

## BOARDS' REPORT

Dear Members,

Your Directors take pleasure in presenting the 22<sup>nd</sup> Annual Report on the business and Operations of the Company along with the Audited Financial Statements for the financial year ended 31 March 2022.

### FINANCIAL RESULTS:

The key highlights of the Standalone and Consolidated Audited Financial Statements of your Company for the financial year ended 31 March 2022 in comparison with the previous financial year ended 31 March 2021 are summarized below:

(₹ in Lakhs)

| Particulars  | Standalone                          |                                     | Consolidated                        |                                     |
|--|-------------------------------------|-------------------------------------|-------------------------------------|-------------------------------------|
|  | For the year ended<br>31 March 2022 | For the year ended<br>31 March 2021 | For the year ended<br>31 March 2022 | For the year ended<br>31 March 2021 |
| Revenue from Operations  | 1,11,713.06                         | 96,138.61                           | 1,22,833.60                         | 99,798.70                           |
| Other income   | 1,600.18                            | 1,230.83                            | 1,762.30                            | 1,204.52                            |
| <b>Total Revenue</b>   | <b>1,13,313.24</b>                  | <b>97,369.44</b>                    | <b>1,24,595.90</b>                  | <b>101,003.22</b>                   |
| Less: Total expenses   | 88,725.43                           | 73,156.61                           | 96,850.94                           | 76,570.92                           |
| <b>Profit before exceptional items and tax</b>                       | <b>24,587.81</b>                    | <b>24,212.83</b>                    | <b>27,744.96</b>                    | <b>24,432.30</b>                    |
| Exceptional items  | (1,590.15)                          | -                                   | (1,590.15)                          | -                                   |
| Profit before share of profit for equity accounted investees and tax | 26,177.96                           | 24,212.83                           | 29,335.11                           | 24,432.30                           |
| Share of loss for equity accounted investees (net of tax)            | -                                   | -                                   | -                                   | -                                   |
| <b>Profit Before Tax</b>   | <b>26,177.96</b>                    | <b>24,212.83</b>                    | <b>29,335.11</b>                    | <b>24,432.30</b>                    |
| Less: Tax Expenses   | 6,953.82                            | 5,947.55                            | 7,866.50                            | 6,097.43                            |
| <b>Profit after Tax</b>  | <b>19,224.14</b>                    | <b>18,265.28</b>                    | <b>21,468.61</b>                    | <b>18,334.87</b>                    |
| Basic Earning per share of face value of ₹2/- each                   | 37.58                               | 35.88                               | 41.87                               | 35.97                               |
| Diluted Earning per share of face value of ₹2/- each                 | 37.39                               | 35.70                               | 41.66                               | 35.79                               |

### OPERATIONAL PERFORMANCE & FUTURE OUTLOOK:

During the year under review, the Standalone income of your Company increased to ₹ 1,13,313.24 Lakhs compared to ₹ 97,369.44 Lakhs in the previous year, registering growth of 16.37%. The Standalone profit after tax for the year increased to ₹19,224.14 Lakhs as compared to ₹ 18,265.28 Lakhs in the previous year registering increase of 5.25%.

During the year under review, the Consolidated income of the Group increased to ₹1,24,595.90 Lakhs compared to ₹101,003.22 Lakhs in the previous year, registering growth of 23.36%. The Consolidated profit after tax for the Group increased to ₹21,468.61 Lakhs as compared to ₹18,334.87 Lakhs in the previous year registering growth of 17.09%.

The operating and financial performance of your Company has been covered in the Management Discussion and Analysis Report which forms a part of the Annual Report.

### CONSOLIDATED FINANCIAL STATEMENTS

The Consolidated financial statements of your Company for the Financial Year 2021-22 are prepared in accordance with

the provisions of the Companies Act, 2013 ("the Act") and Ind AS 110 - Consolidated Financial Statements read with Ind AS 28 - Investment in Associates and Ind AS 31 - Interests in Joint Ventures, and SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015. The Audited Consolidated Financial Statements form part of the Annual Report.

### DIVIDEND:

During the year under review, the Board of Directors at its meeting held on 11 February 2022 declared an interim dividend of ₹8 per equity share (face value of ₹2/- each) on 5,11,72,119 fully-paid up equity shares aggregating to total outflow of ₹ 40,93,76,952/-.

The Interim Dividend was paid to those shareholders whose names appeared in the Register of Members as on the record date i.e., 22 February 2022.

In order to conserve the resources for business requirement, your Board of Directors do not recommend final dividend for 2021-22.

## BOARDS' REPORT (Contd.)

The Dividend Payout is in accordance with your Company's Dividend Distribution Policy.

The Dividend Distribution Policy of your Company is available on the website of the Company and can be accessed through the following web link:

<https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL-Dividend-Distribution-Policy.pdf>

### RESERVES:

Your Directors do not propose to transfer any amount to General Reserves for the financial year 2021-22.

### CHANGE IN NATURE OF BUSINESS

During the year under review, there was no change in the nature of the business or any activity of business of your Company.

### MERGER & ACQUISITIONS

During the year under review, your Company had acquired balance stake of 35% of Metropolis Histoexpert Digital Services Private Limited ('Metropolis Histoexpert'), Subsidiary of the Company from Koninklijke Philips N.V. Post the acquisition, Metropolis Histoexpert became the wholly-owned Subsidiary of the Company with effect from 26 November 2021.

Further, The Company had approved the Scheme of Merger on 06 August, 2021, by absorption of wholly-owned Subsidiaries of the Company viz. Bokil Golwilkar Metropolis Healthcare Private Limited, Desai Metropolis Health Services Private Limited, Dr. Patel Metropolis Healthcare Private Limited, Lab One Metropolis Healthcare Services Private Limited, Micron Metropolis Healthcare Private Limited, R.V.Metropolis Diagnostic & Health Care Center Private Limited, Raj Metropolis Healthcare Private Limited and Sudharma Metropolis Health Services Private Limited with Metropolis Healthcare Limited. The Company had duly filed the petition with the National Company Law Tribunal ('NCLT') on 27 December 2021.

Further, the Board of Directors of your Company at their meeting held on 15 October 2021 had approved the acquisition of 100% stake in Dr. Ganesan's Hitech Diagnostics Centre Private Limited ("Hitech") along with its subsidiary Centrallab Healthcare Services Private Limited ("Centrallab") for a consideration of ₹636 Crores (Rupees Six Hundred and Thirty Six Crores Only). The aforesaid acquisition was completed on 22 October 2021 and post completion, "Hitech" and "Centrallab" has become wholly-owned subsidiary and step down wholly owned subsidiary respectively of the Company.

### MATERIAL CHANGES AND COMMITMENTS AFFECTING THE COMPANY

The material changes affecting the financial position of your Company between the end of the financial year and date of this report which have been mentioned below.

The Members of Dr. Ganesan's Hitech Diagnostic Centre Private Limited ('Hitech') Subsidiary of the Company in their Meeting held on 01 April, 2022 accorded their approval for the Voluntary Liquidation of the Company and the consolidation of the business of Hitech through voluntary liquidation. Subsequently, Hitech transferred its entire business undertaking to the Company on a going concern basis on and with effect from 4 June 2022.

Further, The Company had approved the Scheme of Merger on 6 August 2021, by absorption of wholly-owned Subsidiaries of the Company viz. Bokil Golwilkar Metropolis Healthcare Private Limited, Desai Metropolis Health Services Private Limited, Dr. Patel Metropolis Healthcare Private Limited, Lab One Metropolis Healthcare Services Private Limited, Micron Metropolis Healthcare Private Limited, R.V.Metropolis Diagnostic & Health Care Center Private Limited, Raj Metropolis Healthcare Private Limited and Sudharma Metropolis Health Services Private Limited with Metropolis Healthcare Limited. The Company had duly filed the petition with the National Company Law Tribunal ('NCLT') on 27 December 2021 and the same has been approved by NCLT in their order dated 02 June 2022.

### CHANGES IN CAPITAL STRUCTURE

During the year under review, the Paid Up Equity Share Capital of the Company has increased to ₹10,23,44,238/- (Rupees Ten Crores Twenty-Three Lakhs Forty-Four Thousand Two Hundred and Thirty-Eight Only) consisting of 5,11,72,119 equity shares of ₹2 each (Rupees Two Only) as on 31 March 2022.

The said increase in the paid up equity share capital is pursuant to the allotment of equity shares under the Metropolis Employee Stock Options Scheme -2015 (MESOS 2015) and Metropolis Restrictive Stock Unit Plan, 2020 (MHL-RSU Plan, 2020) to the eligible employees of the Company / Subsidiaries.

