

## Form No. MGT-7

### Annual Return (other than OPCs and Small Companies)

[Pursuant to sub-section (1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]

All fields marked in \* are mandatory

Refer instruction kit for filing the form



Form language

☒ English ☐ Hindi

#### I REGISTRATION AND OTHER DETAILS

i \*Corporate Identity Number (CIN)

U85100MH2011NPL219067

ii (a) \*Financial year for which the annual return is being filed (From date) (DD/MM/YYYY)

01/04/2024

(b) \*Financial year for which the annual return is being filed (To date) (DD/MM/YYYY)

31/03/2025

(c) \*Type of Annual filing

☒ Original

☐ Revised

(d) SRN of MGT-7 filed earlier for the same financial years

iii

Particulars	As on filing date	As on the financial year end date
Name of the company	MOTILAL OSWAL FOUNDATION	MOTILAL OSWAL FOUNDATION
Registered office address	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi,,NA,Mumbai,Mumbai City,Maharashtra,India,400025	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi,,NA,Mumbai,Mumbai City,Maharashtra,India,400025
Latitude details	19.0106719	19.0106719
Longitude details	72.8315464	72.8315464

(a) \*Photograph of the registered office of the Company showing external building and name prominently visible

Name Plate and Registered office\_merged.pdf

(b) \*Permanent Account Number (PAN) of the company

AA\*\*\*\*\*8D

(c) \*e-mail ID of the company

\*\*\*\*\*ec@motilaloswal.com

(d) \*Telephone number with STD code

02\*\*\*\*\*00

(e) Website

iv \*Date of Incorporation (DD/MM/YYYY)

24/06/2011

v (a) \*Class of Company (as on the financial year end date)

(Private company/Public Company/One Person Company)

Private company

(b) \*Category of the Company (as on the financial year end date)

(Company limited by shares/Company limited by guarantee/Unlimited company)

Company limited by guarantee

(c) \*Sub-category of the Company (as on the financial year end date)

(Indian Non-Government company/Union Government Company/State Government Company/  
Guarantee and association company/Subsidiary of Foreign Company)

Indian Non-Government company

vi \*Whether company is having share capital (as on the financial year end date)

☐ Yes

☒ No

vii (a) Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code

viii Number of Registrar and Transfer Agent

CIN of the Registrar and Transfer Agent	Name of the Registrar and Transfer Agent	Registered office address of the Registrar and Transfer Agents	SEBI registration number of Registrar and Transfer Agent

ix \* (a) Whether Annual General Meeting (AGM) held

☒ Yes

☐ No

(b) If yes, date of AGM (DD/MM/YYYY)

24/09/2025

(c) Due date of AGM (DD/MM/YYYY)

30/09/2025

(d) Whether any extension for AGM granted

☐ Yes

☒ No

(e) If yes, provide the Service Request Number (SRN) of the GNL-1 application form filed for extension

(f) Extended due date of AGM after grant of extension (DD/MM/YYYY)

(g) Specify the reasons for not holding the same

## II PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

i \*Number of business activities

1

S. No.	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	P	Education	85	Education	100

## III PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

i \*No. of Companies for which information is to be given

0

S. No.	CIN /FCRN	Other registration number	Name of the company	Holding/ Subsidiary/Associate/Jo int Venture	% of shares held

## IV SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

### i SHARE CAPITAL

#### (a) Equity share capital

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of equity shares	0.00			
Total amount of equity shares (in rupees)				

Number of classes

Class of shares <div></div>	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of equity shares				
Nominal value per share (in rupees)				
Total amount of equity shares (in rupees )				

**(b) Preference share capital**

Particulars	Authorised Capital	Issued capital	Subscribed capital	Paid Up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

Class of shares <div></div>	Authorised Capital	Issued capital	Subscribed Capital	Paid Up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees )				

