

# RESPONSIBLE GROWTH



# What's Inside

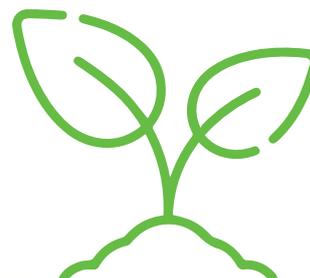
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**Dream Homes start  
with smart choices.**

**Motilal Oswal Home Loans**

**THINK HOME LOANS THINK MOTILAL OSWAL**



# RESPONSIBLE GROWTH

At the heart of our mission is the belief that every individual deserves the opportunity to realize their dreams of homeownership. We are dedicated to supporting these aspirations by providing accessible and fair loan solutions, empowering people to build secure and promising futures. Our commitment to responsible growth ensures that while we expand, we do so with integrity, prioritizing the well-being of our clients and communities. Together, we create a foundation for sustainable living, fostering a brighter tomorrow for everyone.



# CORPORATE INFORMATION

## Board of Directors

**Mr. Motilal Oswal**  
Chairman & Non-Executive Director

**Mr. Raamdeo Agarawal**  
Non-Executive Director

**Mr. Sukesh Bhowal**  
Managing Director and Chief Executive Officer

**Mrs. Divya Momaya**  
Independent Director

**Mr. P. H. Ravikumar**  
Independent Director

**Mrs. Neha Gada**  
Independent Director

## Chief Financial Officer

Mr. Bhavin Shah

## Company Secretary & Compliance Officer

Mr. Sunny Ganatra

## Statutory Auditors

M/s. Singhi & Co., Chartered Accountants

## Internal Auditor

Mr. Pradip Singh

## Designated official for assisting & handling Investor Grievances

Mr. Sunny Ganatra  
Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel St Depot, Prabhadevi,  
Mumbai- 400 025.  
Tel.: +91 22 7193 4101  
Contact: +91 22 7193 4101  
Email: [sunny.ganatra@motilaloswal.com](mailto:sunny.ganatra@motilaloswal.com)

## Audit Committee

Mrs. Divya Momaya - Chairperson  
Mr. Motilal Oswal - Member  
Mr. P. H. Ravikumar - Member  
Mrs. Neha Gada - Member

## Nomination and Remuneration Committee

Mrs. Divya Momaya - Chairperson  
Mr. Motilal Oswal - Member  
Mr. P. H. Ravikumar - Member  
Mrs. Neha Gada - Member

## Stakeholders Relationship Committee

Mr. Raamdeo Agarawal - Chairman  
Mr. Motilal Oswal - Member  
Mrs. Divya Momaya - Member

## Corporate Social Responsibility Committee

Mrs. Divya Momaya - Chairperson  
Mr. Motilal Oswal - Member  
Mr. Raamdeo Agarawal - Member

## Risk Management Committee

Mr. P H Ravikumar - Chairman  
Mr. Motilal Oswal - Member  
Mr. Raamdeo Agarawal - Member  
Mr. Sukesh Bhowal - Member  
Mr. Bhavin Shah - Member  
Mr. Anshuman Singh - Member

## Asset Liability Management Committee

Mr. Motilal Oswal - Chairman  
Mr. Bhavin Shah - Member  
Mr. Jithesh Narayanan - Member  
Mr. Anshuman Singh - Member

## IT Strategy Committee

Mr. P. H. Ravikumar - Chairman  
Mr. Sukesh Bhowal - Member  
Mr. Divya Momaya - Member  
Mr. Tahir shah, Head IT - Member  
Mr. Shishupal Rathore, Chief Information Security Officer - Member



**Registrar & Transfer Agent  
(For Equity & Debentures)  
Link Intime India Private Limited**

C 101, 247 Park, L. B. S. Marg,  
Vikhroli (West) Mumbai - 400083.  
Toll-free Number: 1800 1020 878  
Website: <https://linkintime.co.in/>

**Registered Office**

Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel ST Depot, Prabhadevi,  
Mumbai- 400 025.  
Tel.: +91 8291889898  
Website: <https://motilaloswalhf.com/>

**Bankers/ Lender**

U.S. International Development Finance Corporation (DFC)  
Axis Bank  
Bajaj Finance Limited  
Bank of Baroda  
Bank of India  
Bank of Maharashtra  
Canara Bank  
Central Bank of India  
CSB Bank  
Dhanlaxmi Bank  
HDFC Bank  
ICICI Bank  
IDBI Bank  
Indian Bank  
Indian Overseas Bank  
IndusInd Bank  
Karnataka Bank  
Karur Vysya Bank  
Kotak Mahindra Bank  
National Housing Bank (NHB)  
South Indian Bank  
State Bank of India  
Union Bank of India

**Debenture Trustees**

**Beacon Trusteeship Limited**

7 A&B, Siddhivinayak Chambers, Gandhi  
Nagar,  
Opp. MIG Cricket Club, Bandra (E),  
Mumbai - 400051  
Tel.: +91 22 2655 8759  
Website: [www.beacontrustee.co.in](http://www.beacontrustee.co.in)

**Security Trustee**

**Catalyst Trusteeship Limited**

GDA House, First Floor, Plot No. 85,  
Bhusari Colony (Right), Kothrud, Pune –  
411038.



# Message from Chairman



Dear Shareholders,

The fiscal year 2024 marked a period of significant growth for the housing finance industry, despite facing several economic challenges. The recent economic landscape in India has demonstrated remarkable resilience amidst global uncertainties. Despite turbulent international conditions, India has consistently exhibited robust growth, driven by factors such as its demographic dividend, strong domestic demand, progressive economic policies, advancements in manufacturing and infrastructure, and a steadfast commitment to technological innovation and digitalization. Domestically, key economic indicators reflect a positive outlook, with inflation, as measured by the Consumer Price Index, experiencing a decline in March 2024 compared to the previous month, owing to various factors including government interventions to stabilize fuel prices and a moderation in global raw material costs.

The housing market's strong growth is facilitated by encouraging demographic trends such as urbanization, the nuclearization of families, increasing disposable incomes, and a growing working-age population. Despite numerous challenges, the affordable housing sector, in which

we operate, has continued to thrive. The rising demand for homes, improved liquidity conditions, diverse funding avenues, and favorable regulatory interventions will continue to bolster the housing finance sector.

The housing finance market in India has witnessed a healthy ~13.5% Compound Annual Growth Rate (CAGR) over the period FY2019-2023. This growth has been fueled by factors such as rising disposable incomes, robust demand for housing, and an increasing number of players entering the segment. Favorable affordability conditions, stable property rates, and a rise in individual borrowers' annual incomes have further contributed to the segment's growth.

The Indian housing finance market has witnessed a healthy Compound Annual Growth Rate (CAGR) of approximately 13.5% during the period FY2019-2023. This growth has been propelled by factors such as rising disposable incomes, robust housing demand, and an expanding pool of players entering the market. Favorable affordability conditions, stable property prices, and an uptick in individual borrowers' annual incomes have further contributed to the segment's growth.

In our pursuit of establishing a solid foundation for sustained long-term growth, our initiatives to enhance organizational processes, systems, human resources, culture, and structure have yielded commendable results. I am pleased to announce that in FY2024, we achieved a Profit After Tax (PAT) of ₹ 133 crore.

Our investments in Relationship Managers (RMs) have begun to yield results, evident in our full-year disbursements crossing the ₹ 1,000 crore mark once again. Presently, we operate across 12 states/union territories through 110 branches. The incremental contributions from new states are on the rise, with anticipated further increases driven by productivity gains. As of March 2024, our loan book stood at ₹ 4,048 crore, reflecting a year-on-year growth of 6% across more than 47,500 families.

We have received a AA/Stable rating from all three major rating agencies (CRISIL, ICRA, and India Ratings). We continued to witness robust liability mobilizations from various banks and institutions at competitive rates. Our average cost of borrowings for FY2024 stood at



8.3%. Consequently, our spread and Net Interest Margin (NIM) were maintained throughout the year, currently standing at 5.9% and 7.6%, respectively. We recognize ample opportunities to diversify liabilities and improve Return on Assets (ROA), and we intend to pursue this path in the future. The company maintains a strong liquidity position on its balance sheet with sanctioned lines to support future growth initiatives.

Our collection efficiency remained robust at 100.4% in FY2024. We have bolstered our legal unit to pursue legal actions assertively, including actions under SARFAESI, section 138, and arbitration cases. As of March 2024, our Gross Non-Performing Assets (GNPA) stood at 0.9% and Net Non-Performing Assets (NNPA) at 0.4%. The company has established a robust Provision Coverage Ratio (PCR) of 50.5%.

On the digital front, we have developed separate mobile applications for sales, credit, and collection processes, facilitating faster paperless processing and enhancing employee productivity. Additionally, our MOHFL Parivar app provides customers with access to all loan-related information. We remain committed to digital initiatives aimed at further enhancing customer experience.

Over the past two years, we have demonstrated sustainable growth despite various economic challenges. I extend my sincere appreciation to every employee for their unwavering dedication to the company. Furthermore, I would like to express gratitude to all stakeholders for their unwavering support and best wishes for the business. With a solid foundation in place, I am confident that we will maintain our growth trajectory and achieve new milestones in the years ahead.

With best wishes,

Sincerely,

A handwritten signature in black ink, appearing to read 'Motilal Oswal', with a horizontal line underneath.

**Motilal Oswal**  
**Chairman**



# Board of Directors / KMP



## **Mr. Motilal Oswal**

### **Chairman and Non-Executive Director**

Mr. Motilal Oswal is Chairman and Non-Executive Director of our Company. He is a Chartered Accountant and started the business along with co-promoter, Mr. Raamdeo Agrawal in 1987. He has received the “Rashtriya Samman Patra” awarded by the Government of India for being amongst the highest Income Tax payers in the country for a period of 5 years from FY 1994-95 to FY 1998-99. He is our co-Promoter and has previously been the chairman and president of the Jain International Trade Organization. He has received several awards including, “Rajasthan Ratna Manav Seva” award by Manav Seva Trust; “Durgadevi Saraf Puraskar” by Marwadi Sammelan for contributions in the field of Trade & Industry; and “Samaj Ratna” award by the Amravati Cancer Foundation. He has also authored two books titled “The Essence of Business & Management” and “The Essence of Life”. He along with our co-Promoter, Raamdeo Agarawal started our Company in 1987.



## **Mr. Raamdeo Agarawal**

### **Non-Executive Director**

Mr. Raamdeo Agarawal is a Chartered Accountant and the Non-Executive, Non-Independent Director of the Company. He has been authoring the annual ‘Motilal Oswal Wealth Creation Study’ since 1996. In 1986, he authored a book titled “Corporate Numbers Game”, along with co-author, Late. Ram K Piparia and “The Art of Wealth Creation”. He has received the “Rashtriya Samman Patra” awarded by the Government of India for being amongst the highest Income Tax payers in the country for a period of 5 years from FY 1995–1999. He, along with our co-Promoter Motilal Oswal, started our Company in 1987.



## **Mr. Sukesh Bhowal**

### **Managing Director & Chief Executive Officer**

Mr. Sukesh Bhowal has 27 years of experience in Sales & Distribution, Retail & Mortgage Lending, Real Estate Lending etc. He has worked with DCB Bank, HDB Financial Services, Citibank and HSBC. He is Bachelor of Technology from IIT Bombay and PGDM in Finance & Marketing from IIM Lucknow.



## **Mr. P. H. Ravikumar**

### **Independent Director**

Mr. P. H. Ravikumar is a commerce graduate and is also an ‘Honorary Fellow’ of the Chartered Institute for Securities & Investment, UK. He is the first Indian to receive a CISI Honorary Fellowship. He is an associate member of the Indian Institute of Bankers and of Institute of Bankers, London. He is a seasoned Banker having over 51 years of Financial Sector Professional experience with exposure at Top/Senior Management Levels. He was with Bank of India for 22 years, and was a key founding member of the ICICI Bank where he was initially head of treasury and then Head of Corporate Banking. He is the founding MD & CEO of NCDEX Ltd., Invent ARC limited. He is a co-founder of Vastu Housing Finance Corporation Ltd. He serves on the Boards of / has served on the Board of many well-known organisations like the Aditya Birla Capital Limited, The Federal Bank Limited, Utkarsh Small Finance Bank Limited, Bharat Forge Limited, Eveready Industries Limited, Bharat Financial Inclusion Limited, I.G. Petrochemicals Limited, L&T Investment Management Limited, BOB Capital Markets Limited, NABCONS (a subsidiary of NABARD), UTI Retirement Solutions Limited, NSE Data & Analytics Limited, Vastu Housing Finance.



**Mrs. Divya Momaya**  
Independent Director

Mrs. Divya Sameer Momaya is B.com Graduate from Garware College of Commerce, University of Pune and a qualified Fellow Member of Institute of Company Secretaries of India (ICSI) and Qualified Independent Director from IICA and a member of Institute of Directors (IOD). Mrs. Momaya is a founder mentor of D. S. Momaya & Co. and possesses more than 21 years of industry experience. She has been into Whole-time Company Secretarial Practice for more than 16 years and is also a Board Mentor. Her Corporate Journey includes experience with Companies like BSEL Infrastructure Realty Limited and Bombay Stock Exchange Limited. She is also the co-chairperson of IMC Chamber of Commerce and Industry, Navi Mumbai and member of JITO, MACCIA, FICCI FLO. She is also Mentor with Niti Ayog and JIIF. Throughout her career, as a Company Secretary, Divya has played a pivotal role in advising the Boards in key areas to both listed and private sector companies under securities, corporate laws, strategy, leadership and corporate governance. Her expertise to consult owners and corporations encouraged her to build MentorMyBoard.



**Mrs. Neha Gada**  
Independent Director

Mrs. Neha Gada is a Chartered Accountant from Institute of Chartered Accountants, Insolvency Professional from Indian Institute of Insolvency Professionals of ICAI, and a Bachelor of Law from University of Mumbai with an experience of over 20 years. She has a vast experience in compliances pertaining to Securities Law and Corporate Law. She specializes in Restructuring, Acquisitions and Mergers, Due Diligence, Takeovers, SEBI Exemption and Consent applications, LODR & ICDR Compliances, Listing Matters, Insolvency, NBFC Registrations and Takeovers.



**Mr. Shobhit Doru**  
Chief Operating Officer

Mr. Shobhit Doru has a rich experience of 25 years in Sales, Product, Strategy and Analytics in Mortgage, SME Lending and LAP product. Previously, he was associated with Bajaj Finserv, where he was Head- Risk of the SME Business vertical. In his previous stints, he was also associated with Bajaj Housing Finance, Standard Chartered Bank and IDBI Bank. He has done an Accelerated Management Program at the Indian School of Business.



**Mr. Bhavin Shah**  
Chief Financial Officer

Mr. Bhavin Shah has a rich experience of over 12 years in Non-Banking & Housing Finance domain with expertise in Treasury, Asset-Liability management, Financial reporting and analysis, Budgeting, Business planning and Strategy. Prior to joining Motilal Oswal Home Finance Limited, Mr. Shah held the position of Deputy Vice President at IIFL Finance Group, where he was responsible for overseeing the Treasury Front Office for the group. Mr. Shah is a Chartered Accountant and a post-graduate from Mumbai University.



**Mr. Sunny Ganatra**  
Company Secretary & Compliance Officer

Mr. Sunny Ganatra has an experience of over 5 years in handling secretarial and listing compliances. Prior to this, Mr. Ganatra was associated with Comfort Commotrade Limited as Company Secretary & Compliance Officer, and was responsible for leading the team to oversee & implement the compliances as applicable to Comfort Group Companies. In his past experiences, he was associated with Companies like Route Mobile Limited and Welspun Group. He is an Associate Member of the Institute of Company Secretaries of India. He is also a Commerce and Law Graduate from Patkar Varde College and G. J. Advani Law College respectively.



# Key Highlights

- ▶ Reported PAT of ₹ 133 crore in FY 2024.
- ▶ Disbursements in FY 2024 crossed ₹ 1,000 crore mark to reach ₹ 1,018 crore. Business is geared up for stronger growth in disbursements.
- ▶ Robust credit Rating of “AA/Stable” from CRISIL, ICRA and India Rating
- ▶ We have Independent Sales, Credit, Collection & Operations teams: 1,900+ employees
- ▶ Cost of borrowing stood at 8.3%. We raised ₹ 1,337 crore of long and short term funds in FY 2024
- ▶ New Book, which has originated post April 2018, contributed around 58% of loan book with GNPA of 0.3%.
- ▶ We have strong Liability Mobilizations from various Banks & Institutions at competitive rates.
- ▶ We joined hands with U.S. Development Finance Corporation, world’s largest development finance institution, in FY2022 and has received commitment of USD 50 mn. Received the balance tranches aggregating to USD 20.0 mn during the year.
- ▶ There was strong support from parent (Motilal Oswal Financial Services), total cumulative capital infusion from sponsor at ₹ 850 crore resulting into lower net leverage (Debt/Equity ratio) of 2.00.
- ▶ We have in-house Loan Management System (LMS) and Loan Origination System (LOS) and separate mobile apps for sales, credit and collection.

## Business Performance

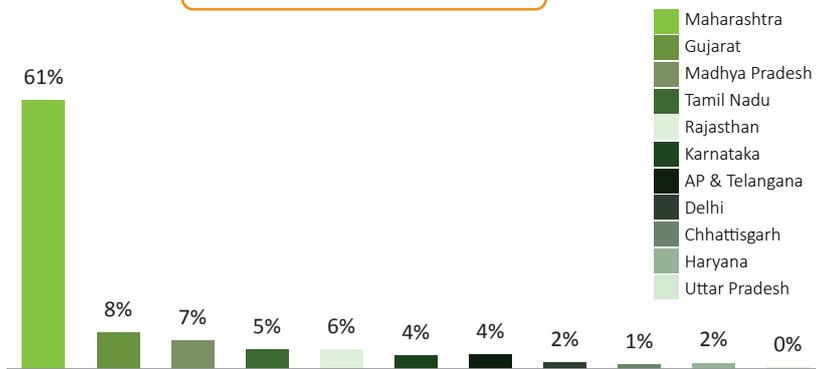
- ▶ MOHFL has disbursed ₹ 1,018 crore of loans during FY2024
- ▶ Collection team of 600+ members along with robust legal team
- ▶ Collection Efficiency (Total EMI Collected/1 EMI Due) of 103.8% in FY2024
- ▶ Catering to 47,500+ families
- ▶ LTV of 58% and FOIR of 42%

## Financial Performance

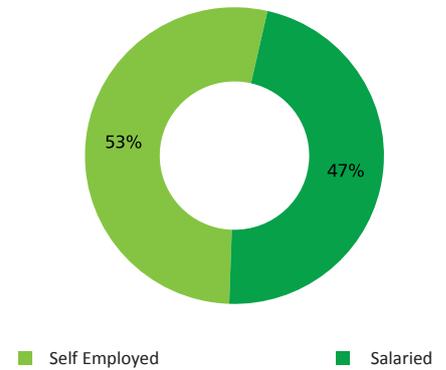
- ▶ Loan book stood at ₹ 4,048 crore as on March 31, 2024
- ▶ Net Worth of ₹ 1,287 crore as on March 31, 2024
- ▶ Profit stood at ₹ 133 crore during FY2024
- ▶ Yield – 14.2% and COF – 8.3%
- ▶ NIM – 7.6% and Spread – 5.9%
- ▶ GNPA – 0.9% and NNPA – 0.4%
- ▶ Stage 3 Provision coverage – 51%
- ▶ Net Debt to Equity – 2.0x
- ▶ Cost to Income – 46%
- ▶ Capital adequacy – 51%

# Loan Book & Borrowing Analysis

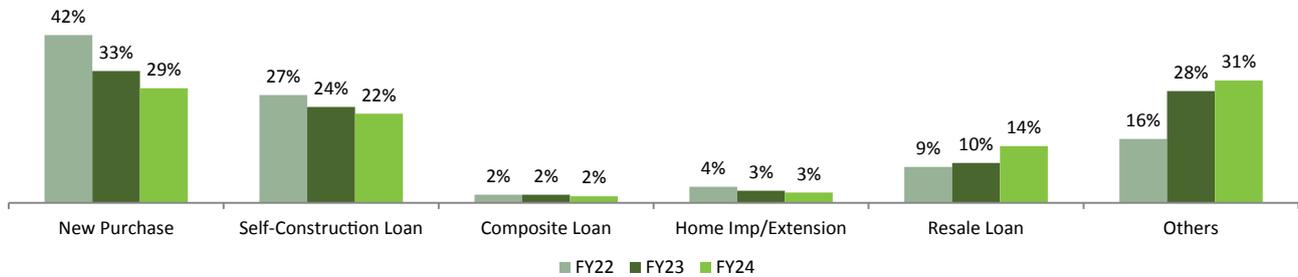
State Wise Loan Book Mix



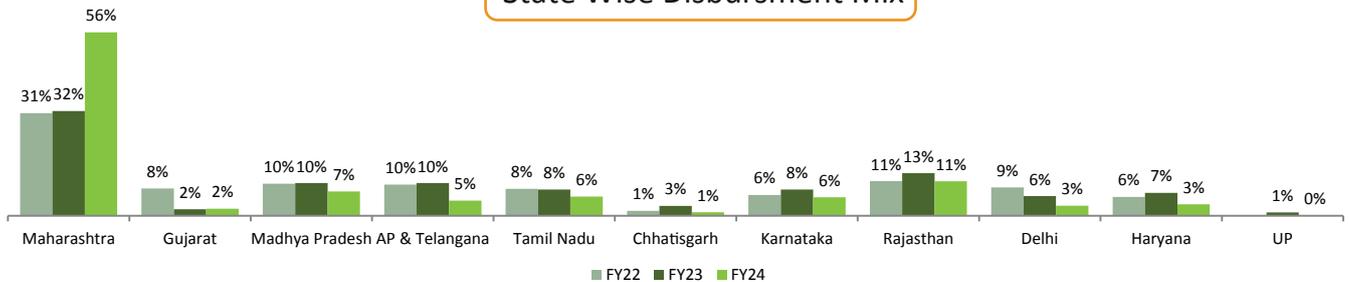
Balanced Customer Mix



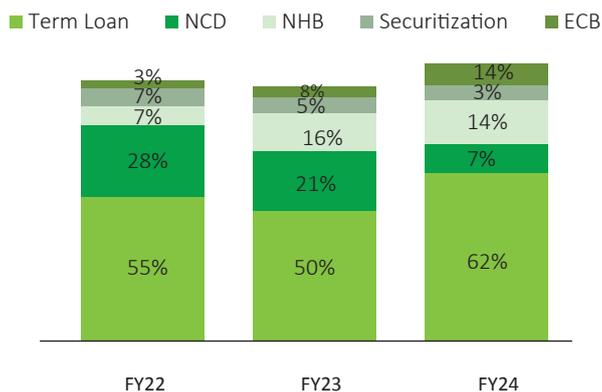
Loan Book- Product Mix



State Wise Disbursement Mix



Borrowing Mix





# ESG Initiatives

## Environmental

- We do take special care to not to disturb the ecology in our areas of operation while lending to our customers. During loan counselling, we advise the customer on acquiring properties which have been built or are located in such a way that they do not hurt the ecology and environment at large.
- We ensure that we fund to projects which are on non-agriculture and & non-forest land and having all environmental clearance.
- We ensure while funding proper sanitation/hygiene /safety standards are maintained and no environmental harm is done while constructing a house. We obtain construction plan and estimate to review that properties do not violate the environmental norms.
- Judicial use to fund on Affordable Housing Projects, which are environment friendly projects, vide AHF Refinance scheme at comparatively lower rates to encourage customer and sales ecosystem towards environment safe properties.
- Company follows norms issued by National Disaster Management Authority which help us in avoiding funding environmentally sensitive areas.
- Focus on enabling home ownership in tier 2 & tier 3 cities thereby helping in reducing the strain and load on resource in tier 1 cities.
- Planted & maintaining trees in & around the office premises.
- Use of LED lights which consumes 45% less electricity; office space is provided with motion sensors to save electricity
- Use of sensors in water taps to reduce wastage in hand washing.
- No single-use plastics: use of glass bottles & mugs.
- Company's building is covered with aluminum fins which refracts around 70% of sun rays and hence minimum power is utilized for cooling.
- Adopted digitalized operational processes to drastically reduce paper use. We have become paperless till the stage of loan sanction and aim to become paperless in disbursement documentation as well.
- Adaption of E-Receipts and usage of app for customer request reduces paper flow and customer transportation to our branches.





## Social



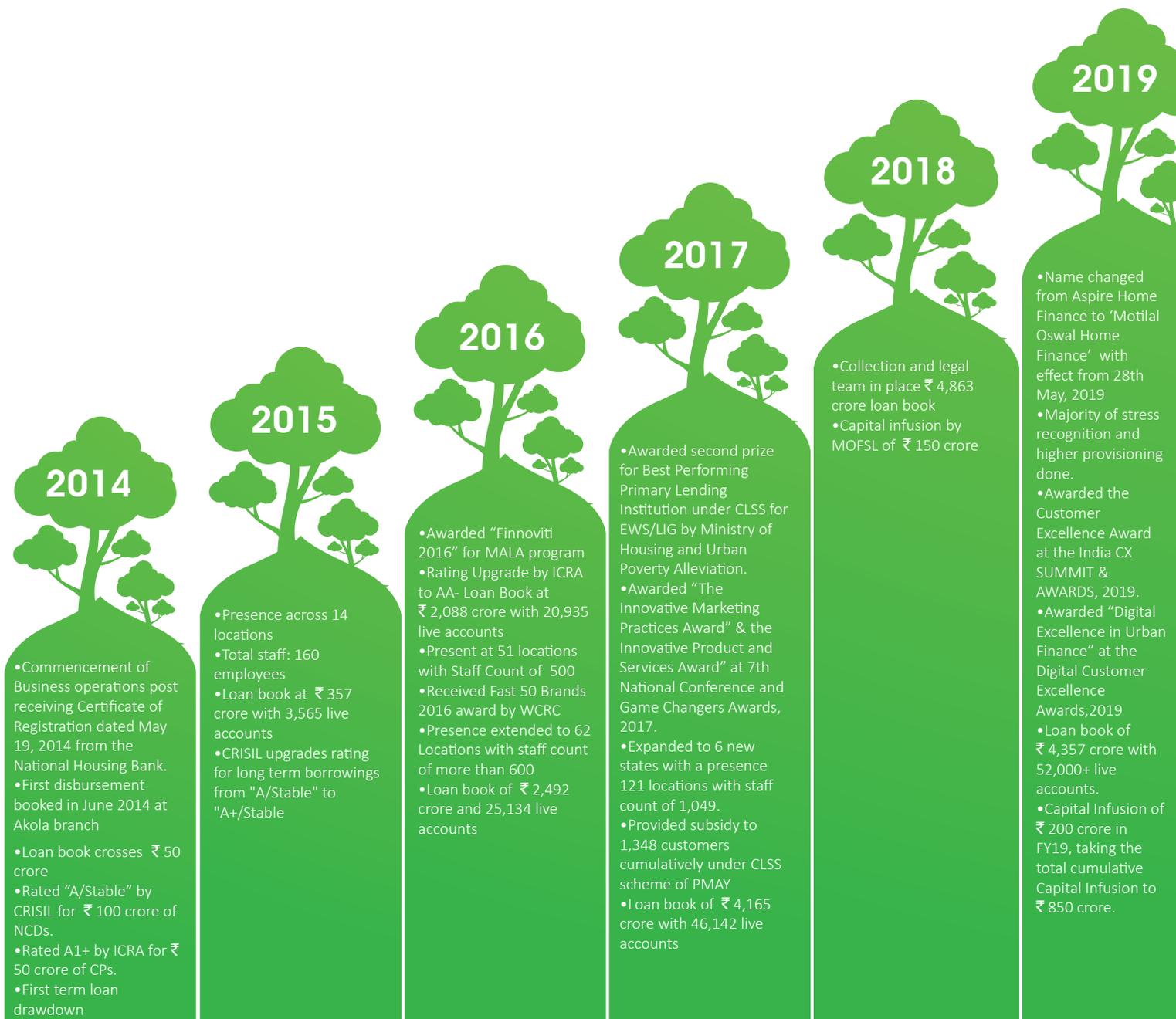
- Company follows International Finance Corporation (IFC) Performance Standards.
- Promotes social objective of providing housing to underpenetrated segment by offering affordable home loans.
- Medical – Moral – Financial support to Employees & their families.
- Organized Mock Fire Drills, educating employees about the necessary steps needed to be taken in case of fire emergency.
- Hiring from premier campus, Dedicated Talent Development Program for developing High Potentials, fast-tracking for Hi-Pos.
- Adopted policies for creating a safe and conducive as well as inclusive work environment for its employees.
- We have conducted programs for Financial, Emotional and Physical wellness for our employees.
- Company has formed committee W-I-N-G-S (Women Initiative to Nurture, Grow & Succeed) to ensure substantial women representation in mid-senior level of the organization.
- Offers home loan at concessional rate to women borrowers working in private companies and self-employed women running their own businesses.
- Dedicated Customer Service department to resolve requests, queries and complaints from customers.
- Focused Senior Leadership Development Programs.
- Dedicated Learning App (Paathshala)- continuous learning through existing and new modules.
- Sponsored construction of an Animal Hospital near Nashik, being built by Life Care and Peace Mission. Once constructed the hospital will heavily benefit the rural areas near the center for both domestic and stray animals.
- In collaboration with Bhagwan Mahveer Viklang Sahayata Samiti (famous for Jaipur Foot) 1600+ people received walking aids such as wheelchairs, Crutches, Artificial Limbs/Calipers and Hand Paddled Tricycles. Similarly, 210 people with disability were helped with set-ups (tea-stall, sewing machine, Dhaba) to make them economically independents.

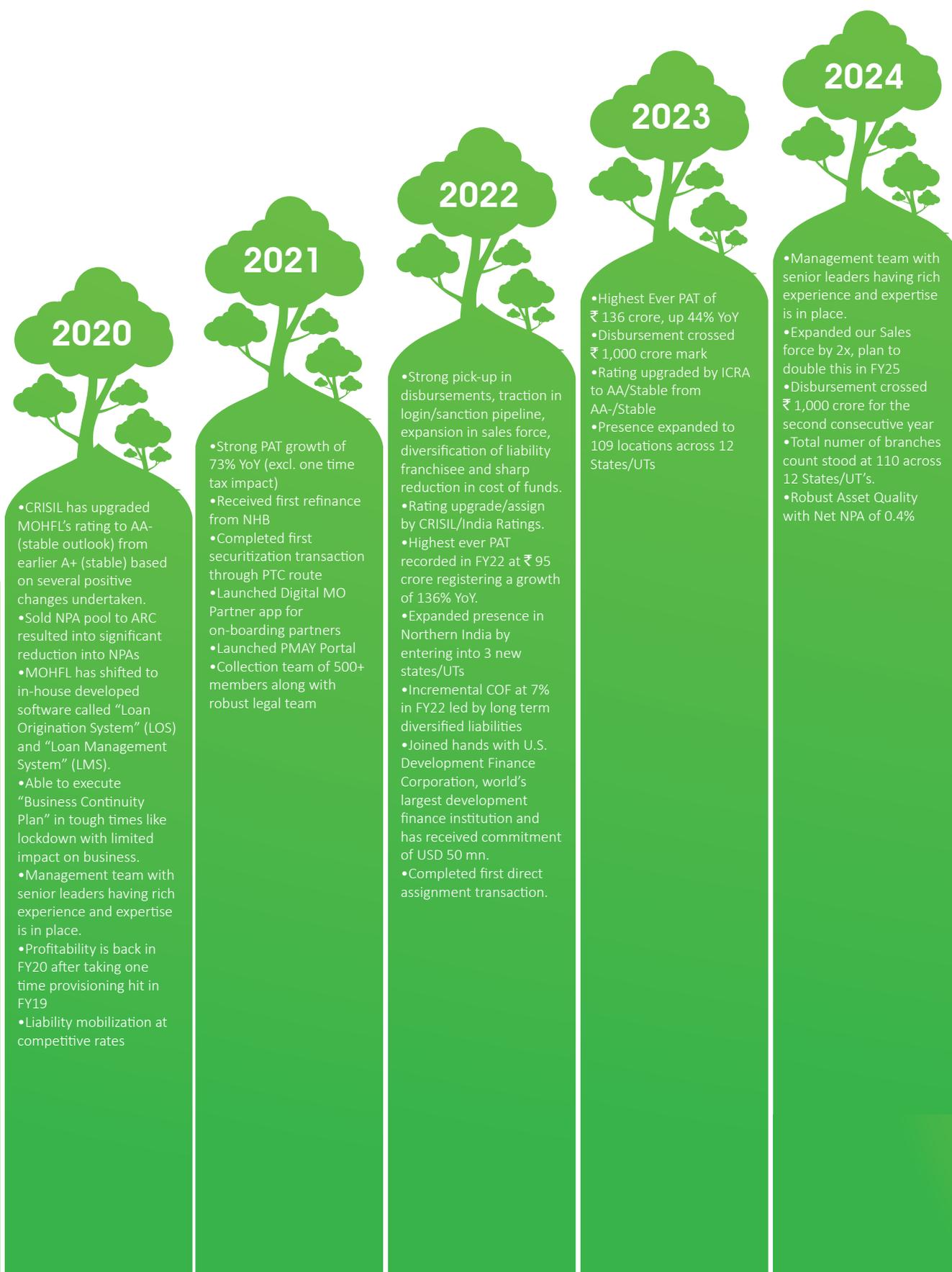
## Governance

- Company has diversified Board with an appropriate combination of Executive, Non-Executive and Independent Directors who bring in a wide range of skills and experience to the Board.
- Board consist of 50% of Independent Directors including two Independent Woman Director
- Board follows regulatory norms of "Fit & Proper Criteria" in selection process of directors and evaluation of annual performance of Board is also carried out.
- Board has adopted Remuneration policy & details of all managerial remuneration is provided in Board's Report.
- Company has IT Strategy Committee chaired by an Independent Director for ensuring overall compliance of Information Technology Systems.
- Company has Risk Management framework and risk awareness is created through training, workshop, e-mailers, seminars, conferences, etc.
- Policy on Prevention of Sexual Harassment at workplace & also creating awareness of the same through e-mailers.
- Policy for prohibition of Insider Trading & having system driven controls for employees.
- Corporate Governance Policy is in place which helps in ensuring highest level of corporate governance practice.
- Company has Vigil Mechanism/Whistle Blower Framework allowing employees to report any non-compliance & wrong practices and also have direct access to Chairperson of Audit Committee.
- Company has a Policy on Prevention of Sexual Harassment at Workplace and awareness of the same is created through trainings and e-mailers.
- Company has a Code of Conduct for Prevention of Insider Trading in place for its employees.



# Our Journey







# Key Strategic Initiatives

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- ▶ Focus on growing loan book and disbursements

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- ▶ Robust in-house sales, collection, credit, legal & technical team already in place, in line with the maker-checker philosophy

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- ▶ Focus on improving TAT and enhancing customer delight through digital intervention and implementation of credit (decision) score cards and integrated rule engine

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- ▶ Extending our footprints to new geographies and penetration in existing markets to leverage our well spread and diversified geographical reach

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- ▶ Focus on Self-construction (lower delinquency) loans as compared to new purchase

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- ▶ Focus on completed properties (minimum construction stage to be at 85%)

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- ▶ Extending our product bouquet by offering high yielding non housing loan products to low risk customers

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- ▶ Focus on Self Employed Assessed Income borrowers along with Salaried Focus on first time home buyers and self-occupied residential properties

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- ▶ Further strengthen independent credit structure, along with independent business legal, technical (valuation) & ops teams

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- ▶ Extending our penetration and reach by on-boarding MO Partners (connectors)

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- ▶ Focus on bringing down cost of funds and maintaining spread

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- ▶ Diversifying liability mix and strengthening ALM

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# Our Presence



## 110 Locations Across 12 States/UT





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# Management Discussion & Analysis

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## FY2024 Overview

Recent economic trends in India showcase a remarkable resilience amidst global uncertainties. Despite turbulent international conditions, India has consistently exhibited robust growth, attributed to several factors such as its demographic dividend, strong domestic demand, progressive economic policies, strides in manufacturing and infrastructure, and a drive towards technological innovation and digitalization.

India's economic prowess is not just evident domestically but also on the global stage. According to the IMF, India climbed to the fifth position in nominal GDP in 2023, surpassing the United Kingdom. Moreover, in terms of purchasing power parity, India ranks third globally, following China and the United States.

Domestically, key economic indicators paint a positive picture. Inflation, as measured by the Consumer Price Index, saw a decline in March 2024 compared to the previous month, attributed to various factors including government measures to stabilize fuel prices and a softening in global raw material costs.

The Reserve Bank of India (RBI) responded aptly to global economic shifts by adjusting monetary policy throughout FY 2023 and FY 2024, with notable increases in the repo rate. This proactive approach aimed to navigate the complexities of the global economic landscape.

Looking forward, the IMF's economic outlook for India is optimistic, with revised growth estimates for fiscal 2024 and 2025 of 7.8% & 6.8% respectively, citing resilient domestic demand and rising working age population as a driving force.

In contrast, global economic growth is expected to slow down, highlighting India's relative strength amidst global challenges. Despite the broader economic slowdown, India's trajectory remains promising, reflecting its ability to navigate and thrive in turbulent times.

## Housing Finance Industry Overview

The housing finance industry in India is not only a critical driver of economic growth but also holds profound linkages with over 250 ancillary sectors. Recognizing housing as a fundamental human need, the Indian government has implemented multiple schemes aimed at prioritizing housing development across the nation.

Despite being the engine of economic growth, India's housing finance sector exhibits relatively low penetration compared to other countries. This low penetration presents substantial opportunities for expansion and development within the sector. However, several challenges persist, primarily supply constraints from traditional lending institutions such as banks and Non-Banking Financial Companies (NBFCs). These constraints are particularly pronounced for the lower income segment, which is often perceived as risky due to its reliance on informal income sources.

The mortgage-to-GDP ratio in India stands at a modest 12% as compared to 60% in USA, highlighting the gap between the current state of housing finance and its potential. However, there has been a significant improvement from 6.5% in FY2009, attributed to various factors including rising incomes, improved affordability, growing urbanization trends, and the nuclearization of families. This upward trajectory is expected to continue, with CRISIL MI&A projecting the ratio to reach 14-15% by FY2025, driven by sustained growth dynamics.

The housing finance market in India has witnessed a healthy ~13.5% Compound Annual Growth Rate (CAGR) over the period FY2019-2023. This growth has been fueled by factors such as rising disposable incomes, robust demand for housing, and an increasing number of players entering the segment. Favorable affordability conditions, stable property rates, and a rise in individual borrowers' annual incomes have further contributed to the segment's growth.

Rural areas have experienced the highest CAGR growth in affordable housing finance, indicating the broadening reach of housing finance initiatives across diverse geographies. Government initiatives, such as 'Housing for All,' have played a significant role in stimulating demand, attracting new players to the market. The affordable housing segment, in particular, has seen remarkable traction due to its large untapped market potential and robust demand.



In terms of **regulatory initiatives**, RBI has issued Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions 2023, dated November 10, 2023, wherein Regulatory structure for Non-Banking Financial Companies (NBFCs) shall comprise of four layers based on their size, activity and perceived riskiness. NBFCs in the lowest layer shall be known as NBFCs-Base Layer (NBFCs-BL). NBFCs in middle layer and upper layer shall be known as NBFCs-Middle Layer (NBFCs-ML) and NBFCs Upper Layer (NBFCs-UL), respectively. The Top Layer is ideally expected to be empty and will be known as NBFCs-Top Layer (NBFCs-TL). According to Master Direction on Scale Based Regulation, HFC shall fall under Middle layer category.

RBI has issued Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, dated February 17, 2021, as amended from time to time. This directive provides consolidated regulatory framework applicable to HFCs and supersedes the previously issued directions by NHB. Some of the key regulations include:

- **Maintenance of Liquidity buffer in terms of LCR:** RBI has provided timelines for maintenance of liquidity buffer starting from December 1, 2021 till December 1, 2025. All non-deposit taking HFCs with asset size of ₹ 100 bn and above and all deposit taking HFCs (irrespective of their asset size) should maintain a minimum Liquidity Coverage Ratio (LCR) of 50% by December 1, 2021, which would then gradually increase to 100% by December 1, 2025. All non-deposit taking HFCs with asset size between ₹ 50-100 bn should maintain a minimum LCR of 30% by December 1, 2021, which would then gradually increase to 100% by December 1, 2025.
- **Fresh Registration and Net Owned Requirement:** Companies intending to function as HFCs should register with RBI under Section 29A of NHB Act, 1987 and the minimum Net Owned Funds (NOF) should be ₹ 20 crores. For existing HFCs, whose NOF is less than ₹ 20 crores, they have to achieve the target of ₹ 15 crores by March 31, 2022 and ₹ 20 crores by March 31, 2023.
- **CRAR Requirement:** Every housing finance company shall maintain a minimum capital ratio on an ongoing basis consisting of Tier-I and Tier-II capital which shall not be less than 15% of its aggregate risk weighted assets and of risk adjusted value of off-balance sheet items. The Tier-I capital, at any point of time, shall not be less than 10%. The total of the Tier-II capital, at any point of time, shall not exceed 100% of Tier-I capital.
- **Risk Weight on Home Loans:** As per latest circular, housing loans shall attract a risk weight of 35%, if their loan-to-value ratio is at 80% or lower. In cases, where the LTV ratio is higher than 80% but less than or equal to 90%, the risk weights will be at 50%. In April 2022, RBI extended the lower risk weightage on housing loans by one year, saying that it would boost credit flow to the sector. In October 2020, the RBI had decided to rationalise the risk weights by linking them only with LTV (Loan to Value) ratios for all new housing loans sanctioned up to March 31, 2022 which got extended to March 31, 2023.