The details of allotment made under MESOS 2015 and MHL-RSU Plan, 2020 during the year under review is as follows:

| Date of Allotment | No. of Equity Shares allotted under MESOS 2015 | No. of Equity Shares allotted under MHL - RSU Plan, 2020 |
|-------------------|--|--|
| 27 May 2021       | 12,100   | -  |
| 08 July 2021      | -  | 25,416   |
| 06 August 2021    | 15800  |  |
| 11 October 2021   | -  | 364  |
| 05 January 2022   | -  | 1626   |
| <b>TOTAL</b>      | <b>27,900</b>                                  | <b>27,406</b>  |

## BOARDS' REPORT (Contd.)

During the year under review,

- The Company did not issue any shares with differential voting rights.
- The Company did not buy-back any shares.
- The Company did not issue any sweat equity shares.
- The Company did not have any scheme to fund its employees to purchase the equity shares of your Company.

### DEPOSITS

During the year under review, the Company has not accepted/invited deposits from the public falling within the ambit of section 73 of the Companies Act, 2013 and the Companies (Acceptance of Deposits) Rules, 2014 and has not taken any loan from the Promoter Directors.

### MATERIAL SUBSIDIARY

Your Company has formulated a Policy for determining Material Subsidiaries and does not have any Material Subsidiary as per the parameters laid down under the Policy. The Policy is available on the website of the Company and can be accessed through the following weblink:

<https://www.metropolisindia.com/newdata/Investors/code-of-conduct/9+MHL+Policy+for+determination+of+Material+Subsidiary.pdf>

### SUBSIDIARY, JOINT VENTURES AND ASSOCIATE COMPANIES

The Subsidiary Companies continued to perform in their respective areas as per the plans and thus contributed robustly to the overall growth of your Company in terms of revenue, profits and overall performance of the Group.

As on 31 March 2022, your Company had 5 domestic subsidiaries and 7 overseas subsidiaries (including five step-down overseas subsidiaries), 1 Foreign branch (which is considered as foreign Company in the respective country) and 1 overseas Associate Company.

Pursuant to Section 129(3) of the Companies Act, 2013 a Statement containing the salient features of the Financial Statements of your Company's Subsidiaries, Joint Ventures, Associate Companies in the specified format i.e. Form AOC – 1 is annexed as **"Annexure 1"** to this Report.

### BOARD OF DIRECTORS

As on 31 March 2022, the Board of Directors comprises of 7 (Seven) Directors, of which 5 (Five) are Non-Executive Directors & 2 (Two) are Executive Directors. The constitution of the Board of your Company is in accordance with Section 149(6) of the Companies Act, 2013 and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the year under review, the Board of Directors after taking in consideration, recommendation of Nomination and Remuneration Committee at their meeting held on May 27, 2021 approved the appointment of Mr. Hemant Sachdev (DIN:01635195) as an Additional Non-Executive Non-Independent Director of your Company, liable to retire by rotation.

The said appointment was later approved by the Shareholders at the Annual General Meeting held on 11 August 2021.

On the basis of the written representations received from the Directors, none of the above mentioned directors are disqualified under Section 164 (2) of the Companies Act, 2013 and are also not debarred by SEBI or any other Statutory authority for holding office of a Director.

### KEY MANAGERIAL PERSONNEL

As per the provisions of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on 31 March 2022 were as under:

1. Ms. Ameera Sushil Shah, Managing Director;
2. Mr. Sushil Kanubhai Shah, Whole-time Director;
3. Mr. Rakesh Kumar Agarwal, Chief Financial Officer;
4. Mr. Vijender Singh, Chief Executive Officer; and
5. Ms. Simmi Singh Bisht, Head - Legal and Secretarial.

During the year under review, Ms. Poonam Tanwani, Company Secretary and Compliance Officer resigned from the Company and Ms. Simmi Singh Bisht was appointed as a Company Secretary and Compliance Officer designated as Head - Legal and Secretarial with effect from 06 August 2021.

### DIRECTORS RETIRING BY ROTATION

Pursuant to the provisions of Section 152 of the Companies Act, 2013 read with the relevant rules made thereunder, out of the total Directors, two-third of the Directors shall retire by rotation every year and if eligible, offer themselves for re-appointment at the AGM.

**Ms. Ameera Shah**, Managing Director is liable to retire by rotation and being eligible, has offered herself for re-appointment at the ensuing Annual General Meeting. The Board of Directors recommend her re-appointment and the matter is being placed for seeking approval of Members at the ensuing Annual General Meeting of the Company. Pursuant to Regulation 36 of the SEBI (Listing Obligations Disclosures Requirements) Regulations, 2015 read with Secretarial Standards – 2 on General Meetings, brief Profile of Ms. Ameera Shah is provided as an Annexure to the Notice convening the 22<sup>nd</sup> Annual General Meeting.

## BOARDS' REPORT (Contd.)

### DECLARATION OF INDEPENDENCE

Pursuant to the provisions of Section 149, 152 of the Companies Act, 2013, read with Schedule IV and other applicable provisions, if any, and the Companies (Appointment and Qualification of Directors) Rules, 2014, the Independent Directors are appointed for a term of 5 years and are not liable to retire by rotation.

Further, the Company has received the revised declarations from the Independent Directors confirming that they meet with the criteria of Independence as prescribed under the amended provisions of Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 effective 1 January 2022 and the same has been taken on the records of the Company in the Board meeting held on 11 February 2022.

There has been no change in the circumstances affecting their status as Independent Directors of the Company.

During the year under review, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than receiving the Sitting fees, Commission, if any, and reimbursement of expenses incurred by them for the purpose of attending meetings of the Board / Committees of the Company.

### FAMILIARIZATION PROGRAMME FOR THE INDEPENDENT DIRECTORS

Pursuant to the SEBI Regulations, the Company has worked out a Familiarization Programme for the Independent Directors, with a view to familiarize them with their role, rights and responsibilities in the Company, nature of Industry in which the Company operates and its business model.

Through the Familiarization Programme, the Company apprises the Independent Directors about the Company's business model, corporate strategy, business plans and operations. The Directors are also informed about the financial performance, annual budgets, internal control system, statutory compliances, Company's vision, core values, ethics and corporate governance practices.

Details of Familiarization Programme are available on the website and can be accessed through the following weblink:

[https://www.metropolisindia.com/newdata/Investors/code-of-conduct/Familiarization\\_Programme.pdf](https://www.metropolisindia.com/newdata/Investors/code-of-conduct/Familiarization_Programme.pdf)

### PERFORMANCE EVALUATION OF THE BOARD

Pursuant to the applicable provisions of the Companies Act, 2013 and the SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015, the Board of Directors have carried out Annual Performance evaluation of:

- (i) Their own performance as a whole;
- (ii) Individual Directors performance; and

- (iii) Performance of all Committees of the Board for the Financial Year 2021-22.

The performance of the Board as a Whole and of its Committees was evaluated by the Board through structured questionnaire which covered various aspects such as the composition and quality, meetings and procedures, contribution to Board processes, effectiveness of the functions allocated, relationship with management, professional development, adequacy, appropriateness and timeliness of information etc. and after taking into consideration the responses received from the Individual director, performance of the Board and its Committees was evaluated. The Directors expressed their satisfaction with the evaluation process.

In terms of requirements of Schedule IV of the Act, a separate meeting of Independent Directors of the Company was held on 17 March, 2022 to review:

- (a) The performance of Non- Independent Directors (including the Chairperson);
- (b) The performance of the Board as a whole and its Committees thereof, taking into views of Executive and Non-Executive Directors; and
- (c) To assess the quality, quantity and timeliness of the flow of information between the Management and the Board.

The performance evaluation of Independent Directors was done by the entire Board, excluding the Independent Director being evaluated.

### NOMINATION AND REMUNERATION POLICY

The brief on the policy on remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which forms part of the Annual Report of the Company. The Nomination and Remuneration Policy is also available on the website and can be accessed through the following weblink:

[https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL\\_Nomination-and-Remuneration-Policy.pdf](https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL_Nomination-and-Remuneration-Policy.pdf)

### DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- (a) In preparation of the Annual accounts for the year ended 31 March 2022; the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) They have selected such accounting policies as mentioned in the notes to the Financial Statements and applied them consistently and made judgements and estimates that are reasonable and prudent so as to

## BOARDS' REPORT (Contd.)

give true and fair view of the Statement of Affairs of the Company as at 31 March 2022 and of the Profit of the Company for the year ended on that date

- (c) They have taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) They have prepared the Annual accounts on a going concern basis;
- (e) They have laid down internal finance controls to be followed by the Company and such internal finance controls are adequate and operating effectively;
- (f) They have devised proper systems to ensure compliance with the provisions of all applicable laws and such systems were adequate and operating effectively.

### BUSINESS RESPONSIBILITY REPORT

Business Responsibility Report as per clause (f) of sub regulation (2) of Regulation 34 of SEBI (Listing Obligations Disclosures Requirements), Regulations, 2015 is applicable to the Company.

