



Notice - Eleventh Annual General Meeting





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; Website: <https://motilaloswalhf.com/>;

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

NOTICE OF THE ELEVENTH ANNUAL GENERAL MEETING

Notice is hereby given that the Eleventh Annual General Meeting ("AGM") of the Members of Motilal Oswal Home Finance Limited will be held on Tuesday, June 25, 2024 at 11:00 A.M. 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, 2024.
2. To appoint a Director in place of Mr. Raamdeo Agarawal (DIN: 00024533), 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. Raamdeo Agarawal (DIN:00024533), who retires by rotation, be and is hereby re-appointed as a Director, liable to retire by rotation.

3. **To appoint M/s. MGB & Co LLP, Chartered Accountants (ICAI Registration No. 101169W/W100035), as the Statutory Auditors of the Company.**

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

"RESOLVED THAT pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Audit and Auditors) Rules, 2014 and 'Guidelines for Appointment of Statutory Central Auditors (SCAs)/Statutory Auditors (SAs) of Commercial Banks (excluding RRBs), UCBs and NBFCs (including HFCs)' issued by the Reserve Bank of India ("RBI") vide circular dated April 27, 2021 (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 appoint M/s. MGB & Co. LLP, Chartered Accountants (ICAI Registration No. 101169W/W100035), as the Statutory Auditors of the Company to hold office from the conclusion of Eleventh Annual General Meeting ("AGM") till the conclusion of the Fourteenth AGM.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) of the Company be and are hereby authorised to fix the remuneration of Statutory Auditors as may be mutually agreed upon and re-imbursement of out of pocket expenses incurred by them for the purpose of audit of the Company.

RESOLVED FURTHER THAT 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."

Special Business:

4. **To issue of 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 (“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 during FY 2024-25 by way of public issue / private placement basis, for an amount not exceeding in aggregate ₹ 1,500 Crore (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.”

5. **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 (“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 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 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
Total	875



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 Material Related Party Transactions with Motilal Oswal Finvest Limited, a fellow subsidiary.**

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 (“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)
Issue/allotment of Securities by way of Subscription, Purchase or otherwise	200
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
Total	1,025

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.”

By Order of the Board
Motilal Oswal Home Finance Limited

sd/-

Sunny Ganatra
Company Secretary & Compliance Officer
(ACS No.: 62430)

Place: Mumbai

Date: June 3, 2024

Notes:

1. 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 (also referred as "Shareholders") at a common venue. In accordance with the provisions of the Companies Act, 2013 ("the 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 Link Intime India Private Limited ("LIPL") 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 as 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 LIPL 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, in accordance with MCA Circulars, since the AGM will be held through VC / OAVM, the physical attendance of Members 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 Institutional / 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. Institutional / Corporate Members intending to attend the AGM through their authorised representatives are requested to send a Certified True Copy of the Board Resolution and I / or 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 with a copy marked to enotices@linkintime.co.in.
6. In compliance with the aforesaid MCA Circulars and SEBI Circular no. SEBI/HO/DDHS/P/CIR/2023/0164 dated October 06, 2023, Notice of the AGM along with the Annual Report for FY 2023-24 is being sent only 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 Company / Depositories as on benpos date i.e. Friday, May 31, 2024 and whose email IDs are registered with the Company / Depositories. Members may note that the Notice and Annual Report for FY 2023-24 will also be available on the website of the Company i.e. <https://motilaloswalhf.com/> and on the website of the LIPL 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, applicable 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.



9. The Company has appointed Mr. Umashankar K. Hegde, Practicing Company Secretary, 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. **Tuesday, June 18, 2024** will only be considered for the purpose of Remote e-voting and E-voting.
11. The Remote e-voting facility commences on **Friday, June 21, 2024 at 9:00 A.M. (IST)** and ends on **Monday, June 24, 2024 at 5:00 P.M. (IST)**. The Remote e-voting shall be disabled by LIPL for voting thereafter.
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. **Tuesday, June 18, 2024**.
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 be entitled to vote again at the AGM.
15. Members who are holding shares in physical form or who have not registered their email IDs with the Company / Depositories 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 on the cut-off date, i.e. **Tuesday, June 18, 2024**, may obtain the User ID and password by sending a request at enotices@linkintime.co.in. However, if a non-individual Member is already registered with LIPL for Remote 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. **Tuesday, June 18, 2024** 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 No. 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 No. SH-13 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 transfer 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, AVP, LIPL, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai – 400083; Helpdesk: 022 49186000/49186175; E-mail to enotices@linkintime.co.in.
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 resolution 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 by Thursday, June 27, 2024 and the details of result along with Scrutinizer's Report will be placed on the website of the Company at <https://motilaloswalhf.com/> and on the website of LIPL at <https://instavote.linkintime.co.in>.