The major regulatory developments as announced by various agencies/regulatory bodies during the last fiscal are as under:

1. RBI has increased the risk weight for consumer credit and bank credit to NBFCs from 100% to 125%.
2. SEBI has issued a procedural framework for dealing with unclaimed amounts lying with entities having listed non-convertible debentures and outlined the manner for investors to claim such amounts.
3. RBI has issued guidelines for investment in Alternate Investment Funds (AIFs)..
4. RBI has issued guidelines on fair lending practices - penal charges in loan accounts.
5. RBI has issued framework for compromise settlements and technical write-offs.
6. RBI has issued guidelines on responsible lending conduct- release of movable/ immovable property documents on repayment or settlement of personal loans.
7. RBI has issued guidelines on reset of floating interest rate on Equated Monthly Instalments EMI based personal loans.



## Progress under PMAY since 2014 (Major states)

States	Project Proposal Considered	Investment in Projects (₹ crores)	Central Assistance Sanctioned (₹ crores)	Central Assistance Released (₹ crores)	Houses Sanctioned	Houses Grounded for Construction	Houses Completed
Andhra Pradesh	1,470	21,37,028	19,90,937	9,54,827	91,806	32,568	23,800
Bihar	547	3,14,477	3,00,171	1,20,303	18,048	4,950	3,368
Chhattisgarh	2,034	3,02,663	2,86,829	2,21,828	13,472	4,811	4,089
Goa	4	3146	3146	3144	697	75	75
Gujarat	1,785	10,05,204	9,82,525	9,07,363	1,05,253.04	21,064	19,806
Haryana	437	1,15,034	93,153	67,367	9,472	2,172	1,674
Himachal Pradesh	398	12758	12595	10149	865	216	202
Jharkhand	481	2,29,156	2,13,505	1,40,254	11,452	3,603	2,988
Karnataka	3,226	6,38,121	5,97,393	3,38,618	48,777	10,614	7,168
Kerala	910	1,67,322	1,47,345	1,21,340	8,881	2,781	2,293
Madhya Pradesh	1,981	9,61,147	9,49,028	7,70,667	53,531	15,930	15,285
Maharashtra	1,632	13,64,923	11,16,047	8,39,830	1,74,390.13	25,548	19,323
Odisha	1057	2,03,380	1,76,382	1,42,793	8,471	3,177	2,480
Punjab	987	1,32,235	1,16,035	82,074	9,132	2,343	1,826
Rajasthan	1104	3,19,863	2,62,133	1,82,627	24,691	5,891	4,694
Tamil Nadu	5,282	6,80,347	6,62,802	5,62,276	48,076	11,185	10,117
Telangana	304	2,50,084	2,44,219	2,24,483	30,706	4,476	3,718
Uttar Pradesh	4,860	17,76,823	17,16,301	14,62,593	84,121	27,963	26,065
Uttarakhand	366	64,391	55,049	33686	4,870	1,177	941
West Bengal	656	6,68,953	6,12,961	3,94,480	37,526	10,774	7,676
<b>Total</b>	<b>29,521</b>	<b>1,13,47,055</b>	<b>1,05,38,556</b>	<b>75,80,702</b>	<b>7,84,236</b>	<b>1,91,319</b>	<b>1,57,588</b>

Source: MHUPA as on April, 18, 2024

## CLSS, GST, RERA, Benami Act provided standardization and accountability

The implementation of GST and RERA has significantly contributed to standardizing taxes and enhancing accountability within the real estate sector. Under RERA, builders are required to register themselves and projects exceeding a certain threshold, bringing transparency to the market. Consumers benefit from being charged based on carpet area and gaining access to detailed project information through the RERA website.

Amendments to RERA have further tightened regulations, prohibiting builders from selling units without necessary clearances, ensuring greater compliance with financial and legal requirements. On the demand side, the Government's proposal of a credit-linked subsidy capital scheme has been instrumental, offering substantial subsidies for loans within specified income brackets, thereby incentivizing home ownership.

Extensions to schemes like PMAY have provided continued support, with financial assistance aimed at completing sanctioned houses. Moreover, granting infrastructure status to the real estate sector has facilitated easier access to institutional credits, lowering borrowing costs and aligning with the government's affordable housing goals.

Additionally, amendments to the Benami Act serve as a deterrent against the proliferation of black money in real estate transactions. By mandating proof of legitimate income sources and linking transactions to Aadhaar cards, the legislation aims to curb illicit practices and reduce the cash component in the sector.



These measures collectively promote transparency, accountability, and affordability, fostering a more sustainable and equitable real estate environment.

Outlook: The housing finance industry in India is poised for substantial growth, buoyed by various factors such as government interventions, escalating incomes, and a burgeoning appetite for affordable housing. Regulatory reforms are instrumental in fortifying stability and streamlining operations within the sector, fostering an environment conducive to long-term growth and financial inclusion.

Government initiatives play a pivotal role in catalyzing the expansion of the housing finance market. Moreover, rising incomes and urbanization trends further fuel the demand for housing finance product and The housing finance industry is well-positioned to capitalize on this increasing demand, providing tailored solutions to meet the diverse needs of prospective homeowners across the country.

Overall, the housing finance industry in India stands on the cusp of significant expansion, propelled by a confluence of factors including government support, evolving consumer preferences, and regulatory reforms. By leveraging these opportunities and addressing emerging challenges, the sector can realize its full potential as a driver of economic growth and social development.

## **Motilal Oswal Home Finance Limited**

Motilal Oswal Home Finance Ltd. (MOHFL) continue to focus on providing home loans to individuals and families for purchase, construction and extension of house. MOHFL also provides loans for repair and renovation of houses and home loans to families in the new to credit, self-employed, cash salaried category where formal income proofs, Credit Bureaus reports are not easily available, and the repayment capacity of such families are appraised based on their cash flows and Internal Score Cards.

MOHFL had signed a MOU with National Housing Bank (NHB) which is the Central Nodal Agency under the Pradhan Mantri Awas Yojana (PMAY) for the Credit Linked Subsidy Scheme (CLSS). MOHFL has assisted various economically weaker sections of the society to claim subsidy under this scheme.

With a view to enable uniform processing of credit risk assessment, MOHFL has adopted a risk based pricing methodology. The pricing of each loan is linked to the credit score and credit assessment report. This methodology enables MOHFL to price risk correctly by offering finer interest rates to deserving families, where credit risk is low and charge a higher rate of interest where credit risk is high. The credit score parameters, risk weightage, customer segmentation, collateral technical policy and rate of interest bands are reviewed timely, modified in lines with the changing risk profile of the customers and aligned with the prevailing market practices respectively.

FY2024 was a good year for us as we reported profit after tax of ₹ 133 crores. Disbursements crossed ₹ 1,000 crores milestone. AUM was up by 6% YoY to ₹ 4,074 crores. ROA stood at 3.2% largely driven by better utilization of existing infrastructure, control over delinquencies and maintained cost of funds. In FY2024, cost of funds stood at 8.3%, resulting in maintained spread and NIM at 5.9% and 7.6%. MOHFL looks forward to a linear growth in AUM and improved profitability/ROA/ROEs.

## **Business Presence**

During FY2024, total branch count stood at 110 as of March 31, 2024. The company has presence in Maharashtra, Gujarat, Tamil Nadu, Rajasthan, Karnataka, Madhya Pradesh, Haryana, Andhra Pradesh, Chhattisgarh, Telangana, Delhi and Uttar Pradesh.

## **Disbursements**

During FY2024, MOHFL disbursed loans amounting to ₹ 1,018 crores (incl. Pool buyout). The disbursements are made with collateral first policy and after passing through several stringent checks and balances. We continue to expand our sales force in FY2024 which will eventually help in ramping up disbursements going forward. Incremental contribution from new states is rising and expected to increase further due to hiring / productivity gains. The foundations necessary for strong growth like independent collection and legal organization are now well in place. These efforts have started giving remarkable results and we expect sustainable growth going forward as well.



## Loans

MOHFL's total outstanding loans in FY2024 stood at ₹ 4,048 crores, a growth of 6% YoY. Loans to total assets stood at 89% as on March 31, 2024. Average LTV of the book is ~58%. Yield for FY2024 stood at 14.2%. MOHFL is focused on the affordable housing segment with loans extended to more than 47,500 families, as of March 31, 2024. The overall FOIR remained at a comfortable level of 42%.

## Segment-wise or product-wise performance

Details of Segment-wise or product-wise performance of the Company is given in 'Loan Book & Borrowing Analysis' forming part of Annual Report of the Company.

## Credit underwriting

The loan approval at MOHFL is in 4 layers of approval process based on ticket size of the loan. Approvals of lending proposals are carried out by various authorities from Cluster Credit Manager to Credit Head. Additional layer of in-house legal and technical makes underwriting process more robust. There is a Dedicated Risk Containment Unit (RCU) in the company to minimize fraud related to income documents, profile and collateral. We have now credit underwriting done based on credit role engine and risk based pricing. Credit function is fully automated which ensures faster and accurate paperless processing resulting into better TAT for customers and better productivity for employees. MOHFL's strengthening of its underwriting, systems and processes resulted in robust performance of new loan book sourced from April'2018 onwards.

## Recoveries and Provision for Contingencies

MOHFL gross NPA as at March 31, 2024 were ₹ 35 crores with NPA provisions of ₹ 18 Crores. MOHFL gross NPA was 0.9% and Net NPA was 0.4% on total outstanding loan book of ₹ 4,048 crores as at March 31, 2024, compared to 1.1% and 0.5%, respectively as at March 31, 2023. Company has created strong stage 3 PCR of 50.5%.

Our collection efficiency in FY2024 stood at 103.8% (Total EMI collected/1 EMI Due) and including pre-payment it was at 127.8%. This has helped us in reducing our GNPA to 0.9% as of March 31, 2024 from 1.1% as of March 31, 2023.

MOHFL has robust legal and collection unit in place. MOHFL has around 500+ member in-house collection team across all buckets (dedicated teams for each bucket) with vertical organization structure. Further, we have around 15 members legal team comprising of lawyers to take legal action against delinquent customers via SARFAESI, section 138 and arbitration route. As the effect of pandemic on the economy has diminished over time, we have witnessed accelerating pace of recovery.

## Liability Management

Rating: We have received robust AA with Stable Outlook from CRISIL, ICRA and India Ratings,. This rating shows MOHFL's ability and positive developments of Management depth and experience, strengthening of collections and recovery apparatus, enhancing credit appraisal and risk monitoring system, strengthening of capital position and greater integration of the MOHFL with those of its parent. Further, CRISIL and India Ratings reaffirmed AA/ Stable Rating of the company.

MOHFL has been raising funds for its lending activities by way of term loans from banks and refinance facility from NHB, private placement of non-convertible debentures (NCDs), External commercial borrowing and securitization through PTC route. In FY2022, MOHFL has joined hands with U.S. International Development Finance Corporation, world's largest development finance institution. DFC has committed USD 50 mn as a long term loan under ECB route. MOHFL has maintained a prudent mix of fixed rate borrowings and variable rate borrowings with a view to minimize the weighted average cost of borrowings and maintain a healthy spread on its lending activities.

To minimize the risk arising on account of mismatches if any, MOHFL has set internal norms on the quantum of short term borrowings so that a prudent balance is maintained in keeping the cost of funds low to an extent that the risk arising from the mismatch could be managed.



MOHFL continued to borrow for both long and short-term from the banks / NBFCs at competitive rates. MOHFL raised fresh term loans from banks/NBFCs aggregating to ₹ 900 crores during the year and repaid loans aggregating to ₹ 613 crores. Term loans are secured by way of hypothecation over loan receivables. Outstanding term loans stood at ₹ 1,851 crores as at March 31, 2024.

The outstanding balance of unsecured NCDs as at March 31, 2024 was ₹ 215 crores. MOHFL NCDs are rated with “IND AA”, with Stable outlook indicating adequate degree of safety regarding timely servicing of financial obligations.

In FY2022, MOHFL has joined hands with U.S. International Development Finance Corporation, world’s largest development finance institution with funding commitment of USD 50 mn to be drawn in five tranches. We received fourth tranche of ₹ 83.2 crores in Q2FY2024 and and fifth and final tranche tranche of ₹ 83.4 crores in Q4FY2024.

During the year, the company raised ₹ 100 crores as refinance from National Housing Bank (NHB) under the prescribed schemes with an outstanding balance was ₹ 435 crores as at March 31, 2024.

MOHFL issued Rs. 150 crore CP during FY2024. There are no outstanding CPs as on March 31, 2024.

Total 24 banks, financial and other institutions extended credit lines including one financial institution to whom NCDs were allotted as of March 2024. The average cost of borrowing for MOHFL stood at 8.3% in FY2024.

MOHFL has available credit lines of ₹ 673 crores, Cash & Cash Equivalents ₹ 472 crores, investments, short term loans and commercial papers were ‘Nil’ as on March 31, 2024.

During the year, MOHFL raised borrowings of ₹ 1,337 crores from various instruments. The company has also repaid borrowings of various bank and mutual funds and gain lower cost of funds advantage on new borrowings. During FY2024, it repaid/prepaid borrowings facilities of ₹ 1,206 crores.

The outstanding subordinated debt as at March 31, 2024 was nil. Tier II capital now stands at ₹ 31 crores as of March 31, 2024.

MOHFL total borrowings as at March 31, 2024 of ₹ 2,994 crores were within the permissible limits of 12 times of net owned funds. Average duration of borrowings increased during the year resulting in enhanced ALM.

MOHFL has net debt to equity ratio of 2.0x in FY2024. MOHFL Capital Adequacy Ratio as at March 31, 2024 was 51%. The Capital Adequacy on account of Tier I Capital was 49.75% and Tier II capital was 1.25%.

## Central Registry of Securitization Asset Reconstruction and Security Interest of India (CERSAI)

The Government of India has set up the Central Registry of Securitisation Asset Reconstruction and Security Interest of India (CERSAI) under section 21 of the SARFAESI Act, 2002 to have a central database of all mortgages created by lending institutions. The objective of this registry is to compile and maintain data relating to all transactions secured by mortgages. All Banks & HFCs which fall under the purview of SARFAESI Act are required to register with CERSAI and submit the data in respect of all properties mortgaged in its favour. The lending institutions are required to pay fees for uploading of the data of mortgage. MOHFL is ensuring timely submission of information at CERSAI portal and is notified as a Financial Institution by Ministry of Finance (Department of Financial Services).

## Risk Management Framework

The Company has in place a mechanism to identify, assess, monitor and mitigate various risks to key business objectives. Major risks identified by the businesses and functions are systematically addressed through mitigating actions on a continuing basis.

The Company has further strengthened the collateral risk management framework by creating in-house independent functions for property valuation and legal opinion. The company has developed Real Time Risk Management (RTRM) process for every sanctioned file to be audited on real-time basis prior to disbursal. The company has put in place a Risk Containment Unit (RCU) to scrutinize the genuineness of every loan proposal prior to disbursal. The company continues to invest in technology as a significant contributor to effective risk management in retail lending business.



The Company continuously monitors loan portfolio and portfolio level delinquency metrics are tracked at regular intervals with focus on detection of early warning signals of stress. These limits are periodically reviewed based on changes in the macro-economic environment, regulatory environment and industry dynamic. Key sectors are analyzed in detail to suggest strategies, considering both risks and opportunities. Corrective action, if required, is taken well in advance.

The risk strategy laid down by your Company helps foster a disciplined culture of risk management and control. In conjunction with these practices, your Company intends to optimize its capital needs through growth, by achieving highest returns on capital employed while managing risks appropriately.

Your Company follows the best practice for management of credit risk, market risk, liquidity risk and operational risk and has put in place a comprehensive Risk Management Framework envisaging a robust risk management program.

## **Internal Audit and Control**

MOHFL has an adequate system of internal control in place which has been designed to provide a reasonable assurance with regard to maintaining proper accounting controls, monitoring of operations, protecting assets from unauthorized use or losses, compliance with regulations and for ensuring reliability of financial reporting. MOHFL has documented procedures covering all financial and operating functions.

MOHFL has robust internal audit program, where the internal auditor conducts audit with the assistance of team of co-sourced internal auditor with a view to not only test adherence to laid down policies and procedures but also to suggest improvements in processes and systems. Their audit program is agreed upon by the Audit Committee. Internal audit observations and recommendations are reported to the Audit Committee, which monitors the implementation of such recommendations.

## **Collection/Legal organisation**

MOHFL has set up an in-house collection team of 500+ officers. Also, the investments in technology in the form of collection applications and geo-tagging feature have enabled the efficient capturing of efforts put in by collections team. MOHFL has strengthened legal unit to pursue legal actions aggressively such as SARFAESI, section 138 and arbitration route.

## **Business continuity Plan**

During lockdown period, all employees of MOHFL were able to work from Home and were connected through centralized IT and database with VPN connectivity. We are able to execute “Business Continuity Plan” in tough times like lockdown with limited impact on business. Robustness of our IT system has been tested during this time and all stakeholders are benefitted from this. However Incremental Disbursements are likely to be impacted during the lock-down period due to multiple factors including closure of government offices, hampered mobility, inability to conduct verification checks /RCU checks.

## **Digitisation**

MOHFL has developed in-house Loan Origination System (LOS) and Loan Management System (LMS). This provides lot of ease of access, operational convenient, efficiency enhancement and fast tracking of processes. MOHFL has made investments in digital initiatives to reduce operating costs and turnaround time, and to improve customer experience. MOHFL does extensive use of technology developed by in-house MOFSL group IT team of 300+ members.

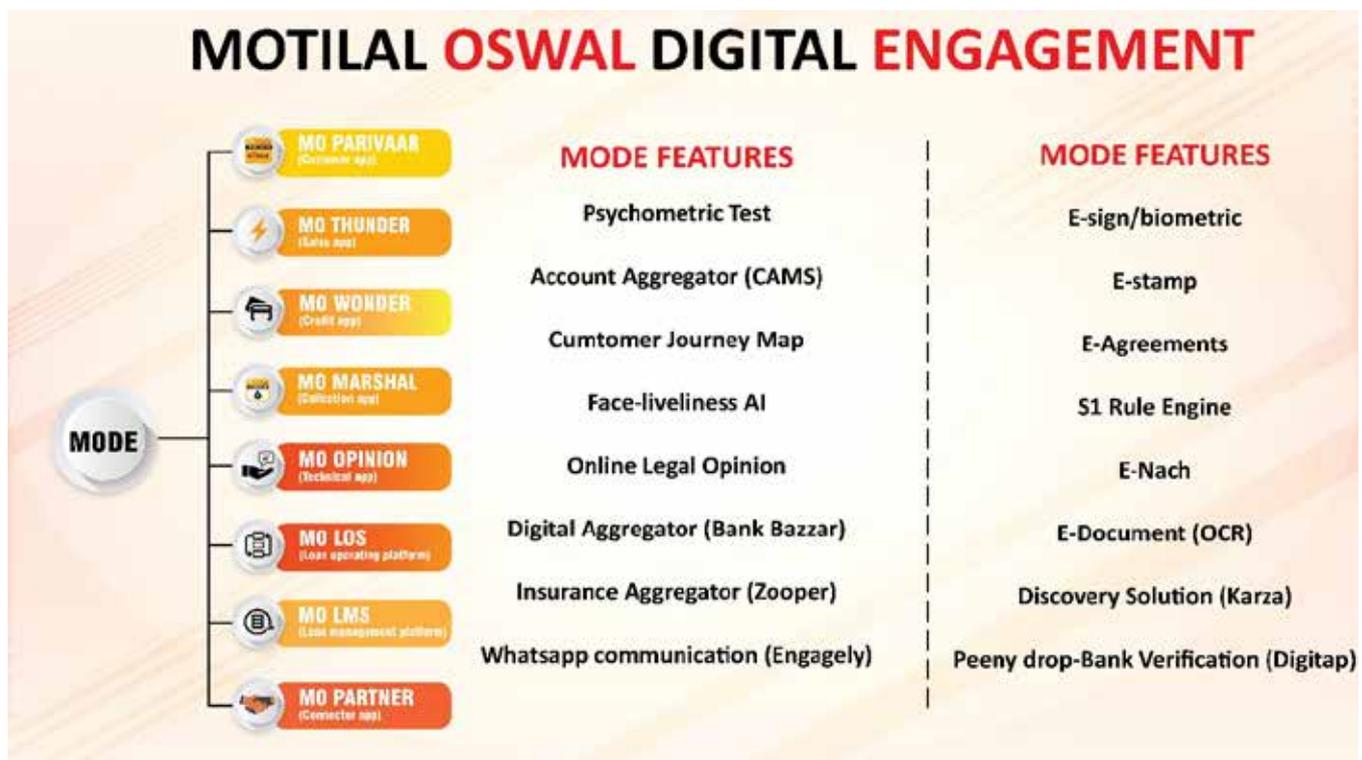
There are separate mobile based apps for each of the sales, credit and collection verticals for faster paperless processing and better productivity of employees. There is ‘MOHL Partner’ app for our connectors/business partners to create new prospect, monitor the entire journey from RM meeting the prospect to converting the same to lead, login the file in the system till the customer getting disbursement. We have ‘MO Thunder’ app which is an extended version of Loan Sales CRM with facility to record lead life cycle management on single click and to track real time end to end flow of leads and sales funnel from source of origin to disbursement. We have ‘MO PD’ app which enables mobility and synergy amongst application and our LOS to reduce time consumption & duplication of work for our credit team.



# Management Discussion & Analysis (Contd..)

We have 'MO Marshal' app for collection team. Despite catering to EWS and LIG income segment, MOHFL has 100% customer registered on NACH. Also, bulk of the collection done through online payment gateway with minimum cash handling. MOHFL has maximum thrust on digital payments. MOHFL has launched an online payment system in association with multiple online payment apps, payment gateways like Razorpay & digital payments banks such as Paytm. Other online options provided to the customers are – QR code (Static & Dynamic), BHIM, UPI, Google pay, Razorpay, SMS Push Mechanism, Paytm and Payment through Whatsapp. All field portfolio officers have online payment gateway system in Collection App.

Customer can access MOHFL Parivaar' app for all loan account related information like loan amount, tenure, EMI, interest certificate, etc. We have an efficient paperless process to onboard and verify customers as well as determine their eligibility. We have systems for Aadhar based e-signature and biometric authentication. We have 'MOHFL Genie' and Chatbot 24\*7 robo assistance for customers. This has helped us greatly in resolving customer queries in a quick and effective manner.



MOHFL has implemented application software which is being maintained and has been enhanced and modified by external IT software development group. The software is integrated to record and process lending and accounting transactions of MOHFL across its branches. The Information System at MOHFL operates under centralized IT environment and all branches are connected through MPLS VPN connectivity.

The centralized IT environment enables prompt communication between its branch offices and head office and also provides highway for easy and quick MIS and preparation of various monthly reports. Considering the significant dependence of MOHFL operations on its IT system, MOHFL also takes initiative in maintaining adequate control for data integrity and its confidentiality. The Application Software and IT System at MOHFL are upgraded from time to time.

## Human Resource

Management team has been strengthened. The transition of the organisation from a Branch banking model to a Vertical organisation coupled with re-writing of processes to ensure quality growth now stands completed. Critical functions such as Sales, Credit, Operations and Collections are being driven by independent heads. MOHFL's total headcount stands at 2,294 employees. A captive Technical and Legal organisation has been created to provide



strong foundation. With the high level of commitment and loyalty by staff members and the parent group, MOHFL is confident to face the challenges of all the adverse conditions while emerging out as a winner.

## Opportunities

- Low mortgage penetration in India
- Growing demand of housing in rural and semi-urban areas
- Government initiatives to boost affordable housing

## Threats

- Short term economic slowdown and uncertain political environment impacting business activities
- Increased intensity of competition

## Outlook of the Company

The Government of India has consistently demonstrated its commitment to fostering the growth of the housing finance sector through various initiatives and regulations, including flagship programs like the Pradhan Mantri Awas Yojana (PMAY), the Real Estate (Regulation and Development) Act (RERA), the Benami Transactions (Prohibition) Act, and the reduction of Goods and Services Tax (GST) for under-construction flats and affordable housing. The introduction of co-lending arrangements between financial institutions has further bolstered the sector. Despite these efforts, India's mortgage-to-GDP ratio remains low at 12%, highlighting significant untapped potential when compared to Western countries where this ratio ranges from 60% to 90%.

The confluence of factors such as a growing population, increasing per capita income levels, a strong preference for homeownership, and sustained government support creates a vast runway for mortgage financing in the country. Against this backdrop, MOHFL is well-positioned to capitalize on India's growing demand for affordable housing.

Past few years, MOHFL has adopted a conservative approach to growth, focusing on consolidation and strengthening its operations. Fiscal Year 2024 has been a good for MOHFL, with notable achievements including disbursement crossing Rs. 1,000 crore mark, reported profit after tax of Rs. 133 crore, loan book growth, and improvements in asset quality.

Furthermore, MOHFL has successfully established independent departments encompassing sales, credit, collection, legal, compliance, and risk management. The segregation of these functions ensures focused and efficient operations, laying the foundation for sustained and quality growth in the future.

As India's housing finance sector continues to evolve and expand, MOHFL stands poised to leverage its operational capabilities, market expertise, and strategic positioning to meet the growing demand for affordable housing finance solutions, contributing to the nation's economic development and social progress.

## Cautionary Statement

Statements made in the Management Discussion & Analysis describing the Company's objectives, projections, estimates, expectations may be "Forward-looking statements" within the meaning of applicable laws & regulations. Actual results could differ from those expressed or implied. Important factors that could make a difference to the Company's operations include economic conditions affecting demand supply and price conditions in the domestic & overseas markets in which the Company operates, changes in the government regulations, tax laws & other statutes and other incidental factors.



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# Board's Report and Annexures

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# Board's Report



To,  
The Members  
**Motilal Oswal Home Finance Limited**

The Board of Directors of Motilal Oswal Home Finance Limited ("Company" or "MOHFL") are pleased to present the Eleventh Board's Report together with the Audited Financial Statements for the financial year ended March 31, 2024.

This Report read with the Management Discussion & Analysis includes the details of macro-economic scenario, Company's performance, various initiatives taken by the Company as well as its approach to risk management.

## FINANCIAL RESULTS

The Company's financial performance for the financial year ended March 31, 2024 as compared to the previous financial year ended March 31, 2023 is summarised below:

(₹ in crore)

Sr. No.	Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
1	<b>Gross Income</b>	<b>589.08</b>	<b>531.93</b>
2	Employee benefits expenses	120.66	89.84
3	Impairment on Financial Instruments	11.93	18.93
4	Other expenses	29.58	25.37
5	Income Before interest, depreciation and tax	426.91	397.79
6	Interest	250.42	218.56
7	Depreciation	5.21	3.69
8	<b>Net Profit/(Loss) Before Tax</b>	<b>171.28</b>	<b>175.55</b>
9	Tax	38.76	39.18
10	<b>Net Profit/(Loss) After Tax</b>	<b>132.52</b>	<b>136.36</b>
11	Other comprehensive income	(0.05)	0.15
12	<b>Balance available for appropriation</b>	<b>132.47</b>	<b>136.51</b>
13	Transfer to Special Reserve u/s 29C of the National Housing Bank ("NHB") Act, 1987	26.50	27.27
14	<b>Surplus carried to Balance Sheet</b>	<b>105.97</b>	<b>109.24</b>

## REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

During the year under review, your Company earned the gross income of ₹ 589.08 crore as against ₹ 531.93 crore in the previous year. The total expenditure during the year under review was ₹ 417.80 crore as against ₹ 356.39 crore in the previous year.

The Net Profit after tax was ₹ 132.52 crore in FY2024 as against Net Profit after tax of ₹ 136.36 crore in the previous year which shows marginal decline of ~3% YoY primarily on additional hiring of employees which has resulted in increase in employee benefit expenses in FY2024.

The mission of the Company is to focus on the affordable housing segment, catering to the aspirations of mid and low income Indian families who dream to own a home.

Your Company continue to work on the philosophy of Housing Financial Institution enabling credit access to low and middle income segment for purchasing and acquiring affordable housing units. Further, a detailed information is provided in Management Discussion & Analysis Report forming part of Annual Report of the Company.



## DIVIDEND

In order to finance the long-term growth plans that requires substantial resources, the Board deem it proper to preserve and augment the resources of the Company for its future goals and therefore, do not propose any dividend for the financial year ended March 31, 2024.

## INFORMATION ON THE STATE OF AFFAIRS OF THE COMPANY

The information on overall industry structure, economic developments, performance and state of affairs of the Company, risk management systems and other business related information is given in the Management Discussion & Analysis Report forming part of Annual Report of the Company.

## ENVIRONMENTAL SOCIAL AND GOVERNANCE INITIATIVES

Your Company strongly believes in contributing to broader business sustainability efforts that aim to position the Company in raising corporate transparency, strengthening risk management, promoting stakeholders engagement, improving communications with Stakeholders. Your Company has undertaken various Environmental, Social and Governance ("ESG") initiatives during FY 2023-24. The separate disclosure on ESG initiatives and contribution by the Company is forming part of Annual Report of the Company.

## SHARE CAPITAL

There has been no change in the Authorised Share Capital of the Company during the financial year ended March 31, 2024.

The Authorised Share Capital of the Company as on March 31, 2024 is ₹ 10,00,00,00,000/- (Rupees One Thousand crore only) divided into 10,00,00,00,000 (One Thousand crore) Equity Shares of ₹ 1/- each.

Further, during the year under review, the Company has allotted 44,17,750 (Forty four lakh seventeen thousand seven hundred and fifty) equity shares of ₹ 1/- each under various Employee Stock Options Schemes ("ESOS") of the Company.

As on March 31, 2024, the Issued, Subscribed and Paid up Equity Share Capital of the Company stood at ₹ 6,03,78,64,375 (Rupees Six Hundred and Three Crore Seventy Eight Lakhs Sixty Four Thousand Three Hundred Seventy Five Only).

## FUND RAISING / SOURCES OF FUNDS

As part of its asset liability management, your Company has been maintaining strong liquidity buffers on an ongoing basis and strives to diversify the sources of its fund base to achieve suitable maturity schedule and optimise the average cost of borrowed funds. The Company has a diverse set of lenders which includes public sector banks, private sector banks, the National Housing Bank, the United States International Development Finance Corporation and other financial institutions.

The shareholders of the Company at the Eighth Annual General Meeting held on June 4, 2021 have approved overall borrowing limit of ₹ 9,000 crore. Total borrowings as on March 31, 2024 was ₹ 2,994.24 crore as compared to ₹ 2,888.75 crore as at March 31, 2023.

During the year under review, the Company mobilised funds aggregating to ₹ 1,336.56 crore predominantly through long term debt comprising of NHB Refinance, External Commercial Borrowings and Term Loan. Summary of sources of funds is given below:

### A. Refinance From National Housing Bank

The National Housing Bank ("NHB") continued to extend its support to your Company through refinance assistance. During the year under review, the Company has availed refinance assistance of ₹ 100 crore under NHB Refinance Schemes. As on March 31, 2024, total outstanding balance of NHB refinance stood at ₹ 435.46 crore.



## B. External Commercial Borrowings

The United States International Development Finance Corporation (“DFC”) has committed USD 50 Million long term loan (For 15 years) to the Company via External Commercial Borrowing (“ECB”) route to be availed in 5 tranches of USD 10 Million each. DFC is America’s development finance institution, part of the U.S. Government, and provides debt financing, equity investments, feasibility studies, investment funds, political risk insurance and technical assistance.

DFC has partnered with the Company to finance solutions for borrowers under affordable housing. This commitment will be utilised by your Company towards financing long-term funding for low-income mortgages throughout India, advancing financial inclusion and economic stability in the country. During the year your Company has drawn its 4<sup>th</sup> and 5<sup>th</sup> tranche of USD 10 Million each from DFC on fully hedged basis. As on March 31, 2024, the outstanding ECB stood at ₹ 411.44 crore.

Catalyst Trusteeship Limited having its registered office at GDA House, First Floor, Plot No. 85, S. No. 94 & 95, Bhusari Colony (Right), Kothrud, Pune - 411038 acts as the Security Trustee for the aforesaid ECB raised from DFC.

## C. Loans From Banks / Financial Institutions

Your Company primarily sources funds from Banks and Financial Institutions in the form of term loans and cash credit/WCDL, etc. As at March 31, 2024, your Company had relationships with 23 Banks / Financial Institutions. During the year under review, your Company has availed Term Loans facilities of ₹ 900 crore from various Banks / Financial Institutions at competitive rates. As on March 31, 2024, the outstanding term loans stood at ₹ 1851.42 crore.

## D. Securitization

Your Company has actively tapped Securitisation market, which has enabled it to create liquidity, reduce the cost of funds and minimizing asset liability mismatches.

During the year under review, your Company has not raised funds through securitisation. As on March 31, 2024, outstanding balance of securitisation through Pass through Certificate stood at ₹ 95.08 crore.

The securitisation transaction was carried out in line with guidelines issued by Reserve Bank of India (“RBI”) on Securitisation of Standard Assets.

## E. Commercial Papers

During the year under review, your Company has issued and redeemed the Commercial Papers amounting to ₹ 150 crore. As on March 31, 2024, there were no outstanding Commercial Papers.

## F. Non-Convertible Debentures

During the year under review, your Company has not raised funds via Non-Convertible Debentures (“NCDs”). As on March 31, 2024, the outstanding unsecured NCDs stood at ₹ 215 crore.

The NCDs issued by your Company are listed on wholesale Debt Market segment of the BSE Limited.

During the year under review, the interest and principal on NCDs were paid by your Company on their respective due dates. Further, unclaimed amount of ₹ 0.38 crore transferred to a separate account opened with scheduled bank in FY 2021-22 has still remained unclaimed in FY 2023-24.

Your Company being Housing Finance Company (“HFC”) is exempted from the requirement of creating Debenture Redemption Reserve (“DRR”) and Debenture Reserve Fund (“DRF”). Further, pursuant to circular issued by the SEBI on Recovery Expense Fund (“REF”), the Company is required to deposit an amount equivalent to 0.01% of the issue size subject to maximum of ₹ 25 lakhs towards REF with the ‘Designated Stock Exchange’. Accordingly, the Company has transferred / maintained amount equivalent to 0.01% of total issue size to BSE Limited towards REF.



Further, pursuant to the SEBI Operational Circular for issue and listing of Non-Convertible Securities, Securitised Debt Instruments, Security Receipts, Municipal Debt Securities and Commercial Paper dated April 13, 2022, the Company is covered under the criteria as mentioned in the aforesaid circulars and was identified as Large Corporate ('LCs') for the FY2023-24.

Subsequently, pursuant to para 7.3 of the SEBI Circular dated October 19, 2023 for "Ease of doing business and development of corporate bond markets – revision in the framework for fund raising by issuance of debt securities by large corporates (LCs)" ("Revised Circular"), emphasizes that 'the aforesaid LCs shall endeavour to comply with the requirement of raising 25% of their incremental borrowings done during FY2022, FY2023 and FY2024 respectively by way of issuance of debt securities till March 31, 2024, failing which, such LCs shall provide a one-time explanation in their Annual Report for FY2024.'

In this regards, please note that the funds raised through issuance of debt securities was less than 25% of the incremental qualified borrowings. The Company raises funds by taking into account various factors broadly such as timing of liquidity requirements and interest rate scenario, ALM position and commitments from existing lenders. As a result, since funds were accessible from alternate sources at a favourable terms, there was no requirement to raise additional funds through debt securities.

### Disclosure under Chapter XI (Guidelines on Private Placement of Non-Convertible Debentures) of Master Direction – Non Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (RBI Master Directions for HFCs):

- (i) The total number of Non-Convertible Debentures ("NCDs") which have not been claimed by the investors or not paid by the Company after the date on which the NCDs became due for redemption – Total 3 NCDs, matured on April 30, 2021, remained unclaimed as on March 31, 2024.
- (ii) The total amount in respect of such debentures remaining unclaimed or unpaid beyond the date referred to in Paragraph (i) as aforesaid: Total amount of ₹ 0.38 crore remained unclaimed (Principal + Interest) have been transferred to separate bank account maintained with HDFC Bank Limited in FY2021-22 and same remains unclaimed in FY2023-24.

### DEBENTURE TRUSTEES

The details of the Debenture trustees of the Company are as under:

#### Beacon Trusteeship Limited

7 A&B, Siddhivinayak Chambers, Gandhi Nagar, Opp. MIG Cricket Club, Bandra (E), Mumbai - 400 051;  
 Direct: +91 22 2655 8759;  
 Mobile: +91 95554 49955;  
 Email: [contact@beacontrustee.co.in](mailto:contact@beacontrustee.co.in);  
 Website: [www.beacontrustee.co.in](http://www.beacontrustee.co.in).

### CREDIT RATINGS

Your Company's borrowings have following Credit Ratings as on March 31, 2024:

Nature of Borrowing	Rating / Outlook		
	CRISIL	ICRA	India Ratings
<b>Short Term</b>			
Commercial Paper	CRISIL A1+	[ICRA]A1+	–
<b>Long Term</b>			
Non-Convertible Debentures	CRISIL AA / Stable	[ICRA]AA (Stable)	IND AA/Stable
Bank Borrowings	CRISIL AA / Stable	–	IND AA/Stable

During the FY2023-24, there were no revisions in the credit ratings obtained by the Company.



The rating takes into consideration the Company's approach of geographical diversification, strengthening of the underwriting process and better asset quality, strengthening team and improvement in disbursements, stronger systems/processes and risk management capabilities, healthy capitalization profile and the improvement in its profitability, reduction in cost of funds and improvement in overall profitability.

## DISBURSEMENT

During the year under review, your Company has disbursed (including pool buyout of ₹ 10.73 crore) total loan amounting to the tune of ₹ 1,018 crore. As on March 31, 2024, total loan principal outstanding stood at ₹ 4,048.36 crore comprising of housing loan of ₹ 3,054.58 crore and non-housing loan of ₹ 993.78 crore.

## PUBLIC DEPOSITS

Your Company is registered with the RBI as Non-Deposit taking Non-Banking Financial Company - Housing Finance Company ("NBFC-HFC"). During the year under review, your Company has not accepted any deposits from public and resolution in this regard was passed by the Board of Directors of the Company. Hence, disclosures as required under Paragraph 44 of RBI Master Directions for HFCs are not applicable for the FY 2023-24.

## REGULATORY COMPLIANCE

Your Company is registered with RBI as NBFC-HFC. The Company being HFC is categorised as Middle Layer NBFC as per Master Direction - Reserve Bank of India (Non-Banking Financial Company - Scale Based Regulation) Direction, 2023 ("Master Direction on SBR") issued by RBI.

Your Company has complied with all the applicable provisions of the National Housing Bank Act, 1987, RBI Master Directions for HFCs and all other applicable rules / regulations / guidelines / circulars / notifications issued by the RBI / NHB regarding accounting standards, prudential norms, capital adequacy, credit rating, corporate governance, liquidity, information technology framework, fraud monitoring, concentration of investments, Know Your Customer, etc. Regular updates on all such circulars / notifications / rules / regulations / guidelines are provided at the Board meetings to keep the Board informed about changes in regulatory framework applicable to your Company.

As per the provisions of the National Housing Bank Act, 1987, inspection was conducted by the NHB with reference to position of the Company as on March 31, 2023. The same was further reported to the Board.

We wish to keep you abreast that your Company has a robust and effective Grievance Redressal Mechanism to address/resolve the complaints / grievances of customers. Detailed framework in this regards is provided in Consumer Grievance Redressal (Policy) of the Company. The Policy is available on the website of the Company at <https://motilaloswalhf.com/wp-content/uploads/2023/07/MOHFL-Consumer-Grievance-Redressal-Policy-Ver-1.5-Final.pdf>.

## CAPITAL ADEQUACY RATIO

As required under RBI Master Directions for HFCs, your Company was required to maintain a minimum capital adequacy of 15% as on March 31, 2024. The Capital Adequacy Ratio as at March 31, 2024 was 51.00%. Tier I and Tier II capital adequacy ratios as at March 31, 2024 were at 49.75% and 1.25%, respectively.

## STATUTORY RESERVE

As per Section 29C of the National Housing Bank Act, 1987, the Company is required to transfer at least 20% of its net profits every year to a reserve before any dividend is declared. During the period under review, your Company has transferred ₹ 26.50 crore to Statutory Reserve which is in compliance with the aforesaid requirement. Apart from Statutory reserve, the Company has not transferred any amount to the other Reserves for the year ended March 31, 2024.



## NON-PERFORMING ASSETS AND PROVISIONS FOR CONTINGENCY

Your Company has adhered to the Prudential guidelines for Non-Performing Assets (“NPAs”) issued by NHB/RBI from time to time. The recognition of NPA and provision on Standard and Non-Performing Loans is made as per the prudential norms prescribed by the regulator and as per “NPA Management Write Off and Settlement Policy” approved by the Board of Directors of the Company.

Your Company has complied with the provisions of Indian Accounting Standards (“Ind-AS”) issued by the Institute of Chartered Accountants of India. Accordingly, Company’s GNPA stands at ₹ 34.70 crore i.e. 0.86%. The provision on NPA stands at ₹ 17.53 crore and NNPA is at ₹ 17.17 crore i.e. 0.43%.