Business Responsibility Report for the Financial year ended 2021-22 is presented in a separate section and forms part of the Annual Report of the Company.

### MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management Discussion and Analysis Report for the year under review, as stipulated under Regulation 34 of the (Listing Obligations Disclosures Requirements), Regulations, 2015 is presented in a separate section and forms part of the Annual Report of the Company.

### COMMITTEES OF THE BOARD

The Board of Directors of your Company have formed various Committees, as per the provisions of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as a part of the best corporate governance practices, the terms of reference and the constitution of those Committees is in compliance with the applicable laws.

In order to ensure focused attention on business and for better governance and accountability, the Board has constituted the following committees:

- a) Audit Committee;
- b) Nomination and Remuneration Committee;
- c) Stakeholder Relationship Committee;
- d) Corporate Social Responsibility Committee;
- e) Risk Management Committee.

The details with respect to the Composition, powers, roles, terms of reference, etc. of the aforesaid committees are given in detail in the "Corporate Governance Report" which is presented in a separate section and forms part of the Annual Report.

### MEETINGS OF THE BOARD

During the year under review, the Board of Directors met 5 (Five) times, the details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

National Company Law Tribunal in its order dated 2 June 2022 has approved the Scheme of Merger, filed on 6 August 2021, by absorption of wholly-owned Subsidiaries viz. Bokil Golwilkar Metropolis Healthcare Private Limited, Desai Metropolis Health Services Private Limited, Dr. Patel Metropolis Healthcare Private Limited, Lab One Metropolis Healthcare Services Private Limited, Micron Metropolis Healthcare Private Limited, R.V. Metropolis Diagnostic & Health Care Center Private Limited, Raj Metropolis Healthcare Private Limited and Sudharma Metropolis Health Services Private Limited with the Company.

### ANNUAL RETURN

The Annual Return in Form MGT-7 as required under Section 92(3) of the Companies Act, 2013 and Rule 12 of the Companies (Management and Administration) Rules, 2014 is available on the website of the Company and can be accessed through with the following web link: <https://https://www.metropolisindia.com/newdata/Investors/Annual%20Reports/21-22/MGT-7.pdf>

### PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Details of Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013 and the rules made thereunder are given in the note no. 50 to the Financial Statements.

### INSTANCES OF FRAUD, IF ANY, REPORTED BY THE STATUTORY AUDITORS:

During the year under review, the Statutory Auditors have not reported any fraud under Section 143 (12) of the Companies Act, 2013.



## BOARDS' REPORT (Contd.)

### RELATED PARTY TRANSACTIONS

The Board of Directors in their meeting held on 11 February 2022 approved revised Policy on Related Party Transactions ("RPT Policy") taking into consideration the amendments in SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 effective from April 01,2022. The said amended RPT Policy as approved is available on the website and can be accessed through the following link:

[https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL\\_RPT%20Policy%20V2\\_final\\_for%20uploading.pdf](https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL_RPT%20Policy%20V2_final_for%20uploading.pdf)

During the Year under review, all the Related Party Transactions were done in the ordinary Course of Business and at arms Length. There are no materially significant Related Party Transactions made by the Company with its Promoters, Directors, Key Managerial Personnel or other Designated persons which may have a potential conflict with the interest of the Company at large.

Further, since the transactions with the related parties were in the ordinary course of business and at arm's length pricing and not material in accordance with the Related Party Transactions Policy, the particulars of such transactions with the related parties are not required to be reported by the Company in Form AOC-2.

All the Related Party Transactions are placed before the Audit Committee and the Board on a quarterly basis.

The members may refer to note no.41 to the financial statements which set out Related Party Disclosures.

### AUDITORS AND REPORTS

#### Statutory Auditors

B S R & Co. LLP, Chartered Accountants (ICAI Firm No. 101248W/W-100022), the Statutory Auditors of the Company will be re-appointed by the Company in the ensuing Annual General Meeting (AGM) to be held for the Financial Year 2021-22 for a period of 4 years, as per the provisions of the Companies Act,2013, subject to the approval of the Members in the ensuing Annual General Meeting. They have indicated their willingness to continue as the Statutory Auditors of the Company for the next term, and hence their appointment is being recommended to the Members of the Company, for a further period of 4 years, from the conclusion of 22<sup>nd</sup> Annual General Meeting until the conclusion of Annual General Meeting of the Company to be held in the Financial year 2026-27 on such remuneration as may be agreed by the Board, in addition to the reimbursement of service tax and actual out of pocket expenses incurred in relation with the audit of accounts of the Company.

The Auditors Report for the Financial Year ended 31 March 2022, does not contain any qualification, reservation or

adverse remark. Further, the Auditors have expressed an Unmodified Opinion on the Audited Financial Statements (Standalone and Consolidated) for the financial year ended 31 March 2022.

Pursuant to provisions of the Section 143 (12) of the Companies Act, 2013 neither the Statutory Auditors nor the Secretarial Auditor have reported any incident of fraud to the Audit or the Risk Committee during the year under review.

#### **Secretarial Auditor and Secretarial Audit Report**

Pursuant to Section 204 read with Section 134(3) of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board of Directors had appointed M/s. Manish Ghia & Associates, Practicing Company Secretaries, Mumbai, to undertake the Secretarial Audit of the Company for the Financial Year ended 31 March 2022. The Secretarial Audit Report in the prescribed Form No. MR-3 is attached as "**Annexure 2**" and forms a part of this Report.

The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

#### **Internal Auditor**

The Company has robust internal audit system for assessment of audit findings and its mitigation. The Internal Audit function covers all the labs, inventory audit, stock takes, audit for project related accounts, corporate accounts etc.

Pursuant to the provisions of Section 138 of the Companies Act, 2013 and the Companies (Accounts) Rules, 2014, and on the recommendation of the Audit Committee, Suresh Surana & Associates LLP, were appointed by the Board of Directors in their meeting held on May 27, 2021 to conduct internal audit reviews of the Company for the Financial Year 2021-22 and the Internal Auditor directly reports to the Audit Committee for functional matters.

The Audit Committee in its quarterly meetings reviews the internal audit and controls reports. The Company's internal controls are commensurate with the size and operations of the business. Continuous internal monitoring mechanism ensures timely identification and redressal of issues.

#### **RECONCILIATION OF SHARE CAPITAL**

A qualified Practicing Company Secretary carried out quarterly audits to reconcile the total admitted equity share capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), along with the total issued and listed equity shares capital. These audits confirm that the total issued and paid-up equity share capital tallies with the total number of equity shares in physical form, plus the total number of dematerialized shares held by NSDL and CDSL.

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### RISK MANAGEMENT POLICY

The Company has adopted a Risk Management Policy wherein all material risks faced by the Company are identified and assessed. The Company has formed a Risk Management Committee which defines the risk management approach of the Company and includes collective identification of risks impacting the Company's business and documents their process of identification, mitigation and optimization of such risks. The Risk Management Policy is available on the website of the Company and can be accessed through the following weblink:

[https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL\\_Risk-Management-Policy.pdf](https://www.metropolisindia.com/newdata/Investors/code-of-conduct/MHL_Risk-Management-Policy.pdf)

### INTERNAL FINANCIAL CONTROL AND THEIR ADEQUACY

The Company has an internal control system. All these controls were operating effectively during the year. The Company has adequate internal financial controls. Further, the members of the Audit Committee interact with the Statutory Auditors, Internal Auditors and Management in dealing with matters within its terms of reference. During the year, such controls were assessed to find out any weaknesses in them. Services of professional consultants were obtained to remove such weaknesses wherever required and ensuring that the internal financial controls are robust and are operating effectively.

The Company is complying with all the applicable Indian Accounting Standards (Ind AS). The accounting records are maintained in accordance with generally accepted accounting principles in India. This ensures that the financial statements reflect true and fair financial position of the Company.

The details of the internal financial control systems and their adequacy are included in a detailed manner in Management Discussions and Analysis Report, which forms part of the Annual Report.

### MAINTENANCE OF COST RECORDS

Provisions of maintenance of Cost records as specified by the Central Government under Section 148 (1) of Companies Act, 2013 are applicable to the Company. Accordingly, such Cost accounts are made and the Cost records are maintained by the Company in the prescribed format.

### COST AUDITOR

Pursuant to the provisions of Section 148 of the Companies Act, 2013 the Company is required to conduct audit of its Cost records by a Cost Accountant. The Board of Directors of the Company had on the recommendation of the Audit Committee, approved the appointment of M/s. Joshi Apte & Associates (Registration No. 00240) as the Cost Auditors of the Company to conduct Cost audit as prescribed under

the Companies (Cost Records and Audit) Rules, 2014 for the Financial Year 2022-23. The Board of Directors on recommendation of the Audit Committee have approved a remuneration of ₹ 1,50,000 plus applicable GST and reimbursement of travelling and out of pocket expenses, subject to the ratification of their remuneration by the Members of the Company at the ensuing AGM.

