

**Ref: MHL/Sec&Legal/2025-26/19**

**May 22, 2025**

To,  
**BSE Limited**  
Scrip Code: 542650

**National Stock Exchange of India Ltd**  
Scrip Symbol: METROPOLIS

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2025

Pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Annual Secretarial Compliance Report for the financial year ended March 31, 2025. The same is also available on the Company's website: [www.metropolisindia.com](http://www.metropolisindia.com).

You are requested to take the above information on record.

Thanking you,  
Yours faithfully,

For **Metropolis Healthcare Limited**

Kamlesh C Kulkarni  
Head – Legal & Secretarial

**Encl:** A/a





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

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

**Telephone:**  
9167406373/7977788417,  
022 26287703  
**Email:** [rashmi@rmshah.in](mailto:rashmi@rmshah.in)  
**Website:** [www.rmshah.in](http://www.rmshah.in)

**Secretarial Compliance Report of Metropolis Healthcare Limited for the financial year ended March 31, 2025**

**To**  
**The Board of Directors**  
**Metropolis Healthcare Limited**  
**CIN: L73100MH2000PLC192798**  
**4<sup>th</sup> Floor, East Wing, Plot-254 B, Nirlon House,**  
**Dr. Annie Besant Road, Worli,**  
**Mumbai-400030, Maharashtra, India**

**Reference: Secretarial Compliance Report for the financial year ended March 31, 2025**

I have been engaged by **Metropolis Healthcare Limited** having its registered office at 4<sup>th</sup> Floor, East Wing, Plot-254 B, Nirlon House, Dr. Annie Besant Road, Worli, Mumbai-400030, Maharashtra, India, whose equity shares are listed on BSE Limited (“**BSE**”) [Security Code: 542650] and National Stock Exchange of India Limited (“**NSE**”) [Symbol: METROPOLIS] to conduct an audit and issue Secretarial Compliance Report in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, read with SEBI’s Master Circular No. SEBI/HO/CFD/CFD/PoD2/CIR/P/0155 dated November 11, 2024.

It is the responsibility of the Management of the Company to maintain records, devise proper systems to ensure compliance with the provisions of all applicable SEBI Regulations and circulars/guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

My responsibility is to verify compliances by the Company with the provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon. The Audit was conducted in accordance with the Guidance Note on Secretarial Compliance Report issued by Institute of Company Secretaries of India (ICSI) and in a manner which involved such examinations and verifications as considered necessary and adequate for the said purpose. Secretarial Compliance Report is enclosed herewith.

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

**Rashmi Shah**  
**Proprietor**  
**Membership No: A24722**  
**COP No.: 22489**  
**Peer Review No. 3350/2023**



**UDIN: A024722G000333448**

**Date: May 13, 2025**  
**Place: Mumbai**



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

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

**Telephone:**  
9167406373/7977788417,  
022 26287703  
**Email:** [rashmi@rmshah.in](mailto:rashmi@rmshah.in)  
**Website:** [www.rmshah.in](http://www.rmshah.in)

**Annual Secretarial Compliance Report of Metropolis Healthcare Limited for the financial year ended March 31, 2025**

I, Rashmi Shah, Proprietor of M/s RM Shah & Co., Company Secretaries, have examined:

- (a) All the documents and records made available to us and explanation provided by Metropolis Healthcare Limited (“**the listed entity**”),
- (b) The filings/ submissions made by the listed entity to the stock exchanges,
- (c) Website of the listed entity,
- (d) Any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended March 31, 2025 (“**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;
- (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 audit period**)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during the audit period**)
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (h) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- (i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.

and circulars/guidelines issued thereunder.





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

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

**Telephone:**  
9167406373/7977788417,  
022 26287703  
**Email:** [rashmi@rmshah.in](mailto:rashmi@rmshah.in)  
**Website:** [www.rmshah.in](http://www.rmshah.in)

Based on the above examination, I report that, during the review period:

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

Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken By	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

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

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended _____	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
Not Applicable						





**RM Shah & Co.**

(Company Secretaries)

**Address:**

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

**Telephone:**

9167406373/7977788417,  
022 26287703

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

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

c) I hereby report that, during the review period the compliance status of the listed entity with the following requirements:

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).	Yes	Nil
2.	<b>Adoption and timely updation of the Policies:</b> <ul style="list-style-type: none"><li>All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entity;</li><li>All the policies are in conformity with SEBI Regulations and have been reviewed &amp; timely updated on time, as per the regulations/circulars/guidelines issued by SEBI</li></ul>	Yes	-
3.	<b>Maintenance and disclosures on Website:</b> <ul style="list-style-type: none"><li>The Listed entity is maintaining a functional website</li><li>Timely dissemination of the documents/information under a separate section on the website</li><li>Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website.</li></ul>	Yes	-
4.	<b>Disqualification of Director:</b> None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.	Yes	-
5.	<b>Details related to Subsidiaries of listed entities:</b> a) Identification of material subsidiary companies  b) Requirements with respect to disclosure of material as well as other subsidiaries	Not Applicable	The listed entity doesn't have any material subsidiary as on March 31, 2025.
		Yes	-





**RM Shah & Co.**

(Company Secretaries)

**Address:**

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

**Telephone:**

9167406373/7977788417,  
022 26287703

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

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

6.	<b>Preservation of Documents:</b> The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	-
7.	<b>Performance Evaluation:</b> The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	-
8.	<b>Related Party Transactions:</b> a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.	Yes	-
9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	-
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	-
11.	<b>Actions taken by SEBI or Stock Exchange(s), if any:</b> No action(s) has been taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein.	Not Applicable	-





**RM Shah & Co.**

(Company Secretaries)

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

**Telephone:**  
9167406373/7977788417,  
022 26287703  
**Email:** [rashmi@rmshah.in](mailto:rashmi@rmshah.in)  
**Website:** [www.rmshah.in](http://www.rmshah.in)

12.	<b><u>Resignation of statutory auditors from the listed entity or its material subsidiaries</u></b> In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of Section V-D of chapter V of the SEBI's Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 on compliance with the provisions of the LODR Regulations by listed entities.	Not Applicable	-
13.	<b><u>Additional Non-compliances, if any:</u></b> No additional non-compliance observed for any of the above SEBI regulation/circular/guidance note etc.	Not Applicable	-

We further report that the listed entity is in compliance with the disclosure requirements of Employee Benefit Scheme Documents in terms of regulation 46(2) (za) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

**Assumptions & limitation of scope and review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to report based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial records and books of account of the listed entity.
4. This report is solely for the intended purpose of compliance in terms of Regulation 24A(2) of the SEBI (LODR) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the Management has conducted the affairs of the listed entity.

For RM Shah & Co.  
Company Secretaries

Rashmi Shah  
Proprietor  
Membership No: A24722  
COP No.: 22489  
Peer Review No. 3350/2023



UDIN: A024722G000333448  
Date: May 13, 2025  
Place: Mumbai