

# CORPORATE GOVERNANCE REPORT

## 1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Your Company's philosophy on Corporate Governance is based on holistic approach not only towards its own growth but also towards maximization of benefits to its Shareholders, Employees, Customers, Government and also the general public at large. Transparency and accountability are the fundamental principles of our Corporate Governance practice, which ensures that the organization is managed and monitored in a responsible manner for creating and sharing Stakeholder's value.

Your Company is committed to good Corporate Governance and adheres to the best practices at all times and its philosophy is based on five basic elements namely, Board's Accountability, Value Creation, Strategic-guidance, Transparency and Equitable treatment of all of its Stakeholders.

## 2. BOARD OF DIRECTORS:

As on March 31, 2020, the Board of Directors of your Company comprised of Six (6) Directors, out of which Three (3) were Non-Executive Independent Directors, one (1) was a Non-Executive Non Independent Director and Two (2) were Executive Directors. The Board of your Company consists of a balanced combination of

Executive Directors and Non-Executive Directors in accordance with the requirements of the Companies Act, 2013 ("Act"), and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended and the Articles of Association of the Company.

Mr. Mihir Doshi (DIN: 01283331), Non-Executive Non Independent Director resigned from the Board of your Company with effect from April 30, 2020.

Ms. Anita Ramachandran (DIN: 00118188) was appointed as an Additional Non-Executive Independent Director on the Board of your Company with effect from May 14, 2020.

The Board composition represents an optimal mix of professionalism, knowledge, expertise and experience which enables the Board to discharge its responsibilities and provide effective leadership to the business. Brief profile of the Directors is available on the Company's website at <https://www.metropolisindia.com> and also forms part of this Annual Report.

Composition and category of the Board of Directors, their shareholding in the Company, their directorship in other companies, is as given below:

Name of Director	DIN	Category	Designation	Shareholding in the Company	No. of Directorships in Other Public Companies*	No. of Committee positions in Other Public Companies		Directorships in Other listed entities	
						§Chairman	§Member	Name of the Listed entity	Category
Dr. Sushil Kanubhai Shah	00179918	Promoter	Chairman & Executive Director	37,25,245	1	-	-	Span Divergent Limited	Independent Director
Ms. Ameera Sushil Shah	00208095	Promoter	Managing Director	1,81,845	3	-	4	Kaya Limited	Independent Director
								Torrent Pharmaceuticals Limited	Independent Director
								Shoppers Stop Limited	Independent Director
Mr. Mihir Jagdish Doshi <sup>(1)</sup>	001283331	Non-Executive Non-Independent	Director	-	-	-	-	-	-

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Name of Director	DIN	Category	Designation	Share-holding in the Company	No. of Directorships in Other Public Companies*	No. of Committee positions in Other Public Companies		Directorships in Other listed entities	
						§Chairman	§Member	Name of the Listed entity	Category
Mr. Milind Shripad Sarwate	00109854	Non-Executive Independent	Director	-	6	3	3	Matrimony.com Limited	Independent Director
								Glenmark Pharmaceuticals Limited	Independent Director
								Mindtree Limited	Independent Director
								Mahindra & Mahindra Financial Services Limited	Independent Director
Mr. Vivek Gambhir	006527810	Non-Executive Independent	Director	-	1	-	1	Godrej Consumer Products Limited	Managing Director & CEO
Mr. Sanjay Bhatnagar	00867848	Non-Executive Independent	Director	-	1	-	1	EIH Limited	Independent Director
Ms. Anita Ramachandran <sup>(2)</sup>	00118188	Non-Executive Independent	Additional Director	-	8	-	1	Grasim Industries Limited	Director
								Rane (Madras) Limited	Director

(1) Ceased to be a Director of the Company with effect from April 30, 2020

(2) Appointed as a Director with effect from May 14, 2020

#### Relationship with other directors -

Apart from Ms. Ameera Sushil Shah (Daughter of Dr. Sushil Kanubhai Shah) and Dr. Sushil Kanubhai Shah (Father of Ms. Ameera Sushil Shah), none of the other Directors are related to each other.

#### Note:

\*The above list of other directorships includes Public Companies (listed and unlisted) but does not include Private Limited Companies, Foreign Companies, directorship in Metropolis Healthcare Limited, Companies under Section 8 of the Companies Act, 2013 and any alternate directorships.

§Membership and Chairmanship in a Committee are counted only once i.e. if a Director is a Chairman in a Committee, he/she is not counted as Member separately. Membership in only Audit Committee and Stakeholders Relationship Committee is considered.

As detailed in the table, none of the Directors hold directorships in more than 20 Companies (including limit of maximum directorship in 10 Public Companies) pursuant to the provisions of Section 165 of the Companies Act, 2013 ('Act').

Further, none of the Directors are members of more than ten Committees of the prescribed nature or hold Chairmanship of more than five such committees across all listed or unlisted public limited Companies in which they are Directors, thereby complying with the provisions of Regulation 26 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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No Director on the Board of your Company holds directorship in more than Eight (8) Listed Companies. None of the Independent Director serves as an Independent Director in more than seven (7) Listed Companies. Further, none of the Directors who serves as Whole-time Director / Managing Director in any listed entity serves as an Independent Director in more than three listed entities. The necessary disclosures regarding their Directorships and Committee memberships have duly been made by them.

Independent Directors are Non-Executive Directors as defined under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 149(6) of the Companies Act, 2013. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) and 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 149(6) of the Companies Act, 2013.

### Board Meetings & Attendance of Directors

The Board Meeting of your Company is conducted at least once in every quarter to discuss the performance of the Company and to approve its Quarterly Financial Results, along with other matters. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company. The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto.

Six meetings were held during the year and the gap between two meetings did not exceed 120 days. The dates of the meetings were as follows:

Sr. No.	Date of Meeting
1	April 8, 2019
2	May 13, 2019
3	August 6, 2019
4	November 11, 2019
5	January 15, 2020
6	February 6, 2020

### The attendance of the Directors at the Board Meetings and at the last Annual General Meeting is given below:

Name of the Director	Particulars of attendance for the Board Meetings		Attendance at the last AGM held on August 6, 2019
	Meetings held during the Director's tenure	Board Meetings attended	
Dr. Sushil Kanubhai Shah	6	6	Yes
Ms. Ameera Sushil Shah	6	5	Yes
Mr. Mihir Jagdish Doshi	6	4	Yes
Mr. Milind Shripad Sarwate	6	6	Yes
Mr. Vivek Gambhir	6	4	Yes
Mr. Sanjay Bhatnagar <sup>1</sup>	6	3	No

<sup>1</sup>Mr. Sanjay Bhatnagar was unable to attend the Annual General Meeting (AGM) due to his pre-occupation.

\*As Ms. Anita Ramachandran has been appointed on the Board with effect from May 14, 2020, and therefore, the details pertaining to her attendance at the Board meetings held in Financial Year ended 2019-2020 are not applicable.

### Independent Directors:

At the time of appointment, the Independent Directors are made aware of their roles and responsibilities through a formal letter of appointment which stipulates various terms and conditions. At Board and Committee meetings, the Independent Directors are regularly being familiarized on the business model, strategies, operations, functions, policies and procedures of the Company and its subsidiaries.

The familiarization policy is hosted on the website of the Company and can be accessed through the following weblink: [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Familiarization-Programme-for-Independent-Directors.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Familiarization-Programme-for-Independent-Directors.pdf)

Pursuant to Schedule IV of the Companies Act, 2013 and Regulation 25(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a separate meeting of Independent Directors of the Company was held on Thursday, February 6, 2020. All the Independent Directors attended the meeting. The agenda was to review the performance of Non-Independent Directors (including the Chairperson), the entire Board and Committees thereof, quality, quantity and timeliness of the flow of information between the management and the Board.

