



MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Registered Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025.
Tel : +91 22 3980 4200; Fax: +91 22 3312 4997; Website : www.motilaloswal.com; CIN : L67190MH2005PLC153397

NOTICE

Notice is hereby given that the Tenth Annual General Meeting of Motilal Oswal Financial Services Limited will be held on Saturday, 8th August, 2015 at 2.30 p.m. at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025 to transact the following businesses:

- 1) To receive, consider and adopt the audited financial statement of the Company and consolidated audited financial statement of the Company as at 31st March, 2015, together with the reports of Board of Directors and Auditors thereon as on 31st March, 2015.
- 2) To declare final dividend of ₹ 1 per equity share and confirm the interim dividend paid @ ₹ 2.00 per equity share to its equity shareholders for the year ended 31st March, 2015.
- 3) To appoint a Director in place of Mr. Motilal Oswal (DIN: 00024503), who retires by rotation and, being eligible, offers himself for re-appointment.
- 4) To re-appoint Statutory Auditors of the Company for the Financial Year 2015-16 and pass the following resolution thereof:
"RESOLVED THAT pursuant to the provisions of section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under including any statutory modifications or re-enactments thereof, for time being in force, the appointment of M/s. Haribhakti & Co. LLP, (ICAI Firm Registration Number: 103523W), Statutory Auditors of the Company, be and is hereby ratified to hold office from the conclusion of this Annual General Meeting of the Company until the conclusion of next Annual General Meeting of the Company.

FURTHER RESOLVED THAT the Board of Directors of the Company be and are hereby authorised to fix their remuneration, in accordance with the recommendation of the Audit Committee in consultation with the Auditors."

Special Business:

- 5) **To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:-**

"RESOLVED THAT pursuant to the provisions of Section 42, 71 and other applicable provisions of the Companies Act, 2013 (the "Act"), read with Rules made there under, and pursuant to provisions of Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 ('ILDS Regulations'), as amended from time to time and other applicable Securities and Exchange Board of India ('SEBI') regulations and guidelines, in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, sanctions, consents and/or permissions of the Reserve Bank of India ("RBI"), SEBI, the Stock Exchange(s) and/or such other appropriate statutory and governmental authorities, institutions or bodies, as the case may be, and such other approvals, permissions and sanctions, as may be necessary, including the approval of any lenders of the Company and further subject to such terms, conditions, modifications as may be prescribed or imposed while granting such approvals, permissions and/or sanctions and as may be agreed to by the Board of Directors of the Company (hereinafter referred to as the 'Board', which expression shall deem to include any Committee thereof), approval of the Company be and is hereby accorded to offer or invite subscription to Secured/Unsecured Redeemable Non-Convertible Debentures ('NCDs') including but not limited to subordinated debentures, bonds, and/or other debt securities etc. on private placement basis, in one or more series/ tranches, during a period of one year from passing of special resolution by members, within the overall limits up to ₹ 1000 crores and the NCDs may be listed on BSE Limited ('BSE') and/or National Stock Exchange of India Limited ('NSE')

NOTICE

and / or any Recognized Stock Exchange(s) and as per the terms and conditions as contained in the Information Memorandum ('IM') prepared in accordance with the ILDS Regulations as amended from time to time and subject to compliance with any other law, rules, regulations, directions, notifications, circulars issued by the Government or any other regulatory authority, in this regard.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution the Board of Directors through "Debenture Committee" be and is hereby authorized to determine the terms of the issue including but not limited to the class of investors to whom NCDs are to be issued, time of the issue, nature of securities to be offered, the size of the issue, number of tranches, issue price, tenor, interest / coupon rate, discount/ par/ premium, listing of such security and to sign and execute deeds / documents / undertakings / papers / writings and such nature of document(s) and undertake such acts, things, matters and activities as in its absolute discretion deem necessary in this regard."

6) **To consider and, if thought fit, to pass, with or without modification(s), the following as a Special Resolution:-**

"RESOLVED THAT pursuant to Clause 49 (V)(G) of Listing Agreement entered into with the Stock Exchange(s) where shares of the Company are listed and any other law for the time being in force and in accordance with the Policy on determination of material subsidiaries adopted by Company, approval of members of the Company be and is hereby accorded to Motilal Oswal Securities Limited (hereinafter referred to as MOSL), a material subsidiary of the Company to sell, lease, or dispose (including by way of a mortgage or creation of security interests of any kind and in such manner as may be agreed by the Board of Directors of material subsidiary company and the lenders, on all or any of the present and future immoveable and / or movable properties / assets of the material subsidiary wherever situated, of every nature and kind whatsoever to secure any Indian Rupee loans, debentures, advances and all other borrowings availed / to be availed by the material subsidiary Company i.e. MOSL) of its assets in any financial year in excess of twenty per cent of the total assets of the said material subsidiary and on such terms and conditions as the Board of Directors of MOSL may deem fit.

