

# NOTICE

**NOTICE** IS HEREBY GIVEN THAT THE 20TH ANNUAL GENERAL MEETING (AGM) OF THE MEMBERS OF **METROPOLIS HEALTHCARE LIMITED** will be held on Wednesday, September 16, 2020 at 9: 00 A.M. IST through Video conferencing ("VC") / Other Audio Visual means ("OAVM") to transact the following business:

## ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2020 together with the Reports of the Board of Directors and the Auditors thereon and the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2020 together with the Report of the Auditors thereon.
2. To confirm the payment of Interim Dividend of ₹ 8 per equity share for the Financial Year ended March 31, 2020.
3. To appoint a Director in place of Ms. Ameera Sushil Shah (DIN: 00208095), who retires by rotation and, being eligible, offers herself for re-appointment.

## SPECIAL BUSINESS:

4. **To ratify the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2020-2021.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Section 148 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014 and the Companies (Cost Records and Audit) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), and pursuant to the recommendation of the Audit Committee and the Board of Directors at their respective meetings held on May 29, 2020, the remuneration payable to M/s. Joshi Apte & Associates, Cost Accountants (Firm Registration No. 00240), appointed by the Board of Directors of the Company to conduct the audit of the Cost records of the Company for the Financial Year 2020-2021 amounting to ₹ 1,00,000/- (Rupees One Lakh Only) plus applicable GST and reimbursement of travelling and out of pocket expenses be and is hereby ratified and approved;

**RESOLVED FURTHER THAT,** the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

5. **Appointment of Ms. Anita Ramachandran (DIN: 00118188) as a Non-Executive Independent Director of the Company.**

To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with Schedule IV of the Act, (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended, and pursuant to the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors vide their resolution dated May 14, 2020, Ms. Anita Ramachandran (DIN: 00118188), who has submitted a declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and who is eligible for appointment, and in respect of whom, the Company has received a notice in writing from a member under Section 160 of the Act, proposing her candidature for the office of the Director of the Company, be and is hereby appointed as a Non-Executive Independent Director of the Company to hold office for a term of five consecutive years with effect from May 14, 2020 up to May 13, 2025;

**RESOLVED FURTHER THAT,** pursuant to the provisions of Sections 149, 197, and other applicable provisions, if any, of the Companies Act 2013, read with applicable rules made there under (including any statutory amendment(s), modification(s), enactment(s) or re-enactment(s) thereof, for the time being in force), Ms. Anita Ramachandran (DIN: 00118188), be paid such fees and remuneration and the profit - related Commission as the Nomination and Remuneration Committee and / or the Board of Directors may approve from time to time which shall however be subject to the limits prescribed in the Act;

**RESOLVED FURTHER THAT,** the Board of Directors be and are hereby authorised to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

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### 6. To approve the re-appointment of Dr. Sushil Kanubhai Shah (DIN: 00179918), as Whole Time Director of the Company:

To consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

**"RESOLVED THAT,** pursuant to the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under, including statutory amendment(s), modification(s), enactment(s), re-enactment(s) thereof for the time being in force and pursuant to Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors of the Company at their respective meetings held on May 29, 2020, and subject to approvals / permissions, if any, as may be required, consent of members be and is hereby accorded to re-appoint Dr. Sushil Kanubhai Shah, (DIN: 00179918) as a Whole-time Director (designated as Chairman and Executive Director) of the Company for a further period of five years with effect from September 04, 2020, up to September 03, 2025, on the below terms and conditions inter-alia including the remuneration to be payable to Dr. Sushil Kanubhai Shah for the period from September 04, 2020, till September 03, 2025 with the liberty to the Board to alter and / or vary the terms and conditions of his appointment, including remuneration thereof and / or make any amendment(s) to the existing agreement as may be mutually agreed to between the Board of Directors (which term shall include any Committee or authorised person(s) which the Board has constituted or appointed to exercise its powers, including the powers conferred by this resolution) and Mr. Sushil Kanubhai Shah, subject to the requisite approval(s), as required under applicable law(s);

### Terms and Conditions:

- (i) Term of Appointment:** For a period of five years with effect from September 4, 2020.
- (ii) Designation:** Whole-time director designated as a Chairman & Executive Director.
- (iii) Total Remuneration:** ₹ 1,80,00,000 (Rupees One Crore Eighty Lakh Only) per annum including the components of allowances, ex-gratia, incentives, reimbursement of expenses and other entitlements and benefits such as medical insurance, personal accident insurance etc. and perquisites, if any, as per the Company policy with the authority to the Board (which term includes any Committee constituted by the Board in this behalf) to revise / increase the same from time to time.