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

A. REMOTE E-VOTING INSTRUCTIONS:

Individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

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

i) Individual Shareholders holding securities in demat mode with NSDL:

- a) Existing IDeAS user can visit the e-Services website of NSDL viz. <https://eservices.nsdl.com> either on a personal computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. 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 and you will be able to see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be re-directed to "InstaVote" website for casting your vote during the remote e-Voting period.
- b) If you are not registered for IDeAS e-Services, option to register is available at <https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp>.
- c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a personal computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name i.e. LINKINTIME and you will be redirected to "InstaVote" website for casting your vote during the remote e-Voting period.

ii) Individual Shareholders holding securities in demat mode with CDSL:

- a) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. The option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <https://web.cdslindia.com/myeasitoken/home/login> or www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.
- b) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by the company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider i.e. LINKINTIME for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.



- c) If the user is not registered for Easi/Easiest, the option to register is available at CDSL website <https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration> and click on login & New System Myeasi Tab and then click on registration option.
- d) Alternatively, the user can directly access the e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <https://www.cdslindia.com> / home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

iii) Individual Shareholders (holding securities in demat mode) login through their depository participants

You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on the company name or e-Voting service provider name i.e. Link Intime and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

2. Login method for Individual shareholders holding securities in physical form / Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the Company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

- i) Open the internet browser and launch the URL: <https://instavote.linkintime.co.in>
- ii) Click on "Sign Up" under 'SHARE HOLDER' tab and register with your following details:

(a) **User ID:** Enter your User ID details as given below:

Manner of holding shares	User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	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 demat account**, 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).
 - Click "**confirm**" (Your password is now generated).

- iii) Click on '**Login**' under '**SHARE HOLDER**' tab.
- iv) Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on '**Submit**'.

3. Cast your vote electronically:

- i) After successful login, you will be able to see the notification for e-voting. Select '**View**' icon.
- ii) E-voting page will appear.
- iii) 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).
- iv) 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.

4. Guidelines for Institutional shareholders ("Corporate Body / Custodian/Mutual Fund"):

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution / authority letter/power of attorney, etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

The steps for the same to be followed by the institutional investors are as follows:

STEP 1 – Registration

- a) Visit URL: <https://instavote.linkintime.co.in>
- b) Click on Sign up under "Corporate Body / Custodian / 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 at Sr. No. 2 above). 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.
- e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.
- f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on "Investor Mapping" tab under the Menu Section
- c) Map the Investor with the following details:
 - a. Investor ID -
 - i. Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678
 - ii. Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.
 - b. Investor's Name - Enter full name of the entity.
 - c. Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.



- 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. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button and investor will be mapped now.

e) The same can be viewed under the “Report Section”.

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) Click on ‘Votes Entry’ tab under the Menu section.
- c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.
- d) Enter ‘16-digit Demat Account No.’ for which you want to cast vote.
- e) 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).
- f) After selecting the desired option i.e., Favour / Against, click on ‘Submit’.
- g) 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. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

METHOD 2 - VOTES UPLOAD:

- a) Visit URL: <https://instavote.linkintime.co.in> and login with credentials as received in Step 1 above.
- b) You will be able to see the notification for e-voting in inbox.
- c) Select ‘**View**’ icon for ‘Company’s Name / Event number’. E-voting page will appear.
- d) Download sample vote file from ‘Download Sample Vote File’ option.
- e) Cast your vote by selecting your desired option ‘Favour / Against’ in excel and upload the same under ‘Upload Vote File’ option.
- f) 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).

5. Helpdesk for Individual Shareholders holding securities in physical mode / Non Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: Tel. 022 4918 6000.

6. Helpdesk for 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
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 225533.

7. Individual Shareholders holding securities in Physical mode have forgotten the password:

If an Individual Shareholder holding securities in Physical mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: <https://instavote.linkintime.co.in>.

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No. + Folio Number registered with the Company

User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

8. Institutional shareholders ("Corporate Body / Custodian/Mutual Fund") has forgotten the password:

If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime : <https://instavote.linkintime.co.in>

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

In case shareholders is having 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 the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. 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.*

9. Individual Shareholders holding securities in demat mode with NSDL / CDSL have forgotten the password:

Shareholders who are unable to retrieve User ID / Password are advised to use Forget User ID and Forget Password options available at abovementioned depository / depository participant's 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. PROCESS AND MANNER FOR ATTENDING THE ANNUAL GENERAL MEETING (“AGM”) THROUGH INSTAMEET:

1. Open the internet browser and launch the URL: <https://instameet.linkintime.co.in> & Click on “Login”
2. Select the “Company” and ‘Event Date’ and register with your following details:
 - (a) **Demat Account No. or Folio No:** Enter your 16 digit Demat Account No. or Folio No.

