

**Motilal Oswal Financial Services Limited** 

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025. Board: +91 22 3980 4200 Fax: +91 22 3312 4997 CIN: L67190MH2005PLC153397

27th July, 2017

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex,
Bandra (E),
Mumbai - 400 051.

The Secretary, BSE Limited, P. J. Towers, Dalal Street, Fort, Mumbai-400 001.

Dear Sir/Madam,

Sub: Voting Results pursuant to Regulation 44(3) of SEBI (LODR) Regulations, 2015

Ref: Motilal Oswal Financial Services Limited (Code: MOTILALOFS/532892)

Pursuant to Regulation 44(3) of the SEBI (LODR) Regulations, 2015, we hereby submit the voting results of the business transacted at the Twelfth Annual General Meeting of the Company held on Thursday, 27<sup>th</sup> July, 2017 at 04.30 p.m. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025. The details are given below:-

- 1. Date of the Annual General Meeting: 27th July, 2017
- 2. Total number of shareholders on record date: 22,269
- 3. No. of shareholders present in the meeting either in person or through proxy:

Promoters and Promoter Group: 3

Public: 65

4. No. of Shareholders attended the meeting through Video Conferencing

Promoters and Promoter Group: Nil Public: Nil

The Agenda wise details of Voting Results and Scrutinizer Report issued by Mr. Umashankar Hegde, Scrutinizer, is also annexed here with.

Request you to take the information on record.

Thanking You,

Yours Faithfully,

For Motilal Oswal Financial Services Limited

Motilal Oswal

**Chairman and Managing Director** 



No. of   No. of votes   No. of vot	1073044	
		Total
		Posta
	21666764	Public Non Institutions
	140075	Poll
		E-Voting
	11562475	Total
		Postal Ballot
	20647019	Public Institutions
		Poll
		E-Voting
	101700610	Total
		Group Postal Ballot
No. of votes       % of Votes Polled       % of Votes in         No. of votes       on outstanding       No. of Votes       No. of Votes       favour on votes         polled       shares       - in favour       -Against       polled         [2]       [3]={[2]/[1]}*100       [4]       [5]       [6]={[4]/[2]}*100         101700610       99.3522       101700610       0       0.0000         0       0.0000       0       0       0.0000	102363700	Promoter and Promoter
No. of votes       % of Votes Polled       % of Votes in         No. of votes       % of Votes in         No. of votes       No. of Votes       favour on votes         polled       shares       - in favour       -Against       polled         [2]       [3]={[2]/[1]}*100       [4]       [5]       [6]={[4]/[2]}*100         101700610       99.3522       101700610       0       100.0000	0	Poll
% of Votes Polled No. of votes Favour on votes F		E-Voting
% of Votes Polled No. of votes on outstanding No. of Votes No. of Votes favour on votes polled shares — in favour —Against polled	[2]	
No. of votes on outstanding No. of Votes No. of Votes favour on votes		
% of Votes Polled % of Votes in	No. of votes	
		Voting
ested in	e of	Category Mode of
	o are interested in	Whether promoter/ promoter group are interested in the agenda/resolution?
1 - Adoption of Annual Financial Statement for the Financial Year 2016-17 together with report of Board of Directors and Auditors thereon	1 - Adoption of Annual F Directors and Auditors t	Resolution Required : Ordinary
Motilal Oswal Financial Services Limited	Motilal Oswal Finar	