**(c) Unclassified share capital**

Particulars	Authorised Capital
Total amount of unclassified shares	

**(d) Break-up of paid-up share capital**

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>(i) Equity shares</b>						
<b>At the beginning of the year</b>			0			
<b>Increase during the year</b>	0	0	0.00	0	0	0
i Public Issues			0			
ii Rights issue			0			
iii Bonus issue			0			
iv Private Placement/ Preferential allotment			0			
v ESOPs			0			
vi Sweat equity shares allotted			0			
vii Conversion of Preference share			0			
viii Conversion of Debentures			0			
ix GDRs/ADRs			0			
x Others, specify <div></div>						
<b>Decrease during the year</b>	0	0	0.00	0	0	0
i Buy-back of shares			0			
ii Shares forfeited			0			
iii Reduction of share capital			0			
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	
<b>(ii) Preference shares</b>						
<b>At the beginning of the year</b>			0			
<b>Increase during the year</b>	0	0	0.00	0	0	0

Particulars	Number of shares			Total Nominal Amount	Total Paid-up amount	Total premium
i Issues of shares			0			
ii Re-issue of forfeited shares			0			
iii Others, specify <div></div>			0			
<b>Decrease during the year</b>	0	0	0.00	0	0	0
i Redemption of shares			0			
ii Shares forfeited			0			
iii Reduction of share capital			0			
iv Others, specify <div></div>			0			
<b>At the end of the year</b>	0.00	0.00	0.00	0.00	0.00	

ISIN of the equity shares of the company

ii Details of stock split/consolidation during the year (for each class of shares)

Class of shares		<div></div>
Before split / Consolidation	Number of shares	
	Face value per share	
After split / consolidation	Number of shares	
	Face value per share	

iii Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company)

☒ Nil

Number of transfers

**Attachments:**

1. Details of shares/Debentures Transfers

iv Debentures (Outstanding as at the end of financial year)

(a) Non-convertible debentures

\*Number of classes

0

Classes of non-convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of non-convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

(b) Partly convertible debentures

\*Number of classes

0

Classes of partly convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of partly convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(c) Fully convertible debentures**

\*Number of classes

0

Classes of fully convertible debentures	Number of units	Nominal value per unit	Total value (Outstanding at the end of the year)
<b>Total</b>			

Classes of fully convertible debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
<b>Total</b>				

**(d) Summary of Indebtedness**

Particulars	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0.00	0.00	0.00	0.00
Partly convertible debentures	0.00	0.00	0.00	0.00
Fully convertible debentures	0.00	0.00	0.00	0.00
<b>Total</b>	0.00	0.00	0.00	0.00

**v Securities (other than shares and debentures)**

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

**V Turnover and net worth of the company (as defined in the Companies Act, 2013)**



i \*Turnover

1670780666

ii \* Net worth of the Company

1042831416

## VI SHARE HOLDING PATTERN

### A Promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3	Insurance companies				
4	Banks				
5	Financial institutions				
6	Foreign institutional investors				
7	Mutual funds				
8	Venture capital				
9	Body corporate (not mentioned above)				

10	Others <div></div>				
	<b>Total</b>				

Total number of shareholders (promoters)

#### B Public/Other than promoters

S. No	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1	Individual/Hindu Undivided Family				
	(i) Indian				
	(ii) Non-resident Indian (NRI)				
	(iii) Foreign national (other than NRI)				
2	Government				
	(i) Central Government				
	(ii) State Government				
	(iii) Government companies				
3	Insurance companies				
4	Banks				
5	Financial institutions				
6	Foreign institutional investors				
7	Mutual funds				
8	Venture capital				
9	Body corporate (not mentioned above)				

10	Others <div></div>				
	<b>Total</b>				

Total number of shareholders (other than promoters)

Total number of shareholders (Promoters + Public/Other than promoters)

Breakup of total number of shareholders (Promoters + Other than promoters)

Sl.No	Category	
1	Individual - Female	
2	Individual - Male	
3	Individual - Transgender	
4	Other than individuals	
	<b>Total</b>	

C Details of Foreign institutional investors' (FIIs) holding shares of the company

Name of the FII	Address	Date of Incorporation	Country of Incorporation	Number of shares held	% of shares held

## VII NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS

[Details of Promoters, Members (other than promoters), Debenture holders]

