



# Notice - Twelfth Annual General Meeting





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## Motilal Oswal Home Finance Limited

CIN: U65923MH2013PLC248741

Regd. Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai- 400 025, Maharashtra, India;

E-mail: [hfquery@motilaloswal.com](mailto:hfquery@motilaloswal.com); Website: [www.motilaloswalhf.com](http://www.motilaloswalhf.com);

Tel: +91 8291889898 ; FAX: +91 22 5036 2365.

## NOTICE OF THE TWELFTH ANNUAL GENERAL MEETING

Notice is hereby given that the Twelfth Annual General Meeting (“AGM/The Meeting”) of the Members of Motilal Oswal Home Finance Limited will be held on Thursday, June 26, 2025 at 11:00 A.M. IST, through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following businesses. The venue of the meeting shall be deemed to be the Registered Office of the Company at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025.

### Ordinary Business:

1. 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, 2025.
2. To appoint a Director in place of Mr. Motilal Oswal (DIN: 00024503), who retires by rotation, and being eligible, offers himself for re-appointment.

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Motilal Oswal (DIN:00024503), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.”

### Special Business:

3. **To issue Redeemable Non-Convertible Debentures through Public Issue/Private Placement.**

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 23, 42, 71 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (“Rules”), the directions / guidelines issued by the National Housing Bank / Reserve Bank of India, the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021, the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, any other regulations / circulars / guidelines issued by the Securities and Exchange Board of India (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force) and subject to the provisions of the Articles of Association of the Company and such other approvals or permissions as may be required from the Authorities / Regulators from time to time, consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the ‘Board’, which term shall be deemed to include any Committee(s) thereof) of the Company to offer, issue and allot, in one or more tranches, secured / unsecured non-convertible debentures / bonds by way of public issue / private placement basis, for an amount not exceeding in aggregate ₹ 1,500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) to such person or persons, including one or more companies, bodies corporate(s), statutory corporation(s), commercial bank(s), lending agencies, financial institution(s), insurance companies, mutual fund(s), pension / provident fund(s) and individual(s), as the case may be or such other person / persons on such terms and conditions as the Board may, from time to time, determine





and consider proper and most beneficial to the Company including, without limitation, as to when the said debentures are to be issued, the face value of debentures to be issued, the consideration for the issue, coupon rate, redemption period, utilization of the issue proceeds and all matters connected therewith or incidental thereto.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee(s) thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**4. To approve Material Related Party Transactions with Motilal Oswal Financial Services Limited, a holding Company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder and the Company’s Policy on Materiality and Dealing with Related Party Transactions (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof) for entering into below mentioned related party transactions with Motilal Oswal Financial Services Limited (“MOFSL”) (including transactions already entered), a holding company of the Company, in one or more tranches, other such terms & conditions as the Board of Directors may deem fit, from the date of approval of Members in Annual General Meeting (“AGM”) till next AGM for a period not exceeding fifteen months:

Nature of Transaction	Amount (₹ in crore)
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with loan in favour of various Banks/Financial Institutions/ Debenture Trustees, etc.	250
Other Transactions including Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, avail or provide services including Referral Fees, Cross Charge for ESOP, interest expenses or income, etc., and such other transactions as may be approved by Audit Committee and Board.	75
<b>Total</b>	<b>825</b>

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

**5. To approve Material Related Party Transactions with Motilal Oswal Finvest Limited, a fellow subsidiary company.**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), Section 188 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rules framed thereunder and the Company’s Policy on Materiality and Dealing with Related Party Transactions(s) (including any statutory modification(s), re-enactment(s), amendment(s), clarification(s) or substitution(s) thereof, for the time being in force), the consent of the Members of the Company be and is hereby accorded to the Board of Directors (hereinafter referred to as the “Board” and shall include duly constituted Committee(s) thereof) for entering into below mentioned related party transactions with Motilal Oswal Finvest Limited (“MOFL”) (including transactions





already entered), a fellow subsidiary company, in one or more tranches on such terms and conditions as the Board of Directors may deem fit, from the date of approval of Members in Annual General Meeting (“AGM”) till next AGM for a period not exceeding fifteen months:

Nature of Transaction	Amount (₹ in crore)
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	275
Other Transactions like Cross Charge for ESOP, interest expenses or income, etc. and such other transactions as may be approved by Audit Committee and Board.	50
<b>Total</b>	<b>825</b>

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable, including without limitation to settle any question, difficulty or doubt that may arise in this regard.”

#### 6. To approve Alteration in Object Clause of the Memorandum of Association (“MOA”) of the Company.

To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 4 and 13 read with Table A of Schedule I of the Companies Act, 2013 (“the Act”) and other applicable provisions if any, and Rules made thereunder (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to such approvals, permissions and sanctions of the Registrar of Companies (“ROC”), appropriate authorities, departments or bodies as may be necessary, the consent of the Members of the Company be and is hereby accorded to alter the Object Clause of Memorandum of Association (“MOA”) of the Company to align with provisions of the Act by doing the following changes:

- The Clause III (A) be renamed as ‘The objects to be pursued by the Company on its incorporation are;
- To merge Clause III (B) and Clause III (C) of the MOA into Clause III (B) and the same be renamed as ‘Matters which are necessary for furtherance of the objects specified in clause III (A) are.

**RESOLVED FURTHER THAT** in compliance with the provisions of Sections 4 and 13 of the Act, the Clauses of the Memorandum of Association be and are hereby altered and renumbered accordingly.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this Resolution, the Board (including any Committee thereof), be and is hereby authorised to do such acts, deeds, matters and things as it may deem necessary, proper or desirable to give effect to this Resolution including making such changes and/or modification and/or addition to the Memorandum of Association if any, as may be required by the ROC without the requirement to approach the Members for approval.”

