

METROPOLIS

METROPOLIS HEALTHCARE LIMITED

Corporate Identity Number (CIN): L73100MH2000PLC192798

Registered Office: 4th Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie Besant Road, Worli, Mumbai - 400030, Maharashtra, India.

Tel: +91 8422 801 801 **Website:** www.metropolisindia.com

E-mail: secretarial@metropolisindia.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time.]

To the Shareholders of the Company,

Notice of Postal Ballot ('Notice') is hereby given that pursuant to the provisions of Section 108, 110 of the Companies Act, 2013 ('the Act') and the Companies (Management and Administration) Rules, 2014 ('Rules') read with circulars issued by the Ministry of Corporate Affairs ('MCA') vide General Circular No. 14/2020 dated April 08, 2020 and subsequent circulars issued in this regard and the latest one being General Circular No. 09/2024 dated September 19, 2024 (collectively referred to as 'MCA Circulars'), the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations') and other applicable provisions of the acts, rules, regulations, circulars and notifications (including any statutory modifications or re-enactment(s) thereof for the time being in force and as amended from time to time), the resolutions appended below are proposed for approval of the shareholders of Metropolis Healthcare Limited (the 'Company') through postal ballot by remote e-Voting process ('e-Voting'):

Sr. No.	Particulars	Resolution
1.	Appointment of Ms. Purvi Sheth (DIN: 06449636) as a Non-Executive Independent Director of the Company	Special Resolution
2.	Appointment of Mr. Rehan Khan (DIN: 02616924) as a Non-Executive Independent Director of the Company	Special Resolution
3.	Appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as Managing Director of the Company	Ordinary Resolution

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those shareholders whose e-mail address is registered with the Company/ Depository Participant(s) as on Friday, May 09, 2025 ("Cut-off date"). The shareholders are requested to read the instructions given in the Notes section of the Notice.

In compliance with the provisions of Sections 108, 110 and other applicable provisions of the Act, read with (i) Rule 20 and Rule 22 of the Rules, as amended; (ii) Regulation 44 of the SEBI Listing Regulations; (iii) SS-2; and (iv) MCA Circulars, the Company has provided e-Voting facility only, to its shareholders to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. For this purpose, the Company has engaged the services of National Securities Depository Limited ('NSDL') as the agency to provide e-Voting facility. The instructions for e-Voting forms part of the Notice.

An Explanatory Statement pursuant to Section 102, 110 and other applicable provisions of the Act read with the Rules, pertaining to the resolutions setting out the material facts and the reasons/rationale thereof, is appended and forms part of the Notice. Pursuant to Rule 22(5) of the Rules, the Board of Directors ('Board') of the Company, vide resolution dated Tuesday, May 13, 2025, has appointed Mr. Vijay Yadav (Membership No. FCS 11990), Partner of M/s. AVS & Associates, Practicing Company Secretaries, as a Scrutinizer to scrutinize the postal ballot process in a fair and transparent manner.

After completion of scrutiny of the votes, the Scrutinizer will submit his Report to the Chairperson of the Company, or any person authorized by the Chairperson. The results of the voting conducted through Postal Ballot (through the e-Voting process) along with the Scrutinizer's Report will be announced by the Chairperson or such person as authorized, on or before Monday, June 16, 2025.

Cut-off Date	Friday, May 09, 2025
e-Voting Start Date and Time	Friday, May 16, 2025 at 09:00 a.m. (IST)
e-Voting End Date and Time	Saturday, June 14, 2025 at 05:00 p.m. (IST)
Scrutinizer's Report Date	Monday, June 16, 2025

SPECIAL BUSINESS:

Item No. 1 - Appointment of Ms. Purvi Sheth (DIN: 06449636) as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, Ms. Purvi Sheth (DIN: 06449636), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company effective March 17, 2025, by the Board of Directors, who is eligible for appointment and who has consented to act as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 197 and any other applicable provisions of the Act read with rules made thereunder and Regulation 17 and other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), appointment of Ms. Purvi Sheth (DIN: 06449636), who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from March 17, 2025 to March 16, 2030 (both days inclusive), and her entitlement to remuneration by way of sitting fees for attending the meetings of the Board and its Committees, reimbursement of expenses, and commission not exceeding in aggregate 1% per annum of the Net Profits of the Company for each financial year, as permitted under the Act and SEBI Listing Regulations in such quantum, proportion and manner as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, be and is hereby approved.