Details	At the beginning of the year	At the end of the year
Promoters	2	2
Members (other than promoters)	0	0
Debenture holders	0	0

## VIII DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

## A Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A Promoter</b>	0	2	0	2	0	0
<b>B Non-Promoter</b>	0	7	0	7	0.00	0.00
i Non-Independent	0	7	0	7	0	0
ii Independent	0	0	0	0	0	0
<b>C Nominee Directors representing</b>	0	0	0	0	0.00	0.00
i. Banks and FIs	0	0	0	0	0	0
ii Investing institutions	0	0	0	0	0	0
iii Government	0	0	0	0	0	0
iv Small share holders	0	0	0	0	0	0
v Others	0	0	0	0	0	0
<b>Total</b>	0	9	0	9	0.00	0.00

\*Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

9

## B (i) Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity shares held	Date of cessation (after closure of financial year : If any) (DD/MM/YYYY)
MOTILAL GOPILAL OSWAL	00024503	Director		
RAAMDEO RAMGOPAL AGRAWAL	00024533	Director		
SUNEETA RAAMDEO AGRAWAL	00029252	Director		
PRATIKSHA PRATIK MEHTA	01415253	Director		
VAIBHAV RAAMDEO AGRAWAL	06663890	Director		

PRATIK MOTILAL OSWAL	06704419	Director		
PRATIK RANJIT MEHTA	07525316	Director		
NATASHA ANIRUDDHA MALPANI	08551953	Director		
VEDIKA VAIBHAV AGRAWAL	10537461	Director		

**B (ii) \*Particulars of change in director(s) and Key managerial personnel during the year**

0

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation (DD/MM/YYYY)	Nature of change (Appointment/ Change in designation/ Cessation)

## IX MEETINGS OF MEMBERS/CLASS OF MEMBERS/ BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

\*Number of meetings held

1

Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	30/09/2024	2	2	100

### B BOARD MEETINGS

\*Number of meetings held

4

S.No	Date of meeting (DD/MM/YYYY)	Total Number of directors as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	06/09/2024	9	9	100
2	08/11/2024	9	9	100

3	07/02/2025	9	9	100
4	05/03/2025	9	9	100

### C COMMITTEE MEETINGS

Number of meetings held

0

S.No	Type of meeting	Date of meeting (DD/MM/YYYY)	Total Number of Members as on the date of meeting	Attendance	
				Number of members attended	% of attendance

### D ATTENDANCE OF DIRECTORS

S. N o	Name of the Director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attenda nce	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attend ance	
								24/09/2025 (Y/N/NA)
1	MOTILAL GOPILAL OSWAL	4	4	100	0	0	0	Yes
2	RAAMDEO RAMGOPAL AGARAWAL	4	4	100	0	0	0	Yes
3	SUNEETA RAAMDEO AGRAWAL	4	4	100	0	0	0	Yes
4	PRATIKSHA PRATIK MEHTA	4	4	100	0	0	0	Yes
5	VAIBHAV RAAMDEO AGRAWAL	4	4	100	0	0	0	Yes
6	PRATIK MOTILAL OSWAL	4	4	100	0	0	0	Yes
7	PRATIK RANJIT MEHTA	4	4	100	0	0	0	Yes
8	NATASHA ANIRUDDHA MALPANI	4	4	100	0	0	0	Yes
9	VEDIKA VAIBHAV AGRAWAL	4	4	100	0	0	0	Yes

### X REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

☒ Nil

A \*Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

B \*Number of CEO, CFO and Company secretary whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

C \*Number of other directors whose remuneration details to be entered

S. No.	Name	Designation	Gross salary	Commission	Stock Option/ Sweat equity	Others	Total amount
	Total		0.00	0.00	0.00	0.00	0.00

#### XI MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

A \*Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year

☒ Yes

☐ No

B If No, give reasons/observations

#### XII PENALTY AND PUNISHMENT – DETAILS THEREOF

A \*DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/  
DIRECTORS/OFFICERS

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

B \*DETAILS OF COMPOUNDING OF OFFENCES

☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order (DD/MM/YYYY)	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in rupees)