## RISK MANAGEMENT FRAMEWORK

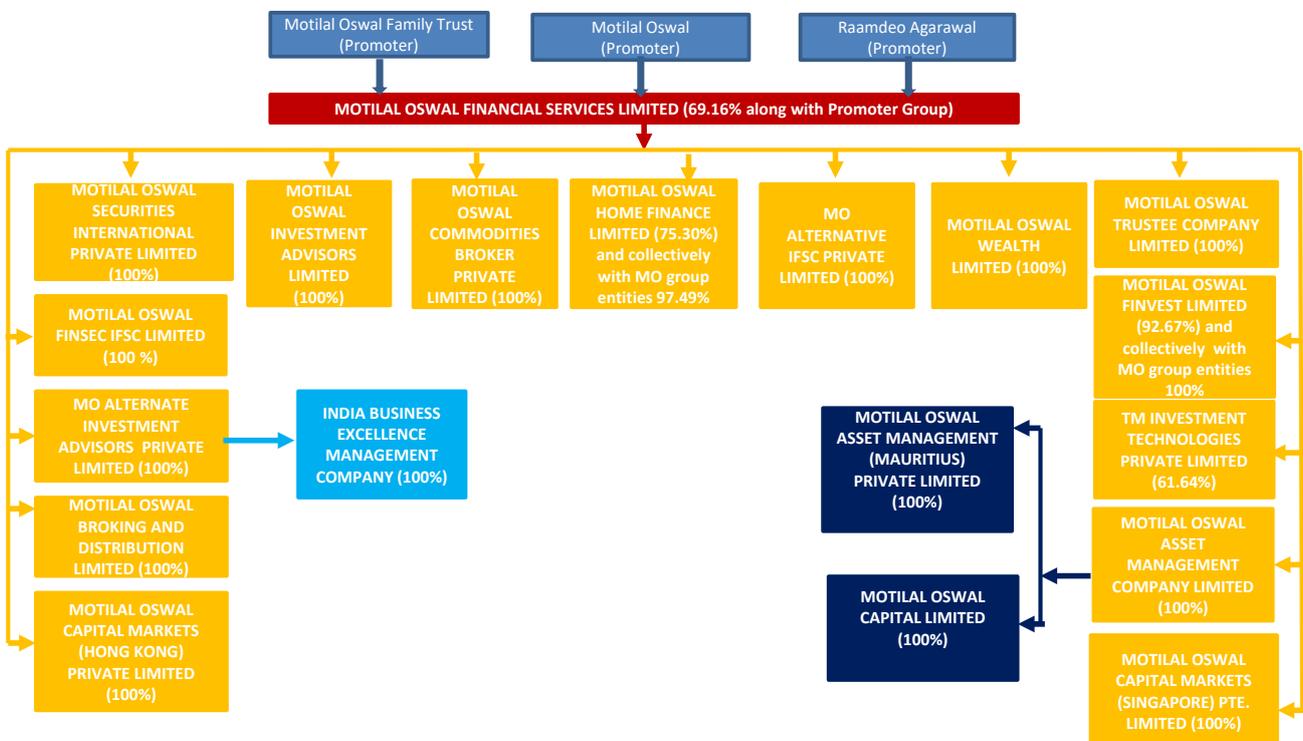
The Risk Management Framework is provided in Management Discussion & Analysis Report forming part of Annual Report of the Company.

## HOLDING/SUBSIDIARY COMPANY

Your Company does not have any subsidiary, joint venture or associates company. Accordingly, disclosures under Rule 8(1) and Rule 8(5)(iv) of Companies (Accounts) Rules, 2014 relating to subsidiary, joint venture and associate companies are not applicable to the Company.

During the year under review, Motilal Oswal Financial Services Limited (“MOFSL”) continues to be the Holding Company of the Company. Equity shares of MOFSL are listed on National Stock Exchange of India Limited and BSE Limited. As per Regulation 16(1)(c) of the Listing Regulations, your Company is considered as a Material Subsidiary Company of MOFSL.

Diagrammatic representation of structure of Motilal Oswal Group Companies as on March 31, 2024 is given below:





## BOARD OF DIRECTORS

As on the date of this Report, the composition of the Board of Directors of your Company is in accordance with the provisions of Section 149 of the Companies Act, 2013 ("the Act"), Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Para 49A and 52B of RBI Master Direction for HFCs and Para 38 of Master Direction on SBR issued by the RBI (as amended from time to time).

As on March 31, 2024, the Board consists of 6 (Six) Directors comprising of 1 (One) Executive Director, 2 (Two) Non-Executive Directors and 3 (Three) Independent Directors of which 2 (Two) are Independent Woman Directors. The Company has Non-Executive Chairman & he is a Promoter of the Company and thus, 50% (Fifty Percent) of the total number of Directors are Independent Directors.

The complete details (including remuneration) of Directors of your Company has been provided in the Report on Corporate Governance forming part of Annual Report of the Company. All the Directors meet the fit and proper criteria stipulated under the RBI Master Directions for HFCs (as amended from time to time).

Mr. Motilal Oswal (DIN: 00024503) was designated as an Interim Managing Director of the Company with effect from August 1, 2022 for a term of 1 year at the Meeting of Board of Directors held on July 27, 2022. Further, during the year under review, the term of Mr. Motilal Oswal as an Interim Managing Director has been completed on July 31, 2023. Accordingly, Mr. Motilal Oswal continues to be the Chairman & Non-Executive Director of the Company.

Further, the Shareholders of the Company at the Tenth Annual General Meeting held on June 22, 2023 have approved re-appointment of Mrs. Divya Momaya (DIN: 00365757) as Non-Executive Independent Director of the Company for a second term of 5 (five) years w.e.f. September 25, 2023 till September 24, 2028.

Further, the Board of Directors of the Company at their meeting held on October 27, 2023, inter-alia, have approved the appointment of Mr. Sukesh Bhowal (DIN: 10242971) as Managing Director and re-designated him as Managing Director & Chief Executive Officer of the Company for a term of 5 (five) years w.e.f. October 27, 2023 (liable to retire by rotation) and Mrs. Neha Gada (DIN: 01642373) as Non-Executive Independent Director of the Company for a first term of 3 (three) years w.e.f. October 27, 2023. Further, the Shareholders of the Company have approved the said appointments of Mr. Sukesh Bhowal and Mrs. Neha Gada through Postal Ballot on December 26, 2023 (being date of passing of resolution).

Section 152 of the Act provides that unless the Articles of Association provide for the retirement of all directors at every Annual General Meeting ("AGM"), not less than two-third of the total number of directors of a public company (excluding the Independent Directors) shall be persons whose period of office is liable to determination by retirement of directors by rotation, out of which one-third shall retire by rotation. Accordingly, Mr Raamdeo Agarawal (DIN: 00024533), Non-Executive Director of the Company, will retire by rotation at the ensuing AGM and being eligible, has offered himself or re-appointment. The details of Mr. Agarawal are included in the Notice of the AGM of the Company.

The resolutions for the appointment/re-appointment of the Directors proposed for Shareholders approval along with their brief profiles as detailed in the Notice of the AGM would be placed for your approval.

The copy of the draft letter of appointment of Independent Director setting out terms and conditions of appointment is also available on the website of the Company at <https://motilaloswalhfc.com/>.

## MEETINGS AND COMPOSITION OF BOARD OF DIRECTORS AND COMMITTEE(S)

The details of the Meetings of the Board and Committee(s) of the Company held during the FY 2023-24 and Composition of Board and Committee(s) as on March 31, 2024 are disclosed in the Report on Corporate Governance forming part of Annual Report of the Company.

## KEY MANAGERIAL PERSONNEL

As on March 31, 2024 following were the Key Managerial Personnel pursuant to Sections 2(51) and 203 of the Act read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014:

Sr. No.	Name of the Person	Designation
1	Mr. Sukesh Bhowal	Managing Director & Chief Executive Officer
2	Mr. Bhavin Shah	Chief Financial Officer
3	Mr. Sunny Ganatra	Company Secretary & Compliance Officer

During the year under review, Mr. Sukesh Bhowal (DIN: 10242971) has been appointed as Chief Executive Officer w.e.f. June 14, 2023. Further, post receipt of prior approval of RBI vide its letter dated August 2, 2023, Board of Directors of the Company at their meeting held on October 27, 2023, have approved the appointment of Mr. Sukesh Bhowal as Managing Director and re-designated him as Managing Director & Chief Executive Officer of the Company for a term of 5 years w.e.f. October 27, 2023 (liable to retire by rotation). Furthermore, the Shareholders of the Company has approved the appointment of Mr. Sukesh Bhowal as Managing Director & Chief Executive Officer of the Company through Postal Ballot on December 26, 2023 (being date of passing of resolution).

Further, Mr. Ritin Mawani has resigned from the position of Company Secretary & Compliance Officer of the Company effective from closure of business hours of November 24, 2023. The Board placed on record their appreciation for Mr. Ritin Mawani services to the Company.

Further, Mr. Shalibhadra Shah has stepped down from the position of Chief Financial Officer of the Company effective from closure of business hours of January 23, 2024, pursuant to internal alignment within the Company. Further, Mr. Shalibhadra Shah holds the position of Group Chief Financial Officer at Motilal Oswal Financial Services Limited, Holding Company of the Company.

Further, the Board of Directors of the Company, on recommendation of Nomination and Remuneration Committee, had considered and approved the appointment of Mr. Sunny Ganatra as Company Secretary & Compliance Officer of the Company w.e.f. January 23, 2024 and Mr. Bhavin Shah as Chief Financial Officer of the Company w.e.f. January 24, 2024.

## PERFORMANCE EVALUATION

Pursuant to the provisions of section 134(3)(p), Schedule IV of the Act and in accordance to Regulation 17(10) of the Listing Regulations, the Board has carried out the annual performance evaluation of the Board as a whole, various Committees of the Board and of the individual Directors. The performance evaluation of the Independent Directors was carried out by the entire Board. The overall performance evaluation exercise was completed to the satisfaction of the Board.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual Directors on the basis of the criteria such as Transparency, Performance, etc.

In a separate meeting of Independent Directors, performance of non-independent Directors and performance of the Chairman was evaluated, taking into account the views of the executive directors and non-executive directors. The same was discussed in the Board meeting that followed the meeting of independent directors, at which the performance of the Board, its committee and individual Directors was also discussed.

## EMPLOYEE STOCK OPTION SCHEMES

Members of the Company have approved various Employee Stock Option schemes for attracting, retaining and rewarding Employees of the Company and its holding companies. NRC of the Company has granted the options to the eligible employees of the Company and employees of Motilal Oswal Financial Services Limited ("MOFSL"), a holding company. Further, all the permanent employees (except the persons as mentioned in the Act/schemes) of the Company and its holding company are entitled to participate in said schemes of the Company. Further, the Company confirms that it has not granted employee stock options equal to or exceeding one percent of the issued capital of the Company at the time of grant of stock options to any employees of the Company/Holding Company.

During the year under review, the Board of Directors of the Company at their meeting held on October 27, 2023 approved the Amendment to the Employees' Stock Option Schemes of the Company. Further, the Shareholders of the Company have approved the said Amendment through Postal Ballot on December 26, 2023 (being date of passing of resolution).



Further, during the year under review, the Company has allotted 44,17,750 (Forty four lakh seventeen thousand seven hundred and fifty) equity shares of ₹ 1/- each under various Employee Stock Option Schemes ("ESOS").

The disclosures required to be made in compliance to Section 62 of the Act read with Rule 12 of Companies (Share Capital and Debentures) Rules, 2014 is given in "Annexure 1" to this Report.

The Employee Stock Option Schemes are administered by the NRC of the Company.

## CORPORATE SOCIAL RESPONSIBILITY

Your Company recognizes its responsibility towards society and strongly intends to contribute towards development of knowledge based economy. It has a belief that our society can truly progress if every individual is included and empowered in the journey of development.

In accordance with the requirements of the provisions of Section 135 of the Act, your Company has constituted a Corporate Social Responsibility ("CSR") Committee. The composition and terms of reference of the CSR Committee is provided in the Corporate Governance Report forming part of Annual Report of the Company.

Annual Report on CSR activities undertaken by your Company during FY 2023-24 is annexed as "Annexure 2" to this Report. The activities undertaken by your Company are in accordance with Schedule VII of the Act read with Companies (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time).

The CSR Policy of the Company is available on website of the Company at <https://motilalosalwalhf.com/wp-content/uploads/2023/05/Corporate-Social-Responsibility-Policy.pdf>.

## COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT AND REMUNERATION

Section 178 of the Act, Regulation 19 read with Part D of Schedule II of the Listing Regulations and RBI circular on 'Compensation of Key Managerial Personnel ("KMP") and Senior Management in NBFCs' (as amended from time to time) requires the NRC to formulate a Policy relating to the remuneration for the Directors, KMP, Senior Management and other employees of the Company and recommend the same for approval of the Board.

Accordingly, in compliance to the aforesaid provisions, the Nomination and Remuneration Policy of your Company is available on the website of the Company at <https://motilalosalwalhf.com/wp-content/uploads/2024/05/MOHFL-Nomination-and-Remuneration-Policy.pdf>.

The salient features of the Policy are given below:

### 1) Appointment criteria and qualifications

- The NRC shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or Senior Management and recommend to the Board his/her appointment.
- A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The NRC has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient/satisfactory for the concerned position.
- The Company shall not appoint or continue the employment of any person as Managing Director/ Whole-time Director/Manager who has attained the age of seventy years.

Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.

- The Company shall not appoint a person or continue the directorship of any person as a non-executive director who has attained the age of seventy five years unless a special resolution is passed to that effect, in which case the explanatory statement annexed to the notice for such motion shall indicate the justification for appointing such a person.



## ➤ Evaluation

The performance evaluation shall be carried out as given below:

Performance Evaluation by	Of Whom
NRC	Every Director's performance.
Board of Directors	All Directors and Board and Committees as a whole – All Independent Directors excluding the Director being evaluated.
Independent Directors	Review the performance of Non Independent Directors and Chairperson of the Company.

## ➤ Removal

Due to reasons for any disqualification mentioned in the Act, Rules made there under or under any other applicable acts, rules and regulations, the NRC may recommend, to the Board with reasons recorded in writing, removal of a Director, KMP or Senior Management subject to the provisions and compliance of the said Act, Rules and Regulations.

## ➤ Retirement

The Director, KMP and Senior Management shall retire as per the applicable provisions of the Act and the prevailing internal policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

## 2) Provisions relating to Remuneration of Managerial Person, KMP and Senior Management

### ➤ General

- The remuneration/compensation/commission etc. to Managerial Person, KMP and Senior Management will be determined by the NRC and recommended to the Board for approval. The remuneration / compensation / commission etc. shall be subject to the prior/post approval of the shareholders of the Company and such other approval, wherever required.
- The remuneration and commission to be paid to Managerial Person shall be as per the statutory provisions of the Act, Listing Regulations, Master Directions and RBI guidelines, and the rules made there under for the time being in force.
- Increments to the existing remuneration/compensation structure may be recommended by the NRC to the Board which should be within the slabs approved by the Shareholders in the case of Managerial Person.
- The remuneration structure will have a right mix of guaranteed (fixed) pay, pay for performance and long term variable pay based on business growth and other factors such as growth in shareholder value to ensure that it is competitive and reasonable.
- Where any insurance is taken by the Company on behalf of its Managerial Person, KMP and for Senior Management for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration payable to any such personnel.

### ➤ Remuneration to Managerial Person, KMP and Senior Management

#### • Fixed pay

Managerial Person, KMP and Senior Management shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the NRC in accordance with the statutory provisions of the Act, the rules made there under, Master Directions and RBI guidelines for the time being in force. The break-up of the pay scale and quantum of perquisites including employer's contribution to



Provident Fund(s), pension scheme(s), medical expenses, club fees, etc. shall be decided and approved by the Board on the recommendation of the NRC and approved by the shareholders and such other approval, wherever required.

- **Variable Pay**

Variable pay shall be a mix of cash and share-linked instruments with proper balance between cash and share linked components in keeping with the RBI guidelines. The Company may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfilment of specified improvement targets or the attainment of certain financial or other objectives set by the Board/Company. The amount payable shall be based on performance against pre-determined financial and non-financial metrics. Such metrics and their relation to remuneration packages shall be clearly defined at the beginning of the performance measurement period to ensure that the employees perceive the incentive mechanism.

- **Deferral of variable pay**

For KMPs and Senior Management, both cash and share linked variable pay may be deferred as recommended by the NRC and as approved by the Board of the Company. However, where the cash variable pay is below the threshold limit of variable pay defined by the NRC, if any, deferral requirement will not be necessary. In the event of a separation of an employee on good terms with the Company, the NRC shall have the discretion to waive part or whole of the deferred pay.

- **Provision for excess remuneration**

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managerial Person in accordance with the provisions of Schedule V of the Act. If any Managerial Person draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without such approval, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Provided that the Company may waive the recovery of any sum refundable to it after passing of special resolution within two years from the date the sum becomes refundable.

- **Guaranteed bonus**

Guaranteed bonus will not be awarded by the Company to Managerial Person, KMPs and senior management other than for new hires as joining/sign-on bonus only in the first year. Any such guaranteed bonus, if required, may be in the form of cash or share-linked instruments and shall neither be considered part of fixed pay nor of variable pay.

- **Malus/Clawback**

Malus & Clawback provisions shall be applicable which would enable the NRC to reduce or cancel unvested awards and recover previously paid compensation in certain situations, viz. Subdued or Negative Financial Performance, Fraud, Misconduct or any other parameter as may be determined by the NRC.

## ➤ **Remuneration to Non-Executive/Independent Director**

- **Remuneration/Commission**

The remuneration/commission, if any, shall be in accordance with the statutory provisions of the Act and the Rules made there under for the time being in force.

- **Sitting Fees**

The Non-Executive/Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof.



Provided that the amount of such fees shall not exceed the maximum amount as provided in the Act, per meeting of the Board or Committee or such amount as may be prescribed from time to time.

- **Limit of Remuneration/Commission**

Remuneration/Commission may be paid to Non-Executive/Independent Directors within the monetary limit approved by shareholders, subject to the limit not exceeding 1% of the net profits of the Company computed as per the applicable provisions of the Act. If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Non-Executive/Independent Directors in accordance with the provisions of Schedule V of the Act. If any Non-Executive/Independent Directors draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without such approval, wherever required, he/she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company.

Provided that the Company may waive the recovery of any sum refundable to it after passing of special resolution within two years from the date the sum becomes refundable.

## **DIRECTORS' RESPONSIBILITY STATEMENT:**

In accordance with the provisions of Section 134(5) of the Act, the Board of Directors confirm that, to the best of their knowledge and belief:

- (a) in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures, if any;
- (b) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2024 and of the profit of the Company for that period;
- (c) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (d) the Directors have prepared the annual accounts on a going concern basis;
- (e) the Directors have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;
- (f) the Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

## **DECLARATION BY INDEPENDENT DIRECTORS**

All Independent Directors have submitted the declaration of independence, as required pursuant to provisions of the Section 149(7) of the Act and Regulation 25(8) of the SEBI Listing Regulations, stating that they meet the criteria of independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and are not disqualified from continuing as Independent Directors of the Company. Further, the Independent Directors have confirmed their registration on Independent Directors Databank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended. These declarations/confirmations have been placed before the Board.

All the directors of the Company have confirmed that they are not debarred from holding the office of director by virtue of any order by SEBI or any other authority.

None of the Independent Directors of your Company are on the Board of more than three NBFCs /HFCs (NBFC-ML or NBFC-UL).



## FAMILIARIZATION PROGRAMMES

Your Company, on an ongoing basis strives to keep the Board, specifically the Independent Directors informed and updated with matters related to the industry and business environment in which we operate, our business model, risk metrics, mitigation and management, ever evolving governing regulations, information technology including cyber security, their roles, rights and responsibilities and any other major developments and updates.

Your Company has familiarized the Independent Directors with in-depth insight and understanding of the businesses and operations of your Company, their roles & responsibilities in the Company, Housing industry scenario, etc., which enables and assists them to make better informed decisions in the interest of the Company and its stakeholders.

The details of familiarization programme imparted to the Independent Directors are available on your Company's website at <https://motilalosalwalhf.com/corporate-announcements/specials/>.

## VIGIL MECHANISM/WHISTLE BLOWER POLICY

Pursuant to Section 177(9) of the Act read with Rule 7 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as per Regulation 22 of the Listing Regulations (as amended from time to time), your Company has framed Vigil Mechanism / Whistle Blower Policy ("Policy") to enable directors and employees to report genuine concerns or grievances, significant deviations from key management policies and reports any non-compliance and wrong practices, e.g., unethical behaviour, fraud, violation of law, inappropriate behaviour/conduct, etc.

The functioning of the Vigil Mechanism is reviewed by the Audit Committee from time to time. None of the Directors or employees have been denied access to the Audit Committee of the Board.

The objective of this mechanism is to maintain a redressal system which can process all complaints concerning questionable accounting practices, internal controls, or fraudulent reporting of financial information.

The Policy framed by your Company is in compliance with the requirements of the Act and Listing Regulations and is available on the website of the Company at [https://motilalosalwalhf.com/wp-content/uploads/2023/07/MOHFL\\_WHISTLEBLOWER\\_POLICY\\_VER\\_1.1-July-26-2023-review.pdf](https://motilalosalwalhf.com/wp-content/uploads/2023/07/MOHFL_WHISTLEBLOWER_POLICY_VER_1.1-July-26-2023-review.pdf)

## POLICY FOR PREVENTION, PROHIBITION AND REDRESSAL OF SEXUAL HARASSMENT AT WORKPLACE

Your Company has in place a Policy for Prevention, Prohibition and Redressal of Sexual Harassment at Work Place. Appropriate reporting mechanisms are in place for ensuring protection against Sexual Harassment and the right to work with dignity.

During the year under review, your Company has not received any complaint in this regard.

Further, your Company has complied with the provisions relating to the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

## DISCLOSURE ON MAINTENANCE OF COST RECORDS

During the year under review, the Company was engaged in Housing Finance activity and hence is not required to maintain cost records in accordance with the provisions of the Act.

## INTERNAL FINANCIAL CONTROLS

The Internal Financial Controls with reference to Financial Statements as designed and implemented by your Company are adequate. The Internal Financial Control procedure adopted by your Company are adequate for safeguarding its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records and the timely preparation of reliable financial information. During the year under review, the Internal Financial Controls were operating effectively and no material or serious observation has been received from the Auditors of the Company for inefficiency or inadequacy of such controls.



## REPORT ON CORPORATE GOVERNANCE

The Report on Corporate Governance for the year under review, as required under Listing Regulations and Annexure IV of RBI Master Direction for HFCs and Section II of Annexure VII of Master Direction on SBR is forming part of the Annual Report. Further, a Certificate from M/s. Aabid & Co., Practicing Company Secretaries, confirming compliance with the conditions of Corporate Governance as prescribed under the Listing Regulations is annexed to the Corporate Governance Report.

## STATUTORY AUDITORS

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 Section 139 of the Act, the Members at the Ninth Annual General Meeting ("AGM") held on June 24, 2022 have approved the appointment of M/s. Singhi & Co., Chartered Accountant (Firm Registration No. 302049E), as Statutory Auditors of the Company for a term of two years i.e. from the conclusion of Ninth AGM till the conclusion of the Eleventh AGM.

Mr. Sameer Mahajan, Partner, M/s. Singhi & Co., Statutory Auditors, has signed the Audited Financial Statement of the Company.

In view of the above, the Audit Committee was informed that the tenure of M/s. Singhi & Co., Chartered Accountants (Firm Registration Number: 302049E), as Statutory Auditors of the Company, is bound to be completed at the Eleventh Annual General Meeting ("AGM") of the Company.

Therefore, 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.

## STATUTORY AUDITORS' REPORT

The Statutory Auditors' Report issued by M/s. Singhi & Co. for the year under review does not contain any qualification, reservations or adverse remarks. The Notes to the Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further clarifications under Section 134(3)(f) of the Act. Further, pursuant to Section 143(12) of the Act, the Statutory Auditors of the Company have not reported any instances of frauds committed in the Company by its officers or employees.

## INTERNAL AUDITOR

Internal Audit for the year ended March 31, 2024 was done by M/s. BDO India LLP, under the supervision of Mr. Pradip Singh, Internal Auditor of the Company and Internal Audit report in accordance with internal audit program was placed before the Audit Committee.

On the recommendation of the Audit Committee, the Board at its meeting held on April 26, 2023 has approved the appointment of M/s. BDO India LLP as co-sourced internal auditor of the Company to conduct internal audit under the supervision of Mr. Singh for a period of 5 years starting from FY 2023-24.



## SECRETARIAL AUDIT REPORT

Pursuant to the provisions of Section 204 of the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (as amended from time to time), your Company had appointed M/s. Aabid & Co., Practicing Company Secretaries, to undertake the Secretarial Audit of the Company for the FY 2024-25.

The Secretarial Audit Report is appended as “Annexure 3” to this Annual Report.

There is no adverse remark, qualifications or reservation in the Secretarial Audit Report.

## COMPLIANCE OF SECRETARIAL STANDARDS

The Company has followed the applicable Secretarial Standards, i.e. SS-1 and SS-2, issued by the Institute of Company Secretaries of India, relating to ‘Meetings of the Board of Directors’ and ‘General Meetings’ respectively.

## ANNUAL RETURN

Pursuant to provisions of Section 134(3) and Section 92(3) of the Act, the Annual Return of your Company for the financial year ended March 31, 2024 is uploaded on website of the Company at <https://motilalosalwalhf.com/annual-return/>.

## PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Since your Company is a Housing Finance Company, the provisions of Section 186 of the Act relating to granting of loans to any persons or bodies corporate, giving of guarantees or providing security in connection with loans to any other bodies corporate or persons are not applicable to the Company.

## PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES

The Board of Directors have approved the Policy on Materiality and Dealing with Related Party Transactions (“RPT Policy”), pursuant to the recommendation of the Audit Committee. Further as required by RBI Master Directions for HFCs, RPT Policy is given as “Annexure 4” to this Report and can be accessed on the website of the Company at <https://motilalosalwalhf.com/wp-content/uploads/2024/05/MOHFL-Policy-on-Materiality-and-Dealing-with-Related-Party-Transactions-Final.pdf>.

All Related Party Transactions entered into during the FY 2023-24 were on an arm’s length basis and in the ordinary course of business.

All Related Party Transactions were placed before the Audit Committee for prior approval. Prior omnibus approval of the Audit Committee is obtained for the transactions which are of unforeseen or repetitive in nature. The details of all such related party transactions entered into pursuant to the omnibus approval of the Committee, were placed before the Audit Committee on a quarterly basis for its review.

As required under Listing Regulations, the Shareholders of your Company at the Tenth AGM held June 22, 2023 had granted approval for all material related party transactions which is valid till ensuring AGM. Since approval of shareholders for all material related party transactions is required every year, the resolutions relating to material related party transactions as approved by the Audit Committee for FY 2024-25 forms part of the Notice convening the Eleventh AGM of the Company for approval of shareholders.

Pursuant to Section 134(3)(h) of the Act read with Rule 8(2) of the Companies (Accounts) Rules, 2014, there are no transactions to be reported under Section 188(1) of the Act. Accordingly, the disclosure of Related Party Transactions, as required in Form AOC-2 is not applicable to the Company.

Details of transactions, contracts and arrangements entered into with related parties by the Company, during FY 2023-24, is given in Note No. 41 to the Financial Statements, which forms part of this Annual Report.



## DEPOSITORY SYSTEM

The Equity Shares of your Company are compulsorily transferable in electronic form. As on March 31, 2024, out of the Company's total paid-up equity share capital comprising of 6,03,78,64,375 equity shares, only 1,18,65,010 equity shares are in physical form and the remaining shares are in electronic form (demat form). In view of the numerous advantages offered by the Depository System, the Members holding shares in physical form are advised to avail the facility of dematerialization.

## HUMAN RESOURCE AND TRAINING & DEVELOPMENT

At MOHFL, employees are the most valuable assets, their performance enhancement, wellbeing, skill development, growth, and engagement remain key focus areas. The Company offers an induction program to all new employees. It covers organisation orientation and an overview of the products and processes of the organisation.

The Company fosters a culture of productive empowerment to build an outcome focused organisation. Employee well-being has been a key focus area of your Company. We believe that the people are key assets and focuses on nurturing and developing human talent that delivers continued growth, customer delight, and business leadership. Lots of importance is placed on recruiting quality staff, and they are groomed to take on higher responsibilities.

These initiatives, coupled with adequate compensation levels, including appropriate incentive schemes matched with the market and good employee welfare schemes like national and international trips, have helped us retain the manpower at these levels.

Throughout the year, in-house classroom and virtual facilitator-led training programs were provided to employees, which include compliance training on AML, KYC, POSH, Fair Practice Code, Customer Redressal, and IT Security; Functional Training includes certification for new joiners and need-based training for all employees; and soft skills session as per their role and grade. A TTT (Train-the-Trainer) model is also started at cluster level.

Pursuant to our motto of Knowledge First, we have introduced Peer to Peer Learning program called "Training Day," which is conducted once a month. All the branch leaders assemble their team members in their respective branches to learn, discuss, and train each other through the Training Guide which is prepared as a simple tool by the training team.

Simultaneously, periodic assessments were conducted for various departments to check on their knowledge. Various other learning support activities like sending DYK on new changes in product and policy as required, creating video training modules and byte-size learning in pdf, etc. were also shared with all to educate the team.

## SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There are no significant and material orders passed by the Regulators or Courts or Tribunals impacting the going concern status of your Company and its operations in future.

## MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No material changes and commitments affecting the financial position of your Company occurred between the end of the financial year to which this Financial Statements relate and the date of this report. Further, there has also been no change in the nature of business of the Company during the year under review.

## CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Considering your Company's Housing Finance activities during the year under review, the particulars regarding conservation of energy and technology absorption as required to be disclosed pursuant to the Rule 8(3) of the Companies (Accounts) Rules, 2014 are not relevant to its activities. However, Steps taken by your Company towards conservation of energy is provided in ESG section of this Annual Report.



There were no foreign exchange earnings and the Company has incurred foreign exchange expenditure of ₹ 15.35 crore during the year (₹ 8.24 crore in previous year) primarily on account of interest on borrowings from external sources viz ECB from US DFC.

## OTHER DISCLOSURES

Your Directors state that no disclosure or reporting is required in respect of the following matters as there were no transactions on these matters during the year under review:

- There has been no change in the nature of business of the Company;
- There was no revision in the financial statements;
- The Company has not issued any sweat equity shares during the year under review and hence no information as per provisions of Section 54(1) (d) of the Act read with Rule (13) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished;
- The Company has not issued any shares with differential rights and hence no information as per provisions of Section 43(a)(ii) of the Act, read with Rule 4(4) of the Companies (Share Capital and Debenture) Rules, 2014 is furnished;
- During the year under review, no funds were raised through preferential allotment or qualified institutional placement;
- There are no proceedings, either filed by the Company or filed against the Company, pending under the Insolvency and Bankruptcy Code, 2016 as amended, before National Company Law Tribunal or other courts during the FY 2023-24;
- There was no instance of one-time settlement with any Bank or Financial Institution.

## ACKNOWLEDGEMENT

The Directors express their sincere gratitude to all stakeholders of the Company including but not limited to National Housing Bank/Reserve Bank of India, Securities and Exchange Board of India, BSE Limited, Ministry of Finance, Ministry of Corporate Affairs, Registrar of Companies, other government and regulatory authorities, lenders, financial institutions and the Company's Bankers for the ongoing support extended by them. The Directors sincerely appreciate the commitment displayed by the employees of the Company across all levels, resulting in successful performance during the year.

**For and on behalf of the Board  
Motilal Oswal Home Finance Limited**

Sd/-  
**Motilal Oswal  
Chairman  
DIN: 00024503**

**Place:** Mumbai

**Date:** April 25, 2024



# Annexure 1 to the Board's Report

## Disclosure on Employee Stock Option Scheme(s) ("ESOS")

Information disclosed in compliance to Section 62 of the Companies Act, 2013 read with Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 as at March 31, 2024:

Sr. No.	Nature of Disclosure	ESOS-2014	ESOS-2016	ESOS-2017	ESOS-2022	ESOS-2023	Total
1.	Options Granted (Opening Balance)	2,27,49,500	3,35,40,640	66,37,500	4,93,85,000	–	<b>11,23,12,640</b>
2.	Options granted during the year	1,16,80,000	2,27,55,000	29,35,000	6,25,95,000	9,62,85,000	<b>19,62,50,000</b>
3.	Options Vested	1,25,20,650	2,91,77,775	27,40,250	1,18,36,750	–	<b>5,62,75,425</b>
4.	Options Exercised	28,07,000	11,56,250	2,25,000	2,29,500	–	<b>44,17,750</b>
5.	The total number of shares arising as a result of exercise of option	28,07,000	11,56,250	2,25,000	2,29,500	–	<b>44,17,750</b>
6.	Options lapsed	60,99,500	1,27,85,965	12,90,000	1,57,25,000	40,000	<b>3,59,40,465</b>
7.	Exercise Price per option (in ₹)	4.20	4.20	4.20	4.20 & 4.50	1.90, 4.20, & 4.50	–
8.	Variation of terms of options	<b>Kindly refer Note 1 &amp; 2</b>					
9.	Money realized by exercise of options (in ₹)	92,29,000	40,11,875	8,32,500	9,75,375	–	<b>1,50,48,750</b>
10.	Total number of options in force	2,55,23,000	4,23,53,425	80,57,500	9,60,25,500	9,62,45,000	<b>26,82,04,425</b>
11.	Employee-wise details of options granted to:						
	(i) Key managerial personnel during the year						
	a. Mr. Motilal Oswal	–	–	–	–	–	–
	b. Mr. Sukesh Bhowal	–	–	–	–	6,00,00,000	<b>6,00,00,000</b>
	c. Mr. Bhavin Shah	–	–	–	–	40,00,000	<b>40,00,000</b>
	d. Mr. Sunny Ganatra	–	–	–	–	–	–
	e. Mr. Shalibhadra Shah	–	–	–	–	–	–
	f. Mr. Ritin Mawani	–	–	–	–	–	–
	(ii) Any other employee who receives a grant in any one year of option amounting to 5% or more of option granted during that year	–	–	–	–		–
	a. Mr. Sukesh Bhowal	–	–	–	–	6,00,00,000	<b>6,00,00,000</b>
	b. Mr. Shobit Doru	–	–	–	3,00,00,000	–	<b>3,00,00,000</b>
	c. Rajesh Maiya U D	–	–	–	–	1,00,00,000	<b>1,00,00,000</b>

# Annexure 1 to the Board's Report (Contd..)



Sr. No.	Nature of Disclosure	ESOS-2014	ESOS-2016	ESOS-2017	ESOS-2022	ESOS-2023	Total
	(iii) Identified employees who were granted option, during any one year, equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	–	–	–	–		–

**Note:**

1. The Nomination and Remuneration Committee of the Company at its Meeting held on October 27, 2023, extended the exercise period of employee stock options granted to employees under ESOS, as well as for all future stock options to be granted, to 5 (five) years. The exercise period in case of resignation of employee was also revised to 90 (ninety) days.
2. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company at their meeting held on October 27, 2023, approved the Amendment to the Employees' Stock Option Schemes of the Company. Further, the Shareholders of the Company approved the said Amendment through Postal Ballot on December 26, 2023 (being date of passing of resolution).

**For and on behalf of the Board  
Motilal Oswal Home Finance Limited**

Sd/-  
**Motilal Oswal  
Chairman  
DIN: 00024503**

**Place:** Mumbai

**Date:** April 25, 2024



# Annexure 2 to the Board's Report

## Annual Report on Corporate Social Responsibility (“CSR”) Activities

### 1. Brief outline on CSR Policy of the Company:

The Company’s vision is to provide opportunities for children and their families to move from poverty and dependence to self-reliance. Motilal Oswal Home Finance Limited believes in ‘Knowledge First’ and the Company believes that education can bring prosperity and equality in the society.

In line with our motto of “Knowledge First”, the Company believes in enhancing the human intangible asset and thus the Company strives to contribute largely to the education & learning front. Recognizing the responsibilities towards society, we intend to carry out initiatives for supporting education.

The Company resolves to contribute towards development of knowledge based economy by discharging Corporate Social Responsibilities (CSR) that would positively impact on customers, employees, shareholders, communities and other stakeholders in various aspects of its operations.

The Company would carry out CSR for the year with a collective goal on key focus areas enumerated in the CSR policy of the Company. The CSR Policy has been formulated in accordance with the provisions of Section 135 of the Companies Act, 2013.

### 2. Composition of CSR Committee:

SI No.	Name of Director	Designation / Nature of Directorship	Number of Meetings of CSR Committee held during the year	Number of Meetings of CSR Committee attended during the year
1.	Mrs. Divya Momaya	Independent Director	2	2
2.	Mr. Motilal Oswal	Non-Executive Director	2	2
3.	Mr. Raamdeo Agarawal	Non-Executive Director	2	2

### 3. Web-link where Composition of CSR Committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:

Composition of CSR Committee	<a href="https://motilalosalhf.com/wp-content/uploads/2023/10/MOHFL_Composition-of-Board-and-Committees-2.pdf">https://motilalosalhf.com/wp-content/uploads/2023/10/MOHFL_Composition-of-Board-and-Committees-2.pdf</a>
CSR Policy	<a href="https://motilalosalhf.com/wp-content/uploads/2023/05/Corporate-Social-Responsibility-Policy.pdf">https://motilalosalhf.com/wp-content/uploads/2023/05/Corporate-Social-Responsibility-Policy.pdf</a>
CSR Projects i.e. Annual Action Plan	<a href="https://motilalosalhf.com/corporate-announcements/specials/">https://motilalosalhf.com/corporate-announcements/specials/</a>

### 4. Details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable.

Provisions related Impact assessment of CSR projects are **not applicable** to the Company.

5. (a) Average net profit of the company as per sub-section (5) of section 135 : ₹ 1,25,10,62,891/-
- (b) Two percent of average net profit of the company as per sub-section (5) of section 135: ₹ 2,50,21,258/-
- (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
- (d) Amount required to be set-off for the financial year, if any : ₹ 1,60,000/-
- (e) Total CSR obligation for the financial year [(5b)+(5c)-(5d)] : ₹ 2,48,61,258/-
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): ₹ 2,50,00,000/-
- (b) Amount spent in Administrative Overheads : Nil
- (c) Amount spent on Impact Assessment, if applicable : Not Applicable
- (d) Total amount spent for the Financial Year (6a+6b+6c) : ₹ 2,50,00,000/-

# Annexure 2 to the Board's Report (Contd..)



(e) CSR amount spent or unspent for the financial year:

Total amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	Total Amount transferred to Unspent CSR Account as per sub-section (6) of section 135		Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135		
	Amount	Date of transfer	Name of the Fund	Amount	Date of Transfer
2,50,00,000	Not Applicable		Not Applicable		

(f) Excess amount for set-off:

SI No.	Particulars	Amount (in ₹)
(i)	Two percent of average net profit of the company as per sub-section (5) of section 135	2,50,21,258
	Excess amount spent in the year 2022-23 and available for set-off in the financial year 2023-24	1,60,000
	Total amount to be spent in the financial year 2023-24	2,48,61,258
(ii)	Total amount spent for the Financial Year	2,50,00,000
(iii)	Excess amount spent for the financial year [(ii)-(i)]	1,38,742
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	–
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	1,38,742

## 7. (a) Details of Unspent CSR amount for the preceding three financial years: Nil

SI No.	Preceding Financial Year(s)	Amount transferred to Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Balance Amount in unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to any fund specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any		Amount remaining to be spent in succeeding financial years (in ₹)	Deficiency, if any
					Amount (in ₹)	Date of transfer		
–	–	–	–	–	–	–	–	–

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year: No

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135 – Not Applicable

For and on behalf of the Board of  
**Motilal Oswal Home Finance Limited**

Sd\  
**Sukesh Bhowal**  
 Chief Executive Officer & Managing Director  
 DIN: 10242971

Sd\  
**Divya Momaya**  
 Independent Director (Chairperson of the Committee)  
 DIN: 00365757



# Annexure 3 to the Board's Report

## Form-MR-3

### SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members,  
**Motilal Oswal Home Finance Limited,**  
Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel ST Depot, Prabhadevi,  
Mumbai, Maharashtra, India, 400025.

We have conducted the Secretarial Audit of the compliance of the applicable statutory provisions and the adherence to good corporate practices by **Motilal Oswal Home Finance Limited** (hereinafter called 'the Company'), having its registered office at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai City, Mumbai, Maharashtra, India, 400025. Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's Books, Papers, Minutes Books, Forms and Returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that the Company has, during the audit period covering the Financial Year ended on March 31, 2024, complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the Books, Papers, Minute Books, Forms and Returns filed and other records maintained by the Company as given in **Annexure I** for the Financial Year ended on March 31, 2024, according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA'), and the Rules made thereunder;
3. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
4. Foreign Exchange Management Act, 1999 ('FEMA') and the Rules and Regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings wherever applicable;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -
  - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable during the audit period)**
  - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable during the audit period)**
  - d) The Securities and Exchange of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; **(Not Applicable during the audit period)**
  - e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations 2021; **(Not Applicable during the audit period)**
  - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;



- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable during the Audit period)**
- h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018; **(Not Applicable during the audit period)**
- i) Rules, Regulations and Guidelines issued by the Reserve Bank of India (“RBI”) / National Housing Bank (“NHB”) as are applicable to Housing Finance Companies which are specifically applicable to the Company; and

We have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India.
- (ii) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') to the extent applicable to the Company.

During the period under review, the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc., as mentioned above.

**We further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including Woman Director. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notices are given to all Directors to schedule the Board Meetings, Agenda and detailed notes on Agenda were sent at least seven days in advance, consent for shorter notice was taken as per the required provisions and a system exists for seeking and obtaining further information and clarification on the agenda items before the meeting and for meaningful participation at the meeting. Further, Decisions at the Board Meetings were taken unanimously.

**We further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable Laws, Rules, Regulations and Guidelines.

**We further report that** the Company has complied applicable regulations with respect to listing of Non-Convertible Debentures.

We further report that during the audit period the following specific events were held:

1. Mr. Motilal Oswal (DIN: 00024503), Director of the Company was re-appointed as a Director retiring by rotation;
2. Mr. Motilal Oswal was appointed as an Interim Managing Director of the Company with effect from August 1, 2022 for a term of 1 year at the Meeting of Board of Directors held on July 27, 2022. Accordingly, term of Mr. Motilal Oswal as an Interim Managing Director has been completed on July 31, 2023. Further, Mr. Motilal Oswal was appointed as Chairman & Non-Executive Director of the Company w.e.f. October 01, 2013 and currently continues to be the Chairman & Non-Executive Director of the Company;
3. The Shareholders of the Company at the Tenth Annual General Meeting held on June 22, 2023 have approved re-appointment of Mrs. Divya Momaya as Non-Executive Independent Director of the Company for a second term of five years w.e.f. September 25, 2023 till September 24, 2028;
4. The Board of Directors of the Company at their meeting held on October 27, 2023, approved the appointments of Mr. Sukesh Bhowal as Managing Director & Chief Executive Officer of the Company for a term of 5 years w.e.f. October 27, 2023 (liable to retire by rotation) and Mrs. Neha Gada as Non-Executive Independent Director of the Company for a first term of three years w.e.f. October 27, 2023. Further, the Shareholders of the Company have approved the said appointments of Mr. Sukesh Bhowal and Mrs. Neha Gada through Postal Ballot on December 26, 2023 (being date of passing of resolution);
5. During the year under review, the Board of Directors of the Company at their meeting held on October 27, 2023 approved the Amendment to the Employees' Stock Option Schemes of the Company. Further, the Shareholders



## Annexure 3 to the Board's Report (Contd..)

of the Company have approved the said Amendment through Postal Ballot on December 26, 2023 (being date of passing of resolution);

6. During the year under review, the Company has issued 44,17,750 Equity shares of Re. 1.00/- each for cash to its employees as per Employee Stock Option Schemes;
7. Resignation of Mr. Ritin Mawani from the position of Company Secretary & Compliance Officer of the Company effective from closure of business hours of November 24, 2023;
8. Mr. Shalibhadra Shah has stepped down from the position of Chief Financial Officer of the Company effective from closure of business hours of January 23, 2024;
9. Appointment of Mr. Sunny Ganatra as Company Secretary & Compliance Officer of the Company w.e.f. January 23, 2024;
10. Appointment of Mr. Bhavin Shah as Chief Financial Officer of the Company w.e.f. January 24, 2024;
11. Appointment of Mr. Shishupal Rathore as Chief Information Security Officer of the Company w.e.f. January 23, 2024.