By Order of the Board  
For Motilal Oswal Home Finance Limited

Sd/-

Sunny Ganatra  
Company Secretary & Compliance Officer  
ICSI Membership No.: A62430

Date: June 03, 2025

Place: Mumbai





## Notes:

1. The Ministry of Corporate Affairs (“MCA”) vide its General Circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 08, 2021, December 14, 2021, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as MCA Circulars) has permitted the Companies to conduct their Annual General Meeting (“AGM/the Meeting”) through Video Conferencing (“VC”) or Other Audio Visual Means (“OAVM”), without the physical presence of the Members (also referred as “Shareholders”) at a common venue. In accordance with the provisions of the Companies Act, 2013 (“Act”), MCA Circulars (amended from time to time), the AGM of the Company is being held through VC / OAVM and Members can attend and participate in the ensuing AGM through VC / OAVM.

For this purpose, necessary arrangements have been made by the Company with MUFG Intime India Private Limited (“MUFG Intime”) (Formerly Link Intime India Private Limited) and instructions for the process to be followed for attending and participating in the ensuing AGM through VC / OAVM is forming part of this Notice.

2. The Explanatory Statement as required under Section 102 of the Act relating to the Special Businesses to be transacted at the AGM is annexed hereto. Further, the explanatory statement relating to Ordinary Business in item no. 2 to be transacted at the AGM is also annexed hereto.
3. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (amended from time to time) and MCA Circulars, the Company is providing facility of Remote e-voting (E-voting from a place other than venue of the Meeting) and E-voting during AGM, to its Members in respect of the businesses to be transacted at the AGM.

For this purpose, necessary arrangements have been made by the Company with MUFG Intime to facilitate Remote e-voting and E-voting during AGM. The instructions for the process to be followed for Remote e-voting and E-voting during AGM is forming part of this Notice.

4. Pursuant to Section 105 of the Act and Rule 19 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), a member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and vote, instead of himself / herself and the proxy need not be a Member of the Company. However, pursuant to MCA Circulars, since the AGM will be held through VC / OAVM, the physical attendance of Members in any case has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form is not annexed to this Notice.
5. Pursuant to Section 113 of the Act, representatives of Corporate Members may be appointed for the purpose of voting through Remote e-voting or for participation and voting in the AGM to be conducted through VC / OAVM. Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and Power of Attorney, (PDF / JPEG Format), authorizing its representative to attend and vote on their behalf at the AGM. The said Resolution/Authorisation shall be sent to the Company by e-mail through its registered e-mail ID at [corpsec@motilaloswal.com](mailto:corpsec@motilaloswal.com) with a copy marked to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).
6. In compliance with MCA Circulars and circulars issued by SEBI, the Notice calling the AGM along with the Annual Report is being sent through electronic mode to those Members / debenture holders whose name appear in the Register of Members/ Register of Debentures holders/ Beneficial Owners maintained by the Depositories as on Benpos date i.e., May 30, 2025 and whose email addresses are registered with the Company/Depositories. Members may note that the Notice and Annual Report for FY 2024-25 will also be available on the website of the Company i.e., [www.motilaloswalhf.com](http://www.motilaloswalhf.com) and on the website of the MUFG Intime at <https://instavote.linkintime.co.in>.
7. Process for registration of e-mail ID for obtaining Annual Report in electronic mode and User ID / password for E-voting is annexed to this Notice.
8. The relevant documents referred to in the accompanying Notice and the Explanatory Statement, Registers and all other documents will be available for inspection in electronic mode. Members can inspect the same up to the date of AGM, by sending an e-mail to the Company at [corpsec@motilaloswal.com](mailto:corpsec@motilaloswal.com).





9. The Company has appointed Mr. Umashanker K. Hegde, Company Secretaries, as the Scrutinizer for scrutinizing the Remote e-voting and E-voting process to ensure that the process is carried out in a fair and transparent manner.
10. The Member whose name appears in the Register of Members / Beneficial Owners maintained by the Depositories as on cut-off date i.e., Thursday, June 19, 2025 will only be considered for the purpose of Remote e-voting and E-voting.
11. The Remote e-voting facility will commence on Monday, June 23, 2025 at 9:00 A.M. IST and ends on Wednesday, June 25, 2025 at 5:00 P.M. IST. The Remote e-voting shall be disabled by MUFG Intime after aforesaid period.
12. Voting rights shall be reckoned on the paid-up value of shares registered in the name of Members / Beneficial Owners maintained by the Depositories as on the cut-off date i.e., Thursday, June 19, 2025.
13. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. The Members attending the AGM should note that those who are entitled to vote but have not exercised their right to vote by Remote e-voting, may vote during the AGM through E-voting for all businesses specified in the accompanying Notice. The Members who have exercised their right to vote by Remote e-voting may attend the AGM but shall not vote at the AGM.
15. Members who are holding shares in physical form or who have not registered their email address with the Company / Depository or any person who acquires shares of the Company and becomes a Member of the Company after the Notice has been sent electronically by the Company, and holds shares as of the cut-off date i.e., Thursday, June 19, 2025 may obtain the User ID and password by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com). However, if a non-individual Member is already registered with MUFG Intime for Remote e-voting and E-voting then existing User ID and password can be used for casting vote.
16. A person who is not a Member as on the cut-off date i.e. Thursday, June 19, 2025 should treat this Notice for information purpose only.
17. Members can avail the facility of nomination in respect of the Equity Shares held by them in physical form pursuant to the provisions of Section 72 of the Act read with rules thereunder. Members desiring to avail this facility may send their nomination in Form SH-13 duly filled in to the Company. Further, members desirous of cancelling / varying nomination pursuant to the provisions of the Act are requested to send their requests in Form SH-14 to the Company. These forms will be made available on request.
18. The Members who still hold share certificate(s) in physical form are advised to dematerialise their shareholding to avail the benefits of dematerialization, which include easy liquidity, since trading is permitted in dematerialised form only, electronic transfer, savings in stamp duty and elimination of any possibility of loss of documents and bad deliveries. Further, requests for effecting transfer of securities shall not be processed unless the securities are held in a dematerialized form with a depository except in case of transmission or transposition of securities. Therefore, the Members who still hold share certificate(s) in physical form are advised to dematerialize their shareholding at the earliest.
19. Additional Information of Directors seeking appointment / re-appointment at the ensuing AGM, as required under Clause 1.2.5 of the Secretarial Standard-2 on General Meetings ("SS-2"), is annexed to the Notice.
20. All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rajiv Ranjan, Sr. Assistant Vice President, MUFG Intime, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000; E-mail to [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com).
21. Since the AGM will be held through VC / OAVM, the Route Map and Attendance Slip are not annexed to this Notice.





