

**Ref: MHL/Sec&Legal/2022-23/20**

**Date: May 29, 2022**

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, 2022**

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, 2022, issued by M/s. RM Shah & Co., Practicing Company Secretaries.

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

Thanking you,  
Yours sincerely,

**For Metropolis Healthcare Limited**

Simmi Singh Bisht  
**Head – Legal and Secretarial**  
Membership No. A23360

**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](mailto:support@metropolisindia.com)

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

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



**RM Shah & Co.**

(Company Secretaries)

**Address:**  
A/9, Madhuri,  
Shantawadi J.P Road  
Andheri West  
Mumbai – 400058

**Telephone:**  
9167406373/7977788417,  
022 26287703

**Email:** [rashmi@rmshah.in](mailto:rashmi@rmshah.in)

**Website:** [www.rmshah.in](http://www.rmshah.in)

**Secretarial Compliance Report**  
**Regulation 24A of SEBI ((Listing Obligations and Disclosure Requirements)**  
**Regulations 2015**  
of  
**Metropolis Healthcare Limited**  
**FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022**

To,  
**The Board of Directors,**  
**Metropolis Healthcare Limited**  
250 D, Udyog Bhavan, Worli,  
Mumbai -400 030

We have examined the compliance of applicable statutory provisions and the adherence to good corporate practices by Metropolis Healthcare Limited (L73100MH2000PLC192798) and having its registered office at 250 D, Udyog Bhavan, Worli, Mumbai-400030 (hereinafter called 'the Company'). The inspection and examination was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

We have examined:

- (a) All the documents and records made available to us and explanation provided by Metropolis Healthcare Limited ("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 31/03/2022 ("Review Period") in respect of compliance with the provisions of:



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- (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) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (Not applicable to the Company during the review period);
- (g) and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (Not applicable to the Company during the review period);
- (h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- (i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the review period);



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- (j) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the review period); and

and based on the above examination, I 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:

Sr.No	Compliance Requirement(Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	NIL		

- (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 actions taken against the listed entity/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:

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/remarks of the Practicing Company Secretary, if any.
	NIL			



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(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1		The Company was required to appoint an Independent Woman Director with effect from April 1, 2020 under Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, However it has complied with the same w.e.f. May 14, 2020	The Company has appointed Mrs. Anita Ramachandran as an Independent Woman Director with effect from May 14, 2020 to comply with the provisions given under Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)	The Company was required to appoint an Independent Woman Director with effect from April 1, 2020 under Regulation 17(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, However it has complied with the same w.e.f. May 14,



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			Regulations, 2015.	2020.  The Stock Exchanges on the request of the Company has waived off both the penalties.
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During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines and Standards, etc. mentioned above. No other penalties or strictures have been imposed on the Company by the Stock Exchanges, SEBI or other Statutory Authorities relating to the above.

**For RM Shah & Co.  
(Company Secretaries)**



**Rashmi Shah**

**Proprietor**

**Membership No: A24722**

**COP No.: 22489**

**UDIN: A024722D000411020**

**Date: 24/05/2022**

**Place: Mumbai**