**Note:**

1. This report is to be read with our letter of even date which is annexed as 'Annexure-II' and forms an integral part of this report.

**Place:** Mumbai

**Date:** April 25, 2024

**For Aabid & Co  
Company Secretaries**

Sd/-

**Mohammed Aabid  
Partner**

**Membership No.:** F6579

**COP No.:** 6625

**UDIN:** F006579f000234554



## ANNEXURE – I

### List of documents verified

1. Memorandum of Association & Articles of Association of the Company;
2. Minutes of the meetings of the Board of Directors, Audit Committee, Nomination & Remuneration Committee, Corporate Social Responsibility Committee, Stakeholders Relationship Committee, Risk Management Committee, Finance and Securities Allotment Committee, IT Strategy Committee and Asset Liability Management Committee held during the financial year under report;
3. Minutes of General Body Meetings held during the financial year under report;
4. Agenda papers submitted to all the Directors / Members for the Board Meetings and Committee Meetings;
5. Declarations received from the Directors of the Company pursuant to the provisions of Section 164 and Section 184(1) of the Companies Act, 2013;
6. Intimations / documents/reports / returns filed with the Stock Exchange pursuant to the provisions of Listing Regulations during the financial year under report;
7. Intimations/documents / reports / returns filed under the National Housing Bank Act, 1987 during the financial year under report;
8. E-forms filed by the Company, from time to time, under applicable provisions of the Companies Act, 2013 and attachments thereof during the financial year under report; and
9. Statutory Registers under the Companies Act, 2013.



## ANNEXURE-II OF SECRETARIAL AUDIT REPORT

To,

The Members,

**Motilal Oswal Home Finance Limited,**

Motilal Oswal Tower, Rahimtullah Sayani Road,

Opposite Parel ST Depot, Prabhadevi,

Mumbai, Maharashtra, India, 400025.

**Our report of even date is to be read with this letter.**

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of Secretarial records. The verification was done on a test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of the financial records and Books of accounts of the Company.
4. Wherever required, we have obtained Management Representation about the compliance laws, rules and regulations, and happening of events, etc.
5. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on a test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

# Annexure 4 to the Board's Report



## POLICY ON MATERIALITY AND DEALING WITH RELATED PARTY TRANSACTIONS Version 2.0

### INDEX

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### VERSION DETAILS

Sr. No.	Details of Changes	Date of Creation/ Change	Department	Version Number	Approved By
1	Original Document	April 25, 2017	Secretarial	Version 1.0	Board of Directors
2	Amendment	January 22, 2020	Secretarial	Version 1.1	Board of Directors
3	Amendment	April 28, 2021	Secretarial	Version 1.2	Board of Directors
4	Amendment*	April 26, 2022	Secretarial	Version 2.0	Board of Directors
5	Review	July 27, 2022	Secretarial	Version 2.0	Board of Directors
6	Review	July 26, 2023	Secretarial	Version 2.0	Board of Directors

\* Policy was revamped to incorporate the requirement of SEBI Listing Regulations.

### SCOPE OF THE POLICY

This Policy is prepared to ensure effective good corporate governance and specifically in accordance with the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") (as amended from time to time) dealing with Related Party Transactions (RPTs), as applicable to the Company.

Accordingly, this Policy will be applicable to Motilal Oswal Home Finance Limited (the "Company" or "MOHFL"). This Policy is to regulate transactions by the Company with related parties of the Company, based on the laws and regulations applicable to the Company. Further, w.e.f. April 01, 2023, this Policy will also regulate transactions by the Company with any person / entity, the purpose and effect of which, is to benefit a related party of the Company or any of its subsidiaries.

### OBJECTIVE

The Company recognizes that RPTs can present potential or actual conflicts of interest and may raise questions about whether such transactions are fair and on arm's length basis. Therefore, this Policy on RPTs has been formulated as required by Listing Regulations.

This Policy applies to any RPTs, unless the transaction is exempt.



## Annexure 4 to the Board's Report (Contd..)

### DEFINITIONS

**"Act"** shall mean the Companies Act, 2013 and the Rules framed thereunder, including any modifications, amendments, clarifications or re-enactment thereof.

**"Arm's Length Transaction"** means a transaction between two related parties that is conducted as if they are unrelated, so that there is no conflict of interest.

**"Audit Committee or Committee"** means Audit Committee constituted by the Board of Directors of the Company under provisions of the Act, Listing Regulations and Chapter IX (Corporate Governance) Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021.

**"Associate Company"** means any other company, in which the Company has a significant influence, but which is not a subsidiary company of the Company having such influence and includes a joint venture company.

*Explanation — (a) the expression "significant influence" means control of at least twenty per cent of total voting power, or control of or participation in business decisions under an agreement*

**"Board"** means Board of Directors of the Company.

**"Company"** means Motilal Oswal Home Finance Limited.

**"Control"** shall have the same meaning as defined in SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 (as amended from time to time).

**"Key Managerial Personnel"** means key managerial personnel as defined under the Companies Act, 2013 and rules thereunder.

**"Material Related Party Transaction(s)"** means a transaction(s) to be entered into with a Related Party, individually or taken together with previous transactions during a financial year, exceeding the following thresholds:

- i) In case of transactions involving payments made with respect to brand usage or royalty, if it exceeds 5% of the annual turnover of the listed entity as per its last audited financial statements.
- ii) In case of any other transaction(s), if the transaction amount exceeds rupees one thousand crore or 10% of the annual turnover of the Company as per its last audited financial statements of the Company, whichever is lower.

**"Material Modifications"** means the following modifications:

- A variation in the value of the transaction / contract as originally approved, by 25% or more; or
- The terms of the contract cease to be at arms' length; or
- Granting of any waiver, abatement or any other relief to either party, which results into a financial implication equal to 25% or more of the value of the contract; or
- Extension of tenure of the contract by more than 2 years over the original tenure, or continuation of the contract or arrangement beyond the tenure originally agreed upon, except for completion of any residual performances.

**"Ordinary Course of Business"**: The Company has and shall identify RPTs in accordance with Section 188 of the Act and Regulation 2(1)(zc) of the Listing Regulations. The Company has also formulated criteria for determining whether transaction is in ordinary course of business and for this purpose, the Company shall seek external professional opinion, if necessary. While the Ordinary Course of business is not defined under the Companies Act, 2013 and / or Listing Regulations, it means usual transactions, customs and practices undertaken by the Company to conduct its business operations and activities and includes all such activities which the Company can undertake if:

- i. the Memorandum of Association of the Company permits such activity; or
- ii. it is historical practice and there is a pattern of frequency (and not an isolated transaction); or
- iii. it is required to be undertaken in order to conduct the routine or usual transactions of the Company; or



iv. it is a common commercial practice.

**“Policy”** means Policy on Materiality and Dealing with Related Party Transactions.

**“Related Party”** is a person or any entity which is:

- i. a related party under Section 2(76) of the Act and Rules thereunder;
- ii. a related party under the applicable Accounting Standards;
- iii. any person or entity forming a part of the promoter or promoter group company;
- iv. any person or any entity holding equity shares:
  - 20% or more; or
  - 10% or more, w.e.f. April 1, 2023

in the Company either directly or on a beneficial interest basis as provided under Section 89 of the Act, at any time, during then immediate preceding financial year.

**“Related Party Transaction”** means any transaction involving transfer of resources, services or obligations between:

- i) a Company on one hand and a related party of the Company on the other hand;
- ii) a Company on one hand and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Company, w.e.f. April 1, 2023; regardless of whether a price is charged and includes the following transactions:
  - i. sale, purchase or supply of any goods or materials;
  - ii. selling or otherwise disposing of, or buying, property of any kind;
  - iii. leasing of property of any kind;
  - iv. availing or rendering of any services;
  - v. appointment of any agent for purchase or sale of goods, materials, services or property;
  - vi. such related party's appointment to any office or place of profit in the company; and
  - vii. underwriting the subscription of any securities or derivatives thereof, of the company;

*Explanation - A “transaction” with a related party shall be construed to include single transaction or a group of transactions in a contract.*

**“Relative”** means relative as defined under the Companies Act, 2013 which includes any one who is related to another, if –

- i. they are members of a Hindu undivided family;
- ii. they are husband and wife;
- iii. Father (including step father)
- iv. Mother (including step-mother)
- v. Son (including step-son)
- vi. Son's wife
- vii. Daughter
- viii. Daughter's husband
- ix. Brother (including step-brother)
- x. Sister (including step-sister)



## Annexure 4 to the Board's Report (Contd..)

**“Senior Management”** includes officers / personnel of the Company who are members of its core management team excluding Board of Directors and shall comprise of all members of management one level below the Chief Executive Officer / Managing Director / Whole-time Director / Manager, as applicable, and shall specifically include Company Secretary and Chief Financial Officer.

**Note for the above definition:** Members of management one level below shall mean Business Head(s) and Functional Heads reporting to Managing Director(s).

**Any other term not defined herein shall have the same meaning as defined in the Companies Act, 2013, the Listing Regulations, Securities Contracts Regulation Act or any other applicable law or regulation.**

### PROCEDURE FOR IDENTIFICATION OF RELATED PARTY TRANSACTIONS

- i. In accordance with the section 189(2) of the Act, all Directors and Key Managerial Personnel shall, within a period of thirty days of his appointment, or relinquishment of his office, as the case may be, disclose to the Company, the particulars relating to his concern or interest in the other associations / entities in Form MBP-1.
- ii. In accordance with the section 184(1) of the Act, all Directors shall inform the Company of their interest (including interest of their Relatives) in other companies, firms or concerns at the first meeting of the Board of every financial year and any change in such interest during the year in Form MBP-1.
- iii. The Board shall record the disclosure of interest and the Audit Committee will determine whether the transaction is in the ordinary course of business and on an arm's length basis.

### APPROVAL OF RELATED PARTY TRANSACTIONS (RPTs):

#### Approval of RPTs by Audit Committee:

- i. The Audit Committee shall be responsible for the granting prior approval for all RPTs and subsequent material modifications thereof. The Audit Committee may approve / ratify modifications of RPTs which are not material in nature.  
Only those members of the Audit Committee, who are independent directors, shall approve related party transactions.
- ii. All the transactions which are identified as RPTs must be referred to the Audit Committee for approval in accordance with this Policy and shall be subject to review and except transactions for which omnibus approval has been obtained from Audit Committee. The Audit Committee shall consider all relevant factors while deliberating the RPTs for its approval.
- iii. Any Member of the Audit Committee who has a potential interest in any RPT will recuse himself or herself from the Meeting and shall abstain from discussion and voting on the approval of the RPT.
- iv. The Audit Committee will be provided with all relevant material information of RPTs, including the terms of the transaction, the business purpose of the transaction, the benefits to the Company / Related Party, if any, and any other relevant matters as specified under the Companies Act and Listing Regulations.
- v. The Audit Committee shall after considering the documents / information and materials placed before them for approval in accordance with applicable law, judge if the transaction is in the ordinary course of business and meets the arm's length requirements.
- vi. In determining whether to approve, ratify, disapprove or reject a RPT, the Audit Committee, shall take into account all the factors it deems appropriate.
- vii. The Audit Committee shall review all the transactions with related parties on a quarterly basis as applicable as per the provisions of applicable laws.
- viii. The Audit Committee shall also review the status of long-term (more than one year) or recurring RPTs on an annual basis.



- ix. Audit Committee may grant omnibus approval for RPTs proposed to be entered into by the Company subject to the following conditions:
- The Audit Committee shall grant omnibus approval in respect of transactions which are repetitive in nature.
  - The Audit Committee shall satisfy itself the need for such omnibus approval and that such approval is in the interest of the company;
  - Such omnibus approval shall specify –
    - the name/s of the related party, nature of transaction, duration of transaction, maximum amount of transaction that can be entered into,
    - the indicative base price / current contracted price and the formula for variation in the price, if any, and
    - such other information as the Audit Committee may deem fit;
- Provided that where the need for RPT cannot be foreseen and aforesaid details are not available, Audit Committee may grant omnibus approval for such transactions subject to their value not exceeding ₹ 1 crore per transaction.
- Audit Committee shall review, at least on a quarterly basis, the details of RPTs entered into by the Company pursuant to each of the omnibus approval given.
  - Such omnibus approvals shall be valid for a period not exceeding one financial year and shall require fresh approvals after the expiry of one financial year.
  - Omnibus approval shall not be made for transactions in respect of selling or disposing of the undertaking of the Company.

#### **Approval of RPTs by Committee through Resolution by Circulation:**

In an unforeseen event where an RPT needs to be entered due to business exigencies between two Audit Committee Meetings, the Audit Committee may approve such RPT by passing a resolution by circulation, after satisfying itself that such transaction is in the interest of the Company.

#### **Approval of RPTs by Board of Directors:**

- When any transaction is executed with a Related Party pursuant to the provisions of the Act does not meet any of the following conditions, it shall seek approval of the Board of Directors of the Company, based on parameters as may be considered necessary and as required under law:
  - Arm's length basis
  - Ordinary course of business
- Transactions which are in ordinary course of business and at arm's length basis, but which according to Audit Committee's view requires Board approval.

*Explanation: The Director interested shall not be present during discussion on such RPT.*

- All material RPTs excluding exempted transactions.

#### **Approval of RPTs by Shareholders of the Company:**

The following RPTs shall require prior approval of shareholders by way of an Ordinary Resolution:

- All material RPTs and subsequent material modifications excluding exempted transactions;
- RPTs as per Act, which do not satisfy any one of the following condition i.e. (a) are not in ordinary course of business or (b) not at arm's length basis and further exceeds the threshold limits as specified under Companies (Meeting of Board and its Powers) Rules, 2014 as amended from time to time.



## Annexure 4 to the Board's Report (Contd..)

Provided, all persons falling under the definition of related party shall abstain from voting irrespective of whether the entity is a party to the particular transaction or not.

While assessing a proposal put up before the Audit Committee / Board / Shareholders for approval, all disclosures shall be placed as per provisions applicable to the Company and various guidelines issued in this regard, from time to time.

### **Exemptions:**

A transaction with related party shall be exempted from seeking requisite approvals as follows:

In accordance with the section 188 of the Act, when any transaction with a related party is in ordinary course of business and arm's length basis, the RPT shall not be necessitated to seek approval of Board of Directors of the Company and shareholders of the Company.

In accordance with Regulation 23 of Listing Regulations, the following RPTs are exempted from obtaining approval of Audit Committee in case of RPTs and Shareholders in case of material RPTs:

- any RPT entered into between a holding company and its wholly owned subsidiary whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval
- transactions entered into between two wholly-owned subsidiaries of the company, whose accounts are consolidated with such holding company and placed before the shareholders at the general meeting for approval
- transactions to which the listed subsidiary is a party but the Company is not a party, if regulation 23 and sub-regulation (2) of regulation 15 of Listing Regulations are applicable to such listed subsidiary.

### **MATERIALITY THRESHOLDS FOR RPTs:**

Nature of RPT	Materiality as per the Act	Materiality as per Listing Regulations
Sale, purchase or supply of any goods or materials, directly or through appointment of agent.	10% or more of Turnover	All transactions with related party to be entered into individually or taken together with previous transactions during a financial year exceeds rupees one thousand crores or 10% (for RPT involving Brand usage or royalty, limit will be 5%) of the annual turnover as per last audited financial statement, whichever is lower.
Selling or disposing of or buying property of any kind, directly or through appointment of agent	10% or more of Net worth	
Leasing of property of any kind	10% or more of Turnover	
Availing or rendering of any services, directly or through appointment of agents	10% or more of Turnover	
Related party's appointment to any office or place of profit in the company, its subsidiary company or associate company	Monthly remuneration exceeding ₹ 2.50 Lakhs	
Remuneration for underwriting the subscription of any securities or derivatives thereof	Exceeding 1% of Net worth	
Any other transaction with related parties, other than those covered above, resulting in transfer of resources, obligation or services	–	

Net worth and turnover would be as per audited financial statement of the preceding financial year.

The Company has defined Material RPTs basis the thresholds defined in the Act and Listing Regulations, as amended from time to time.



## RELATED PARTY TRANSACTIONS NOT APPROVED UNDER THIS POLICY

In the event the Company becomes aware of any RPT that has not been approved or ratified under this Policy, the transaction shall be placed as promptly as practical before the Committee or Board or the Shareholders as may be required in accordance with this Policy for review and ratification.

The Committee or the Board or the Shareholders shall consider all relevant facts and circumstances respecting such transaction and shall evaluate all options available to the Company, including but not limited to ratification, revision, or termination of such transaction and the Company shall take such action as the Committee deems appropriate under the circumstances.

In any case, where the Committee or Board or Shareholders determines not to ratify the RPT that has been commenced without approval, the Committee or Board or Shareholders, as appropriate, may direct additional actions including, but not limited to, immediate discontinuation or rescission of the transaction. In connection with any review of a RPT, the Committee or Board or Shareholders has authority to modify or waive any procedural requirements of this Policy.

Further, in case any transaction involving any amount not exceeding ₹ 1 Crore is entered into by a director or officer of the Company or any related party without obtaining the approval of the Audit Committee and it is not ratified by the Audit Committee within three months from the date of the transaction, such transaction shall be voidable at the option of the Audit Committee and if the transaction is with the related party to any Director or is authorised by any other Director, the Director concerned shall indemnify the Company against any loss incurred by it (excluding the transaction between holding company and its wholly owned subsidiary company).

## EXCLUSIONS

1. Corporate actions by the Company which are uniformly applicable / offered to all shareholders in proportion to their shareholding as stated below:

The following transactions or arrangements shall not be considered as RPT(s):

- (i) payment of dividend;
  - (ii) subdivision or consolidation of securities;
  - (iii) issuance of securities by way of a rights issue or a bonus issue; and
  - (iv) buy-back of securities.
2. Appointment and payment of remuneration, including any variations thereto, to Directors and Key Managerial Personnel ("KMP") pursuant to the approval of Nomination and Remuneration Committee.
  3. Share based incentive plans including ESOPs, undertaken pursuant to the provisions of Act, for the benefits of the Directors or KMP pursuant to approval of the shareholders, Board and / or Nomination and Remuneration Committee of the Company, as may be applicable.
  4. Contribution with respect to Corporate Social Responsibility (CSR) to eligible entity(ies) pursuant to approval of Board or the CSR Committee.
  5. Corporate restructuring activities involving related parties, undertaken pursuant to the provisions of Act or SEBI regulations, as may be applicable.
  6. Any transaction in which the related party's interest arises solely from ownership of securities issued by the Company and all holders of such securities receive the same benefits pro rata as received by the related party.

## DISCLOSURES

The Company shall disclose the details of RPTs in the format prescribed by SEBI on half yearly basis or at such intervals as may be prescribed by SEBI from time to time.

The Company shall disclose details of RPTs as per applicable Accounting Standards in the financial statements of the Company.



## Annexure 4 to the Board's Report (Contd..)

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The Company shall make such further disclosure of the RPTs as may be prescribed by the Act or the SEBI Listing Regulations or any other regulatory authority or statute from time to time in such format as may be prescribed.

The Policy on dealing with RPTs shall be uploaded on the Company's website.

### **REVIEW / REVISION**

If at any point a conflict of interpretation / information between the Policy and any regulations, rules, guidelines, notification, clarifications, circulars, master circulars/directions issued by relevant authorities ("Regulatory Provisions") arises, then interpretation of the Regulatory Provisions shall prevail.

In case of any amendment(s) and / or clarification(s) to the Regulatory Provisions, the Policy shall stand amended accordingly from the effective date specified as per the Regulatory Provisions. The Board and / or its Committee reserve(s) the right to alter, modify, add, delete or amend any of the provisions of the Policy.

The Policy will be reviewed at least once in every three years by the Board.



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# Report on Corporate Governance

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## REPORT ON CORPORATE GOVERNANCE

Corporate governance is about promoting fairness, transparency, accountability, commitment to values, ethical business conduct and about considering all stakeholders' interest while conducting business. Corporate governance is the broad term used to describe the processes, customs, policies, laws and institutions that direct the organizations and corporations in the way they act or administer and control their operations. Corporate governance means to steer an organization in the desired direction by determining ways to take effective strategic decisions.

### Philosophy on Corporate Governance

At Motilal Oswal Home Finance Limited ("MOHFL" / "the Company"), we consider our stakeholders as partners in our success and remain committed to maximizing stakeholders' value, be it Customers, Employees, Investors & Shareholders and Government & Regulatory Authorities. This approach to value creation emanates from our belief that sound governance system, based on relationship and trust is integral to creating enduring value for all. We believe that any business conduct can be ethical only when it rests on the values viz., customer value, ownership mindset, respect, integrity, etc.

We have set the objective of achieving excellence in our business. As a part of our growth strategy, we believe in adopting the 'best practices' that are followed in the area of Corporate Governance. Our philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behavior and fairness to all stakeholders comprising regulators, employees, customers, vendors, investors and the society at large.

We continuously monitor our governance practices and benchmark our self to the best governed companies across the industry. We believe in pursuing holistic growth and realize our responsibility towards our stakeholders and environment. Our Board considers itself as a Trustee of its Shareholders and acknowledges its responsibilities towards them for creation and safeguarding their wealth. Our comprehensive Corporate Governance practices ensures that the Company always works optimally, protecting the best interests of the stakeholders and withholding the reputation and status of the Company.

The Company has complied with the applicable provisions of the Companies Act, 2013 ("the Act"); Securities and Exchange Board of India ("SEBI") (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"); Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 ("HFC Master Direction"); Master Direction – Reserve Bank of India (Non-Banking Financial Company – Scale Based Regulation) Directions, 2023 ("Master Direction on SBR") Indian Accounting Standards and Secretarial Standards, as applicable to the Company and as amended from time to time.

### Board of Directors

#### Composition of Board:

The composition of the Board of Directors of the Company is in compliance with the provisions of Section 149 of the Act read with Regulation 17 of the Listing Regulations, and Para 49A & 52B of HFC Master Direction and Para 38 of Master Direction on SBR. As on March 31, 2024, the Board consists of Six Directors comprising of 1 (One) Executive Director, 2 (Two) Non-Executive Directors and 3 (Three) Independent Directors of which 2 (Two) are Independent Woman Directors. The Company has a Non-Executive Chairman who is a Promoter of the Company and thus, 50% (Fifty Percent) of the total number of Directors are Independent Directors.

The responsibilities of the Board, *inter-alia*, includes formulation of overall strategy for the Company; reviewing major plan of actions, setting performance objectives; laying down the code of conduct for all members of the Board and Senior Management; formulating policies; performance review; monitoring due compliance with applicable laws; reviewing and approving the financial results; enhancing corporate governance practices and ensuring the best interest of the stakeholders, the community and environment.

The Company has received the necessary declarations from the Independent Directors under Section 149(7) of the Act and Regulation 25(8) of the Listing Regulations and based on the declarations received, the Board has confirmed that in its opinion the Independent Directors of the Company meet the criteria of independence as prescribed in Section 149(6) of the Act and Regulation 16(1)(b) of the Listing Regulations and that they are independent of the Management.



# Report on Corporate Governance (Contd..)

The Independent Directors of the Company have their names registered in the Data Bank maintained by the Indian Institute of Corporate Affairs as mandated in the Companies (Appointment and Qualification of Directors), Rules, 2014, as amended from time to time. Further, none of the Independent Directors have any other material pecuniary relationship or transaction with the Company, its Promoters, or Directors, or Senior Management which, in their judgment, would affect their independence.

All the Directors of the Company have confirmed that they are not debarred from holding the office of director by virtue of any order by SEBI or any other authority. The Directors have ascertained that neither they nor any other company on which they serve as directors have been identified as a wilful defaulter. All the Directors of the Company have confirmed that they satisfy the fit and proper criteria as prescribed under the applicable regulations. The Board of Directors have satisfied itself that plans are in place for ensuring orderly succession for appointments to the Board and to Senior Management.

As required under Regulation 62 of the Listing Regulations, the terms and conditions of appointment of Independent Directors including their role, responsibilities and duties are available on the website of the Company at <https://motilaloswalhf.com/>.

There were no material, financial and / or commercial transactions entered into between the Senior Management and the Company which could have potential conflict of interest with the Company at large. None of the Directors of the Company are inter-se related to each other.

## **Board Process:**

The Board meets at regular intervals to discuss and decide on Company's business policy and strategy apart from other normal business. The Board Meetings (including Committee Meetings) of the Company are scheduled after getting confirmation on dates from Directors well in advance to facilitate them to plan their schedule and to ensure meaningful participation in the Meetings. However, in case of a special and urgent business need, the Board's approval is taken by passing resolution(s) by circulation, as permitted by law, which is noted in the subsequent Board Meeting.

The detailed Agenda together with the relevant notes to agenda are circulated to the Directors in advance. All major agenda items are backed by comprehensive background information to enable the Board to take informed decisions.

Where it is not practicable to circulate any document in advance or if the agenda is of a confidential nature, the same is presented at the Meeting. In special and exceptional circumstances, consideration of additional or supplementary item(s) are taken up with the approval of the Chair and majority of the Independent Directors. Senior Management Personnel are invited to the Board / Committee Meeting(s) to provide additional inputs on the items being discussed by the Board / Committee(s) thereof as and when necessary. The Chairman / Managing Director apprises the Board at every Meeting on the overall performance of the Company, followed by the detailed presentation by Chief Financial Officer of the Company.

The Company Secretary is responsible for preparation of the Agenda and convening of the Board and Committee Meetings. The Company Secretary attends all the meetings of the Board and its Committee(s), advises / assures the Board on Compliance and Governance principles and ensures appropriate recording of Minutes of the Meetings.

For facilitating circulation of Board folders in electronic form and reducing consumption of papers, the Company has adopted a web-based application for transmitting Agenda, Minutes and other papers relating to Board / Committee Meeting(s). The Directors of the Company receive the Board papers in electronic form through this application, which can be accessed only through iPad / MacBook. The application meets the high standards of security and integrity that is required for storage and transmission of Board / Committee Agenda and Minutes in electronic form.

The Board provides the overall strategic direction and periodically reviews strategy and business plans, annual operating and capital expenditure budgets and oversees the actions and results of the Management to ensure that the long-term objectives of enhancing shareholders' values are met. The Board also, *inter-alia*, considers and reviews adoption of quarterly / half-yearly / annual results, major accounting provisions and write-offs, compliances, business policies, borrowings, Minutes of Meetings of the Audit and other Committee(s) of the Board. The Board reviews compliance report of all laws applicable to the Company on quarterly basis.



The draft Minutes of the proceedings of the Meetings of the Board / Committee(s) are circulated to all the members of the Board or the Committee(s) for their perusal, within fifteen days from the date of the conclusion of the Meeting. Comments, if any, received from the Directors are incorporated in the Minutes, in consultation with the Chairperson. The Minutes are approved by the members of the Board / Committee(s), prior to the next meeting and confirmed there at.

## Information to the Board:

The Board has complete access to the information within the Company, which, *inter-alia*, includes:

- Annual Revenue Budgets and Capital Expenditure Plans of the Company;
- Quarterly Results of the Company;
- Financing Plans of the Company;
- Minutes of the Meetings of the Board of Directors and Committees of the Board;
- Risk Management System, Risk Management Policy, and Strategy followed;
- Audit Reports issued by the Statutory Auditors, Internal Auditors and Secretarial Auditors including Report on Internal Capital Adequacy Assessment Process (ICAAP);
- Details of Potential Acquisition(s) or Collaboration Agreement(s), if any;
- Any issue, which involves possible public liability claims of substantial nature, including any judgment or order, if any, which may have strictures on the conduct of the Company;
- Details of incidences of fraud;
- Functioning of Customer Grievance Redressal Mechanism; and
- All Supervisory Letters / Outcome of inspection undertaken by the regulatory authority along with management responses, etc.

## Board Meetings held during the year:

The Board meets at least once a quarter to review the quarterly results and other items on the agenda. Additional meetings are held as and when necessary. During the Financial Year ("FY") 2023-24, the Board met 5 (Five) times i.e. on April 26, 2023, June 14, 2023, July 26, 2023, October 27, 2023, and January 23, 2024 and not more than 120 (one hundred and twenty) days elapsed between the 2 (two) Meetings. The required quorum was present at all the above Meetings. The Meetings of the Board are generally held at the Registered Office of the Company.

## Attendance & Other details:

The attendance of the members of the Board at the Board Meetings held during the FY 2023-24, at the previous Annual General Meeting ("AGM") held on June 22, 2023, and also the number of other Directorships and Memberships / Chairpersonships of the Committee(s) held by them as on March 31, 2024 are as follows:

Name of the Director	Director since	Category	DIN	Age (in Years)	Board Meetings		Attendance at the previous AGM	Number of Directorships and Committee Membership/ Chairpersonship (including in Company)			No. of Independent Directorships <sup>3</sup>
					No. of meetings held during the year	No. of meetings attended		Directorship <sup>1</sup>	Member <sup>2</sup>	Chairperson <sup>2</sup>	
Mr. Motilal Oswal <sup>4</sup>	October 1, 2013	P, C & NED	00024503	61	5	5	Yes	5	3	0	NIL
Mr. Raamdeo Agarawal	October 1, 2013	P, NED	00024533	67	5	4	Yes	7	3	2	NIL



# Report on Corporate Governance (Contd..)

Name of the Director	Director since	Category	DIN	Age (in Years)	Board Meetings		Attendance at the previous AGM	Number of Directorships and Committee Membership/ Chairpersonship (including in Company)			No. of Independent Directorships <sup>3</sup>
					No. of meetings held during the year	No. of meetings attended		Directorship <sup>1</sup>	Member <sup>2</sup>	Chairperson <sup>2</sup>	
Mr. Sukesh Bhowal <sup>5</sup>	October 27, 2023	MD & CEO	10242971	51	2	2	Yes	1	NIL	NIL	NIL
Mrs. Divya Momaya	September 25, 2020	ID	00365757	44	5	5	Yes	6	8	3	3
Mr. P. H. Ravikumar	October 27, 2021	ID	00280010	72	5	5	Yes	11	5	2	2
Mrs. Neha Gada <sup>6</sup>	October 27, 2023	ID	01642373	48	1	1	NA	8	9	2	4

P – Promoter, C – Chairman, NED – Non-Executive Director, MD & CEO – Managing Director & Chief Executive Officer, ID – Independent Director (Non-Executive)

## Notes:

- <sup>1</sup> Section 8 companies are excluded.
  - <sup>2</sup> Memberships include Chairpersonships. Only memberships of Audit Committee and Stakeholders Relationship Committee are considered. This includes memberships in deemed public company.
  - <sup>3</sup> Only Equity listed companies are considered.
  - <sup>4</sup> Mr. Motilal Oswal was designated as an Interim Managing Director of the Company with effect from August 1, 2022 for a term of 1 year at the Meeting of Board of Directors held on July 27, 2022. Accordingly, term of Mr. Motilal Oswal as an Interim Managing Director has been completed on July 31, 2023. Further, Mr. Motilal Oswal continues to be the Chairman & Non-Executive Director of the Company.
  - <sup>5</sup> Appointed as the Managing Director & Chief Executive Officer of the Company w.e.f. October 27, 2023.
  - <sup>6</sup> Appointed as an Independent Director of the Company w.e.f. October 27, 2023.
- None of the Directors hold directorship in more than twenty (20) Indian companies, with not more than ten (10) public limited companies. Further, pursuant to Regulation 26(1) of the Listing Regulations, none of the Directors on the Board are Members of more than 10 (ten) Committees and Chairperson of more than 5 (five) Committees across all listed entities in which they hold Directorship.
  - Further, pursuant to Regulation 17A of the Listing Regulations, none of the Independent Directors hold office as an Independent Director in more than 7 (seven) equity listed companies.
  - Further, Executive Director of the Company is not serving as an Independent Director in any company.

## Details of Directorship in Listed Entities as on March 31, 2024:

The details of directorship held by Directors of the Company in other listed entities as on March 31, 2024 are as follows:

Sr. No.	Name of the Director	Name of the Listed Entity*	Category of Directorship
1.	Mr. Motilal Oswal	• Motilal Oswal Financial Services Limited	Managing Director & Chief Executive Officer
2.	Mr. Raamdeo Agarawal	• Motilal Oswal Financial Services Limited	Non-Executive Director
3.	Mr. Sukesh Bhowal	NIL	NA



Sr. No.	Name of the Director	Name of the Listed Entity*	Category of Directorship
4.	Mrs. Divya Momaya	<ul style="list-style-type: none"> <li>Motilal Oswal Financial Services Limited</li> <li>GTPL Hathway Limited</li> <li>Blue Jet Health Care Limited</li> </ul>	Independent Director
5.	Mr. P. H. Ravikumar	<ul style="list-style-type: none"> <li>Bharat Forge Limited</li> <li>Aditya Birla Capital Limited</li> </ul>	Independent Director
6.	Mrs. Neha Gada	<ul style="list-style-type: none"> <li>Aarti Drugs Limited</li> <li>Asian Star Company Limited</li> <li>Sejal Glass Limited</li> <li>Tamboli Industries Limited (formerly Tamboli Capital Limited)</li> </ul>	Independent Director

\*Pursuant to Regulation 17A of the Listing Regulations, only equity listed entities are considered for reckoning directorship in listed entities.

#### Details of change in composition of the Board during FY 2022-23 and FY 2023-24:

Sr. No.	Name of the Director	Capacity (i.e. Executive/Non-Executive/Chairman/Promoter nominee/ Independent)	Nature of change (resignation, appointment)	Effective date
1.	Mrs. Divya Momaya <sup>1</sup>	ID	Appointment	September 25, 2023
2.	Mr. Motilal Oswal <sup>2</sup>	C & NED	Appointment	August 1, 2023
3.	Mr. Sukesh Bhowal <sup>3</sup>	MD & CEO	Appointment	October 27, 2023
4.	Mrs. Neha Gada <sup>4</sup>	ID	Appointment	October 27, 2023
5.	Mr. Motilal Oswal <sup>5</sup>	C & ED	Appointment	August 1, 2022
6.	Mr. Navin Agarwal	NED	Resignation	April 26, 2022

#### Notes:

- <sup>1</sup> Re-appointed as an Independent Director of the Company for a second term of 5 (five) Years w.e.f. September 25, 2023.
- <sup>2</sup> Re-designated as Chairman & Non-Executive Director of the Company from Chairman & Interim Managing Director w.e.f. August 1, 2023.
- <sup>3</sup> Appointed as the Managing Director & Chief Executive Officer of the Company w.e.f. October 27, 2023.
- <sup>4</sup> Appointed as an Independent Director of the Company w.e.f. October 27, 2023.
- <sup>5</sup> Designated as an Interim Managing Director from Non-Executive Director w.e.f. August 1, 2022.

None of the Independent Directors of the Company have resigned during the FY 2022-23 and FY 2023-24 before the expiry of their term.

#### Meeting of Independent Directors:

Section 149(8) of the Act read with Schedule IV to the Act and Regulation 25(3) of Listing Regulations requires the Independent Directors of the Company to hold at least one meeting in a financial year, without the attendance of Non-Independent Directors and members of the Management. During the year under review, the meeting of Independent Directors of the Company was held on April 26, 2023, pursuant to the provisions of the Act and the Listing Regulations.

The Chairperson of aforesaid Meeting of Independent Directors was Mrs. Divya Momaya.

#### Familiarization Programmes for Independent Directors:



# Report on Corporate Governance (Contd..)

The Company, on an ongoing basis strives to keep the Board, specifically the Independent Directors informed and updated with matters related to the industry and business environment in which we operate, our business model, risk metrics, mitigation and management, ever-evolving governing regulations, information technology (including cyber security), their roles, rights, and responsibilities and any other major developments and updates.

The Company has familiarized the Independent Directors with in-depth insight and understanding of the businesses and operations of the Company, their roles & responsibilities in the Company, Housing industry scenario, etc., which enables and assists them to make better informed decisions in the interest of the Company and its stakeholders.

The details of familiarization programme imparted to the Independent Directors of the Company are available on the Company’s website at <https://motilalosalhf.com/corporate-announcements/specials/>.

### Directors and Officers (“D&O”) Insurance:

Pursuant to Regulation 25(12) of the Listing Regulations, the Company has D&O Insurance in place for all its Directors and Officers, covering such quantum and risk as determined by the Company.

### Matrix setting out the Skills / Expertise / Competence of the Board of Directors:

The following is the list of core Skills / Expertise / Competencies possessed by the Board of Directors of the Company, which are essential for the functioning of the Company in an effective manner:

Sr. No.	Name of the Directors	Skills / Expertise / Competences						
		Business	Leadership & Strategic Planning	Financial Expertise	Risk Management	Legal, Compliance & Governance	Marketing & Sales	Digital & Information Technology
1.	Mr. Motilal Oswal	✓	✓	✓	✓	✓	✓	✓
2.	Mr. Raamdeo Agarawal	✓	✓	✓	✓	✓	✓	✓
3.	Mr. Sukesh Bhowal	✓	✓	✓	✓	✓	✓	✓
4.	Mr. P. H. Ravikumar	✓	✓	✓	✓	✓	✓	✓
5.	Mrs. Divya Momaya	✓	✓	✓		✓	✓	✓
6.	Mrs. Neha Gada	✓	✓	✓		✓		

### Committees of the Board:

With a view to have more focused attention on the business and for better governance & accountability, the Board has constituted various committees including but not limited to below mentioned Committees under the Act, Listing Regulations, RBI Guidelines for compliance and / or administrative purposes:

- 1) Audit Committee
- 2) Nomination and Remuneration Committee
- 3) Stakeholders Relationship Committee
- 4) Corporate Social Responsibility Committee
- 5) Risk Management Committee
- 6) Finance and Securities Allotment Committee
- 7) Asset Liability Management Committee
- 8) Information Technology (“IT”) Strategy Committee
- 9) Customer Service & Grievance Redressal Committee
- 10) Identification Committee



All decisions pertaining to the constitution of the Committees, appointment of members and fixing of terms of reference for the Committees are taken by the Board of Directors. The Committees make specific recommendations to the Board on various matters whenever required. All observations, recommendations and decisions of the Committees are placed before the Board for information/approval.

## 1) Audit Committee

### Composition, Meetings and Attendance:

During the FY 2023-24, the Audit Committee met 4 (four) times i.e. on April 26, 2023, July 26, 2023, October 27, 2023 and January 23, 2024 and not more than 120 (one hundred and twenty) days elapsed between the 2 (two) Meetings. The necessary quorum was present for all the meetings with the presence of at least 2 (two) Independent Directors as required under Regulation 18(2)(b) of the Listing Regulations.

In compliance with the Act and Regulation 18(1)(c) of the Listing Regulations, all the members of the Audit Committee are financially literate. Moreover, the Audit Committee has members who have relevant experience in financial matters as well as have accounting or related financial management expertise.

The details of Composition of the Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mrs. Divya Momaya	September 25, 2020	ID	Chairperson	4	4
Mr. Motilal Oswal	October 14, 2013	C&NED	Member	4	4
Mr. P. H. Ravikumar	October 27, 2021	ID	Member	4	4
Mrs. Neha Gada <sup>1</sup>	October 27, 2023	ID	Member	1	1

<sup>1</sup> Appointed as Member of the Committee w.e.f. October 27, 2023.

The Company Secretary functions as the Secretary to the Audit Committee. The Audit Committee invites representative of Internal Auditors and Statutory Auditors and any other such executives as may be required to be present at the meetings of the Committee.

Mrs. Divya Momaya, Chairperson of the Committee was present at the AGM of the Company held on June 22, 2023, to answer the queries of the Shareholders.

### Terms of Reference:

The terms of reference of the Audit Committee, *inter-alia*, includes the following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement are correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
  - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of Section 134 of the Act.
  - Changes, if any, in accounting policies and practices and reasons for the same.
  - Major accounting entries involving estimates based on the exercise of judgment by management.
  - Significant adjustments made in the financial statements arising out of audit findings.
  - Compliance with listing and other legal requirements relating to financial statements.
  - Disclosure of any related party transactions.



- g. Qualifications in the draft audit report.
- (e) Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- (f) Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of public or rights issue and making appropriate recommendations to the Board to take up steps in this matter;
- (g) Reviewing and monitoring the auditor's independence and performance and effectiveness of audit process;
- (h) Approval or any subsequent modification of transactions of the company with related parties;
- (i) Scrutiny of inter-corporate loans and investments;
- (j) Valuation of undertakings or assets of the company, wherever it is necessary;
- (k) Evaluation of internal financial controls and risk management systems;
- (l) Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- (m) Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- (n) Discussion with internal auditors of any significant findings and follow up there on;
- (o) Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- (p) Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post audit discussion to ascertain any area of concern;
- (q) To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- (r) To review the functioning of the Whistle Blower mechanism / Vigil Mechanism;
- (s) Approval of appointment of CFO (i.e. the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- (t) To review the utilization of loans and / or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crores or 10% of the asset size of the subsidiary;
- (u) To consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and shareholders of the Company;
- (v) Ensure that an Information System Audit of the internal systems and processes is conducted at least once in two years to assess operational risks faced by the Company;
- (w) Any other function as may be mandated by the Board or stipulated by the Companies Act, 2013, Reserve Bank of India / National Housing Bank guidelines or any other regulatory authorities from time to time.

