



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 Extra-Ordinary General Meeting ("EGM") of the Shareholders of Metropolitan Stock Exchange of India Limited (the "**Company**") held on Saturday, 18th January, 2025 at 10:30 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 and General Circular Nos. 09/2024 dated 19th September, 2024 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 EGM of the Company dated 27th December, 2024 ("**Notice**") and also by the Chairman of the EGM for the purpose of electronic voting (e-voting) process on the below mentioned resolution(s), proposed at the EGM of the Shareholders of the Company held on, Saturday, 18th January, 2025 at 10:30 a.m. (IST) through VC / OAVM, hereby submit my report as under.

The Applicable Circulars provide for relaxation in the manner in which the EGM will be held including the manner of sending the Notices 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 EGM will be deemed to be conducted at the Registered Office of Company which shall be the deemed Venue of the EGM.

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 EGM 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. Saturday, 11th January 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 EGM.
4. As prescribed in aforesaid Rules, the remote e-voting facility was kept open for three days from Wednesday, 15th January, 2025 (9:00 A.M. IST) to Friday, 17th January, 2025 (5:00 P.M. IST).
5. At the Extra-Ordinary 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 EGM through VC and who had not voted on remote e-voting were allowed to cast their votes through e-voting system during the EGM.
7. After closure of e-voting at the EGM, the votes cast through e-voting at the EGM and through remote e-voting prior to the date of EGM 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:



SPECIAL BUSINESS:

Item No. 1: Issue and offer of Equity Shares of the Company to Billionbrains Garage Ventures Private Limited, Rainmatter Investments, Securocrop Securities India Private Limited, and Share India Securities Limited on Private Placement basis (Special 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
326	1375144437	80.445

(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
13	334276744	19.555

(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 circulate the Private Placement Memorandum and Application Form for the issuance of equity shares to the identified offerees as per the provisions of the Companies Act, 2013 and the rules made thereunder." (Special 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
324	1374344337	80.436

(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
13	334276744	19.564



(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. 2 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 EGM signs the minutes of the EGM.

For STERLING ASSOCIATES

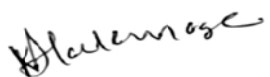

Adv. Ramakant Khar
Enrol.No.:Mah/2538/2006
Authorised Signatory

Date: 18th January, 2025

Place: Mumbai

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





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

Durgesh Kadam
Head-Legal & Company Secretary
F8496
Place: Mumbai
Date: 18th January, 2025