Manner of holding shares	User ID
For Members who hold shares in demat account with CDSL	16 Digit Beneficiary ID
For Members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID
For Members who holds shares in physical form	Folio Number registered with the Company

- (b) **PAN:** Enter your 10-digit Permanent Account Number (PAN) [Members 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 number.
 - (d) **Email ID:** Enter your e-mail ID, as recorded with your DP/Company.
3. Click “Go to Meeting” (You are now registered for InstaMeet and your attendance is marked for the meeting).
 4. The Members can join the AGM in the VC / OAVM mode 15 minutes before the scheduled time of the commencement of the AGM by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC / OAVM will be made available on first come first served basis. However, the said restriction on account of first come first served principle shall not be applicable on large shareholders (shareholders holding 2% or more shareholding), promoters, institutional investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders’ Relationship Committee, Auditors, etc.

C. INSTRUCTIONS FOR MEMBERS TO SPEAK DURING THE AGM THROUGH INSTAMEET:

1. The Members who would like to express their views / ask questions during the AGM must register themselves as a speaker by sending their request from their registered e-mail Id mentioning their name, demat account number / folio number, email id, PAN, mobile number at corpsec@motilaloswal.com up to June 20, 2024 (IST 5.00 P.M.). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM.
2. Members will get confirmation on first cum first basis depending upon the provision made by the Company.
3. Members will receive “speaking serial number” once they mark attendance for the meeting.
4. Other Member may ask questions to the panelist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panelist by switching on video mode and audio of your device.
6. Members are requested to speak only when moderator of the meeting / management announce the name and serial number for speaking.

D. INSTRUCTIONS FOR MEMBERS TO VOTE DURING THE AGM THROUGH INSTAMEET:

1. Once the electronic voting is activated by the scrutinizer / moderator during the meeting, members 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 and click on ‘**Submit**’.
 - (c) After successful login, you will see “**Resolution Description**” and against the same the option “**Favour / Against**” for voting.
 - (d) 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**’.
 - (e) 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.
 - (f) Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Members, who will be present in the AGM 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. Members who have voted through Remote e-voting prior to the AGM will be eligible to attend / participate in the AGM through InstaMeet. However, they will not be eligible to vote again during the meeting.

2. Members are encouraged to join the Meeting through Tablets / Laptops connected through broadband for better experience.
3. Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
4. Please note that 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.
5. In case members have any queries regarding login / e-voting, they may send an email to instameet@linkintime.co.in or contact on: 022-49186175.



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

Brief profile of Mr. Agarawal is as follows:

Mr. Raamdeo Agarawal is the Non-Executive and Non-Independent Director of Company. He is an Associate of Institute of Chartered Accountants of India and also a member of the National Committee on Capital Markets of the Confederation of Indian Industry. Mr. Agarawal specialises in equity research.

He has been authoring the annual Motilal Oswal Wealth Creation Study since 1996. In 1986, he wrote the book 'Corporate Numbers Game', along with co-author, Late. Ram K. Piparia. He has been featured on 'Wizards of Dalal Street on CNBC TV 18'. He has also authored the book "The Art of Wealth Creation" which compiles insights from his 22 "Wealth Creation Studies".

Mr. Agarawal 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 1995 to 1999 and for a consistent track record of highest integrity.

Accordingly, the Board recommends an Ordinary Resolution for matter set out in Item No. 2 of the Notice for approval of the Members.

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

Save and except Mr. Agarawal who is appointee, none of the other Directors and Key Managerial Personnel of the Company or their respective relatives except to the extent of their shareholding, if any, in the Company are concerned or interested, financial or otherwise, in said Resolution.

ITEM NO. 3

Pursuant to Reserve Bank of India ("RBI") circular RBI/2021-22/25 Ref. No. DoS. CO.ARG/SEC.01/08.91.001/2021-22 dated 27th April 2021 ('Circular'/'Guidelines') for appointment of Statutory Central Auditors (SCAs)/Statutory Auditors ("SAs") of Commercial Banks (excluding RRBs), UCBs and NBFCs [including Housing Finance Company (HFCs)] ("RBI Guidelines") and pursuant to Section 139 of the Act and Companies (Audit and Auditors) Rules 2014 and as recommended by the Audit Committee and the Board, the shareholders of the Company at its AGM held on July 30, 2021 appointed M/s. Singhi & Co., Chartered Accountants, as Statutory Auditors from conclusion of Ninth AGM till the conclusion of Eleventh AGM. The auditors meet the eligibility criteria as required under the Act.

