

Ref: MHL/Sec&Legal/2021-22/20

Date: June 28, 2021

To,
Head, Listing Compliance Department
BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street, Mumbai - 400 001

Head Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1. G Block,
Bandra -Kurla Complex, Bandra (East), Mumbai-
400051

Scrip Code: 542650

Scrip Symbol: METROPOLIS

Sub: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2021

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019; we are enclosing herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2021, issued by M/s. Manish Ghia & Associates, Practicing Company Secretaries.

Request you to kindly take the above information on record and oblige.

Thanking you,
Yours sincerely

For **Metropolis Healthcare Limited**

Danish Allana
Interim Compliance Officer
Membership No. A61517

BLOOD TESTS • DIAGNOSTICS • WELLNESS

METROPOLIS
The Pathology Specialist

Metropolis Healthcare Limited

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

Website: www.metropolisindia.com

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

Secretarial Compliance Report

of Metropolis Healthcare Limited for the year ended 31st March 2021

[pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 8, 2019]

To,
The Members,
Metropolis Healthcare Limited
Mumbai

We **Manish Ghia & Associates, Company Secretaries** have examined:

- (a) all the documents and records made available to us and explanation provided by **Metropolis Healthcare Limited** having Corporate Identification Number L73100MH2000PLC192798 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/ Symbol of "542650" and "METROPOLIS" respectively ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March 2021 ("Review Period") in respect of compliance with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (LODR);



- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (*Not applicable to the company during the review period*);
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (*Not applicable to the company during the review period*);
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

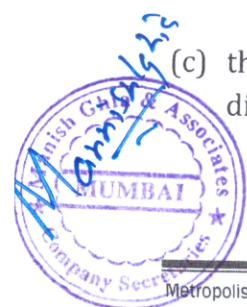
and circulars/guidelines issued thereunder; and based on the above examination, We hereby report that, during the Review Period:

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder ***except in respect of matters specified below:-***

S.No.	Compliance requirements (Regulations/ Circulars/ guidelines including specific clause)	Deviations	Remarks
1	Under Reg 17(1)(a) of LODR the company was required to have an Independent Woman Director on the Board on or before April 1, 2020	The company appointed an Independent Woman Director w.e.f. 14.05.2020	Period of non-compliance w.e.f. 1.04.2020 to 13.05.2020

- (b) the listed entity has maintained proper records under the provisions of the above Regulations and circulars/guidelines issued thereunder insofar as it appears from our examination of those records;

- (c) the following are the details of action taken against the company/its promoters/directors/material subsidiaries either by SEBI or by Stock Exchanges (including



under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/Regulations and circulars/guidelines issued thereunder:

S.No.	Action taken by	Details of Violation	Details of action taken	Remarks
1	BSE Ltd.	Non-appointment of Independent Woman Director [for details see table in (a) above]	Fine of Rs.2.15 lacs + GST @ 18%	The company has paid the fine and has represented for waiver of the same;
2	National Stock Exchange of India Limited	Same as above	Fine of Rs.2.15 lacs + GST @ 18%	The company had paid the fine and represented for waiver of the same and the request was considered favourably and the imposed fine will be refunded.

(d) there has been no observations in the previous report accordingly the requirement relating to “observations in the previous reports requiring follow-up actions by the listed entity” are not applicable.

For Manish Ghia & Associates
Company Secretaries
 (Unique ID: P2006MH007100)



CS Mannish L. Ghia
Partner

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

Place: Mumbai
Date: May 27, 2021
UDIN: F006252C000363488

NOTE:

On account various restrictions imposed by the Government Authorities on opening of offices, travel and movement due to Covid19 pandemic during the year under review, we for the purpose of completion of our audit have relied on documents and papers provided in electronic form through email/other virtual means for verification of compliances.