### **Voting Results:**

1. The Scrutinizer shall, after the conclusion of the AGM, electronically submit the Consolidated Scrutinizer's Report (i.e., votes cast through Remote e-voting and E-voting during AGM) of the total votes cast in favour or against the resolutions and invalid votes, to the Chairman of the AGM or to any other person authorised by the Chairman of the Company.
2. Based on the Scrutinizer's Report, the result will be declared within 48 hours of the conclusion of the AGM and the details of result along with Scrutinizer's Report will be placed on the website of the Company at [www.motilaloswalhf.com](http://www.motilaloswalhf.com) and on the website of MUFG Intime at <https://instavote.linkintime.co.in>.

### **INSTRUCTIONS FOR E-VOTING AND JOINING THE ANNUAL GENERAL MEETING ARE AS FOLLOWS:**

#### **A) REMOTE E-VOTING INSTRUCTIONS FOR SHAREHOLDERS**

In terms of SEBI circular no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants.

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access e-Voting facility.

**Login method for Individual shareholders holding securities in demat mode is given below:**

#### **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH NATIONAL SECURITIES DEPOSITORY LIMITED ("NSDL").**

##### **METHOD 1 - Individual Shareholders registered with NSDL IDeAS facility**

**Shareholders who have registered for NSDL IDeAS facility:**

- a) Visit URL: <https://eservices.nsdl.com> and click on "Beneficial Owner" icon under "Login".
- b) Enter User ID and Password. Click on "Login"
- c) After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- d) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

**Shareholders who have not registered for NSDL IDeAS facility:**

- a) To register, visit URL: <https://eservices.nsdl.com> and select "Register Online for IDeAS Portal" or click on <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>
- b) Proceed with updating the required fields.
- c) Post successful registration, user will be provided with Login ID and password.
- d) After successful login, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services.
- e) Click on "MUFG InTime" or "evoting link displayed alongside Company's Name" and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

##### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of NSDL**

- a) Visit URL: <https://www.evoting.nsdl.com>
- b) Click on the "Login" tab available under 'Shareholder/Member' section.





- c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.
- a) Post successful authentication, you will be re-directed to NSDL depository website wherein you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services.
- b) Click on “MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

## **INDIVIDUAL SHAREHOLDERS HOLDING SECURITIES IN DEMAT MODE WITH CENTRAL DEPOSITORY SERVICES LIMITED(“CDSL”).**

### **METHOD 1 – Individual Shareholders registered with CDSL Easi/ Easiest facility**

#### **Shareholders who have registered/ opted for CDSL Easi/ Easiest facility:**

- a) Visit URL: <https://web.cdslindia.com/myeasitoken/Home/Login> or [www.cdslindia.com](http://www.cdslindia.com).
- b) Click on New System Myeasi Tab.
- c) Login with existing my easi username and password.
- d) After successful login, user will be able to see e-voting option. The evoting option will have links of e-voting service providers i.e., MUFG InTime, for voting during the remote e-voting period.
- e) Click on “Link InTime/ MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

**OR**

#### **Shareholders who have not registered for CDSL Easi/ Easiest facility:**

- a) To register, visit URL:  
<https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration/>  
<https://web.cdslindia.com/myeasitoken/Registration/EasiestRegistration>
- b) Proceed with updating the required fields.
- c) Post registration, user will be provided username and password.
- d) After successful login, user able to see e-voting menu.
- e) Click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **METHOD 2 - Individual Shareholders directly visiting the e-voting website of CDSL**

- a) Visit URL: <https://www.cdslindia.com>
- b) Go to e-voting tab.
- c) Enter Demat Account Number (BO ID) and PAN No. and click on “Submit”.
- d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account
- e) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

#### **Individual Shareholders holding securities in demat mode with Depository Participant**

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL / CDSL for e-voting facility.





- a) Login to DP website
- b) After Successful login, user shall navigate through “e-voting” option.
- c) Click on e-voting option, user will be redirected to NSDL / CDSL Depository website after successful authentication, wherein user can see e-voting feature.
- d) After successful authentication, click on “Link InTime / MUFG InTime” or “evoting link displayed alongside Company’s Name” and you will be redirected to InstaVote website for casting the vote during the remote e-voting period.

### **Login method for shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode**

Shareholders holding shares in physical mode / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for InstaVote as under:

- a) Visit URL: <https://instavote.linkintime.co.in>

### **Shareholders who have not registered for INSTAVOTE facility:**

- b) Click on “**Sign Up**” under ‘SHARE HOLDER’ tab and register with your following details:

#### **A. User ID:**

NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.

CDSL demat account – User ID is 16 Digit Beneficiary ID.

Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.

#### **B. PAN:**

Enter your 10-digit Permanent Account Number (PAN)

(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.)

#### **C. DOB/DOI:**

Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

#### **D. Bank Account Number:**

Enter your Bank Account Number (last four digits), as recorded with your DP/Company.

*\*Shareholders holding shares in **NSDL form**, shall provide ‘D’ above*

*\*\*Shareholders holding shares in **physical form** but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above*

- ❖ Set the password of your choice

(The password should contain minimum 8 characters, at least one special Character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter).

- ❖ Enter Image Verification (CAPTCHA) Code

- ❖ Click “Submit” (You have now registered on InstaVote).

### **Shareholders who have registered for INSTAVOTE facility:**

- c) Click on “**Login**” under ‘SHARE HOLDER’ tab.