## 2) Nomination and Remuneration Committee

### Composition, Meetings and Attendance:



During the FY 2023-24, the Nomination and Remuneration Committee met 5 (Five) times i.e. on April 26, 2023, June 14, 2023, July 26, 2023, October 27, 2023, and January 23, 2024 and necessary quorum was present for all the meetings with the presence of at least one Independent Director as required under Regulation 19(2A) of the Listing Regulations.

The details of Composition of the Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mrs. Divya Momaya	September 25, 2020	ID	Chairperson	5	5
Mr. Raamdeo Agarawal <sup>1</sup>	July 27, 2022	NED	Member	4	4
Mr. Motilal Oswal <sup>2</sup>	October 27, 2023	C & NED	Member	1	1
Mr. P. H. Ravikumar	October 27, 2021	ID	Member	5	5
Mrs. Neha Gada <sup>2</sup>	October 27, 2023	ID	Member	1	1

<sup>1</sup> Ceased to be a Member of the Committee w.e.f. October 27, 2023.

<sup>2</sup> Appointed as a Member of the Committee w.e.f. October 27, 2023.

The Company Secretary functions as the Secretary to the Nomination and Remuneration Committee.

#### Terms of Reference:

The terms of reference of the Nomination and Remuneration Committee, *inter-alia*, includes the following:

- (a) Formulate criteria to qualify individuals who may become Director or who may be appointed in senior management level of the Company and recommend to the Board of such appointments and removal;
- (b) To ensure 'fit and proper' status of proposed / existing directors;
- (c) Carry out performance evaluation of all Directors;
- (d) Formulate the criteria for determining qualifications, positive attributes and independence of a Director;
- (e) Recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employees. The policy shall be referred as Nomination and Remuneration policy;
- (f) To decide on the commission payable to the Directors within the prescribed limit and as approved by the shareholders of the Company;
- (g) To devise the policy on Board's diversity;
- (h) To formulate, implement and administer Employee Stock Option Scheme(s) of the Company and grant stock options to the employees;
- (i) To recommend to the Board, all remuneration, in whatever form, payable to Senior Management;
- (j) To decide whether to extend or continue the term of appointment of the independent director on the basis of report of performance evaluation of independent director;
- (k) To evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director, in case of appointment of an Independent Director;
- (l) To carry out any other function as mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable and such other powers to be exercised by NRC pursuant to circulars, notifications issued by Statutory & Regulatory authorities from time to time.

#### Nomination and Remuneration Policy:



# Report on Corporate Governance (Contd..)

The success of the organization in achieving good performance and good governing practice depends on its ability to attract and retain individuals with requisite knowledge and excellence as Executive and Non-Executive Directors. With this objective, the Board and the Nomination and Remuneration Committee decides on the appointment, re-appointment and remuneration to be paid to the Directors.

While deciding on the remuneration of the Directors, the Board and Nomination and Remuneration Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, his experience, level of responsibility, past performance and other relevant factors.

The Board and Nomination and Remuneration Committee carry out the performance evaluation of the Directors. Accordingly, on the basis of the report of the performance evaluation of Directors including Independent Directors, the Company decides whether to extend or continue the term of appointment of the Independent Directors. The criteria of performance evaluation of Directors includes the effectiveness in decision making, effectively facilitates the Board Meeting, demonstrating knowledge, etc.

In order to address issues arising out of excessive risk taking caused by misaligned compensation packages, the Reserve Bank of India ("RBI") has issued 'Guidelines on Compensation of Key Managerial Personnel (KMP) and Senior Management in NBFCs' under Master Direction on SBR.

The aforesaid guidelines requires NBFCs to put in place a Board approved compensation policy which shall cover principles for fixed/variable pay structures for Key Managerial Personnel ("KMPs") / Senior Management and malus / clawback provisions. Accordingly, the Board at its Meeting held on January 23, 2023, amended the Nomination and Remuneration Policy by incorporating the requisite clauses as per aforesaid RBI guidelines.

The Nomination and Remuneration Policy of the Company including the criteria for making payments to Directors, Key Managerial Personnel ("KMP") and Senior Management is uploaded on the Website of the Company at <https://motilaloswalhf.com/wp-content/uploads/2024/05/MOHFL-Nomination-and-Remuneration-Policy.pdf>.

## Performance Evaluation:

In terms of the provisions of the Act and Listing Regulations, the Board has carried out an annual evaluation of its own performance, Individual Directors and of its Committees.

The Board of Directors were assisted by the Nomination and Remuneration Committee. The performance evaluation was carried out by seeking inputs from all the Directors / Members of the Committees, as the case may be. The criteria for evaluation of the Board as a whole, *inter-alia*, covered parameters such as Structure of the Board, Meetings of the Board, Functions of the Board and Board & Management. The criteria for evaluation of Individual Directors, *inter-alia*, covered parameters such as knowledge and competency, fulfillment of functions, ability to function as a team, etc. The criteria for evaluation of the Board Committees, *inter-alia*, covered areas related to mandate and composition, effectiveness of the committee, structure of the committee and meetings, etc.

The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The overall performance evaluation exercise was completed to the satisfaction of the Board.

## Remuneration to Executive Directors:

Mr. Motilal Oswal, Chairman and Non-Executive Director, draws remuneration from the Company for his tenure as an Interim Managing Director of the Company which was upto July 31, 2023. Further, Mr. Sukesh Bhowal, Managing Director and Chief Executive Officer, draws remuneration from the Company.

(Amount in ₹)

Name of the Director	Category	Salary <sup>1</sup>	Variable Pay	Perquisites	Total
Mr. Motilal Oswal	C & NED	4,00,000	0	0	4,00,000
Mr. Sukesh Bhowal	MD & CEO	1,76,89,132	1,00,00,000	3,25,665	2,80,14,797
<b>Total</b>	—	<b>1,80,89,132</b>	<b>1,00,00,000</b>	<b>3,25,665</b>	<b>2,84,14,797</b>



<sup>1</sup> Based on policy formulated by the NRC and approved by the Board.

- The aforesaid Managerial remuneration does not include Provision for Gratuity and Insurance Premiums for medical and life.
- The Executive Director is provided with various benefits including reimbursement of expenses, leave travel concession, etc.
- The Executive Director of the Company has not received the pension and severance fees from the Company. Also, the Company has not entered into the service contracts and there is no provision of notice period in the Company for Directors.

#### Remuneration to Non-Executive Directors:

The Independent Directors of the Company are remunerated by way of sitting fees of ₹ 40,000 for every Board Meeting and ₹ 20,000 for every Committee Meeting of the Board attended by them.

The Shareholders of the Company at Annual General Meeting held on June 4, 2021, had passed an enabling resolution for payment of commission to Non-Executive Directors (i.e. directors other than the Managing Director and Whole-time Director of the Company), not exceeding one per cent of the net profits of the Company, computed in the manner referred to in Section 198 and all other applicable provisions of the Act, and such commission to be distributed amongst and paid to the aforesaid Directors concerned in such proportions as the Board may decide, from time to time, based on the recommendation of Nomination and Remuneration Committee.

Accordingly, based on the performance evaluation, contribution of Independent Directors and subject to overall limits approved by the Shareholders and on recommendation of the Nomination and Remuneration Committee, the Board at its meeting held on April 25, 2024 approved the payment of Commission of ₹ 5,00,000, ₹ 2,00,000, and ₹ 1,00,000 to Mr. P H Ravikumar, Mrs. Divya Momaya, and Mrs. Neha Gada, respectively, for the FY 2023-24.

Apart from the reimbursement of expenses incurred in discharge of their duties and the sitting fees and commission that the Independent Directors would be entitled to receive under the Act, none of the Independent Directors have any other material pecuniary relationship or transactions with the Company, its Promoters, its Directors, its Management which would affect their independence.

Details of Sitting Fees and Commission paid to the Non-Executive Directors for the FY 2023-24 are given herein below:

(Amount in ₹)

Name of the Director	Category	Sitting Fees for Board Meetings	Sitting Fees for Committee Meetings	Commission	Total
Mr. Motilal Oswal <sup>1&amp;2</sup>	C & NED	–	–	–	–
Mr. Raamdeo Agarawal <sup>1</sup>	NED	–	–	–	–
Mr. P. H. Ravikumar	ID	2,00,000	3,40,000	5,00,000	10,40,000
Mrs. Divya Momaya	ID	2,00,000	2,80,000	3,00,000	7,80,000
Mrs. Neha Gada	ID	40,000	40,000	1,00,000	1,80,000
<b>Total</b>	–	<b>4,40,000</b>	<b>6,60,000</b>	<b>9,00,000</b>	<b>20,00,000</b>

<sup>1</sup> Mr. Motilal Oswal and Mr. Raamdeo Agarawal are in the service of Motilal Oswal Financial Services Limited (“MOFSL”) and draws remuneration from MOFSL. They are not paid any commission, or sitting fees separately for attending the meetings of the Board and / or any Committee of the Company.



# Report on Corporate Governance (Contd..)

<sup>2</sup> Mr. Motilal Oswal was re-designated as the Chairman & Non-Executive Director of the Company w.e.f. August 01, 2023

In accordance with the provisions of the Act and Listing Regulations, Independent Directors are not eligible for any employee stock options.

## Shares held by the Directors

The details of the equity shares of the Company held by Directors as on March 31, 2024, is given herein below:

Name of the Director	Category	No. of Equity Shares held
Mr. Motilal Oswal	C & NED	10
Mr. Raamdeo Agarawal	NED	10
Mr. Sukesh Bhowal	MD & CEO	NIL
Mrs. Divya Momaya	ID	NIL
Mr. P. H. Ravikumar	ID	NIL
Mrs. Neha Gada	ID	NIL
<b>Total</b>		<b>20</b>

## 3) Stakeholders Relationship Committee

### Composition, Meetings and Attendance:

The Stakeholders Relationship Committee meets as and when required, to deal with the investor related matters. During the FY 2023-24, the Committee met 2 (Two) times i.e. on April 26, 2023 and October 27, 2023.

The details of Composition of the Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. Raamdeo Agarawal	May 10, 2019	NED	Chairman	2	2
Mr. Motilal Oswal	May 10, 2019	C & NED	Member	2	2
Mrs. Divya Momaya	April 26, 2022	ID	Member	2	2

The Company Secretary functions as the Secretary to the Stakeholders Relationship Committee.

Mr. Raamdeo Agarawal, Chairman of the Committee was present at the AGM of the Company held on June 22, 2023, to answer the queries of the Shareholders.

### Terms of Reference:

The terms of reference of the Stakeholders Relationship Committee, *inter-alia*, includes the following:

- To address requests / resolve grievances of security holders including complaints related to transfer / transmission of securities, non-receipt of Annual Report, non-receipt of declared dividends / interests, issue of new / duplicate certificates, general meetings, etc;
- To monitor and transfer the amounts / shares transferable to Investor Education and Protection Fund ("IEPF");
- To approve transfer / transmission of securities;
- Taking decision on waiver of requirement of obtaining the Succession Certificate / Probate of Will on case to case basis;
- To address the remat / demat requests of security holders for rematerialisation / dematerialisation of securities;



- f) To issue duplicate share / debenture certificate(s) reported lost, defaced or destroyed as per the laid down procedure and to resolve the grievances of security holders of the Company;
- g) Attending to complaints of security holders routed by SEBI (SCORES) / Stock Exchanges / Reserve Bank of India or any other Regulatory Authorities;
- h) Specifically look into the various aspects of interest of shareholders, debenture holders and other security holders;
- i) To review measures taken for effective exercise of voting rights by shareholders;
- j) To review adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;
- k) To review various measures and initiatives taken by the company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants / annual reports / statutory notices by the shareholders of the Company;
- l) Any other matters that can facilitate better investor services and relations.

Further, during the year under review, no complaints were received from Shareholders / Investors and there were no pending complaints as on March 31, 2024.

#### SEBI Complaints Redress System (SCORES) and ODR Portal:

SEBI administers a centralised web-based complaints redress system ("SCORES"). It enables investors to lodge and follow-up complaints and track the status of redressal online on the website at <https://scores.sebi.gov.in>. It also enables the market intermediaries and listed companies to receive the complaints from investors against them, redress such complaints and report redressal of such complaints. All the activities starting from lodging of a complaint till its disposal are carried online in an automated environment and the status of every complaint can be viewed online at any time. The Company has registered itself on SCORES and endeavours to resolve all investor complaints received through SCORES.

SEBI vide its Circular No. SEBI/HO/OIAE/OIAE\_IAD-1/P/CIR/2023/131 dated July 31, 2023 (as amended), has extended the scope of existing dispute resolution mechanism to Investors and Listed Companies/Specified Intermediaries / Regulated Entities under the aegis of Stock Exchanges and Depositories by establishing a common Online Dispute Resolution Portal ("ODR Portal") which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian Securities Market. Investors shall first take up their grievance directly with the Company / RTA. If the grievance is not redressed satisfactorily, the investors may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal. Investors are advised to initiate the dispute resolution process through the ODR Portal only after exhausting all the options available for resolution of Investors' grievances and if such grievance is not redressed satisfactorily.

#### 4) Corporate Social Responsibility Committee

##### Composition, Meetings and Attendance:

During the FY 2023-24, the Corporate Social Responsibility ("CSR") Committee met 2 (two) times i.e. on April 26, 2023 and October 27, 2023. The details of Composition of the Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mrs. Divya Momaya	October 27, 2021	ID	Chairperson	2	2
Mr. Motilal Oswal	April 29, 2016	C & NED	Member	2	2
Mr. Raamdeo Agarawal	April 26, 2022	NED	Member	2	2



# Report on Corporate Governance (Contd..)

The CSR Policy devised in accordance with Section 135 of the Act and the details about CSR Policy and initiatives and activities undertaken by the Company on CSR during the Financial Year 2023-24 is annexed as “Annexure-2” to the Board’s Report.

The Company Secretary functions as the Secretary to the Corporate Social Responsibility Committee.

### Terms of Reference:

The terms of reference of the Corporate Social Responsibility Committee, *inter-alia*, includes the following:

- a) Formulate and recommend to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the company as specified in Schedule VII of the Companies Act, 2013;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
- c) Monitor the Corporate Social Responsibility Policy of the Company from time to time;
- d) Update the Board on the implementation of various programmes and initiatives;
- e) Formulate and recommend to the Board for its approval, an annual action plan in pursuance to the Corporate Social Responsibility Policy.

## 5) Risk Management Committee

The Company has a well-defined Risk Management Framework in place and Risk Management Committee, which ensures that the management controls risks through means of a properly defined framework. In addition, the Board has formulated and adopted a Risk Management Policy. The business risks and its mitigation have been dealt with in the Management Discussion and Analysis section of this Annual Report.

### Composition, Meetings and Attendance:

During the FY 2023-24, the Risk Management Committee met 4 (four) times i.e. on April 26, 2024, July 26, 2023, October 27, 2023 and January 23, 2024. The details of Composition of the Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category / Designation	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. P. H. Ravikumar	October 27, 2021	ID	Chairman	4	4
Mr. Motilal Oswal	April 25, 2017	C & NED	Member	4	4
Mr. Raamdeo Agarawal	April 27, 2020	NED	Member	4	3
Mr. Sukesh Bhowal <sup>1</sup>	October 27, 2023	MD & CEO	Member	1	1
Mr. Shalibhadra Shah <sup>2</sup>	July 27, 2022	CFO	Member	4	4
Mr. Bhavin Shah <sup>3</sup>	April 25, 2024	CFO	Member	NA	NA
Mr. Anshuman Singh	July 27, 2022	Head-Risk & Policy	Member	4	4

<sup>1</sup> Appointed as a Member of the Committee w.e.f. October 27, 2023.

<sup>2</sup> Ceased to be a Member of the Committee w.e.f. April 25, 2024.

<sup>3</sup> Appointed as a Member of the Committee w.e.f. April 25, 2024.

The Company Secretary functions as the Secretary to the Risk Management Committee.

### Terms of Reference:

The terms of reference of the Risk Management Committee, *inter-alia*, includes the following:

- a) Reviewing and approving the risk management policy and associated framework, processes and practices of the Company on an annual basis including by considering the changing industry dynamics and evolving complexity;



- b) Ensuring the appropriateness of the Company in taking measures to achieve prudent balance between risk and reward in both ongoing and new business activities;
- c) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- d) Evaluate significant risk exposures and concentration i.e Builder concentration, profile concentration, geographic concentration and take remedial actions;
- e) Laying down the risk tolerance limits and Monitoring risk exposures at periodic intervals;
- f) Reporting to the Board on periodical basis;
- g) Assist the Board in effective operation of risk management system by performing specialized analyses and quality reviews;
- h) Maintaining a group-wise and aggregated view on the risk profile of the Company in addition to the solo and individual risk profile;
- i) Reviewing, investigating the instances reported for unethical behavior of employees or Senior Management Officials and taking suitable disciplinary action against such employees;
- j) Overseeing and Identifying the wilful defaulters;
- k) Monitoring and Reviewing of the Risk Management Plan including Cyber Security risk;
- l) To review the appointment, removal and terms of remuneration of the Chief Risk Officer and make appropriate recommendations to the Board, wherever required;
- m) Coordinate its activities with the Audit Committee in instances where there is any overlap with audit activities (e.g. internal or external audit issue relating to risk management policy or practice);
- n) Undertake such other scope as may be prescribed by applicable law or the Board in compliance with applicable law and regulatory authorities from time to time.

## 6) Finance and Securities Allotment Committee

### Composition, Meetings and Attendance:

The details of Composition of the Finance and Securities Allotment Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. Motilal Oswal	April 13, 2015	C&NED	Chairman	13	13
Mr. Raamdeo Agarawal	April 13, 2015	NED	Member	13	12
Mr. Sukesh Bhowal <sup>1</sup>	January 23, 2024	MD & CEO	Member	3	2

<sup>1</sup> Appointed as a Member of the Committee w.e.f. January 23, 2024.

### Terms of Reference:

The terms of reference of the Finance and Securities Allotment Committee, *inter-alia*, includes the following:

- a) To review, evaluate and approve the Investments to be made by the Company;
- b) To borrow monies from Banks, financial institution, Body Corporate(s) or any other person, including Refinance from NHB, for funding capital requirement of the Company and its subsidiaries, the amount outstanding at any point of time not exceeding the overall limit of ₹ 9,000 crores;
- c) To create Pledge / hypothecate / mortgage and / or charge on both movable and immovable assets not exceeding the overall limit of ₹ 9,000 crores;



# Report on Corporate Governance (Contd..)

- d) To provide loans to any Body Corporate / Person and / or give guarantee or provide security in connection to loan to any other body corporate or person not exceeding the overall limit available under the provisions of the Companies Act, 2013;
- e) To approve and finalise business related matters viz. Securitisation, Asset Reconstruction Transactions, Transfer and Acquisition of Loans, etc.;
- f) Allotment of Shares, Debentures and other securities;
- g) To approve transfer / transmissions of securities;
- h) Acquisition by way of subscription, purchase or otherwise the securities of any body corporate including investment in private equity funds and real estate funds not exceeding overall limits available under the provisions of the Companies Act, 2013;
- i) Affix common seal of the Company on instruments or deeds or on any document(s) as may be required in the presence of at least one Director or such other person as the Committee may appoint for the purpose;
- j) Investments, Deployment, Liquidation and re-deployment of surplus funds of the Company, temporary or otherwise, from time to time, in Units of Mutual Fund Schemes, Units of Liquid Funds, Discounting of Bills of Exchange, Unit of Collective Investment Schemes, Inter-corporate Deposits, Commercial Papers, Derivatives, Foreign Exchange, Government Securities, National Savings Certificates, Postal Savings Certificates, and subject to the provision of Section 186 of the Companies Act, 2013 and investment in any other marketable / financial instrument and any other instrument traded on the Stock Exchange(s) and Commodity Exchange(s) from time to time;
- k) To sign and execute all forms and other documents for the foregoing purposes and to do all such acts as may be ancillary or incidental to the foregoing purposes;
- l) Review and monitoring of the business policies and operational decisions as set by the Board, from time to time;
- m) Supervision and review of the performance of various operational activities on an ongoing basis;
- n) Authorise negotiations and arrangements for operational and administrative requirements;
- o) Opening, operating and closing current / cash credit / overdraft / fixed deposit or other accounts including depository accounts with any scheduled bank and / or depository participant whether in or outside the territory of India, authorize the officials of the Company to operate the same and to vary the existing authorization in respect of these accounts;
- p) Issue of Power of Attorneys / Delegation Letter to the Officials of the Company;
- q) Execute, sign, certify any agreement, MOU, undertaking, document, deed and other writings in relation to the day-to-day matters;
- r) Authorise Officials of the Company to initiate legal action, sign documents / deeds / undertakings and other writings and represent the Company in litigation and settle any legal disputes in connections with any legal proceedings by or against the Company;
- s) Registration, renewal / continuation of registration and continuing compliance and observance of various provisions of Shops & Establishment, Sales Tax, Service Tax, Professional tax and such other legislations and rules, regulations and directions made or issued there under;
- t) Grant of authority to avail online payment gateway facility;
- u) To take decisions with respect to matters of acquisition, disposal and utilization of premises (by way of sale, purchase, lease, leave & license or otherwise) for and on behalf of the Company;
- v) To delegate powers to officials of the Company within the meaning of SARFAESI Act, 2002 & Securities Interest (enforcement) Rules, 2002 (as amended from time to time), for exercising the rights available to Secured Creditors under the said Act / Rules;



- w) To approve the change/s of rate of interest of all loan products or on debentures, debts or any other instruments/financial products issued by the Company;
- x) To grant approval of loans upto ₹ 25 crore to any person, firm or body corporate at any time or from time to time subject to the limits prescribed under the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as may be applicable;
- y) Any incidental or other matter in the ordinary course of business, including delegation of powers for routine matters, and / or may be delegated by the Board, from time to time.

## 7) Asset Liability Management Committee

### Composition, Meetings and Attendance:

The details of Composition of the Asset Liability Management Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category / Designation	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. Motilal Oswal <sup>1</sup>	August 1, 2022	C & NED	Chairman	3	3
Mr. Sukesh Bhowal <sup>2</sup>	October 27, 2023	MD & CEO	Chairman	1	1
Mr. Navin Agarwal <sup>3</sup>	May 10, 2019	NED	Member	1	1
Mr. Shalibhadra Shah <sup>4</sup>	May 10, 2019	CFO	Member	4	4
Mr. Bhavin Shah <sup>5</sup>	April 25, 2024	CFO	Member	NA	NA
Mr. Jithesh Narayanan	October 24, 2019	Head-Treasury	Member	4	4
Mr. Anshuman Singh <sup>6</sup>	April 26, 2023	Head-Risk & Policy	Member	3	3

<sup>1</sup> Ceased to be a Member of the Committee w.e.f. July 31, 2023.

<sup>2</sup> Appointed as a Chairman of the Committee w.e.f. October 27, 2023.

<sup>3</sup> Ceased to be a Member of the Committee w.e.f. April 26, 2023.

<sup>4</sup> Ceased to be a Member of the Committee w.e.f. April 25, 2024.

<sup>5</sup> Appointed as a Member of the Committee w.e.f. April 25, 2024.

<sup>6</sup> Appointed as a Member of the Committee w.e.f. April 26, 2023.

### Terms of Reference:

The terms of reference of the Asset Liability Management Committee, *inter-alia*, includes the following:

- a) Determining the maturity profile of assets and liabilities, mix of incremental assets and liabilities, pricing of deposits and advances, determining the type of funding, monitoring risk levels of the Company, etc.
- (a) Decision making unit responsible for balance sheet planning from risk return perspective including the strategic management.
- (b) Ensuring that the Company operates within the limits / parameters set by the Board through business and risk management committee.
- (c) Liquidity risk management.
- (d) Management of market risks.
- (e) Funding and capital planning.
- (f) Profit planning and growth projection.
- (g) Forecasting and analysing 'what if scenario' and preparation of contingency plans.

## 8) Information Technology ("IT") Strategy Committee

### Composition, Meetings and Attendance:



# Report on Corporate Governance (Contd..)

Pursuant to the provisions of 'Master Direction - Information Technology Framework for the NBFC Sector' (in force till March 31, 2024) issued by the RBI, as amended from time to time, the Company had constituted an IT Strategy Committee at Senior Management Level with the Chairman being an Independent Director.

Further, pursuant to the 'Master Direction on Information Technology Governance, Risk, Controls and Assurance Practices' ("IT Master Direction"), issued by the RBI (effective from April 1, 2024), as amended from time to time, the Company was required to establish a Board level IT Strategy Committee comprising of minimum 3 (three) directors as members with the chairperson being an Independent Director. Accordingly, the Board of Directors of the Company at their Meeting held on January 23, 2024, reconstituted the IT Strategy Committee in alignment with the IT Master Direction.

The details of Composition of the IT Strategy Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. P. H. Ravikumar	October 27, 2021	ID	Chairman	4	4
Mr. Pankaj Purohit <sup>1</sup>	May 10, 2019	Chief Technology Officer	Member	3	3
Mr. Sehul Shah <sup>2</sup>	May 10, 2019	Chief Information Officer	Member	3	3
Mr. Sukesh Bhowal <sup>3</sup>	January 23, 2024	MD & CEO	Member	1	1
Mrs. Divya Momaya <sup>4</sup>	January 23, 2024	ID	Member	1	1
Mr. Tahir Shah <sup>5</sup>	May 10, 2019	Head-IT	Permanent Invitee <sup>5</sup>	4	4
Mr. Shishupal Rathore <sup>6</sup>	January 23, 2024	Chief Information Security Officer	Permanent Invitee	1	1

<sup>1</sup> Ceased to be a Member of the Committee w.e.f. January 23, 2024.

<sup>2</sup> Ceased to be a Member of the Committee w.e.f. January 23, 2024.

<sup>3</sup> Appointed as a Member of the Committee w.e.f. January 23, 2024.

<sup>4</sup> Appointed as a Member of the Committee w.e.f. January 23, 2024.

<sup>5</sup> Ceased to be a Member of the Committee and was designated as Permanent Invitee to the Committee w.e.f. January 23, 2024.

<sup>6</sup> Designated as Permanent Invitee to the Committee w.e.f. January 23, 2024.

The Company also has in place IT Steering Committee and Information Security Committee in accordance with the IT Master Direction under the oversight of IT Strategy Committee.

## Terms of Reference:

The terms of reference of the IT Strategy Committee, *inter-alia*, includes the following:

- Ensure that the Company has put an effective IT strategic planning process in place;
- Guide in preparation of IT Strategy and ensure that the IT Strategy aligns with the overall strategy of the Company towards accomplishment of its business objectives;
- Satisfy itself that the IT Governance and Information Security Governance structure fosters accountability, is effective and efficient, has adequate skilled resources, well defined objectives and unambiguous responsibilities for each level in the Company;
- Ensure that the Company has put in place processes for assessing and managing IT and cybersecurity risks;
- Ensure that the budgetary allocations for the IT function (including for IT security), cyber security are commensurate with the Company's IT maturity, digital depth, threat environment and industry standards and are utilised in a manner intended for meeting the stated objectives;



- f) Review, at least on annual basis, the adequacy and effectiveness of the Business Continuity Planning and Disaster Recovery Management of the Company; and
- g) Carry out any other function as mandated by the Board (including Committees) from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable and such other powers to be exercised by IT Strategy Committee pursuant to circulars, notifications issued by Statutory & Regulatory authorities from time to time.

## 9) Customer Service & Grievance Redressal Committee

### Composition, Meetings and Attendance:

The details of Composition of the Customer Service & Grievance Redressal Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Category	Designation in the Committee	No. of Meetings	
				Held	Attended
Mr. Pradip Singh <sup>1</sup>	April 26, 2022	Principal Officer	Chairman	1	1
Ms. Aalia Shaikh <sup>2</sup>	April 27, 2020	Nodal Officer	Chairperson	4	4
Mr. Tahir Shah	July 29, 2020	Head-IT	Member	4	4
Ms. Sneha Kumari <sup>3</sup>	April 26, 2023	Chief Compliance Officer	Member	3	1

<sup>1</sup> Ceased to be a Member of the Committee w.e.f. April 26, 2023.

<sup>2</sup> Designated as a Chairperson of the Committee w.e.f. from April 26, 2023.

<sup>3</sup> Appointed as a Member of the Committee w.e.f. April 26, 2023.

### Terms of Reference:

The terms of reference of the Customer Service & Redressal Committee, *inter-alia*, includes the following:

- a) To set Grievance Redressal Mechanism to address requests / grievances of customers;
- b) To monitor the Turn Around Time (TAT) for resolution of grievances is complying;
- c) Periodical Review of compliance of the Fair Practices Code and the functioning of the grievances redressal mechanism at various levels of management;
- d) Any other matters that can facilitate better customer services and relations.

## 10) Identification Committee

### Composition, Meetings and Attendance:

The details of Composition of the Identification Committee and the attendance of the Committee Members are given herein below:

Name of the Member	Member of Committee since	Designation in the Committee	No. of Meetings	
			Held	Attended
Mr. Sukesh Bhowal <sup>1</sup>	October 27, 2023	Chairman	0	0
Mr. Ashok Jasani <sup>2</sup>	January 23, 2023	Member	0	0
Mr. Anshuman Singh <sup>3</sup>	October 27, 2021	Member	0	0
Mr. Rajesh Goyal <sup>4</sup>	April 25, 2024	Member	0	0
Mr. Virendra Yadav <sup>5</sup>	April 25, 2024	Member	0	0

<sup>1</sup> Appointed as a Chairman of the Committee w.e.f. April 25, 2024.

<sup>2</sup> Ceased to be Member of the Committee w.e.f. April 25, 2024.

<sup>3</sup> Ceased to be Member of the Committee w.e.f. April 25, 2024.

<sup>4</sup> Appointed as a Member of the Committee w.e.f. April 25, 2024.



<sup>5</sup> Appointed as a Member of the Committee w.e.f. April 25, 2024.

### Terms of Reference:

The terms of reference of the Identification Committee, *inter-alia*, includes the following:

- (a) To identify the wilful default and defaulters;
- (b) To issue the Show Cause Notice to the concerned borrower and wilful defaulters;
- (c) To issue an order recording the fact of wilful default and the reasons for the same;
- (d) To inform the Board about an order referred in (c) for review;
- (e) To undertake such other acts or activities as may be determined by the Board of the Company.

### Policy on Prevention of Sexual Harassment of Women at Workplace

The Company values the dignity of individuals and strives to provide a safe and respectable work environment to all its employees. The Company is committed to provide an environment, which is free of discrimination, intimidation and abuse. The Company believes that it is the responsibility of the organisation to protect the integrity and dignity of its women employees and also to avoid conflicts and disruptions in the work environment due to such cases. The Company has adopted a 'Policy on Prevention of Sexual Harassment at Workplace' as per the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ("Prevention of Sexual Harassment Act") and an Internal Complaints Committee has also been set up to redress complaints received regarding sexual harassment. As per the policy, any women employee may report her complaint to the Committee. We affirm that adequate access was provided to any complainant who wish to register a complaint under the policy.

Sr. No.	Category	No. of Complaints			
		Pending as on April 1, 2023	Filed during the year	Disposed of during the year	Pending as on March 31, 2024
1	Sexual Harassment	0	0	0	0
2	Discriminatory Employment	0	0	0	0

### Management Discussion and Analysis

The Annual Report has a detailed chapter on Management Discussion and Analysis.

### General Body Meetings

The details of the Annual General Meetings held during past three years are given herein below:



No.	Date	Venue	Time	Special Resolutions passed
8 <sup>th</sup> AGM	June 4, 2021	Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025 (deemed venue)	4:00 P.M	<ul style="list-style-type: none"> <li>• Appointment of Mr. Arvind Hali (DIN: 05285114) as Managing Director &amp; Chief Executive Officer of the Company;</li> <li>• Borrowing limits of the Company under Section 180(1)(c) of the Companies Act, 2013;</li> <li>• Creation of Charge / Mortgage on the properties of the Company under Section 180(1)(a) of the Companies Act, 2013;</li> <li>• Issue of redeemable non-convertible debentures through private placement;</li> <li>• Approve payment of Commission to Non-Executive Directors.</li> </ul>
9 <sup>th</sup> AGM	June 24, 2022	Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025 (deemed venue)	4:00 P.M.	<ul style="list-style-type: none"> <li>• Issue Redeemable Non-Convertible Debentures through private placement basis;</li> <li>• Appointment of Mr. P. H. Ravikumar (DIN: 00280010) as an Independent Director of the Company;</li> <li>• Approval for giving loan, and / or providing security in connection with a loan, to any other person specified under Section 185 of the Companies Act, 2013;</li> <li>• Approval of Motilal Oswal Home Finance Limited – Employee Stock Option Scheme – 2022 for issuance of Stock Options to the employees of the Company;</li> <li>• Approval of the extension of benefits of Motilal Oswal Home Finance Limited – Employee Stock Option Scheme – 2022 and Issuance of Stock Options to the employees of holding Company / future subsidiary companies of the Company.</li> </ul>



# Report on Corporate Governance (Contd..)

No.	Date	Venue	Time	Special Resolutions passed
10 <sup>th</sup> AGM	June 22, 2023	Video Conferencing (“VC”)/ Other Audio Visual Means (“OAVM”) at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai-400025 (deemed venue)	4:00 P.M.	<ul style="list-style-type: none"> <li>• Approval for Alteration in Articles of Association of the Company;</li> <li>• Issue of redeemable non-convertible debentures through private placement;</li> <li>• Re-appointment of Mrs. Divya Momaya (DIN: 00365757) as an Independent Director of the Company;</li> <li>• Approval of Motilal Oswal Home Finance Limited – Employee Stock Option Scheme – 2023 for issuance of Stock Options to the employees of the Company;</li> <li>• Approval for extension of benefits of Motilal Oswal Home Finance Limited – Employee Stock Option Scheme – 2023 and Issuance of Stock Options to the employees of holding Company / future subsidiary companies of the Company.</li> </ul>

## Postal Ballot Resolution(s)

Pursuant to Section 110, 108 and other applicable provisions, if any, of the Act, read together with the Companies (Management and Administration) Rules, 2014, Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (the “MCA”) for holding general meetings / conducting postal ballot through e-voting vide General Circular Nos. 14/2020 dated 08 April 2020; 17/2020 dated 13 April 2020; 22/2020 dated 15 June 2020; 33/2020 dated 28 September 2020; 39/2020 dated 31 December 2020; 10/2021 dated 23 June 2021; 20/2021 dated 8 December 2021; 3/2022 dated 5 May 2022 and 11/2022 dated 28 December 2022 (the “MCA Circulars”), the Company conducted postal ballot by way of voting through electronic means (remote e-voting) to obtain approval of its Members for the below-mentioned Special Resolutions:

- 1) Appointment of Mr. Sukesh Bhowal (DIN: 10242971) as the Managing Director & Chief Executive Officer of the Company;
- 2) Appointment of Mrs. Neha Gada (DIN: 01642373) as an Independent Director of the Company;
- 3) Amendment to Motilal Oswal Home Finance Limited – Employees’ Stock Option Scheme(s).

The Company had sent the Postal Ballot Notice dated November 23, 2023, by way of e-mail to the Members whose names appeared in the Register of Members / Register of Beneficial Owners maintained by the Depositories as on Friday, November 17, 2023 (“Cut-off Date”) and who had registered their e-mail IDs with the Depositories / Depository Participants / Company. The Company had offered remote e-voting facility to all its Members as on the Cut-off Date to exercise their right to vote. For this purpose, the Company had availed the services of Link Intime India Private Limited (“LI IPL”).

The Company had appointed Mr. Umashankar Hegde (ACS – 22133), Practicing Company Secretary as the Scrutinizer to scrutinize the entire Postal Ballot Process in a fair and transparent manner. The Scrutinizer submitted his report to the Chairman on completion of Scrutiny on December 26, 2023, and voting results of the said postal ballot were announced and the said results were made available at the Company’s website at

# Report on Corporate Governance (Contd.)



<https://motilalosalwalhf.com/wp-content/uploads/2023/12/Scrutinisers-Report-%E2%80%93-December-26-2023.pdf> and also placed at the Registered Office of the Company. Further, the Special Resolutions, as set out in the Postal Ballot Notice dated November 23, 2023, were duly approved through Postal Ballot by the Members of the Company with the requisite majority on December 26, 2023.

Description of Resolution as given in the Postal Ballot Notice	Particulars of Votes cast						Result Declared
	E-Voting						
	Votes cast in favour of the resolution		Votes cast against the resolution		Invalid Votes		
	No.	%	No.	%	No.	%	
<b>Special Business</b>							
Appointment of Mr. Sukesh Bhowal (DIN: 10242971) as the Managing Director & Chief Executive Officer of the Company	5,92,48,78,367	100	0	0	0	0	Approved by requisite majority
Appointment of Mrs. Neha Gada (DIN: 01642373) as an Independent Director of the Company	5,92,48,78,367	100	0	0	0	0	Approved by requisite majority
Amendment to Motilal Oswal Home Finance Limited – Employees’ Stock Option Scheme(s)	5,92,48,78,365	99.9999999	2	0.000001	0	0	Approved by requisite majority

Further, no Special Resolution is proposed to be passed through Postal Ballot as on the date of this Report.

## Means of Communication

The Company, from time to time and as may be required, communicates with its Shareholders and Investors through multiple channels of communications including the following:

- Dissemination of information on the website of the Stock Exchange(s);
- Annual Reports;
- Uploading relevant information on the Company’s website; and
- Newspaper publication(s).

The Company publishes quarterly, half-yearly and annual results generally in Financial Express newspaper. The Company’s results are displayed on the Company’s website at <https://motilalosalwalhf.com/quarterly-reports/>.

The Company informs BSE Limited (“BSE”) about all price sensitive matters or such other matters which in its opinion are material and of relevance to the members and the same are also displayed on the Company’s website.

**BSE Corporate Compliance & Listing Centre (‘Listing Centre’):** The BSE Listing Centre is a web-based application designed by BSE for corporates. All periodical compliance filings like corporate governance report, financial results among others are filed electronically on the Listing Centre.

## General Shareholders’ Information

Annual General Meeting Date, Time and Venue	<b>Date:</b>	Tuesday, June 25, 2024
	<b>Time:</b>	11:00 A.M.
	<b>Venue:</b>	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai 400025 through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) (Deemed Venue)



# Report on Corporate Governance (Contd..)

<b>Financial Year</b>	The financial year of the Company comprises of period of 12 months from April 1 to March 31.		
<b>Dividend Payout Date</b>	–		
<b>Listing on Stock Exchanges</b>	Only Non-Convertible Debentures of the Company are Listed on BSE.		
<b>Stock Code / ISIN</b>	<b>Equity:</b>	<b>ISIN</b>	<b>Scrip Code</b>
		INE658R01011	Not Applicable
	<b>Debt:</b>	<b>ISIN</b>	<b>Scrip Code</b>
		INE658R08180	973781
<b>Note</b> - Equity shares are not listed on stock exchange(s), however, NCDs issued by the Company are listed on BSE Limited.			
<b>Dematerialization of Shares and liquidity</b>	As on March 31, 2024, 99.80% of the total equity share capital of the Company was held in dematerialized form with National Securities Depository Limited and Central Depository Services (India) Limited and 0.20% of total equity share capital of the Company was held in Physical form.		
<b>Outstanding GDRs / ADRs/ Warrants or any Convertible instruments, conversion date and likely impact on equity</b>	As on March 31, 2024, the Company did not have any outstanding GDRs / ADRs / Warrants or any Convertible instruments (excluding ESOPs).		
<b>Commodity price risk or foreign exchange risk and hedging activities</b>	During the year under review, the Company continues to manage the foreign exchange risk by holding the hedges on the outstanding principal on its foreign currency borrowings. The interest rate risk on the outstanding borrowings have been fully hedged through a currency interest rate swaps for all future cash flows due till December 2026. Further, the Company has no commodity exposure; hence, the impact of commodity price risk is Nil.		
<b>Plant Locations</b>	The Company is in the business of housing finance, therefore, it does not have any manufacturing plants.		
<b>Registrar and Share Transfer Agent</b>	<b>Link Intime India Private Limited</b> (Registrar and Transfer Agent) C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083; <b>Tel:</b> +91 22 49186000; <b>Fax:</b> +91 22 49186060; <b>Email:</b> <a href="mailto:rnt.helpdesk@linkintime.co.in">rnt.helpdesk@linkintime.co.in</a> ; <b>Website:</b> <a href="http://www.linkintime.co.in">www.linkintime.co.in</a> .		
<b>Name, Designation and Address of the Compliance Officer</b>	<b>Mr. Sunny Ganatra</b> Company Secretary & Compliance Officer Motilal Oswal Home Finance Limited Motilal Oswal Tower, Rahimtullah Sayani Road, Opp. Parel ST Depot, Prabhadevi, Mumbai – 400025; <b>Tel:</b> +91 22 7193 4101 <b>Fax:</b> +91-22-5036 2365; <b>E-mail:</b> <a href="mailto:corpsec@motilaloswal.com">corpsec@motilaloswal.com</a> .		
<b>List of all credit ratings obtained along with any revisions thereto during the relevant financial year</b>	The details of credit rating obtained by the Company is included in Board's Report forming part of Annual Report of the Company.		



## Disclosures:

i) The Company has complied with all the requirements of regulatory authorities. No penalties / strictures were imposed on the Company by Stock Exchange / SEBI / any statutory authority on any matter related to capital markets, during last three years. Further, there were no penalties / strictures imposed on the Company by the Reserve Bank of India / National Housing Bank and there were no adverse findings/comments.

### ii) Whistle Blower Policy / Vigil Mechanism

Pursuant to the provisions of Regulation 22 of the Listing Regulations and Section 177 of the Act, the Company has established a Vigil Mechanism / Whistle Blower Policy for Directors and employees to report genuine concerns about unethical behavior, actual or suspected fraud or violation of the company's code of conduct or ethics policy.

This mechanism provides for adequate safeguards against victimization of director(s) / employee(s) who avail the mechanism and makes provision for direct access to the Chairperson of the Audit Committee. The policy has been uploaded on the website of the Company at [https://motilalosalwalhf.com/wp-content/uploads/2023/07/MOHL\\_WHISTLEBLOWER\\_POLICY\\_VER\\_1.1-July-26-2023-review.pdf](https://motilalosalwalhf.com/wp-content/uploads/2023/07/MOHL_WHISTLEBLOWER_POLICY_VER_1.1-July-26-2023-review.pdf).

