



**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 17<sup>th</sup> Annual General Meeting ("AGM") of the Shareholders of Metropolitan Stock Exchange of India Limited (the "**Company**") held on Tuesday, 16<sup>th</sup> December, 2025 at 11:00 a.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, General Circular Nos. 09/2024 dated 19th September, 2024 and General Circular No. 03/2025 dated September 22, 2025, issued by the Ministry of Corporate Affairs (MCA) and in accordance with the SEBI Circular no. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated 03th October, 2024 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 21<sup>st</sup> November, 2025 ("**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 Shareholders of the Company held on, Tuesday, 16<sup>th</sup> December, 2025 at 11:00 a.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 to the shareholders and the manner of voting at the meeting. 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.

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Sher-e-punjab,  
Andheri - East,  
Mumbai - 400 093.

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As mentioned in the Notice, the proceedings of the 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. Tuesday, 09<sup>th</sup> December, 2025, 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 aforesaid Rules, the remote e-voting facility was kept open for three days from Thursday, 11<sup>th</sup> December, 2025 (9:00 A.M. IST) to Monday, 15<sup>th</sup> December, 2025 (5:00 P.M. IST).
5. 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.
6. 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.
7. 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 Ms. Trupti Singhal, who are not in the employment of the Company.
8. 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.
9. 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

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Financial Statements) of the Company for the Financial Year ended March 31, 2025 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
132	1,67,72,56,190	99.99%

(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
2	9,020	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 appoint a Director in place of Mr. Manoj Kunkalienkar (DIN: 00019200), Non-Independent 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 (SEBI). (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
123	1,00,57,81,626	99.99%

(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
7	1,42,520	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
4	67,13,41,064

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 M/s. Alwyn Jay & Co., Practicing Company Secretaries, (Firm Registration No. P2010MH021500) as the Secretarial Auditors of the Company. (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
130	1,67,71,46,190	99.99%

(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	1,19,020	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. 3 stands **PASSED** with requisite majority.

10. 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. Rajmakant Kini  
Enrol No.: -Mah/2538/2006  
Partner



Date: 16<sup>th</sup> December, 2025  
Place: Mumbai

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

  
Ms. Trupti Singhal

  
Mr. Kishor Takmoge

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

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Durgesh Kadam  
Head-Legal & Company Secretary  
F8496  
Place: Mumbai  
Date: 16<sup>th</sup> December, 2025

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