M/s. Joshi Apte & Associates have, under Section 141 of the Act and the Rules framed thereunder, furnished a certificate confirming their eligibility and consent for appointment as Cost Auditors of the Company.

M/s. Joshi Apte & Associates, have vast experience in the field of Cost audit and have conducted the audit of the Cost records of the Company for the past several years.

### DISCLOSURE OF REMUNERATION OR COMMISSION RECEIVED BY A MANAGING OR WHOLE-TIME DIRECTOR FROM THE COMPANY'S HOLDING OR SUBSIDIARY COMPANY

The Managing Director and Whole Time Director have not received any remuneration from the Company's Subsidiary Companies.

### CORPORATE SOCIAL RESPONSIBILITY (CSR) INITIATIVES

In compliance with the requirements of Section 135 of the Act read with the Companies (Corporate Social Responsibility) Rules, 2014, the Board of Directors have constituted a Corporate Social Responsibility (CSR) Committee. The details such as Constitution, Terms of reference, etc. of the Committee and the meetings held during the year are detailed in the Corporate Governance Report, which forms a part of the Annual Report of the Company. The contents of the CSR Policy of the Company as approved by the Board on the recommendation of the CSR Committee are available on the website of the Company and can be accessed through the following web link:

[https://www.metropolisindia.com/newdata/Investors/CSR/MHL-Revised+CSR+policy\\_wef+May+27-2021.pdf](https://www.metropolisindia.com/newdata/Investors/CSR/MHL-Revised+CSR+policy_wef+May+27-2021.pdf)

The complete details on the CSR activities is enclosed as "Annexure 3"

### CORPORATE GOVERNANCE

Report on Corporate Governance and Certificate by the Secretarial Auditors of the Company regarding compliance of the conditions of Corporate Governance as stipulated in Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in a separate section and forms part of the Annual Report of the Company.

## BOARDS' REPORT (Contd.)

### CREDIT RATING

During the year under review, CRISIL, a Credit Rating agency has revised its Rating from 'CRISIL AA-/Stable' to 'CRISIL AA-/Positive' on the Non-Convertible Debentures and the long-term loan facility of the Company

Further, CRISIL has also reaffirmed its CRISIL A1+ rating to the short term bank facility of the Company.

The Company has not issued any NCD or availed any bank loan (short-term / long-term) for the year ended on 31 March 2022.

### EMPLOYEE STOCK OPTIONS / RSU PLAN

The Nomination and Remuneration Committee of the Company, inter alia, administers and monitors the Employees' Stock Option Plan as well as the Metropolis – Restrictive Stock Unit Plan, 2020, of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 ("SEBI Regulations"). During the year under review, there was no change in the ESOP scheme of the Company.

During the year under review, the following allotment of shares took place pursuant to MESOS 2015 and RSU Plan, 2020

| Date of Allotment | No. of Equity Shares allotted under MESOS 2015 | No. of Equity Shares allotted under MHL - RSU Plan, 2020 |
|-------------------|--|--|
| 27 May 2021       | 12,100   | -  |
| 08. July 2021     | -  | 25,416   |
| 06 August 2021    | 15800  |  |
| 11 October 2021   | -  | 364  |
| 05 January 2022   | -  | 1626   |
| <b>TOTAL</b>      | <b>27,900</b>                                  | <b>27,406</b>  |

The details of Employee Stock Options / Units pursuant to Section 62 of the Companies Act, 2013 read with Rules made thereunder and SEBI (Share Based Employee Benefits) Regulations, 2014 are provided in 'Annexure 4' to this Report.

### INDUSTRIAL RELATIONS

During the Year under review, the Company has maintained cordial and satisfactory relations with all its employees.

### PARTICULARS OF EMPLOYEES

The disclosure pertaining to remuneration and other details as required under Section 197 (12) of the Companies Act, 2013 read with Rule 5 (1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed to this Report as "Annexure 5".

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is available for inspection and any Member interested in obtaining a copy of the same may write to the Company Secretary and Compliance Officer of the Company.

### DEMATERIALIZATION OF SHARES

All the Shares of your Company are in dematerialization mode except 2 Equity shares held in physical mode. The ISIN of the Equity Shares of your Company is INE112L01020.

### STATUTORY DISCLOSURES

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo pursuant to Section 134(3)(m) of the Companies Act, 2013 read with the Rule 8(3) of The Companies (Accounts) Rules, 2014 is as follows:

| A CONSERVATION OF ENERGY                           |  |
|--|--|
| i) Steps taken or impact on conservation of energy | <p>Your Company accords highest priority to energy conservation and is committed for energy conservation measures including regular review of energy consumption and effective control on utilization of energy. The Company has designed its facilities keeping in view the objective of minimum energy loss. The Company has taken all steps to conserve Energy in the work places by educating and training the employees to conserve energy.</p> <p>The Company has installed inverter AC in areas which are operating extended hours. Energy saving LED lights are installed at various laboratories and collection centres.</p> <p>Every year, energy audit is conducted at Central Laboratory of the Company which is carried out by Independent Professional Agency.</p> |



## BOARDS' REPORT (Contd.)

|   |   |  |
|---|---|--|
| ii)   | Steps taken by the Company for utilizing alternate sources of energy                    | The Company being in the service industry does not have any power generation units and did not produce/generate any renewable or conventional power  |
| iii)  | Capital investment on energy conservation equipment                                     | The Capital investment on energy conservation equipment is insignificant.  |
| <b>B TECHNOLOGY ABSORPTION</b>                            |   |  |
| i)  | Efforts made towards technology absorption  | The Company being in Service Sector has adopted all new technology in terms of new software and hardware and latest machinery with automated processes available in the current Techno-environment and commensurate to the size, scale and complexity of its operations. |
| ii)   | Benefits derived from technology absorption   | Technology absorption has helped the Company to provide better and more accurate service to the Customers.   |
| iii)  | Details of Imported technology (last three years)                                       |  |
|   | - Details of technology imported  | Nil  |
|   | - Year of Import  | N.A.   |
|   | - Whether technology being fully absorbed   | N.A.   |
|   | - If not fully absorbed, areas where absorption has not taken place and reasons thereof | N.A.   |
| iv)   | Expenditure incurred on Research and development  | Nil  |
| <b>C FOREIGN EXCHANGE EARNINGS AND OUTGO (₹ in Lakhs)</b> |   |  |
| i)  | Foreign Exchange inflow   |  |
| ii)   | Foreign Exchange outflow  |  |

**VIGIL MECHANISM/ WHISTLEBLOWER**

The Company has a vigil mechanism in place as required under Section 177 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015, for Director and employees to report their genuine concerns about unethical behaviour, actual or suspected fraud, or violation of the Company's code of conduct, the details of which are given in the Corporate Governance Report.

The Policy on Vigil Mechanism and Whistleblower is available on the website of the Company and can be accessed through the following weblink:

[https://www.metropolisindia.com/newdata/Investors/code-of-conduct/Whistle\\_Blower\\_Policy.pdf](https://www.metropolisindia.com/newdata/Investors/code-of-conduct/Whistle_Blower_Policy.pdf)

**DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

The Company has adopted a policy on prevention, prohibition and redressal of sexual harassment at the workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the rules framed thereunder. The Company has an Internal Complaints Committee for providing a redressal mechanism pertaining to sexual harassment of women employees at the workplace, the details of which are given in the Corporate Governance Report. During the year under review, no cases have been received.

## BOARDS' REPORT (Contd.)

### COMPLIANCE WITH SECRETARIAL STANDARDS

The Company has devised proper systems to ensure compliance with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India and the Company complies with all the applicable provisions of the same during the year under review.

### CAUTIONARY STATEMENT

The statements in this Report, particularly those which relate to Management Discussion and Analysis as explained in a separate Section in this Report, describing the Company's objectives, projections, estimates and expectations may constitute 'forward looking statements' within the meaning

of applicable laws and regulations. Actual results might differ materially from those either expressed or implied in the statement depending on the circumstances.

### APPRECIATIONS

Your Directors acknowledge the valuable contribution of all its employees at all levels in the continuous growth of the Company and making it a dominant player in the market.

The Directors would also like to thank the Company's Joint Venture Partners, Banks and other Stakeholders for their continued co-operation and support in the Company's growth and in its operations.

