

**Secretarial Compliance Report of L&T METRO RAIL (HYDERABAD) LIMITED
For the Financial Year ended 31.03.2022**

To
L&T Metro Rail (Hyderabad) Limited
Hyderabad Metro Rail Administrative Building
Uppal Main Road, Nagole,
Hyderabad, Telangana, India-500039
Scrip Code: 952316

Dear Sirs,

The provisions of Regulations 16 to 27 of Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 have been made applicable to high value debt listed entities with effect from September 7, 2021 and according, we Kota & Associates have examined:

- a) all the documents and records made available to us and explanation provided by L&T Metro Rail (Hyderabad) Limited ("the Listed entity")
 - b) the filings/ submissions made by the listed entity to the stock exchanges,
 - c) website of the listed entity,
 - d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,
- for the year ended 31.03.2022 ("Review Period") in respect of compliance with the provisions of :

- 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; Not applicable.
- d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - Not applicable to the company during the review period.

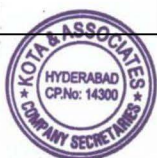


- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 – Not applicable during the period under review.
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- g) Securities and Exchange Board of India(Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations,2013 (Not applicable during the review period) and The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; Not Applicable.
- i) The Securities and Exchange Board of India (Depositories and Participant) Regulations, 2018;
- j) SEBI (Delisting of Equity Shares) (Amendment) Regulations, 2016- *Not applicable*
- k) SEBI (Investor Protection and Education Fund) Regulations, 2009-Not applicable during the reporting period under review.

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, except in respect of matters specified below:-

Sr.No	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1	Regulation 16 to 27 of SEBI(LODR), 2015	--	As regards the compliance of Regulations 17(1) (b) & 23 of SEBI LODR, 2015 made applicable to the company effective September 7, 2021 on a Comply or Explain basis until March 31, 2023, the Company has been providing the necessary explanation in the quarterly compliance report on Corporate Governance submitted to the Stock Exchanges under Regulation 27(2)(a) of SEBI LODR, 2015.



			<p>Note: As per the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, Corporate Governance Report under Reg.27 to be filed with Stock Exchange within 21 days from the end of the quarter i.e. for the 3rd Quarter (October, November and December, 2021) report is to be filed by 21st January, 2022 but it was filed on 1st of February, 2022 by making a delay of 10 days. This was duly communicated with Stock Exchange by the Company as the delay was due to technical issues in the reporting procedure/platform. Further, as per the Regulation 15 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Fifth Amendment) Regulations, 2021, that these provisions shall be applicable to a 'high value debt listed entity' on a 'comply or explain' basis until March 31, 2023 and on a mandatory basis thereafter.</p>
--	--	--	--

- 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 my/our examination of those records.
- c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

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






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

Sr. No.	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
	NA	NA	NA	NA



For Kota& Associates
Company Secretaries

Kota Srinivas
M No. F10597
CP No: 14300

UDIN: F010597D000396686

Place:Hyderabad
Date: 26th May, 2022