RESOLVED FURTHER THAT any of the Directors of MOSL be and are hereby severally authorized to negotiate and finalize the terms and conditions for such sale or lease or dispose of the said assets and to sign such documents, deeds, writings, letters and any other papers in connection thereto and to make modifications thereto as may be necessary or expedient and further to authorize any of its Director(s) and/or any Officer(s) to do all such acts, deeds or things incidental or expedient thereto and as the Board deem fit from time to time."

By Order of the Board
MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Motilal Oswal
Chairman and Managing Director
(DIN: 00024503)

Mumbai, 30th April, 2015
Email: shareholders@motilaloswal.com

Notes:

- i) An Explanatory Statement in respect of the above Special Businesses as required under Section 102 of the Companies Act, 2013 is annexed hereto.
- ii) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND A PROXY NEED NOT BE A MEMBER. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as proxy on behalf of members not exceeding 50 and holding in the aggregate not more than ten percent of the total share capital of the Company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not act as proxy for any other person or shareholder. The instrument appointing a proxy in order to be effective must be deposited, duly completed and signed, with the company at its registered office not less than 48 hours before the time for holding the meeting. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

- iii) Members / proxies should bring the Attendance Slip duly filled in for attending the Meeting. The form of attendance slip and proxy form are attached as annexure to the Notice.
- iv) The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial owners as at the end of business hours on 3rd July, 2015.
- v) The Company's Registrar and Transfer Agent for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having their office at C-13, Pannalal Silk Mills Compound, LBS Marg, Bhandup (West), Mumbai - 400 078.
- vi) The Register of Members and Transfer books of the Company shall remain closed from 3rd August, 2015 to 8th August, 2015 (both days inclusive) for Annual General Meeting and determining the entitlement of the members to the final dividend for 2014-15.
- vii) Final dividend of ₹ 1 per equity share has been recommended by the Board of Directors for the year ended 31st March, 2015. Interim dividend for the year ended 31st March, 2015 @ ₹ 2.00 per equity share was paid by 24th February, 2015. The final dividend, if declared at the Annual General Meeting, will be paid on or before 25th August, 2015 to those persons or their mandates:-
 - a) whose names appear as Beneficial Owners as at the end of the business hours on 1st August, 2015 in the list of Beneficial Owners furnished by National Securities Depository Limited and Central Depository Services (India) Limited in respect of the shares held in electronic form; and
 - b) whose names appear as Members in the Register of Members of the Company after giving effect to valid share transfers in physical form lodged with the Company/its Registrar & Share Transfer Agent on or before 1st August, 2015.
- viii) Members holding shares in electronic form are hereby informed that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars cannot act on any request received directly from the Members holding shares in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the Company.
- ix) In case of joint holders attending the meeting only such joint holder who is higher in the order of names will be entitled to vote.
- x) Voting through electronic means -

In compliance with the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 and the revised Clause 35B of the Listing Agreement, the Company is pleased to offer remote e-voting facility to its Members to exercise their right in respect of the businesses to be transacted at the 10th Annual General Meeting ("AGM") by casting vote using an electronic voting system from a place other than the venue of the AGM ("remote e-voting").

The facility for voting through ballot paper shall also be made available at the meeting and those members who have not cast their vote through remote e-voting shall be able to exercise their right at the meeting.

Provided, the members who have cast their vote by remote e-voting prior to the meeting may attend the meeting but shall not be entitled to cast their vote again. If a member casts vote by both modes, then voting done through remote e-voting shall prevail and the Ballot form shall be treated as invalid. The Company has engaged the services of Central Depository Services (India) Limited (CDSL) as the Authorised Agency to provide remote e-voting facilities. The detailed process, instructions and manner for availing remote e-voting facility is provided herein below:

A. The E-voting period begins on 5th August, 2015 at 9 a.m. and ends on 7th August, 2015 at 5.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 1st August, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

B. In case of members receiving Notice through e-mail:

1. If you are holding shares in Demat form and have logged on to www.evotingindia.com and have cast your vote earlier through E-voting for any Company earlier; then in such case your existing Login Id and Password are to be used. If Demat Account holder has forgotten the password then enter the user id and captcha code and click on forgot password and enter the details as prompted by the system.

