

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
Motilal Oswal Home Finance Limited

Meeting : Ninth Annual General Meeting ("AGM") through Video Conferencing/Other Audio Visual Means
Date of Meeting : June 24, 2022
Time of Meeting : 4.00 p.m.
Deemed 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 Home Finance Limited for scrutinizing Remote e-voting (e-voting from a place other than venue of the Meeting) and E-voting during the Ninth Annual General Meeting ("AGM") held on Friday, June 24, 2022 at 4.00 p.m. through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

In view of the continuing threat of COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") vide its circular dated May 5, 2020 and May 5, 2022 read with circulars dated April 08, 2020 and April 13, 2020, (collectively referred to as "MCA Circulars") permitted the holding of the AGM through Video Conferencing (VC) /Other Audio Visual Means (OAVM), without the physical presence of the Members at a common venue.

Further, in compliance with the aforesaid MCA Circulars, Notice of the AGM along with the Annual Report for FY 2021-22 was sent only through electronic mode to those Members whose name appeared in the Register of Members/ Beneficial Owners maintained by the Depositories as on benpos date i.e. Friday, May 27, 2022 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2021-22 was also made available on website of the Company i.e. www.motilaloswalhf.com and on the website of the Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>.

Since the AGM was held pursuant to MCA circulars through VC /OVAM, physical attendances of Members were dispensed with. Accordingly, in terms of above mentioned MCA circulars, the facility for appointment of proxies by Members was also dispensed with.

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
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Email: umashankar.hegde@gmail.com, uhegdeassociates@gmail.com.

Members attended the meeting through VC /OAVM had been counted for the purpose of reckoning the quorum under Section 103 of the Companies Act'2013 ("the Act").

In compliance with the provisions of the Section 108 of the Act read with the Rules made thereunder and other applicable provisions of the Act and Secretarial Standard on General Meetings ("SS-2") (as amended from time to time), the Company had also provided the facility to the Members to cast their votes on all the resolutions set out in the Notice of the AGM, by Remote e-voting facility. Further, the Company also provided E-voting facility during AGM, in respect of the businesses transacted at the AGM, to those members who attended the AGM and who had not voted through Remote e-voting.

The Members of the Company holding shares of the Company as on "cut-off" date i.e. Friday, June 17, 2022 were entitled to vote on the resolutions as contained in the Notice of AGM of the Company.

The Company had made necessary arrangements with LIPL to facilitate Remote e-voting and E-voting during AGM.

The period for Remote e-voting commenced on Tuesday, June 21, 2022 at 9:00 a.m. (I.S.T) and ended on Thursday, June 23, 2022 at 5:00 p.m. (I.S.T) and LIPL e-voting system was disabled after aforesaid period.

After the end of the Remote e-voting period on Thursday, June 23, 2022 at 5.00 p.m., I was provided access to details of the Members who had opted for Remote e-voting. The details such as name of the member, folio no/DP Id & Client Id 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 E-voting was announced during the AGM for the Members who attended the AGM and had not cast their vote earlier through Remote e-voting.

After the closure of the E-voting at the AGM, the report on the E-voting done during the AGM was generated and the voting was diligently scrutinized and reconciled with the votes casts under Remote e-voting facility which was unblocked in the presence of two witnesses who were not in employment of the Company.

I, have scrutinized and reviewed the Remote e-voting and E-voting tendered during AGM based on the data downloaded from the e-voting system of LIPL.

The Consolidated Report on the result of the Remote e-voting and E-voting during the AGM in respect of the Resolutions set out in the Notice of the AGM is as under:

Resolution No. 1: Ordinary Resolution

Consideration and Adoption of the Audited Financial Statement of the Company together with the report of the Board of Directors and the Auditors thereon for the financial year ended March 31, 2022:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 2: Ordinary Resolution

Appointment of Director in place of Mr. Raamdeo Agarawal (DIN: 00024533), who retires by rotation, and being eligible, offered 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	99	5,938,530,102	100
E-Voting during AGM	0	0	0
Total	99	5,938,530,102	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
E-Voting during AGM	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	1	10
E-Voting during AGM	-	-

Resolution No. 3: Ordinary Resolution

Appointment of M/s. Singhi & Co., Chartered Accountants (Firm Registration No: 302049E), as the Statutory Auditors of the Company:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 4: Special Resolution

Issue of redeemable non-convertible debentures through private placement:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 5: Special Resolution

Appointment of Mr. P. H. Ravikumar (DIN: 00280010) as an Independent Director of the Company:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 6: Special Resolution

Approval for giving loan, and/or providing security in connection with a loan, to any other person specified under section 185 of the Companies Act, 2013:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 7: Ordinary Resolution

Approval for entering into Material Related Party Transactions with Motilal Oswal Financial Services Limited:

(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	92	14,632,688	100
E-Voting during AGM	0	0	0
Total	92	14,632,688	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Note: 8 members holding 5,923,897,424 equity shares abstained from voting on the resolution.

Resolution No. 8: Ordinary Resolution

Approval for entering into Material Related Party Transactions with Motilal Oswal Finvest Limited:

(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	92	14,632,688	100
E-Voting during AGM	0	0	0
Total	92	14,632,688	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Note: 8 members holding 5,923,897,424 equity shares abstained from voting on the resolution.

Resolution No. 9: Special Resolution

Approval of Motilal Oswal Home Finance Limited - Employee Stock Option Scheme – 2022 for issuance of Stock Options to the employees of the Company:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Resolution No. 10: Special Resolution

Approval of extension of benefits of Motilal Oswal Home Finance Limited - Employee Stock Option Scheme - 2022 and Issuance of Stock Options to the employees of holding Company / future subsidiary companies of the Company:

(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	100	5,938,530,112	100
E-Voting during AGM	0	0	0
Total	100	5,938,530,112	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
E-Voting during AGM	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	-	-
E-Voting during AGM	-	-

Figures in percentage terms wherever appearing in fraction have been rounded off.
All the resolutions stated above from Resolution No. 1 to 10 have been passed with requisite majority.

The records relating to electronic voting (Remote e-voting and E-voting during AGM) containing details has been provided to the Company for safe keeping.

Thanking You,

Countersigned
For Motilal Oswal Home Finance Limited

Umashankar K Hegde
(Scrutinizer)
Practicing Company Secretary
M. No- ACS 22133# C.P No- 11161
ICSI UDIN: A022133D000529057

Motilal Oswal
Chairman
DIN: 00024503

Place: Mumbai
Date: June 24, 2022

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Date: June 24, 2022