**For and on behalf of the Board of Directors**

Place: Mumbai  
Date: July 18, 2022

Sd/-  
**Dr. Sushil Kanubhai Shah**  
Chairman & Executive Director  
DIN: 00179918

## ANNEXURE 1

**FORM AOC-1**  
(Pursuant to first proviso to sub-section (3) of Section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "A": Subsidiaries**

(Information in respect of each subsidiary presented with amount in ₹ in Lakhs)

| Sr. No. | Name of Subsidiary                                     | Date since when subsidiary was acquired | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Share Capital | Reserves & surplus | Total assets | Total Liabilities | Investments | Turnover/ Op. Income | Profit before taxation | Provision for taxation | Profit after taxation | Proposed Dividend (inclusive tax) | % of share-holding |
|---------|--|---|---|---|---------------|--------------------|--------------|-------------------|-------------|----------------------|------------------------|------------------------|-----------------------|-----------------------------------|--------------------|
| 1       | Amin's Pathology Laboratory Private Limited            | 15 October 2012                         | 31 March 2022   | INR   | 10.00         | 934.58             | 1,277.72     | 333.14            | 1.97        | 537.75               | 116.94                 | 29.52                  | 87.42                 | -                                 | 100.00%            |
| 2       | Ekopath Metropolis Lab Services Private Limited        | 14 February 2013                        | 31 March 2022   | INR   | 51.00         | 413.06             | 714.19       | 250.16            | -           | 752.28               | 169.51                 | 43.50                  | 126.01                | -                                 | 60.00%             |
| 3       | Dr. Ganesan's Hitech Diagnostic Centre Private Limited | 22 October 2021                         | 31 March 2022   | INR   | 322.30        | 4,340.53           | 6,646.80     | 1,983.97          | 2,639       | 3,990.19             | 1,137.57               | 287.92                 | 849.65                | -                                 | 99.99%             |
| 4       | Centralab Healthcare Services Private Limited          | 22 October 2021                         | 31 March 2022   | INR   | 435.00        | 849.36             | 1,584.17     | 299.80            | -           | 643.53               | 176.77                 | 49.98                  | 126.79                | -                                 | 100.00%            |
| 5       | Metropolis Histoxpert Digital Services Private Limited | 26 November 2021                        | 31 March 2022   | INR   | 300.00        | (317.72)           | 35.84        | 53.55             | -           | 1.64                 | (0.37)                 | -                      | (0.37)                | -                                 | 100.00%            |
| 6       | Metropolis Healthcare (Mauritius) Limited              | September 11, 2012                      | 31 March 2022   | 1USD= (BS)=75.8171<br>1USD= (P&L)=74.4967   | 125.69        | (446.47)           | 1,685.00     | 2,005.77          | 346.15      | 832.95               | 200.76                 | -                      | 200.76                | -                                 | 100.00%            |
| 7       | Metropolis Bramser Lab Services (Mtius) Limited        | 20 December 2021                        | 31 December 2021  | 1MUR= (BS)=1.6975<br>1MUR= (PL)=1.7743  | 0.19          | 110.70             | 166.41       | 55.51             | -           | 11.12                | (64.86)                | (0.50)                 | (64.36)               | -                                 | 100.00%            |
| 8       | Metropolis Star Lab Kenya Limited                      | 21 November 2012                        | 31 December 2021  | 1KES= (BS)=0.6582<br>1KES= (P&L)=0.6738   | 5.44          | 2,567.71           | 3,483.05     | 909.87            | -           | 4,412.95             | 1,622.16               | 525.39                 | 1,096.77              | -                                 | 100.00%            |

ANNEXURE 1 (Contd.)

| Sr. No. | Name of Subsidiary   | Date since when subsidiary was acquired | Reporting period for the subsidiary concerned, if different from the holding company's reporting period | Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries | Share Capital | Reserves & surplus | Total assets | Total Liabilities | Investments | Turnover/ Op. Income | Profit before taxation | Provision for taxation | Profit after taxation | Proposed Dividend (inclusive tax) | % of share-holding |
|---------|--|---|---|---|---------------|--------------------|--------------|-------------------|-------------|----------------------|------------------------|------------------------|-----------------------|-----------------------------------|--------------------|
| 9       | Metropolis Healthcare Ghana Limited  | 02 May 2014                             | 31 December 2021  | 1 GHS = (BS)=12.1154<br>1GHS = (PL)=12.4260   | 182.40        | (325.20)           | 756.83       | 899.65            | -           | 913.70               | 48.55                  | 9.65                   | 38.90                 | -                                 | 100.00%            |
| 10      | Metropolis Healthcare Lanka Private Limited (Formerly known as Nawaloka Metropolis Laboratories Private Limited) | 26 May 2005                             | 31 March 2022   | 1SLR= (BS)=0.2570<br>1SLR= (P & L)=0.3653   | 11.04         | (57.86)            | 422.74       | 469.56            | -           | 116.82               | (120.32)               | (1.98)                 | (118.34)              | -                                 | 100.00%            |
| 11      | Metropolis Healthcare (Tanzania) Limited   | 19 August 2018                          | 31 December 2021  | 1 TZS= (BS)=0.0323<br>1TZS= (P & L)=0.0319  | 139.39        | (4.29)             | 304.44       | 169.33            | -           | 309.48               | 65.53                  | 15.72                  | 49.81                 | -                                 | 99.99%             |
| 12      | Metropolis Healthcare Uganda Limited <sup>^</sup>  | 22 July 2015                            | 31 December 2021  | 1 UGS= (BS)= 0.0208   | 5.20          |                    |              |                   |             |                      |                        |                        |                       |                                   | 100.00%            |

<sup>^</sup> The Company yet to commence operations

## ANNEXURE 1 (Contd.)

**ANNEXURE "B": Form AOC-I**

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)  
Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

**Part "B": Associates and Joint Ventures**

(Information in respect of each Associate/Joint Venture Companies presented with amounts in ₹  
for the year ended 31 March 2022)

|   | <b>Name of Associates/Joint Ventures</b>  | <b>Star Metropolis Health Services Middle East LLC#</b> |
|---|---|---|
| 1 | <b>Latest audited Balance Sheet Date</b>  | Unaudited   |
| 2 | <b>Shares of Associate/Joint Ventures held by the Company on the year end</b>                   |   |
|   | (i) Number  | 1020  |
|   | (ii) Amount of Investment in Associates/Joint Venture   |   |
|   | (iii) Extend of Holding %   | 34%   |
| 3 | <b>Description of how there is significant influence</b>  | Shareholding  |
| 4 | <b>Reason why the Associate/Joint Venture is not consolidated</b>                               | Non availability of financial information               |
| 5 | <b>Networth attributable to Shareholding as per latest Audited Balance Sheet</b>                |   |
| 6 | <b>Profit / (Loss) for the year</b>   |   |
|   | (i) Considered in Consolidation   |   |
|   | (ii) Not Considered in Consolidation  |   |
| 1 | Names of Associates or Joint Ventures which are yet to commence operations.- N.A.               |   |
| 2 | Names of Associates or Joint ventures which have been liquidated or sold during the year.- N.A. |   |

# Entity no longer an Associate (Refer note no 51)

Note : This Form is to be certified in the same manner in which the Balance Sheet is to be certified.



## ANNEXURE 2

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2022

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,  
The Members,  
**Metropolis Healthcare Limited**  
Mumbai

We have conducted the secretarial audit of 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'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31 March 2022 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31 March 2022 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
  - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

- (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (d) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 (applicable up to 08 August 2021); and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (applicable w.e.f 09 August 2021) (Not applicable to the Company during the audit period);
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 (Not applicable to the Company during the audit period);
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 (Not applicable to the Company during the audit period); and
- (i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (vi) The Clinical Establishments (Registration and Regulation) Act, 2010 and rules made thereunder; Preconception and The Pre-Natal Diagnostic Techniques (Prohibition of Sex Selection) Act, 1994 and rules made thereunder; The Atomic Energy Act 1962 and rules made there under; and Bio Medical Waste (Management and Handling) Rules, 1988 framed under Environment (Protection) Act, 1986 being laws that are specifically applicable to the Company based on their sector/industry.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by The Institute of Company Secretaries of India;

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards, Guidelines etc. mentioned above;

## ANNEXURE 2 (Contd.)

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance except for one meeting which was held on shorter notice, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes. However, in the minutes of the meetings of Board and its Committees, for the period under review, no dissents were noted and hence we have no reason to believe that decisions by the Board were not approved by all the directors present.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations, standards, guidelines and directions.