A. User ID: Enter your User ID

B. Password: Enter your Password





- C. Enter Image Verification (CAPTCHA) Code
  - D. Click “Submit”
  - d) Cast your vote electronically:
    - A. After successful login, you will be able to see the “Notification for e-voting”.
    - B. Select ‘View’ icon.
    - C. E-voting page will appear.
    - D. Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
    - E. After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

## **Guidelines for Institutional shareholders (“Custodian / Corporate Body/ Mutual Fund”)**

### **STEP 1 – Custodian / Corporate Body/ Mutual Fund Registration**

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on “Sign Up” under “Custodian / Corporate Body/ Mutual Fund”
- c) Fill up your entity details and submit the form.
- d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to [insta.vote@linkintime.co.in](mailto:insta.vote@linkintime.co.in).
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) is sent to Primary contact person’s email ID. (You have now registered on InstaVote)

### **STEP 2 – Investor Mapping**

- a) Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- b) Click on “Investor Mapping” tab under the Menu Section
- c) Map the Investor with the following details:
  - a. ‘Investor ID’ –
    - i. NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
    - ii. CDSL demat account – User ID is 16 Digit Beneficiary ID.
  - b. ‘Investor’s Name - Enter Investor’s Name as updated with DP.
  - c. ‘Investor PAN’ - Enter your 10-digit PAN.
  - d. ‘Power of Attorney’ - Attach Board resolution or Power of Attorney.

*\*File Name for the Board resolution/ Power of Attorney shall be – DP ID and Client ID or 16 Digit Beneficiary ID. Further, Custodians and Mutual Funds shall also upload specimen signatures.*

- e. Click on Submit button. (The investor is now mapped with the Custodian / Corporate Body/ Mutual Fund Entity). The same can be viewed under the “Report Section”.

### **STEP 3 – Voting through remote e-voting**

The corporate shareholder can vote by two methods, during the remote e-voting period.





## METHOD 1 - VOTES ENTRY

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- Click on **“Votes Entry”** tab under the Menu section.
- Enter the **“Event No.”** for which you want to cast vote.  
Event No. can be viewed on the home page of InstaVote under **“On-going Events”**.
- Enter **“16-digit Demat Account No.”** for which you want to cast vote.
- Refer the Resolution description and cast your vote by selecting your desired option ‘Favour / Against’ (If you wish to view the entire Resolution details, click on the ‘View Resolution’ file link).
- After selecting the desired option i.e., Favour / Against, click on ‘Submit’.  
A confirmation box will be displayed. If you wish to confirm your vote, click on ‘Yes’, else to change your vote, click on ‘No’ and accordingly modify your vote.

OR

## METHOD 2 - VOTES UPLOAD

- Visit URL: <https://instavote.linkintime.co.in> and login with InstaVote Login credentials.
- After successful login, you will be able to see the **“Notification for e-voting”**.
- Select **“View”** icon for **“Company’s Name / Event number”**.
- E-voting page will appear.
- Download sample vote file from **“Download Sample Vote File”** tab.
- Cast your vote by selecting your desired option ‘Favour / Against’ in the sample vote file and upload the same under **“Upload Vote File”** option.
- Click on ‘Submit’. ‘Data uploaded successfully’ message will be displayed.  
(Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

### Helpdesk:

#### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode facing any technical issue in login may contact INSTAVOTE helpdesk by sending a request at [enotices@in.mpms.mufg.com](mailto:enotices@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000.

#### Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk for any technical issues related to login through Depository i.e., NSDL and CDSL.

Login type	Helpdesk details
<b>Individual Shareholders holding securities in demat mode with NSDL</b>	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at : 022 - 4886 7000
<b>Individual Shareholders holding securities in demat mode with CDSL</b>	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33





## Forgot Password:

### Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode:

Shareholders holding securities in physical mode / Non-Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on “Login” under ‘SHARE HOLDER’ tab.
- Click “forgot password?”
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### User ID:

*NSDL demat account – User ID is 8 Character DP ID followed by 8 Digit Client ID.*

*CDSL demat account – User ID is 16 Digit Beneficiary ID.*

*Shareholders holding shares in physical form – User ID is Event No + Folio Number registered with the Company.*

In case Custodian / Corporate Body/ Mutual Fund has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the “Forgot Password” option available on: <https://instavote.linkintime.co.in>

- Click on ‘Login’ under “Custodian / Corporate Body/ Mutual Fund” tab
- Click “forgot password?”
- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA).
- Click on “SUBMIT”.

*In case shareholders have a valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/her choice by providing information about the particulars of the Security Question and Answer, PAN, DOB/DOI etc. The password should contain a minimum of 8 characters, at least one special character (!#\$%&\*), at least one numeral, at least one alphabet and at least one capital letter.*

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

Individual Shareholders holding securities in demat mode have forgotten the USER ID [Login ID] or Password or both, then the Shareholders are advised to use Forget User ID and Forget Password option available at above mentioned depository/ depository participants website.

- ❖ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- ❖ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
- ❖ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular “Event”.





## B) INSTAMEET VC Instructions for shareholders

In terms of Ministry of Corporate Affairs (MCA) General Circular No. 09/2024 dated 19.09.2024, the Companies can conduct their AGMs/ EGMs on or before September 30, 2025 by means of Video Conference (VC) or other audio-visual means (OAVM).

Shareholders are advised to update their mobile number and email Id correctly in their demat accounts to access InstaMeet facility.

### Login method for shareholders to attend the General Meeting through InstaMeet:

- a) Visit URL: <https://instameet.in.mpms.mufg.com> & click on “Login”.
- b) Select the “Company” and ‘Event Date’ and register with your following details:

#### A. Demat Account No. or Folio No:

- Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID.
- Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
- Shareholders holding shares in physical form – shall provide Folio Number.

#### B. PAN:

- Enter your 10-digit Permanent Account Number (PAN)  
(Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

#### C. Mobile No: Enter your Mobile No.

#### D. Email ID: Enter your email Id as recorded with your DP/ Company.

- c) Click “Go to Meeting”

You are now registered for InstaMeet, and your attendance is marked for the meeting.