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Based on the disclosures received from all the Independent Directors and also in the opinion of the Board, the Independent Directors fulfil the criteria of Independence as specified in the Companies Act, 2013, and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and are Independent of the Management.

No Independent Director resigned before the expiry of his tenure during this financial year.

### Matrix of Skills / Expertise/ Competencies of the Board of Directors

The Board of your Company comprises of qualified members with the required skills, competence and expertise in the field in which the Company operates, for effective contribution to the business and overall functioning of the Company. The Board members are committed to ensure that the Company is in compliance with the highest standards of Corporate Governance. The table below summarizes the list of core skills/ expertise/ competencies identified by the Board of Directors for effectively conducting the business of the Company and are available with the Board. The table also mentions the specific areas of expertise of individual Director against each skill/ expertise/ competence:

Core skills/ expertise/ Competencies	Name of Directors possessing the requisite skill / expertise / competency
Healthcare – Understanding the complexities of the healthcare sector and expertise in the field of diagnostics.	1. Dr. Sushil Kanubhai Shah 2. Ms. Ameera Sushil Shah
Finance, Accountancy & Audit – In-depth knowledge in the field of accounts and ability to read, understand and analyse the financial statements, financial controls, risk management and other business projections.	1. Ms. Ameera Sushil Shah 2. Mr. Milind Sarwate 3. Mr. Vivek Gambhir 4. Mr. Mihir Doshi 5. Mr. Sanjay Bhatnagar
Law – Experience in understanding the dynamics of the legal and regulatory aspect at a global level.	1. Ms. Ameera Sushil Shah 2. Mr. Milind Sarwate 3. Mr. Vivek Gambhir 4. Mr. Mihir Doshi 5. Mr. Sanjay Bhatnagar

Core skills/ expertise/ Competencies	Name of Directors possessing the requisite skill / expertise / competency
Information Technology – Providing support and guidance in relation to information technology up gradation of the organisation as a whole.	1. Ms. Ameera Sushil Shah 2. Mr. Sanjay Bhatnagar 3. Mr. Vivek Gambhir
Risk Management – Experience in mitigation of risk by actively getting involved in the risk management of the organisation.	1. Ms. Ameera Sushil Shah 2. Mr. Milind Sarwate 3. Mr. Vivek Gambhir 4. Mr. Mihir Doshi 5. Mr. Sanjay Bhatnagar
Strategy & Marketing – Exposure in managing the sales and marketing needs of the sector adequately.	1. Ms. Ameera Sushil Shah 2. Mr. Milind Sarwate 3. Mr. Vivek Gambhir 4. Mr. Mihir Doshi 5. Mr. Sanjay Bhatnagar

### 3. COMMITTEES OF THE BOARD OF DIRECTORS

In compliance with the requirements of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of your Company have constituted various Committees. These Committees are entrusted with such powers and functions as detailed in their respective terms of reference. Besides, the Committees also help focus attention on the specific matters of the organisation. There are total five (5) Committees constituted by the Board as on March 31, 2020.

#### Committees of the Board (as mandated under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

- Audit Committee;
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee;
- Corporate Social Responsibility Committee;
- Risk Management Committee.

The Board of Directors at their meeting held on August 6, 2019 dissolved the IPO Committee of the Company which was constituted to administer and monitor the IPO of the Company.

#### A. AUDIT COMMITTEE:

The Audit Committee of the Company is duly constituted as per Regulation 18 of the SEBI (Listing Obligations and

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Disclosure Requirements) Regulations, 2015, read with the provisions of Section 177 of the Companies Act, 2013.

All the Members of the Audit Committee are financially literate and capable of analysing Financial Statements of the Company. The constitution of the Audit Committee is in Compliance with the applicable laws.

Mr. Milind Shripad Sarwate is the Chairman of the Audit Committee. The Statutory Auditors are invited to attend the Audit Committee Meetings. The Audit Committee members invite the Internal Auditor or any other concerned officer of the Company in the meetings, whenever required on case to case basis. The Audit Committee acts as a link between the Management, Statutory Auditors, Internal Auditors and the Board of Directors and oversees the financial reporting process.

The Company Secretary acts as the Secretary of the Audit Committee.

### **Terms of Reference of the Audit Committee are as follows:**

The terms of reference of the Audit Committee, inter alia, includes the following functions:

1. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that its financial statements are correct, sufficient and credible;
2. Recommendation for appointment, re-appointment, replacement, remuneration and terms of appointment of auditors of the Company;
3. Approval of payment of statutory auditors for any other services rendered by the statutory auditors;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Companies Act, 2013, as amended;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgment by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
- e. Compliance with listing and other legal requirements relating to financial statements;
- f. Disclosure of any related party transactions; and
- g. Modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly half-yearly and annual financial statements before submission to the Board of Director for approval;
6. Reviewing, with the management, the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document/ prospectus/ notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the statutory auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modifications of transactions of the Company with related parties;
9. Scrutiny of inter-corporate loans and investments;
10. Valuation of undertakings or assets of the Company, wherever it is necessary;
11. Evaluation of internal financial controls and risk management systems;
12. Monitoring the end use of funds raised through public offers and related matters;
13. Reviewing with the management, the performance of statutory and internal auditors, and adequacy of the internal control systems;
14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
15. Discussion with the internal auditors on any significant findings and follow up there on;
16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

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17. Discussion with the statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. To review the functioning of the whistle blower mechanism;
20. Approving the appointment of the Chief Financial Officer or any other person heading the finance function or discharging that function after assessing the qualifications, experience and background, etc. of the candidate;
21. Carrying out any other terms of reference as may be decided by the Board or specified/ provided under the Companies Act, 2013 or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, or by any other regulatory authority; and
22. Review of:
  - (1) Management discussion and analysis of financial condition and results of operations;
  - (2) Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
  - (3) Management letters/letters of internal control weaknesses issued by the Statutory Auditors;
  - (4) Internal audit reports relating to internal control weaknesses;
  - (5) The appointment, removal and terms of remuneration of the Chief Internal Auditor;
  - (6) Statement of deviations including:
    - (a) quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended;
    - (b) annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

23. To review the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision."

**Composition and Attendance of the meetings by the members of the Audit Committee**

In the Financial Year 2019-2020, Five (5) meetings of the Audit Committee were held. The meetings were held on May 13, 2019, August 6, 2019, November 11, 2019, January 15, 2020 and February 6, 2020. The Chairman of the Audit Committee attended the 19th AGM of the Company held during the Financial Year 2019-2020 i.e. on August 6, 2019. During the Financial Year under review, the Board accepted all the recommendations made by the Audit Committee.

The details of Composition of Audit Committee and attendance of meetings by each of the Committee Member is as follows:

Name of the Members	Designation in the Committee	Particulars of attendance	
		No. of meetings held during the Member's tenure	No. of meetings attended by the Member
Mr. Milind Shripad Sarwate	Chairman	5	5
Mr. Vivek Gambhir	Member	5	4
Mr. Sanjay Bhatnagar	Member	5	2
Mr. Mihir Jagdish Doshi <sup>1</sup>	Member	5	4

<sup>1</sup>Mr. Mihir Jagdish Doshi ceased to be a member of Audit Committee with effect from March 30, 2020.

**B. NOMINATION AND REMUNERATION COMMITTEE:**

The Nomination and Remuneration Committee is constituted in Compliance with the requirements of Regulation 19 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee recommends the nomination of Directors and carries out evaluation of performance of Individual Directors. Besides, it recommends remuneration for Directors, Key Managerial Personnel and the Senior Management of the Company.

