

23<sup>rd</sup> September, 2014

<p><b>The Secretary</b>  <b>National Stock Exchange of India Ltd.</b>          Exchange Plaza,          Plot no. C/1, G Block,          Bandra-Kurla Complex,          Bandra (E),          Mumbai - 400 051.</p>	<p><b>The Secretary,</b>  <b>BSE Limited,</b>          P. J. Towers,          Dalal Street, Fort,          Mumbai-400 001.</p>
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Dear Sir,

**Sub: Clause 35A- Intimation of the Voting Results on the matter passed through the Postal Ballot process by the members of the Company.**

Ref: Stock Code : MOTILALOFS/ 532892

Pursuant to Clause 35A of Listing Agreement, please find herewith details of the combined voting results (i.e. result of E-Voting and Postal Ballot) of the resolutions passed through the Postal Ballot process by the Members of the Company.

All the resolutions contained in the Postal Ballot Notice are duly approved by the Shareholders with requisite majority as per the report dated 20<sup>th</sup> September, 2014 of Mr. Nandlal Bafna & Co., Practicing Company Secretary, the Scrutinizer, appointed for conducting the Postal Ballot process.

**Agenda-Wise**

Item No.	Details of the Postal Ballot Notice:	Resolution required: (Ordinary/ Special)	Mode of voting: (Show of hands /Poll/Postal Ballot/E-voting)
1.	Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for approving the limits of borrowings.	Special Resolution	E-Voting and Postal Ballot



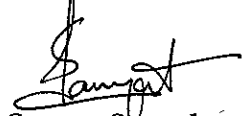
2.	Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for creating mortgage/charge/hypothecation over the assets of the Company.	Special Resolution	E-Voting and Postal Ballot
3.	Special Resolution for approval of related party transaction under Clause 49 of the Listing Agreement entered with stock exchanges, for obtaining loan from and providing security against it to Motilal Oswal Securities Limited, a subsidiary company.	Special Resolution	E-Voting and Postal Ballot
4.	Special Resolution for approval of related party transaction under Clause 49 of the Listing Agreement entered with stock exchanges, for Mortgaging Company's assets for loans availed by Motilal Oswal Securities Limited, a subsidiary company.	Special Resolution	E-Voting and Postal Ballot
5.	Special Resolution u/s 186 of Companies Act, 2013 for investing the funds of the Company for acquiring securities of any other body corporate.	Special Resolution	E-Voting and Postal Ballot

The Voting details are annexed herewith in the prescribed format.

Thanking you,

Yours faithfully,

For Motilal Oswal Financial Services Limited



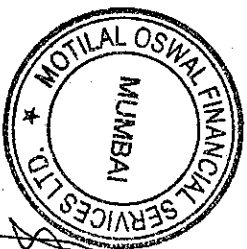
Samrat Sanyal

VP- Company Secretary and Compliance Officer

Encl: As above

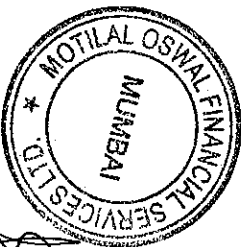
## MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Promoter /Public	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
<b>Resolution No. 1 -Special Resolution u/s 180(1)(c) of the Companies Act, 2013 for approving the limits of borrowings.</b>							
<b>Mode of Voting: (E-voting)</b>							
Promoter and Promoter Group	102409536	101676370	99.28	101676370	0	100.00	0.00
Public Institutional Holders	17701331	9188502	51.91	9188502	0	100.00	0.00
Public-Others	18464058	8847807	47.92	8846502	1305	99.99	0.01
<b>Total (A)</b>	<b>138574925</b>	<b>119712679</b>	<b>86.39</b>	<b>119711374</b>	<b>1305</b>	<b>100.00</b>	<b>0.00</b>
<b>Mode of Voting: (Postal Ballot)</b>							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	2967555	16.76	2967555	0	100.00	0.00
Public-Others	18464058	5693	0.03	4153	1540	72.95	27.05
<b>Total (B)</b>	<b>138574925</b>	<b>2973248</b>	<b>2.15</b>	<b>2971708</b>	<b>1540</b>	<b>99.95</b>	<b>0.05</b>
<b>Result (A+B)</b>	<b>138574925</b>	<b>122685927</b>	<b>88.53</b>	<b>122683082</b>	<b>2845</b>	<b>100.00</b>	<b>0.00</b>



**MOTILAL OSWAL FINANCIAL SERVICES LIMITED**

Promoter /Public	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
Resolution No. 2- Special Resolution u/s 180(1)(a) of the Companies Act, 2013 for creating mortgage/charge/hypothecation over the assets of the Company.							
Mode of Voting: [E-voting]							
Promoter and Promoter Group	102409536	101676370	99.28	101676370	0	100.00	0.00
Public Institutional Holders	17701331	9188502	51.91	9188502	0	100.00	0.00
Public-Others	18464058	8847807	47.92	8846502	1305	99.99	0.01
<b>Total (A)</b>	<b>138574925</b>	<b>119712679</b>	<b>86.39</b>	<b>119711374</b>	<b>1305</b>	<b>100.00</b>	<b>0.00</b>
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	2967555	16.76	2967555	0	100.00	0.00
Public-Others	18464058	5643	0.03	4103	1540	72.71	27.29
<b>Total (B)</b>	<b>138574925</b>	<b>2973198</b>	<b>2.15</b>	<b>2971658</b>	<b>1540</b>	<b>99.95</b>	<b>0.05</b>
<b>Result (A+B)</b>	<b>138574925</b>	<b>122685877</b>	<b>88.53</b>	<b>122683032</b>	<b>2845</b>	<b>100.00</b>	<b>0.00</b>