## Instructions for shareholders to Speak during the General Meeting through InstaMeet:

- a) Shareholders who would like to speak during the meeting must register their request with the company.
- b) Shareholders will get confirmation on first cum first basis depending upon the provision made by the company.
- c) Shareholders will receive “speaking serial number” once they mark attendance for the meeting. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.
- d) Other shareholder who has not registered as “Speaker Shareholder” may still ask questions to the panellist via active chat-board during the meeting.

\*Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

## Instructions for Shareholders to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated during the meeting, shareholders who have not exercised their vote through the remote e-voting can cast the vote as under:

- a) On the Shareholders VC page, click on the link for e-Voting “Cast your vote”
- b) Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET
- c) Click on ‘Submit’.





- d) After successful login, you will see “Resolution Description” and against the same the option “Favour/ Against” for voting.
- e) Cast your vote by selecting appropriate option i.e., “Favour/Against” as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under ‘Favour/Against’.
- f) After selecting the appropriate option i.e., Favour/Against as desired and you have decided to vote, click on “Save”. A confirmation box will be displayed. If you wish to confirm your vote, click on “Confirm”, else to change your vote, click on “Back” and accordingly modify your vote. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

**Note:**

Shareholders/ Members, who will be present in the General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting.

Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-Fi or LAN connection to mitigate any kind of aforesaid glitches.

**Helpdesk:**

Shareholders facing any technical issue in login may contact INSTAMEET helpdesk by sending a request at [instameet@in.mpms.mufg.com](mailto:instameet@in.mpms.mufg.com) or contact on: - Tel: 022 – 4918 6000 / 4918 6175.





## ANNEXURE TO THE NOTICE

### EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 (“ACT”)

#### ITEM NO. 2

In terms of the provisions of Section 152 of the Companies Act, 2013 (“the Act”) and in accordance with the Articles of Association of the Company, two-third of the total number of Directors, excluding Independent Directors, are liable to determination by retirement of directors by rotation, out of which, one-third shall retire. The Directors who are liable to retire by rotation would be those who have been longest in office since their last appointment.

Accordingly, Mr. Motilal Oswal and Mr. Sukesh Bhowal, Non-Independent Directors are liable to retire by rotation. Mr. Motilal Oswal being longest in the office will retire by rotation and would be eligible for re-appointment in this AGM.

#### **Brief profile of Mr. Oswal is as follows:**

Mr. Motilal Oswal is Chairman and Non-Executive Director of our Company. He is a Chartered Accountant and started the business along with co-promoter, Mr. Raamdeo Agrawal in 1987. He has received the “Rashtriya Samman Patra” awarded by the Government of India for being amongst the highest Income Tax payers in the country for a period of 5 years from FY 1994-95 to FY 1998-99. He is our co-Promoter and has previously been the chairman and president of the Jain International Trade Organization.

He has received several awards including, “Rajasthan Ratna Manav Seva” award by Manav Seva Trust; “Durgadevi Saraf Puraskar” by Marwadi Sammelan for contributions in the field of Trade & Industry; and “Samaj Ratna” award by the Amravati Cancer Foundation. He has also authored two books titled “The Essence of Business & Management” and “The Essence of Life”. He along with our co-Promoter, Raamdeo Agarawal started our Company in 1987.

He has served on the Governing Board of the BSE, Indian Merchant’s Chamber (IMC) and also served on various committees of BSE, NSE, SEBI, and CDSL.

Accordingly, the Board recommends the Ordinary Resolution(s) set out in **Item No. 2** of the Notice for approval of the Members of the Company.

The additional information of Director seeking re-appointment at the Twelfth AGM pursuant to Secretarial Standards-2 (SS-2) is annexed to this Notice.

Save and except Mr. Motilal Oswal who is appointee and his relatives to the extent of their respective shareholding, if any, in the Company, none of the other Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 2** of the Notice except to the extent of their shareholding, if any, in the Company.

#### ITEM NO. 3

In order to augment long term resources for the purpose of onward lending, financing, refinancing the existing indebtedness of the Company or for general corporate purposes, consent of the Members is being sought by way of a Special resolution in terms of Sections 23, 42, 71 of the Companies Act, 2013 (“the Act”) and Rules made thereunder, for enabling the Board of Directors of the Company to offer/invite/issue securities through public issue/private placement basis for a period of one year commencing from the date of this meeting by way of issue of Non-Convertible Debentures (“NCDs”).

Further, pursuant to Section 42 of the Act read with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 (as amended from time to time), Company can issue NCDs without passing special resolution once in a year, if the Company has taken approval of the Members by way of special resolution for borrowings under Section 180(1)(c) of the Act.

The Company has the higher limits approved for borrowings under Section 180(1)(c) of the Act but for better governance, it is proposed to take approval of Members of the Company for issuance of NCDs/Bonds through public issue/private placement basis.





Pursuant to the Chapter XII (Fund raising by issuance of debt securities by large corporate) of Master Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated May 22, 2024 (as amended from time to time), the Company being 'Large Entity' as on March 31, 2025 is required to raise 25% of incremental borrowing by way of issuance of debt securities. Further, based on projected long term borrowings, taking into consideration scheduled maturities, retaining flexibility for inter-changeability between Bank loans and NCDs of the Company, it is proposed to borrow money by way of issue of NCDs upto ₹ 1,500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) in one or more tranches, through public issue/private placement basis.

