

	METROPOLITAN STOCK EXCHANGE OF INDIA LIMITED
Date of the AGM/EGM	20-12-2023
Total number of shareholders on record date	56123
No. of shareholders present in the meeting either in person or through proxy:	
Promoters and Promoter Group:	0
Public:	0
No. of Shareholders attended the meeting through Video Conferencing	
Promoters and Promoter Group:	Not Applicable
Public:	Not Applicable

Resolution No.	1									
Resolution required: (Ordinary/ Special)	ORDINARY - ADOPTION OF FINANCIAL STATEMENTS.									
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	71,87,83,832	27,61,57,564	38.4201	27,61,57,564	0	100.0000	0.0000	0	0
	Poll		15,87,50,000	22.0859	15,87,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,49,07,564	60.506	43,49,07,564	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,09,14,33,201	74,82,93,800	18.2893	74,78,60,657	4,33,143	99.9421	0.0578	0	0
	Poll		4,000	0.0001	4,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		74,82,97,800	18.2894	74,78,64,657	4,33,143	99.9421	0.0579	0	0
	Total	4,81,02,17,033	1,18,32,05,364	24.5978	1,18,27,72,221	4,33,143	99.9634	0.0366	0	0

Resolution No.	2									
Resolution required: (Ordinary/ Special)	ORDINARY - TO CONSIDER AND APPROVE APPOINTMENT OF MR. MANOJ KUNKALIENKAR (DIN: 00019200), AS NON-INDEPENDENT DIRECTOR ON THE BOARD OF THE COMPANY.									
Whether promoter/ promoter group are interested in the agenda/resolution?										
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	Votes Invalid	Votes Abstained

Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	71,87,83,832	27,61,57,564	38.4201	27,61,57,564	0	100.0000	0.0000	0	0
	Poll		15,87,50,000	22.0859	15,87,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,49,07,564	60.506	43,49,07,564	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,09,14,33,201	74,82,24,872	18.2876	74,77,81,729	4,43,143	99.9407	0.0592	0	0
	Poll		4,000	0.0001	4,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		74,82,28,872	18.2877	74,77,85,729	4,43,143	99.9408	0.0592	0	0
	Total	4.81.02.17.033	1.18.31.36.436	24.5963	1.18.26.93.293	4.43.143	99.9625	0.0375	0	

Resolution No.	4
Resolution required: (Ordinary/ Special)	ORDINARY - TO APPOINT MR. RAKESH KUMAR SRIVASTAVA (DIN: 08896124) AS AN (INDEPENDENT DIRECTOR) PUBLIC INTEREST DIRECTOR.

Whether promoter/ promoter group are interested in the agenda/resolution?										
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	Votes Invalid	Votes Abstained
Promoter and Promoter Group	E-Voting	0	0	0.0000	0	0	0.0000	0.0000	0	0
	Poll		0	0.0000	0	0	0.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		0	0.0000	0	0	0.0000	0.0000	0	0
Public- Institutions	E-Voting	71,87,83,832	27,61,57,564	38.4201	27,61,57,564	0	100.0000	0.0000	0	0
	Poll		15,87,50,000	22.0859	15,87,50,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		43,49,07,564	60.506	43,49,07,564	0	100.0000	0.0000	0	0
Public- Non Institutions	E-Voting	4,09,14,33,201	74,82,24,872	18.2876	74,77,81,729	4,43,143	99.9407	0.0592	0	0
	Poll		4,000	0.0001	4,000	0	100.0000	0.0000	0	0
	Postal Ballot (if applicable)		0	0.0000	0	0	0.0000	0.0000	0	0
	Total		74,82,28,872	18.2877	74,77,85,729	4,43,143	99.9408	0.0592	0	0
	Total	4,81,02,17,033	1,18,31,36,436	24.5963	1,18,26,93,293	4,43,143	99.9625	0.0375	0	0



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. Dinesh C Patwari,

The Chairman of 15th Annual General Meeting ("AGM") of the Equity Shareholders of Metropolitan Stock Exchange of India Limited (the "Company") held on Wednesday, 20th December, 2023 at 02:00 p.m. (IST) through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM").

Subject: 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, General Circular No. 02/2022 dated 05th May, 2022, General Circular No. 10/2022 dated 28th December, 2022 and General Circular Nos. 09/2023 dated 09th September, 2023 issued by the Ministry of Corporate Affairs (MCA) and in accordance with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 07th October, 2023 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 20th November, 2023 ("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, Wednesday, 20th December, 2023 at 02:00 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 15th 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. Wednesday, 13th December, 2023, 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 prior to dispatch of Notice i.e. on Thursday, 23rd November, 2023 in Financial Express (English), The Free Press Journal (English), and Navshakti (Marathi) and it carried the required information as specified in the said Rules. Thereafter, the Company has also published an advertisement in newspaper 21 days before the date of AGM i.e. on Tuesday, 28th November, 2023 in Financial Express (English), The Free Press Journal (English) and Navshakti (Marathi) and it carried the required information as specified in the said Rules;
5. As prescribed in Regulation 2(1)(ka) 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 Non-Independent Director).
6. As prescribed in aforesaid Rules, the remote e-voting facility was kept open for three days from Sunday, 17th December, 2023 (9:00 A.M. IST) to Tuesday, 19th December, 2023 (5:00 P.M. IST).



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, 2023 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 votes cast by them	% of total number of valid votes cast
95	1182772221	99.96

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
3	433143	0.04



(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 appointment of Mr. Manoj Kunkalienkar (DIN: 00019200), as Non-Independent 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 votes cast by them	% of total number of valid votes cast
86	628669799	99.93

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
4	443143	0.07

(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	554023494

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



Item No. 3: To appoint Mr. Dinesh C Patwari (DIN: 10060352) as an (Independent Director) Public Interest Director & Chairman of the Company, who not liable to retire by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
91	1182693293	99.96

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
4	443143	0.04

(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. 3 stands **PASSED** with requisite majority.

Item No. 4: To appoint Mr. Rakesh Kumar Srivastava (DIN: 08896124) as an (Independent Director) Public Interest Director, who not liable to retire by rotation. (Ordinary Resolution)

(i) Voted in favour of the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
91	1182693293	99.96

(ii) Voted against the resolution:

Number of members voted by e-voting and remote e-voting	Number of votes cast by them	% of total number of valid votes cast
4	443143	0.04



(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.4 stands PASSED with requisite majority.

12. 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.

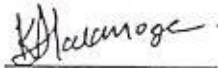
For STERLING ASSOCIATES


Adv. Ramakant Kini
Enrol No.: Mah/2538/2006
Partner



Date: 21st December, 2023
Place: Mumbai

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





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





Durgesh Kadam
Head-Legal & Company Secretary
F8496
Place: Mumbai
Date : 21st December, 2023
