

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:** 022 6258 2898 **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. 03/2025 dated September 22, 2025 (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 resolution appended below is 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.	Issue of Bonus Shares	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, January 30, 2026 ("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 February 04, 2026, has appointed Mr. Sunny Gogiya (Membership No. ACS 56804; COP No. 21563), failing him Mr. Gaurav Sainani

(Membership No. ACS 36600; COP No. 24482), Partner(s) at M/s. SGG & 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 Tuesday, March 10, 2026. The results shall also be communicated to BSE Limited ('BSE') and National Stock Exchange of India Limited ('NSE') at www.bseindia.com and www.nseindia.com respectively and the same will be placed on the website of the Company at www.metropolisindia.com.

Particulars	Date
Cut-off Date	Friday, January 30, 2026
e-Voting Start Date and Time	Saturday, February 07, 2026, at 09:00 a.m. (IST)
e-Voting End Date and Time	Sunday, March 08, 2026, at 05:00 p.m. (IST)
Scrutinizer's Report Date	On or before Tuesday, March 10, 2026

SPECIAL BUSINESS:

Item No. 1 - Issue of Bonus Shares

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT in accordance with the provisions of Section 63 and all other applicable provisions of the Companies Act, 2013 (the 'Act') read with the Companies (Share Capital and Debentures) Rules, 2014, the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the Foreign Exchange Management Act, 1999 ('FEMA') and all other applicable laws, rules, regulations and guidelines issued by Securities and Exchange Board of India ('SEBI') and the Reserve Bank of India ('RBI') from time to time (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company and subject to such approvals, consents, permissions, conditions and sanctions as may be required from appropriate authorities and subject to such terms and modifications, if any, as may be specified while according such approvals, consent of the shareholders be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board', which term shall include any duly constituted committee empowered by the Board to exercise its powers including powers conferred under this resolution) for capitalisation of a sum not exceeding INR 31.10 Crore (Indian Rupees Thirty-One Crore Ten Lakh only) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate for the purpose of issue and allotment of bonus equity shares of face value of INR 2/- (Indian Rupees Two only) each credited as fully paid-up to eligible members of the Company holding equity shares of face value of INR 2/- (Indian Rupees Two only) each whose names appear in the Register of Members / Register of Beneficial Owners on a 'Record Date' to be determined by the Board for this purpose, in the proportion of 3:1 i.e., 3 (three) new fully paid-up equity shares of face value of INR 2/- (Indian Rupees Two only) each for every 1 (one) existing fully paid-up equity share of face value of INR 2/- (Indian Rupees Two only) each held by them and that the new bonus equity shares so issued and allotted shall, for all purposes, be treated as an increase in the paid-up share capital of the Company held by each such member.

RESOLVED FURTHER THAT the bonus shares shall rank pari-passu in all respects with the existing equity shares of the Company as on Record Date and the same shall be subject to the terms and conditions contained in the Memorandum of Association and Articles of Association of the Company.

RESOLVED FURTHER THAT the bonus equity shares so allotted shall be credited only in dematerialised form to the beneficiary accounts of the Members with their respective Depository Participants and no letter of allotment shall be issued in respect of the aforesaid bonus equity shares.

RESOLVED FURTHER THAT the allotment of bonus equity shares to the extent that they relate to Non-Resident Members ('NRI'), Foreign Institutional Investors ('FII's'), Foreign Portfolio Investors ('FPIs'), Overseas Corporate Bodies ('OCBs') and other foreign investors of the Company, shall be subject to approval, if any, of the Reserve Bank of India under the Foreign Exchange Management Act, 1999 and regulations issued thereunder, or any other Regulatory Authority(ies), as may be required.

RESOLVED FURTHER THAT the Board of Directors and/or the Nomination and Remuneration Committee ('the NRC' or 'the Committee') be and are hereby authorised to make appropriate adjustment due to bonus issue of equity shares, to the stock options and restricted stock units/options granted, under the Company's Employee Stock Option Plan(s)/ Scheme(s) and Restricted Stock Unit Plan(s)/ Scheme(s) respectively in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other regulations, such that the exercise price for all outstanding stock options and outstanding restricted stock units/options, the number thereof and the number of stock options/restricted stock units/options available for future grant(s) as on the Record Date shall be proportionately adjusted, subject to applicable provisions.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board, Executive Directors and Key Managerial Personnel be and are hereby severally authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any officials of the Company to give such directions as they may in their absolute discretion deem necessary, proper or desirable, to apply for requisite approvals, to settle any questions, doubts or difficulties that may arise with regard to the issue of bonus equity shares as aforesaid and to carry out/execute all matters in connection therewith and incidental thereto in order to give full effect to this resolution including signing, execution and filing of all the relevant documents with the Registrar of Companies, SEBI, Stock Exchanges, RBI, Depositories and other appropriate authorities in due compliance of the applicable rules and regulations."