We further report that during the audit period:

### 1. the Company allotted -

- (a) 12,100 Equity Shares of ₹ 2/- each on 27 May 2021, pursuant to options exercised by option holders under "Metropolis Employee Stock Option Scheme, 2015"; the said shares have been listed at NSE and BSE and admitted to dealings w.e.f. 11 June 2021;
- (b) 25,416 Equity Shares of ₹ 2/- each on 08 July 2021, pursuant to units exercised by unit holders under "Metropolis–Restrictive Stock Unit Plan, 2020 ("MHL-RSU Plan, 2020"); the said shares have been listed at NSE and BSE and admitted to dealings w.e.f. 22 July 2021;
- (c) 15,800 Equity Shares of ₹ 2/- each on 06 August 2021, pursuant to options exercised by option holders under "Metropolis Employee Stock Option Scheme, 2015"; the said shares have been listed at NSE and BSE and admitted to dealings w.e.f. 18 August 2021;
- (d) 364 Equity Shares of ₹ 2/- each on 11 October 2021, pursuant to units exercised by unit holders under "Metropolis–Restrictive Stock Unit Plan, 2020 ("MHL-RSU Plan, 2020"); the said shares

have been listed at NSE and BSE and admitted to dealings w.e.f. 21 October 2021;

- (e) 1,626 Equity Shares of ₹ 2/- each on 05 January 2022, pursuant to options exercised by option holders under "Metropolis–Restrictive Stock Unit Plan, 2020"; the said shares have been listed at NSE and BSE and admitted to dealings w.e.f. 20 January 2022;
2. the Company approved grant of 2000; 3000; 20000; and 1000, Restricted Stock Units pursuant to the "Metropolis – Restrictive Stock Unit Plan - 2020" to the eligible employees of the Company and Subsidiary(ies) on 27 May 2021, 06 August 2021, 10 November 2021 and 11 February 2022 respectively;
3. the Company has approved the acquisition of balance equity stake of 35% in its subsidiary, Metropolis Histoxpert Digital Services Private Limited on 06 August 2021, pursuant to which, Metropolis Histoxpert Digital Services Private Limited would become a wholly owned subsidiary of the Company;
4. the Company has approved the Scheme of merger in its meeting held on 06 August 2021 by absorption of following wholly owned subsidiaries viz., Bokil Golwilkar Metropolis Healthcare Private Limited; Desai Metropolis Health Services Private Limited; Dr. Patel Metropolis Healthcare Private Limited; Lab One Metropolis Healthcare Services Private Limited; Micron Metropolis Healthcare Private Limited; R.V. Metropolis Diagnostic & Health Care Center Private Limited; Raj Metropolis Healthcare Private Limited and Sudharma Metropolis Health Services Private Limited with the Company under the provisions of sections 230 to 232 of the Companies Act, 2013;
5. the Company has approved fund raising for an amount of ₹ 1,500 Crores in its meeting held on 06 August 2021, by way of private placement or preferential issue or public issue or through any other permissible mode and/or combination thereof, including by way of qualified institutional placement;
6. the board of directors of the company has approved the acquisition of 100% stake in Dr. Ganesan's Hitech Diagnostic Centre Private Limited ('Hitech') along with its Subsidiary Centralab Healthcare Services Private Limited ('Centralab') for cash consideration of ₹ 636 Crores on 15 October 2021; further the said acquisition was completed on 22 October 2021, pursuant to which, Hitech became a wholly-owned subsidiary of the Company and Centralab became a step-down wholly-owned subsidiary of the Company;

## Annexure 2 (Contd.)

7. the Company had filed an application to National Company Law Tribunal, Mumbai Bench (NCLT) under the provisions of sections 230 to 232 of the Companies Act, 2013 for merger of its wholly owned subsidiaries viz., Bokil Golwilkar Metropolis Healthcare Private Limited; Desai Metropolis Health Services Private Limited; Dr. Patel Metropolis Healthcare Private Limited; Lab One Metropolis Healthcare Services Private Limited; Micron Metropolis Healthcare Private Limited; R.V. Metropolis Diagnostic & Health Care Center Private Limited; Raj Metropolis Healthcare Private Limited and Sudharma Metropolis Health Services Private Limited (collectively referred to as Transferor Companies) with itself by a Scheme of merger which was approved by Board of

Directors in its meeting held on 06 August 2021; the Hon'ble NCLT vide its order delivered on 11 November 2021 has directed serving copy of the said Application Regional Director (WR), Official Liquidator, Bombay High Court, concerned Income Tax Authorities where the transferor companies are assessed; and

8. the Board of Directors of Company at their meeting held on 11 February 2022 declared an interim dividend of ₹ 8/- per equity share (face value ₹ 2/-) for the financial year 2021-22 aggregating to ₹ 409,376,952/-;

This report is to be read with our letter of even date which is annexed as 'AnnexureA' and forms an integral part of this report.

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

**Place:** Mumbai  
**Date:** 24 May 2022  
UDIN: F006252D000338091

**CS Mannish L. Ghia**  
Partner  
M. No. FCS 6252, C.P. No. 3531  
PR 822/2020

## ANNEXURE 2 (Contd.)

## 'ANNEXURE A'

To,  
The Members,  
**Metropolis Healthcare Limited**  
Mumbai

Our report of even date is to read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provided a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Book of Accounts of the Company.
4. Where ever required, we have obtained the management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulation, standards is the responsibility of management. Our examination was limited to the verification of procedures on the test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.
7. On account of the 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.

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

Sd/-

**CS Mannish L. Ghia**

Partner

M. No. FCS 6252, C.P. No. 3531

PR 822/2020

**Place:** Mumbai  
**Date:** 24 May 2022  
UDIN: F006252D000338091

# ANNEXURE 3

## ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITY (CSR) ACTIVITIES

[Pursuant to clause (o) of sub-Section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014]

### 1. Brief outline on CSR Policy of the Company

Giving back to the society is embedded in the value system of Metropolis and we believe and aim to bring about a positive change in the nation. For the past 3 decades, Metropolis has been at the forefront in conducting impactful camps and driving numerous workshops for different sections of the Society. As an integral part of our commitment to Good Corporate Citizenship, we at Metropolis Healthcare Limited, believe in actively assisting in improvement of the quality of life of people in our communities. We believe that we not only exist for doing good business but also for ensuring the betterment of the society.

We actively contribute to ensure that the people living in local areas around our business operations lead a good quality life. Towards achieving long-term stakeholder value, we shall always continue to respect the interests of and be responsive towards our key stakeholders - the communities, especially those from socially and economically backward groups, the underprivileged and the marginalized. Further it is a goal of the Company to uplift the quality of life and well-being of people. The CSR Policy ('the Policy') of the Company as approved by the Board is available on the Company's website. The Company's CSR is in alignment with the initiatives undertaken by it. The foundation set up by the Committee is empowering & developing young girls who are below poverty line and providing reproductive health education to the masses. Also, various skills are being provided for financial independence and imparting knowledge and training to the underprivileged.

For details of the CSR Policy along with projects and programs, kindly refer to the following weblink: [https://www.metropolisindia.com/newdata/Investors/CSR/MHL-Revised+CSR+policy\\_wef+May+27-2021.pdf](https://www.metropolisindia.com/newdata/Investors/CSR/MHL-Revised+CSR+policy_wef+May+27-2021.pdf)

### 2. Composition of CSR Committee:

| Sr. No. | Name of Director                     | Designation / Nature of Directorship | Number of meetings of CSR Committee held during the year | Number of meetings of CSR Committee attended during the year |
|---------|--------------------------------------|--------------------------------------|--|--|
| 1       | Ms. Anita Ramachandran (Chairperson) | Non-Executive Independent Director   | 2  | 2  |
| 2       | Ms. Ameera Shah (Member)             | Managing Director                    | 2  | 2  |
| 3       | Mr. Milind Sarwate (Member)          | Non-Executive Independent Director   | 2  | 2  |

### 3. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.

The details of the constitution of the CSR Committee, the CSR Policy and the CSR projects approved by the Board of Directors is disclosed on the Company's website and can be accessed at <https://www.metropolisindia.com/investors>

### 4. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable (attach the report).

The Company is not required to carry out the Impact Assessment as required as per sub-rule (3) of Rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

### 5. Details of the amount available for set off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 and amount required for set off for the financial year, if any

There is no amount available with the Company that can be set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social Responsibility Policy) Rules, 2014

### 6. Average net profit of the Company as per Section 135(5) for spending during the Financial Year 2021-22.

The average Net profit of the Company as per Section 135 (3) for the Financial Year 2021-2022 was ₹ 2,00,15,32,125.00

### 7. (a) Two % of average net profit of the Company as per Section 135(5) for spending during the Financial Year 2021-22.