**RESOLVED FURTHER THAT,** the annual remuneration payable to Dr. Sushil Kanubhai Shah, shall be within the overall ceiling of the total managerial remuneration as provided under Section 197 and Schedule V of the Companies Act, 2013, and the limits as prescribed under Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;

**RESOLVED FURTHER THAT,** the Board of Directors be and are hereby severally authorized to sign and execute such agreements, letters, papers, documents etc. as may be required and file the relevant forms, documents and returns with the office of the Registrar of Companies as per the applicable provisions of the Companies Act, 2013 and to do all acts, deeds and things as may be deemed necessary, proper or desirable to give effect to the above resolution."

Place: Goa

Date: August 14, 2020

### Registered Office:

**Metropolis Healthcare Limited**

(CIN :L73100MH2000PLC192798)

250 D Udyog Bhavan, Hind Cycle Marg,  
Worli, Mumbai - 400030

Tel: +91 22 33993939

www.metropolisindia.com

**By Order of the Board of Directors**

**Ameera Sushil Shah**

Managing Director

DIN: 00208095

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### NOTES:

1. In view of the continuing COVID-19 pandemic and restrictions imposed on the movement of the people, the Ministry of Corporate Affairs ("MCA") has vide its Circular dated May 5, 2020 read with Circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, have permitted the holding of the Annual General Meeting ("AGM") through Video Conferencing ('VC') / Other Audio Visual means ('OAVM'), without the physical presence of the Members at a common venue.

Thus, in compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Circulars issued by MCA and SEBI, the 20th Annual General Meeting ('AGM') of the Company is being held through VC / OAVM.

2. **PURSUANT TO THE PROVISIONS OF SECTION 105 OF THE ACT, A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. SINCE THE 20TH AGM IS BEING HELD THROUGH VC / OAVM, THE REQUIREMENT OF PHYSICAL ATTENDANCE OF MEMBERS HAS BEEN DISPENSED WITH.**

**ACCORDINGLY, IN TERMS OF MCA CIRCULARS AND THE SEBI CIRCULAR, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE 20TH AGM AND HENCE THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP ARE NOT ANNEXED TO THIS NOTICE.**

3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. Institutional / Corporate Shareholders (i.e. other than Individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board

or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote on its behalf. The said Resolution/Authorization pursuant to Sections 112 or 113 of the Companies Act, 2013 shall be sent to the Company by email through its registered email address to [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in), [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

5. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the Quorum under Section 103 of the Act.
6. A Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013, concerning the special business in the Notice of the 20th AGM is annexed hereto and forms a part of this Notice.
7. A Statement giving details of the Directors seeking appointment / re-appointment is also annexed with the Notice pursuant to the requirements of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting ("SS-2").
8. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, and the Certificate from the Statutory Auditors of the Company certifying that the ESOP Scheme(s) of the Company are being implemented in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, shall be available for inspection electronically during the AGM upon login at NSDL E-voting system at <http://www.evoting.nsdl.com>.
9. All documents referred to in the Notice will also be available for electronic inspection without any fee by the members from the date of circulation of this Notice up to the date of AGM, i.e. September 16, 2020. Members seeking to inspect such documents can send an email to [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com)
10. Members seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company on or before September 4, 2020 through email on [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com). The same will be replied by the Company suitably.
11. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates,

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nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., directly to the Company's Registrar & Transfer Agents. Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent, Link Intime India. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited at C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai - 400 083 quoting their folio number.

12. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with the Company in case the shares are held by them in physical form.
13. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company's Registrar and Transfer Agent, Link Intime (India) Private Limited
14. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote provided the votes are not already cast by remote e-voting by the first holder.
15. In compliance with the MCA Circular No. 20/2020 dated May 5, 2020 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020, the Notice of the AGM along with the Annual Report for the Financial Year 2019-2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories. Members may note that the Notice of the AGM and the Annual Report for the Financial Year 2019-2020 will also be available on the Company's website [www.metropolisindia.com](http://www.metropolisindia.com), websites of the Stock Exchanges at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com) respectively, and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
16. **Attendance at the AGM:**
  - a. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/ members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
  - b. Members are encouraged to join the Meeting through Laptops for better experience.
  - c. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
  - d. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
  - e. Shareholders who would like to express their views/ ask questions during the meeting may register themselves as a speaker and may send their request mentioning their name, demat account number/folio number, email id, mobile number at [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com) by September 4, 2020 5:00 p.m. Please note, no shareholder would be allowed to register himself / herself as a speaker after the said date and time.
  - f. Shareholders who would like to express their views/ have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at [secretarial@metropolisindia.com](mailto:secretarial@metropolisindia.com) by September 4, 2020 5:00 p.m. The same will be replied by the Company suitably.
  - g. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting. However, the Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
17. **Remote e-voting:**
  1. In compliance with the provisions of Section 108 of the Act, read with the corresponding rules, and

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Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations"), the Company is pleased to provide a facility to its members to exercise their votes electronically through the electronic voting ("e-voting") facility provided by the National Securities Depository Limited ('NSDL'). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but shall not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for members who have not registered their email addresses is provided in the instructions for E-voting section which forms part of this Notice.

2. The remote e-voting period commences on Sunday, September 13, 2020 (9:00 a.m. IST) and ends on Tuesday, September 15, 2020 (5:00 p.m. IST). During this period, members holding shares either in physical or dematerialized form, as on cut-off date, i.e. as on Wednesday, September 9, 2020 may cast their votes electronically. The e-voting module will be disabled by NSDL for voting thereafter. A member will not be allowed to vote again on any resolution on which vote has already been cast. The voting rights of members shall be proportionate to their share of the paid-up equity share capital of the Company as on the cut-off date, i.e. as on Wednesday, September 9, 2020
3. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Wednesday, September 9, 2020, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
4. However if the member is already registered with NSDL for remote e-voting then they can use their existing User ID and password for casting their vote.
5. If you forget your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
6. Instructions and other information relating to remote e-voting:

### **How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### **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 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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. Your password details 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.nsd.com](http://www.evoting.nsd.com).
    - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
    - 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.
- Details on Step 2 is given below:**
- How to cast your vote electronically on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
  3. Select "EVEN" i.e. 113413 of the Company to cast your vote.
  4. Now you are ready for e-Voting as the Voting page opens.
  5. 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.
  6. Upon confirmation, the message "Vote cast successfully" will be displayed.
  7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  18. 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.nsd.com](http://www.evoting.nsd.com) to reset the password.
  19. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800-222-990 or send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, you can connect with her on 022-24994545.
  20. 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 :

- a. 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](mailto:secretarial@metropolisindia.com)

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](mailto:secretarial@metropolisindia.com)

- b. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

#### 21. **Voting at AGM:**

- a. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d. In case of any grievances connected with the facility for e-Voting on the day of the AGM please send a request to Ms. Pallavi Mhatre, Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Alternatively, you can connect with her on 022-24994545.

#### 22. **Other instructions:**

1. The Board of Directors have appointed M/s. Manish Ghia & Associates (Membership No. FCS 3531), Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
2. The Scrutinizer shall immediately after the conclusion of voting at the AGM, will first count the votes cast at the meeting through e-voting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than 48 hours of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
3. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.metropolisindia.com](http://www.metropolisindia.com) and on the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the declaration of result by the Chairman or a person authorized by him in writing. The Company shall simultaneously forward the results to National Stock Exchange Limited of India and BSE Limited, where the shares of the Company are listed.
4. As per the provisions of Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. The form can be downloaded from the Company's website at <https://www.metropolisindia.com>. Members are requested to submit these details to their DP in case the shares are held by them in electronic form, and to the RTA, Link Intime Private Limited, in case the shares are held in physical form.

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

The following Explanatory Statement sets out all material facts relating to the Special Business mentioned in the Notice convening the 20th AGM to be held on Wednesday, September 16, 2020:

### Item No. 4

On the recommendation of the Audit Committee, the Board of Directors at their Meeting held on May 29, 2020, approved the appointment of M/s. Joshi Apte & Associates, Cost Accountants, (Firm Registration No. 00240), as Cost Auditors of the Company to conduct the audit of the Cost records of the Company for the Financial year 2020-2021 at a remuneration of ₹ 1,00,000/- (Rupees One Lakh Only) plus applicable GST and reimbursement of travelling and out of pocket expenses.