The term of three years of M/s. Singhi & Co. will conclude at the ensuing Eleventh AGM and therefore they will not be able to continue as statutory auditors of the Company hence, it is proposed to appoint of new statutory auditors.

Further as per the aforesaid RBI guidelines, the Board of Directors of the Company at their meeting held on April 25, 2024, on the recommendation of the Audit Committee (the "Committee"), have recommended for the approval of the Members, the appointment of M/s. MGB & Co. LLP, Chartered Accountants (ICAI Registration No. 101169W/W100035), as the Statutory Auditors of the Company to hold office from the conclusion of Eleventh Annual General Meeting ("AGM") till the conclusion of the Fourteenth AGM.

M/s. MGB & Co. LLP, being eligible under Section 141 and other applicable provisions of the Companies Act, 2013 ("Act") including guidelines prescribed by RBI, have consented to act as the Statutory Auditors of the Company and have also confirmed that their appointment, if made, would be within the limits prescribed under the Act and RBI Guidelines.

Brief Profile:

M/s. MGB & Co. LLP, Chartered Accountants (ICAI Registration No. 101169W/W100035), was established in the year 1979. It is a 45 years old multi-disciplinary full service Chartered Accountancy firm with offices in Mumbai, Delhi, Jaipur and Bengaluru.

In view of the aforesaid, the Board recommends the Ordinary Resolution set out in Item No. 3 of this Notice for approval of the Members.

None of the Directors or the Key Managerial Personnel of the Company including their relatives is in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 4

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 SEBI Master Circular for issue and listing of Non-convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper, the Company being 'Large Entity' as on March 31, 2024 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 crore in one or more tranches, through public issue/private placement basis.

As required under Rule 14(1) of the Companies (Prospectus 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	Particulars of the offer including date of passing of Board resolution	Secured or Unsecured Redeemable NCDs for an amount not exceeding in aggregate ₹ 1,500 crore 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 25, 2024
2	Kinds of securities offered and the price at which security is being offered	Secured or Unsecured Redeemable NCDs at premium, discount or at par, as may be determined by the Board/Committee of Directors.



3	Basis or justification for the price (including premium, if any) at which the offer or invitation is being made	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	Name and address of valuer who performed valuation	Not applicable in case of NCDs
5	Amount which the company intends to raise by way of such securities	₹ 1,500 crore
6	Material terms of raising such securities	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	Proposed time schedule	Upto next Annual General Meeting
8	Purposes or objects of offer	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	Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects	None
10	Principle terms of assets charged as securities	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).

Accordingly, the Board of Directors recommends the passing of Special Resolution in relation to issue of NCDs through public issue/private placement basis as set out at Item No. 4 of this Notice for the approval of the Members of the Company.

None of the Directors or Key Managerial Personnel of the Company including their relatives is, in any way interested or concerned in the Resolution except to the extent of their shareholding, if any, in the Company.

ITEM NO. 5 & 6

The Members are informed that pursuant to Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions 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 percent of the annual 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, 2024 is ₹ 578 crore, any transaction to be entered into individually or taken together with previous transactions during a financial year exceeds ₹ 57.8 crore shall be considered as material related party transaction and approval of the shareholders shall require for such transaction(s).

The Members are informed that to take advantage of the existing business synergies, the Audit Committee at its Meeting held on January 23, 2024 and April 25, 2024 had granted omnibus approval for various related party transactions 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 of the Company had provided its approval, through Ordinary Resolution passed at the Tenth AGM of the Company held on June 22, 2023, for entering into RPTs with MOFSL and MOFL (including transactions already entered), in one or more tranches, from the date of said AGM held on June 22, 2023 up to the date of the next AGM for a period not exceeding fifteen months.

The details pertaining to the Material Related Party Transactions for which the approval of the Members is sought are given below:

Transactions with MOFSL ('Table 1'):

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
Total	875

Transactions with MOFL ('Table 2'):

Nature of Transactions	Amount (₹ in crore)
Issue/allotment of Securities by way of Subscription, Purchase or otherwise	200
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
Total	1,025

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. 5	Resolution No. 6
1.	A summary of the information provided by the management to the Audit Committee		
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 97.49% equity shares of the Company. Nature of Relationship 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 9.94% of total equity shares of the Company. Nature of Relationship A subsidiary of a MOFSL to which MOHFL is also a subsidiary (Fellow Subsidiary).
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. Mrs. Divya Momaya, is an Independent Director of the 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 transaction: ₹ 875 Crore. For bifurcation, please refer 'Table 1' give above.	Total value of all transaction: ₹ 1,025 Crore. For bifurcation, please refer 'Table 2' give above.
e)	% of the annual turnover of the Company as on March 31, 2024, that is represented by the proposed RPT	151.39%	177.34%
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 25, 2024.	