Two % of average net profit of the Company as per Section 135 (5) for the Financial Year 2021-20 is ₹ 3,65,00,000

### (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years.

Not Applicable



## ANNEXURE 3 (Contd.)

## (c) Amount required to be set off for the financial year, if any.

Not Applicable

## (d) Total CSR obligation for the Financial Year (7a+7b-7c).

The Total CSR Obligation for the Financial Year 2021-2022 was ₹ 3,65,00,000/-

## 8. (a) CSR amount spent or unspent for the financial year 2021-22:

| Total Amount Spent for the Financial Year (in ₹) | Amount Unspent (in ₹)  |                  |   |        |                  |
|--|--|------------------|---|--------|------------------|
|  | Total Amount (in ₹) transferred to Unspent CSR Account as per section 135(6) |                  | Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5) |        |                  |
|  | Amount   | Date of transfer | Name of the Fund  | Amount | Date of transfer |
| 3,65,00,000                                      | NIL  | NIL              | NIL   | NIL    | NIL              |

## (b) Details of CSR amount spent against ongoing projects for the financial year.

| Sl. No. | Name of the Project | Item from the list of activities in Schedule VII to the Act | Local area (Yes/No) | Location of the project |          | Project duration | Amount allocated for the project (in ₹) | Amount spent in the current financial Year (in ₹) | Amount transferred to Unspent CSR Account for the project as per Section 135(6) (in ₹) | Mode of Implementation - Direct (Yes/No) | Mode of Implementation Through Implementing Agency |                         |
|---------|---------------------|---|---------------------|-------------------------|----------|------------------|---|---|--|--|--|-------------------------|
|         |                     |   |                     | State                   | District |                  |   |   |  |  | Name   | CSR Registration number |
| 1       | MEDENGAGE DSEU      | Promoting Education   | Yes                 | New Delhi               |          | 3-years          | 1,00,00,000                             | 2,11,851  | NA   | Direct                                   | NA   | NA                      |

## (c) Details of CSR amount spent against other than ongoing projects for the financial year:

| (1)     | (2)  | (3)   | (4)                 | (5)                     | (6)      | (7)                                 | (8)                                      |  |                         |
|---------|--|---|---------------------|-------------------------|----------|-------------------------------------|--|--|-------------------------|
| Sr. No. | Name of the Project  | Item from the list of activities in schedule VII to the Act | Local area (Yes/No) | Location of the project |          | Amount spent for the project (in ₹) | Mode of implementation - Direct (Yes/No) | Mode of implementation - Through implementing agency |                         |
|         |  |   |                     | State                   | District |                                     |  | Name   | CSR registration number |
| 1.      | MedEngage  | Promoting Education   | Yes                 | Pan India               |          | 1,54,85,082                         | Direct                                   | -  | -                       |
| 2.      | Healthcare Heroes  | Promoting health awareness                                  | Yes                 | Pan India               |          | 1,10,00,000                         | Direct                                   | -  | -                       |
| 3.      | Too Shy to Ask   | Promoting health awareness                                  | Yes                 | Pan India               |          | 65,00,000                           | Direct                                   | -  | -                       |
| 4.      | Other Projects (Covid Welfare, Older Progs, BMC Covid Insurance) | Promoting health awareness                                  | Yes                 | Mumbai                  |          | 32,49,841                           | Direct                                   |  |                         |
|         | <b>Total</b>   |   |                     |                         |          | <b>3,62,34,923</b>                  |  |  |                         |

**ANNEXURE 3 (Contd.)**

(d) Amount spent in Administrative Overheads - ₹ 2,65,077/-

(e) Amount spent on Impact Assessment, if applicable - Not Applicable

(f) Total amount spent for the Financial Year 2021-22 (8b+8c+8d+8e)

The total amount spent for the Financial Year 2021-22 was ₹ 33,65,00,000/-

(g) Excess amount for set off, if any – Not Applicable

9. (a) Details of Unspent CSR amount for the preceding three financial years:

| Sr. No. | Preceding Financial Year | Amount transferred to Unspent CSR Account under section 135 (6) (in ₹) | Amount spent in the reporting Financial Year (in ₹) | Amount transferred to any fund specified under Schedule VII as per section 135(6), if any |               |                  | Amount remaining to be spent in succeeding financial years (in ₹) |
|---------|--------------------------|--|---|---|---------------|------------------|---|
|         |                          |  |   | Name of the Fund  | Amount (in ₹) | Date of transfer |   |
| 1.      | 2020-21                  | 1,00,00,000  | 1,94,02,061   | -   | -             | -                | -   |
| 2.      | 2019-20*                 | -  | 76,97,212   | -   | -             | -                | -   |
| 3.      | 2018-19                  | -  | 79,45,000   | -   | -             | -                | -   |
|         | <b>Total</b>             | -  |   | -   | -             | -                | -   |

\*For financial year 2019-20, the Company has transferred the unspent amount of ₹ 1,69,11,386/- to WE Foundation to specifically spend the funds donated by the Company on activities to combat the COVID-19 pandemic.

(b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s):

| Sr. No. | Project ID | Name of the Project | Financial Year in which the project was commenced | Project duration | Total amount allocated for the project (in ₹) | Amount spent on the project in the reporting Financial Year (in ₹) | Cumulative amount spent at the end of reporting Financial Year (in ₹) | Status of the project - Completed / Ongoing |
|---------|------------|---------------------|---|------------------|---|--|---|---|
| 1.      | -          | MEDENGAGE DSEU      | Aug-20  | 3-years          | 1,00,00,000                                   | 2,11,851   | 2,11,851  | Ongoing                                     |

10. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year: Not Applicable.

11. Specify the reason(s), if the Company has failed to spend two % of the average Net Profit as per section 135(5): NIL

Sd/-

**Ameera Sushil Shah**

Managing Director and Member of CSR Committee

DIN: 00208095

Place: Mumbai

Date: 18 July 2022

Sd/-

**Anita Ramachandran**

Chairperson of CSR Committee

DIN: 00118188

Place: Mumbai

Date: 18 July 2022

## ANNEXURE 4

### DETAILS OF EMPLOYEE STOCK OPTION SCHEME

Disclosure pursuant to Regulation 14 of Securities and Exchange Board of India  
(Share Based Employee Benefits) Regulations, 2014 as on 31 March 2022

#### DESCRIPTION OF ESOP SCHEMES:

The Company views Employee Stock Options as instruments that would enable the Employees to share the value they would create and contribute to the Company in the years to come.

The Company has framed and implemented the Metropolis Employee Stock Option Scheme 2015 ("MESOS 2015") as well as Metropolis – Restricted Stock Unit Plan – 2020 ("RSU 2020") for eligible employees. In terms of the said schemes, options to the employees have vest and shall continue to vest as given in the below table under point no. C.

**A. Relevant disclosures in terms of the 'Guidance note on accounting for employee share-based payments' issued by Institute of Chartered Accountants of India ("ICAI") or any other relevant accounting standards as prescribed from time to time.**

The disclosures are provided in the Note No. 47 to the Financial Statements of the Company for the year ended 31 March 2022.

**B. Diluted EPS on issue of shares pursuant to all the schemes covered under the regulations, in accordance with 'Indian Accounting Standard 33 – Earnings per Share' issued by ICAI or any other relevant accounting standards as prescribed from time to time.**

₹ 38.61

**C. Details related to ESOP / RSU:**

| Sr. No. | Particulars  | MESOS 2015  | RSU 2020   |
|---------|--|---|--|
| (i)     | <b>Description of each ESOP /RSU that existed during the year, including the general terms and conditions:</b> |   |  |
| 1       | Date of Shareholders' approval   | <ul style="list-style-type: none"> <li>• 28 March 2015</li> <li>• 18 September 2017</li> <li>• 28 February 2018</li> <li>• 10 September 2018</li> <li>• 14 September 2018</li> </ul>  | <ul style="list-style-type: none"> <li>• 06 April 2020</li> </ul>  |
| 2       | Total number of options / units approved under ESOP / RSU  | 1,221,324# options convertible into equivalent no. of equity shares.  | 270,000 Units convertible into equivalent no. of equity shares.  |
| 3       | Vesting requirement  | i) Options granted to Existing employees (person who is in continuous employment with the Company since January 1, 2016 or prior thereto) shall vest as below: <ul style="list-style-type: none"> <li>a) 50% - on 01 January 2018;</li> <li>b) 25% -on 01 January 2019 and;</li> <li>c) 25% on 01 January 2020.</li> </ul> ii) Options granted to New employees (person who is in continuous employment with the Company after 01 January 2016) shall vest as below: <ul style="list-style-type: none"> <li>a) 50% of grant on completion of 2 years from date of joining;</li> </ul> | i) 15% at the end of Year 1 of the grant<br>ii) 20% at the end of Year 2 of the grant<br>iii) 25% at the end of Year 3 of the grant<br>iv) 40% at the end of Year 4 of the grant<br><br>However, the above is subject to the attainment of the performance of the individual as well as the Company as defined in the MHL RSU Plan 2020. |