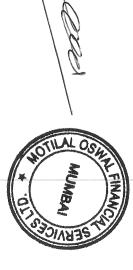
0.0000	100.0000	0	124043805	85.7382	124043805	144677483		Total
	100.0000	0	10730449	49.5249	10730449		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						21666764		Public Non Institutions
0.0000	100.0000	0	140075	0.6465	140075		Poll	
0.0000	100.0000	0	10590374	48.8784	10590374		E-Voting	
0.0000	100.0000	0	11612746	56.2442	11612746		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						20647019		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	11612746	56.2442	11612746		E-Voting	
0.0000	100.0000	0	101700610	99.3522	101700610		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						102363700		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	101700610	99.3522	101700610		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	– in favour	shares	polled	shares held		
% of Votes against	otes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
					MARGANI GENERAL		Mode of	Category
						terested in	ter group are in	Whether promoter/ promoter group are interested in the agenda/resolution?
im dividend paid @	2 - Declaration of final dividend of Rs. 3 per equity share and confirmation of the interim dividend paid @ Rs. 2.50 per equity share to its equity shareholders for the year ended 31st March, 2017	share and conf	ty shareholders	of final dividend of R uity share to its equi	2 - Declaration Rs. 2.50 per eq		ary	Resolution Required : Ordinary
		ווונפט	VICES LIII	Motilal Oswal Financial Services Li	lai Oswa	IOIAI		
			Sicos lim	Financial Co.		740+		



5.3055	94.6945	6098821	108854444	79.4548	114953265	144677483		Total
0.0000	100.0000	0	3126439	14.4297	3126439		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						21666764	-	Public Non Institutions
0.0000	100.0000	0	140075	0.6465	140075		Poll	
0.0000	100.0000	0	2986364	13.7832	2986364		E-Voting	
60.2280	39.7720	6098821	4027395	49.0444	10126216		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
	:					20647019		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
60.2280	39.7720	6098821	4027395	49.0444	10126216		E-Voting	
0.0000	100.0000	0	101700610	99.3522	101700610		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						102363700		Proffloter and Proffloter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	101700610	99.3522	101700610		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	– in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in		,	% of Votes Polled			Voting	
			OCCUPAÇÃO O TRANSPORTO				Mode of	Category
								the agenda/resolution?
						iterested in	ter group are ir	Whether promoter/ promoter group are interested in
retires by rotation	3 - Re-appointment of Mr. Navin Agrawal (DIN: 00024561), Non Executive Director who retires by rotation	)24561), Non E	rawal (DIN: 000	ment of Mr. Navin Ag	3 - Re-appoint		ary	Resolution Required : Ordinary
		ited	vices Lim	Motilal Oswal Financial Services Limited	ilal Oswa	Mot		



		Mot	ilal Oswa	Motilal Oswal Financial Services Li	vices Lim	imited		
						•		
Resolution Required : Ordinary	nary		4 - Appointme	4 - Appointment of Statutory Auditors and fix their remuneration	ors and fix their	remuneration		
Whether promoter/ promoter group are interested in	iter group are in	nterested in	•					
the agenda/resolution?								Management and the second seco
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	2255.66	101700610	0	100.0000	0.0000
	E-Voting		11612746	56.2442	11583159	29587	99.7452	0.2548
	Poll		0	00000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11612746	56.2442	11583159	29587	99.7452	0.2548
	E-Voting		10590374	48.8784	10590374	0	100.0000	0.0000
	Poll		140065	0.6465	140065	0	100.0000	0.0000
Public Non Institutions		21666764						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10730439	49.5249	10730439	0	100.0000	0.0000
Total		144677483	124043795	85.7381	124014208	29587	99.9761	0.0239



6.6529	93.3471	8153582	114403693	84.7107	122557275	144677483		Total
0.0000	100.0000	0	10730449	49.5249	10730449		Total	-
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						21666764		Public Non Institutions
0.0000	100.0000	0	140075	0.6465	140075		Poll	
0.0000	100.0000	0	10590374	48.8784	10590374		E-Voting	
80.5195	19.4805	8153582	1972634	49.0444	10126216		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						20647019		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
80.5195	19.4805	8153582	1972634	49.0444	10126216		E-Voting	
0.0000	100.0000	0	101700610	99.3522	101700610	i	Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
						102363700		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	101700610	99.3522	101700610		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	– in favour	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes No. of Votes	on outstanding	No. of votes	No. of		
	% of Votes in			% of Votes Polled			Voting	
		and a supervision of the					Mode of	Category
								the agenda/resolution?
						terested in	ter group are in	Whether promoter/ promoter group are interested in
of the Company	ndependent Director	78566) as an lı	anjpe (DIN:033	5 - Re-appointment of Mr. Vivek Paranjpe (DIN:03378566) as an Independent Director of the Company	5 - Re-appoint		a	Resolution Required : Special
		ited	vices Lim	<b>Motilal Oswal Financial Services Limited</b>	ilal Oswa	Mot		
				1				