NOTICE

2. The shareholders should log on to the e-voting website www.evotingindia.com
3. Click on “Shareholders” tab to cast your votes.
4. a. If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- b. If you are a first time user, follow the steps given below and fill up the following details in the appropriate boxes

| | For Members holding shares in Demat Form | For Members holding shares in Physical Form |
|-------------------------------|--|--|
| USER ID | For NSDL: 8 character DP ID Followed by 8 digit Client ID For CDSL: 16 digits beneficiary ID Enter the captcha code as displayed and click on login. | Folio number registered with the Company & enter the captcha code as displayed and click on login. |
| PAN* | Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (in Capital) (Applicable for both Demat shareholders as well as physical shareholders). | |
| Any one of the following two: | | |
| DOB [#] | Enter the Date of Birth as recorded in your Demat account or in the company records for the said Demat account or folio in dd/mm/yyyy format. | |
| Dividend Bank Details | Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned above. | |

* Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letter of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.

[#] CDSL users can enter any one of the details viz. dividend bank details or date of birth, in order to login;

NSDL users mandatorily have to mention their bank account number in order to login. In case bank details are not recorded with the depository, please enter the number of shares held by you as at the end of the business hours on 1st August, 2015 in the Dividend Bank details field.

5. After entering these details appropriately, click on “SUBMIT” tab.
6. Members holding shares in physical form will then reach directly to the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field.

The new password has to be minimum eight characters consisting of at least one upper case [A-Z], one lower case [a-z], one numeric value [0-9] and a special character [@ # \$ % & *].

Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

7. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

8. Click on the relevant EVSN along with “MOTILAL OSWAL FINANCIAL SERVICES LIMITED” on which you choose to vote.
 9. On the voting page, you will see Resolution Description and against the same the option “YES/NO” for voting. Select the option YES or NO as desired.
The option YES implies that you Assent to the Resolution.
The option NO implies that you Dissent to the Resolution.
 10. Click on the “Resolutions File Link” if you wish to view the entire Resolutions.
 11. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 12. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 13. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 14. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- C. Please follow all steps from Sr. No. [1.] to Sr. No. [11.] hereinabove to cast vote, in case of members receiving the physical copy of Notice of Annual General Meeting [for members whose e-mail IDs are not registered with the Company / Depository Participant [s] or requesting physical copy].**
- D. For Institutional Shareholders:**
1. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 2. A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com
 3. After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 4. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 5. A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- E.** Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 1st August, 2015, are requested to refer the notes and instructions to the E-Voting included in the notice which is uploaded on the website of CDSL and of Company and can cast their votes accordingly. In case, if you are already registered with CDSL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/ Password” option available on <https://www.evotingindia.co.in>.
- F.** The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company. The facility of E-voting would be provided once for every folio/ client id, irrespective of the number of joint holders.
- G.** Mr. Nandlal Bafna, Practising Company Secretary bearing Membership No. FCS 2185 and Certificate of Practice No. 1154 has been appointed as the scrutinizer to scrutinize the e-voting process.
- H.** The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days from the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

NOTICE

- I. The results of e-voting and voting at Annual General Meeting shall be declared by the Chairman or his authorized representative on/ or after Annual General Meeting within two days of passing of the resolutions and communicated to BSE Limited and National Stock Exchange of India Limited where the shares of the Company are listed. The resolutions passed through e-voting shall be deemed to be passed at the Annual General Meeting of the Company.
- J. The result of the e-voting along with the scrutinizer's report will also be placed at the website of the Company viz. www.motilaloswal.com.
- K. The scrutinizer's decision on the validity of e-voting will be final.
- L. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

| Contact Point | Contact Details |
|----------------------------|--|
| Company | Motilal Oswal Financial Services Limited Motilal Oswal Tower, Rahimtullah Sayani Road, opposite Parel S.T Depot, Prabhadevi, Mumbai- 400 025. Email: shareholders@motilaloswal.com |
| Registrar & Transfer Agent | Link Intime India Private Limited C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai- 400 078. Email: rnt.helpdesk@linkintime.co.in |
| E-voting Agency | Central Depository Services [India] Limited Email: helpdesk.evoting@cdslindia.com |
| Scrutinizer | Mr. Nandlal Bafna, Practising Company Secretary Email: nbafna@yahoo.co.in |