Place: Mumbai

By Order of the Board of Directors

Date: February 04, 2026

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: 022 6258 2898

www.metropolisindia.com

Notes:

1. The explanatory statement pursuant to Section 102 and 110 of the Act read with the Rules, 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 Circulars 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 Saturday, February 07, 2026, to Sunday, March 08, 2026. 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 (www.bseindia.com) and NSE (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:

Particulars	Date
e-Voting Start Date and Time	Saturday, February 07, 2026, at 09:00 a.m. (IST)
e-Voting End Date and Time	Sunday, March 08, 2026, at 05:00 p.m. (IST)
Scrutinizer's Report Date	On or before Tuesday, March 10, 2026

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.	1. For OTP based login you can click on https://eservices.nsdl.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.

	<p>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.</p> <p>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> <p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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> <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>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.</p> <p>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</p>

	<p>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.</p> <p>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.</p> <p>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.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>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.</p>

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 “138407” 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 sunny.gogiya@legalixir.com 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., Sunday, March 08, 2026.

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

ITEM NO: 1

The equity shares of the Company are listed on the National Stock Exchange of India Limited and BSE Limited. With a view to unlock long-term shareholder wealth, enhance the liquidity of the Company's equity shares, and to broaden the shareholder base, the Board of Directors, at its meeting held on Wednesday, February 04, 2026, has recommended the issue of bonus equity shares of face value of INR 2/- (Indian Rupees Two only) each credited as fully paid-up to eligible members of the Company in the proportion of 3:1 i.e., 3 (three) new fully paid-up equity share of face value of INR 2/- (Indian Rupees Two only) each for every 1 (one) existing fully paid-up equity shares of face value of INR 2/- (Indian Rupees Two only) each by capitalising a sum not exceeding INR 31.10 Crore (Indian Rupees Thirty-One Crore Ten Lakh only) out of securities premium received in cash and / or general reserve and / or retained earnings of the Company, as may be considered appropriate.

In terms of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ('SEBI ICDR Regulations'), the bonus equity shares so allotted shall rank pari-passu in all respect with the existing fully paid-up Equity Shares of the Company. The bonus equity shares shall be issued in dematerialized form only and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company.

Article 35 of the Articles of Association of the Company permits capitalisation of any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, or to the credit of the profit and loss account, or otherwise available for distribution.

The free reserve and securities premium, as evidenced by the latest Audited Financial Statements for the financial year ended March 31, 2025, are set out below. These figures serve as the basis for the proposed bonus issue:

Nature of Reserves	Amount (INR in Crore)
Securities Premium Account	249.27
General Reserve	29.87
Retained Earnings (Surplus in Statement of Profit & Loss)	947.02
Total	1,226.16

The current Authorized Share Capital of the Company stands at INR 63,86,08,030/-, comprising 31,93,04,015 equity shares of INR 2/- each. The Board has reviewed the capital requirements and confirms that the existing authorized limit is sufficient to accommodate the current paid-up capital, the proposed Bonus Issue, and the outstanding Employee Stock Benefit pool (as adjusted for the bonus). Accordingly, no enhancement to the Authorized Share Capital is required or proposed in connection with this corporate action.

The Board of Directors and/or the Nomination and Remuneration Committee shall make appropriate adjustment due to bonus issue of equity shares, to the stock options and/or restricted stock units/options granted, under the Company's Employee Stock Option Plan(s)/Scheme(s) and/or Restricted Stock Unit Plan(s)/Scheme(s) respectively in terms of the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other regulations, such that the exercise price for all outstanding stock options and outstanding restricted stock units/options, the number thereof and the number of stock options/restricted stock units/options available for future grant(s) as on the

Record Date shall be proportionately adjusted, subject to applicable provisions, so as to ensure that the overall value of the stock options/restricted stock units/options remains unchanged after the issue of bonus equity shares.

With respect to the bonus shares of members holding equity shares in physical form, if any, as on the record date who have not provided their demat account details to the Company, or any cases of failed electronic credit, the said bonus shares shall be credited in dematerialised form to a new demat suspense account to hold these shares till they are credited to the beneficiary accounts of the respective members. The voting rights on the bonus equity shares held in the demat suspense account shall remain frozen.

Issue of bonus equity shares requires shareholders' approval in terms of Section 63 of the Act and other applicable statutory and regulatory approvals. Accordingly, approval of shareholders is sought for passing the ordinary resolution set out at Item No. 1 of this Postal Ballot Notice.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of this Postal Ballot Notice except to the extent of their shareholding in the Company.

The Board of Directors recommends the Ordinary Resolution set out at Item No. 1 of this Notice for approval by the shareholders.

Place: Mumbai

Date: February 04, 2026

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: 022 6258 2898

www.metropolisindia.com

By Order of the Board of Directors

Sd/-

Kamlesh C Kulkarni

Head- Legal & Secretarial

Membership No.: A27554