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 requisite 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.”

Item No. 2 - Appointment of Mr. Rehan Khan (DIN: 02616924) as a Non-Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 ('Act'), the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Act and Regulation 17 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, Mr. Rehan Khan (DIN: 02616924), who was appointed as an Additional Director (Non-Executive Independent Director) of the Company effective May 13, 2025, by the Board of Directors, who is eligible for appointment and who has consented to act as a Director and in respect of whom the Company has received a notice in writing under Section 160 of the Act from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 152, 197 and any other applicable provisions of the Act read with rules made thereunder and Regulation 17 and other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), appointment of Mr. Rehan Khan (DIN: 02616924), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and who is eligible for appointment, as an Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years commencing from May 13, 2025 to May 12, 2030 (both days inclusive), and his entitlement to remuneration by way of sitting fees for attending the meetings of the Board and its Committees, reimbursement of expenses, and commission not exceeding in aggregate 1% per annum of the Net Profits of the Company for each financial year, as permitted under the Act and SEBI Listing Regulations in such quantum, proportion and manner as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time, be and is hereby approved.

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.”

Item No. 3 - Appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as 'Managing Director' of the Company

To consider and, if thought fit, to pass with or without modifications the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 ('Act') and the rules made thereunder (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), in accordance with the Articles of Association of the Company and the recommendation of the Nomination and Remuneration Committee, Mr. Surendran Chemmenkotil (DIN: 10818890) who was appointed as an Additional Director of the Company effective June 01, 2025, by the Board of Directors, who is eligible for appointment and who has consented to act as a Director, and in respect of whom the Company has received a notice in writing from a member proposing his candidature for the office of Director pursuant to Section 160 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 read with Schedule V of the Act (including any statutory amendment(s), modification(s) or re-enactment(s) thereof for the time being in force), and subject to such approvals as may be required, the consent of the shareholders be and is hereby accorded for the appointment of Mr. Surendran Chemmenkotil (DIN: 10818890) as the Managing Director of the Company, to hold office for a term of 3 (three) consecutive years effective June 01, 2025 to May 31, 2028 (both days inclusive), on the terms and conditions of appointment including payment of remuneration effective June 01, 2025 as set out below:

Term: For a period of 3 (three) consecutive years effective June 01, 2025, to May 31, 2028, liable to retire by rotation:

- A. Remuneration (Fixed):** INR 4,43,60,244/- (Indian Rupees Four Crore Forty-Three Lakh Sixty Thousand Two Hundred and Forty-Four Only) per annum with the authority to revise/increase the same from time to time;
- B. Variables:** INR 85,05,000/- (Indian Rupees Eighty-Five Lakh Five Thousand Only) per annum with the authority to revise/increase the same from time to time;
- C. Perquisites, retiral and other benefits:** As per the terms he shall be entitled for perquisites, retiral and other benefits up to a value of INR 62,74,356/- (Indian Rupees Sixty-Two Lakh Seventy-Four Thousand Three Hundred and Fifty-Six Only) per annum;
- D. Variation:** The increment, if any, during the subsequent years, shall not exceed 3% to 7% per annum subject to review and approval of the Nomination and Remuneration Committee and the Board of Directors within the overall limit of remuneration and any one-time bonus up to 10% of compensation in case the performance exceeds the prescribed parameters;
- E. Stock Options/Restrictive Stock Options ('RSUs'):** It is hereby clarified that 1,28,666 RSUs have been granted to him in his capacity as the Chief Executive Officer of the Company. Of these, 1,08,000 RSUs remain outstanding and are currently under the vesting schedule, and shall continue to vest and be exercisable in accordance with the original terms and conditions of the grant, subject to his continued employment with the Company. Further, he shall be entitled to receive additional Stock Options and/or RSUs, as may be determined by the Nomination and Remuneration Committee, subject to the achievement of a pre-determined performance matrix, beyond the prescribed performance parameters;

- F. Minimum Remuneration:** Notwithstanding anything to the contrary herein contained where in any financial year during the tenure of the Managing Director, the Company has no profits, or its profits are inadequate, the Company will pay remuneration by way of salary including perquisites and allowances as specified under Section II of Part II of Schedule V to the Act.
- G. Retirement:** Gratuity and any other benefits as per policy(ies) of the Company or as may be approved by the Board from time to time;
- H. Employment Agreement:** All other terms and conditions of the appointment as set out in the agreement to be executed between the Company and Mr. Surendran Chemmenkotil.