		Mot	ilal Oswa	Motilal Oswal Financial Services Lir	vices Lim	mited		
Resolution Required : Special	<u>a</u>		6 - Re-appoint	ment of Mr. Praveen	Tripathi (DIN: C	)3154381) as ar	6 - Re-appointment of Mr. Praveen Tripathi (DIN: 03154381) as an Independent Director of the Company	or of the Company
Whether promoter/ promoter group are interested in	ter group are in	terested in						
the agenda/resolution?								
Category	Mode of		mat no series					
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	<ul><li>in favour</li></ul>	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	99.3522	101700610	0	100.0000	0.0000
	E-Voting		11612746	56.2442	11612746	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11612746	56.2442	11612746	0	100.0000	0.0000
	E-Voting		10590374	48.8784	10590374	0	100.0000	0.0000
	Poll		140075	0.6465	140075	0	100.0000	0.0000
Public Non Institutions		21666764						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10730449	49.5249	10730449	0	100.0000	0.0000
Total		144677483	124043805	85.7382	124043805	0	100.0000	0.0000





		Mot	ilal Oswa	Motilal Oswal Financial Services Li		mited		
Becolution Required · Special	<u>u</u>		7 - Re-appoint	ment of Ms. Sharda A	garwal (DIN: 0	0022814) as an	7 - Re-appointment of Ms. Sharda Agarwal (DIN: 00022814) as an Independent Director of the Company	r of the Company
Whether promoter/ promoter group are interested in	ter group are in							•
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled		244000000000000000000000000000000000000	% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	99.3522	101700610	0	100.0000	0.0000
	E-Voting		11612746	56.2442	11612746	0	100.0000	0.0000
	Poll		0	00000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11612746	56.2442	11612746	0	100.0000	0.0000
	E-Voting		10590374	48.8784	10590374	0	100.0000	0.0000
	Poll		140075	0.6465	140075	0	100.0000	0.0000
Public Non Institutions		21666764						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10730449	49.5249	10730449	0	100.0000	0.0000
Total		144677483	124043805	85.7382	124043805	0	100.0000	0.0000



0.0520	99.9480	64525	123979280	85.7382	124043805	144677483		Total
0.0000	100.0000	0	10730449	49.5249	10730449		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						21666764		Public Non Institutions
0.0000	100.0000	0	140075	0.6465	140075		Poll	
0.0000	100.0000	0	10590374	48.8784	10590374		E-Voting	
0.5556	99.4444	64525	11548221	56.2442	11612746		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	
						20647019		Public Institutions
0.0000	0.0000	0	0	0.0000	0		Poll	
0.5556	99.4444	64525	11548221	56.2442	11612746		E-Voting	
0.0000	100.0000	0	101700610	99.3522	101700610		Total	
0.0000	0.0000	0	0	0.0000	0		Postal Ballot	Group
	30.000					102363700		Promoter and Promoter
0.0000	0.0000	0	0	0.0000	0		Poll	
0.0000	100.0000	0	101700610	99.3522	101700610		E-Voting	
[7]={[5]/[2]}*100	[6]={[4]/[2]}*100	[5]	[4]	[3]={[2]/[1]}*100	[2]	[1]		
on votes polled	polled	-Against	<ul><li>in favour</li></ul>	shares	polled	shares held		
% of Votes against	favour on votes	No. of Votes	No. of Votes	on outstanding	No. of votes	No. of		
				% of Votes Polled			Voting	
		and the state of t					Mode of	Category
							-	the agenda/resolution?
						nterested in	ter group are ir	Whether promoter/ promoter group are interested in
leemable Non-	8 - Authorization to offer or invite subscription, issue and allot Secured/Unsecured Redeemable Non- Convertible Debentures ("NCDs") on Private Placement basis, aggregating up to Rs. 1000 Crores	ue and allot Se ment basis, agg	ubscription, iss n Private Place	8 - Authorization to offer or invite subscription, is: Convertible Debentures ("NCDs") on Private Place	8 - Authorizati Convertible De		al	Resolution Required : Special
		nited	vices Lim	Motilal Oswal Financial Services Lim	ilal Oswa	Mot		