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### Terms of Reference of the Nomination and Remuneration Committee are as follows:

The terms of reference of the Nomination and Remuneration Committee, inter alia, includes the following:

- a) Formulating the criteria for determining qualifications, positive attributes and independence of a director and recommending to the board of directors a policy, relating to the remuneration of the directors, key managerial personnel and other employees;
- b) Formulating of criteria for evaluation of the performance of the independent directors and the board of directors;
- c) Devising a policy on diversity of board of directors;
- d) Identifying persons who qualify to become directors or who may be appointed in senior management in accordance with the criteria laid down, recommending to the board of directors their appointment and removal, and carrying out evaluations of every director's performance;
- e) Determining whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
- f) Analysing, monitoring and reviewing various human resource and compensation matters;
- g) Determining the Company's policy on remuneration and any compensation payment, for the chief executive officer, the executive directors, key managerial personnel including pension rights and determination of remuneration packages of such personnel;
- h) Determining compensation levels payable to the senior management personnel and other staff (as deemed necessary), which shall be market-related, usually consisting of a fixed and variable component and in accordance with the remuneration policy approved by the board of directors;
- i) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;
- j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

- k) Framing suitable policies and systems to ensure that there is no violation, by an employee of any applicable laws in India or overseas, including:
  - (i) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992
  - (ii) The Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to the Securities Market) Regulations, 2003
- l) Performing such other activities as may be delegated by the board of directors and/or specified/provided under the Companies Act, 2013 together with the rules framed thereunder, as amended and to the extent notified, or the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or by any other regulatory authority.
- m) recommend to the board, all remuneration, in whatever form, payable to senior management."

### Nomination and Remuneration Committee Meetings

During the financial year under review, four meetings of the Nomination and Remuneration Committee were held:

The meetings were held on May 13, 2019, August 6, 2019, November 11, 2019 and February 6, 2020. The Chairman of the Nomination and Remuneration committee attended the 19th AGM of the Company held during the Financial Year 2019-2020 i.e. on August 6, 2019. During the Financial year under review, the Board accepted all recommendations made by the Nomination and Remuneration Committee.

The details of Composition of Nomination and Remuneration Committee and attendance of meetings by each of the Committee Member is as follows:

Name of the Members	Designation in the Committee	Particulars of attendance	
		No. of meetings held during the Member's tenure	No. of meetings attended by the Member
Mr. Vivek Gambhir	Chairman	4	4
Mr. Milind Shripad Sarwate	Member	4	4
Mr. Mihir Jagdish Doshi <sup>1</sup>	Member	4	3
Mr. Sanjay Bhatnagar <sup>2</sup>	Member	-	-

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<sup>1</sup>Mr. Mihir Jagdish Doshi ceased to be a member of Nomination and Remuneration Committee with effect from March 30, 2020;

<sup>2</sup>Mr. Sanjay Bhatnagar ceased to be member of Nomination and Remuneration Committee with effect from May 2, 2019 and was re-inducted as a member of Nomination and Remuneration Committee with effect from March 30, 2020.

The Company Secretary of the Company acts as a Secretary to the Committee.

### Performance Evaluation Criteria for Independent Directors

The Board of Directors of the Company carried out an Annual Evaluation of its own performance, Performance of its Committees, and Individual Directors pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The performance evaluation was conducted through structured questionnaires which covered various aspects such as the Board / Committee Composition, Structure, Effectiveness and Contribution to Board / Committee processes, adequacy, appropriateness and timeliness of information and the overall functioning of the Board / Committees etc. The Individual Director's response to the questionnaire on the performance of the Board, Committee(s), Individual Directors and the Chairman, was analysed. The Directors were satisfied with the evaluation process.

In compliance with Regulation 19 read with Part D of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors has formulated a criteria for evaluation of the Company's Independent Directors' performance. The performance evaluation of Independent Directors is carried out on the basis of their role and responsibilities, effective participation in the Board and Committee meetings, expertise, skills and exercise of independent judgment in major decisions of the Company.

### REMUNERATION TO DIRECTORS

#### Remuneration to Non-Executive/Independent Directors

##### Sitting Fees

The Non-executive Directors are entitled to sitting fees for attending the meetings of the Board of Directors and Committees thereof. Sitting fees paid to Non-Executive Directors are within the prescribed limits under the Companies Act, 2013 and as determined by the Board of Directors from time to time.

### Commission

The shareholders of the Company at their Annual General Meeting held on September 10, 2018 approved the payment of Commission to the Independent and Non-Executive Directors of the Company on an Annual basis, subject to the aggregate limit of one percent of the Net Profits of the Company as computed in the manner prescribed under Section 198 of the Companies Act, 2013, in such amount and proportion and in such manner as may be determined by the Board of Directors from time to time, in addition to the sitting fees as determined by the Board of Directors from time to time.

### Reimbursement of expenses

The Non-Executive directors are also entitled to reimbursement of expenses for participation in the Board and other meetings in terms of the Companies Act, 2013.

The details of Sitting Fees and Commission paid during the year are as under:

Names of Non-Executive Directors	Amount in ₹	
	Sitting Fees	Commission
Mr. Mihir Doshi	8,50,000	-
Mr. Vivek Gambhir	10,75,000	6,77,000
Mr. Milind Sarwate	12,00,000	6,77,000
Mr. Sanjay Bhatnagar	4,50,000	6,77,000

During the year, there was no pecuniary relationship or transaction between the Company and any of its Non-Executive Directors apart from sitting fees and commission. The Company has not granted any stock options to any of its Non-Executive Directors.

### Remuneration to Executive Directors, Key Managerial Personnel and Senior Management:

The Company has paid remuneration to its Managing Director and Whole-time Directors, by way of salary and perquisites, if any, within the limits stipulated under the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and as per the approval sought from the shareholders of the Company.

Details of the remuneration paid to the Executive Directors and the Key Managerial Personnel of the Company during the Financial Year 2019-2020 are as follows:



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Amount in lakhs		
Name	Designation	Gross Remuneration <sup>1</sup>
Dr. Sushil Kanubhai Shah	Chairman and Executive Director	180.00
Ms. Ameera Sushil Shah	Managing Director	491.21
Mr. Vijender Singh	Chief Executive Officer	441.98
Mr. Tushar Manohar Karnik (upto November 11, 2019)	Chief Financial Officer	54.52
Mr. Rakesh Kumar Agarwal (Appointed w.e.f. November 11, 2019)	Chief Financial Officer	30.67
Mr. Jayant Prakash (upto December 6, 2019)	Head Legal, Company Secretary and Compliance Officer	32.72
Ms. Poonam Tanwani (Appointed w.e.f. February 10, 2020)	Company Secretary and Compliance Officer	3.59

<sup>(1)</sup>Gross remuneration is exclusive of Company's Contribution to Provident Fund.

The performance criteria of the above-mentioned Directors and KMP are laid down by the Nomination and Remuneration Committee in accordance with the Nomination and Remuneration Policy of the Company.

The Company has a Nomination & Remuneration Policy for remuneration of Directors, Key Managerial Personnel and Senior Management of the Company. There was no change in the Policy in the Financial Year 2019-2020.

### The objective of the Nomination and Remuneration Policy is as follows:

- To guide the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management;
- To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation, if required;
- To recommend to the Board the remuneration payable to the Directors, Key Managerial Personnel and Senior Management;
- To devise a policy on Board diversity.

The term of appointment of the Executive Directors & the Independent Directors on the Board of your Company is for a period of five (5) years from the respective dates of appointment.

The Company does not have any service contract with any of its Directors.

### Service Contracts, Severance Fees and Notice Period

The appointment and remuneration of the Executive Chairman and Whole-time Director, Managing Director is

subject to the provisions of the Act and the Resolution passed by the Board of Directors and Members of the Company which covers the terms and conditions of such appointment. There is no separate provision for payment of severance fee under the resolutions governing the appointment of Executive Chairman and Whole-time Director and Managing Director.