We affirm that no director/employee of the Company was denied access to the Audit Committee.

iii) The Company has complied with all the mandatory requirements of the Listing Regulations.

iv) During the period under review, the Company has not raised any funds through preferential allotment or qualified institutional placement.

### v) Compliance with Non-Mandatory Requirements

The Company has complied with the following non-mandatory requirements as prescribed in Regulation 27 Schedule II Part E of the Listing Regulations:

a) **Modified Opinion in Auditors Report:** The Company's Financial Statements for the Financial Year 2023-24 do not contain any modified audit opinion. Your Company continues to adopt best practices to ensure regime of financial statements with unmodified audit qualifications.

b) **Reporting of Internal Auditor:** The Internal Auditor reports to the Audit Committee. The Internal Auditor also participates in the meetings of the Audit Committee and also presents internal audit observations to the Audit Committee.

vi) The Company has complied with the Corporate Governance requirements specified in Regulation 15 to 27 of the Listing Regulations and paras (2) to (10) mentioned in Part 'C' of Schedule V of the Listing Regulations during the year under review.

Compliance Certificate from M/s. Aabid & Co., Secretarial Auditor of the Company confirming compliance with the of conditions of Corporate Governance for the Financial Year ended March 31, 2024, in terms of Schedule V Para E to the Listing Regulations is annexed to this Report as "Annexure A".

vii) M/s. Aabid & Co., Practicing Company Secretaries, has certified that none of the Directors of the Company have been debarred or disqualified from being appointed or continuing as Director of the Company by SEBI or Ministry of Corporate Affairs or any such statutory authority, is annexed to this Report as "Annexure A".

### viii) Fees to Statutory Auditors

The details of total fees paid to M/s. Singhi & Co., Statutory Auditors, for FY 2023-24 is given below:

(Amount in ₹)

Type of Service	Amount Paid
Statutory Audit, Certifications and Other services	28 Lakhs

ix) The Board of Directors confirmed that, during the year under review, it has accepted all recommendations received from its mandatory committees.



x) The Company does not have any material subsidiary as on date of this report.

**xi) Related Party Transactions**

The Company has a Board approved Policy on Materiality and dealing with Related Party Transactions. The Policy intends to ensure that proper reporting, approval and disclosure processes are in place for all transactions entered into between the Company and its related parties. Policy on Materiality and dealing with Related Party Transactions is uploaded on the Company’s website at <https://motilaloswalhf.com/wp-content/uploads/2024/05/MOHFL-Policy-on-Materiality-and-Dealing-with-Related-Party-Transactions-Final.pdf>.

There were no materially significant transactions with related parties that may have potential conflict with the interest of the Company at large. Details of related party transactions entered into by the Company in the ordinary course of business are included in the notes forming part of the Financial Statements. Details of material related party transactions which require approval of the Shareholders of the Company has been detailed in the notice convening the ensuing AGM.

Further, there were no financial or commercial transactions by the senior management where their personal interests may have potential conflict with the interests of the Company.

**xii) CEO/CFO Certification**

The Managing Director and the Chief Financial Officer of the Company give annual certification on financial reporting and internal controls to the Board in terms of Regulation 17(8) of the Listing Regulations. The Managing Director and Chief Financial Officer provide quarterly certification on the financial results while placing the financial results before the Board.

The annual certificate given by the Managing Director & Chief Executive Officer and the Chief Financial Officer of the Company is annexed to this Report as “Annexure B”.

**xiii) Senior Management Personnel**

The particulars of Senior Management Personnel of the Company as on March 31, 2024 are given herein below:

Name	Designation
Mr. Shobhit Doru	Chief Operating Officer
Mr. Rajesh Maiya U D	Chief Business Officer
Mr. Bhavin Shah	Chief Financial Officer
Mr. Sunny Ganatra	Company Secretary & Compliance Officer
Mr. Shishupal Singh Rathore	Chief Information Security Officer
Ms. Sneha Kumari	Chief Compliance Officer
Mr. Rajesh Goyal	Head – Collections & Recovery
Mr. Anshuman Singh	Head – Risk & Policy
Mr. Parthivsinh G Vaghela	Head-Construction Finance
Mr. Pradip B Singh	Head – Audit and RCU
Ms. Priyanka Shrivastav	Head HR

**xiv) Disclosure by listed entity and its subsidiaries of ‘Loans and advances in the nature of loans to firms/ companies in which directors are interested by name and amount’:**

Loans and advances in the nature of loans to firms / companies in which Directors are interested are disclosed in notes to the standalone financial statements. No other loans / advances were given to any company / firm in which any of the Directors are interested, except for those which are disclosed in the notes to standalone financial statements.



xv) **Declaration on affirmation with the Code of Conduct**

The Company has Code of Conduct (“Code”) for its Directors and for Senior Management of the Company. The Code has been posted on the Company’s website at <https://motilalosalhf.com/wp-content/uploads/2022/05/Code-of-Conduct-for-Directors-and-Senior-Management.pdf>.

A declaration signed by Mr. Sukesh Bhowal, Managing Director & Chief Executive Director, stating that the members of the Board of Directors and Senior Management Personnel have affirmed compliance with the Code of Conduct, in accordance with Para D of Schedule V of the Listing Regulations is annexed as “Annexure C”

xvi) **Disclosure of Accounting Treatment in Preparation of Financial Statements**

The Company has adopted Indian Accounting Standards (Ind AS) with effect from April 1, 2018. The financial statements have been prepared in accordance with the recognition and measurement principles laid down in Ind AS notified under Section 133 of the Act read with relevant Rules issued thereunder and other accounting principles generally accepted in India.



## Annexure A

To,  
The Members,  
**MOTILAL OSWAL HOME FINANCE LIMITED,**  
Motilal Oswal Tower, Rahimtullah Sayani Road,  
Opposite Parel ST Depot, Prabhadevi,  
Mumbai, Maharashtra, India, 400025

**Corporate Governance Compliance Certificate**  
**[Pursuant to Regulation 34(3) and Schedule V Para E of the SEBI**  
**(Listing Obligations and Disclosure Requirements) Regulations, 2015]**

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Motilal Oswal Home Finance Limited having CIN: U65923MH2013PLC248741 and having its registered office at Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400025 (hereinafter referred to as 'the Company') and the compliance of the conditions of Corporate Governance as stipulated in Regulations 17 to 27 and para C, D and E of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter called "Listing Regulations") for the year ended on March 31, 2024.

The Compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring the compliance with conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we hereby certify that the Company has complied with the conditions of the Corporate Governance as stipulated in the aforesaid provisions of the Listing Regulations for the year ended on March 31, 2024 and none of the Directors of the Company for the Financial Year ended on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of Company by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such statutory authority.

We further state that such compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Aabid & Co  
Company Secretaries

sd/-  
Mohammad Aabid  
Partner  
Membership No.: F6579  
C.P.No.: 6625  
UDIN: F00657f000234510

Place: Mumbai

Date: April 25, 2024



## Annexure B

### Chief Executive Officer and Chief Financial Officer Certificate

To,

**The Board of Directors  
Motilal Oswal Home Finance Limited**

Dear Sir(s) / Madam,

- A. We have reviewed the financial statements and the cash flow statement of Motilal Oswal Home Finance Limited for the quarter & year ended March 31, 2024 and that to the best of our knowledge and belief:
- these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period which are fraudulent, illegal or in violation of the Company's Code of Conduct.
- C. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps taken or proposed to taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit Committee:
1. that there were no significant changes in internal controls over financial reporting during the period;
  2. that there were no other significant changes in accounting policies made during the period and
  3. that there were no instances of significant fraud of which we have become aware.

Thanking you,

Yours faithfully,

**For Motilal Oswal Home Finance Limited**

sd/-

**Sukesh Bhowal  
Managing Director & Chief Executive Officer  
DIN:10242971**

sd/-

**Bhavin Shah  
Chief Financial Officer**

**Place:** Mumbai

**Date:** April 25, 2024



# Report on Corporate Governance (Contd..)

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## Annexure C

### Declaration on Compliance with Code of Conduct

[Pursuant to Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,

**The Members of  
Motilal Oswal Home Finance Limited**

I, Sukesh Bhowal, Managing Director & Chief Executive Officer of the Company, hereby declare that all Board Members and Senior Management Personnel of the Company have affirmed compliance with the Code of Conduct for Directors and Senior Management of the Company for the Financial Year 2023-24.

**For Motilal Oswal Home Finance Limited**

**sd/-  
Sukesh Bhowal  
Managing Director & Chief Executive Officer  
DIN:10242971**

**Place:** Mumbai

**Date:** April 25, 2024



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# Financial Statements

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# Independent Auditor's Report



To

The Members of **Motilal Oswal Home Finance Limited**

## Report on the Audit of the Financial Statements

### 1. Opinion

We have audited the accompanying financial statements of **Motilal Oswal Home Finance Limited** ("the Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Cash Flows, Statement of Changes in Equity for the year then ended and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, and its profit, total comprehensive income, its cash flows and the changes in equity for the year ended on that date.

### 2. Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under Section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the financial statements.

### 3. Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1	<b>Expected Credit Loss (ECL) on Loans and Advances</b> Ind AS 109 requires the Company to provide for impairment of its loan receivables (designated at amortised cost) using the expected credit loss (ECL) approach.	<b>Our Audit Approach:</b> Our audit approach was a combination of test of internal controls and substantive procedures which included the following: a) Testing the design and effectiveness of internal controls over the following:



# Independent Auditor's Report (Contd..)

Sr. No.	Key audit matters	How our audit addressed the key audit matter
1.	<p>As at March 31, 2024, the carrying value of loan assets measured at amortised cost, aggregated Rs. 4,03,116 lakhs (net of allowance of ECL Rs. 6,500 lakhs).</p> <p>The estimation of ECL on financial instruments involves significant judgement and estimates. As part of our risk assessment, we determined that the allowance for ECL on loan assets has a high degree of estimation uncertainty, with a potential range of reasonable outcomes for the financial statements.</p> <p>The elements of estimating ECL which involved increased level of audit focus are the following:</p> <ol style="list-style-type: none"> <li>Data inputs - The application of ECL model requires several data inputs.</li> <li>Model estimations – Inherently judgmental models are used to estimate ECL which involves determining Probabilities of Default (“PD”), Loss Given Default (“LGD”), and Exposures at Default (“EAD”). The PD and the LGD are the key drivers of estimation complexity in the ECL and as a result are considered the most significant judgmental aspect of the Company’s modelling approach.</li> <li>Qualitative and quantitative factors used in staging the loan assets measured at amortised cost.</li> <li>Economic scenarios – Ind AS 109 requires the Company to measure ECLs on an unbiased forward-looking basis reflecting a range of future economic conditions. Significant management judgement is applied in determining the economic scenarios used and the probability weights applied to them.</li> <li>Adjustments to model driven ECL results to address emerging trends.</li> </ol> <p>Refer Note 30 of the Financial Statements.</p>	<ul style="list-style-type: none"> <li>key controls over the completeness and accuracy of the key inputs, data and assumptions into the Ind AS 109 impairment models.</li> <li>key controls over the application of the staging criteria consistent with the definitions applied in accordance with the policy approved by the Board of Directors including the appropriateness of the qualitative factors.</li> <li>management’s controls over authorisation and calculation of post model adjustments and management overlays to the output of the ECL model.</li> </ul> <ol style="list-style-type: none"> <li>Also, for a sample of ECL allowance on loan assets tested: <ul style="list-style-type: none"> <li>Sample testing over key inputs, data and assumptions impacting ECL calculations to assess the completeness, accuracy and relevance of data, reasonableness of economic forecasts, weights, and model assumptions applied.</li> <li>we evaluated reasonableness of LGD estimates by comparing actual recoveries post the loan asset becoming credit impaired with estimates of LGD; and</li> <li>we tested the mathematical accuracy and computation of the allowances by using the same input data used by the Company.</li> </ul> </li> <li>We also evaluated the adequacy of the adjustment after stressing the inputs used in determining the output as per the ECL Model and ensured that the adjustment was in conformity with the amount approved by the Audit Committee.</li> <li>Testing management’s controls on compliance with disclosures to confirm the compliance with the provisions of relevant provisions of Ind AS 109 and the RBI.</li> <li>Evaluating the appropriateness of the Company’s Ind AS 109 impairment methodologies and reasonableness of assumptions used, including management overlays.</li> <li>For models which were changed or updated during the year, evaluating whether the changes were appropriate by assessing the updated model methodology.</li> <li>Read and assessed the disclosures included in the Ind AS financial statements in respect of expected credit losses with the requirements of Ind AS 107 and Ind AS 109.</li> </ol>



Sr. No.	Key audit matters	How our audit addressed the key audit matter
2.	<p><b>Information Technology (IT) Systems and Controls</b></p> <p>The Company's key financial accounting and reporting processes are highly dependent on the automated controls over the Company's information systems.</p> <p>The Company has separate software applications for management of its loan portfolio from origination to servicing and closure and for the routine accounting. Transfer of data from/to this software are critical for accurate compilation of financial information.</p> <p>Due to extensive volumes, variety and complexity of transactions the operating system is functioning, consistently and accurately, specifically with respect to following:</p> <ul style="list-style-type: none"> <li>• Interest, Fee income and other charges collected on Loans</li> <li>• Bifurcation of the Loan Portfolio based on maturity pattern and Assets Classification based on ageing of default</li> </ul> <p>So, there exists a risk that gaps in the IT general control environment which could result in a misstatement of the financial accounting and reporting records. Accordingly, we have considered user access management, segregation of duties and controls over system change over key financial accounting and reporting systems, as a key audit matter.</p>	<p><b>Our Audit Approach:</b></p> <p>Our audit approach was a combination of test of internal controls and substantive procedures which included the following:</p> <p><b>General IT controls design, observation and operation:</b></p> <ul style="list-style-type: none"> <li>• Tested key controls operating over the information technology in relation to financial accounting and reporting systems, including system access and system change management, program development and computer operations.</li> </ul> <p><b>User access controls operation:</b></p> <ul style="list-style-type: none"> <li>• Obtained management's evaluation of the access rights granted to applications relevant to financial accounting and reporting systems and tested resolution of a sample of expectations.</li> <li>• Further, we assessed the operating effectiveness of controls over granting, removal and appropriateness of access rights.</li> </ul> <p><b>Application controls:</b></p> <ul style="list-style-type: none"> <li>• We tested the design and operating effectiveness of automated controls critical to financial accounting and reporting.</li> <li>• For any identified deficiencies, tested the design and operating effectiveness of compensating controls and, where necessary, extended the scope of our substantive audit procedure.</li> </ul>

#### 4. Information other than the Financial Statements and Auditor's Report thereon

The Company's Board of Directors is responsible for the preparation of the other information. The other information comprises the information included in the Directors Report, Corporate Governance Report and Management Discussion & Analysis Report, but does not include the financial statements and our auditor's report thereon. These reports are expected to be made available to us after the date of our auditor's report.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated.

When we read the other information included in the above reports, if we conclude that there is material misstatement therein, we are required to communicate the matter to those charged with governance and determine the actions under the applicable laws and regulations.



## 5. Management's Responsibilities for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

## 6. Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- i. Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- ii. Obtain an understanding of internal financial controls relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- iii. Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- iv. Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Company to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- v. Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.



Materiality is the magnitude of the misstatement in the statement that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in; (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effects of any identified misstatements in the financial statement.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## 7. Report on Other Legal and Regulatory Requirements

- i. As required by the Companies (Auditor's report) Order, 2020 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanations given to us, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
- ii. As required by section 143 (3) of the Act, based on our audit we report that:
  - a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
  - b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
  - c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Cash Flow and Statement of Changes in Equity dealt with by this report are in agreement with the relevant books of account.
  - d. In our opinion, the aforesaid financial statements comply with the Ind AS specified under section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e. On the basis of written representations received from the directors as on March 31, 2024, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024, from being appointed as a director in terms of section 164 (2) of the Act.
  - f. With respect to the adequacy of the internal financial controls with reference to the financial statements of the Company and the operating effectiveness of such controls, we request you to refer to our separate Report in "Annexure B" to this report.
  - g. With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended, in our opinion and to the best of our information and according to the explanations given to us the remuneration paid by the Company to its directors during the year is in accordance with the provisions of section 197 read with schedule V to the Act.



## Independent Auditor's Report (Contd..)

- h. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:
- i. The Company has disclosed the impact of pending litigations on the financial position in its financial statements – Refer Note 33 to the financial statements;
  - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;
  - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company;
  - iv. (a) The Management has represented that no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.;
  - (b) The Management has represented that no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.
  - (c) Based on audit procedures that have been considered reasonable and appropriate in the circumstances; nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
  - v. No dividend was declared and paid by the Company during the year.
  - vi. Based on our examination which included test checks, the Company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules 2014 is applicable from April 1, 2023 reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

For **Singhi & Co.**  
**Chartered Accountants**  
Firm Registration No. 302049E

sd/-  
**Sameer Mahajan**  
Partner  
Membership No. 123266  
UDIN: 24123266BKEXGN8841

Place : Mumbai  
Date : April 25, 2024



## **Annexure A to the Independent Auditors' Report of even date on the financial statements of Motilal Oswal Home Finance Limited**

### **Referred to in paragraph [7(i)] under Report on Other Legal and Regulatory Requirements of our report of even date**

According to the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment and relevant details of Right-of-use Assets.

The Company has maintained proper records showing full particulars including quantitative details and situation of Intangible Assets.

- (b) The Company has a program of physical verification of property, plant and equipment whereby all the items of property, plant and equipment are verified once in three years. The property, plant and equipment were physically verified during the financial year 2023-2024 by the Management. In our opinion, the periodicity of the physical verification is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, assets were written off based on material discrepancies noticed on such verification.
- (c) The Company does not hold any immovable property (in the nature of 'property, plant and equipment'). Accordingly, the provisions of paragraph 3(i) (c) of the Order are not applicable.
- (d) In our opinion and according to the information and explanations given to us, the Company has not revalued its PPE (including Right of Use assets) or intangible assets or both during the year.
- (e) According to the information, explanations and representations given to us, no proceedings have been initiated or is pending against the Company during the year for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.
- (ii) (a) The Company is primarily engaged in lending business. Accordingly, it does not hold any inventories. Thus paragraph 3(ii)(a) of the Order is not applicable to the Company.
- (b) The Company has been sanctioned working capital limits in excess of five crore rupees, in aggregate, from banks and financial institutions on the basis of security of current assets. Basis the information, explanation and representation provided to us and basis our audit procedures undertaken, we have not come across any material discrepancies between the information submitted in the quarterly returns statements filed by the Company with such banks and financial institutions when compared with the books of account and other relevant information provided by the Company.
- (iii) (a) The Company is primarily engaged in lending activities and hence reporting under paragraph 3(iii)(a) of the Order is not applicable to the Company.
- (b) Considering that the Company is a Non – Banking Finance Company, the investments made, security given and the terms and conditions of the grant of all loans and advances in the nature of loans are not prima facie prejudicial to the Company's interest. Further, according to the information and explanations provided to us, the Company has not provided any guarantees during the year.
- (c) In respect of the loans given and advances in the nature of loans, the Company has stipulated the schedule of repayment of principal and payment of interest. However, given the nature of business of the Company being a Non – Banking Finance Company, there are some cases during the year end as at March 31, 2024 wherein the amounts were overdue vis-à-vis stipulated terms.
- (d) The Company, being a Housing Finance Company, is registered with National Housing Bank, and the directives issued by Reserve Bank of India, in pursuance of its compliance with provisions of the said Act/



# Independent Auditor's Report (Contd..)

Rules/directives, particularly, the Income Recognition, Asset Classification and Provisioning Norms, monitors and report total amount overdue including principal and/or payment of interest by its customers for more than 90 days.

In respect of loans granted and advances in the nature of loans provided by the Company, there is no overdue amount for more than ninety days as at the Balance Sheet date except for the following cases as on March 31, 2024:

(Rs. In Lakhs)

Number of Cases	Principal Amount Overdue	Interest Amount Overdue	Total Amount Dues
661	140.60	448.12	588.72

- (e) The Company is primarily engaged in lending activities and hence, the requirements under clause 3(iii) (e) of the Order are not applicable to the Company.
- (f) The Company has granted loans repayable on demand or without specifying any terms or period of repayment to companies or other parties. Of these following are the details of the aggregate amount of loans granted to promoters or related parties as defined in clause (76) of Section 2 of the Companies Act, 2013:

	All Parties	Related Parties	Promoters
Aggregate amount of loans and Repayable on demand	3,39,400	–	3,39,400
Percentage of loans to total loans	41%	–	41%

- (iv) Loans, investments, guarantees and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable have been complied with by the Company.
- (v) According to the information and explanations given to us, the Company has not accepted any deposit during the year and does not have any unclaimed deposit as at March 31, 2024 and therefore, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules made thereunder are not applicable to the Company. We are informed by the management that no order has been passed by the Company Law Board, National Company Law Tribunal or Reserve Bank of India or any Court or any other Tribunal against the Company in this regard.
- (vi) According to the information and explanations given to us and to the best of our knowledge, the Central Government has not prescribed the maintenance of cost records under sub-section 1 of section 148 of the Companies Act, 2013 read with Companies (Cost Records and Audit) Rules, 2014, as amended for the services of the Company, and, hence, reporting on clause 3 (vi) of the Order is not applicable to the Company.
- (vii)(a) The Company has generally been regular in depositing undisputed statutory dues, accrued in books of accounts, including provident fund, employees' state insurance, income tax, goods and service tax, cess and other material statutory dues applicable to it to the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, duty of excise and value added tax.
- (b) There were no undisputed amounts payable in respect of provident fund, employees' state insurance, income tax, goods and services tax, cess and other material statutory dues which were outstanding, at the year end, for a period of more than six months from the date they became payable.
- (c) The details of statutory dues referred to in sub- paragraph (a) above which have not been deposited as on 31 March 2024, on account of disputes are given below:



Name of the statute	Nature of the dues	Amount (Rs. In lakhs)	Period to which the amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax	15.10	F.Y. 2016-17	ITAT
The Income Tax Act, 1961	Income Tax	50.26	F.Y. 2017-18	Commissioner of Appeal (Income-tax)

- (viii) According to the information and explanations given to us, during the year, there are no transactions which have not been recorded in the books of account but have been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (43 of 1961).
- (ix) (a) In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of loans or other borrowings to financial institutions, banks, government, NHB and dues to debenture holders or in the payment of interest thereon to any lender.
- (b) Basis the information and explanation provided to us, the Company has not been declared a wilful defaulter by any bank or financial institution or other lender.
- (c) According to the information, explanations and representation given to us and to the best of our knowledge and belief, in our opinion, term loans availed during the year by the Company were, applied for the purposes for which the loans were obtained, other than temporary deployment pending application of proceeds.
- (d) On the basis of the maturity profile of financial assets and financial liabilities provided in note 39 to the Financial Statements, financial liabilities maturing within the 12 months following the reporting date (i.e. 31st March, 2024) falls short of the expected recoveries from financial assets during that period. Further, company has not raised funds on short-term basis.
- (e) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under paragraph 3(ix)(e) of the Order is not applicable to the Company.
- (f) The Company does not have any subsidiaries, associates or joint ventures. Accordingly, reporting under paragraph 3(ix)(f) of the Order is not applicable to the Company.
- (x) (a) During the year, the Company has not raised any money by way of initial public offer or further public offer (including debt instruments) and hence reporting under paragraph 3 (x)(a) of the Order is not applicable to the Company.
- (b) During the year, the Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) and hence reporting under paragraph 3 (x)(b) of the Order is not applicable to the Company.
- (xi) (a) Based upon the information, explanations and representation given to us by the management and to the best of our knowledge we understand that during the year under audit one of the employee of the company had misappropriated funds amounting to Rs. 21.41 lakhs. Based upon an Investigation conducted event of fraud was confirmed and reported in FMR filed in this respect. We did not come across any instances of fraud by the Company.
- (b) According to the information and explanations given to us and to the best of our knowledge, no report under subsection (12) of section 143 of the Act has been filed in Form ADT- 4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the year and up to the date of this report.
- (c) According to the information, explanations and representations given to us by the management there were no whistle blower complaints received by the Company during the year and hence reporting under paragraph 3 (xi)(c) of the Order is not applicable to the Company.



# Independent Auditor's Report (Contd..)

- (xii) The Company is not a nidhi company and hence reporting under paragraph 3 (xii) of the Order is not applicable to the Company.
- (xiii) According to the information and explanations given by the management, transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable, for all the transactions with related parties and the details of related party transaction have been disclosed in the notes to the financial statements etc, as required by the applicable accounting standards.
- (xiv) (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) We have taken into consideration, the internal audit reports for the period under audit issued to the Company during the year and till date while determining the nature, timing and extent of audit procedures.
- (xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Act. Thus, paragraph 3(xv) of the Order is not applicable to the Company.
- (xvi) (a) According to the information and explanation given to us, the Company is registered under section 45-IA of the Reserve Bank of India (RBI) Act, 1934.
- (b) The Company has conducted Housing Finance activities holding a valid Certificate of Registration (CoR) from Reserve Bank of India as per the Reserve Bank of India Act, 1934.
- (c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India and hence reporting under paragraph 3 (xvi)(c) of the Order is not applicable.
- (d) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly, reporting under clause 3(xvi)(d) of the Order is not applicable to the Company.
- (xvii) According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not incurred cash losses during the financial year covered by our audit and the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors of the Company during the year and accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information, explanations and representations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of Balance Sheet as and when they fall due within a period of one year from the Balance Sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the Balance Sheet date, will get discharged by the Company as and when they fall due.
- (xx) (a) The Company has fully spent the required amount towards Corporate Social Responsibility (CSR) and there is no unspent CSR amount on account of ongoing projects or other than ongoing projects for the year requiring a transfer to a Fund specified in Schedule VII to the Companies Act or special account in compliance with the provision of sub-section (6) of section 135 of the said Act.



- (b) According to the information and explanations given to us, no amount is remaining unspent under sub-section (5) of section 135 of the Companies Act, pursuant to any ongoing project, which is required to be transferred to special account in compliance with the provision of sub-section (6) of section 135 of the said Act.
- (xxi) According to the information and explanations given to us and based on our examination of the records of the Company, there are no subsidiaries / associates / joint ventures of the Company and hence the paragraph 3(xxi) of the Order is not applicable to the Company.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

**sd/-**  
**Sameer Mahajan**  
Partner  
Membership No. 123266  
UDIN: 24123266BKEXGN8841

Place : Mumbai  
Date : April 25, 2024



## **Annexure B to the Independent Auditors' Report of even date on the financial statements of Motilal Oswal Home Finance Limited**

Referred to in paragraph [7(ii)(f)] under Report on Other Legal and Regulatory Requirements of our report of even date

### **Report on the Internal Financial Controls over Financial Reporting under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting with reference to the Financial Statements of Motilal Oswal Home Finance Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### **Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") issued by the Institute of Chartered Accountants of India ("ICAI").

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### **Auditor's Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls and both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A Company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that:

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures



of the company are being made only in accordance with authorizations of management and directors of the company; and

- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

## **Inherent Limitations of Internal Financial Controls over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

## **Opinion**

In our opinion, to the best of our information and according to the explanations given to us the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024 based on the criteria for internal financial control over financial reporting established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ("the Guidance Note") issued by the Institute of Chartered Accountants of India.

For **Singhi & Co.**  
Chartered Accountants  
Firm Registration No. 302049E

sd/-

**Sameer Mahajan**  
Partner  
Membership No. 123266  
UDIN: 24123266BKEXGN8841

Place : Mumbai  
Date : April 25, 2024



# Balance Sheet as at 31 March 2024

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
<b>1. ASSETS</b>			
<b>(I) Financial Assets</b>			
(a) Cash and cash equivalents	4	44,334	27,505
(b) Bank balances other than (a) above	5	2,855	4,379
(c) Loans	6	4,03,177	3,77,284
(d) Investment		–	–
(e) Other financial assets	7	1,534	1,511
<b>Total Financial assets (A)</b>		<b>4,51,900</b>	<b>4,10,679</b>
<b>(II) Non-financial Assets</b>			
(a) Current tax assets (net)	8	104	627
(b) Deferred tax assets (net)	9	1,455	1,795
(c) Property, plant and equipment	10	1,276	1,339
(d) Other Intangible assets	11	112	149
(e) Other non-financial assets	12	362	209
<b>Total non- financial assets (B)</b>		<b>3,309</b>	<b>4,119</b>
<b>Total assets (C) = (A) +(B)</b>		<b>4,55,209</b>	<b>4,14,798</b>
<b>2. LIABILITIES AND EQUITY</b>			
<b>(I) Financial liabilities</b>			
(a) Payables	13		
Trade payables			
(i) Total outstanding dues of micro enterprises and small enterprises		80	–
(ii) Total outstanding dues of creditors other than micro enterprises and small enterprises		1,059	469
(b) Debt securities	14	21,399	61,208
(c) Borrowings (other than Debt securities)	15	2,78,025	2,27,667
(d) Other financial liabilities	16	25,033	9,967
<b>Total financial liabilities (D)</b>		<b>3,25,596</b>	<b>2,99,311</b>
<b>(II) Non-financial liabilities</b>			
(a) Provisions	17	553	439
(b) Other non-financial liabilities	18	346	276
<b>Total non-financial liabilities (E)</b>		<b>899</b>	<b>715</b>
<b>3 EQUITY</b>			
(a) Equity share capital	19	60,379	60,334
(b) Share Application Money Pending Allotment		21	–
(c) Other equity	20	68,314	54,438
<b>Total equity (F)</b>		<b>1,28,714</b>	<b>1,14,772</b>
<b>TOTAL LIABILITIES AND EQUITY (G) = (D) + (E) + (F)</b>		<b>4,55,209</b>	<b>4,14,798</b>

The accompanying notes form an integral part of these financial statements

This is the Balance sheet referred to in our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm's Registration No.: 302049E

sd/-  
**Sameer Mahajan**  
Partner  
Membership No: 123266

Place: Mumbai  
Date: 25th April 2024

For and on behalf of the Board of Directors of  
**Motilal Oswal Home Finance Limited**  
CIN: U65923MH2013PLC248741

sd/-  
**Motilal Oswal**  
Chairman & Non-Executive Director  
DIN: 00024503

sd/-  
**Bhavin Shah**  
Chief Financial Officer

sd/-  
**Sukesh Bhowal**  
Managing Director & CEO  
DIN: 10242971

sd/-  
**Sunny Ganatra**  
Company Secretary

# Statement of Profit and Loss for the year ended 31 March 2024



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Revenue from operations</b>	21		
Interest income		55,822	51,342
Fees and other Income		1,539	1,212
Net gains on fair value changes (Realised)		438	126
<b>Total revenue from operations (I)</b>		<b>57,799</b>	<b>52,680</b>
Other income	22	1,109	513
<b>Total other income (II)</b>		<b>1,109</b>	<b>513</b>
<b>Total Income (1) = (I+II)</b>		<b>58,908</b>	<b>53,193</b>
<b>Expenses</b>			
Finance cost	23	25,042	21,856
Impairment on financial instruments (Provision for contingencies)	24	1,193	1,893
Employee benefits expenses	25	12,066	8,984
Depreciation and amortization expenses	10 & 11	521	369
Other expenses	26	2,958	2,537
<b>Total Expenses (2)</b>		<b>41,780</b>	<b>35,639</b>
<b>Profit before tax for the year (3) = (1) -(2)</b>		<b>17,128</b>	<b>17,554</b>
<b>Less: Tax expense/(credit)</b>	27		
(a) Current tax		3,537	3,348
(b) Deferred tax		341	583
(c) Prior Period tax		(2)	(13)
<b>Total tax expenses (4)</b>		<b>3,876</b>	<b>3,918</b>
<b>Profit for the year (5) = (3) - (4)</b>		<b>13,252</b>	<b>13,636</b>
<b>Other comprehensive income</b>	28		
<b>(A) Items that will not be reclassified to profit &amp; loss</b>			
(i) Actuarial gain/(loss) on post retirement benefit plans		(7)	20
(ii) Tax impact on the above		2	(5)
<b>Total other comprehensive income (6)</b>		<b>(5)</b>	<b>15</b>
<b>Total comprehensive income for the year (7) = (5) + (6)</b>		<b>13,247</b>	<b>13,651</b>
<b>Earnings per share:</b>	29		
Basic		0.22	0.23
Diluted		0.22	0.23
Face value per share		1.00	1.00

The accompanying notes form an integral part of these financial statements  
This is the Statement of profit and loss referred to in our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm's Registration No.: 302049E

For and on behalf of the Board of Directors of  
**Motilal Oswal Home Finance Limited**  
CIN: U65923MH2013PLC248741

sd/-  
**Sameer Mahajan**  
Partner  
Membership No: 123266

sd/-  
**Motilal Oswal**  
Chairman & Non-Executive Director  
DIN: 00024503

sd/-  
**Sukesh Bhowal**  
Managing Director & CEO  
DIN: 10242971

Place: Mumbai  
Date: 25th April 2024

sd/-  
**Bhavin Shah**  
Chief Financial Officer

sd/-  
**Sunny Ganatra**  
Company Secretary



# Statement of cash flow for the year ended 31 March 2024

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Cash flows from operating activities:</b>		
<b>Profit/(loss) before tax:</b>	17,128	17,555
Adjustments :		
Depreciation and amortisation	521	369
Interest income	(55,822)	(51,342)
Interest expense	25,042	21,856
Employee share option scheme	523	261
Provisions for employee benefits	148	89
Other provisions	(40)	(45)
Impairment on financial instruments	1,193	1,893
Net gains on fair value changes	(438)	(126)
<b>Operating profit before working capital changes</b>	<b>(11,745)</b>	<b>(9,490)</b>
<b>Adjustments for increase/ decrease in operating assets and liabilities:</b>		
(Increase)/Decrease in Loans	(27,085)	(35,611)
(Increase)/Decrease in Other financial assets	(23)	(789)
(Increase)/Decrease in Other non financial assets	(152)	(7)
Increase/(Decrease) in Non financial liabilities	70	24
Increase/(Decrease) in Trade payables	670	(259)
Increase/(Decrease) in Other financial liabilities	14,964	(4,043)
Interest Paid	(24,978)	(21,798)
Interest Received	55,221	50,987
<b>Cash generated from/ (used in) operations</b>	<b>6,942</b>	<b>(20,986)</b>
Less: Income taxes paid (net of refunds)	(3,012)	(2,932)
<b>Net cash inflow/(outflow) from operating activities</b>	<b>3,930</b>	<b>(23,918)</b>
<b>Cash flows from investing activities:</b>		
(Purchase)/sale of property, plant and equipments	(421)	(811)
Sale of commercial paper	15,041	
Purchase of commercial paper	(15,000)	
Sale of mutual funds units	3,07,922	84,122
Purchase of mutual funds units	(3,07,485)	(83,996)
(Increase)/Decrease in deposits with original maturity of more than 3 months	1,523	(136)
Interest income on fixed deposit & certificate of deposit	560	355
<b>Net cash (outflow) from investing activities</b>	<b>2,140</b>	<b>(466)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from issue of share capital	44	64
Proceeds from share application money pending allotment	22	–
Share Premium on issue of share capital	106	100
Repayment of Debt securities	(39,809)	(13,412)
Proceeds from Borrowings other than debt securities	1,16,620	1,33,514
Repayment of Borrowings other than debt securities	(66,262)	(91,874)
Payment towards lease liabilities	102	451
Interest paid	(64)	(58)
<b>Net cash inflow/(outflow) from financing activities</b>	<b>10,759</b>	<b>28,785</b>

# Statement of cash flow for the year ended 31 March 2024 (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Net Increase/(Decrease) in Cash and cash equivalents</b>	16,829	4,401
Add: Cash and cash equivalents as at beginning of the year	27,505	23,104
<b>Cash and cash equivalents at end of the year*</b>	<b>44,334</b>	<b>27,505</b>
<b>*Component of Cash and cash equivalents</b>		
Cash and cash equivalents	5,316	17,403
Deposits with maturity of less than 3 months	39,018	10,102
<b>Total</b>	<b>44,334</b>	<b>27,505</b>

## (A) Changes in liabilities arising from financing activities

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Opening balance of debt securities, borrowings (other than debt securities) and subordinated liabilities</b>	<b>2,89,544</b>	<b>2,60,646</b>
Proceeds from borrowings (other than debt securities)	1,16,620	1,33,514
Repayments of borrowings	(66,262)	(91,874)
Repayments of debts securities	(39,809)	(13,411)
Increase/(Decrease) towards lease liabilities	102	–
<b>Closing balance of debt securities, borrowings (other than debt securities) and subordinated liabilities</b>	<b>3,00,195</b>	<b>2,88,875</b>

## (B) Cash flow from operating activities includes

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Interest received	55,221	50,987
Interest paid	(24,978)	(21,798)

The Statement of cash flow has been prepared under the 'Indirect Method' given under Ind AS 7 - Statement of Cash Flows.

The accompanying notes form an integral part of these financial statements

This is the Statement of cash flow referred to in our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm's Registration No.: 302049E

For and on behalf of the Board of Directors of  
**Motilal Oswal Home Finance Limited**  
CIN: U65923MH2013PLC248741

sd/-  
**Sameer Mahajan**  
Partner  
Membership No: 123266

sd/-  
**Motilal Oswal**  
Chairman & Non-Executive Director  
DIN: 00024503

sd/-  
**Sukesh Bhowal**  
Managing Director & CEO  
DIN: 10242971

Place: Mumbai  
Date: 25th April 2024

sd/-  
**Bhavin Shah**  
Chief Financial Officer

sd/-  
**Sunny Ganatra**  
Company Secretary



# Statement of changes in equity for the year ended 31 March 2024

(All amounts are in INR Lakhs, unless otherwise stated)

## A. Equity share capital

Particulars	Number	Amount
<b>Equity Shares of Re.1 issued, subscribed and fully paid up</b>		
<b>Balance as at 01 April 2022</b>	<b>6,02,70,91,515</b>	<b>60,271</b>
Changes in equity share capital during the year	63,55,110	64
<b>Balance as at 31 March 2023</b>	<b>6,03,34,46,625</b>	<b>60,334</b>
Changes in equity share capital during the year	44,17,750	44
<b>Balance as at 31 March 2024</b>	<b>6,03,78,64,375</b>	<b>60,379</b>

## B. Other equity

Particulars	Other Equity				Total equity attributable to equity holders of the Company
	Securities Premium	Statutory reserve	ESOS Outstanding Account	Retained earnings	
<b>Balance as at 01 April 2023</b>	26,312	9,982	518	17,626	54,438
Changes in accounting policy or prior year errors	-	-	-	-	-
<b>Restated balance at the beginning of the previous reporting year</b>	<b>26,312</b>	<b>9,982</b>	<b>518</b>	<b>17,626</b>	<b>54,438</b>
Profit for the year	-	-	-	13,252	13,252
Other comprehensive income during the year (net of taxes)	-	-	-	(5)	(5)
<b>Total comprehensive income for the period</b>	<b>26,312</b>	<b>9,982</b>	<b>518</b>	<b>30,874</b>	<b>67,685</b>
Transfer to statutory reserve	-	2,650	-	(2,650)	-
Transfer to security premium	36	-	(36)	-	-
Stock options exercised	-	-	523	-	523
Securities premium on shares issued during the year	106	-	-	-	106
<b>Balance as at 31 March 2024</b>	<b>26,454</b>	<b>12,632</b>	<b>1,005</b>	<b>28,223</b>	<b>68,314</b>

Particulars	Other Equity				Total equity attributable to equity holders of the Company
	Securities Premium	Statutory reserve	ESOS Outstanding Account	Retained earnings	
<b>Balance as at 01 April 2022</b>	26,212	7,255	257	6,702	40,426
Changes in accounting policy or prior year errors	-	-	-	-	-
<b>Restated balance at the beginning of the previous reporting year</b>	<b>26,212</b>	<b>7,255</b>	<b>257</b>	<b>6,702</b>	<b>40,426</b>
Profit for the year	-	-	-	13,636	13,636
Actuarial gain/loss during the year (net of taxes)	-	-	-	15	15
<b>Total comprehensive income for the year</b>	<b>26,212</b>	<b>7,255</b>	<b>257</b>	<b>20,353</b>	<b>54,077</b>
Transfer to statutory reserve	-	2,727	-	(2,727)	-
Stock options exercised/ lapsed	-	-	261	-	261
Securities premium on shares issued during the year	100	-	-	-	100
<b>Balance as at 31 March 2023</b>	<b>26,312</b>	<b>9,982</b>	<b>518</b>	<b>17,626</b>	<b>54,438</b>

The accompanying notes form an integral part of these financial statements  
This is the Statement of changes in equity referred to in our report of even date

For **Singhi & Co.**  
Chartered Accountants  
Firm's Registration No.: 302049E

sd/-  
**Sameer Mahajan**  
Partner  
Membership No: 123266

Place: Mumbai  
Date: 25th April 2024

For and on behalf of the Board of Directors of  
**Motilal Oswal Home Finance Limited**  
CIN: U65923MH2013PLC248741

sd/-  
**Motilal Oswal**  
Chairman & Non-Executive Director  
DIN: 00024503

sd/-  
**Bhavin Shah**  
Chief Financial Officer

sd/-  
**Sukesh Bhowal**  
Managing Director & CEO  
DIN: 10242971

sd/-  
**Sunny Ganatra**  
Company Secretary



## Note 1: Corporate information

Motilal Oswal Home Finance Limited (“MOHFL” or “the Company”) was incorporated in India on October 01, 2013. The Company is registered with Reserve Bank of India (RBI) under section 29A of the National Housing Bank (NHB) Act, 1987 as a Housing Finance Company (HFC) vide Certificate of Registration No. DOR-00111 dated February 12, 2020 (erstwhile registered with NHB vide Certificate of Registration No. 05.0111.14 dated May 19, 2014).