### XIII Details of Shareholder / Debenture holder

Number of shareholder/ debenture holder

### XIV Attachments

(a) List of share holders, debenture holders

(b) Optional Attachment(s), if any

MGT-8 (2024-25)\_Final.pdf  
List\_of\_members\_2025.pdf

### XV COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

#### I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this return, the Company has complied with applicable provisions of the Act during the financial year.
- (c) The company has not, since the date of the closure of the last financial year with reference to which the last return was submitted or in the case of a first return since the date of incorporation of the company, issued any invitation to the public to subscribe for any securities of the company.
- (d) Where the annual return discloses the fact that the number of members, (except in case of one person company), of the company exceeds two hundred, the excess consists wholly of persons who under second proviso to clause (ii) of sub-section (68) of section 2 of the Act are not to be included in reckoning the number of two hundred.



I/ We have examined the registers, records and books and papers of

MOTILAL OSWAL  
FOUNDATION

as required to be

maintained under the Companies Act, 2013 (the Act) and the rules made thereunder for the financial year ended on

(DD/MM/YYYY) 31/03/2025

In my/ our opinion and to the best of my information and according to the examinations carried out by me/ us and explanations furnished to me/ us by the company, its officers and agents, I/ we certify that:

A The Annual Return states the facts as at the close of the aforesaid financial year correctly and adequately.

B During the aforesaid financial year the Company has complied with provisions of the Act & Rules made there under in respect of:

- 1 its status under the Act;
- 2 maintenance of registers/records & making entries therein within the time prescribed therefor;
- 3 filing of forms and returns as stated in the annual return, with the Registrar of Companies, Regional Director, Central Government, the Tribunal, Court or other authorities within/beyond the prescribed time;
- 4 calling/ convening/ holding meetings of Board of Directors or its committees, if any, and the meetings of the members of the company on due dates as stated in the annual return in respect of which meetings, proper notices were given and the proceedings including the circular resolutions and resolutions passed by postal ballot, if any, have been properly recorded in the Minute Book/registers maintained for the purpose and the same have been signed;
- 5 closure of Register of Members / Security holders, as the case may be.
- 6 advances/loans to its directors and/or persons or firms or companies referred in section 185 of the Act;
- 7 contracts/arrangements with related parties as specified in section 188 of the Act;
- 8 issue or allotment or transfer or transmission or buy back of securities/ redemption of preference shares or debentures/ alteration or reduction of share capital/ conversion of shares/ securities and issue of security certificates in all instances;
- 9 keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act
- 10 declaration/ payment of dividend; transfer of unpaid/ unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;
- 11 signing of audited financial statement as per the provisions of section 134 of the Act and report of directors is as per sub - sections (3), (4) and (5) thereof;
- 12 constitution/ appointment/ re-appointments/ retirement/ filling up casual vacancies/ disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;
- 13 appointment/ reappointment/ filling up casual vacancies of auditors as per the provisions of section 139 of the Act;
- 14 approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;
- 15 acceptance/ renewal/ repayment of deposits;
- 16 borrowings from its directors, members, public financial institutions, banks and others and creation/ modification/ satisfaction of charges in that respect, wherever applicable;
- 17 loans and investments or guarantees given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act ;
- 18 alteration of the provisions of the Memorandum and/ or Articles of Association of the Company;

To be digitally signed by

Name

Umashankar K Hegde

Date (DD/MM/YYYY)

12/12/2025

Place

Mumbai

Whether associate or fellow:

☒ Associate ☐ Fellow

Certificate of practice number

1\*1\*1

**XVI Declaration under Rule 9(4) of the Companies (Management and Administration) Rules, 2014**

\* (a) DIN/PAN/Membership number of Designated Person

00024533

\* (b) Name of the Designated Person

RAAMDEO RAMGOPAL  
AGARAWAL

**Declaration**

I am authorised by the Board of Directors of the Company vide resolution number\* 06 dated\*  
(DD/MM/YYYY) 10/05/2019 to sign this form and declare that all the requirements of Companies Act, 2013

and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1 Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.