		Mot	ilal Oswa	Motilal Oswal Financial Services Limited	rvices Lim	ited		
			9 - Approval of	f Motilal Oswal Finan	cial Services Lin	nited - Employe	9 - Approval of Motilal Oswal Financial Services Limited - Employees Stock Option Scheme – VIII for	me – VIII for
Whether promoter/ promoter group are interested in	ter group are in	terested in	Issualice of Sic	issuance of stock Options to employees of the company	Account the con	Fariy		
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled		<b>A</b> ITS-KONTRESKO	% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	00000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	2255:66	101700610	0	100.0000	0.0000
	E-Voting		10126216	49.0444	3771148	6355068	37.2414	62.7586
	Poll		0	00000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10126216	49.0444	3771148	6355068	37.2414	62.7586
	E-Voting		10590374	48.8784	10590374	0	100.0000	0.0000
	Poll		140075	0.6465	140000	75	99.9465	0.0535
Public Non Institutions		21666764						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10730449	49.5249	10730374	75	99.9993	0.0007
Total		144677483	122557275	84.7107	116202132	6355143	94.8146	5.1854



		Mot	ilal Oswa	Motilal Oswal Financial Services Lim	rvices Lim	ited		
			10 - Approval	10 - Approval of Motilal Oswal Financial Services Li	ncial Services Li	mited - Employ	imited - Employees Stock Option Scheme – VIII for	eme – VIII for
	<u>s</u>		Issuance of Sto	ock Options to the em	າployees of pre	sent/ future su	Issuance of Stock Options to the employees of present/ future subsidiary companies/holding Company the	olding Company the
	2							
Whether promoter/ promoter group are interested in	ter group are ir	terested in						
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	– in favour	–Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Giodo	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	99.3522	101700610	0	100.0000	0.0000
	E-Voting		10126216	49.0444	3771148	6355068	37.2414	62.7586
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10126216	49.0444	3771148	6355068	37.2414	62.7586
	E-Voting		10590374	48.8784	10590374	0	100.0000	0.0000
	Poll		140075	0.6465	140000	75	99.9465	0.0535
Public Non Institutions		21666764			-	-		-
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		10730449	49.5249	10730374	75	99.9993	0.0007
Total		144677483	122557275	84.7107	116202132	6355143	94.8146	5.1854





		Moti	ilal Oswa	Motilal Oswal Financial Services Limited	rvices Lim	ited		
Resolution Required : Special	al		11 - Payment	11 - Payment of Remuneration to Non-Executive		Directors		
Whether promoter/ promoter group are interested in	ter group are in	terested in						
the agenda/resolution?								
Category	Mode of							
	Voting			% of Votes Polled			% of Votes in	
		No. of	No. of votes	on outstanding	No. of Votes	No. of Votes	favour on votes	% of Votes against
		shares held	polled	shares	<ul><li>in favour</li></ul>	-Against	polled	on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
	E-Voting		101700610	99.3522	101700610	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Promoter and Promoter		102363700						
Group	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		101700610	99.3522	101700610	0	100.0000	0.0000
	E-Voting		11612746	56.2442	11612746	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
Public Institutions		20647019						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		11612746	56.2442	11612746	0	100.0000	0.0000
	E-Voting		2986364	13.7832	2986364	0	100.0000	0.0000
	Poll		140075	0.6465	140075	0	100.0000	0.0000
Public Non Institutions		21666764						
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total	-	3126439	14.4297	3126439	0	100.0000	0.0000
Total		144677483	116439795	80.4823	116439795	0	100.0000	0.0000



