

Motilal Oswal Financial Services Ltd.
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

10th August, 2015

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

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

Dear Sir/Madam,

Sub: Disclosure of Voting Results of the 10th Annual General Meeting of the Company held on 8th August, 2015 as per the requirement of the Clause 35A of the Listing Agreement

Ref: Stock Code: 532892/MOTILALOF5

Pursuant to Clause 35A of Listing Agreement, please find herewith details of the combined voting results (i.e. result of remote e-voting alongwith the poll conducted) of Annual General Meeting (AGM) of the Company held on 8th August, 2015 at 2.30 p.m. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025. All the items of business contained in the Notice of AGM were transacted and approved by the Shareholders with requisite majority.

Details of Voting Results

Date of Annual General Meeting	8 th August, 2015
Total number of shareholders on record date	10,250
No. of shareholders present in the meeting either in person or through proxy	52
Promoters and Promoter Group:	3
Public:	49
No. of Shareholders attended the meeting through Video Conferencing	Not Arranged
Promoters and Promoter Group:	
Public:	

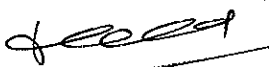
Agenda-Wise

Item No.	Details of the Agenda	Resolution required: (Ordinary/Special)	Mode of voting: (Show of hands /Poll/Postal ballot/E-voting)
1.	Adoption of Audited Financial Statement for the Financial Year 2014-15 together with report of Board of Directors and Auditors thereon.	Ordinary Resolution	E-Voting and Poll
2.	Declaration of Final Dividend of Re. 1 per equity share and confirmation of Interim Dividend of Rs. 2 per equity share for year ended 31st March, 2015.	Ordinary Resolution	E-Voting and Poll
3.	Reappointment of Mr. Motilal Oswal, Chairman and Managing Director, liable to retire by rotation.	Ordinary Resolution	E-Voting and Poll
4.	Re-appointment of M/s. Haribhakti & Co. LLP as Statutory Auditors of the Company for financial year 2015-16.	Ordinary Resolution	E-Voting and Poll
5.	Authority for offering or Inviting subscription to the Secured/Unsecured Redeemable Non-Convertible Debentures up to Rs. 1000 crores on Private Placement basis to be listed on stock exchange(s).	Special Resolution	E-Voting and Poll
6.	Approval to Material Subsidiary, Motilal Oswal Securities Limited for Selling, Leasing and Disposing of its Assets in excess of twenty percent of its total assets, in any financial year.	Special Resolution	E-Voting and Poll

The Voting details are annexed herewith in the prescribed format.

Thanking you,

Yours faithfully,
For Motilal Oswal Financial Services Limited

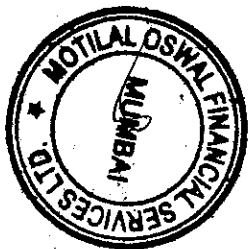

Motilal Oswal
Chairman and Managing Director
(DIN: 00024503)

Encl: As above

Motilal Oswal Financial Services Limited

Resolution No:1. Adoption of Annual Financial Statement for the Financial Year 2014-15 together with report of Board of Directors and Auditors thereon

	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	101801610	99.43	101801610	0	100.00	0.00
Public Institutional Holders	20707410	17858533	86.24	17858533	0	100.00	0.00
Public-Others	18305365	9193637	50.22	9193627	10	100.00	0.00
Total(A)	141396475	128853780	91.13	128853770	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	128868554	91.14	128868519	35	100.00	0.00



Motilal Oswal Financial Services Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:2: Declaration of Final Dividend of Re. 1 per equity share and confirmation of Interim Dividend of Rs.2 per equity share for year ended 31st March, 2015							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	101801610	99.43	101801610	0	100.00	0.00
Public Institutional Holders	20707410	17858533	86.24	17858533	0	100.00	0.00
Public-Others	18305365	9193637	50.22	9193627	10	100.00	0.00
Total(A)	141396475	128853780	91.13	128853770	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	128868554	91.14	128868519	35	100.00	0.00



Motilal Oswal Financial Services Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No.3. Re-appointment of Mr. Motilal Oswal, Chairman and Managing Director, who retires by rotation							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	89691134	87.60	89691134	0	100.00	0.00
Public Institutional Holders	20707410	17858533	86.24	17858533	0	100.00	0.00
Public-Others	18305365	9193637	50.22	9193627	10	100.00	0.00
Total(A)	141396475	116743304	82.56	116743294	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	116758078	82.57	116758043	35	100.00	0.00