RESOLVED FURTHER THAT the Board be and is hereby authorised to revise, alter, vary, and modify the terms of appointment including, inter-alia, employment agreement, designation, remuneration and structure or re-structure salary components within the limits approved by the Members and to do all such acts, deeds, matters and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any committee of directors or any director or officer to give effect to this resolution.”

Place: Mumbai

By Order of the Board of Directors

Date: May 13, 2025

Sd/-

Kamlesh C Kulkarni

Head- Legal & Secretarial

Membership No.: A27554

Registered Office:

Metropolis Healthcare Limited

(CIN: L73100MH2000PLC192798)

4th Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie
Besant Road, Worli, Mumbai - 400030, Maharashtra,
India.

Tel: +91 8422 801 801

www.metropolisindia.com

Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Act read with the Companies (Management and Administration) Rules, 2014, and other applicable provisions, if any, stating all material facts and the reason/ rationale for proposed resolutions is annexed herewith.
2. The Notice is being sent only by e-mail to those shareholders who have registered their e-mail address with the Company/Depository Participant(s) ('DPs') or with MUFG Intime India Private Limited (formerly known as Link Intime India Private Limited), Registrar and Share Transfer Agent of the Company ('MUFG Intime'/RTA') and whose names appear in the Register of Members/ List of Beneficial Owners as received from Depositories i.e. National Securities Depository Limited ('NSDL')/Central Depository Services (India) Limited ('CDSL') as on the Cut-off date in accordance with the provisions of the Act read with Rules made thereunder and the MCA Circulars in this regard from time to time. In accordance with the extant MCA and SEBI Listing Regulations, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope will not be sent to the shareholders for this Postal Ballot.
3. The communication of the assent or dissent of the shareholders would take place through the process of e-Voting only. A person who is not a shareholder as on the Cut-off date should treat this Notice for information purpose only.

Voting rights of a shareholder/ Beneficial Owner shall be in proportion to his/her/its shareholding in the paid-up equity share capital of the Company as on the Cut-off date.

4. All documents referred to in this Notice will be open/available for inspection through electronic mode by the shareholders of the Company during working hours on all working days upto and including the last day for e-Voting i.e., from Friday, May 16, 2025 to Saturday, June 14, 2025. Any shareholder seeking to inspect the documents can send an e-mail to secretarial@metropolisindia.com with subject line "Inspection of Documents."
5. The Postal Ballot Notice is also placed on the website of the Company i.e. www.metropolisindia.com and the website of NSDL i.e. www.evoting.nsdl.com and at the relevant sections of the websites of the Stock Exchanges on which the shares of the Company are listed i.e. BSE Limited (www.bseindia.com) and National Stock Exchange of India Limited (www.nseindia.com).
6. **Procedure for registering the e-mail addresses for obtaining the Postal Ballot Notice and e-Voting instructions by the shareholders whose e-mail addresses are not registered with the DPs.**

Those persons who are shareholder of the Company as on the Cut-off Date and who have not yet registered their e-mail addresses are requested to get their e-mail addresses registered by following the procedure given below:

(i) For Temporary Registration for Demat shareholders:

The shareholders of the Company holding equity shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime by clicking the link in their website <https://in.mpms.mufg.com> at the Investor Services tab by choosing the E-mail Registration heading and follow the registration process as guided therein. The shareholders are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail ID. In case of any query, a shareholder may send an e-mail to MUFG Intime at rnt.helpdesk@in.mpms.mufg.com.

On submission of the shareholders details, an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the shareholders are requested to register their e-mail address, in respect of Demat holdings with the respective DP by following the procedure prescribed by the DP.

E-VOTING INSTRUCTIONS:

Cut-off Date	Friday, May 09, 2025
e-Voting Start Date and Time	Friday, May 16, 2025 at 09:00 a.m. (IST)
e-Voting End Date and Time	Saturday, June 14, 2025 at 05:00 p.m. (IST)

During this period, the shareholders of the Company, holding shares, as on the cut-off date may cast their vote by e-Voting. The e-Voting module shall be disabled for voting thereafter. Once the vote on resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.