**ANNEXURE 4 (Contd.)**

| <b>Sr. No.</b> | <b>Particulars</b>   | <b>MESOS 2015</b>  | <b>RSU 2020</b>  |
|----------------|--|--|--|
|                |  | b) 25% of grant on completion of 3 years from date of joining; and<br>c) 25% of grant on completion of 4 years from date of joining.                                   |  |
| 4              | Exercise price or pricing formula  | ₹ 705.77 per option#   | As the Nomination and Remuneration Committee may decide at the time of each grant.   |
| 5              | Maximum term of options / units granted (Years)  | The exercising period will commence from the date of vesting to the Grantee. Accordingly, the maximum term of Options will be 4 (four) years from the date of vesting. | The exercising period will commence from the date of vesting to the Grantee. Accordingly, the maximum term of Units will be 4 (four) years from the date of vesting. |
| 6              | Source of shares   | Primary  | Primary  |
| 7              | Variation in terms of options / units  | There was no variation in terms of Options outstanding during FY 2021-22.  | There was no variation in terms of Units outstanding during FY 2021-22.  |
| <b>(ii)</b>    | <b>Method used to account for ESOP / RSU:</b>  | Fair value   | Fair Value   |
| <b>(iii)</b>   | <b>Has the Company has opted for expensing of the options using the Fair Value of the Options: Yes</b>   |  |  |
| 1              | Difference between the employee compensation cost so computed and the employee compensation cost that shall have been recognized if it had used the fair value | N.A.   | N.A.   |
| 2              | The impact of this difference on profits and on EPS of the Company   | N.A.   | N.A.   |
| <b>(iv)</b>    | <b>Movement during the year:</b>   |  |  |
| 1              | No. of options / units outstanding at the beginning of the period  | 32,900   | 270,000  |
| 2              | No. of options / units granted during the year   | --   | 26,000   |
| 3              | No. of options / units forfeited/ lapsed during the year   | --   | 14,662   |
| 4              | No. of options / units vested during the year  | 27,900   | 29,134   |
| 5              | No. of options / units exercised during the year   | 27,900   | 27,406   |
| 6              | No. of shares arising as a result of exercise of options / units   | 27,900   | 27,406   |
| 7              | Money realized by exercise of options / units (₹). If scheme is implemented directly by the Company  | ₹19,690,983 /-   | ₹ 54,812/-   |

## ANNEXURE 4 (Contd.)

| Sr. No.      | Particulars   | MESOS 2015  | RSU 2020   |
|--------------|---|---|--|
| 8            | Loan repaid by the Trust during the year from exercise price received   | N.A.  | N.A.   |
| 9            | No. of options / units outstanding at the end of the year   | 5,000   | 242,594  |
| 10           | No. of options / units exercisable at the end of the year   | 5,000   | 1,600  |
| <b>(v)</b>   | <b>Weighted-average exercise prices ("WAEP") and weighted-average fair values("WAFV") of Options / Units</b>  |   |  |
| 1            | Where the exercise price is less than the market price of the stock   | Weighted Average exercise price is ₹ 705.77 & Weighted Average fair value is ₹ 1,174.34 | Weighted Average exercise price is ₹ 2 & Weighted Average fair value is ₹ 1,261.26 |
| 2            | Where the exercise price equals the market price of the stock   | N.A.  | N.A.   |
| 3            | Where the exercise price is more than the market price of the stock   | N.A.  | N.A.   |
| <b>(vi)</b>  | <b>Employee wise details (name of employee, designation, number of Options / Units granted during the year, exercise price) of Options / Units</b>  |   |  |
| 1            | Senior Managerial Personnel   | N.A.  | Refer table below  |
| 2            | Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year  |   | Refer table below  |
| 3            | Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant. |   | N.A.   |
| <b>(vii)</b> | <b>A description of the method and significant assumptions used during the year to estimate the fair value of options including the following information:</b>  |   |  |
| 1            | Weighted-average Values of share price  | As provided in notes to accounts no. 47   | As provided in notes to accounts no. 47  |
|              | Exercise price  |   |  |
|              | Expected volatility   |   |  |
|              | Expected option life  |   |  |
|              | Expected dividends  |   |  |
|              | The risk-free interest rate   |   |  |
|              | Any other inputs to the model   |   |  |
| 2            | The method used and the assumptions made to incorporate the effects of expected early exercise;   | N.A.  | N.A.   |



## ANNEXURE 4 (Contd.)

| Sr. No. | Particulars   | MESOS 2015 | RSU 2020                                |
|---------|---|------------|---|
| 3       | How expected volatility was determined, including an explanation of the extent to which expected volatility was based on historical volatility; | -          | As provided in notes to accounts no. 47 |
| 4       | Whether and how any other features of the option grant were incorporated into the measurement of fair value, such as a market condition.        | -          |   |

*#Post bonus and split during the financial year 2018-2019.*

### Details of RSUs granted to Senior Management Employees and during the year:

| Sr. No. | Name                     | Designation                  | No. of RSUs granted |
|---------|--------------------------|------------------------------|---------------------|
| 1       | Glen Menzenes            | Head- Market Operations      | 2,000               |
| 2       | Manish Rastogi           | Head - IT Application        | 1,500               |
| 3       | Sushanta Jain            | Group- Business Controller   | 1,500               |
| 4       | Balakrishnan Janardhanan | Chief Operating Officer      | 10,000              |
| 5       | Girish Singh             | Chief Digital Officer        | 10,000              |
| 6       | Tarun Gaur               | Head - HR Ops and Automation | 1,000               |

### Details of RSUs granted to employees amounting to 5% or more of RSUs granted during the year: NIL

**For and on behalf of the Board of Directors  
Metropolis Healthcare Limited**

Sd/-

**Sushil Kanubhai Shah**  
Chairman & Executive Director  
DIN: 00179918

Place: Mumbai  
Date: 18 July 2022

## ANNEXURE 5

### DISCLOSURES REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014.

- The percentage increase in the median remuneration of employees during the Financial Year:** Median remuneration of employees of the Company as at the end of the year under review was ₹ 272,044/- which increased by 14% over the previous year's median remuneration of ₹ 2,39,440/-
- The ratio of the remuneration of each Director to the median remuneration of employees for the Financial Year 2021-22; and**
- The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, during the Financial Year 2021-22:**

(Amount in ₹ )

| Sr. No.                         | Name                     | Designation                              | Remuneration for the financial year 2021-22 | Percentage increase/ (decrease) in remuneration in the financial Year 2021-22 (%) | Ratio to median remuneration (in times) |
|---------------------------------|--------------------------|--|---|---|---|
| <b>Non-Executive Directors</b>  |                          |  |   |   |   |
| 1                               | Mr. Milind Sarwate       | Independent Director                     |   |   |   |
| 2                               | Mr. Vivek Gambhir        | Independent Director                     |   |   |   |
| 3                               | Mr. Sanjay Bhatnagar     | Independent Director                     |   |   |   |
| 4                               | Ms. Anita Ramachandran   | Independent Director                     |   |   |   |
| 5                               | Mr. Hemant Sachdev       | Non Independent Director                 |   |   |   |
| <b>Executive Directors</b>      |                          |  |   |   |   |
| 6                               | Dr. Sushil Kanubhai Shah | Chairman and Executive Director          | 18,000,000                                  | (1.15%)   | 66.17                                   |
| 7                               | Ms. Ameera Shah          | Managing Director                        | 43,600,008                                  | 74.72%  | 160.27                                  |
| <b>Key Managerial Personnel</b> |                          |  |   |   |   |
| 8                               | Mr. Vijender Singh       | Chief Executive Officer                  | 38,390,188                                  | 12.09%  | 141.12                                  |
| 9                               | Mr. Rakesh Kumar Agarwal | Chief Financial Officer                  | 9,244,749                                   | 40.61%  | 33.98                                   |
| 10                              | Ms. Poonam Tanwani*      | Company Secretary and Compliance officer | 421,610                                     | (83.50%)  | 1.55                                    |
| 11                              | Ms. Simmi Singh Bisht#   | Head - Legal and Secretarial             | 2,812,373                                   | 0   | 10.34                                   |

\* Upto 31 May 2021.

# With effect from 06 August 2021.

- The number of permanent employees on rolls of the Company: 4,532.**
- Average percentile increase already made in salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.**

The percentage increase in the gross salaries paid to employees other than the managerial personnel in the last financial year is 16% as against an increase of 26% in the salary of Managerial Personnel. The increment given to each individual employee is based on the employee's potential, experience and also their performance and contribution to the Company's progress during the year and is benchmarked against similar companies in India.

- Affirmation that the remuneration is as per the Remuneration Policy of the Company.**

The Company affirms that the remuneration paid is as per the Remuneration Policy of the Company.

**For and on behalf of the Board of Directors**

Sd/-

**Dr. Sushil Kanubhai Shah**  
Chairman & Executive Director  
DIN: 00179918

Place: Mumbai

Date: 18 July 2022