

# UMASHANKAR K. HEGDE

PRACTICING COMPANY SECRETARY

## SCRUTINIZER'S REPORT

**[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22 read with Rule 20 of the Companies (Management and Administration) Rules, 2014]**

To,  
The Chairman,  
Motilal Oswal Home Finance Limited  
CIN: U65923MH2013PLC248741  
Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel ST Depot, Prabhadevi,  
Mumbai- 400 025.

Dear Sir,

I, Umashankar K Hegde, Practicing Company Secretary (Membership No. – A22133), have been appointed as the Scrutinizer by the Board of Directors of Motilal Oswal Home Finance Limited (the “Company”) at its Meeting held on October 27, 2023, for Scrutinizing Postal Ballot process conducted in accordance with the Section 110 and other applicable provisions of the Companies Act, 2013 read with the Companies (Management & Administration) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings/conducting Postal Ballot process through Remote e-voting vide General Circular No. 14/2020 dated April 8, 2020, No. 17/2020 dated April 13, 2020, No. 3/2022 dated May 5, 2022, No. 11/2022 dated December 28, 2022 read with latest circular being No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”), and Secretarial Standard on General Meetings (“SS-2”), in a fair and transparent manner in respect of the Special Resolutions stated in the Postal Ballot Notice (“Notice”) dated November 23, 2023:

1. Appointment of Mr. Sukesh Bhowal (DIN: 10242971) as the Managing Director & Chief Executive Officer of the Company;
2. Appointment of Mrs. Neha Gada (DIN: 01642373) as an Independent Director of the Company; and
3. Amendment to Motilal Oswal Home Finance Limited – Employees’ Stock Option Scheme(s).

I, submit my report as under:

- 1) The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules made thereunder including Circulars issued by the MCA.
- 2) In accordance with the provisions of Section 110 and other applicable provisions of the Companies Act, 2013 read with the Rule 22 of the Companies (Management and

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097

Mobile No-08454826250, website: [www.csuhegde.in](http://www.csuhegde.in)

email: [umashankar.hegde@gmail.com](mailto:umashankar.hegde@gmail.com)/[uhegdeassociates@gmail.com](mailto:uhegdeassociates@gmail.com).

**UMASHANKAR K. HEGDE**  
**PRACTICING COMPANY SECRETARY**

Administration) Rules, 2014 (as amended from time to time), the Company has completed dispatch of Notice to the Members of the Company, whose name appeared on the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 17, 2023 through e-mail on November 23, 2023, to those Members whose e-mail IDs were registered with the Company/Depository Participant(s).

- 3) In accordance with the provisions of the Companies Act, 2013, the Company has published advertisement in newspapers i.e. Financial Express and Navshakti on Friday, November 24, 2023.
- 4) In accordance with the provisions of Section 108 and Section 110 of the Companies Act, 2013 read with rules made thereunder the Company has provided to its Members, the facility to cast their vote by Remote e-voting on the resolutions set forth in the Notice. The Company has engaged Link Intime India Private Limited ("LI IPL") as the agency to provide Remote e-voting facility. The Remote e-voting period commenced from 9.00 a.m. (IST) on Monday, November 27, 2023 and ended at 5.00 p.m. (IST) on Tuesday, December 26, 2023.
- 5) Members whose name appeared on the Register of Members/Beneficial Owners maintained by the Depositories as on cut-off date i.e. Friday, November 17, 2023 were entitled to vote on the resolution stated in the Notice.
- 6) The Remote e-voting module was disabled and blocked by LI IPL for voting on Tuesday, December 26, 2023 at 5:00 p.m.
- 7) After the end of Remote e-voting period i.e. 5:00 p.m. (IST) on Tuesday, December 26, 2023, I have unblocked the electronic votes and downloaded the Remote e-voting Report from website of the LI IPL (<https://instavote.linkintime.co.in>) in the presence of two witnesses, Ms. Anuradha & Mrs. Savita who are not in the employment of the Company.
- 8) Votes casted by the Members through Remote e-voting, were reconciled with the records maintained by the Registrar and Transfer Agent of the Company and authorizations lodged with the Company.
- 9) I, now submit my report as under:

UMASHANKAR K.HEGDE  
PRACTICING COMPANY SECRETARY

**Resolution No. 1: Special Resolution**

Appointment of Mr. Sukesh Bhowal (DIN: 10242971) as the Managing Director & Chief Executive Officer of the Company:

**Details of Remote e-voting**

Remote e-voting		
1.	Number of Members who participated in e-voting	19
2.	Number of Valid E-voters	19
3.	Number of Invalid E-voters	-

**Summary of Remote e-voting**

Particulars	Remote e-voting		
	No. of Members	No. of shares	% of shares voted
Assented to Resolution	19	5,924,878,367	100
Dissented to Resolution	0	0	0
Invalid Votes	0	0	0
<b>Total valid votes</b>	<b>19</b>	<b>5,924,878,367</b>	<b>100</b>

No. of Members who cast their vote	No. of shares voted by them	% of total Paid up Equity Share Capital
19	5,924,878,367	98.14

**Resolution No. 2: Special Resolution**

Appointment of Mrs. Neha Gada (DIN: 01642373) as an Independent Director of the Company:

**Details of Remote e-voting**

Remote e-voting		
1.	No. of Members who participated in e-voting	19
2.	No. of Valid E-voters	19
3.	No. of Invalid E-voters	0

**Summary of Remote e-voting**

Particulars	Remote e-voting		
	No. of Members	No. of shares	% of shares voted
Assented to Resolution	19	5,924,878,367	100
Dissented to Resolution	0	0	0
Invalid Votes	0	0	0
<b>Total valid votes</b>	<b>19</b>	<b>5,924,878,367</b>	<b>100</b>

No. of Members who cast their vote	No. of shares voted by them	% of total Paid up Equity Share Capital
19	5,924,878,367	98.14

UMASHANKAR K. HEGDE  
PRACTICING COMPANY SECRETARY

**Resolution No. 3: Special Resolution**

**Amendment to Motilal Oswal Home Finance Limited - Employees' Stock Option Scheme(s):**

**Details of Remote e-voting**

Remote e-voting		
1.	No. of Members who participated in e voting	19
2.	No. of Valid E-voters	19
3.	No. of Invalid E-voters	0

**Summary of Remote e-voting**

Particulars	Remote e-voting		
	No. of Members	No. of shares	% of shares voted
<b>Assented to Resolution</b>	18	5,924,878,365	99.9999999
<b>Dissented to Resolution</b>	1	2	0.000001
<b>Invalid Votes</b>	0	0	0
<b>Total valid votes</b>	<b>19</b>	<b>5,924,878,367</b>	<b>100</b>

No. of Members who cast their vote	No. of shares voted by them	% of total Paid up Equity Share Capital
19	5,924,878,367	98.14

- 10) Based on the aforesaid results, I report that, All the Special Resolutions as stated in the Postal Ballot Notice dated November 23, 2023, have been passed with requisite majority.
- 11) All the relevant records of voting process given/provided/maintained in electronic mode will be provided to the Company Secretary of the Company for safe keeping.

You may accordingly declare the result of the Remote e-voting.

**Thanking You,**

**Place: Mumbai**

**Date: December 26, 2023**

Countersigned

**For Motilal Oswal Home Finance Limited**

Motilal  
Gopilal Oswal

Digitally signed by  
Motilal Gopilal Oswal  
Date: 2023.12.26  
19:12:32 +05'30'

**Motilal Oswal  
Chairman & Non-Executive Director  
DIN: 00024503**

UMASHANKAR  
KRISHNA HEGDE

Digitally signed by  
UMASHANKAR KRISHNA  
HEGDE  
Date: 2023.12.26 19:02:06  
+05'30'

**Umashankar K. Hegde  
Practicing Company Secretary  
Membership No. - A22133  
C.P. No - 11161  
ICSI UDIN :-A022133E003040984**