The instructions and other information relating to e-Voting are as under:

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 for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 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. The 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 data-bbox="523 907 1393 1310">1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. 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. <li data-bbox="523 1361 1393 1803">2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ 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 “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period. <li data-bbox="523 1854 1393 2000">3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>4. 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. 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 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.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. 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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting 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. 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. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to

	see the e-Voting option where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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 evoting@nsdl.com or call at 022 - 4886 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method 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.**
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.
 - b) “**Physical User Reset Password?**” (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of the Company “133719” to cast your vote during the remote e-Voting period.
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 allowed 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 with a copy marked to

evoting@nsdl.com. 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 to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for the shareholders and e-Voting user manual for the shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.com

Process for those shareholders whose email IDs are not registered with the depositories for procuring user ID and password and registration of e mail 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
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. 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 for Individual shareholders holding securities in demat mode.**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-Voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 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.

Resolutions passed by the shareholders through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the shareholders convened in that behalf. The resolutions, if approved by the requisite majority of shareholders by means of Postal Ballot, shall be deemed to have been passed on the last day of e-Voting i.e., Saturday, June 14, 2025.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND 110 OF THE COMPANIES ACT, 2013

ITEM NO: 1

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Purvi Sheth (DIN: 06449636) as an Additional Director (Independent Director) of the Company for a term of 5 (five) consecutive years effective March 17, 2025, subject to approval of the shareholders of the Company.

Brief Profile of Ms. Purvi Sheth:



Ms. Purvi Sheth is an accomplished professional with a rich academic and professional background. She holds a Bachelor of Arts degree in Economics and Political Science from St. Xavier's College, Bombay, where she graduated at the top of her department. She has further enhanced her education with a CPD in Business Strategy and Leadership Management from Wharton School, USA, and is a certified Board Director by the IICA & Directors Club, Hunt Partners.

Additionally, she is also a Certified POSH Practitioner from NDIM, the youngest Certified Leadership Grid Trainer by Blake & Mouton, and a GE Certified Recruiter.

Throughout her illustrious career, Ms. Purvi Sheth has held key leadership positions in various esteemed organizations. She is a distinguished leader in human resources and strategic leadership and has spent over 25 years building and maintaining high level executive relationships, demonstrating outstanding analytical, strategic, and problem-solving skills. As a second-generation entrepreneur, she continues to drive Shilputsi Consultants' success and influence in the HR ecosystem. Ms. Sheth serves on the Boards of listed and unlisted companies including Shoppers Stop Limited, Ambuja Cements Limited, Kirloskar Industries Limited, etc. She also chairs the Nomination & Remuneration Committee and other key committees across many of these organizations.

Her career is marked by significant contributions to business growth, leadership development, and the enhancement of organizational performance. Her leadership has been recognized with the Abhyudaya Award for HR Strategist of the Year in 2022. An active member of various professional bodies, she is also a sought-after speaker at industry forums and a regular guest columnist for leading publications.

The Company has received declaration from her that, she meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. She has confirmed that she is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given her consent to act as a Director. The Board of Directors has taken on record the declaration and confirmation submitted by her.

Pursuant to Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Ms. Purvi Sheth has enrolled her name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Based on her expertise in human resources, strong academic background and the alignment of her skills with the overall competencies of the Board, the Nomination and Remuneration Committee and Board of Directors are of the opinion that the appointment of Ms. Purvi Sheth as an Independent Director would be in the best interest of the Company. Accordingly, the approval of the shareholders of the Company is being sought, by way of Special Resolution, for appointment of Ms. Purvi Sheth as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years, effective March 17, 2025, to March 16, 2030.

The Company has received a notice under Section 160 of the Act from a member proposing the appointment of Ms. Purvi Sheth as an Independent Director of the Company.

Ms. Purvi Sheth will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and its Committees, reimbursement of expenses, and commission not exceeding in aggregate 1% per annum of the Net Profits of the Company for each financial year, as permitted under the Act and SEBI Listing Regulations in such quantum, proportion and manner as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

As per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, the additional information is annexed as Annexure - I hereto. A copy of the letter of appointment setting out the terms and conditions is available for electronic inspection by the members without any fee.