2 All the required attachments have been completely and legibly attached to this form.

**\*To be digitally signed by**

**\*Designation**

(Director /Liquidator/ Interim Resolution Professional (IRP)/Resolution Professional (RP))

Director

**\*DIN of the Director; or PAN of the Interim Resolution Professional (IRP) or Resolution Professional (RP) or Liquidator**

0\*0\*4\*3\*

**\*To be digitally signed by**

☐ Company Secretary ☒ Company secretary in practice

**\*Whether associate or fellow:**

☒ Associate ☐ Fellow

Membership number

Certificate of practice number

1\*1\*1

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**Note: Attention is drawn to provisions of Section 448 and 449 of the Companies Act, 2013 which provide for punishment for false statement / certificate and punishment for false evidence respectively.**

***For office use only:***

eForm Service request number (SRN)

AB9346185

eForm filing date (DD/MM/YYYY)

12/12/2025

**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**

# Motilal Oswal Foundation

Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025,  
Maharashtra, India

## मोतीलाल ओसवाल फाउंडेशन

मोतीलाल ओसवाल टॉवर, रहीमतुल्ला सयानी रोड,  
परळ एसटी डेपो समोर, प्रभादेवी, मुंबई - ४०००२५, महाराष्ट्र, भारत





**Motilal Oswal Tower,**  
Rahimtullah Sayani Road,  
Opposite Parel ST Depot,  
Prabhadevi, Mumbai - 400025  
☎ +91 22 7193 4200/4263  
🌐 [www.motilaloswal.com/foundation/](http://www.motilaloswal.com/foundation/)

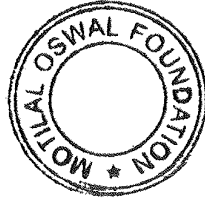


**List of Members of Motilal Oswal Foundation (Company Limited by Guarantee) as on  
March 31, 2025**

Sr. No.	Name of the Members	Address
1.	Mr. Motilal Oswal	Motilal Oswal Tower, Rahimtullah Sayani Road, Opp. Parel ST Depot, Prabhadevi, Mumbai - 400 025
2.	Mr. Raamdeo Agarawal	218, 18th Floor, Samudra Mahal, Dr. Annie Besant Road, Mumbai-400018.

**For Motilal Oswal Foundation**

  
 **Motilal Oswal**  
**Chairman**  
(DIN: 00024503)





# U. HEGDE & ASSOCIATES

## COMPANY SECRETARIES

### Form No. MGT-8

[Pursuant to Section 92(2) of the Companies Act, 2013 and Rule 11(2) of the Companies (Management and Administration) Rules, 2014]

I have examined the registers, records and books & papers of Motilal Oswal Foundation ("the Company") (CIN: U85100MH2011NPL219067) as required to be maintained under the Companies Act, 2013 ("the Act") and the Rules made thereunder for the Financial Year ("FY") ended on March 31, 2025. In my opinion and to the best of my information and according to the examinations carried out by me and explanations furnished to me by the Company, its officers and agents, I certify that:

A. the Annual Return states the facts as at the close of the aforesaid FY correctly and adequately.

B. during the aforesaid FY, the Company has complied with provisions of the Act & the Rules made there under in respect of:

1. its status under the Act is a Section 8 Non-Government Private Company, Limited by Guarantee;
2. maintenance of registers/records & making entries therein within the time prescribed therefore;
3. filing of forms and returns as stated in the Annual Return with the Registrar of Companies, ~~Regional Director, and Central Government, the Tribunal, Court~~ or other authorities within/beyond the prescribed time;
4. calling/convening/holding Meetings of the Board of Directors and Members of the Company on due dates as stated in the Annual Return, in respect of which Meetings, proper notices were given and the proceedings ~~including the circular resolutions and resolutions passed by postal ballot, if any,~~ have been properly recorded in the Minutes Book/Registers maintained for the purpose and the same have been signed;
5. closure of the Register of Members/Security holders as the case may be;  
*During the FY, Register of Members/Security holders was not closed.*
6. advances/loans to its Directors and/or persons or firms or companies referred in Section 185 of the Act;  
*During the FY, no such loans or advances were made by the Company to its Directors and/or persons or firms or companies referred in Section 185 of the Act.*
7. contracts/arrangements with related parties as specified in Section 188 of the Act;  
*All the contracts/arrangements with related parties as specified in Section 188 of the Act were entered at arm's length basis and in ordinary course of business.*
8. issue or allotment or transfer or transmission or buy back of securities/redemption of preference shares or debentures/alteration or reduction of share capital/conversion of shares/securities and issue of security certificates in required instances;

