

METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED								
Date of the AGM/EGM		01-12-2022						
Total number of shareholders on record date		54077						
through proxy:								
Promoters and Promoter Group:		Not Applicable						
Public:		Not Applicable						
Conferencing								
Promoters and Promoter Group:		0						
Public:		40						
Resolution No.	1							
Resolution required: (Ordinary/ Special)	ORDINARY - To receive, consider and adopt the Audited Financial statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended March 31, 2022 and the Reports of the Board of Directors and Auditors thereon.							
Whether promoter/promoter group are interested in the	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		0	0.00	0	0	0	0.00
Public- Institutions	E-Voting	718,783,832	182,400,000	25.38	182,400,000	0	100.00	0.00
	Poll		93,757,564	13.04	93,757,564	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		276,157,564	38.42	276,157,564	0	100.00	0.00
Public- Non Institutions	E-Voting	4,091,433,201	915,842,092	22.38	915,722,396	119,696	99.99	0.01
	Poll		200,000	0.00	200,000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	Total		916,042,092	22.39	915,922,396	119,696	99.99	0.01
Total	4,810,217,033	1,192,199,656	24.78	1,192,079,960	119,696	99.99	0.01	

Resolution No.	2							
Resolution required: (Ordinary/ Special)	ORDINARY - To appoint a Director in place of Mr. Raghunathan Srinivasa (DIN: 07615088), 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.							
Whether promoter/ promoter group are interested in the	Yes							
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes – in favour (4)	No. of Votes – against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	0	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	*Total		0	0.00	0	0	0.00	0.00
Public- Institutions	E-Voting	718,783,832	0	0.00	0	0	0.00	0.00
	Poll		0	0.00	0	0	0.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	*Total		0	0.00	0	0	0.00	0.00
Public- Non Institutions	E-Voting	4,091,433,201	463,849,154	14.27	463,629,458	219,696	99.95	0.05
	Poll		200,000	0.00	200,000	0	100.00	0.00
	Postal Ballot (if applicable)		0	0.00	0	0	0.00	0.00
	*Total		464,049,154	14.28	463,829,458	219,696	99.95	0.05
*Total	4,810,217,033	464,049,154	9.65	463,829,458	219,696	99.95	0.05	

* Votes cast (in favor of the resolution) by Trading Members and their associates were excluded as per the SECC Reg. to compute the final voting %



FORM No. MGT-13

Consolidated Report of Scrutinizer

[Pursuant to section 108 of the Companies Act, 2013 and rule 20 of the Companies (Management and Administration) Rules, 2014]

To,

Mr. S.V.D. Nageswara Rao,

The Chairman of 14th Annual General Meeting (“**AGM**”) of the Equity Shareholders of Metropolitan Stock Exchange of India Limited (the “**Company**”) held on Thursday, 1st December, 2022 at 02:30 p.m. (IST) through Video Conferencing (“**VC**”) / Other Audio Visual Means (“**OAVM**”).

Sub. : Passing of Resolution(s) through Electronic Voting (voluntarily adopted) pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended, the General Circulars No. 20/2020 dated 5th May, 2020, read with Circulars dated 8th April, 2020, 13th April, 2020, 13th January, 2021 and General Circular No.2/2022 dated 5th May 2022 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the Circular no. SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated 13th May, 2022 issued by the Securities and Exchange Board of India (SEBI) (collectively referred to as "Applicable Circulars")

Dear Sir,

I, **Ramakant Kini, Advocate**, Partner of M/s Sterling Associates have been appointed as Scrutinizer, by the Board of Directors of Metropolitan Stock Exchange of India Limited (“**Company**”) in terms of the provisions of Section 108 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 31st October, 2022 (“**Notice**”) and also by the Chairman of the AGM for the purpose of electronic voting (e-voting) process on the below mentioned resolution(s), proposed at the AGM of the Equity Shareholders of the Company held on, Thursday, 1st December, 2022 at 02:30 p.m. (IST) through VC / OAVM, hereby submit my report as under.

The Applicable Circulars provide for relaxation in the manner in which the AGM will be held including the manner of sending the Notices and Annual Reports to the shareholders and the manner of voting at the meeting, which was necessitated on account of the outbreak of COVID-19 (CORONAVIRUS) pandemic. I say, I am familiar and well versed with the concept of electronic voting system as prescribed under the said Rules and the relaxations as provided in the Applicable Circulars.



As mentioned in the Notice, the proceedings of the 14th AGM will be deemed to be conducted at the Registered Office of Company which shall be the deemed Venue of the AGM.