### Employee Stock Options

The Company has in place Metropolis Employee Stock Option Scheme 2015 (MESOS - 2015). The details of "Metropolis Employee Stock Option Scheme 2015 (MESOS- 2015)" including the number of outstanding options are given in the Annexure - 4 of the Board Report.

### Metropolis-Restrictive Stock Unit Plan, 2020

The members of the Company have approved the Metropolis-Restrictive Stock Unit Plan, 2020 ("Metropolis RSU Plan") for the employees of the Company and its subsidiaries (if any) on April 6, 2020 through a Postal Ballot.

### C. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

The Stakeholders' Relationship Committee of the Company is constituted in line with the provisions of Regulation 20 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with Section 178 of the Companies Act, 2013.

### Terms of Reference of the Stakeholders Relationship Committee

The terms of reference of Stakeholders' Relationship Committee, inter alia, includes the following:

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1. Considering and resolving grievances of security holders of the Company, including complaints related to transfer/transmission of shares, non-receipt of Annual Report and non-receipt of declared dividends;
2. Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;
3. To review the measures taken for effective exercise of voting rights by shareholders.
4. To review the adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent.
5. Issuing duplicate certificates and new certificates on split/consolidation/renewal; and
6. Carrying out any other function as may be decided by the board of directors or prescribed under the Companies Act, 2013, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or by any other regulatory authority.
7. Review of the various measures and initiatives taken by the listed entity for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the company."

### Stakeholders Relationship Committee meetings

During the financial year under review, three meetings of the Stakeholders Relationship Committee were held on May 13, 2019, August 6, 2019 and November 11, 2019. The Chairman of the Stakeholders' Relationship Committee attended the 19th AGM of the Company held during the Financial Year 2019-2020 i.e. on August 6, 2019.

The Company Secretary of the Company acts as a Secretary to the Committee.

The details of Composition of Stakeholders Relationship Committee and attendance of meetings by each of the Committee Member is as follows:

Name of the Members	Designation in the Committee	Particulars of attendance	
		No. of meetings held during the Member's tenure	No. of meetings attended by the Member
Mr. Vivek Gambhir	Chairman	3	3
Ms. Ameera Sushil Shah	Member	3	3
Dr. Sushil Kanubhai Shah	Member	3	3

The details of Investor complaints received / redressed during the financial year is as under:

Complaints as on April 1, 2019	Received during the year	Resolved during the year	Complaints Pending as on March 31, 2020
Nil	1	1	Nil

### Name, Designation and address of Compliance Officer

Ms. Poonam Tanwani

### Company Secretary & Compliance Officer

250-D, Udyog Bhavan, Hind Cycle Marg, Worli,

Mumbai- 400030

Tel. No.: 91 22 6258 2810

Fax No.: NA

Email: poonam.tanwani@metropolisindia.com / investor.relations@metropolisindia.com

## D. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE:

The Corporate Social Responsibility (CSR) Committee of the Board was constituted in compliance with the provisions of Section 135 of the Companies Act, 2013. The Company is focused on stakeholder value creation, especially for the shareholders and local communities by contributing to the social and environmental needs. The Board accepted all the recommendations made by the Corporate Social Responsibility Committee during the year.

### Terms of Reference of the Corporate Social Responsibility Committee

The terms of reference of the Corporate Social Responsibility (CSR) Committee, inter alia, includes the following:

- To formulate and recommend to the Board, a CSR Policy which shall indicate the activities to be undertaken by the Company as per the Companies Act, 2013;
- To review and recommend the amount of expenditure to be incurred on the activities to be undertaken by the company;
- To monitor the CSR policy of the Company from time to time;
- Any other matter as the CSR Committee may deem appropriate after approval of the Board of Directors or as may be directed by the Board of Directors from time to time.

## CORPORATE GOVERNANCE REPORT (Contd.)

### Corporate Social Responsibility Committee meetings

During the financial year under review, one meeting of the Corporate Social Responsibility Committee was held on May 13, 2019.

The Chairman of the Corporate Social Responsibility Committee attended the 19th AGM of the Company held during the Financial Year 2019-2020 i.e. on August 6, 2019.

The details of Composition of Corporate Social Responsibility Committee and attendance of meetings by each of the Committee Member is as follows:

Name of the Members	Designation in the Committee	Particulars of attendance	
		No. of meetings held during the Member's tenure	No. of meetings attended by the Member
Mr. Vivek Gambhir	Chairman	1	1
Ms. Ameera Sushil Shah	Member	1	1
Mr. Milind Shripad Sarwate	Member	1	1

### E. RISK MANAGEMENT COMMITTEE (RMC) COMMITTEE:

The Risk Management Committee of the Board was constituted in compliance with the provision of Regulation 21 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

#### Terms of Reference

The terms of reference of the Risk Management Committee, inter alia, includes the following:

- Oversee and guide in developing a structured/ defined framework for identifying and assessing and reporting of both existing and new risks associated with the Company so as to facilitate timely and effective management of risks and opportunities for achieving the Company's objectives;
- Periodic review of Risk Management Framework ('the Framework') comprising of policies, procedures and practices of the Company and to assess the effectiveness of the same and initiate corrective actions wherever required including any change

that may be required to the framework in the light of various external and internal factors (whether political, sociological or technical or other) which will have impact on the business of the company;

- Adopt and review periodically best business practices and policies;
- Review and monitor compliance with the regulatory framework and the statutory requirements;
- Set/define standardised approach for minimization and mitigation of identified risks;
- Review and guide the senior management from time to time in setting up a work culture which would encourage staff/team of the Company at all levels to identify risks and opportunities and respond them effectively;
- Review reports on any material breaches of risk limits/parameters and the adequacy of the proposed action;
- Before a decision to proceed is taken by the board, advise the board on proposed strategic transactions including acquisitions or disposals, ensuring that a due diligence appraisal of the proposition is undertaken, focusing in particular on risk aspects and implications for the risk appetite and tolerance of the Company, and taking independent external advice where appropriate and available;

#### Composition and Attendance of the meetings by the members of the Risk Management Committee

The Risk Management Committee was constituted w.e.f. February 11, 2019 and the Company shall hold the meeting of the committee in compliance with Regulation 21(3A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 during the extended time allowed under SEBI Circular No SEBI/HO/CFD/CMD1/CIR/P/2020/48 dated March 26, 2020 for the Financial Year 2019-2020.

The Composition of the Committee is as under:

Name of the Members	Designation in the Committee
Ms. Ameera Sushil Shah	Chairman
Dr. Sushil Kanubhai Shah	Member
Mr. Vijender Singh	Member

## CORPORATE GOVERNANCE REPORT (Contd.)

### 4. GENERAL BODY MEETINGS

The details of Annual General Meetings convened during the last three years are as follows:

Particulars	F.Y. 2016-2017	F.Y. 2017-2018	F.Y. 2018-2019
Date	September 18, 2017	September 10, 2018	August 6, 2019
Time	10:00 a.m.	4:00 p.m.	9.00 a.m.
Venue	250-D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai-400030	250-D, Udyog Bhavan, Hind Cycle Marg, Worli, Mumbai-400030	Hall of Culture, Nehru Centre, Worli, Mumbai - 400 018 Maharashtra, India
Special Resolutions	a) Revision in Borrowing Limits b) Authority to create charge c) Authority to make investments d) Approval for increase in share limit under Metropolis Employees Stock Option Scheme 2015	a) Change in Designation of Mr. Mihir Jagdish Doshi from Independent Director to Non-Executive Director b) Offer and Issue of Equity Shares for consideration other than cash on Preferential / Private Placement Basis c) Revision in terms of appointment of Ms. Ameera Sushil Shah, Managing Director of the Company d) Revision in terms of appointment of Dr. Sushil Kanubhai Shah, Chairman and Executive Director of the Company e) Approval for fixing commission on profits to Non-Executive Directors and Independent Directors f) Amendment to the terms of issue of convertible warrants g) Revision in terms and conditions of Metropolis Employee Stock Option Scheme 2015 (MESOS 2015)	No Special Resolution was passed

#### Extra Ordinary General Meeting

No Extra Ordinary General Meeting were held during the year under review.