As required under Rule 14(1) of the Companies (Prospects and Allotment of Securities) Rules, 2014 (as amended from time to time), the material facts in connection with the aforesaid issue of NCDs are as follows:

1	<b>Particulars of the offer including date of passing of Board resolution</b>	Secured or Unsecured Redeemable NCDs for an amount not exceeding in aggregate ₹ 1,500,00,00,000/- (Rupees One Thousand Five Hundred Crore only) in one or more tranches through public issue/private placement basis at such interest rates and on such terms and conditions as may be determined by the Board/Committee of Directors.  Date of passing of Board Resolution: April 23, 2025
2	<b>Kinds of securities offered and the price at which security is being offered</b>	Secured or Unsecured Redeemable NCDs at premium, discount or at par, as may be determined by the Board/Committee of Directors.
3	<b>Basis or justification for the price (including premium, if any) at which the offer or invitation is being made</b>	Since the issuance would be in one or more tranches, price will be determined by the Board/Committee of Directors in accordance with the prevailing market conditions at the time of issue.
4	<b>Name and address of valuer who performed valuation</b>	Not applicable in case of NCDs
5	<b>Amount which the company intends to raise by way of such securities</b>	₹ 1,500,00,00,000/- (Rupees One Thousand Five Hundred Crore only)
6	<b>Material terms of raising such securities</b>	Since the issuance would be in one or more tranches material terms will be determined by the Board/Committee of Directors, in accordance with the applicable provisions of the Act and the Rules framed thereunder and other applicable law for the time being in force.
7	<b>Proposed time schedule</b>	Upto next Annual General Meeting
8	<b>Purposes or objects of offer</b>	For the purpose of onward lending including lending for its housing finance, financing, refinancing the existing indebtedness of the Company or working capital required for Company's General Corporate Purposes.
9	<b>Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects</b>	None





10	<b>Principle terms of assets charged as securities</b>	The principal amount of the secured NCDs to be issued together with all interest due on the NCDs in respect thereof shall be secured by way of exclusive and/or pari-passu charge in favour of the Debenture Trustee on specific present and/or future receivables/assets of our Company as may be decided mutually by the Company and the Debenture Trustee. Company will create appropriate security in favour of the Debenture Trustee for the secured NCD Holders on the assets adequate to ensure at least 100% asset cover for the Secured NCDs (along with the interest due thereon).
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Accordingly, the Board recommends the Special Resolution set out in **Item No. 3** of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 3** of the Notice except to the extent of their shareholding, if any, in the Company.

#### **ITEM NO. 4 & 5**

The Members are informed that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (as amended from time to time), all material related party transactions (RPTs) and subsequent material modifications shall require prior approval of the shareholders through resolution and related parties are not allowed to vote on such resolution.

A transaction with a related party shall be considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year, exceeds rupees one thousand crore or ten per cent of the annual consolidated turnover of the listed entity as per the last audited financial statements of the listed entity, whichever is lower. Since, annual turnover of the Company as on March 31, 2025 is ₹ 630 Crore, any transaction to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 63 crore shall be considered as material related party transaction and approval of the Members shall be required for such transaction(s).

Further, the omnibus shareholders’ approval for material RPTs approved in an Annual General Meeting (“AGM”) shall be valid upto the date of the next AGM for a period not exceeding fifteen months. Therefore, the Company is required to obtain Shareholders’ approval in every AGM.

#### **Background, details and benefits of the transaction:**

The Members are informed that to take advantage of the existing business synergies, the Audit Committee at its Meeting held on January 27, 2025 and April 23, 2025 had granted omnibus approval for entering into transactions with related parties i.e., transactions with Motilal Oswal Financial Services Limited (“MOFSL”), a holding company, and Motilal Oswal Finvest Limited (“MOFL”), a fellow subsidiary, for availing loans, giving of loan and/or Corporate Guarantee and/or providing Security, availing business support service, payment of rent, receipt of payment towards referral fees, etc.

As the aforesaid transactions with MOFSL and MOFL exceed the prescribed material threshold limits, the approval of the Members of the Company is sought by way of an Ordinary Resolution.

The Members had provided its approval, through Ordinary Resolution passed at the Eleventh AGM of the Company held on June 25, 2024, for entering into below RPTs with MOFSL and MOFL (including transactions already entered),





in one or more tranches, from the date of said AGM i.e., June 25, 2024 up to the date of the next AGM for a period not exceeding fifteen months.

### **Transactions with MOFSL:**

Nature of Transactions	Amount (₹ in crore)
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	275
Other Transactions including Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, avail or provide services including Referral Fees, Cross Charge for ESOP, interest expenses or income, etc. and such other transactions as may be approved by Audit Committee and Board.	100
<b>Total</b>	<b>875</b>

### **Transactions with MOFL :**

Nature of Transactions	Amount (₹ in crore)
Issue/allotment of Securities by way of Subscription, Purchase or otherwise	275
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	275
Other Transactions like Cross Charge for ESOP, interest expenses or income, etc. and such other transactions as may be approved by Audit Committee and Board.	50
<b>Total</b>	<b>1,100</b>

Further, as per the financial requirement of the Company the Audit Committee and the Board proposed to modify the limits approved by the Members in the Eleventh AGM. The relevant details pertaining to the proposed Material Related Party Transactions for which the approval of the Members is sought are given below:

### **A. Transactions with MOFSL (Table 1):**

Nature of Transaction	Amount (₹ in crore)
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	250
Other Transactions including Rent/Leasing Transactions & Rent Deposits, Reimbursement of Expenses, avail or provide services including Referral Fees, Cross Charge for ESOP, interest expenses or income, etc. and such other transactions as may be approved by Audit Committee and Board.	75
<b>Total</b>	<b>825</b>





## B. Transactions with MOFL (Table 2):

Nature of Transaction	Amount (₹ in crore)
Availing of loans	500
Granting of loans and/or giving of any guarantee and/or providing security in connection with a loan in favour of various Banks/ Financial Institutions/ Debenture Trustees, etc.	275
Other Transactions like Cross Charge for ESOP, interest expenses or income, etc. and such other transactions as may be approved by Audit Committee and Board.	50
<b>Total</b>	<b>825</b>

In view of the clarification issued by the SEBI regarding validity of the Shareholders' approval of omnibus RPTs, it is now proposed to take fresh approval of the Members of the Company for entering into the above mentioned RPTs with the Company.

The Company and the aforesaid Related parties i.e., MOFSL and MOFL, being part of the same group, these transactions, not only cater to the requirement of working capital but also ensures smooth business operations for both the Companies. As the proposed transaction with the Company will exceed the prescribed material threshold limits, the approval of the Members of the Company is sought by way of an Ordinary Resolution for entering into aforesaid RPTs with MOFSL and MOFL, in one or more tranches, from the date of this AGM up to the date of the next AGM, for a period not exceeding fifteen months. The aforesaid limit shall be construed as the maximum outstanding exposure at any point of time.