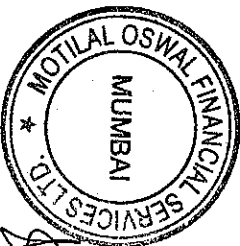


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## MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Promoter /Public	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
Mode of Voting: [E-voting]							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	9188502	51.91	9188502	0	100.00	0.00
Public-Others	18464058	8270307	44.79	8268282	2025	99.98	0.02
<b>Total (A)</b>	<b>138574925</b>	<b>17458809</b>	<b>12.60</b>	<b>17456784</b>	<b>2025</b>	<b>99.99</b>	<b>0.01</b>
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	2967555	16.76	2967555	0	100.00	0.00
Public-Others	18464058	5593	0.03	4053	1540	72.47	27.53
<b>Total (B)</b>	<b>138574925</b>	<b>2973148</b>	<b>2.15</b>	<b>2971608</b>	<b>1540</b>	<b>99.95</b>	<b>0.05</b>
<b>Result (A+B)</b>	<b>138574925</b>	<b>20431957</b>	<b>14.74</b>	<b>20428392</b>	<b>3565</b>	<b>99.98</b>	<b>0.02</b>

Resolution No. 3- Special Resolution for approval of related party transaction under Clause 49 of the Listing Agreement entered with stock exchanges, for obtaining loan from and providing security against it to Motilal Oswal Securities Limited, a subsidiary company.



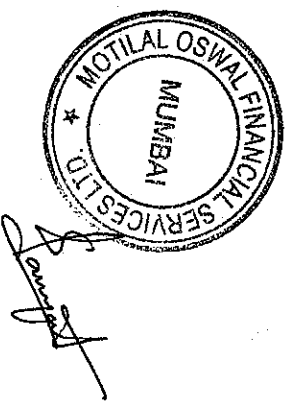
*[Handwritten Signature]*

**MOTILAL OSWAL FINANCIAL SERVICES LIMITED**

Promoter /Public	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
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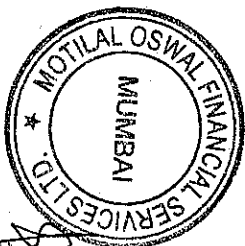
Resolution No. 4- Special Resolution for approval of related party transaction under Clause 49 of the Listing Agreement entered with stock exchanges, for Mortgageing Company's assets for loans availed by Motilal Oswal Securities Limited, a subsidiary company

Mode of Voting: (E-voting)							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	9188502	51.91	9188502	0	100.00	0.00
Public-Others	18464058	8270307	44.79	8268537	1670	99.98	0.02
<b>Total (A)</b>	<b>138574925</b>	<b>17458809</b>	<b>12.60</b>	<b>17457139</b>	<b>1670</b>	<b>99.99</b>	<b>0.01</b>
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	2967555	16.76	2967555	0	100.00	0.00
Public-Others	18464058	5693	0.03	4088	1605	71.81	28.19
<b>Total (B)</b>	<b>138574925</b>	<b>2973248</b>	<b>2.15</b>	<b>2971643</b>	<b>1605</b>	<b>99.95</b>	<b>0.05</b>
<b>Result (A+B)</b>	<b>138574925</b>	<b>20432057</b>	<b>14.74</b>	<b>20428782</b>	<b>3275</b>	<b>99.98</b>	<b>0.02</b>



## MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Promoter /Public	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
<b>Resolution No. 5 - Special Resolution u/s 186 of Companies Act, 2013 for Investing the funds of the Company for acquiring securities of any other body corporate</b>							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102409536	101676370	99.28	101676370	0	100.00	0.00
Public Institutional Holders	17701331	9188502	51.91	9181412	7090	99.92	0.08
Public-Others	18464058	8847807	47.92	8846517	1290	99.99	0.01
<b>Total (A)</b>	<b>138574925</b>	<b>119712679</b>	<b>86.39</b>	<b>119704299</b>	<b>8380</b>	<b>99.99</b>	<b>0.01</b>
Mode of Voting: (Postal Ballot)							
Promoter and Promoter Group	102409536	0	0.00	0	0	0.00	0.00
Public Institutional Holders	17701331	2967555	16.76	2967555	0	100.00	0.00
Public-Others	18464058	5493	0.03	3838	1655	69.87	30.13
<b>Total (B)</b>	<b>138574925</b>	<b>2973048</b>	<b>2.15</b>	<b>2971393</b>	<b>1655</b>	<b>99.94</b>	<b>0.06</b>
<b>Result (A+B)</b>	<b>138574925</b>	<b>122685727</b>	<b>88.53</b>	<b>122675692</b>	<b>10035</b>	<b>99.99</b>	<b>0.01</b>



*[Handwritten Signature]*