#### Postal Ballot

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, during the year under review, no resolutions were passed by members of the Company through the Postal Ballot process.

The details of resolutions passed through a Postal Ballot Process subsequent to March 31, 2020 are as under:

## CORPORATE GOVERNANCE REPORT (Contd.)

### Resolutions for which approval was sought from the members through the Postal Ballot:

- (i) Approval of Metropolis – Restrictive Stock Unit Plan, 2020 for the employees of the Company
- (ii) Extension of the Metropolis – Restrictive Stock Unit Plan, 2020 to the employees of the Subsidiary Company(ies), if any, of the Company.

<b>Date of Dispatch of Postal Ballot Notice</b>	March 6, 2020
<b>Voting period</b>	From March 8, 2020 (9:00 a.m.) to April 6, 2020 (5:00 p.m.)
<b>Date of declaration of result</b>	April 8, 2020
<b>Details of Scrutinizer</b>	Mr. Manish Ghia – Partner of M/s Manish Ghia and Associates, Practising Company Secretaries was appointed as a scrutinizer to conduct the entire Postal Ballot process.

Currently there are no foreseen matters for which a Special resolution may be passed through a Postal ballot. Special Resolution by way of a Postal Ballot, if required to be passed in the future, will be decided at that relevant time and accordingly, would be communicated to the stakeholders.

## 5. DISCLOSURES

### A. Disclosures on materially significant related party transactions that may have potential conflict with the interests of the company

During the year under review, there were no materially significant related party transactions. All the Related Party Transactions other than material as defined under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, were in the ordinary course of business and at an Arm's Length basis. The Board has approved the policy for Related Party Transactions which has been uploaded on the Company's website viz. [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Policy-on-Related-Party-Transaction.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Policy-on-Related-Party-Transaction.pdf)

### B. Details of non-compliance by the company, penalties, strictures imposed on the company by stock exchange(s) or the board or any statutory authority, on any matter related to capital markets, during the last three years

No penalties, strictures were imposed on the Company by the Stock Exchange(s) or SEBI or any Statutory Authority on any matter related to Capital Markets.

### C. Policy for determining 'material' subsidiaries

The Company does not have any material Subsidiary as defined under Regulation 24 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Company has formulated a policy for determining material subsidiaries in terms of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. This Policy has been posted on the website of the Company at the web link: [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Policy-for-determination-of-Material-Subsidiary.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Policy-for-determination-of-Material-Subsidiary.pdf)

The Audit Committee of the Company reviews the financial statements and the investments made by the unlisted subsidiary companies. The minutes of the Board meetings of the subsidiaries are placed at the meeting of the Board of Directors of the Company. The management of the unlisted subsidiary periodically brings to the notice of the Board of Directors of the Company a statement of the significant transactions and arrangements entered into by the unlisted subsidiary, if any.

### D. Disclosure of vigil mechanism/ whistle blower policy and access to the chairman of the audit committee

The Company has adopted a Whistle Blower Policy and has established the necessary vigil mechanism as defined under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, to provide a formal mechanism to the Directors and employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Ethics. The vigil mechanism of the Company has a direct access to the Chairperson of the Audit Committee of the Company. The said policy has been put up on the Company's website viz. [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Whistle-Blower-PolicyA.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Whistle-Blower-PolicyA.pdf)

Details of concerns and grievances raised in fiscal 2020 are as follows:

Nature	Complaints Received	Complaint Resolved
Whistle Blower Policy	1	-
Sexual Harassment at Work place	2	1
Code of Conduct	23	20
<b>Total</b>	<b>26</b>	<b>21</b>

There were in all a total of 5 open complaints as on March 31, 2020 for which the necessary steps were taken to resolve them.

## CORPORATE GOVERNANCE REPORT (Contd.)

### E. Code of Fair Disclosure of Unpublished Price Sensitive Information

In order to restrict communication of Unpublished Price Sensitive Information (UPSI), the Company has adopted Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information in compliance with SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended by SEBI (Prohibition of Insider Trading) (Amendment) Regulations, 2018. The said Code is available on the website of the Company at the Web link: <https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/Code-of-Fair-Disclosure-for-UPSI-Revised-May-13-2019.pdf>

The Company Secretary is the Compliance Officer for monitoring adherence to the said Regulations.

### F. Code of Business Conduct & Ethics

The Company's Code of Business Conduct & Ethics requires Directors and Employees to act honestly, fairly, ethically and with integrity, conduct themselves in a professional, courteous and respectful manner. The Code is displayed on the Company's website at the Web link: [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Code-of-Conduct-for-Directors-and-Senior-Management.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Code-of-Conduct-for-Directors-and-Senior-Management.pdf)

### G. Conflict of Interest

On an annual basis, each Director informs the Company about the Board and the Committee positions he occupies in other Companies including Chairmanships and notifies changes during the year. Members of the Board while discharging their duties avoid conflict of interest in the decision making process. The members of the Board restrict themselves from any decision and voting in transaction that they have concern or interest.

### H. Policy on determining materiality of events

The Company has adopted a Policy for Determining Materiality of Events / Information as defined under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy has been put on the Company's website viz. [https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL\\_Policy-for-determination-of-materiality-of-events.pdf](https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL_Policy-for-determination-of-materiality-of-events.pdf)

### I. Policy on Dividend Distribution

The Company has adopted a Dividend Distribution Policy for distributing the profits of the Company to the shareholders as defined under Regulation 43A of the SEBI (Listing Obligations and Disclosure Requirements)

Regulations, 2015. The said policy is available on the Company's website viz. <https://prod-metropolisindia-bucket.s3.ap-south-1.amazonaws.com/Investors/code-of-conduct/MHL-Dividend-Distribution-Policy.pdf>

The said Policy is disclosed under Annexure - 6 to this Report.

### J. Policy on Preservation of Documents and Archival Policy

The Company has adopted a Preservation of Documents and Archival Policy for preservation of documents as defined under Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The said policy has been put on the Company's website viz. <https://www.metropolisindia.com>

### K. Non-compliance of any requirement of Corporate Governance Report

There have been no instances of non-compliance of any requirement of the Corporate Governance Report as prescribed by the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

### L. Proceeds of public, rights and preferential issues

The Company has not raised any fund through Preferential Allotment or Qualified Institutions Placement as specified under Regulation 32 (7A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, during the financial year ended March 31, 2020.

### M. Total fees paid by the company and its subsidiaries, on a consolidated basis to BSR & Co., LLP, Statutory Auditors and all entities in its network firm/network entity, during the Financial Year 2019-2020

(Amount in Lakhs)

Particulars	Amount (including GST)
Audit Fees	99.52
Other Services/ certifications	31.00
Reimbursement of expenses	2.85
<b>Total</b>	<b>133.37</b>

### N. Certificate from a Company Secretary in Practice

A certificate dated May 29, 2020, from M/s. Manish Ghia & Associates, Company Secretaries in Practice has been obtained certifying that none of the directors on the board of the Company has been debarred or disqualified from being appointed or continuing as director of the

## CORPORATE GOVERNANCE REPORT (Contd.)

Company by Securities and Exchange Board of India/ Ministry of Corporate Affairs or any such statutory authority and the same is enclosed as an Annexure to this report.