# UMASHANKAR K. HEGDE

#### PRACTICING COMPANY SECRETARY

#### Consolidated Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and the Companies (Management and Administration) Rules, 2014 as amended]

To,
The Chairman
12th Annual General Meeting (AGM) of the Equity Shareholders
MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Date of Meeting: July 27,2017 Time of Meeting: 4.30 p.m.

Venue: Motilal Oswal Tower, Rahimtullah Sayani Road , Opposite Parel S.T. Depot ,

Prabhadevi, Mumbai 400 025

Dear Sir,

I ,Umashankar Hegde , Practicing Company Secretary having my office at B-401, Janki Niwas,Shree Rambalakdas Nagri CHS, Tapovan , Malad(E), Mumbai 400 097, was appointed as the Scrutinizer of Motilal Oswal Financial Services Limited for remote evoting & voting by poll at the Annual General Meeting in respect of below mentioned resolutions considered at 12th Annual General Meeting of Equity Shareholders of the Company as per notice dated June 20,2017.

The Notice dated June 20, 2017 convening the AGM along with the statement setting out material facts under Section 102 of the Companies Act, 2013 were sent to the shareholders in respect of the below mentioned resolutions considered at the AGM of the Equity Shareholders of the Company held on July 27,2017.

The Company had availed the remote e - voting facility offered by Central Depository Services (India) Limited (CDSL) for facilitating remote e-voting to the Shareholders of the Company. The Company also provided voting by physical ballot (Poll) at the venue of the Annual General Meeting to those members who attended the Annual General Meeting and who had not voted electronically.

The Shareholders of the Company holding shares of the Company as on the "cut-off" date of 21st July, 2017 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

UMASHANKAR K. HEGDE

PRACTICING COMPANY SECRETARY

ACS. NO.- 22133

COP NO.-11161

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097 Mobile No: 09226206821/08454826250, website: www.csuhegde.in email: csumashankar.hegde@gmail.com, uhegdeassociates@gmail.com.

The period for remote e-voting commenced on Monday, July 24, 2017 and ended on Wednesday, July 26, 2017.

After the end of the remote e-voting period i.e. on Wednesday July 26, 2017, I was provided access to details of the members who had opted for e-voting. The details such as the name of the member, folio no., and number of shares held by the member could be seen to ensure that these members do not vote again at the AGM. However the manner in which the votes were cast by the members were not available.

Further, the Chairman announced the voting through physical ballot (poll) at the AGM Venue for the Shareholders who attended the meeting and had not cast their vote earlier through remote e-voting.

After the time fixed for closing of the poll by the Chairman, One (1) ballot box kept for polling was locked in our presence with due identification marks placed by me.

The locked ballot box was subsequently opened in the presence of two witnesses, who were not in the employment of the Company.

The poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by Link Intime India Private Limited, Registrar and Transfer Agents of the Company and the authorization/proxies lodged with the Company.

The poll papers, which were otherwise found defective have been treated as invalid and kept separately.

The votes cast through e-voting were unblocked after the Annual General Meeting in the presence of two witnesses, who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

S.K.d.gole Name: Sovieta H Name: Anuradha - 4.

I, have scrutinized and reviewed the remote e-voting and votes tendered therein based on the data downloaded from the e-voting website of CDSL and also the ballot forms received during the poll process at the Annual General Meeting.

