

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 Eleventh (11th) Annual General Meeting (“**AGM**”) of Metropolitan Stock Exchange of India Limited (the “**Company**”) held on Monday, September 23, 2019 at 11.00 a.m. at MIG Cricket Club, 2nd floor, Galaxy Hall, Ramakrishna Paramahans Marg, MIG Colony, Bandra (East), Mumbai, Maharashtra 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 23rd August, 2019 (“**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, Monday, September 23, 2019 at 11.00 a.m. at MIG Cricket Club, 2nd floor, Galaxy Hall, Ramakrishna Paramahans Marg, MIG Colony, Bandra (East), Mumbai, Maharashtra 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. 17th September 2019 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 three days from Friday, 20th September, 2019 (9:00 am) to Sunday, 22nd September, 2019 (5:00pm).
4. As prescribed in Regulation 2(1)(t) under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018, 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 5(five) shareholder, who are Trading Members of the Company has voted for Item No.2 of the Notice and accordingly the vote caste by such shareholder has been considered invalid for Item No. 2 of the Notice.
5. At the venue of AGM held on 23rd September 2019, 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. On 23rd September 2019 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 witnesses and who are not in the employment of the Company.
9. 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. To receive, consider and adoption of Financial Statements, Report on Board of Directors, Statutory Auditor, etc.:

(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	26	3665429	3.5712
E-voting	35	698304836	99.9298

(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	98972220	96.4288
E-voting	5	490342	0.0702

(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
6 (Poll Paper)	5351065

Item No. 2. Re-Appointment of Shareholder Director Mr. Sudhir Bassi (DIN: 07819617)

(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	24	3655429	69.7914
E-voting	30	478598906	99.7748

(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	1582220	30.2086
E-voting	6	1080342	0.2252

(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
7 (Poll Paper)	102751065
4 (e-voting)	219115930

Item No.3. Appointment of M/S. T R Chadha & Co., LLP., Chartered Accountants as the Statutory Auditor

(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	26	101060429	98.4633
E-voting	36	698314836	99.9313

(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	1577220	1.5367
E-voting	4	480342	0.0687

(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
6 (Poll Paper)	5351065

SPECIAL BUSINESS:

Item No. 4. Appointment of Ms. Trishna Guha (DIN: 08200779) as an Independent Director of the Company

(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	20	100918819	98.3253
E-voting	30	694315715	99.8017

(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	8	1718830	1.6747
E-voting	9	1379463	0.1983

(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
6 (Poll Paper)	5351065

Item No. 5. Appointment of Mr. Sonti Venkata Durga Nageswara Rao (DIN: 02105323) as an Independent Director of the Company

(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	24	100755429	98.1662
E-voting	30	694315715	99.8017

(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	4	1882220	1.8338
E-voting	9	1379463	0.1983

(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
6 (Poll Paper)	5351065

Item No. 6. Appointment of Mr. Vijay Sardana (DIN: 01977874) as an Independent Director of the Company

(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	24	3375429	3.288
E-voting	18	614807937	88.3478

(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	5	99282220	96.712
E-voting	22	81087241	11.6522

(iii) Invalid votes:

Total number of members Voted by poll papers and remote e-voting Whose votes were declared invalid	Total number of votes
5 (Poll Paper)	5331065

Item No. 7. Recommend names for appointment of MD & CEO to SEBI for seeking its prior approval

(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	14	2677077	2.6078
E-voting	17	614797937	87.9545

(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	15	99980572	97.3922
E-voting	24	84197241	12.0455

(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
5 (Poll Paper)	5331065

Item No. 8. Approval for Related Party Transactions

(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	23	100997077	98.4043
E-voting	17	614797937	88.3717

(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	4	1637720	1.5957
E-voting	22	80897241	11.6283

(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
7 (Poll Paper)	5353917

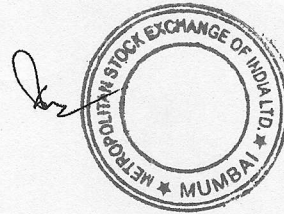


- 11 A Compact Disc (CD) containing a list of equity shareholders who voted "FOR". "AGAINST" is enclosed
- 12 I hereby confirm that the relevant records with respect to poll papers and remote e-voting is under my safe custody and will be handed over to the Company Secretary of the Company for safe keeping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

For **STERLING ASSOCIATES**



Ramakant Kini
Partner
Enrol No. -Mah 2538 2006



Date: 23rd September 2019

Place: Mumbai