### O. Disclosure in relation to Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act, 2013

The Company has complied with provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The details of complaints received and redressed during the financial year 2019-2020 are as under:-

- a) Number of complaints filed during the financial year : Two
- b) Number of complaints disposed of during the financial year : One
- c) Number of complaints pending as on end of the financial year : One

### P. Disclosure on Compliance with Corporate Governance Requirements

Your Company has complied with all the Corporate Governance requirements specified in Regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, wherever applicable to your Company.

### Q. Compliance with mandatory requirements:

The Company has complied with all applicable mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as on March 31, 2020. Quarterly Compliance Report on Corporate Governance, in the prescribed format, duly signed by the Compliance Officer is submitted with the Stock Exchanges where the shares of the Company are listed.

### R. Accounting treatment

The Financial Statement of the company for Financial Year 2019-2020 have been prepared in accordance with the applicable accounting principles in India and the Indian accounting standards (Ind As) prescribed under Section 133 of the Companies Act, 2013 read with the rules made thereunder.

### S. Adaption and Compliance of Non-mandatory requirements:

#### a. Audit Qualifications:

There were no qualifications in the Standalone and the Consolidated Financial Statements of the Company for the Financial year ended March 31, 2020.

#### b. Internal Auditors:

The Internal Auditors directly report to the Audit Committee of the Company.

## 6. MEANS OF COMMUNICATION

Financial Results	The Company communicates to the Stock Exchanges about the annual, half yearly and quarterly financial results immediately from the conclusion of the Board Meeting in which the same is approved. The results are usually published in (Financial Express/Free Press Journal) English newspaper having country-wide circulation and in (Loksatta/Navshakti) Marathi newspaper where the registered office of the Company is situated. These results were also placed on the Company's website at <a href="http://www.metropolisindia.com">www.metropolisindia.com</a>
Annual Report	Annual Report containing inter alia Audited Financial Statements, Consolidated Financial Statements, Board's Report, Auditor's Report, and other important information is circulated to the shareholders and others entitled thereto. The Management's Discussion and Analysis Report forms a part of the Annual Report. The Annual Report is displayed on the Company's website at <a href="http://www.metropolisindia.com">www.metropolisindia.com</a> .
Communication to shareholders on Email	As mandated by the Ministry of Corporate Affairs (MCA) documents like Notices, Annual Report, ECS advices for dividends, etc. are sent to the shareholders at their email address, as registered with their Depository Participants/ Company/ Registrar and Transfer Agents (RTA), which help in prompt delivery of document, reduce paper consumption, save trees and avoid loss of documents in transit.

## CORPORATE GOVERNANCE REPORT (Contd.)

Website	<p>All the information and disclosures required to be disseminated as per Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Companies Act, 2013 are being posted at Company's website: <a href="http://www.metropolisindia.com">www.metropolisindia.com</a>.</p> <p>The official news releases and presentations to the institutional investors or analysts, if made any are disseminated to the Stock Exchange at <a href="http://www.nseindia.com">www.nseindia.com</a> and <a href="http://www.bseindia.com">www.bseindia.com</a> and the same is also uploaded on the website of the Company <a href="http://www.metropolisindia.com">www.metropolisindia.com</a></p>
Designated E-mail address for investor services	<p>The Company has organised investor conferences calls to discuss its financial results, where investor queries were answered by the Executive Management of the Company. The transcript of the conference calls are posted on the website of the Company viz. <a href="http://www.metropolisindia.com">www.metropolisindia.com</a>.</p> <p>To serve the investors better and as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the designated e-mail address for investors complaints is <a href="mailto:investor.relations@metropolisindia.com">investor.relations@metropolisindia.com</a>.</p>
SEBI Complaints Redress System (SCORES):	<p>The investor complaints are processed in a Centralised web-based complaints redress system. The salient features of this system are: Centralised database of all complaints, online upload of Action Taken Reports (ATRs) by concerned companies and online viewing by investors of actions taken on the complaint and its current status.</p>

### 7. GENERAL SHAREHOLDER INFORMATION

The Company is registered with the Registrar of Companies, Mumbai, Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L73100MH2000PLC192798.

Annual General Meeting for the Financial Year 2019-2020

AGM date, time and venue	September 16, 2020, 9:00 a.m. through Video Conferencing / Other Audio Visual Means (VC) / (OAVM)
Financial Year	April 1, 2019 to March 31, 2020
Book Closure Date	N.A.
Interim Dividend Payment Date	February 6, 2020
Registered Office	<p>250-D, Udyog Bhavan,          Hind Cycle Marg, Worli, Mumbai -400030          Tel.: 022 6258 2810          Email Id: <a href="mailto:secretarial@metropolisindia.com">secretarial@metropolisindia.com</a> /  <a href="mailto:investor.relations@metropolisindia.com">investor.relations@metropolisindia.com</a>          Website: <a href="http://www.metropolisindia.com">www.metropolisindia.com</a></p>
Name and Address of Stock Exchanges where Company's securities are listed	<p><b>National Stock Exchange of India Limited</b>          Exchange Plaza, C-1, Block G, Bandra-Kurla Complex, Bandra (East),          Mumbai - 400 051 Trading Symbol - METROPOLIS</p> <p><b>BSE Limited</b>          Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001          Scrip Code: 542650</p>
Listing fees	The Annual Listing fees for the Financial Year 2020-2021 have been paid to the respective Stock Exchanges.
Share Registrar and Transfer Agents	<p>Link Intime India Private Limited          C101, 247Park, L.B.S.Marg, Vikhroli(West), Mumbai - 400083, Maharashtra,          India Tel No.: +91-22-4918 6270 Fax No.: +91-22-4918 6060          Investor query          registration: <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a></p>
Company Secretary & Compliance officer	Ms. Poonam Tanwani



**CORPORATE GOVERNANCE REPORT (Contd.)**

**8. MARKET INFORMATION:**

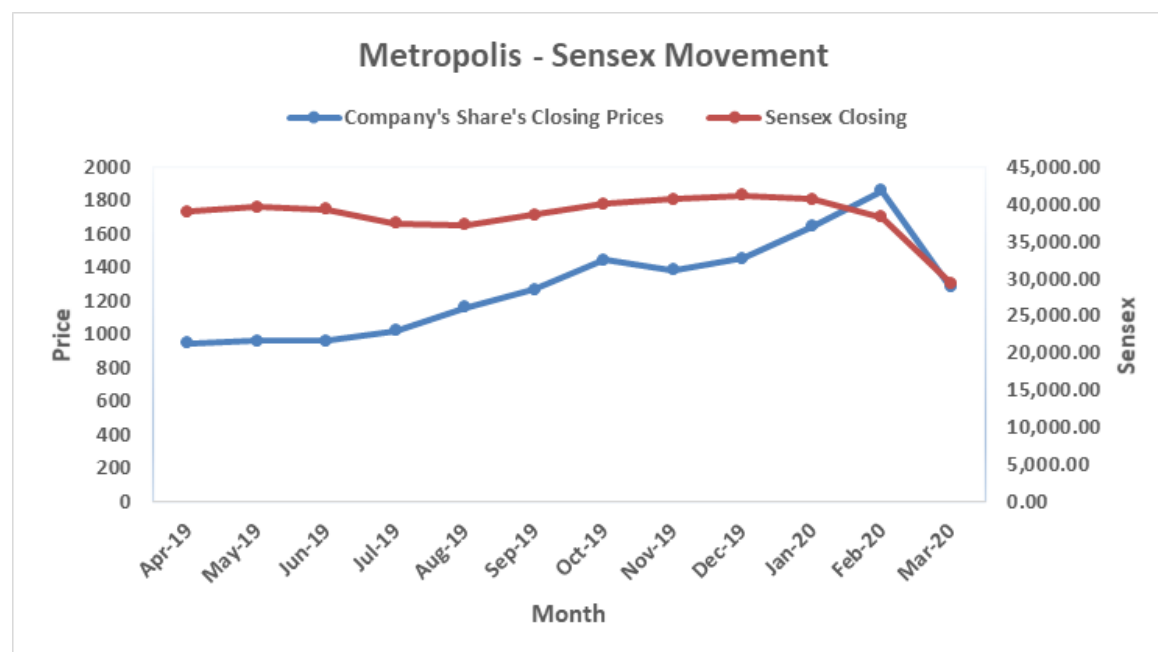
**Share Capital Structure as March 31, 2020**