> UMASHANKAR K. HEGDE PRACTICING COMPANY SECRETARY ACS. NO.- 22133 COP NO.-11161

# The Consolidated Report on the result of the remote e-voting and voting at the meeting through poll (physical ballot) in respect of the said Resolutions is as under:

#### Resolution No.1: Ordinary Resolution

To consider and adopt the audited financial statement of the Company and consolidated audited financial statement of the Company as at 31st March, 2017.

### (i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	107	123,853,459	100
Physical Ballot	23	140,075	100
Total	130	123,993,534	100

#### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

#### (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHANKAR K. HEGDE
PRACTICING COMPANY SECRETARY
ACS. NO. - 22133
COP NO. - 17161

### Resolution No.2: Ordinary Resolution

To declare a final dividend of Rs.3.00/- per equity share and confirm the interim dividend paid @ Rs.2.50/-per equity share to its equity shareholders for the year ended March 31,2017.

#### (i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	110	123,903,730	100
Physical Ballot	23	140,075	100
Total	133	124,043,805	100

# (ii) Voted **against** the resolution:

Type of Voting	Number of members	Number of votes cast by	% of total
	voted	them	number of valid
			votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

#### (iii) Invalid votes:

Particulars	Total number of memb voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHANKAR K. HEGDE
PRACTICING COMPANY SECRETARY
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## Resolution No.3: Ordinary Resolution

To appoint a Director in place of Mr.Navin Agarwal (DIN: 00024561) who retired by rotation and being eligible offers himself for re-appointment.

## (i) Voted in favor of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	60	108,714,369	94.69
Physical Ballot	23	140,075	100
Total	83	108,854,444	94.69

# (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	47	6,098,821	5.31
Physical Ballot	0	0	0
Total	47	6,098,821	5.31

### (iii) Invalid votes:

Particulars	Total number of voted.	of members	Total number of votes cast by them
Remote e-Voting	0		0
Physical Ballot	0		0

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# Resolution No.4: Ordinary Resolution

To Appoint M/s Walker Chandiok & Co, LLP, Chartered bearing registration no -001076N /N500013 Accountants as Statutory Auditors in place of retiring auditors M/s Haribhakti & CO. LLP Chartered Accountants (Registration No. 103523W/W100048) as the Statutory Auditors of the Company.

# (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	109	123,874,143	00.00
Physical Ballot	23		99.98
Total	132	140,065	100
	132	124,014,208	99.98

# (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	1	29,587	
Physical Ballot	0	27,367	0.02
Total	1	U	0
	[ <del>_</del>	29.587	0.02

# (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting Physical Ballot	0	0
	0	0

UMASHANKAR K. HEGDE

COMPANY SECRETARY

ACS. NO. 11161

# Resolution No.5: Special Resolution:

Re-appointment of Mr. Vivek Pranajpe (DIN: 00378566) as an Independent Director of the Company.

#### (i) Voted **in favour** of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	47	114,263,618	93.34
Physical Ballot	23	140,075	100
Total	70	114,403,693	93.35

### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	61	8,153,582	6.66
Physical Ballot	0	0	0
Total	61	8,153,582	6.65

#### (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHANKAR K. HEGDE

PRACTICING CONT. TO SECRETARY

ACS. NO. 22133

COP NO. 11161

## Resolution No 6: Special Resolution:

Re-appointment of  $\,$  Mr. Praveen Tripathi ( DIN: 03154381) as an Independent Director of the Company.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	110	123,903,730	100
Physical Ballot	23	140,075	100
Total	133	124,043,805	100

## (ii) Voted against the resolution:

Type of Voting	Number of members	Number of votes cast by	% of total
	voted	them	number of valid
			votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

#### (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHANKAR K. HEGDE PRACTICING COMPANY SECRETARY ACS. NO.- 22133

COP NO.-11161

# Resolution No 7: Special Resolution:

Re-appointment of Ms. Sharda Agarwal (DIN: 00022814) as an Independent Director of the Company.

