



**FORM No. MGT-13**

**Consolidated Report of Scrutinizer**

*[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies (Management and Administration) Rules, 2014]*

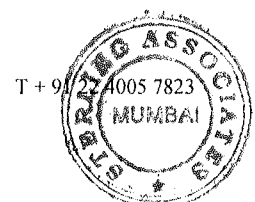
To,

The Chairman of Tenth Annual General Meeting (“AGM”) of Metropolitan Stock Exchange of India Limited (the “Company”) held on Wednesday, September 26, 2018 at 11.30 a.m. at Banquet Hall, Ground floor, MCA Recreation Centre, RG-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051.

Dear Sir,

I, **Ramakant Kini, Advocate**, Partner M/s Sterling Associates, has been appointed as Scrutinizer, by the Board of Directors of the Metropolitan Stock Exchange of India Limited (“Company”) in terms of the provisions of Section 108 and 109(5) of the Companies Act, 2013 (“Act”) read with Rule 20 of the Companies (Management and Administration ) Rules 2014 (“Rules”) for remote e-voting process in respect of the resolutions as set out in the Notice of AGM of the Company dated 13<sup>th</sup> August, 2018 (“Notice”) and also by the Chairman of the AGM for the purpose of the poll taken on the below mentioned resolution(s), at the AGM of the Equity Shareholders of the Company held on, Wednesday, September 26, 2018 at 11.30 a.m. at Banquet Hall, Ground floor, MCA Recreation Centre, RG-2, G-Block, Bandra-Kurla Complex, Bandra (East), Mumbai-400051. Hereby submit my report as under:

1. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013, and Rules relating to voting through electronic means and polling process on the resolutions contained in Notice of the Company. My responsibility as a Scrutinizer for remote e-voting process and polling process is restricted to make a Scrutinizer’s Report of votes cast “in Favour” or “Against” the resolutions stated in the notice, based on poll papers received from the shareholders at the AGM and on the basis of reports generated for remote e-voting from e-voting system provided by Karvy Computershare Private Limited (KARVY) the authorized agency engaged by the Company to provide e-voting facility.



2. The members of the Company as on the cut off/entitlement date i.e. 18<sup>th</sup> September 2018 were entitled to vote on the resolutions as set out in the Notice of the Company for remote e-voting as well as voting in the AGM.
3. As prescribed in aforesaid Rules, the remote e-voting facility was kept open for five days from Friday, 21<sup>st</sup> September, 2018 (9:00 am) to Tuesday, 25<sup>th</sup> September, 2018 (5:00pm).
4. As prescribed in Regulation 2(1)(r) under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2012 (SECC Regulation 2012), only the shareholders who are not Trading Members of the Company or their Associates and Agents were eligible to vote and recognized for counting of votes, for Item No. 2 (selection of Shareholder Director) of the Notice. As confirmed by the management of the Company 1(one) shareholder, who is a Trading Member of the Company has voted electronically for Item No.2 of the Notice and accordingly the vote caste by such shareholder could not be considered for Item No. 2 of the Notice.
5. At the venue of AGM held on 26<sup>th</sup> September 2018, the facility to vote through poll papers had been provided to facilitate those members present at the meeting but could not participate in the remote e-voting to record their votes.
6. After the time fixed for closing of the poll by the Chairman, 1 (One) ballot box kept for polling was sealed in my presence with due identification marks placed by me.
7. The sealed ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. 1(One) Poll paper deposited in the ballot box was considered as invalid.
9. On 26th September 2018 after counting of votes conducted at the venue of the AGM through poll papers, the votes cast through remote e-voting facility was duly unblocked by me as a Scrutinizer in presence of Ninad Awachat and Gauri Khire who acted witnesses who are not in the employment of the Company. They have signed below in confirmation of votes being unblocked in their presence.
10. Based on the poll papers received at the venue of AGM and through remote e-voting ,



I submit the details of consolidated voting as under:

**ORDINARY BUSINESS:**

**Item No. 1**

**1. Adoption of Financial Statements:**

To receive, consider and adopt:

- a. The audited standalone financial statements of the Company for the financial year ended March 31, 2018, together with the Report of the Board of Directors (“the Board”) and Statutory Auditors thereon; and
- b. The audited consolidated financial statements of the Company for the financial year ended March 31, 2018, together with the Report of the Statutory Auditors thereon.

(i) Voted in favour of the resolution:

Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	44	10646050	68.3735
E-voting	15	50207817	99.0175

(ii) Voted against the resolution:

Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	3	4924383	31.6265
E-voting	5	498178	0.9825

(iii) Invalid votes:

Total number of members Voted by poll papers and remote e-voting Whose votes were declared invalid	Total number of votes cast by them
1 (Poll Paper)	20000

**Item No. 2**

To appoint a Director in place of Mr. Sudhir Bassi (DIN: 07819617), Shareholder Director, who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment, subject to approval of Securities and Exchange Board of India.

(i) Voted in favour of the resolution:

Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	45	10898050	69.3241
E-voting	14	251848	35.6586

(ii) Voted against the resolution:

Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	2	4822383	30.6759
E-voting	5	454427	64.3414

(iii) Invalid votes:

Total number of members Voted by poll papers and remote e-voting Whose votes were declared invalid	Total number of votes cast by them
1 (Poll Paper)	20000
1 (E-voting)	50000000*

\* Excluded on account of Regulation 2(1)(r) of SECC Regulations 2012.



**Item No.3**

**Ratification of Appointment of Auditors:**

(i) Voted in favour of the resolution:

Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	45	10748050	69.0286
E-voting	17	50259758	99.122

(ii) Voted against the resolution:

(i) Voting Method	Number of Shareholder	Number of votes cast by them	% of total number of valid votes cast
Poll Papers	2	4822383	30.9714
E-voting	3	445169	0.878

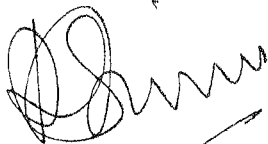
(ii) Invalid votes:

Total number of members Voted by poll papers and remote e-voting Whose votes were declared invalid	Total number of votes cast by them
1 (Poll Paper)	20000



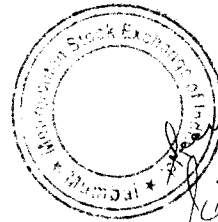
11. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" is enclosed.
12. I hereby confirm that the relevant records with respect to poll papers and remote e-voting is under my safe custody and will be handed over to the Chief Financial Officer of the Company for safe keeping, after the Chairperson of the AGM signs the minutes of the AGM.

For **STERLING ASSOCIATES**



**Ramakant Kim**  
**Partner**

Enrol No.: -Mah/2538/2006



*Order*  
*28/09/18*

Date: 28<sup>th</sup> September 2018

Place: Mumbai