In accordance with the provisions of Section 148 of the Companies Act, 2013, read with the Companies (Audit and Auditors) Rules, 2014, as amended, the remuneration payable to the Cost Auditors has to be ratified by the members of the Company.

None of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

Accordingly, the Board of Directors recommend passing of an Ordinary Resolution as set out in Item No. 4 of the accompanying Notice relating to the ratification of the remuneration payable to M/s. Joshi Apte & Associates, Cost Auditors of the Company for the Financial Year 2020-2021 for the approval of the members.

### Item No. 5:

In pursuance to the provisions of Section 149, 152, 161, and other applicable provisions, if any, of the Companies Act, 2013, read with applicable rules made there under, Regulation 16 (1)(b) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company, vide their resolution dated May 14, 2020, appointed Ms. Anita Ramachandran (DIN: 00118188), as an Additional Non-Executive Independent Director of the Company with effect from May 14, 2020 to hold office up to the date of the ensuing Annual General Meeting.

In terms of Section 161 of the Act, Ms. Anita Ramachandran (DIN: 00118188), holds office upto the date of the Annual General Meeting but is eligible for appointment as a Director.

A notice under Section 160 of the Act has been received from a member proposing the candidature of Ms. Anita Ramachandran for the office of a Director of the Company.

The Company has also received:-

- (i) the consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and
- (ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that she is not disqualified to act as a Director under Section 164(2) of the Companies Act, 2013;
- (iii) A declaration that she meets the criteria of Independence as provided under Section 149 of the Companies Act, 2013 and Regulation 16 (1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
- (iv) a declaration to the effect that she is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

After taking into consideration the recommendation of the Nomination & Remuneration Committee, the Board is of the opinion that Ms. Anita Ramachandran's vast knowledge and varied experience will be of great value to the Company and would be beneficial to the overall functioning of the Company.

As on date of this notice, Ms. Anita Ramachandran does not hold any shares in the Company and is not related to any of the Directors / Key Managerial Personnel of the Company.

A brief profile of Ms. Anita Ramachandran including the nature of her expertise and other details in terms of Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 is annexed to the Notice convening the AGM.

Except Ms. Anita Ramachandran, none of the Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

The Board of Directors recommend the passing of Ordinary Resolution as set out in Item No. 5 of the accompanying notice relating to the appointment of Ms. Anita Ramachandran as a Non-Executive Independent Director of the Company for the approval of the members.



## EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (CONTD.)

A copy of the draft Letter of Appointment for Independent Directors, setting out the terms and conditions of appointment of Independent Directors is available for inspection on the website of the Company at [www.metropolisindia.com](http://www.metropolisindia.com).

### Item No. 6:

Dr. Sushil Kanubhai Shah was appointed as a Whole Time Director of the Company for a period for a period of 5 (five) years with effect from September 4, 2015, after obtaining the approval of members of the Company. The present term of Dr. Sushil Shah comes to an end on September 3, 2020.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on May 29, 2020, re-appointed Dr. Sushil Kanubhai Shah (DIN: 00179918) as a Whole-Time Director of the Company (designated as a Chairman & Executive Director) for a period of five years with effect from September 04, 2020, subject to approval of the members of the Company.

The Company has received from Dr. Sushil Kanubhai Shah:

- i) the consent in writing to act as Director pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014, and
- ii) an intimation in Form DIR-8 pursuant to Rule 14 of the Companies (Appointment and Qualification of Directors) Rules, 2014, that he is not disqualified to act as a Director under Section 164(2) of the Companies Act, 2013;
- iii) A confirmation on the fulfilment of criteria as laid down under Schedule V of the Companies Act, 2013;
- iv) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

Place: Goa

Date: August 14, 2020

### Registered Office:

#### Metropolis Healthcare Limited

(CIN :L73100MH2000PLC192798)

250 D Udyog Bhavan, Hind Cycle Marg,

Worli, Mumbai - 400030

Tel: +91 22 33993939

[www.metropolisindia.com](http://www.metropolisindia.com)

A notice under Section 160 of the Act has been received from a member proposing the candidature of Dr. Sushil Kanubhai Shah for the office of a Director of the Company.