<b>Authorised Share Capital</b>	₹
295754015 Equity Shares of ₹ 2/- each	<b>59,15,08,030</b>
<b>Paid up Capital</b>	
50630566 Equity Shares of ₹ 2/- each	<b>10,12,61,132</b>

The high and low prices and volume of your Company's scrip at BSE as compared to the high and low of the SENSEX for the Financial Year 2019-2020 are as under:

Month (2019-2020)	BSE		SENSEX		Volume
	High	Low	High	Low	
April, 2019	1,005.25	928.25	39487.45	38460.25	807099
May, 2019	980.00	904.85	40124.96	36956.10	62163
June, 2019	995.80	927.40	40312.07	38870.96	18458
July, 2019	1080.00	949.55	40032.41	37128.26	30059
August, 2019	1175.00	1001.30	37807.55	36102.35	23712
September, 2019	1359.90	1145.00	39441.12	35987.80	69877
October, 2019	1474.50	1215.00	40392.22	37415.83	177204
November, 2019	1480.05	1349.65	41163.79	40014.23	43663
December, 2019	1465.90	1248.65	41809.96	40135.37	46068
January, 2020	1732.30	1337.50	42273.87	40476.55	182819
February, 2020	1950.00	1521.80	41709.30	38219.97	108936
March, 2020	2110.00	993.20	39083.17	25638.9	240394

**Metropolis Healthcare Price Movement Chart–BSE**

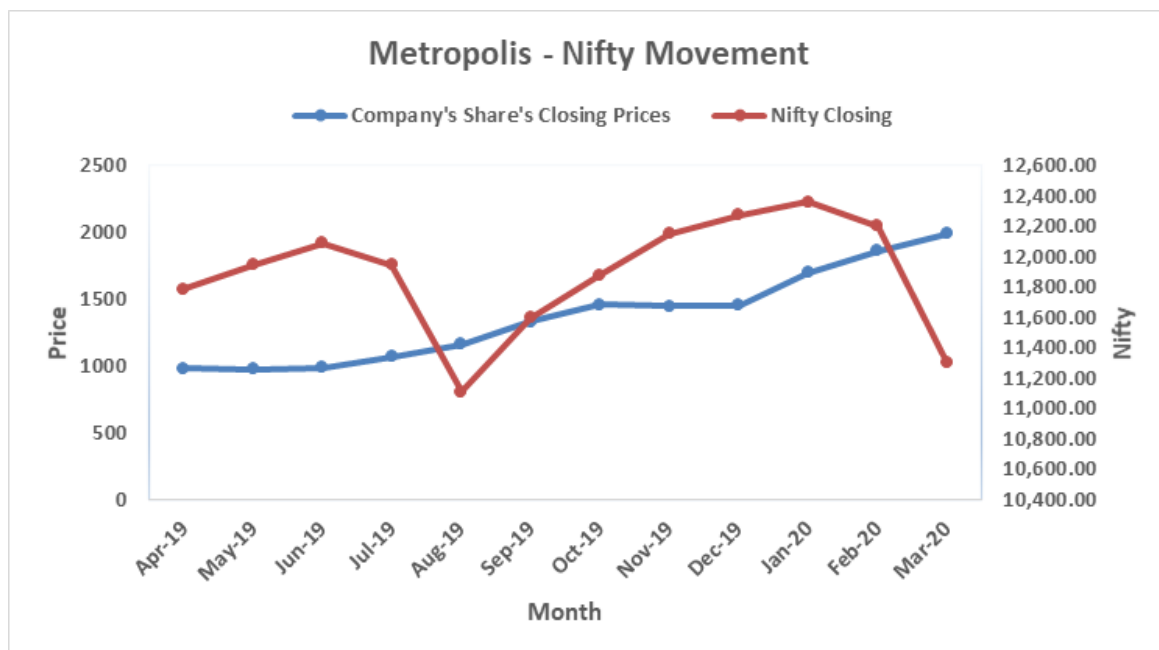


## CORPORATE GOVERNANCE REPORT (Contd.)

The high and low prices and volume of your Company's scrip at NSE as compared to the high and low of the NIFTY for the Financial Year 2019-2020 are as under:

Month (2019-2020)	NSE		NIFTY		Volume
	High	Low	High	Low	
April, 2019	1005.60	927.1	11856.15	11549.10	9385099
May, 2019	980.00	907.00	12041.15	11108.30	1332168
June, 2019	995.95	927.40	12103.05	11625.10	440057
July, 2019	1080.00	946.15	11981.75	10999.40	511989
August, 2019	1174.00	1000.00	11181.45	10637.15	732985
September, 2019	1360.00	1142.30	11694.85	10670.25	785817
October, 2019	1480.00	1218.70	11945.00	11090.15	754151
November, 2019	1488.00	1336.60	12158.80	11802.65	844293
December, 2019	1465.00	1250.00	12293.90	11832.30	761696
January, 2020	1730.00	1340.00	12430.50	11929.60	944585
February, 2020	1950.00	1515.00	12246.70	11175.05	1176726
March, 2020	2109.00	998.05	11433.00	7511.10	2569959

### \*Metropolis Healthcare Price Movement Chart–NSE



\*Price movement is based upon Monthly higher closing price vs. Nifty Monthly Higher Closing

## 9. SHARE TRANSFER SYSTEM

### Nomination Facility for shares held in physical form

Shareholders who hold shares in physical form and wish to make/ change a nomination in respect of their shares in the Company, as permitted under Section 72 of the Companies Act, 2013, may submit request to Registrar and Transfer Agent (RTA) in the prescribed Forms SH-13/SH-14.

### For Shares held in Electronic Form

Shareholders holding shares in electronic form may please note that instructions regarding change of address, bank details, email address, nomination and power of attorney should be given directly to the Depository Participant (DP).

### Number of Shares held in Physical Form

As on March 31, 2020, only Two (2) shares were held in physical form.

## CORPORATE GOVERNANCE REPORT (Contd.)

### Distribution of shareholding as on March 31, 2020

Range	Holders	% to Total Holders	Holding	Amount (₹)	% to Capital
1-500	21342	98.025	570715	1141430	1.1272
501- 1000	140	0.643	104888	209776	0.2072
1001- 2000	102	0.4685	145755	291510	0.2879
2001- 3000	28	0.1286	69653	139306	0.1376
3001- 4000	19	0.0873	66933	133866	0.1322
4001- 5000	15	0.0689	68916	137832	0.1361
5001- 10000	26	0.1194	195281	390562	0.3857
10001 & Above	100	0.4593	49408425	98816850	97.5862
<b>Total</b>	<b>21772</b>	<b>100</b>	<b>50630566</b>	<b>101261132</b>	<b>100</b>

### Shareholding pattern as on March 31, 2020

Sr. No	Category of Shareholders	No. of Shares	% to Total Holding
<b>A.</b>	<b>PROMOTERS</b>	28807536	56.90
<b>B.</b>	<b>PUBLIC SHAREHOLDING</b>		
1.	Alternate Investment Funds	45409	0.09
2.	Clearing Members	81126	0.16
3.	Financial Institutions	1871	0.00
4.	Foreign Company	7179579	14.18
5.	Foreign Portfolio Investors (Corporate)	8170870	16.14
6.	Hindu Undivided Family	35485	0.07
7.	Insurance Companies	2000	0.00
8.	Mutual Funds	3042316	6.01
9.	Non Resident (Non Repatriable)	8359	0.02
10.	Non Resident Indians	28833	0.06
11.	Other Bodies Corporate	1582295	3.13
12.	Public	1643863	3.25
13.	Trust (Employees)	1024	0.00
<b>Total</b>		<b>50630566</b>	<b>100.00</b>

