

National Stock Exchange Of India Limited

Ref: NSE/LIST/25831_II

May 19, 2021

The Company Secretary
Motilal Oswal Financial Services Limited
Motilal Oswal Tower,
Rahimtullah Sayani Road,
Prabhadevi, Mumbai - 400025

Kind Attn.: Mr. Kailash Purohit

Dear Sir,

Sub: Observation Letter for Draft Scheme of Arrangement between Passionate Investment Management Private Limited, Mope Investment Advisors Private Limited, Motilal Oswal Real Estate Investment Advisors Private Limited, Motilal Oswal Real Estate Investment Advisors II Private Limited, MO Alternate Investment Advisors Private Limited, Motilal Oswal Financial Services Limited and their respective shareholders and creditors

We are in receipt of the Draft Scheme of Arrangement between Passionate Investment Management Private Limited ('Transferor Company 1'), Mope Investment Advisors Private Limited ('Transferee Company 2' or 'Demerged Company 1' or 'Transferor Company 3'), Motilal Oswal Real Estate Investment Advisors Private Limited ('Transferor Company 2'), Motilal Oswal Real Estate Investment Advisors II Private Limited ('Demerged Company 2' or 'Transferor Company 4'), MO Alternate Investment Advisors Private Limited ('Resulting Company'), Motilal Oswal Financial Services Limited ('Transferee Company 1' or 'Holding Company of Resulting Company') and their respective shareholders and creditors vide application dated January 16, 2021.

Based on our letter reference no Ref: NSE/LIST/25831_I submitted to SEBI and pursuant to SEBI Circular No. CFD/DIL3/CIR/2017/21 dated March 10, 2017 ('Circular'), kindly find following comments on the draft scheme:

- a. The Company shall ensure that additional information, if any, submitted by the Company, after filing the Scheme with the Stock Exchanges, and from the date of receipt of this letter is displayed on the websites of the listed company.*
- b. The Company shall duly comply with various provisions of the Circular.*
- c. The Company is advised that the observations of SEBI/Stock Exchanges shall be incorporated in the petition to be filed before National Company Law Tribunal (NCLT) and the company is obliged to bring the observations to the notice of NCLT.*
- d. It is to be noted that the petitions are being filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to SEBI again for its comments/observations/representations.*

- e. SEBI initiated the proceedings under the Intermediaries Regulations during October' 2016 against MOPE Investment Advisors Private Limited, a subsidiary of Motilal Oswal Financial Services Limited, on the issue of Motilal Oswal Commodities Brokers Pvt. Ltd. (MOCBPL) being associated as a Commodity Broker with the National Spot Exchange Limited (NSEL). SEBI has passed order no. WTM/MPB/EFD-1-DRA-IV/21/2019 dated February 22, 2019 against MOCBPL, in the context of the role of MOCBPL's application for registration as a commodity broker. Further, SEBI vide its order dated February 22, 2019 dismissed the application of MOCBPL for registration as Commodity Broker. As informed by the Company that MOCBPL have filed an appeal before SAT against the said order on April 5, 2019 and the same is currently pending. The Company shall ensure dissemination of the said information to Hon'ble NCLT.

It is to be noted that the petitions are filed by the company before NCLT after processing and communication of comments/observations on draft scheme by SEBI/ stock exchange. Hence, the company is not required to send notice for representation as mandated under section 230(5) of Companies Act, 2013 to National Stock Exchange of India Limited again for its comments/observations/representations.

Based on the draft scheme and other documents submitted by the Company, including undertaking given in terms of Regulation 11 of SEBI (LODR) Regulations, 2015, we hereby convey our "No-objection" in terms of Regulation 94 of SEBI (LODR) Regulations, 2015, so as to enable the Company to file the draft scheme with NCLT.

However, the Exchange reserves its rights to raise objections at any stage if the information submitted to the Exchange is found to be incomplete/ incorrect/ misleading/ false or for any contravention of Rules, Bye-laws and Regulations of the Exchange, Listing Regulations, Guidelines / Regulations issued by statutory authorities.

The validity of this "Observation Letter" shall be six months from May 19, 2021 within which the scheme shall be submitted to NCLT.

The Company shall ensure filing of compliance status report stating the compliance with each point of Observation Letter on draft scheme of arrangement on the following path:

NEAPS > Issue > Scheme of arrangement > Reg 37(1) of SEBI LODR, 2015> Seeking Observation letter to Compliance Status

Yours faithfully,
For National Stock Exchange of India Limited

Jiten Patel
Manager

P.S. Checklist for all the Further Issues is available on website of the exchange at the following URL
http://www.nseindia.com/corporates/content/further_issues.htm