The Board of Directors recommends the appointment of Ms. Purvi Sheth, as set out in the resolution in Item no. 1, for approval of the shareholders as a special resolution.

Except Ms. Purvi Sheth and her relatives, none of other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO: 2

On the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Mr. Rehan Khan (DIN: 02616924) as an Additional Director (Independent Director) of the Company for a term of 5 (five) consecutive years effective May 13, 2025, subject to approval of the shareholders of the Company.

Brief Profile of Mr. Rehan Khan:



Mr. Rehan Khan is the Managing Director of MSD India, having joined the organization in January 2020. With over two decades of global experience across the healthcare and pharmaceutical sectors, Mr. Rehan brings a unique blend of leadership, entrepreneurial vision, and cross-cultural expertise.

Before joining MSD, Mr. Rehan Khan was the founder of First Penguin Capital, an early-stage investment fund focused on innovation in health and consumer sectors. His prior leadership roles

include serving as Managing Director of Abbott India, where he played a key role in driving strategic growth, and as President, Asia Pacific at DaVita, a leading provider of kidney care services.

Mr. Rehan Khan has worked extensively across the United States, in the UK, across Europe, and in Asia, consulting and in private equity. Over the years, he has also served as an advisor to private equity firms and has been a board member of multiple healthcare companies across Asia and Africa.

Academically, Mr. Rehan Khan is an alumnus of Harvard Business School and has an MSc in Health Sciences from Harvard-MIT Health Sciences and Technology program - a joint initiative between Harvard Medical School and MIT. He graduated with a Bachelor of Science from the University of Wisconsin–Madison and has an MBA from Drexel University.

The Company has received declaration from him that, he meets the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16 of the SEBI Listing Regulations. He has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given his consent to act as a Director. The Board of Directors has taken on record the declaration and confirmation submitted by him.

Pursuant to Section 150 of the Act read with Rule 6 of the Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rehan Khan has enrolled his name in the online data bank maintained for Independent Directors with the Indian Institute of Corporate Affairs.

Considering his extensive knowledge and experience in healthcare and pharmaceutical sectors as well as his educational background, the Nomination and Remuneration Committee and Board of Directors are of the opinion that the appointment of Mr. Rehan Khan as an Independent Director would be in the best interest of the Company. Accordingly, the approval of the shareholders of the Company is being sought, by way of Special Resolution, for the appointment of Mr. Rehan Khan as a Non-Executive Independent Director of the Company for a term of 5 (five) consecutive years, effective May 13, 2025 to May 12, 2030.

The Company has received a notice under Section 160 of the Act from a member proposing the appointment of Mr. Rehan Khan as an Independent Director of the Company.

Mr. Rehan Khan will be entitled to remuneration by way of sitting fees for attending the meetings of the Board and its Committees, reimbursement of expenses, and commission not exceeding in aggregate 1% per annum of the Net Profits of the Company for each financial year, as permitted under the Act and SEBI Listing Regulations in such quantum, proportion and manner as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

As per Regulation 36 of the SEBI Listing Regulations and Secretarial Standard-2, the additional information is annexed as Annexure - I hereto. A copy of the letter of appointment setting out the terms and conditions is available for electronic inspection by the shareholders without any fee.

The Board of Directors recommends the appointment of Mr. Rehan Khan, as set out in the resolution in Item no. 2, for approval of the shareholders as a special resolution.

Except Mr. Rehan Khan and his relatives, none of other Directors and Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 3

On the recommendation of the Nomination and Remuneration Committee ('NRC'), the Board of Directors of the Company at their meeting held on May 13, 2025, appointed Mr. Surendran Chemmenkotil, (DIN: 10818890) as an Additional Director designated as 'Managing Director' of the Company for a term of 3 (three) consecutive years effective June 01, 2025 to May 31, 2028, subject to approval of the shareholders of the Company. Further, Mr. Surendran Chemmenkotil will step down from his position as Chief Executive Officer effective from the close of business hours on May 31, 2025.