### Top ten equity shareholders of the Company (other than promoters) as on March 31, 2020:

Sr. No.	Name of the Shareholder	Number of equity shares held of ₹ 2/- each	Percentage of holding
1	CA Lotus Investments	71,79,579	14.18
2	Smallcap World Fund, INC	27,80,746	5.49
3	Bright Star Investments Pvt Ltd	14,45,130	2.85
4	UTI - Equity Fund	11,79,868	1.84
5	Aditya Birla Sun Life Trustee Private Limited A/C Aditya Birla Sun Life Equity Fund	15,33,583	1.40
6	Fundsmith Emerging Equities Trust PLC	5,44,334	1.08
7	Wasatch International Opportunities Fund	4,98,039	0.98
8	Grandeur Peak International Opportunities Fund	4,08,000	0.81
9	Destinations International Equity Fund, A Series of Brinker Capital Destinations Trust	3,89,315	0.77
10	Grandeur Peak Emerging Markets Opportunities Fund	3,67,701	0.73

## CORPORATE GOVERNANCE REPORT (Contd.)

### 10. DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Company has established connectivity with Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL) for dematerialisation of shares and the same are available in electronic segment under ISIN: INE112L01020. Equity Shares representing 100% of the Company's Share Capital are dematerialised as on March 31, 2020 except as shown below:

The shares of the Company are regularly traded at both the Stock Exchanges where they are listed, which ensures the necessary liquidity to the shareholders.

Physical and Dematerialised Shares as on March 31, 2020	Shares	% of Total Issued Capital
No. of Shares held in dematerialised form in CDSL	2013535	3.98
No. of Shares held in dematerialised form in NSDL	48617029	96.02
No. of Physical Shares	2	0.00
<b>Total</b>	<b>50630566</b>	<b>100.00</b>

### 11. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY

As on March 31, 2020, there are no GDR/ ADR/ Warrants or any Convertible Instruments pending conversion or any other instruments likely to impact the equity share capital of the Company.

### 12. COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The Company has taken suitable steps from time to time for protecting it against foreign exchange risk(s). The Company does not enter into hedging activities.

As such, the Company is not exposed to any commodity price risk, and hence the disclosure required under Clause 9(n) of Part C of Schedule V in terms of the format prescribed vide SEBI Circular, dated 15th November, 2018, is not required.

### 13. EQUITY SHARES IN THE SUSPENSE ACCOUNT

The Company does not have any equity shares in the suspense account.

### 14. TRANSFER OF UNCLAIMED/UNPAID AMOUNT TO THE INVESTOR EDUCATION AND PROVIDENT FUND

The Company had not declared any dividend for the Financial Year 2012-2013, and therefore, there is no

unpaid / unclaimed dividend for the Financial Year 2012-2013 that is liable to be transferred to the Investor Education and Provident Fund.

### 15. PLANT LOCATION

Since the Company is in the business of service providing, the Company does not have any manufacturing plant. It is a diagnostic Company wherein, it offers a comprehensive range of clinical laboratory testing, profiles & support services to patients, smaller labs, nursing homes and hospitals. Our laboratory network consists of 124 labs (including Global Reference Lab in Mumbai and 13 Regional Reference Labs) and 2,731 Patient Service Centre.

### 16. CREDIT RATING

The Company has obtained credit rating from CRISIL on the following:

#### **Non-Convertible Debentures (NCD) and bank loan facility as on 21 September 2017:**

Rating: CRISIL AA-/stable

The Company has not issued any NCD or availed any bank loan for the year ended on March 31, 2020.

### 17. CEO/CFO CERTIFICATION

The Chief Executive Officer & Chief Financial Officer (CEO & CFO) have certified to the Board with regard to the compliance made by them in terms of Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the said certificate is annexed hereto and forms a part of this Report.

### 18. DECLARATION PURSUANT TO REGULATION 26(3) READ WITH SCHEDULE V OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

In accordance with Regulation 26(3) read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we hereby declare that the Board of Directors and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct as applicable to them for the financial year March 31, 2020 and the compliance certificate by the CEO of the Company in this regard is annexed hereto and forms a part of this Report.

## CORPORATE GOVERNANCE REPORT (Contd.)

### 19. COMPLIANCE CERTIFICATE OF THE AUDITORS

Certificate from the Auditors, M/s Manish Ghia & Associates, Company Secretaries, confirming compliance with conditions of Corporate Governance as stipulated under Regulation 34 read with Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed hereto and forms a part of this Report.

### 20. ADDRESS FOR CORRESPONDENCE:

#### A. Registered Office Address:

Metropolis Healthcare Limited  
250-D, Udyog Bhavan, Hind Cycle Marg,  
Worli, Mumbai -400030  
Tel.: +91 6258 2810  
Fax: NA  
Email Id: secretarial@metropolisindia.com / investor.  
relations@metropolisindia.com  
Website: www.metropolisindia.com

#### B. Company's Registrar and Share Transfer Agent Address:

Link Intime India Private Limited  
C 101, 247 Park, L. B. S. Marg, Vikhroli (West),  
Mumbai - 400 083, Maharashtra, India  
Tel No.: +91-22-4918 6270  
Fax No.: +91-22-4918 6060  
Investor query registration: [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in)

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

**Dr. Sushil Kanubhai Shah**

Chairman & Executive Director  
(DIN: 00179918)

Place: Mumbai

Date: May 29, 2020

## ANNEXURE TO THE CORPORATE GOVERNANCE REPORT

To  
The Members  
**Metropolis Healthcare Limited**  
Mumbai - 400030.

We have examined the compliance of conditions of Corporate Governance by **Metropolis Healthcare Limited**, for the year ended on 31st March 2020 as stipulated under Regulation 34 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations').

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Listing Regulations.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the mandatory conditions of Corporate Governance as stipulated in relevant regulation(s) of above mentioned Listing Regulations.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For **Manish Ghia & Associates**  
Company Secretaries

**Manish L. Ghia**

Partner

M. No. FCS 6252

C.P. No. 3531

Place: Mumbai

Date: May 29, 2020

UDIN: F006252B000297235

## ANNEXURE TO THE CORPORATE GOVERNANCE REPORT

# CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

(Pursuant to Regulation 34 (3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015)

To  
The Members  
**Metropolis Healthcare Limited**  
250 D, Udyog Bhavan, Worli, Mumbai - 400030

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Metropolis Healthcare Limited** having CIN: L73100MH2000PLC192798 and having registered office at 250 D, Udyog Bhavan, Worli, Mumbai - 400030 (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal [www.mca.gov.in](http://www.mca.gov.in)) as considered necessary and explanations furnished to us by the Company & its officers, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2020 has been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

Sr. No	Name of Director DIN	DIN	Date of Appointment in Company
1	Mr. Sushil Kanubhai Shah	00179918	17-08-2005
2	Ms. Ameera Sushil Shah	00208095	06-05-2008
3	Mr. Sanjay Bhatnagar	00867848	07-09-2018
4	Mr. Mihir Jagdish Doshi	01283331	27-03-2015
5	Mr. Vivek Gambhir	06527810	07-09-2018
6	Mr. Milind Shripad Sarwate	00109854	07-09-2018

Ensuring the eligibility for the appointment / continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification. This certificate 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.

For **Manish Ghia & Associates**  
Company Secretaries

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

Place: Mumbai  
Date: May 29, 2020  
UDIN: F006252B000297268