

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 : Eleventh Annual General Meeting ("AGM") held through Video Conferencing/Other Audio Visual Means
Date of Meeting : June 25, 2024
Time of Meeting : 11:00 A.M. (IST)
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 Eleventh Annual General Meeting ("AGM") held on Tuesday, June 25, 2024 at 11:00 A.M. (IST) through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM"), without the physical presence of the Members (also referred as "Shareholders") at a common venue.

The Ministry of Corporate Affairs ("MCA") vide its General Circulars No. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 5, 2020, and subsequent circulars issued in this regard, the latest being 09/2023 dated September 25, 2023 (collectively referred to as "MCA Circulars") has permitted the Companies to conduct their Annual General Meeting ("AGM") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without the physical presence of the Members at a common venue.

Further, in compliance with the aforesaid MCA Circulars, Regulation 58(1)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023, the Notice of AGM along with the Annual Report for Financial Year 2023-24 was sent only through electronic mode to those Members / Debenture holders, whose name appeared in the Register of Members or Register of Debentures holders / Beneficial Owners maintained by the Company / Depositories as on benpos date i.e. Friday, May 31, 2024 and whose email addresses are registered with the Company / Depositories. The Notice and Annual Report for FY 2023-24 was also made available on website of the Company i.e. <https://motilalosalhf.com/> and on the website of the Link Intime India Private Limited ("LIPL") at <https://instavote.linkintime.co.in>.

B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
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UMASHANKAR K. HEGDE
PRACTICING COMPANY SECRETARY

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

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 aforesaid MCA Circulars, 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 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. Tuesday, June 18, 2024 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 Friday, June 21, 2024 at 9:00 A.M. (IST) and ended on Monday, June 24, 2024 at 5:00 P.M. (IST) and LIPL e-voting system was disabled after the aforesaid period.

After the end of the Remote e-voting period on Monday, June 24, 2024 at 5:00 P.M. (IST), 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 equity 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

To consider and adopt the Audited Financial Statements of the Company together with the Report of the Board of Directors and the Auditors thereon for the Financial Year ended March 31, 2024:

(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	38	5,920,561,492	100
E-Voting during AGM	0	0	0
Total	38	5,920,561,492	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

To appoint a Director in place of Mr. Raamdeo Agarawal (DIN: 00024533), who retires 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	37*	5,920,561,482	100
E-Voting during AGM	0	0	0
Total	37	5,920,561,482	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: Mr. Raamdeo Agarawal, holding 10 equity shares and being interested in the agenda item abstained from voting on the resolution no. 2.

Resolution No. 3: Ordinary Resolution

To appoint M/s. MGB & Co LLP, Chartered Accountants (ICAI Registration No. 101169W/W100035), 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	38	5,920,561,492	100
E-Voting during AGM	0	0	0
Total	38	5,920,561,492	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

To issue of Redeemable Non-Convertible Debentures through Public Issue/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	38	5,920,561,492	100
E-Voting during AGM	0	0	0
Total	38	5,920,561,492	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: Ordinary Resolution

To approve Material Related Party Transactions with Motilal Oswal Financial Services Limited, a holding 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	30	10,777,248	100
E-Voting during AGM	0	0	0
Total	30	10,777,248	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			

(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 Shareholders (including Promoter & Promoter group), holding 5,909,784,244 equity shares, abstained from voting on the resolution no. 5.

Resolution No. 6: Ordinary Resolution

To approve Material Related Party Transactions with Motilal Oswal Finvest Limited, a fellow subsidiary:

(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	30	10,777,248	100
E-Voting during AGM	0	0	0
Total	30	10,777,248	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 Shareholders (including Promoter & Promoter group), holding 5,909,784,244 equity shares, abstained from voting on the resolution no. 6.

Figures in percentage terms wherever appearing in fraction have been rounded off.

All the Resolutions stated above from 1 to 6 have been passed with requisite majority.

The records containing details relating to electronic voting (Remote e-voting and E-voting during AGM) 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

Motilal Oswal
Chairman
DIN: 00024503

Place: Mumbai
Date: June 25,2024

Place: Mumbai
Date: June 25, 2024

UDIN: A022133F000617552