MOHFL is primarily engaged into providing loans for purchase or construction of residential houses. It offers housing finance in line with ‘The Housing Finance Companies (NHB) Directions, 2010’ (“NHB Directions”) and RBI Master Direction - Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021, as amended from time to time. The Non-Convertible debentures (NCDs) of the Company are listed on Bombay Stock Exchange (BSE), India.

## Note 2: Basis of Preparation

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated. As required by Division III issued under Schedule III of the Act, the Company has presented the assets and liabilities in the balance sheet in order of the liquidity.

### (i) Compliance with Ind AS

The financial statements of the Company comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (“the Act”) read with Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

The financial statements have been prepared using the material accounting policies and measurement bases summarized as below. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use. Any application guidance / clarification / directions issued by the NHB or RBI or other regulators are implemented as and when they are issued / applicable.

### (ii) Historical cost convention

The financial statements have been prepared on a historical cost basis, except for the following:

- Certain financial assets and financial liabilities are measured at fair value (refer accounting policy regarding financial instruments).
- Assets held for sale – measured at fair value less cost to sell;
- Defined benefit plans – plan assets measured at fair value; and
- Share based payment determined on fair value of options.

### (iii) Preparation of financial statements

The Company is covered in the definition of Non-Banking Financial Company as defined in Companies (Indian Accounting Standards) (Amendment) Rules, 2016. As per the format prescribed under Division III of Schedule III to the Companies Act, 2013, the Company presents the Balance Sheet, the Statement of Profit and Loss and the Statement of Changes in Equity in the order of liquidity. A maturity analysis of recovery or settlement of assets and liabilities within 12 months after the reporting date and more than 12 months after the reporting date is presented in **note 39**.

The financial statements are prepared on a going concern basis, as the Management is satisfied that the Company shall be able to continue its business for the foreseeable future and no material uncertainty exists that may cast significant doubt on going concern assumption. In making this assessment, the Management has considered a wide range of information relating to present and future conditions, including future projections of profitability, cash flows and capital resources.



# Notes to Financial Statement (Contd..)

The Statement of Cash Flows has been prepared and presented as per the requirements of Ind AS 7 “Statement of Cash Flows”. The disclosure requirements with respect to items in the Balance Sheet and Statement of Profit and Loss, as prescribed in the Schedule III to the Act, are presented by way of notes forming part of the financial statements along with the other notes required to be disclosed under the notified accounting standards.

#### (iv) Functional and presentation currency

The financial statements are presented in Indian rupee (INR) in lakhs rounded off to two decimal places except when otherwise stated as permitted by Schedule III to the Companies Act, 2013, which is MOHFL’s functional and presentation currency.

#### (v) Use of estimates and judgment

The preparation of financial statements requires management to make judgments, estimates and assumptions in the application of accounting policies that affect the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. Continuous evaluation is done on the estimation and judgments based on historical experience and other factors, including expectations of future events that are believed to be reasonable. Revisions to accounting estimates are recognised prospectively.

Information about critical judgments in applying accounting policies, as well as estimates and assumptions that have the most significant effect to the carrying amounts of assets and liabilities within the next financial year, are included in the following notes:

- (a) **Provision and contingent liability:** On an ongoing basis, Company reviews pending cases, claims by third parties and other contingencies. For contingent losses that are considered probable, an estimated loss is provided in financial statements. Loss Contingencies that are considered possible are not provided for but disclosed as Contingent liabilities in the financial statements. Contingencies the likelihood of which is remote are neither provided nor disclosed in the financial statements. Gain contingencies are not recognized until the contingency has been resolved and amounts are received or receivable.
- (b) **Allowance for impairment of financial asset:** The Company recognizes loss allowances for expected credit losses on its financial assets measured at amortized cost. At each reporting date, the Company assesses whether financial assets carried at amortized cost are credit impaired. A financial asset is ‘credit impaired’ when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.
- (c) **Recognition of deferred tax assets:** Deferred tax assets and liabilities are recognized for the future tax consequences of temporary differences between the carrying values of assets and liabilities and their respective tax bases. Deferred tax assets are recognized to the extent that it is probable that future taxable income will be available against which the deductible temporary differences could be utilized. Further details are disclosed in **note 9 and note 27**.
- (d) **Share based payment:** The Company accounts for share based payments by measuring and recognizing as compensation expense the fair value of all share-based payment awards made to employees based on grant date fair values. The determination of fair value involves a number of significant estimates. The Company uses the Black Scholes option pricing model to estimate the fair value of employee stock options which requires a number of assumptions to determine the model inputs. These include the expected volatility of Company’s stock and employee exercise behavior which are based on historical data as well as expectations of future developments over the term of the option. As share based payment expense is based on awards ultimately expected to vest. Management’s estimate of exercise is based on historical experience but actual exercise could differ materially as a result of voluntary employee actions and involuntary actions which would result in significant change in share-based payment expense amounts in the future.
- (e) **Determination of the estimated useful lives of Property, plant and equipment:** Useful lives of property, plant and equipment are taken as prescribed in Schedule II of the Act. In cases, where the useful lives



are different from that prescribed in Schedule II and in case of intangible assets, they are estimated by management based on technical advice, taking into account the nature of the asset, the estimated usage of the asset, the operating conditions of the asset, past history of replacement, anticipated technological changes, manufacturers' warranties and maintenance support.

- (f) **Recognition and measurement of defined benefit obligations:** The obligation arising from defined benefit plan is determined on the basis of actuarial assumptions. Key actuarial assumptions include discount rate, trends in salary escalation, actuarial rates and life expectancy. The discount rate is determined by reference to market yields at the end of the reporting period on government bonds. The period to maturity of the underlying bonds correspond to the probable maturity of the post-employment benefit obligations. Due to complexities involved in the valuation and its long term nature, defined benefit obligation is sensitive to changes in these assumptions. Further details are disclosed in note 37.
- (g) **Determining whether an arrangement contains a lease:** The Company evaluates if an arrangement qualifies to be a lease as per the requirements of Ind AS 116. Identification of a lease requires significant judgment. The Company uses significant judgement in assessing the lease term (including anticipated renewals) and the applicable discount rate. The Company determines the lease term as the non-cancellable period of a lease, together with both periods covered by an option to extend the lease if the Company is reasonably certain to exercise that option; and periods covered by an option to terminate the lease if the Company is reasonably certain not to exercise that option.
- (h) **Effective interest rate:** The 'effective interest rate' is the rate that exactly discounts estimated future cash payments or receipts through the expected behavioral life of the financial asset to the gross carrying amount of the financial asset. This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, the effect of potentially different interest rates at various stages and other characteristics of the product life cycle (including prepayments and penalty interest and charges) as well expected changes to the base rate and other transaction costs and fees paid or received that are integral parts of the instrument.
- (i) **Business model assessment:** Classification and measurement of financial assets depends on the results of the business model test. The Company determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed and how the managers of the assets are compensated. The Company considers the frequency, volume and timing of sales in prior years, the reason for such sales, and its expectations about future sales activity. However, information about sales activity is not considered in isolation, but as part of a holistic assessment of how company's stated objective for managing the financial assets is achieved and how cash flows are realized. Therefore, the Company considers information about past sales in the context of the reasons for those sales, and the conditions that existed at that time as compared to current conditions.  
  
Monitoring is part of the Company's continuous assessment of whether the business model for which the remaining financial assets are held continues to be appropriate and if it is not appropriate whether there has been a change in business model and so a prospective change to the classification of those assets.
- (j) **De-recognition of financial instruments:** In case of transfer of loans through securitisation and direct assignment transactions, the transferred loans are de-recognised and gains/losses are accounted for, only if the Company transfers substantially all risks and rewards specified in the underlying assigned loan contract. In accordance with the Ind AS 109, on de-recognition of a financial asset under assigned transactions, the difference between the carrying amount and the consideration received are recognised in the Statement of Profit and Loss.
- (k) **Taxes:** The Company's tax jurisdiction is in India. Significant judgements are involved in determining the provision for direct and indirect taxes, including amount expected to be paid/ recovered for certain tax positions.



## **(vi) Measurement of fair values:**

The Company's accounting policies and disclosures require the measurement of fair values for, both financial and non-financial assets and liabilities.

When measuring the fair value of a financial asset or a financial liability, the Company uses observable market data as far as possible. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement.

The Company recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred.

## **Note 3: Summary of material accounting policies**

### **3.1. Financial instrument**

#### ***(i) Initial recognition and measurement***

Financial assets and financial liabilities are recognized when the entity becomes a party to the contractual provisions of the instrument. Regular way purchases and sales of financial assets are recognized on trade-date, the date on which the Company commits to purchase or sell the asset.

At initial recognition, the Company measures a financial asset or financial liability at its fair value plus or minus, in the case of a financial asset or financial liability not at fair value through profit or loss, transaction costs that are incremental and directly attributable to the acquisition or issue of the financial asset or financial liability, such as fees, commissions etc. Transaction costs of financial assets and financial liabilities carried at fair value through profit or loss are expensed in profit or loss. Immediately after initial recognition, an expected credit loss allowance (ECL) is recognized for financial assets measured at amortized cost.

When the fair value of financial assets and liabilities differs from the transaction price on initial recognition, the entity recognizes the difference as follows:

- a) When the fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets, the difference is recognized as a gain or loss.
- b) In all other cases, the difference is deferred and the timing of recognition of deferred day one profit or loss is determined individually. It is either amortized over the life of the instrument, deferred until the instrument's fair value can be determined using market observable inputs, or realized through settlement.

When the Company revises the estimates of future cash flows, the carrying amount of the respective financial assets or financial liability is adjusted to reflect the new estimate discounted using the original effective interest rate. Any changes are recognized in profit or loss.

#### ***(ii) Classification and subsequent measurement***

##### **(a) Financial Assets**

As per principles given under Ind AS 109, the Company classifies its financial assets in the following measurement categories:



- Fair value through profit or loss (FVTPL);
- Fair value through other comprehensive income (FVOCI); or
- Amortised cost.

Classification and subsequent measurement of financial assets depend on:

- the Company's business model for managing the asset; and
- the cash flow characteristics of the asset.

**Based on these factors, the Company classifies its financial assets into one of the following three measurement categories:**

**Amortised cost:** Assets that are held for collection of contractual cash flows where those cash flows represent solely payments of principal and interest ('SPPI'), and that are not designated at FVTPL, are subsequently measured at amortised cost using effective interest rate ('EIR') method less impairment, if any. The amortisation of EIR and loss arising from impairment, if any is recognised in the Statement of Profit and Loss.

**Fair value through other comprehensive income:** Financial assets that are held within a business model whose objective is achieved by both, selling financial assets and collecting contractual cash flows that are solely payments of principal and interest, are subsequently measured at fair value through other comprehensive income. Fair value movements are recognized in the other comprehensive income (OCI). Interest income measured using the EIR method and impairment losses, if any are recognised in the Statement of Profit and Loss. On derecognition, cumulative gain or loss previously recognised in OCI is reclassified from the equity to 'other income' in the Statement of Profit and Loss.

**Fair value through profit or loss:** A financial asset not classified as either amortised cost or FVOCI, is classified as FVTPL. Such financial assets are measured at fair value with all changes in fair value, including interest income and dividend income if any, recognised as 'other income' in the Statement of Profit and Loss.

Equity securities held by MOHFL are classified as FVTPL unless conditions to classify at FVOCI are met.

## (b) Financial liability and equity instruments

### (i) Equity instruments:

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company is recognised at the proceeds received, net of directly attributable transaction costs.

### (ii) Financial liability:

Financial liabilities are classified at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held for trading, or it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss. The company's financial liabilities include trade and other payables, debt securities and borrowings including bank overdrafts and derivative financial instruments.

## (c) Impairment of financial asset

### (i) Overview of ECL principles:

The Company applies the ECL model in accordance with Ind AS 109 for recognising impairment loss on financial assets. The ECL allowance is based on the credit losses expected to arise from all



possible default events over the expected life of the financial asset ('lifetime ECL'), unless there has been no significant increase in credit risk since origination, in which case, the allowance is based on the 12-month ECL. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date.

ECL is calculated on a collective basis, considering the retail nature of the underlying portfolio of financial assets.

The impairment methodology applied depends on whether there has been a significant increase in credit risk. When determining whether the risk of default on a financial asset has increased significantly since initial recognition, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis based on a provision matrix which takes into account the Company's historical credit loss experience, current economic conditions, forward looking information and scenario analysis.

The expected credit loss is a product of exposure at default ('EAD'), probability of default ('PD') and loss given default ('LGD'). The Company has devised an internal model to evaluate the PD and LGD based on the parameters set out in Ind AS 109. Accordingly, the financial assets have been segmented into three stages based on the risk profiles. The three stages reflect the general pattern of credit deterioration of a financial asset. The company categorises financial assets at the reporting date into stages based on the days past due ('DPD') status as under:

- Stage 1: Low credit risk, i.e. 0 to 30 days past due.
- Stage 2: Significant increase in credit risk, i.e. 31 to 90 days past due
- Stage 3: Impaired assets, i.e. more than 90 days past due

LGD is an estimate of loss from a transaction given that a default occurs. PD is defined as the probability of whether the borrowers will default on their obligations in the future. For assets which are in Stage 1, a 12-month PD is required. For Stage 2 assets a lifetime PD is required while Stage 3 assets are considered to have a 100% PD. EAD represents the expected exposure in the event of a default and is the gross carrying amount in case of the financial assets held by the Company.

The Company incorporates forward looking information into both assessments of whether the credit risk of an instrument has increased significantly since its initial recognition and its measurement of ECL. Based on the consideration of external actual and forecast information, the Company forms a 'base case' view of the future direction of relevant economic variables. This process involves developing two or more additional economic scenarios and considering the relative probabilities of each outcome. The base case represents a most likely outcome while the other scenarios represent more optimistic and more pessimistic outcomes.

## (ii) Impairment:

The measurement of impairment losses across all categories of financial assets requires judgement, in particular, the estimation of the amount and timing of future cash flows and collateral values when determining impairment losses and the assessment of a significant increase in credit risk. These estimates are driven by a number of factors, changes in which can result in different levels of allowances. The Company's ECL calculations are outputs of complex models with a number of underlying assumptions regarding the choice of variable inputs and their interdependencies. The inputs and models used for calculating ECLs may not always capture all characteristics of the market at the date of the financial statements. To reflect this, qualitative adjustments or overlays are occasionally made as temporary adjustments when such differences are significantly material. The Company regularly reviews its models in the context of actual loss experience and makes adjustments when such differences are significantly material.



### (iii) Presentation of ECL in the financials:

The amount of ECL (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in profit or loss.

After initial recognition, trade receivables are subsequently measured at amortised cost using the effective interest method, less provision for impairment. The Company follows the simplified approach required by Ind AS 109 for recognition of impairment loss allowance on trade receivables, which requires lifetime ECL to be recognised at each reporting date, right from initial recognition of the receivables.

### (iv) Derecognition

#### (a) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Company has transferred its rights to receive cash flows from the asset and the Company has transferred substantially all the risks and rewards of the asset, or the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

If the Company neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

If the Company enters into transactions whereby it transfers assets recognised on its balance sheet, but retains either all or substantially all of the risks and rewards of the transferred assets, the transferred assets are not de-recognised and the proceeds received are recognised as a collateralised borrowing.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI or otherwise is recognised in profit or loss.

#### Assignment arrangements

Transfer of loans through assignment transaction can be made only after continuing involvement in loans i.e retaining a minimum specific percentage of loan but without retaining any substantial risk and reward in the loan assigned. The assigned portion of loans is derecognized and gains/losses are accounted for, only if the Company transfers substantially all risks and rewards specified in the underlying assigned loan contracts. Gain/loss arising on such assignment transactions is recorded upfront in the Statement of Profit and Loss and the corresponding loan is derecognized from the Balance Sheet immediately. Further, if the transfer of loan qualifies for derecognition, entire interest spread at its present value (discounted over the life of the asset) is recognized on the date of derecognition itself as interest strip receivable (interest strip on assignment) and correspondingly presented as gain/loss on derecognition of financial asset.

#### (b) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially



modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

**(v) Offsetting**

Financial assets and financial liabilities are generally reported gross in the balance sheet. They are only offset and reported net when, the Company has a legally enforceable right to offset the recognised amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

**(vi) Write-offs**

The gross carrying amount of a financial asset is written-off (either partially or in full) to the extent that there is no reasonable expectation of recovering the asset in its entirety or a portion thereof. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write-off. However, financial assets that are written-off could still be subject to enforcement activities under the Company's recovery procedures, taking into account legal advice where appropriate. Any recoveries made are recognised in profit or loss.

**(vii) Derivative Financial Instruments and Hedge Accounting:**

The Company enters into forward contracts to hedge the foreign currency risk of firm commitments and highly probable forecast transactions. Derivatives are initially recognised at fair value at the date the derivative contracts are entered into and are subsequently re-measured to their fair value at the end of each reporting period. The resulting gain or loss is recognised in the Statement of Profit and Loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in the Statement of Profit and Loss depends on the nature of the hedging relationship and the nature of the hedged item.

The Company enters into derivative financial instruments viz. foreign exchange forward contracts, interest rate swaps and cross currency swaps to manage its exposure to interest rate and foreign exchange rate risks. The Company does not hold derivative financial instruments for speculative purposes.

Hedge Accounting: The Company designates certain hedging instruments in respect of foreign currency risk and interest rate risk as cash flow hedges. Such hedges are expected to be highly effective in achieving offsetting changes in fair value or cash flows, and are assessed on an ongoing basis to determine that they actually have been highly effective throughout the financial reporting periods for which they were designated. The effective portion of changes in the fair value of the designated portion of derivatives that qualify as cash flow hedges is recognised in Other Comprehensive Income and accumulated under the heading of cash flow hedging reserve.

The gain or loss relating to the ineffective portion is recognised immediately in the Statement of Profit and Loss. Amounts previously recognised in Other Comprehensive Income and accumulated in other equity relating to (effective portion as described above) are re-classified to the Statement of Profit and Loss in the periods when the hedged item affects profit or loss. However, when the hedged forecast transaction results in the recognition of a non-financial asset or a non-financial liability, such gains and losses are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. Hedge accounting is discontinued when the hedging instrument expires, terminated, or exercised, without replacement or rollover (as part of the hedging strategy), or if its designation as a hedge is revoked, or when it no longer qualifies for hedge accounting. Any gain or loss recognised in Other Comprehensive Income and accumulated in other equity at that time remains in other equity and is recognised when the



forecast transaction is ultimately recognised in Statement of Profit and Loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in other equity is recognised immediately in the Statement of Profit and Loss.

### 3.2 Repossessed collateral

Repossessed collateral represents non-financial assets acquired by the Company in settlement of overdue loans. Any collateral obtained as a result of foreclosure is not recognized as a separate asset unless it is acquired by the Company in settlement of overdue loans.

### 3.3 Revenue Recognition

#### (i) Revenue from contract with customers:

Revenue (other than for those items to which Ind AS 109 Financial Instruments is applicable) is measured at fair value of the consideration received or receivable. Amounts disclosed as revenue are exclusive of goods and services tax ('GST') and amounts collected on behalf of third parties. Ind AS 115 Revenue from Contracts with Customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes previous revenue recognition guidance found within Ind AS.

The Company recognises revenue from contracts with customers based on a five-step model as set out in Ind 115:

**Step 1:** Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

**Step 2:** Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

**Step 3:** Determine the transaction price: The transaction price is the amount of consideration to which the Company expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

**Step 4:** Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Company allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Company expects to be entitled in exchange for satisfying each performance obligation.

**Step 5:** Recognise revenue when (or as) the Company satisfies a performance obligation

Specific policies for the Company's different sources of revenue are explained below:

#### (ii) Recognition of Interest income and other charges

##### (a) Interest income

Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial asset through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial asset after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).



## **(b) Other financial charges**

Cheque bouncing charges, late payment charges, foreclosure charges and application money are recognised on a point-in-time basis and are recorded when realised since the probability of collecting such monies is established when the customer pays.

## **(iii) Dividend income**

Dividend income is recognized in the statement of profit or loss on the date that the Company's right to receive payment is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of dividend can be reliably measured. This is generally when the shareholders approve the dividend.

## **(iv) Other income**

Other income represents income earned from the activities incidental to the business and is recognized when the right to receive the income is established as per the terms of the contract i.e., income is recognized following accrual principles when there is no significant uncertainty as to determination and realization.

### **3.4 Income Tax**

The income tax expense or credit for the period is the tax payable on the current period's taxable income based on the applicable income tax rate adjusted by changes in deferred tax assets and liabilities attributable to temporary differences and to unused tax losses.

#### **Current Taxes**

Current tax is measured at the amount of tax payable to tax authorities on the taxable income for the year calculated in accordance with the provision of Income Tax Act, 1961.

#### **Deferred Taxes**

Deferred tax is recognised for all the temporary differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax assets and liabilities are measured using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred tax assets are recognised and carried forward only to the extent it is probable that sufficient future taxable income will be available against which such deferred tax assets can be realised. The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax assets and liabilities and when the deferred tax balances relate to the same taxation authority. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

Current and deferred tax is recognized in profit or loss, except to the extent that it relates to items recognized in other comprehensive income or directly in equity. In this case, the tax is also recognized in other comprehensive income or directly in equity, respectively.

The Company has elected to exercise the option permitted under section 115BAA of the Income Tax Act, 1961 as introduced by 'The Taxation Laws (Amendment) Act, 2019'. Under this option, Company is not required to comply with provisions of Minimum Alternate Tax.

### **3.5 Leases – As lessee**

For any new contracts entered into on or after 1 April 2019, the Company considers whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to use an asset (the underlying asset) for a period of time in exchange for consideration'. The Company assess whether it has the right to direct 'how and for what purpose' the asset is used throughout the period of use.



## Measurement and recognition of leases as a lessee

The Company has adopted Ind AS 116 “Leases” using the cumulative catch-up approach. Company has recognised Right of Use assets as at 1 April 2019 for leases previously classified as operating leases and measured at an amount equal to lease liability (adjusted for related prepayments/ accruals). The Company has discounted lease payments using the incremental borrowing rate for measuring the lease liability.

### Right-of-use assets

The Company recognises right-of-use assets at the commencement date of the lease (i.e., the date the underlying asset is available for use). Right-of-use assets are measured at cost, less any accumulated depreciation and impairment losses, and adjusted for any remeasurement of lease liabilities.

The Company depreciates the right-of-use assets on a straight-line basis from the lease commencement date to the earlier of the end of the useful life of the right-of-use asset or the end of the lease term. The Company also assesses the right-of-use asset for impairment when such indicators exist.

### Lease Liability

At the commencement date of the lease, the Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term.

Lease payments included in the measurement of the lease liability are made up of fixed payments (including in substance fixed), variable payments based on an index or rate, amounts expected to be payable under a residual value guarantee and payments arising from options reasonably certain to be exercised.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable.

Subsequent to initial measurement, the liability will be reduced for payments made and increased for interest. It is remeasured to reflect any reassessment or modification, or if there are changes in in-substance fixed payments. When the lease liability is remeasured, the corresponding adjustment is reflected in the right-of-use asset, or profit and loss if the right-of-use asset is already reduced to zero.

The Company has elected to account for short-term leases and leases of low-value assets using the practical expedients. Instead of recognising a right-of-use asset and lease liability, the payments in relation to these are recognised as an expense in profit or loss on a straight-line basis over the lease term.

## 3.6 Cash and cash equivalents

For the purpose of presentation in the statement of cash flows, cash and cash equivalents includes cash on hand, balances with banks, deposits with original maturities of three months or less that are readily convertible to known amounts of cash, which are subject to insignificant risk of change in value.

## 3.7 Property, plant and equipment

### (i) Recognition & measurement

Items of property, plant and equipment are stated at historical cost less accumulated depreciation. Historical cost less accumulated depreciation and accumulated impairment loss, if any includes expenditure that is directly attributable to the acquisition of the items.

### (ii) Subsequent cost

Subsequent costs are included in the asset’s carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. The carrying amount of any component accounted for as a separate asset is derecognized when replaced. All other repairs and maintenance are charged to profit or loss during the reporting period in which they are incurred.



### (iii) Depreciation methods, estimated useful lives and residual value

The Company provides for depreciation on a straight-line basis over the useful life commencing from the month in which the asset is first put to use, over their estimated useful life prescribed under Schedule II to the Companies Act, 2013 as mentioned below

Assets	Useful life as prescribed by Schedule II of the Companies Act, 2013	Estimated Useful life as per the Company
Computers	3 Years	3 Years
Furniture & Fixtures	10 Years	10 Years
Motor car	8 Years	8 Years
Office equipments	5 Years	5 Years
Electrical equipments	10 Years	10 Years
Leasehold improvement	Over the period of lease	Over the period of lease

Based on internal assessment, the Management believes that the useful lives adopted by the Company best represent the period over which Management expects to use these assets.

### (iv) Gain or Loss on disposal

Gains and losses on disposals are determined by comparing proceeds with carrying amount and are recognized in the statement of profit or loss.

## 3.8 Intangible assets

### (i) Recognition and measurement

Intangible assets are recognized where it is probable that the future economic benefit attributable to the assets will flow to the Company and its cost can be reliably measured. Intangible assets are stated at cost of acquisition less accumulated amortization and impairment, if any.

### (ii) Subsequent cost

Expenditure incurred on acquisition/development of intangible assets which are not put/ready to use at the reporting date is disclosed under intangible assets under development.

### (iii) Amortisation

The Company amortizes intangible assets on a straight-line basis over the useful life of 5 years commencing from the month in which the asset is first put to use.

## 3.9 Employee benefits

### (i) Short-term employee benefit

Employee benefits falling due wholly within twelve months of rendering the service are classified as short term employee benefits and are expensed in the period in which the employee renders the related service. Short-term employee benefits are recognized as an expense at the undiscounted amount in the Statement of Profit and Loss for the year in which the related services are rendered. The Company recognises the costs of bonus payments when it has a present obligation to make such payments as a result of past events and a reliable estimate of the obligation can be made.

### Compensated absences

An employee can carry forward leave to next financial year as per the policy of Company. No leave is allowed to be encashed. An obligation arises as employees render service that increases their entitlement to future compensated absences. Provision is made for expected cost of accumulating compensated absences as a result of unused leave entitlement which has accumulated as at the balance sheet date.



## (ii) Post-employment benefit

### Defined contribution plan:

Contribution payable to the recognised provident fund, which is a defined contribution scheme, is charged to the Statement of Profit and Loss in the period in which they occur.

### Defined benefits plan:

Gratuity is post-employment benefit and is in the nature of defined benefit plan. The liability recognised in the Balance Sheet in respect of gratuity is the present value of defined benefit obligation at the Balance Sheet date together with the adjustments for unrecognised actuarial gain or losses and the past service costs. The defined benefit obligation is calculated at or near the Balance Sheet date by an independent actuary using the projected unit credit method. Actuarial gains and losses comprise experience adjustment and the effects of changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income.

## (iii) Other long-term employee benefit

### (a) Heritage club benefit

Heritage club benefits are recognised as liability at the present value of defined benefits obligation as at the Balance Sheet date. The defined benefit obligation is calculated at the Balance Sheet date by an independent actuary using the projected unit credit method.

## (iv) Share-based payments

### Employee Stock Option Scheme (ESOS)

The Employees Stock Options Scheme (the "Scheme") has been established by the Company. The Scheme provides that employees of Motilal Oswal Home Finance Limited and its group companies as well, are granted an option to subscribe to equity share of the Company that vest on the satisfaction of vesting conditions. The fair value of options granted under ESOS is recognized as an employee benefits expense with a corresponding increase in share based payment reserve. The total amount to be expensed is determined reference to the fair value of the options granted excluding the impact of any service conditions.

The total expense is recognized over the vesting period, which is the period over which all of the specified vesting conditions are to be satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the service conditions. It recognizes the impact of the revision to original estimates, if any, in profit or loss, with a corresponding adjustment to equity.

When the terms of an equity-settled award are modified, the minimum expense recognized is the expense had the terms had not been modified, if the original terms of the award are met. An additional expense is recognized for any modification that increases the total fair value of the share-based payment transaction or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the statement of profit and loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

Grants provided by the holding company to the employees at deputation to the company are also accounted for in line with accounting treatment described above. The corresponding impact of the expense recorded on account of such grants are recorded as payable to holding company.

## 3.10 Earnings per share

### (a) Basic earnings per share

Basic earnings per share is calculated by dividing the profit attributable to owners of the Company by the weighted average number of equity shares outstanding during the financial year, adjusted for bonus element in equity shares issued during the year.



## (b) Diluted earnings per share

Diluted earnings per share is computed by dividing the net profit for the period attributable to equity shareholders by the weighted average number of shares outstanding during the period as adjusted for the effects of all diluted potential equity shares except where the results are anti-dilutive.

### 3.11 Provisions and Contingent Liabilities:

Provisions are recognised when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance Sheet date.

Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made.

### 3.12 Impairment of Non-financial assets

Assessment is done at each reporting date as to whether there is any indication that an asset (tangible and intangible) may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets or groups of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each reporting date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased. After impairment (if any), depreciation/ amortisation is provided on the revised carrying amount of the assets over its remaining life.

### 3.13 Foreign currency

Transactions in foreign currencies are translated into the functional currency of the Company at the exchange rates at the dates of the transactions or an average rate if the average rate approximates the actual rate at the date of the transaction. Foreign currency transactions are recorded on initial recognition in the functional currency, using the exchange rate at the date of the transaction. At each balance sheet date, foreign currency monetary items are reported using the closing exchange rate. Exchange differences that arise on settlement of monetary items or on reporting at each closing date of the Company's monetary items at the closing rate are recognized as income and expenses in the period in which they arise. Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the date of transactions. Non-monetary items that are measured at fair value in a foreign currency shall be translated into functional currency using the exchange rates at the date when the fair value was determined. Exchange differences are recognised in the statement of profit and loss.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Note 4: Cash and cash equivalents

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Cash on hand	350	220
(ii) Balance with banks :		
In current account	4,079	17,183
In Cheques, drafts on hand;	886	-
(iii) Deposits (includes certificate of deposit) with original maturity of less than 3 months	39,018	10,102
	<b>44,334</b>	<b>27,505</b>

1. There are no earmarked balances with banks.
2. There are no balances with banks held as margin money or security against the borrowings, guarantees, other commitments.
3. There are no repatriation restrictions with regard to cash and cash equivalents as at the end of the reporting period.

## Note 5: Bank balances other than (4) above

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Deposits with original maturity of more than 3 months but less than 12 months*	-	2,055
(ii) Deposits with original maturity of more than 12 months *	2,855	2,324
	<b>2,855</b>	<b>4,379</b>

\* Held as cash collateral to the tune of INR 2,525 Lakhs (PY 2,506 Lakhs) as margin for credit enhancement towards security securitisation of receivables.

## Note 6.1: Loans

Particulars	As at 31 March 2024	As at 31 March 2023
At amortised cost (Also refer Note: 30)		
(A) Loan Assets (Gross)*	4,09,616	3,84,253
less : Impairment loss allowance	6,500	7,080
<b>Total (net)</b>	<b>4,03,116</b>	<b>3,77,173</b>
* Comprises of housing loans and non housing loans		
(B) (i) Secured by tangible assets	4,09,616	3,84,253
(ii) Unsecured	-	-
Less : Impairment loss allowance	6,500	7,080
<b>Total (net)</b>	<b>4,03,116</b>	<b>3,77,173</b>



# Notes to Financial Statement *(Contd..)*

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
C) (I) Loans in India		
(i) Public sector	-	-
(ii) Others	4,09,616	3,84,253
Less : Impairment loss allowance	6,500	7,080
<b>Total (net) (C) (I)</b>	<b>4,03,116</b>	<b>3,77,173</b>
C) (II) Loans Outside India	-	-
Less : Impairment loss allowance	-	-
<b>Total (net) (C) (II)</b>	<b>-</b>	<b>-</b>
<b>Total (C) (I) and (C) (II)</b>	<b>4,03,116</b>	<b>3,77,173</b>
<b>Stage wise break up of loans (net of provisions)</b>		
(i) Low credit risk (Stage 1)	3,95,023	3,67,738
(ii) Significant increase in credit risk (Stage 2)	6,034	7,068
(iii) Credit impaired (Stage 3)	2,059	2,367
<b>Total</b>	<b>4,03,116</b>	<b>3,77,173</b>

## Note 6.2: Staff Loans

Particulars	As at 31 March 2024	As at 31 March 2023
Loans to staff	61	111
	<b>61</b>	<b>111</b>
<b>Total (6.1 + 6.2)</b>	<b>4,03,177</b>	<b>3,77,284</b>
Loan assets pledged as security for borrowings	3,31,592	3,21,286

Note - There is no outstanding loan to Promoters, Directors, KMPs and related parties.

## Note 7: Other Financial assets

Particulars	As at 31 March 2024	As at 31 March 2023
(i) Other Receivable	44	29
(ii) Earning Interest strip	389	482
(iii) Other Receivable from related parties	256	177
(iv) Security deposit at amortised cost	95	142
(v) Advance to Employees	23	12
(vi) Cross Currency Swap (Derivative ECB tranche)	726	668
	<b>1,534</b>	<b>1,511</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Note 8: Current tax assets (Net)

Particulars	As at 31 March 2024	As at 31 March 2023
Advance income tax and TDS (net of provision)	104	627
	<b>104</b>	<b>627</b>

## Note 9: Deferred tax assets

Particulars	As at 31 March 2024	As at 31 March 2023
Deferred tax assets (net) (Refer note 27)	1,455	1,795
	<b>1,455</b>	<b>1,795</b>

## Note 10 : Property, Plant and Equipment

Particulars	Computers and data processing units	Furniture and fixtures	Electric installa- tions	Office equip- ments	Motor car	Leasehold improve- ments	Right of use (Office premise)	Total
<b>Cost</b>								
Balance as at 1 April 2022	1,027	406	207	361	23	949	748	3,722
Additions	163	4	-	14	-	42	561	784
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>1,190</b>	<b>410</b>	<b>207</b>	<b>375</b>	<b>23</b>	<b>991</b>	<b>1,309</b>	<b>4,506</b>
Balance as at 1 April 2023	1,190	410	207	375	23	991	1,309	4,506
Additions	33	1	-	9	24	29	321	416
Disposals	440	-	-	-	-	-	-	440
<b>Balance as at 31 March 2024</b>	<b>783</b>	<b>411</b>	<b>207</b>	<b>384</b>	<b>47</b>	<b>1,020</b>	<b>1,630</b>	<b>4,482</b>
<b>Accumulated depreciation</b>								
Balance as at 1 April 2022	810	250	198	202	12	744	671	2,887
Depreciation for the year	128	30	2	24	3	75	18	280
Disposals	-	-	-	-	-	-	-	-
<b>Balance as at 31 March 2023</b>	<b>938</b>	<b>280</b>	<b>200</b>	<b>226</b>	<b>15</b>	<b>819</b>	<b>689</b>	<b>3,167</b>
Depreciation for the year	117	30	2	25	5	56	222	457
Disposals	418	-	-	-	-	-	-	418
<b>Balance as at 31 March 2024</b>	<b>637</b>	<b>310</b>	<b>202</b>	<b>251</b>	<b>20</b>	<b>875</b>	<b>911</b>	<b>3,206</b>
<b>Carrying amounts (net)</b>								
<b>As at 31 March 2023</b>	<b>251</b>	<b>130</b>	<b>8</b>	<b>149</b>	<b>8</b>	<b>172</b>	<b>620</b>	<b>1,339</b>
<b>As at 31 March 2024</b>	<b>146</b>	<b>101</b>	<b>5</b>	<b>133</b>	<b>27</b>	<b>145</b>	<b>719</b>	<b>1,276</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Note 11 : Other Intangible assets

Reconciliation of carrying amount	Computer software
<b>Cost or deemed cost</b>	
Balance as at 1 April 2022	666
Additions	27
<b>Balance as at 31 March 2023</b>	<b>693</b>
Additions	26
<b>Balance as at 31 March 2024</b>	<b>719</b>
<b>Accumulated amortisation and impairment losses</b>	
Balance as at 1 April 2022	455
Amortisation for the year	89
<b>Balance as at 31 March 2023</b>	<b>544</b>
Amortisation for the year	63
<b>Balance as at 31 March 2024</b>	<b>607</b>
<b>Carrying amounts (net)</b>	
<b>As at 31 March 2023</b>	<b>149</b>
<b>As at 31 March 2024</b>	<b>112</b>

## Title deeds of immovable properties not held in the name of company

Relevant line in the balance sheet	Description of item of property	Gross carrying value	Title deeds held in the name of	Whether title deed holder is promoter, director or relative of promoter/director or employee of promoter/director	Property held since which date	Reason for not being held in the name of company (also indicate if in dispute)
Property, plant and equipment	NA	NA	NA	NA	NA	NA
Investment property	NA	NA	NA	NA	NA	NA
Non current assets held for sale	NA	NA	NA	NA	NA	NA
Other	NA	NA	NA	NA	NA	NA

There is no revaluation of property, plant and equipment done during the year.

The Company does not hold any Benami property under the Benami Transactions (Prohibition) Act, 1988 and rules made thereunder.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Note 12: Other non-financial assets

Particulars	As at 31 March 2024	As at 31 March 2023
Prepaid expenses	135	36
GST Credit receivable	58	65
Capital advances	22	9
Other advances	66	99
Other asset	80	-
	<b>362</b>	<b>209</b>

## Note 13: Payables

Particulars	As at 31 March 2024	As at 31 March 2023
Trade payables		
Total outstanding dues of Micro small & medium enterprises (Refer Note 36)	80	-
Total outstanding dues of creditors other than Micro small & medium enterprises	1,059	469
	<b>1,139</b>	<b>469</b>

Trade payable ageing schedule as at 31 March 2024

Particulars	Outstanding for following periods from due date of payment*					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	80	-	-	-	-	80
(ii) Other	-	1059	-	-	-	1059
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	<b>80</b>	<b>1059</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1139</b>

Trade payable to MSME comprise of amount not due to the vendor being provisional expenses where actual invoice is not received / not approved by the company and also consist portion of Goods and Service Tax (GST) on invoices which is not reflecting on the GST portal.



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Trade payable ageing schedule as at 31 March 2023

Particulars	Outstanding for following periods from due date of payment*					
	Not Due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-	-
(ii) Other	-	469	-	-	-	469
(iii) Disputed dues - MSME	-	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-	-
<b>Total</b>	-	<b>469</b>	-	-	-	<b>469</b>

\* Date of transaction/invoice considered as due date of payment.

## Note 14: Debt securities

Particulars	As at 31 March 2024	As at 31 March 2023
At amortised cost		
(i) Secured redeemable non-convertible debentures	-	29,842
(ii) Unsecured redeemable non-convertible debentures	21,399	31,366
<b>Total</b>	<b>21,399</b>	<b>61,208</b>
Debt securities in India	21,399	61,208
Debt securities outside India	-	-

## Security and other terms of debt securities

- During the year, the Company had made quarterly submissions to banks or financial institutions or debenture trustees; however, there were no material discrepancies noted between the quarterly statements and the financial statements of the respective quarter.
- Terms of repayment as below (repayment schedule mentioned below excludes unamortised borrowing cost):

## Secured Debt securities as at 31 March 2024

NCD Series	Units	Amount (in Lakhs)	Security provided	Security coverage	Rate of Interest	Allotment Date	Maturity date
NIL							

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Secured Debt securities as at 31 March 2023

NCD Series	Units	Amount (in Lakhs)	Security provided	Security coverage	Rate of Interest	Allotment Date	Maturity date
SERIES A-8 / F.Y.21/ F.Y.23 INE658R07398	500	5,000	Exclusive charge over specific receivables	1.1 times of the amount outstanding	9.60%	29-Jun-2020	29-Jun-2023
SERIES A-7 / F.Y.21/ F.Y.23 INE658R07380	500	5,000	Exclusive charge over specific receivables	1.2 times of the amount outstanding	9.50%	25-Jun-2020	23-Jun-2023
SERIES A-6 / F.Y.21/ F.Y.23 INE658R07372	250	2,500	Exclusive charge over specific receivables	1.1 times of the amount outstanding	9.79%	22-Jun-2020	22-Jun-2023
SERIES A (2016-17)/07 INE658R07125	997	9,970	Exclusive charge over specific receivables	1.25 times of the amount outstanding	9.85%	27-Jul-2016	15-May-2023
SERIES A-9 / F.Y.21/ F.Y.23 INE658R07406	750	7,500	Exclusive charge over specific receivables	1.25 times of the amount outstanding	9.45%	17-Jul-2020	21-Apr-2023
<b>Grand Total</b>	<b>2,997</b>	<b>29,970</b>					

## Unsecured Debt securities as at 31 March 2024

NCD Series	Amount	Units	Rate of Interest	Allotment Date	Maturity date
Series MOHFL U-K1 FY2021-22 INE658R08180 (previous ISIN INE658R08172)	21,500	2,150	7.27%	10-Feb-2022	10-Feb-2025
<b>Total</b>	<b>21,500</b>	<b>2,150</b>			

## Unsecured Debt securities as at 31 March 2023

NCD Series	Amount	Units	Rate of Interest	Allotment Date	Maturity date
SERIES A (2016-17)/11 INE658R08123	2,500	250	11.00%	9-Aug-2016	7-Aug-2026
Series MOHFL U-K1 FY2021-22 INE658R08180 (previous ISIN INE658R08172)	29,000	2,900	7.27%	10-Feb-2022	10-Feb-2025
<b>Total</b>	<b>31,500</b>	<b>3,150</b>			

## Note 15: Borrowings (other than debt securities)

Particulars	As at 31 March 2024	As at 31 March 2023
At amortised cost		
Secured		
(i) Term loans from banks	1,83,827	1,47,626
(ii) Term loans from securitization	9,508	11,584
(iii) Term loans from NHB refinance	43,546	44,027
(iv) Term Loan ECB	41,144	24,430
<b>Total</b>	<b>2,78,025</b>	<b>2,27,667</b>
Borrowings in India	2,36,881	2,03,237
Borrowings outside India	41,144	24,430



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Security and other terms of loans are as follows :

- Securitisation liability represents amounts received in respect of securitisation transactions (net of repayments & investment therein) as these transactions do not meet the derecognition criteria specified under Ind AS. These are secured by way of hypothecation of designated assets on finance receivables.
- U.S. International Development Finance Corporation (DFC) has provided long term loan under ECB route at fixed ROI and same is fully hedged with AD Cat-I bank.
- During the year under audit, company had made quarterly submissions to banks & other lenders, however, there were no material discrepancies noted between the quarterly statements and the financial statements of the respective quarter.
- Terms of repayment of terms loans/NHB/ECB are as follows:-

### As at 31 March 2024

- Term loans from Banks / Financial Institutions / NHB secured by way of exclusive hypothecation of receivables i.e. loans and advances.