Sr. No	Particulars	Resolution No. 5	Resolution No. 6
2.	Justification for the transaction	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. To meet working capital requirement, the Company borrows funds from MOFSL & 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. 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 its liquidity and fetch better return to the Company as Compared to Market. 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. The Company being part of Group Companies also undertakes common routine transactions with MOFSL & MOFL like Business Support Charges, Rent/Lease, ESOP Charges, Referral Fees, etc. For long-term growth, lower leverage, better capital adequacy, etc., the Company may get support in the form of capital infusion from MOFL as and when required. 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. The said transactions will be executed in the best interest of the Company and are carried out on arm's length basis.	
3.	Additional disclosures for transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary:		
	Details of the source of funds in connection with the proposed transaction Where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments - • Nature of indebtedness • Cost of funds • Tenure	The Company being NBFC-HFC, requirement of disclosing details of the source of funds is not applicable. The Company is not borrowing any fund for aforesaid transactions, hence the question of indebtedness does not arise.	



Sr. No	Particulars	Resolution No. 5	Resolution No. 6	
		Particulars	For MOFSL	For MOFL
	Applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	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.		
4.	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	Valuation report wherever required will be obtained for proposed related party transaction(s) and will be made available to the shareholders on request.		
5.	Percentage of counterparty's annual consolidated turnover that is represented by the value of the proposed RPT	12.38%	157.82%	
6.	Any other information that may be relevant	None	None	

Basis the consideration and approval of the Audit Committee, the Board of Directors recommends the Ordinary Resolution forming part of item no. 5 & 6 of this Notice to the shareholders for approval.

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

None of the Directors and / or Key Managerial Personnel of the Company and / or their relatives are, in any way interested or concerned in the Resolution except to the extent of their Directorship / shareholding, if any, in the Company.

Annexure to Item No. 2

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

Name of the Director	Mr. Raamdeo Agarawal
DIN	00024533
Date of Birth	July 1, 1956
Age	67 years
Qualifications	Chartered Accountant

Name of the Director	Mr. Raamdeo Agarawal
Effective Date of Appointment on the Board	October 1, 2013
Details of Remuneration sought to be paid	The Remuneration details are mentioned in Report on Corporate Governance forming part of Annual Report of the Company.
Last Drawn remuneration	
Experience / Brief Profile and Expertise in specific functional area	Please refer explanatory statement (Item no. 2) for brief profile of Mr. Agarawal.
Terms and conditions of appointment / re-appointment	As per the resolution at Item No. 2 of the Notice convening this Meeting read with the Explanatory Statement
Directorships held in other companies (excluding foreign companies) as on date	• Motilal Oswal Financial Services Limited • Motilal Oswal Investment Advisors Limited • MO Alternate Investment Advisors Private Limited • Motilal Oswal Asset Management Company Limited • Motilal Oswal Foundation • Motilal Oswal Broking and Distribution Limited • TM Investment Technologies Private Limited
Memberships of committees across companies (only Statutory Committees as required to be constituted under the Act considered)	Motilal Oswal Financial Services Limited • Stakeholders Relationship Committee • Corporate Social Responsibility Committee Motilal Oswal Home Finance Limited • Stakeholders Relationship Committee • Corporate Social Responsibility Committee • Risk Management Committee Motilal Oswal Asset Management Limited • Corporate Social Responsibility Committee • Nomination and Remuneration Committee Motilal Oswal Investment Advisors Limited • Corporate Social Responsibility Committee MO Alternate Investment Advisors Private Limited • Corporate Social Responsibility Committee
Chairpersonship of Committees across companies (only Statutory Committees as required to be constituted under the Act are considered)	Motilal Oswal Financial Services Limited • Stakeholder Relationship Committee Motilal Oswal Home Finance Limited • Stakeholder Relationship Committee Motilal Oswal Asset Management Limited • Corporate Social Responsibility Committee
Shareholding in the Company (Equity)	10 Equity Shares
Relationship with other Directors / Manager / Key Managerial Personnel	None
Number of Board meetings attended during the FY 2023-24	4 out of 5 meetings held

By Order of the Board
Motilal Oswal Home Finance Limited

sd/-

Sunny Ganatra
Company Secretary & Compliance Officer
(ACS No.: 62430)

Place: Mumbai
Date: June 3, 2024