The related party transactions entered/to be entered into by the Company with MOFSL and MOFL are in the ordinary course of business and are at arm's length basis. Therefore, the approval of Members is not mandatory under the provisions of the Companies Act, 2013 ("Act") and rules framed thereunder; however, the reference of the same is being included in the resolution as an abundant precautionary measure.

The particulars of the transaction (s) pursuant to the provisions of Section 188 of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014 and Para 2 of Chapter VIII ('Disclosure obligations of listed entities in relation to its Related Party Transactions') of SEBI Master Circular for listing obligations and disclosure requirements for Non-convertible Securities, Securitised Debt Instruments and / or Commercial Paper dated May 21, 2024 are as under:

Sr. No	Particulars	Resolution No. 4	Resolution No. 5
<b>1.</b>	<b>A summary of the information provided by the management to the Audit Committee</b>		
a)	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	Motilal Oswal Financial Services Limited ("MOFSL"), a Holding Company, is promoter and related party of the Company.  MOFSL directly and indirectly (through wholly owned subsidiaries) holds 96.94% equity shares of the Company.  <b>Nature of Relationship</b> Holding Company.	Motilal Oswal Finvest Limited ("MOFL"), a fellow Subsidiary Company, is promoter and related party of the Company.  MOFL (wholly owned subsidiary of MOFSL) directly holds 9.91% of total equity shares of the Company.  <b>Nature of Relationship</b> A subsidiary of a MOFSL to which the Company is also a subsidiary (Fellow Subsidiary).



Sr. No	Particulars	Resolution No. 4	Resolution No. 5
b)	Name of the director or key managerial personnel who is related/common	Mr. Motilal Oswal, Chairman & Non-Executive Director, Mr. Raamdeo Agarawal, Non-Executive Director and Mrs. Divya Momaya, Independent Director of the Company are also on the Board of MOFSL.  Mr. Oswal is Managing Director & Chief Executive Officer, Mr. Agarawal is Chairman & Non-Executive Director and Mrs. Momaya is an Independent Director of MOFSL.	Mrs. Divya Momaya, Independent Director of the Company is also on the Board of MOFL.
c)	Nature, material terms, monetary value and particulars of contracts or arrangement	Please refer point 1(d) and 3 of this table for nature, material terms, value of transactions and particulars of contracts or arrangement.	
d)	Value of Transaction	Total value of all transactions: ₹ 825 Crore  For bifurcation, please refer 'Table 1' given above.	Total value of all transactions: ₹ 825 Crore.  For bifurcation, please refer 'Table 2' given above.
e)	% of the annual turnover of the Company as on March 31, 2025, that is represented by the proposed RPT	130.96%	130.96%
f)	Whether the transactions have been approved by Audit Committee and the Board of Directors	Yes, the Audit Committee and Board of Directors of the Company have approved the transactions at their respective meeting held on April 23, 2025.	
2.	<b>Justification for the transaction</b>	<p>Given the nature of NBFC-HFC business, the Company works closely with its related parties to achieve its business objectives and enters into various operational transactions with them from time to time, in the ordinary course of business and on arm's length basis.</p> <p>To meet working capital requirement, the Company borrows funds from MOFSL &amp; MOFL from time to time. The support in the form of loan commitment from parent/ group, also helps the Company to avail long-term borrowing from various financial institution at lower rate and on tap basis.</p> <p>Further, as part of Treasury Management to deploy surplus funds, the Company may decide to invest and/or lend from time to time including lending to Group Companies. This will help Holding/Fellow Subsidiary Company to maintain it's liquidity and fetch better return to the Company as Compared to Market.</p> <p>Due to common infrastructure and support based out at parent company level, the Company undertakes various transactions in normal course of business like Business Support Charges, Rent/Leasing, Cross-Charge for ESOP, etc.</p>	





Sr. No	Particulars	Resolution No. 4	Resolution No. 5																		
		<p>The Company being part of Group Companies also undertakes common routine transactions with MOFSL &amp; MOFL like Business Support Charges, Rent/Lease, ESOP Charges, Referral Fees, etc.</p> <p>The aforementioned transactions will not only help both the companies to smoothen business operations but will also ensure a consistent flow of desired quality and quantity of various facilities for uninterrupted operations and an increase in productivity. This in turn will contribute towards Motilal Oswal Group synergy and sustainability.</p> <p>The said transactions will be executed in the best interest of the Company and are carried out on arm's length basis.</p>																			
<b>3.</b>	<b>Additional disclosures for transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:</b>																				
	Details of the source of funds in connection with the proposed transaction	The Company being NBFC-HFC, requirement of disclosing details of the source of funds is not applicable.																			
	Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - <ul style="list-style-type: none"> <li>• Nature of indebtedness</li> <li>• Cost of funds</li> <li>• Tenure</li> </ul>	The Company is not borrowing any fund for aforesaid transactions, hence the question of indebtedness does not arise.																			
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	<table border="1" style="width: 100%; border-collapse: collapse;"> <thead> <tr> <th style="background-color: #1a3d54; color: white;">Particulars</th> <th style="background-color: #1a3d54; color: white;">For MOFSL</th> <th style="background-color: #1a3d54; color: white;">For MOFL</th> </tr> </thead> <tbody> <tr> <td>Applicable terms &amp; Covenants</td> <td>As per Agreement entered with MOFSL</td> <td>As per Agreement entered with MOFL</td> </tr> <tr> <td>Tenure</td> <td colspan="2" style="text-align: center;">Upto 1 year (loan repayable on demand)</td> </tr> <tr> <td>Interest Rate</td> <td colspan="2">Rate of Interest would be the cost of fund plus spread. Currently rate of interest is in the range of 11% p.a. to 13%p.a. However, considering change in market scenario the Company may change the rate of interest.</td> </tr> <tr> <td>Repayment Schedule</td> <td style="text-align: center;">On demand</td> <td style="text-align: center;">On demand</td> </tr> <tr> <td>Security</td> <td style="text-align: center;">Generally Unsecured</td> <td style="text-align: center;">Generally Unsecured</td> </tr> </tbody> </table>		Particulars	For MOFSL	For MOFL	Applicable terms & Covenants	As per Agreement entered with MOFSL	As per Agreement entered with MOFL	Tenure	Upto 1 year (loan repayable on demand)		Interest Rate	Rate of Interest would be the cost of fund plus spread. Currently rate of interest is in the range of 11% p.a. to 13%p.a. However, considering change in market scenario the Company may change the rate of interest.		Repayment Schedule	On demand	On demand	Security	Generally Unsecured	Generally Unsecured
Particulars		For MOFSL	For MOFL																		
Applicable terms & Covenants		As per Agreement entered with MOFSL	As per Agreement entered with MOFL																		
Tenure		Upto 1 year (loan repayable on demand)																			
Interest Rate		Rate of Interest would be the cost of fund plus spread. Currently rate of interest is in the range of 11% p.a. to 13%p.a. However, considering change in market scenario the Company may change the rate of interest.																			
Repayment Schedule		On demand	On demand																		
Security	Generally Unsecured	Generally Unsecured																			
	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Working capital and other general corporate purpose.																			