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 (**remote e-voting**) and electronic voting (**e-voting**) at the AGM on the resolutions contained in Notice of the Company. My responsibility as a Scrutinizer for both remote e-voting process and e-voting process is restricted to make a Scrutinizer's Report of votes cast "in Favour" or "Against" the resolutions stated in the Notice, on the basis of reports generated for remote e-voting and e-voting from e-voting system provided by National Securities Depositories Limited ("**NSDL**") the authorized agency engaged by the Company to provide e-voting facility.
2. The Management has confirmed having sent notices containing the detailed procedure to be followed by the members for casting their votes electronically as provided under Rules.
3. The members of the Company as on the cut off/entitlement date i.e. Thursday, 24th November, 2022 were entitled to vote on the resolutions as set out in the Notice of the Company for remote e-voting as well as e-voting in the AGM.
4. As prescribed in the said Rules, the Company has published an advertisement in newspaper on Thursday, 07th November, 2022 in Financial Express (English) and Navshakti (Marathi). Thereafter, the Company has also published an advertisement before the date of AGM i.e. on Sunday, 23th November, 2022 in Financial Express (English) and Navshakti (Marathi);
5. As prescribed in Regulation 2(1)(t) under Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 ("**SECC 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 (appointment of Shareholder Director).
6. As prescribed in aforesaid Rules, the remote e-voting facility was kept open for three days from Monday, 28th November, 2022 (9:00 a.m.) to Wednesday, 30th November, 2022 (5:00 p.m.).
7. At the Annual General Meeting it was announced that Members who have not exercised their votes through remote e-voting may, if they wish to, may exercise their votes through electronic voting system being provided during the meeting.



8. As per the information given by the Company the names of the shareholders who had voted by remote e-voting through the facility provided by NSDL had been blocked and only those Members who were present at the AGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the AGM.
9. After closure of e-voting at the AGM, the votes cast through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the e-voting website of National Securities Depositories Limited (<https://www.evoting.nsdl.com>) in the presence of two witnesses Mr. Kishor Takmoge and Mr. Arun Vishwakarma, who are not in the employment of the Company.
10. The e-voting data/results downloaded from the e-voting system of NSDL were scrutinized and reviewed, the votes were counted, and the results were prepared.
11. Based on the data downloaded from NSDL e-voting system, I submit the details of consolidated voting as follows:

ORDINARY BUSINESS:

Item No. 1: To receive, consider and adopt the Audited Financial statements (including Audited Consolidated Financial Statements) of the Company for the Financial Year ended 31st March, 2022 and the Reports of the Board of Directors and Auditors thereon) (Ordinary Resolution):

(i) Voted in favour of the resolution:

Number of members voted by e-voting and remote e-voting	Number of valid votes cast by them	% of total number of valid votes cast
111	1192079960	99.99

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of valid votes cast by them	% of total number of valid votes cast
4	119696	0.01

(iii) Invalid votes:

Number of members voted by e-voting and remote e-voting whose votes were declared invalid	Total number of votes cast by them
NIL	NIL

Item no. 1 stands **PASSED** with requisite majority.

Item No. 2: To consider and approve re-appointment of Mr. Raghunathan Srinivasa (DIN: 07615088), as Shareholder Director on the Board of the Company, who retires by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

*Number of members voted by e-voting and remote e-voting	Number of valid votes cast by them	% of total number of valid votes cast
99	463829458	99.95

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of valid votes cast by them	% of total number of valid votes cast
8	219696	0.05

(iii) Invalid votes:

Number of members voted by e-voting and remote e-voting whose votes were declared invalid	Total number of votes cast by them
5	396273494

Item no. 2 stands **PASSED** with requisite majority.

*votes cast (in favour of the resolution) by Trading Members and their associates were excluded as per the SECC Regulations 2018

RESULT: All the resolutions as stated above have been passed with requisite majority.

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" is enclosed.

11. I hereby confirm that the relevant records and electronic data 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

Enrol No.:-Mah/2538/2006

Authorised Signatory

Date: 2nd December, 2022

Place: Mumbai

SA

Sterling Associates

Corporate, Tax and Business Advisory Law Firm

The following were the witnesses to the unblocking of votes cast through Remote e-voting and e-voting at AGM

Hadenose.

[Signature]

Countersigned and received the report
For Metropolitan Stock Exchange of India Limited

Sd/-



Durgesh Kadam
Head-Legal & Company Secretary
F8496
Place: Mumbai
Date : 2nd December, 2022