- xi) In terms of Section 205A and 205C of the Companies Act, 1956, the amount of dividend remaining unclaimed or unpaid for a period of seven years from the date of transfer to the unpaid dividend account is required to be transferred to the Investor Education and Protection Fund (IEPF). Accordingly, in the Financial Year 2015-16, the Company would be transferring the unclaimed or unpaid final dividend for the Financial Year ended 31st March, 2008 to IEPF by 7th August, 2015. Members are requested to ensure that they claim the dividend(s) from the Company before transfer of the said amounts to IEPF.
- xii) Members can avail of 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 Companies Act, 2013. Members desiring to avail of this facility may send their nomination in the prescribed format duly filled in to the Registrar & Share Transfer Agent.
- xiii) Members holding the Equity Shares in electronic form may kindly note that their Bank Account details as furnished by their Depositories to the Company will be printed on their Dividend Warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such shareholders for deletion of/change in such Bank details. Further, instructions, if any, already given by them in respect of the Equity Shares held in physical form will not be automatically applicable to Equity Shares held in the electronic mode.
- xiv) Members are requested to:
 - a. Intimate to the Company's Registrar and Transfer Agent Link Intime India Private Limited, changes, if any, in their registered addresses at an early date, in case of shares held in physical form;
 - b. Intimate to the respective Depository Participants, changes, if any, in their registered addresses at an early date, in case of shares held in electronic mode; and
 - c. Quote their folio numbers/Client ID/DP ID in all correspondence.

- xv) Members holding the Equity Shares under multiple folios in the identical order of names are requested to consolidate their holdings into one folio.
- xvi) The information in respect of Mr. Motilal Oswal, being the Director proposed to be re-appointed, forms part of the Corporate Governance Report in the Annual Report.
- xvii) The Consolidated Financial Statement of the Company and its subsidiaries pursuant to the provisions of Clause 41 of the Listing agreement and pursuant to the provisions of section 129 of the Companies Act, 2013, prepared in accordance with 'Accounting Standard - 21' prescribed by The Institute of Chartered Accountants of India, form part of the Annual Report and the Accounts.
- xviii) The Register of Directors' and Key Managerial Personnel and their Shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of contracts or arrangements in which Directors are interested under Section 189 of Companies Act, 2013 will be available for inspection at Company's registered office during normal business hours on working days and at the Annual General Meeting.
- xix) Members desirous of obtaining any information/clarification on the Accounts are requested to submit their query in writing to the Company atleast 10 days before the date of the Annual General Meeting.
- xx) The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to M/s. Link Intime India Private Limited.
- xxi) Rule 18 of the Companies (Management and Administration) Rules, 2014 allows companies to give notice through electronic mode. Further, in line with circular issued by the Securities and Exchange Board of India (SEBI) and consequent changes in the listing agreement read with Rule 11 of the Companies (Accounts) Rules, 2014 companies can send Annual Report in electronic mode to Members who have registered their e-mail addresses for the purpose.

In view of the above, the Company proposes to send henceforth the documents like the notices, annual report, etc. in electronic form, to the email address of the respective members.

To support this initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses in the following manner:

- a. In respect of electronic holdings with the Depository through their concerned Depository Participants.
- b. Members who hold shares in physical form are requested to mail your e-mail record to shareholders@motilaloswal.com quoting your name and folio number.

This initiative would enable the members receive communication promptly besides paving way for reduction in paper consumption and wastage. You would appreciate this initiative taken by MCA and your Company's desire to participate in the initiative.

- xxii) The Notice of the 10th Annual General Meeting and Annual Report for Financial Year 2014-2015 will also be available on the website of the Company at www.motilaloswal.com. The physical copy will also be available at the Company's registered office for inspection during the normal business hours on working days.

ANNEXURE TO THE NOTICE

Annexure to the Notice dated 30th April, 2015 Explanatory Statement pursuant to Section 102 of Companies Act, 2013

ITEM NO. 5:

In terms of Section 42 of the Companies Act, 2013 ("the Act") and rules made there under, a Company offering or making an invitation to subscribe to Non Convertible Debentures (NCD's) on a private placement basis is required to obtain the prior approval of the Members by way of Special Resolution. Such approval by special resolution can be obtained once in a year for all the offers and invitations for such NCD's to be made during the year.