Sr. No	Particulars	Resolution No. 4	Resolution No. 5
4.	<b>A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder</b>	Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the members on request.	
5.	<b>Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT</b>	9.89%	119.30%
6.	<b>Any other information that may be relevant</b>	None	None

Accordingly, the Board, on basis of consideration and approval of Audit Committee, recommends the Ordinary Resolutions set out in **Item No. 4 & 5** of the Notice for approval of the Members of the Company.

All the related parties shall abstain from voting on the said Resolutions.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 4 & 5** of the Notice except to the extent of their shareholding, if any, in the Company.

## ITEM NO. 6

The Members are informed that the existing Object Clause of Memorandum of Association ("MOA") of the Company is in line with the earlier Companies Act, 1956. Accordingly, the approval of Board was granted at its meeting held on April 23, 2025 w.r.t. the alteration in the existing Object Clause of MOA of the Company in order to align it with the provisions of Sections 4 and 13 read with Table A of Schedule I of the Companies Act, 2013 ("the Act") and the Rules made thereunder and other applicable provisions (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof for the time being in force), subject to approval of Members of the Company and such other approvals, permissions and sanctions of the Registrar of Companies ("ROC") or any other appropriate authorities, as may be required, by doing the following changes:

- i. The Clause III (A) be renamed as 'The objects to be pursued by the company on its incorporation are;
- ii. To merge Clause III (B) and Clause III (C) of the MOA into Clause III (B) and the same be renamed as 'Matters which are necessary for furtherance of the objects specified in Clause III (A) are.

The draft MOA incorporating the amendments proposed in the Resolution is available for inspection of the Members of the Company in electronic mode.

Accordingly, the Board recommends the Special Resolution set out in **Item No. 6** of the Notice for approval of the Members of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution set forth in **Item No. 6** of the Notice except to the extent of their shareholding, if any, in the Company.





**ANNEXURE TO ITEM NO. 2**

**Additional Information of Director seeking re-appointment at the Twelfth Annual General Meeting pursuant to Secretarial Standards on General Meetings (SS-2):**

<b>Name of the Director</b>	<b>Mr. Motilal Oswal</b>
<b>DIN</b>	00024503
<b>Date of Birth</b>	May 12, 1962
<b>Age</b>	63 years
<b>Qualifications</b>	Chartered Accountant
<b>Date of first appointment on the Board</b>	October 01, 2013
<b>Remuneration sought to be paid</b>	The remuneration details are mentioned in Report on Corporate Governance forming part of Annual Report of the Company.
<b>Last Drawn remuneration</b>	
<b>Experience/ Brief Profile and Expertise in specific functional area</b>	Please refer explanatory statement (Item No. 2) for brief profile of Mr. Oswal.
<b>Terms and conditions of appointment/ re-appointment</b>	As per the resolution at Item No. 2 of the Notice convening this Meeting read with the Explanatory Statement
<b>Directorships held in other companies (excluding foreign companies) as on date</b>	<ul style="list-style-type: none"><li>• Motilal Oswal Financial Services Limited</li><li>• MO Alternate Investment Advisors Private Limited</li><li>• Motilal Oswal Foundation</li><li>• Motilal Oswal Capital Limited</li><li>• Tattva Education Foundation</li></ul>
<b>Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)</b>	<b>Motilal Oswal Financial Services Limited</b> <ul style="list-style-type: none"><li>• Stakeholders Relationship Committee</li><li>• Corporate Social Responsibility Committee</li></ul> <b>Motilal Oswal Home Finance Limited</b> <ul style="list-style-type: none"><li>• Audit Committee</li><li>• Stakeholders Relationship Committee</li><li>• Corporate Social Responsibility Committee</li><li>• Nomination and Remuneration Committee</li></ul> <b>MO Alternate Investment Advisors Private Limited</b> <ul style="list-style-type: none"><li>• Corporate Social Responsibility Committee</li></ul>
<b>Chairpersonship of Committees across companies (only Statutory Committees as required to be constituted under the Act are considered)</b>	<b>Motilal Oswal Financial Services Limited</b> <ul style="list-style-type: none"><li>• Corporate Social Responsibility Committee</li></ul>
<b>Shareholding in the Company (Equity)</b>	10 Equity Shares
<b>Relationship with other Directors/ Manager/Key Managerial Personnel</b>	None
<b>Number of Board meetings attended during the FY 2024-25</b>	3

**By Order of the Board  
For Motilal Oswal Home Finance Limited**

**Sd/-**

**Sunny Ganatra  
Company Secretary & Compliance Officer  
ICSI Membership No.: A62430**

**Date:** June 03, 2025

**Place:** Mumbai