The members are informed that Dr. Sushil Shah is the Founder of the Company and has more than four decades of experience in the pathology business. He holds a bachelor's degree in Medicine and Surgery and a degree of Doctor of Medicine in Pathology and Bacteriology from University of Bombay. He was one of the partners of Metropolis Healthcare Services and Metropolis Lab. He has been instrumental to the growth and success of the Company. He was awarded the "Maharashtra Gaurav award" by the Government of India and the "Lifetime Achievement Award" at the Six Sigma Healthcare Excellence Awards. He was also awarded the "Rajiv Gandhi Excellence Award" by the Indian Solidarity Council and the "Rashtriya Chikitsak Ratna" award by the National Education & Human Development Organisation. He has been a Director on the Board since 2005. The Board of Directors believe that his continuing guidance and services would be of immense benefit to the Company.

The copy of the agreement setting out the terms and conditions of appointment and remuneration of Dr. Sushil Kanubhai Shah, shall be open for inspection by the members during the AGM.

Except Dr. Sushil Shah and Ms. Ameera Sushil Shah, none of the other Directors, Key Managerial Personnel and / or their relatives are, in any way, concerned or interested financially or otherwise, in the above resolution.

The Board of Directors recommend passing of a Special Resolution as set out in Item No. 6 of the accompanying notice relating to the re-appointment of Dr. Sushil Kanubhai Shah as a Whole-time Director of the Company for the approval of the members.

**By Order of the Board of Directors**

**Ameera Sushil Shah**

Managing Director

DIN: 00208095

**Information as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 for appointment / re-appointment of directors is as below:**

<b>Name of the Director</b>	Ms. Ameera Sushil Shah	Ms. Anita Ramachandran	Mr.Sushil Kanubhai Shah
<b>DIN</b>	00208095	00118188	00179918
<b>Date of Birth</b>	September 24, 1979	April 28, 1955	December 29, 1946
<b>Date of Appointment</b>	May 6, 2008	May 14, 2020	August 17, 2005
<b>Category</b>	Managing Director	Non-Executive Independent Director	Whole-time Director (Designated as Chairman & Executive Director)
<b>Qualification</b>	She has obtained a degree in finance from the University of Texas at Austin. She has completed the Owner-President Management Program at Harvard Business School.	M.B.A. (Finance), Jamnalal Bajaj Institute	M.D (Path & Bact.)
<b>Nature of expertise in specific functional areas and Experience</b>	Healthcare – Understanding the complexities of the healthcare sector and expertise in the field of diagnostics. She has over two decades of experience in this business.	Mrs. Anita has over 35 years of experience as a Management Consultant.	Dr. Sushil Shah has over Three decades of experience in the pathology business.
<b>Terms and conditions of appointment/ reappointment</b>	Re-appointed as a director liable to retire by rotation.	Refer Item No.5 of the Notice	Refer Item No. 6 of the Notice
<b>Number of shares held in the Company</b>	1,81,845	NIL	37,25,245
<b>Remuneration to be paid</b>	₹ 5 Crore (Rupees Five Crore Only)	Sitting fees for attending the Board / Committee meetings and Profit related Commission, if any, as may be approved by the Board	Refer Item No. 6 of the Notice
<b>Directorship held in other Companies</b>	Refer Annexure A (i)	Refer Annexure A (ii)	Refer Annexure A (iii)
<b>Memberships / Chairmanships of Committees of other Companies</b>	Refer Annexure A (i)	Refer Annexure A (ii)	Refer Annexure A (iii)
<b>Relationships between Directors inter-se</b>	Daughter of Dr. Sushil Kanubhai Shah, Wholetime Director of the Company.	None	Father of Ms. Ameera Sushil Shah, Managing Director of the Company.
<b>Last Drawn Remuneration and No. of Board Meetings attended during the year</b>	Details of remuneration last drawn by Ms. Ameera Sushil Shah, and number of Board / Committee meetings attended during financial year 2019-2020 are provided in the Corporate Governance Report which forms a part of the Annual Report.	-	Details of remuneration last drawn by Dr. Sushil Kanubhai Shah, and number of Board / Committee meetings attended during financial year 2019-2020 are provided in the Corporate Governance Report which forms a part of the Annual Report.