Motilal Oswal Financial Services Limited

Promoter /Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:4. Re-appointment of M/s. Harbhakti & Co. LLP as Statutory Auditors of the Company							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	101801610	99.43	101801610	0	100.00	0.00
Public Institutional Holders	20707410	17858533	86.24	17858533	0	100.00	0.00
Public-Others	18305365	9193637	50.22	9193627	10	100.00	0.00
Total(A)	141396475	128853780	91.13	128853770	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	128868554	91.14	128868519	35	100.00	0.00



Motilal Oswal Financial Services Limited

Promoter / Public	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:5. Offering or Inviting Subscription to the Secured/Unsecured Redeemable Non-Convertible Debentures up to Rs. 1000 crores on Private Placement basis to be listed on stock exchange(s).							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	101801610	99.43	101801610	0	100.00	0.00
Public Institutional Holders	20707410	17858533	86.24	17858533	0	100.00	0.00
Public-Others	18305365	9193637	50.22	9193627	10	100.00	0.00
Total(A)	141396475	128853780	91.13	128853770	10	100.00	0.00
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	128868554	91.14	128868519	35	100.00	0.00



Motilal Oswal Financial Services Limited

	Number of Shares	Number of Votes	% of Votes polled on Outstanding shares	Number of Votes in favour	Number of Votes Against	% of Votes in favour on Votes polled	% of Votes Against on Votes polled
Resolution No:6. Approval to Material Subsidiary, Motilal Oswal Securities Limited for Selling, Leasing and Disposing of its Assets in excess of twenty percent of its total assets, in any financial year.							
Mode of Voting: (E-voting)							
Promoter and Promoter Group	102383700	101801610	99.43	101801610	0	100.00	0.00
Public Institutional Holders	20707410	14781460	71.38	12138014	2643446	82.12	17.88
Public-Others	18305365	9193637	50.22	9167157	26480	99.71	0.29
Total(A)	141396475	125776707	88.95	123106781	2669926	97.88	2.12
Mode of Voting: (Poll)							
Promoter and Promoter Group	102383700	0	0.00	0	0	0.00	0.00
Public Institutional Holders	20707410	0	0.00	0	0	0.00	0.00
Public-Others	18305365	14774	0.08	14749	25	99.83	0.17
Total(B)	141396475	14774	0.01	14749	25	99.83	0.17
Result (A+B)	141396475	125791481	88.96	123121530	2669951	97.88	2.12



C-47, Niranjana, Gandhi Chowk, Next to Reti Bhavan, M. G. Road, Dombivli (West)-421 202
Tel. No. 95251-2484763 / 2482948 Mobile 9821345670
E-mail: nbbafna@yahoo.co.in/nbbafna@gmail.com

FORM No. MGT-13
Report of Scrutinizer

[Pursuant to rule section 109 of the Companies Act, 2013 and rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

The Chairman
10th Annual General Meeting of the Equity Shareholders of
MOTILAL OSWAL FINANCIAL SERVICES LIMITED
Held on 8th August 2015 at 2.30 p m. at Registered Office
Motilal Oswal Tower, Rahimtullah Sayani Road,
Opp: Parel ST Depot, Prabhadevi, Mumbai – 400 025.


Dear Sir,

I, Nandlal Bafna Proprietor of N. Bafna & Co., Company Secretaries, having its office at C-47, Niranjana, Gandhi Chowk, M. G. Road, Dombivli (W) -421202 have been appointed as Scrutinizer for the purpose of e-voting as well as the voting conducted at 10th Annual General Meeting (AGM) of the Equity Shareholders of **MOTILAL OSWAL FINANCIAL SERVICES LIMITED**, held on 8th August 2015 at Registered Office Motilal Oswal Tower, Rahimtullah Sayani Road, Opp: Parel ST Depot, Prabhadevi, Mumbai – 400 025.

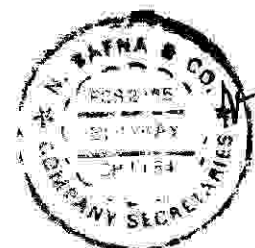
The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic means (i. e. by remote e-voting) and voting by ballot system (Insta Poll) at the AGM for the resolutions contained in the Notice to the 10th AGM of the Equity Shareholders of the Company. My responsibility as a scrutinizer for the voting process of voting through electronic means (i. e. by remote e-voting) and Insta Poll at the AGM is restricted to make a consolidated scrutinizer's report of the votes cast "in favour" or "against" the resolutions stated in the notice, based on the reports generated from the e voting system provided by CDSL the agency authorised under the Rules and engaged by the Company to provide e voting facilities for voting through electronic means and insta ballot at the AGM.