#### Voted in favour of the resolution: (i)

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Devete a Voting	110	123,903,730	100
Remote e-Voting	23	140,075	100
Physical Ballot Total	133	124,043,805	100

# (ii) Voted against the resolution:

Number of members voted	Number of votes cast by them	% of total number of valid votes cast
0	0	0
0	0	0
0	0	0
		Ham

#### Invalid votes: (iii)

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

untigle UMASHANAAR K. HEGDE PRACTICING COMPANY SECRETARY ACS. NO.- 22133

COP NO.-11161

### Resolution No 8: Special Resolution

Authorisation to offer or invite subscription, issue and allot Secured/ Unsecured Reedemable Non Convertible Debentures (NCDs) including but not limited to subordinated debentures, bonds and or other debt securities etc. aggregating up to Rs.1,000 Crores.

## (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	104	123,839,205	99.95
Physical Ballot	23	140,075	100
Total	127	123,979,280	99.95

#### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	6	64,525	0.05
Physical Ballot	0	0	0
Total	6	64,525	0.05

#### (iii) Invalid votes:

Particulars	Total number of member voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHAMMAR K. HEGDE PRACTICING COMPANY SECRETARY

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ACS. NO.- 22133 COP NO.-11161

## Resolution No 9: Special Resolution

Approval of Motilal Oswal Financial Services Limited - Employees Stock Option Scheme - VIII for Issuance of Stock Option to employees of the Company .

# (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	50	116,062,132	94.81
Physical Ballot	22	140,000	99.95
Total	72	116,202,132	94.81

## (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	58	6,355,068	5.19
Physical Ballot	1	75	0.05
Total	59	6,355,143	5.19

#### (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHIN K. HEGDE
PRACTICING LUNG NY SECRETARY

ACS. NO.- 22133 COP NO.-11161

### Resolution No 10: Special Resolution

Approval of Motilal Oswal Financial Services Limited – Employees Stock Option Scheme – VIII for Issuance of Stock Option to employees of the present/future Subsidiary Companies /Holding Company of the Company.

### (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	50	116,062,132	94.81
Physical Ballot	22	140,000	99.95
Total	72	116,202,132	94.81

### (ii) Voted against the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	58	6,355,068	5.19
Physical Ballot	1	75	0.05
Total	59	6,355,143	5.19

#### (iii) Invalid votes:

Particulars	Total number of members voted.	Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

UMASHANKAK K. HEGDE
PRACTICING COWNENY SECRETARY
ACS. No.- 22133

COP NO.-11161

#### Resolution No 11: Special Resolution

Payment of Remuneration to Non Executive Directors.

#### (i) Voted in favour of the resolution:

Type of Voting	Number of members voted	Number of votes cast by them	% of total number of valid votes cast
Remote e-Voting	109	116,299,720	100
Physical Ballot	23	140,075	100
Total	132	116,439,795	100

#### (ii) Voted against the resolution:

<u> </u>			
Type of Voting	Number of members	Number of votes cast by	% of total
	voted	them	number of valid
			votes cast
Remote e-Voting	0	0	0
Physical Ballot	0	0	0
Total	0	0	0

#### (iii) Invalid votes:

Particulars	Total number of memi	bers Total number of votes cast by them
Remote e-Voting	0	0
Physical Ballot	0	0

All the resolutions stated above from 01 to 11 have been passed with requisite majority

The Register, all other papers and relevant records relating to electronic voting and physical ballot (poll) paper, shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid Annual General Meeting, after which the same will be handed over to the Company Secretary for safe keeping.

Thanking You, Yours faithfully,

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Umashankar K Hegde

(Scrutinizer for 12th AGM)

UMASHANKAR K. HEGDE PRACTICING COMPANY SECRETARY

ACS. No.- 22133 COP NO.-11161 Place : Mumbai Date: July 28,2017