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

### (i) Details of Other Directorships and Committee memberships held by Ms. Ameera Sushil Shah:

Sr. No.	Name of the Company in which she is a director	Details of Committee Membership / Chairmanship in the Company
1	Metropolis Healthcare Limited	- Member of Stakeholders Relationship Committee - Chairperson of Risk Management Committee - Member of Corporate Social Responsibility Committee
2	Desai Metropolis Health Services Private Limited	- Chairperson of Corporate Social Responsibility Committee
3	Micron Metropolis Healthcare Private Limited	-
4	Sudharma Metropolis Health Services Private Limited	- Chairperson of Corporate Social Responsibility Committee
5	Bokil Golwilkar Metropolis Healthcare Limited	-
6	R.V. Metropolis Diagnostic & Health Care Center Private Limited	- Chairperson of Corporate Social Responsibility Committee
7	Metropolis HistoXpert Digital Services Private Limited	- Chairperson of Audit Committee
8	Kaya Limited	- Member of Audit Committee
9	Torrent Pharmaceuticals Limited	- Member of Audit Committee - Member of Stakeholders Relationship Committee - Chairperson of Corporate Social Responsibility Committee
10	Shoppers Stop Limited	- Member of Audit Committee* - Member of Nomination and Remuneration Committee
11	Metropolis Healthcare (Mauritius) Limited	-
12	Metropolis Star Lab Kenya Limited	-
13	Metropolis Healthcare Lanka (Private) Limited	-
14	Metropolis Bramser Lab Services (Mauritius) Limited	-
15	Metropolis Healthcare Ghana Limited	-
16	Metropolis Healthcare Uganda Limited	-
17	Metropolis Healthcare (Zambia) Limited	-
18	Star Metropolis Health Services Middle East LLC	-

\* Member of Audit cum Risk Management Committee of Shoppers Stop Limited

### (ii) Details of Other Directorships and Committee memberships held by Ms. Anita Ramachandran:

Sr. No.	Name of the Company in which she is a director	Details of Committee Membership / Chairmanship in the Company
1	Metropolis Healthcare Limited	- Member of Nomination and Remuneration Committee - Chairperson of CSR Committee
2	Cerebrus Consultants Private Limited	-
3	Kotak Mahindra Life Insurance Company Limited	- Member of Nomination and Remuneration Committee
4	Aditya Birla Housing Finance Limited	- Member of Audit Committee - Member of Nomination and Remuneration Committee
5	Oxfam India	- Member of Finance and Audit Committee
6	IDFC Asset Management Company Limited	- Member of Audit Committee - Chairperson of Nomination and Remuneration Committee

**ANNEXURE A – DETAILS OF OTHER DIRECTORSHIPS AND COMMITTEE MEMBERSHIPS HELD BY THE DIRECTORS: (CONTD.)**

<b>Sr. No.</b>	<b>Name of the Company in which she is a director</b>	<b>Details of Committee Membership / Chairmanship in the Company</b>
7	FSN E-Commerce Ventures Private Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Chairperson of Nomination and Remuneration Committee</li> <li>- Member of Share Allotment Committee</li> </ul>
8	Utkarsh Small Finance Bank Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of Special Committee to monitor large value funds</li> </ul>
9	Grasim Industries Limited	<ul style="list-style-type: none"> <li>- Member of Corporate Social Responsibility Committee</li> </ul>
10	Rane (Madras) Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Member of Nomination and Remuneration Committee</li> <li>- Member of Corporate Social Responsibility Committee</li> </ul>
11	Samhi Hotels Limited	-
12	Godrej & Boyce Manufacturing Company Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Chairperson of Nomination and Remuneration Committee</li> </ul>
13	Happiest Minds Technologies Limited	<ul style="list-style-type: none"> <li>- Member of Audit Committee</li> <li>- Chairperson of Nomination and Remuneration Committee</li> </ul>

**(iii) Details of Other Directorships and Committee memberships held by Dr. Sushil Kanubhai Shah:**

<b>Sr. No.</b>	<b>Name of the Company in which he is a Director</b>	<b>Details of Committee Membership / Chairmanship in the Company</b>
1	Metropolis Healthcare Limited	<ul style="list-style-type: none"> <li>- Member of Risk Management Committee</li> <li>- Member of Stakeholders Relationship Committee</li> </ul>
2	Span Divergent Limited	-
3	Nitrolabs Technology Private Limited	-
4	Sudharma Metropolis Health Services Private Limited	-
5	Metropolis Star Lab Kenya Private Limited	-
6	Metropolis Healthcare Lanka (Private) Limited	-
7	Metropolis Bramser Lab Services (Mauritius) Limited	-
8	Metropolis Healthcare Ghana Limited	-
9	Star Metropolis Health Services Middle East LLC	-
10	Metropolis Healthcare Uganda Limited	-