Brief Profile of Mr. Surendran Chemmenkotil:



Mr. Surendran Chemmenkotil is the Chief Executive Officer of Metropolis Healthcare Limited. He is a seasoned leader with over 36 years of diverse experience across the office automation, telecom, and healthcare sectors. He has a proven track record in transformation, strategic execution, and building high-performance organizations. Prior to joining Metropolis in January 2023, Mr. Surendran Chemmenkotil served as Managing Director and CEO of Airtel Networks Ltd., Nigeria (Airtel Africa's largest operation) and held senior leadership roles at Bharti Airtel Limited and Xerox India.

His career has been defined by leading large-scale transformations, driving customer-centric innovation, and building resilient, growth-oriented teams.

At Metropolis, Mr. Surendran Chemmenkotil is driving the "Metropolis 3.0" transformation, focusing on geographic expansion into Tier 2 and Tier 3 markets, strengthening leadership teams, advancing the company's digital and science agendas, and expanding its direct-to-consumer (D2C) strategy. Under his leadership, Metropolis is also leading M&A-driven growth agenda and investing in scalable AI-powered platforms to enhance diagnostic precision, operational efficiency, and customer engagement.

Mr. Surendran Chemmenkotil holds a Bachelor of Engineering in Electronics and Power from Regional Engineering College, Nagpur, and an MBA from Annamalai University. His visionary leadership is redefining Metropolis as a future-ready, patient-first healthcare brand built on science, innovation, and trust.

In accordance with the provisions of Section 160 of the Act, the Company has received a notice in writing from a member proposing the candidature of Mr. Surendran Chemmenkotil to be appointed as Director of the Company.

Mr. Surendran Chemmenkotil has confirmed that he is neither disqualified from being appointed as a Director in terms of Section 164 of the Act nor debarred from holding office as a Director of the company, by virtue of any SEBI Order or any other such authority and has given his consent to act as

a Director. The Board of Directors has taken on record the declaration and confirmation submitted by him.

In accordance with the provisions of Section 152, 196, 197, 198 and 203 and other applicable provisions of the Act and Regulation 17 of the SEBI Listing Regulations, approval of the Members as an Ordinary resolution is required for appointment of Mr. Surendran Chemmenkotil as the Managing Director of the Company and payment of remuneration.

Mr. Surendran Chemmenkotil brings a wealth of experience, a proven track record, a growth-oriented mindset, and an unwavering commitment to service excellence. The NRC and Board believes that his more than three and a half decades of experience, his role as Chief Executive Officer of the Company, and his deep understanding of the diagnostics and healthcare industry make him the ideal leader to steer Metropolis into its next phase of growth and excellence. Accordingly, the approval of the shareholders of the Company is being sought, by way of Ordinary Resolution, for the appointment of Mr. Surendran Chemmenkotil as the Managing Director of the Company and payment of remuneration for a term of 3 (three) consecutive years, effective June 01, 2025, to May 31, 2028.

The terms and conditions of the appointment and remuneration payable to Mr. Surendran Chemmenkotil have been provided as part of the resolution at Item No. 3. A copy of the employment agreement setting out the terms and conditions to be executed is available for electronic inspection by the members without any fee.

A detailed profile of Mr. Surendran Chemmenkotil is available on the website of the Company at [click here](#). Details as required under Regulations 36(3) of the SEBI Listing Regulations and the Secretarial Standard – 2 and other provisions of applicable laws are provided in Annexure 1 to the explanatory statement.

The Board of Directors recommends the appointment of Mr. Surendran Chemmenkotil as the Managing Director of the Company as set out in Item No. 3 for approval of the shareholders by way of ordinary resolution.

Except Mr. Surendran Chemmenkotil and his relatives, none of the other Directors, Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in this resolution.

Place: Mumbai

Date: May 13, 2025

Registered Office:

Metropolis Healthcare Limited

(CIN: L73100MH2000PLC192798)

4th Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie Besant Road, Worli, Mumbai - 400030, Maharashtra, India.

