

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

10<sup>th</sup> 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,

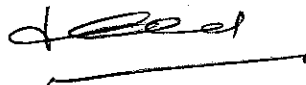
**Sub: Disclosure of Voting Results of the 10<sup>th</sup> Annual General Meeting of the Company held on 8<sup>th</sup> August, 2015 as per the requirement of the Clause 35A of the Listing Agreement**

Ref: Stock Code: 532892/MOTILALOFIS

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 8<sup>th</sup> 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 <sup>th</sup> 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:                                                                      |                              |



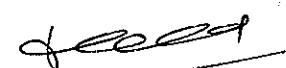
**Agenda-Wise**

| 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

| 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:1. Adoption of Annual Financial Statement for the Financial Year 2014-15 together with report of Board of Directors and Auditors thereon |                  |                 |                                         |                           |                         |                                      |                                    |
| 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. Haribhakti & 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                               |  |  |

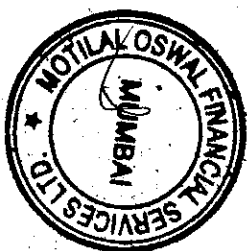


# Motilal Oswal Financial Services Limited

| 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                                                                                                                                                                    |                  |                 |       |                                         |                           |                         |                                      |                                    |  |
|-------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|------------------|-----------------|-------|-----------------------------------------|---------------------------|-------------------------|--------------------------------------|------------------------------------|--|
|                                                                                                                                                                                                             |                  |                 |       | % 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 |  |
| Promoter / Public                                                                                                                                                                                           | Number of Shares | Number of Votes |       |                                         |                           |                         |                                      |                                    |  |
| 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                                 |                                    |  |