The Company had obtained approval of members in its meeting held on 22nd August, 2014 for offering or making an invitation to subscribe to Non Convertible Debentures (NCD's) on a private placement basis up to an aggregate amount of ₹ 1000 crores.

The Company has issued and allotted NCD's of ₹ 150 crores vide resolution dated 27th November, 2014.

However, the Company would be in need of additional funds, and accordingly the Board of Directors of the Company proposes to offer or making an invitation to subscribe to Non-Convertible Debentures (NCD's) on a private placement basis. Hence, approval of members by way of Special Resolution is being sought to issue NCD's upto ₹ 1000 crores.

NCD's including but not limited to subordinated debentures, bonds, and / or other debt securities etc. issued on a private placement basis would constitute one of the source of borrowings for the Company. In order to augment resources for, inter alia, financing its business activities including lending business, all types of investments including in capital markets subject to applicable statutory and/or regulatory requirements, to repay our existing loans and fund our business operations, the ongoing capital expenditure, long term working capital / short term working capital and for general corporate purposes, the Company may offer or invite subscription for securities including but not limited to Secured / Unsecured Redeemable Non-Convertible Debentures within the overall limits up to ₹ 1000 crores in one or more series / tranches on private placement, issuable / redeemable at discount / par / premium. Accordingly, the approval of the members is being sought by way of a special resolution under Section 42 and other applicable provisions, if any, of the Act and its rules there under as set out in Item No. 5 appended to this notice.

The Board of Directors, accordingly recommend the Special Resolution set out at Item No. 5 of the accompanying Notice for the approval of the Members.

None of the Directors and Key Managerial Personnel, of the Company or their respective relatives are concerned or interested, financially or otherwise, in this resolution.

ITEM NO. 6:

In accordance to the provision of Clause 49 (V) of Listing Agreement, Motilal Oswal Securities Limited (MOSL) qualifies to be a material subsidiary of the Company. In view of the provision of Clause 49(V)(G) of Listing Agreement, selling, disposing or leasing of any assets in excess of twenty per cent of the assets of the material subsidiary shall require prior approval of shareholders of the holding Company by way of special resolution.

Further, MOSL raise resources by borrowing monies from time to time from various sources for the purpose of business of the Company. Such borrowings may be secured by way of mortgage and /or creation of other security interests of any kind on or in respect of all or part of the immovable and/or moveable properties of the Company, both present and future, in favour of the lenders/trustees. Such mortgage or creation of security interests may also amount to disposal of assets of material subsidiary.

Accordingly, the approval of the members by way of special resolution is sought under Clause 49(V)(G) of the Listing Agreement to enable the Board of Directors of MOSL to sell, lease or dispose (including mortgage) of its assets in any financial year in excess of twenty per cent of the assets and such terms and conditions as they thinks fit.

The Board of Directors recommends the resolution set forth in item No. 6 for approval of the members as a special resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives except Mr. Balkumar Agarwal who is an Independent Director on the Board of Motilal Oswal Securities Limited, are in any way, concerned or interested, financially or otherwise, in this resolution.

By Order of the Board
MOTILAL OSWAL FINANCIAL SERVICES LIMITED

Motilal Oswal
Chairman and Managing Director
(DIN: 00024503)

Mumbai, 30th April, 2015
Email: shareholders@motilaloswal.com



MOTILAL OSWAL FINANCIAL SERVICES LIMITED

CIN : L67190MH2005PLC153397

Registered Office: Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025

Tel : +91 22 39804200 ; Fax : +91 22 33124997

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the entrance of the Meeting Hall.

Folio No./DP ID-Client ID No.: _____

No. of Shares held: _____

Name of the Member/ Proxy: _____
(IN BLOCK LETTERS)

Address of the Member : _____

Email ID : _____

I/We hereby record my/our presence at the 10th ANNUAL GENERAL MEETING of MOTILAL OSWAL FINANCIAL SERVICES LIMITED at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025 on Saturday, 8th August, 2015 at 2.30 p.m.

Signature(s) of the Member or Proxy

NOTES:

- i. No duplicate Attendance Slip will be issued at the Meeting Hall.
- ii. You are requested to bring your copy of the Annual Report to the Meeting.

