors of
Metropolis Healthcare Limited**

Place: Mumbai
Date: May 13, 2025

Sd/-
Ameera Shah
Chairperson & Whole-time Director
DIN: 00208095