Tel: +91 8422 801 801

www.metropolisindia.com

By Order of the Board of Directors

Sd/-

Kamlesh C Kulkarni

Head- Legal & Secretarial

Membership No.: A27554

Additional Disclosures pursuant to Listing Regulations and applicable provisions of Secretarial Standards – 2

Name of the Director	Ms. Purvi Sheth	Mr. Rehan Khan	Mr. Surendran Chemmenkotil
DIN	06449636	02616924	10818890
Date of Birth & Age	May 31, 1972, 52 years	June 14, 1969, 55 years	June 01, 1966, 58 years
Date of first appointment on the Board	March 17, 2025	May 13, 2025	June 01, 2025
Category	Non- Executive, Independent Director	Non- Executive, Independent Director	Managing Director
Brief Resume along with Qualification and Nature of expertise in specific functional areas and Experience (skills and capabilities and how the person meets the requirements, if applicable)	Refer Brief Profile of Explanatory Statement item no. 1	Refer Brief Profile of Explanatory Statement item no. 2	Refer Brief Profile of Explanatory Statement item no. 3
Terms and conditions of appointment	As per the resolution set out in this Notice read with the Explanatory Statement thereto.	As per the resolution set out in this Notice read with the Explanatory Statement thereto.	As per the resolution set out in this Notice read with the Explanatory Statement thereto.
Number of shares held in the Company	Nil	Nil	17,666 equity shares
Remuneration to be paid and last drawn	Proposed: As per the resolution set out in the Notice read with Explanatory Statement thereto. Last drawn: Not applicable	Proposed: As per the resolution set out in the Notice read with Explanatory Statement thereto. Last drawn: Not applicable	Proposed: As per the resolution set out in the Notice read with Explanatory Statement thereto. Last drawn: INR 5.12 crores (FY 2024-25) in capacity of Chief Executive Officer of the Company.
Members / Chairperson of Committees of the Company	<ul style="list-style-type: none"> • Chairperson of Nomination & Remuneration Committee • Chairperson of Corporate Social Responsibility & Environmental, Social and Governance Committee 	None	Member of Risk Management Committee
Directorships held in other Companies as on the date of the Postal Ballot Notice	Refer Annexure A		
Membership of committees held in other Indian companies as on date of the Postal Ballot Notice			
Number of Meeting of the Board attended during the financial year 2024-25 (up to date of Postal Ballot Notice)	2	1	Not Applicable

Relationship with other Director, Manager and other Key Managerial Personnel of the Company	None	None	None
Name of listed entities from which the person has resigned in the past three years as Director	Nil	Nil	Nil
Justification for choosing the appointees for appointment as Independent Directors	A detailed justification for the appointment is outlined in the Explanatory Statement.	A detailed justification for the appointment is outlined in the Explanatory Statement.	Not Applicable

ANNEXURE A – DETAILS OF OTHER DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS HELD BY THE DIRECTORS

i) Details of other Directorships and Committee memberships held by Ms. Purvi Sheth:

Sr. No.	Name of the Company in which she is a Director	Details of Committee Membership / Chairpersonship in the Company
1.	Deepak Nitrite Limited	Chairperson of Nomination & Remuneration Committee Member of Corporate Social Responsibility Committee
2.	Ambuja Cements Limited	Chairperson of Nomination & Remuneration Committee Member of Risk Management Committee Member of Corporate Social Responsibility Committee
3.	Kirloskar Industries Limited	-
4.	Kirloskar Oil Engines Limited	Member of Nomination & Remuneration Committee Member of Stakeholder Relationship Committee
5.	Imagine Marketing Limited	Member of Corporate Social Responsibility Committee Chairperson of Nomination & Remuneration Committee
6.	Shoppers Stop Limited	Member of Nomination & Remuneration Committee and Corporate Governance Committee Member of Corporate Social Responsibility Committee
7.	Continuum Green Energy Limited	Chairperson of Nomination & Remuneration Committee
8.	Techfab (India) Industries Limited	Member of Nomination & Remuneration Committee
9.	Deepak Chem Tech Limited	Chairperson of Nomination & Remuneration Committee Chairperson of Corporate Social Responsibility Committee
10.	Nirigyan Information Consulting and Services Private Limited	-
11.	Continuum Green Energy Limited	-

ii) Details of other Directorships and Committee memberships held by Mr. Rehan Khan:

Sr. No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	MSD Pharmaceuticals Private Limited	-

iii) Details of other Directorships and Committee memberships held by Mr. Surendran Chemmenkotil:

Sr. No.	Name of the Company in which he is a Director	Details of Committee Membership / Chairmanship in the Company
1.	Metropolis Foundation	-
2.	Core Diagnostics Private Limited	-