We submit our report as under:

1. The remote e-voting period remained open from 5th August, 2015 (09.00 a.m.) to 7th August, 2015 (5.00 p.m.) both days inclusive.
2. The shareholders holding shares as on the "cut off" date 1st August, 2015 were entitled to vote on the proposed resolutions.
3. The votes were unblocked in the presence of two witnesses Mr. CS Uday Tikare and Ms. Gayatri Bafna who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.


Name: CS Uday Tikare


Name: Gayatri Bafna



4. Thereafter the details containing, inter alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited (www.evotingindia.com).
5. At the Annual General Meeting after the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
6. The locked ballot box was subsequently opened in my presence and ballot papers were diligently scrutinized. The ballot papers were reconciled with the records maintained by the M/S Link Intime India Pvt. Ltd., Registrar and Transfer Agents of the Company and the authorisations / proxies lodged with the Company.
7. The ballot Box was opened in the presence of Mr. CS Uday Tikare and Ms. Gayatri Bafna as witnesses after the voting process was over.

Uday Tikare

Mr. CS Uday Tikare

Gayatri Bafna

Ms. Gayatri Bafna

8. The poll papers, which were incomplete and/or which were otherwise found defective have been treated as invalid and kept separately. I found 6 ballot papers invalid
9. The consolidated results of remote e-voting as well as of the Ballot held at the aforesaid Annual General Meeting are as under:

(a) Resolution 1- To receive, consider and adopt the audited financial statement of the Company and consolidated audited financial statement of the Company as at 31st March, 2015, together with the reports of Board of Directors and Auditors thereon as on 31st March, 2015

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	66	128853770	99.99
Ballot	15	14749	00.01
Total	81	128868519	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10	0
Ballot	3	25	0
Total	4	35	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	6	333



(b) Resolution 2 - To declare final dividend of R 1 per equity share and confirm the interim dividend paid @ R 2.00 per equity share to its equity shareholders for the year ended 31st March, 2015

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	66	128853770	99.99
Ballot	15	14749	00.01
Total	81	128868519	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10	0
Ballot	3	25	0
Total	4	35	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	6	333

(c) Resolution 3 - To appoint a Director in place of Mr. Motilal Oswal (DIN: 00024503), who retires by rotation and, being eligible, offers himself for re-appointment

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	64	116743294	99.99
Ballot	15	14749	00.01
Total	79	116758043	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10	0
Ballot	3	25	0
Total	4	35	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	0
Ballot	6	333

(d) Resolution 4 - To re-appoint Statutory Auditors of the Company for the Financial Year 2015-16 and pass the following resolution thereof:



(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	66	128853770	99.99
Ballot	15	14749	00.01
Total	81	128868519	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10	0
Ballot	3	25	0
Total	4	35	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	6	333

(e) Resolution 5 - To offer or invite subscription to Secured/Unsecured Redeemable Non-Convertible Debentures ('NCDs') up to R 1000 crores

(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	66	128853770	99.99
Ballot	15	14749	00.01
Total	81	128868519	100.00

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	1	10	0
Ballot	3	25	0
Total	4	35	0

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	6	333

(f) Resolution 6 - Authority to sell, lease, or dispose (including by way of a mortgage or creation of security interests of any kind) by Motilal Oswal Securities Limited (hereinafter referred to as MOSL), a material subsidiary of the Company all or any of the present and future immovable and / or movable properties/ assets of the material subsidiary wherever situated, of every nature and kind whatsoever to secure any Indian Rupee loans,



(i) Voted in favour of the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	38	123106781	97.87
Ballot	15	14749	00.01
Total	53	123121530	97.88

(ii) Voted against the resolution:

Type of Voting	Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
E-voting	26	2669926	2.12
Ballot	3	25	0.00
Total	29	2669951	2.12

(iii) Invalid votes:

Type of Voting	Total numbers of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
E-voting	0	NA
Ballot	6	333

10. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for the resolution is enclosed.

11. The register, all the papers and relevant records relating to remote voting as well as Ballots voting shall remain in our safe custody until the Chairman consider, approves and signs the Minutes of the aforesaid Annual General Meeting and the same will be handed over to the Managing Director / Company Secretary for safe keeping.

Thanking you,

Place: Mumbai
Dated: August 10, 2015



Yours faithfully,

N. Bafna

Nandlal Bafna
N. Bafna & Co.
Company Secretaries
FCS 2185 CP 1154