

Ref: MHL/Sec&Legal/2019/15

Date: May 29, 2019

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**

Script Symbol: **METROPOLIS**

Dear Sir/Madam,

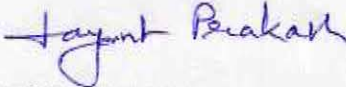
**Sub: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2019.**

As per SEBI Circular No, CIR/CFD/CMD1/27/2019 dated February 8, 2019 please find enclosed the Annual Secretarial Compliance Report for the financial year ended March 31, 2019 issued by Manish Ghia & Associates, Practicing Company Secretaries.

Kindly take the same on the records.

Yours faithfully

**For Metropolis Healthcare Limited**



Jayant Prakash

**Head Legal, Company Secretary & Compliance Officer**

Membership No.: F6742

**Address:** Metropolis Healthcare Limited,  
250 D, Udyog Bhavan, Hind Cycle Lane,  
Worli, Mumbai - 400 030



**METROPOLIS**  
The Pathology Specialist

**INNER HEALTH REVEALED**

**Metropolis Healthcare Limited**

Registered Office: 250 D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai - 400 030  
CIN: U73100MH2000PLC192798. Tel: +91-22-3399 3939 / 6650 5555.

Email: support@metropolisindia.com | Website: www.metropolisindia.com

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

## Secretarial Compliance Report

### of Metropolis Healthcare Limited for the year ended 31<sup>st</sup> March 2019

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

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

We Manish Ghia & Associates, Company Secretaries have examined:

- (a) all the documents and records made available to us and explanation provided by **Metropolis Healthcare Limited** having Corporate Identification Number U73100MH2000PLC192798 and whose equity shares are listed at BSE Limited and National Stock Exchange of India Limited with Scrip Code/Symbol of "542650" and "METROPOLIS" respectively ("the listed entity"),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March 2019 ("Review Period") in respect of compliance with the provisions of :

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





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

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

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

- (a) the listed entity has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder;
- (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) no action have been 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.
- (d) this being the first report, the requirement relating to "observations in the previous reports requiring follow-up actions by the listed entity" are not applicable.

Place : Mumbai  
Date: May 13, 2019

For Manish Ghia & Associates  
Company Secretaries



*Manish L. Ghia*  
Manish L. Ghia  
Partner  
M. No. FCS 6252 C.P. No. 3531