*The Company is a Section 8 Company Limited by Guarantee, therefore, no transaction with respect to issue or allotment or transfer or transmission or buy back of securities or redemption of preference shares/debentures or reduction of capital or conversion of shares/securities took place during the FY 2024-25.*

9. keeping in abeyance the rights to dividend, rights shares and bonus shares pending registration of transfer of shares in compliance with the provisions of the Act;

*Being a Section 8 Company Limited by Guarantee, abovementioned provisions are not applicable.*

10. declaration/payment of dividend; transfer of unpaid/unclaimed dividend/other amounts as applicable to the Investor Education and Protection Fund in accordance with section 125 of the Act;

*Being a Section 8 Company Limited by Guarantee, abovementioned provisions are not applicable.*

11. the Audited Financial Statements for the year ended March 31, 2025 was signed as per the provisions of Section 134 of the Act and Report of Directors for the year ended March 31, 2025 was as per sub-section (3), (4) and (5) thereof;

12. constitution/appointment/re-appointments/retirement/filling up casual vacancies disclosures of the Directors, Key Managerial Personnel and the remuneration paid to them;

*There was no change in Directors during the FY 2024-25, apart from the regularization of the Directors at the Annual General Meeting held on September 30, 2024. Further, the Company has not paid any remuneration to its Directors' during the said FY.*

13. appointment/reappointment/filling up casual vacancies of the Auditors during the FY was as per the provisions of Section 139 of the Act;

*The Company has appointed M/s. PGS & Associates, Chartered Accountants, Statutory Auditors, under Section 139(2) of the Act at the 10<sup>th</sup> Annual General Meeting ("AGM") of the Company held on November 26, 2021 for a term of 5 (five) years commencing from the 10<sup>th</sup> AGM till the conclusion of the 15<sup>th</sup> AGM.*

14. approvals required to be taken from the Central Government, Tribunal, Regional Director, Registrar, Court or such other authorities under the various provisions of the Act;

*No approval was required to be taken from any of authorities during the FY.*

15. during the FY, the Company did not accept any deposit nor it has renewed any deposits and further, there was no requirement to repay deposits;

16. borrowings from its Directors, Members, Public Financial Institutions, Banks and others and creation/modification/satisfaction of charges in that respect, wherever applicable;

*During the FY, the Company did not borrow from its Directors, Members, Public Financial Institutions & Banks. Therefore, there is no requirement for the creation/modification/satisfaction of charges.*

17. loans and investments or guarantee given or providing of securities to other bodies corporate or persons falling under the provisions of section 186 of the Act;



**U. HEGDE & ASSOCIATES**  
**COMPANY SECRETARIES**

*During the FY, the Company has complied with the provisions of Section 186 of the Act with respect to investments or loans made, guarantees given or securities provided to other bodies corporate or persons falling under the provisions of Section 186 of the Act.*

18. During the FY, there were no alterations to the Memorandum of Association and Articles of Association of the Company.

**For U. HEGDE & ASSOCIATES**  
**Company Secretaries**

UMASHANKAR  
KRISHNA HEGDE

Digitally signed by  
UMASHANKAR KRISHNA  
HEGDE  
Date: 2025.12.12 10:42:53  
+05'30'

**Umashankar Hegde**  
**(Proprietor)**

C.P. No.: 11161

Membership No.: A22133

ICSI UDIN: **A022133G002364308**

Date: December 12, 2025

Place: Mumbai