



FORM No. MGT-13
COMBINED SCRUTINIZER'S REPORT

(Pursuant to Section 108 & 109 of the Companies Act, 2013 and Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014)

To,
The Chairperson,
9th Annual General Meeting of
Metropolitan Stock Exchange of India Limited
Held on Thursday, 14th September, 2017 at
Banquet Hall, Ground Floor, MCA Recreation Centre,
RG-2, G-Block, Bandra - Kurla Complex, Bandra (East),
Mumbai – 400 051.

Dear Madam,

Sub: Consolidated Scrutinizer's Report of remote e-voting & Poll conducted at the 9th Annual General Meeting of METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED held on Thursday, 14th September, 2017 at 11:30 a.m.

I, Dhrumil Mahendra Shah of M/s Dhrumil M Shah & Co., Practicing Company Secretaries, had been appointed as the Scrutinizer by the Board of Directors of Metropolitan Stock Exchange of India Limited, pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 & 21(2) of the Companies (Management and Administration) Rules, 2014, to conduct the remote e-voting process and to scrutinize the physical ballot forms received from the shareholders in respect of the below mentioned resolutions passed at the 9th Annual General Meeting of Metropolitan Stock Exchange of India Limited held on Thursday, 14th September, 2017 at 11:30 a.m.

The Notice dated 11th August, 2017 along with statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions passed at the Annual General Meeting of the Company.



The Company had availed the e-voting facility offered by Karvy Computershare Private Limited ("Karvy") for conducting remote e-voting by the Shareholders of the Company.

The Company had also provided voting facility to the shareholders present at the Annual General Meeting and who had not cast their vote earlier through remote e-voting facility.

The shareholders of the company holding shares as on the "cut-off" date of 07th September, 2017 were entitled to vote on the resolutions as contained in the Notice of the Annual General Meeting.

The voting period for remote e-voting commenced on Saturday, 09th September, 2017 at 09:00 a.m. (IST) and ended on Wednesday, 13th September, 2017 at 05:00 p.m. (IST) and the Karvy e-voting platform was blocked thereafter.

The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses who were not in the employment of the company and after the conclusion of the voting at the Annual General Meeting the votes cast there under were counted.

I have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the Karvy Computershare Private Limited e-voting system and the ballot forms received respectively.

After the time fixed for closing of the poll by the Chairman, ballot boxes kept for polling were locked in my presence with due identification marks placed by me.

The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.

The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately.



As prescribed in Regulation 2(1)(r) under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012, only the shareholders who are not Trading Members of the Company or their Associates and Agents shall be eligible to vote and recognized for counting of votes, for Item No. 3 (selection of Shareholder Director). Therefore I have not considered the votes cast by Trading members in my report and the same have been treated as invalid for item no 3 (selection of Shareholder Director).

I now submit my consolidated Report as under on the result of the remote e-voting and voting at the meeting in respect of the said Resolutions.

Item No. 1- Ordinary Resolution

To consider and adopt the Standalone and Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2017 and the Reports of the Directors and Auditors thereon.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	1	7920	-
3.	Net valid E-voting	30	71816024	-
4.	E-voting with assent	29	71654989	99.78
5.	E-voting with dissent.	4	161035	0.22

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	3	726420	-
3.	Net valid voting	66	544253295	-
4.	voting with assent	65	544092260	99.97
5.	voting with dissent	4	161035	0.03

Item No. 2- Ordinary Resolution-

To Rectification of Appointment of Auditors M/s. T. R. Chadha & Co. LLP. Chartered Accountants (LLP Identification No. AAF-3926 and Firm Registration No. FRN 006711N/N500028) as Statutory Auditors.



Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	98810	-
3.	Net valid E-voting	29	71725134	-
4.	E-voting with assent	28	71622987	99.86
5.	E-voting with dissent.	4	102147	0.14



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	817310	-
3.	Net valid voting	65	544162405	-
4.	voting with assent	64	544060258	99.98
5.	Voting with dissent.	4	102147	0.02

Item No. 3- Ordinary Resolution-

To Appointment of Mr. Sudhir Bassi (DIN-07819617) as a Shareholder Director of the Company.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	5	133118500	-
3.	Net valid Physical ballot forms	33	340037271	-
4.	Physical ballot forms with assent	33	340037271	100
5.	Physical ballot forms with dissent.	0	0	0



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	3	60050000	-
3.	Net valid E-voting	28	11773944	-
4.	E-voting with assent	24	11569949	98.26
5.	E-voting with dissent.	7	203995	1.74

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	8	193168500	-
3.	Net valid voting	61	351811215	-
4.	voting with assent	57	351607220	99.94
5.	voting with dissent.	7	203995	0.06

Item No. 4- Ordinary Resolution-

Appointment of Mr. Dinesh Kumar Mehrotra (DIN: 00142711), as an Independent Director of the Company.



Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	28	71604989	99.78
5.	E-voting with dissent.	4	161035	0.22



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	64	544042260	99.97
5.	voting with dissent.	4	161035	0.03

Item No. 5- Ordinary Resolution-

Appointment of Mr. Dilip Gopal Patwardhan (DIN: 06914050), as an Independent Director of the Company.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	28	71604993	99.78
5.	E-voting with dissent.	4	161031	0.22

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	64	544042264	99.97
5.	voting with dissent.	4	161031	0.03

Item No. 6- Ordinary Resolution-

Appointment of Mr. Ajai Kumar (DIN: 02446976), as an Independent Director of the Company.



Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	29	71695879	99.90
5.	E-voting with dissent.	3	70145	0.10



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	65	544133150	99.99
5.	voting with dissent.	3	70145	0.01

Item No. 7- Ordinary Resolution-

Appointment of Mr. Ketan Shivji Vikamsey (DIN: 00282877), as an Independent Director of the Company.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	36	472437271	100
5.	Physical ballot forms with dissent.	0	0	0



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	29	71695879	99.90
5.	E-voting with dissent.	3	70145	0.10

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	65	544133150	99.99
5.	voting with dissent.	3	70145	0.01

Item No. 8- Ordinary Resolution-

To Approval of the remuneration payable to Mr. Udai Kumar, Managing Director & Chief Executive Officer of Rs.120 Lacs per annum.



Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	31	471566604	99.96
5.	Physical ballot forms with dissent.	5	170667	0.04

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	1	50000	-
3.	Net valid E-voting	30	71773944	-
4.	E-voting with assent	21	71473446	99.58
5.	E-voting with dissent.	9	300498	0.42



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	3	768500	-
3.	Net valid voting	66	544211215	-
4.	voting with assent	52	543740050	99.91
5.	voting with dissent.	14	471165	0.09

Item No. 9- Ordinary Resolution-

To Increase the Authorised Share Capital and amend the Memorandum of Association of the Company.

Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	34	472390771	99.99
5.	Physical ballot forms with dissent.	2	46500	0.01



E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	29	71704878	99.91
5.	E-voting with dissent.	3	61146	0.09

Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	63	544095649	99.98
5.	voting with dissent.	5	107646	0.02

Item No. 10- Special Resolution-

To authorise the Board for increase in investment limit not exceeding Rs.200 Crore.



Physical Voting

Sr.No.	Particulars	No. of Physical Ballot Form	No. of Shares	% of Assent/ Dissent
1.	Total Physical ballot forms received	38	473155771	-
2.	Less-Invalid Physical ballot forms	2	718500	-
3.	Net valid Physical ballot forms	36	472437271	-
4.	Physical ballot forms with assent	33	374990771	79.37
5.	Physical ballot forms with dissent.	3	97446500	20.63

E-Voting

Sr.No.	Particulars	No. of E-voters	No. of Shares	% of Assent/ Dissent
1.	Total E-voting received	31	71823944	-
2.	Less-Invalid E-voting	2	57920	-
3.	Net valid E-voting	29	71766024	-
4.	E-voting with assent	29	71704878	99.91
5.	E-voting with dissent.	3	61146	0.09



Total

Sr.No.	Particulars	No. of voters	No. of Shares	% of Assent/ Dissent
1.	Total voting received	69	544979715	-
2.	Less-Invalid voting	4	776420	-
3.	Net valid voting	65	544203295	-
4.	voting with assent	62	446695649	82.08
5.	voting with dissent.	6	97507646	17.92

A list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is sent by electronic mode to the Company Secretary of the Company.

The poll papers and all other relevant records were sealed and handed over to the Company Secretary authorized by the Board for safe keeping.

Place: Mumbai

Date: 15th September, 2017



For Dhrumil M Shah & Co


Dhrumil M Shah
Practicing Company Secretary
Mem No. F8021; CP No. 8978

**For Metropolitan Stock
Exchange of India Limited**

Chairperson