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
3.90 % to 10.05% annually	45,035	84,007	63,211	35,120	2,27,373
<b>Total</b>	<b>45,035</b>	<b>84,007</b>	<b>63,211</b>	<b>35,120</b>	<b>2,27,373</b>

- Terms of maturity of securitization liability

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
9.35 % annually	437	860	858	7,353	9,508
<b>Total</b>	<b>437</b>	<b>860</b>	<b>858</b>	<b>7,353</b>	<b>9,508</b>

- Term loan ECB secured by way of exclusive hypothecation of receivables i.e. loans and advances.

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
5.39% to 7.16% (Fully hedged basis)	2,469	6,583	6,583	25,509	41,144
<b>Total</b>	<b>2,469</b>	<b>6,583</b>	<b>6,583</b>	<b>25,509</b>	<b>41,144</b>

### As at 31 March 2023

- Term loans from Banks / Financial Institutions / NHB secured by way of exclusive hypothecation of receivables i.e. loans and advances.

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
3.90 % to 10.20% annually	45,522	66,940	46,271	32,920	1,91,653
<b>Total</b>	<b>45,522</b>	<b>66,940</b>	<b>46,271</b>	<b>32,920</b>	<b>1,91,653</b>



(All amounts are in INR Lakhs, unless otherwise stated)

(ii) Terms of maturity of securitization liability

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
9.00 % annually	538	1,100	1,081	8,865	11,584
<b>Total</b>	<b>538</b>	<b>1,100</b>	<b>1,081</b>	<b>8,865</b>	<b>11,584</b>

(iii) Term loan ECB secured by way of exclusive hypothecation of receivables i.e. loans and advances.

Maturity	0-1 years	1-3 years	3-5 years	> 5 years	Total
<b>Rate of interest</b>					
6.31% to 7.16% (Fully hedged basis)	-	2,851	3,801	17,777	24,430
<b>Total</b>	<b>-</b>	<b>2,851</b>	<b>3,801</b>	<b>17,777</b>	<b>24,430</b>

- There are no borrowings guaranteed by directors and others as at March 31, 2024 and as at March 31, 2023 except as on March 31, 2024, out of term loans amounting to INR 3752 lakhs were additionally secured by Bank Guarantee of Rs 7.50 crore extended by Axis Bank Limited in favour of National Housing Bank.
- There has not been any default in repayment of borrowings and interest during the year ended March 31, 2024, (no default during the year ended March 31, 2023).
- The Company has utilised the borrowings from banks and financial institutions for the purpose for which it was availed.
- The Company has not entered into any transaction or arrangement with any person(s) or entity(ies) including foreign entities (intermediaries) which would result in onward lending to or on behalf of the lender.

## Note 16: Other Financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Interest accrued but not due on borrowings	1,227	2,990
Interest Payable on Direct Assignment	15	13
Salary and bonus payable	1,774	756
Lease liability	771	669
Book overdraft	15,068	3,741
Other liabilities*	6,178	1,799
<b>Total</b>	<b>25,033</b>	<b>9,967</b>

\* Other liabilities includes pre-closure liabilities and other payables

## Note 17: Provisions

Particulars	As at 31 March 2024	As at 31 March 2023
(a) Provision for employee benefits		
(i) Gratuity (Refer note 37 B )	277	171
(ii) Other employee benefit	15	12
(iii) Compensated absences	162	116
(b) Provision for expenses	99	139
<b>Total</b>	<b>553</b>	<b>439</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Provision for expenses ageing schedule as at 31st March 2024

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other	99	-	-	-	99
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-

## Provision for expenses ageing schedule as at 31st March 2023

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME	-	-	-	-	-
(ii) Other	139	-	-	-	139
(iii) Disputed dues - MSME	-	-	-	-	-
(iv) Disputed dues - others	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-
(vi) Disputed trade receivables - credit impaired	-	-	-	-	-

## Note 18: Other non-financial liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Statutory Liabilities (GST, TDS and other statutory liabilities)	346	276
	<b>346</b>	<b>276</b>

## Note 19 : Equity Share Capital

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
<b>(a) Authorised Share Capital</b>				
Equity shares of Re. 1/- each	10,00,00,00,000	1,00,000	10,00,00,00,000	1,00,000
<b>(b) Equity shares of Re. 1/- each issued, subscribed and fully paid up</b>				
Equity share capital of Re. 1/- each	6,03,78,64,375	60,379	6,03,34,46,625	60,334
	<b>6,03,78,64,375</b>	<b>60,379</b>	<b>6,03,34,46,625</b>	<b>60,334</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

- i) The Company has only one class of equity shares having a face value of Re. 1 each. Each holder of equity shares is entitled to one vote per share.
- ii) In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company after distribution of all preferential amounts, in proportion to their holding. However, there exists no preferential liability as at 31 March 2024.

## (c) Reconciliation of share capital :

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	Amount	Number	Amount
<b>Equity shares</b>				
Outstanding at the beginning of the year	6,03,34,46,625	60,334	6,02,70,91,515	60,271
Restated balance at the beginning of the previous reporting year	6,03,34,46,625	60,334	6,02,70,91,515	60,271
Issued during the year	44,17,750	44	63,55,110	64
<b>Outstanding at the end of the year</b>	<b>6,03,78,64,375</b>	<b>60,379</b>	<b>6,03,34,46,625</b>	<b>60,334</b>

## (d) Details of shares holding more than 5% shares in the Company

Particulars	As at 31 March 2024		As at 31 March 2023	
	Number	% of holding	Number	% of holding
<u>Motilal Oswal Financial Services Limited</u>				
Equity share of Re. 1 each fully paid-up	4,54,64,13,025	75.30%	4,54,64,13,025	75.35%
<u>Motilal Oswal Wealth Limited</u>				
Equity share of Re. 1 each fully paid-up	48,21,62,594	7.99%	48,21,62,594	7.99%
<u>Motilal Oswal Finvest Limited</u>				
Equity share of Re. 1 each fully paid-up	60,00,00,000	9.94%	60,00,00,000	9.94%
	<b>5,62,85,75,619</b>	<b>93.22%</b>	<b>5,62,85,75,619</b>	<b>93.28%</b>

## (e) Details of shares held by promoters/promoter group as at 31 March, 2024

Promoter name	Number of shares	% of total shares	% Change during the year
Motilal Oswal Financial Services Limited	4,54,64,13,025	75.30%	(0.05)%
Motilal Oswal Asset Management Company Limited	10	0.00%	0.00%
Motilal Oswal Investment Advisors Limited	25,78,44,836	4.27%	(0.05)%
Motilal Oswal Wealth Limited	48,21,62,594	7.99%	0.00%
Motilal Oswal Finvest Limited	60,00,00,000	9.94%	0.00%
Mr. Motilal Oswal	10	0.00%	0.00%
Mr. Raamdeo Agrawal	10	0.00%	0.00%
<b>Total</b>	<b>5,88,64,20,485</b>	<b>97.49%</b>	<b>(0.11)%</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

**(f) Details of shares held by promoters/promoter group as at 31 March, 2023**

Promoter name	Number of shares	% of total shares	% Change during the year
Motilal Oswal Financial Services Limited	4,54,64,13,025	75.35%	(4.89)%
Motilal Oswal Asset Management Company Limited	10	0.00%	0.00%
Motilal Oswal Investment Advisors Limited	26,03,44,836	4.32%	0.00%
Motilal Oswal Wealth Limited	48,21,62,594	7.99%	4.80%
Motilal Oswal Finvest Limited	60,00,00,000	9.94%	(0.02)%
Mr. Motilal Oswal	10	0.00%	0.00%
Mr. Raamdeo Agrawal	10	0.00%	0.00%
<b>Total</b>	<b>5,88,89,20,485</b>	<b>97.60%</b>	<b>(0.11)%</b>

(f) Also refer note 38 for disclosure relating to employee stock option scheme.

(g) There is no buyback of shares during the five years immediately preceding 31 March 2024.

**Note 20: Other Equity**

Particulars	As at 31 March 2024	As at 31 March 2023
<b>(I) Other Reserves</b>		
<b>(a) Share option outstanding account</b>		
<b>Opening Balance</b>	518	257
Add: Addition during the year	523	261
Less: Transfer to security premium account	(36)	-
<b>Total</b>	<b>1,005</b>	<b>518</b>
<b>(b) Statutory reserves</b>		
<b>Opening Balance</b>		
Section 29C of The National Housing Bank Act, 1987	1,999	1,584
Special reserve u/s 36(1) (viii) of Income Tax Act, 1961	7,983	5,670
<b>Transfer during the year</b>		
Section 29C of The National Housing Bank Act, 1987	889	415
Special reserve u/s 36(1) (viii) of Income Tax Act, 1961	1,761	2,313
<b>Closing Balance</b>		
Section 29C of The National Housing Bank Act, 1987	2,888	1,999
Special reserve u/s 36(1) (viii) of Income Tax Act, 1961	9,744	7,983
<b>Total</b>	<b>12,632</b>	<b>9,982</b>
<b>(c) Securities Premium account</b>		
<b>Opening Balance</b>	26,312	26,212
Securities premium on shares issued during the year	106	100
Transfer from Stock option outstanding amount	36	-
<b>Total</b>	<b>26,454</b>	<b>26,312</b>



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
<b>(II) Retained Earnings</b>		
<b>(a) Surplus/ (Deficit) in profit or loss account</b>		
Opening Balance	17,313	6,404
(Loss) / Profit for the year	13,252	13,636
Transfer to Statutory Reserve	(2,650)	(2,727)
<b>Total</b>	<b>27,915</b>	<b>17,313</b>
<b>(b) Other comprehensive income</b>		
Opening Balance	313	298
Other Comprehensive Income (net of tax)	(5)	15
<b>Total</b>	<b>308</b>	<b>313</b>
<b>Total Other Equity</b>	<b>68,314</b>	<b>54,438</b>

There has been no draw down from reserves during the year ended March 31, 2024 and March 31, 2023.

## 20.1 Nature and purpose of Other Reserve

### (a) Share option outstanding account

Share option outstanding account is used to recognise the grant date fair value of equity settle instruments issued to employees under the stock option scheme of the Company.

### (b) Statutory Reserves

#### (i) Reserve u/s 29C of National Housing Bank Act, 1987:

The Company has created a reserve fund as required by section 29C of National Housing Bank Act, 1987, wherein a sum equal to twenty percent of its profit every year, as disclosed in the profit and loss account and before any dividend is declared, is transferred.

#### (ii) Special Reserve u/s 36(1)(viii) of Income Tax Act, 1961:

Based upon the information, explanations and representations given to us by the management and to the best of our knowledge, there have been 200 instances of fraud on the Company by its customers amounting to Rs. 2,694.03 lakhs as disclosed in NHB disclosure forming part of financial statements, which have been duly reported to the Reserve Bank of India. We have been informed that the employee of the company had misappropriated funds amounting to Rs.21.41 lakhs during the year under audit. Investigation was conducted based on which FMR 1 is filed. We did not come across any instances of fraud by the Company.

### (c) Securities Premium

The security premium account is use to record the premium received on issue of shares. The reserve will be utilised in accordance with the provisions of the Companies Act, 2013.

### (d) Retained earnings

Retained earnings represents accumulated surplus/ deficit of the Company and are available for distribution to shareholders.

### (e) Other comprehensive income

Other comprehensive income represents the cumulative actuarial gains/(losses) on defined employee benefit plans.



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## NOTE 21: Revenue from operations

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Interest Income on Loan at amortised cost	55,222	50,987
(ii) Interest Income on Fixed Deposit, certificate of deposit & commercial paper at amortised cost	600	355
(iii) Net gains on fair value changes on financial instruments at FVTPL (realised)	438	126
(iv) Fees and other income	1,539	1,212
<b>TOTAL</b>	<b>57,799</b>	<b>52,680</b>

## NOTE 22: Other income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Other non operating income	1,109	513
<b>TOTAL</b>	<b>1,109</b>	<b>513</b>

## NOTE 23: Finance cost

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Interest cost	23,234	20,055
(ii) Interest cost on lease liability	65	58
(iii) Interest cost on securitization	966	985
(iv) Other borrowing cost	777	758
<b>TOTAL</b>	<b>25,042</b>	<b>21,856</b>

## NOTE 24: Impairment on financial instruments

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Impairment on loans (Loans measured at amortised cost)	(580)	(1,454)
(ii) Loss on derecognition of loan assets*	1,773	3,347
<b>TOTAL</b>	<b>1,193</b>	<b>1,893</b>

\* This majorly includes loss on sale of assets to an asset reconstruction company. Also, refer note 30 for additional details.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## NOTE 25: Employee benefits expenses

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Salary, Bonus and Allowances	10,791	8,092
(ii) Share based payments	523	262
(iii) Contribution to provident & other funds (Refer note 37 A)	553	427
(iv) Staff welfare expenses	95	106
(v) Gratuity obligation (Refer note 37 B)	104	97
<b>TOTAL</b>	<b>12,066</b>	<b>8,984</b>

## NOTE 26: OTHER EXPENSES

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Rates & Taxes	99	86
(ii) Rent	264	387
(iii) Insurance	134	102
(iv) Computer Maintenance & Software Charges	26	10
(v) Legal & Professional Charges	651	462
(vi) Remuneration to auditors (Refer note 31)	28	26
(vii) Data processing charges	129	119
(viii) Marketing & brand promotion expenses	5	71
(ix) Advertisement expenses	11	6
(x) Printing & Stationary	30	34
(xi) Power and fuel	71	66
(xii) Communication and data charges	108	63
(xiii) Travelling, lodging and boarding expenses	487	346
(xiv) Miscellaneous expenses	376	330
(xv) Corporate social responsibility expense (Refer Note 32)	250	177
(xvi) Business Support Service	219	219
(xvii) Repair and Maintenance	70	35
<b>TOTAL</b>	<b>2,958</b>	<b>2,537</b>

## NOTE 27: Income Tax Expense

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>A. Amounts recognised in statement of profit or loss</b>		
<b>Current tax (a)</b>		
Current year	3,537	3,348
Changes in estimates related to prior years (b)	(2)	(13)
<b>Deferred tax (b)</b>		
Origination and reversal of temporary differences	341	583
<b>Tax expense of continuing operations (a)+(b)</b>	<b>3,876</b>	<b>3,918</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>B. Amount recognised in other comprehensive income</b>		
Tax Impact on remeasurements of defined benefit liability	(2)	5
	<b>(2)</b>	<b>5</b>
<b>C. Reconciliation of effective tax</b>		
Profit before tax	17,128	17,554
Tax at the rate of 25.168%	4,311	4,418
Effect of:		
Prior Period tax liability on assessment	(2)	(13)
Miscellaneous disallowance	42	94
Tax exemption on special reserve	(443)	(582)
Tax exemption on provision on doubtful assets	(31)	–
<b>Effective tax</b>	<b>3,876</b>	<b>3,918</b>
Effective Tax Rate	22.63%	22.32%
Effective Tax Rate before adjustment of amount transferred to special reserve & prior period tax.	25.41%	25.71%
<b>D. Recognised deferred tax assets /(liabilities)</b>		
Deferred tax assets and liabilities are attributable to the following:		
Difference between book depreciation and tax depreciation	174	190
Difference in ROU and Lease liability	13	–
Other Employee Benefits	75	(105)
Unamortized borrowing cost	(356)	(249)
Deposit and rent Equalization	–	59
Provision for compensated absence	41	29
Provision for Loan assets	1,636	1,783
Unamortized upfront income and expenses	(128)	88
	<b>1,455</b>	<b>1,795</b>

## NOTE 28: Other comprehensive income

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
(i) Items that will not be reclassified to profit or loss		
Actuarial gain/(loss) on post retirement benefit plans	(7)	20
Deferred tax impact on the above	2	(5)
<b>Total other comprehensive income, net of tax</b>	<b>(5)</b>	<b>15</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Note 29: Earnings per share

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Basic earnings per share</b>		
Profit attributable to equity shareholders (Rupees) [A]	13,252	13,636
Nominal value per share (in Rupees)	1	1
Weighted average number of equity shares outstanding during the year [B] (Face value Rs 1) (In Numbers)	6,03,78,64,375	6,03,34,46,625
<b>Basic earnings per share [A] / [B] (Rupees)</b>	<b>0.22</b>	<b>0.23</b>
<b>Diluted earnings per share</b>		
(Loss)/Profit attributable to equity shareholders (Rupees)	13,252	13,636
Less : Impact on profit due to exercise of diluted potential equity shares	-	-
Net profit attributable to equity shareholders for calculation of diluted earnings per share [A]	13,252	13,636
Weighted average number of equity shares used in computing basic earnings per share (In Numbers)	6,03,78,64,375	6,03,34,46,625
Effect of potential equity shares for stock options outstanding	76,99,651	74,04,625
Weighted number of equity shares used in computing diluted earnings per share [B] (In Numbers)	6,04,55,64,026	6,04,08,51,250
<b>Diluted earnings per share (Rupees) [A] / [B]</b>	<b>0.22</b>	<b>0.23</b>

## Note 30: Loans and ECL movement

- An analysis of change in the gross carrying amount and the corresponding expected credit loss allowance in relation to lending is as follows:

Particulars	For the year 31st March 24			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	3,68,297	8,152	4,092	3,80,542
New asset originated/purchased/further increases in existing asset	1,00,510	186	3	1,00,699
Assets derecognised (on repayment and assignments, excluding write-offs)	(72,332)	(1,238)	(1,027)	(74,598)
Transfers to/(from) Stage 1	(6,851)	4,892	1,959	-
Transfers to/(from) Stage 2	4,094	(4,739)	646	-
Transfers to/(from) Stage 3	1,603	78	(1,682)	-
Amount written-off	(945)	(342)	(521)	(1,807)
<b>Sub-Total</b>	<b>3,94,377</b>	<b>6,989</b>	<b>3,470</b>	<b>4,04,836</b>
Interest accrued on loans	4,158	236	342	4,736
Unamortised Fees				45
<b>Gross carrying amount closing balance</b>				<b>4,09,616</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year 31st March 23			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	3,30,951	8,916	8,853	3,48,720
New asset originated/purchased/further increases in existing asset	1,00,552	0	0	1,00,552
Assets derecognised (on repayment and assignments, excluding write-offs)	(61,249)	(1,179)	(2,922)	(65,350)
Transfers to/(from) Stage 1	(8,161)	5,543	2,618	–
Transfers to/(from) Stage 2	4,276	(4,830)	554	–
Transfers to/(from) Stage 3	3,225	244	(3,469)	–
Amount written-off	(1,297)	(542)	(1,541)	(3,380)
<b>Sub-Total</b>	<b>3,68,297</b>	<b>8,152</b>	<b>4,092</b>	<b>3,80,542</b>
Interest accrued on loans	3,715	262	294	4,271
Unamortised Fees				(560)
<b>Gross carrying amount closing balance</b>				<b>3,84,253</b>

## Note:

During the year ended 31 March 2024, the Company has sold in one tranche pool of certain non performing loan assets aggregating to Rs. 2,370 Lakhs to an Asset Reconstruction Company vide agreement dated 28 March 2024. These loan assets have been de-recognised from the loan portfolio of the Company as the sale of loan assets was done on “no-recourse” basis and on true sale basis. This has resulted in reversal of ECL amounting to Rs. 664 Lakhs which represents the amount of ECL allowance created on such loans.

During the year ended 31 March 2023, the Company has sold in two tranches pool of certain non performing loan assets aggregating to Rs. 8,403 Lakhs to an Asset Reconstruction Company vide separate agreements dated 26 September 2022 and 28 March 2023 respectively. These loan assets have been de-recognised from the loan portfolio of the Company as the sale of loan assets was done on “no-recourse” basis and on true sale basis. This has resulted in reversal of ECL amounting to Rs. 2,356 Lakhs which represents the amount of ECL allowance created on such loans.”

## 2. Reconciliation of expected credit loss allowances balance is given below:

Particulars	For the year 31st March 24			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	3,734	1,333	2,014	7,080
New asset originated/purchased/further increases in existing asset	477	19	1	424
Changes in provision on account of migration between stages and in same stage due to change in buckets and reversal on recovery	(1,661)	522	850	(217)
Transfers to/(from) Stage 1	(292)	194	98	–
Transfers to/(from) Stage 2	650	(768)	118	–
Transfers to/(from) Stage 3	756	35	(791)	–
Amount written-off	(107)	(145)	(535)	(787)
<b>Sub-Total</b>	<b>3,556</b>	<b>1,191</b>	<b>1,753</b>	<b>6,500</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year 31st March 23			
	Stage 1	Stage 2	Stage 3	Total
Gross carrying amount opening balance	4,606	988	2,940	8,534
New asset originated/purchased/further increases in existing asset	554	34	30	618
Changes in provision on account of migration between stages and in same stage due to change in buckets and reversal on recovery	(2,172)	453	(352)	(2,072)
Transfers to/(from) Stage I	(551)	346	204	–
Transfers to/(from) Stage 2	471	(533)	62	–
Transfers to/(from) Stage 3	825	44	(870)	–
Amount written-off	–	–	–	–
<b>Sub-Total</b>	<b>3,734</b>	<b>1,333</b>	<b>2,014</b>	<b>7,080</b>

### 3. Non performing asset % (NPA %) are given as below

Ratios	For the year ended 31 March 2024	For the year ended 31 March 2023
Gross non performing asset ratio (GNPA %)	0.86%	1.07%
Net non performing asset ratio (NNPA %)	0.42%	0.55%

**Note:** There are no account which are past due beyond 90 days but not treated as impaired.

### Note 31: Remuneration to auditors

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Payment to Auditor		
Statutory audit	20	20
For certification work	5	3
Reimbursement of expenses	1	1
GST*	2	2
<b>Total</b>	<b>28</b>	<b>26</b>

\*Amount includes Goods and service tax for which Input credit has been disallowed

### Note 32 : Corporate Social Responsibility

- During the year, Company has spent Rs. 250 Lakhs (previous year Rs 177 Lakhs) on CSR activities, considering the average book profit computed as per section 198 of the Companies Act for last three financial years.
- Details of CSR spent during the Financial Year:
  - Total amount to be spent for the Financial Year: Rs. 249 Lakhs
  - Amount unspent, if any: NA
  - Manner in which the amount spent during the Financial Year is detailed below:



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## For the year ended 31 March 2024

CSR Project or Activity identified	Sector in which the project is covered (As in Schedule VII)	Address	Amount Outlay (Budget) or Project or program wise	Amount spent on the project or program Subheads:	Cumulative Expenditure upto the reporting period	Amount spent: directly or through implementing agency
Global Vikas Trust	Skill Training	Maharashtra	50	50	50	NA
Rishihood Foundation	Infrastructure	Haryana	100	100	100	NA
Dystrophy Annihilation Research Trust	Health	Karnataka	5	5	5	NA
Tattva Education Foundation	Education	Maharashtra	20	20	20	NA
Friends Of Tribals Society	Education	Maharashtra	25	25	25	NA
Land Purchase For Educational Project	Education	Maharashtra	50	50	50	NA

## For the year ended 31 March 2023

CSR Project or Activity identified	Sector in which the project is covered (As in Schedule VII)	Address	Amount Outlay (Budget) or Project or program wise	Amount spent on the project or program Subheads:	Cumulative Expenditure upto the reporting period	Amount spent: directly or through implementing agency
Marudhar Mahila Sangh	Education	Rajasthan	75	75	75	NA
Bharat Jain Mahamandal	Reducing Inequalities	Maharashtra	18	18	18	NA
United Way of Mumbai	Education	Maharashtra	5	5	5	NA
Global Vikas Trust	Skill Training	Maharashtra	80	80	80	NA

## For the year ended 31 March 2024

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of Previous year Shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transaction	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.
249	250	NA	NA	NA	Refer Note Below*	NA	Actual Expenses done

\*Note: Promoting education & skill training for underprivileged children and reducing inequalities.

## For the year ended 31 March 2023

Amount required to be spent by the company during the year	Amount of expenditure incurred	Shortfall at the end of the year	Total of Previous year shortfall	Reason for shortfall	Nature of CSR activities	Details of related party transaction	Where a provision is made with respect to a liability incurred by entering into a contractual obligation, the movements in the provision during the year should be shown separately.
175	177	NA	NA	NA	Refer Note Below*	NA	Actual Expenses done

\*Note: Promoting education & skill training for underprivileged children and reducing inequalities.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Note 33: Contingent liabilities and commitments

Particulars	As at 31 March 2024	As at 31 March 2023
1. Claims against the Company not acknowledge as debt	15	–
2. Undrawn sanctions to borrowers	60,161	27,717
<b>Total</b>	<b>60,176</b>	<b>27,717</b>

## Note 34 : Leases

The Company has taken various office premises on operating lease for the period which ranges from 12 months to 60 months with an option to renew the lease by mutual consent on mutually agreeable terms.

Information about leases for which the Company is a lessee are presented below:

### (A) Right of use assets

Particulars	As at 31 March 2024	As at 31 March 2023
Balance as at 1 April 2023	620	77
Movement during the year	322	562
Depreciation on Right-Of-Use (ROU) assets	(224)	(18)
<b>Balance as at 31 March 2024</b>	<b>719</b>	<b>620</b>

### (B) Lease liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Balance as at 1 April 2023	669	218
Movement during the year	322	562
Add: Interest cost accrued during the period	65	58
Less: Payment of lease liabilities	(285)	(168)
<b>Balance as at 31 March 2024</b>	<b>771</b>	<b>669</b>

### (C) Maturity analysis - Discounted Cashflows of Contractual maturities of lease liabilities

Particulars	As at 31 March 2024	As at 31 March 2023
Less than three months	52	43
Three to twelve months	166	127
One to five years	522	481
More than five years	31	18
<b>Total</b>	<b>771</b>	<b>669</b>



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## (D) Amount recognised in statement of profit & loss

Particulars	As at 31 March 2024	As at 31 March 2023
Interest cost on lease liabilities	65	58
Depreciation on right of use assets	224	18
Rental Expenses recorded for short-term lease payments and payments for leases of low-value assets not included in the measurement of the lease liability	264	387

## (E) Amount recognised in statement of cash flows

Particulars	As at 31 March 2024	As at 31 March 2023
Cash payments for the principal & interest portion of the lease liability within financing activities	(285)	(168)
Short-term lease payments, payments for leases of low-value assets and variable lease payments not included in the measurement of the lease liability within operating activities.	264	387

## Note 35 : Credit Rating

For the year under review, following Credit Ratings have been assigned to various borrowing programs of the Company by "CRISIL", "India Ratings" and "ICRA":

Nature of borrowing	As at 31 March 2024			As at 31 March 2023		
	Rating / Outlook			Rating / Outlook		
	CRISIL	India Ratings	ICRA	CRISIL	India Ratings	ICRA
<b>Short Term</b>						
Commercial paper	CRISIL A1+	–	[ICRA]A1+	CRISIL A1+	–	[ICRA]A1+
<b>Long Term</b>						
Non-Convertible Debentures	CRISIL AA / Stable	IND AA / Stable	[ICRA] AA( Stable)	CRISIL AA / Stable	IND AA / Stable	[ICRA] AA( Stable)
Market linked Debentures	–	–		CRISIL PPMLD AA / Stable	–	–
Bank Borrowings	CRISIL AA / Stable	IND AA / Stable	–	CRISIL AA / Stable	IND AA / Stable	–

## Note 36: Details of dues to micro enterprises and small enterprises

Under the Micro, Small and Medium Enterprises Development Act 2006 (MSMED Act, 2006), certain disclosures are required to be made relating to dues to Micro and Small enterprises. On the basis of information and records available with the management, following disclosures are made:

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
1. The principal amount remaining unpaid at the end of the year.	–	–
2. The interest amount remaining unpaid at the end of the year.	–	–
3. The amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year	–	–
4. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under Micro Small and Medium Enterprise Development Act, 2006.	–	–
5. The amount of interest due and payable for the period (where the principal has been paid but interest under the MSMED Act, 2006 not paid)	–	–
6. The amount of interest accrued and remaining unpaid at the end of accounting year	–	–
7. The amount of further interest due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23.	–	–
<b>The balance of MSMED parties as at the end of the year</b>	<b>–</b>	<b>–</b>

## Note 37: Disclosure pursuant to Ind AS 19 - Employee Benefits

### A) Defined contribution plan :

The Company makes contributions to provident fund for qualifying employees to Regional Provident Fund Commissioner under defined contribution plan under the Provident Fund Act.

Amount recognised as an expense and included under the head "Contribution to Provident and Other Funds" of Statement of Profit and Loss are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Employer's contribution to provident fund	518	396
Employer's contribution to ESIC	25	26
Employer's contribution to National Pension Scheme	10	5
<b>Total</b>	<b>553</b>	<b>427</b>

### B) Defined benefit plan :

The details of the Company's post- retirement benefit plans for its employees including whole time directors are given below which is as certified by the actuary and relied upon by the auditors.

#### Principal actuarial assumptions at the balance sheet date

Particulars	As at 31 March 2024	As at 31 March 2023
Interest / Discount Rate	6.88%	6.79%
Rate of increase in compensation	7.28%	6.50%
Employee attrition rate (Past Service) (PS)	PS: 0 to 40 : 68.1%	PS: 0 to 40 : 82.00%



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the beginning of the year	171	116
Current service cost	96	94
Transfer in liability	22	–
Transfer out liability	(0)	–
Interest cost	8	3
Benefit paid	(26)	(22)
Curtailement cost	–	–
Settlement cost	–	–
Net actuarial (gain) or loss recognized in the year	7	(20)
<b>Present value of obligation at the end of the year</b>	<b>277</b>	<b>171</b>

Fair value of plan assets

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the beginning of the year	(171)	(116)
Actual return on plan assets	–	–
Contributions	26	22
Benefit paid	(26)	(22)
Fair value of plan assets at end of period	–	–
Funded status (including unrecognized past service cost)	(277)	(171)
<b>Excess of actual over estimated return of plan assets</b>	<b>–</b>	<b>–</b>

Experience history

Particulars	As at 31 March 2024	As at 31 March 2023
(Gain) on obligation due to change in assumption	11	(8)
Experience (gain)/loss on obligation	(4)	(12)
<b>Actuarial gain/(loss) on plan assets</b>	<b>7</b>	<b>(20)</b>

Amounts to be recognized in the balance sheet

Particulars	As at 31 March 2024	As at 31 March 2023
Present value of obligation at the beginning of the year	171	171
Fair value of plan assets at end of period	–	–
Funded status	(277)	(171)
Unrecognized actuarial gain/(loss)	–	–
Unrecognized past service cost - non vested benefits	–	–
<b>Net assets/(liability) recognized in balance sheet</b>	<b>(277)</b>	<b>(171)</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Expense recognized in the statement of profit and loss account

Particulars	As at 31 March 2024	As at 31 March 2023
Current service cost	96	94
Interest cost	8	3
Past service cost (non vested benefits)	–	–
Past service cost (vested benefits)	–	–
Unrecognized past service cost - non vested benefits	–	–
Expected return on plan assets	–	–
Net actuarial gain/ (loss) recognized for the period	–	–
<b>Expenses Recognised in the statement of profit &amp; loss account</b>	<b>104</b>	<b>97</b>

## Movements in the liability recognized in balance sheet

Particulars	As at 31 March 2024	As at 31 March 2023
Opening net liability	171	116
Expenses as above	104	97
Transfer in liability	22	–
Transfer Out liability	–	–
Expenses recognized	126	97
Employer's contributions	(26)	(22)
Other Comprehensive Income(OCI)	7	(20)
Closing net liability	277	171
<b>Closing provision at the end of the year</b>	<b>277</b>	<b>177</b>

## Defined benefit plans

Particulars	As at 31 March 2024	As at 31 March 2023
Defined benefit obligation	277	171
Plan assets	(277)	(171)
Experience adjustments :		
On plan liabilities	–	–
On plan assets	–	–

## Sensitivity analysis

Particulars	DR: Discount Rate		ER Salary Escalation Rate	
	PVO DR +1%	PVO DR -1%	PVO ER + 1%	PVO ER - 1%
Present value of obligation (PVO)	275	280	279	276

## Expected Payout

Year	Expected Outgo First	Expected Outgo Second	Expected Outgo Third	Expected Outgo Fourth	Expected Outgo Fifth	Expected Outgo Six to Ten years
Payouts	185	68	28	11	4	2



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Asset Liability Comparisons

Year	31-03-2020	31-03-2021	31-03-2022	31-03-2023	31-03-2024
PVO at the end of year	78	78	116	171	277
Plan Assets	–	–	–	–	–
Surplus / (Deficit)	(78)	(78)	(116)	(171)	(277)
Experience adjustments on plan assets	–	–	–	–	–

## Note 38: Disclosure relating to Employee stock option scheme

The Company has following stock option schemes:

### Motilal Oswal Home Finance Ltd -Employees' Stock Option Scheme 2014 - (ESOS - 2014)

The Scheme was approved by Board of Directors on 11 September 2014 and by the shareholders in EGM dated 16 October 2014 for issue of 5,00,00,000 options representing 5,00,00,000 Equity shares of Re. 1 each.

### Motilal Oswal Home Finance Ltd - Employees' Stock Option Scheme 2016 (ESOS-2016)

The Scheme was approved by Board of Directors on 29 April 2016 and by the shareholders in AGM dated 07 July 2016 for issue of 5,00,00,000 options representing 5,00,00,000 Equity shares of Re. 1 each.

### Motilal Oswal Home Finance Ltd - Employees' Stock Option Scheme 2017 (ESOS-2017)

The Scheme was approved by Board of Directors on 25 April 2017 and by the shareholders in EGM dated 25 May 2017 for issue of 1,00,00,000 options representing 1,00,00,000 Equity shares of Re. 1 each.

### Motilal Oswal Home Finance Ltd - Employees' Stock Option Scheme 2017 (ESOS-2017 H Co.) (Issued to Holding Company Employees)

The Scheme was approved by Board of Directors on 25 April 2017 and by the shareholders in EGM dated 25 May 2017 for issue of 3,00,00,000 options representing 3,00,00,000 Equity shares of Re. 1 each.

### Motilal Oswal Home Finance Ltd - Employees' Stock Option Scheme 2022 (IV)

The Scheme was approved by Board of Directors on 26 April 2022 and by the shareholders meeting dated 24 June 2022 for issue of 10,00,00,000 options representing 10,00,00,000 Equity shares of Re. 1 each.

### Motilal Oswal Home Finance Ltd - Employees' Stock Option Scheme 2023 (V)

The Scheme was approved by Board of Directors on 26 April 2023 and by the shareholders meeting dated 22 June 2023 for issue of 10,00,00,000 options representing 10,00,00,000 Equity shares of Re. 1 each.

The activity in the (ESOS 2014), (ESOS 2016) , (ESOS 2017) , (ESOS 2017 H Co.), (ESOS 2022) & (ESOS 2023) during the year ended 31 March 2024 and 31 March 2023 is set below:

Equity Shares	As at 31 March 2024 (in numbers)	Weighted Average Exercise price	As at 31 March 2023 (in numbers)	Weighted Average Exercise price
<b>The MOHFL (ESOS 2014 ): (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	2,27,49,500	3.65	2,42,23,000	3.39
Add: Granted	1,16,80,000	4.20	82,80,500	4.25
Less: Exercised	28,07,000	3.29	20,43,000	3.26
Less: Lapsed	60,99,500	3.72	77,11,000	3.56
Options outstanding at the end of the year	2,55,23,000	3.93	2,27,49,500	3.65
Exercisable at the end of the year	37,99,750	3.55	1,44,750	3.50

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Equity Shares	As at 31 March 2024 (in numbers)	Weighted Average Exercise price	As at 31 March 2023 (in numbers)	Weighted Average Exercise price
<b>The MOHFL (ESOS 2016) : (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	3,35,40,640	3.94	4,10,72,000	3.54
Add: Granted	2,27,55,000	4.20	2,88,09,250	4.25
Less: Exercised	11,56,250	3.47	7,17,610	3.03
Less: Lapsed	1,27,85,965	3.80	3,56,23,000	3.75
Options outstanding at the end of the year	4,23,53,425	4.13	3,35,40,640	3.94
Exercisable at the end of the year	46,50,700	4.19	9,19,393	3.44
<b>The MOHFL (ESOS 2017) : (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	60,87,500	4.16	13,42,000	3.63
Add: Granted	29,35,000	4.20	81,17,500	4.25
Less: Exercised	1,40,000	3.50	6,16,000	4.20
Less: Lapsed	12,00,000	4.25	27,56,000	4.16
Options outstanding at the end of the year	76,82,500	4.18	60,87,500	4.16
Exercisable at the end of the year	12,77,250	4.25	–	–
<b>The MOHFL (ESOS 2017) (Holding Company): (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	5,50,000	4.05	43,53,000	2.05
Add: Granted	–	–	1,00,000	4.25
Less: Exercised	85,000	4.03	29,78,500	1.64
Less: Lapsed	90,000	4.25	9,24,500	2.42
Options outstanding at the end of the year	3,75,000	4.00	5,50,000	4.05
Exercisable at the end of the year	–	–	–	–
<b>The MOHFL (ESOS 2022): (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	4,93,85,000	4.25	–	–
Add: Granted	6,25,95,000	4.36	5,55,47,500	4.25
Less: Exercised	2,29,500	4.25	–	–
Less: Lapsed	1,57,25,000	4.26	61,62,500	4.25
Options outstanding at the end of the year	9,60,25,500	4.32	4,93,85,000	4.25
Exercisable at the end of the year	64,99,000	4.25	–	–
<b>The MOHFL (ESOS 2023): (Face value of Re. 1 each)</b>				
Options outstanding at the beginning of the year	–	–	–	–
Add: Granted	9,62,85,000	2.79	–	–
Less: Exercised	–	–	–	–
Less: Lapsed	40,000	4.50	–	–
Options outstanding at the end of the year	9,62,45,000	2.79	–	–
Exercisable at the end of the year	–	–	–	–



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Employees' Stock Options Scheme (ESOS) :

The Company has its accounting policy for ESOPs valuation at fair value method for appropriate presentation of financial statements .

Particulars	ESOS 2014	ESOS 2016	ESOS 2017	ESOS 2017 H Co.	ESOS 2022 (IV)	ESOS 2023 (V)
Date of grant	Various dates	Various dates	Various dates	Various dates	Various dates	Various dates
Date of board approval	11 September 2014	29 April 2016	25 April 2017	25 April 2017	26 April 2022	26 April 2023
Date of shareholders' approval	16 October 2014	07 July 2016	25 May 2017	25 May 2017	24 June 2022	22 June 2023
Number of options granted	9,04,80,500	17,86,89,250	2,01,87,500	3,03,90,000	11,81,42,500	9,62,85,000
Method of settlement	Equity shares	Equity shares	Equity shares	Equity shares	Equity shares	Equity shares
Vesting period	1 year to 4 years	1 year to 4 years	1 year to 4 years	1 year to 5 years	1 year to 6 years	1 year to 6 years
Vesting pattern	Various pattern	Various pattern	Various pattern	Various pattern	Various pattern	Various pattern
<b>Weighted average remaining contractual life</b>						
Granted but not vested	6.52 Years	6.7 Years	6.67 Years	6.73 Years	6.55 Years	8.79 Years
Vested but not exercised	0.77 Years	0.61 Years	1 Years	0 Years	0.35 Years	0 Years
Weighted average share price at the date of exercise for stock options exercised during the year	CY Rs. 4.34 (PY Rs. 4.13)	CY Rs. 4.35 (PY Rs. 4.13)	CY Rs. 4.36 (PY Rs. 4.13)	CY Rs. 4.34 (PY Rs. 4.13)	CY Rs. 4.36 (PY Rs. 4.13)	–
Exercise period	Within a period of 5 years from the date of vesting or in case of resignation, the options shall be exercised within 90 days from the date of resignation or such extended period as may be decided by the Nomination and Remuneration Committee.					
Vesting conditions	Vesting of Options would be subject to continued employment with the Company and/or its holding/subsidiary, and thus the Options would vest on passage of time. In addition to this, the Remuneration/Compensation Committee may also specify certain performance parameters subject to which the options would vest. In case of performance based vesting, the options would vest on achievement of performance parameters irrespective of the time horizon.					
Weighted average fair value of options as on grant date	1.72	1.84	1.74	1.16	1.43	2.51

Note: The vesting period of the Grant I & II of MOHFL ESOS 2014 and Grant I of ESOS 2016 has been extended from 6 months to 1 year pursuant to the resolution passed by the nomination and remuneration committee at its meeting held on 22 January 2018.

## Exercise pricing formula

**The exercise pricing formula for MOHFL ESOS 2014, MOHFL ESOS 2016, MOHFL ESOS 2017, MOHFL ESOS 2017 H Co., MOHFL ESOS 2022 and MOHFL ESOS 2023 are as under:**

The nomination and remuneration committee shall have the authority to determine the exercise price having regard to the valuation report of an independent practicing chartered accountant that may be based on such valuation method, as may be considered suitable by him, including but not restricted to the Net Asset Value Method, Discounted Cash Flow Method, Earnings Capitalisation Method, Dividend Yield Model, etc. and may also rely upon the future projections of the Company, which would be prepared by the management from time to time having regard to the future potential and prospects of the Company. The said committee shall in its absolute discretion, have the authority to grant the options at such discount as it may deem fit.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## Fair Value Methodology:

The fair value of options have been estimated on the date of grant using Black-Scholes model as under:

The key assumptions used in Black-Scholes model for calculating fair value under ESOS 2014, ESOS 2016, ESOS 2017, ESOS 2017 H Co., ESOS 2022 & ESOS 2023, as on the date of grant are as follow :

Particulars	ESOS 2014	ESOS 2016	ESOS 2017	ESOS 2017 H Co.	ESOS 2022	ESOS 2023
Risk-free interest rate	5.63% - 7.37%	5.63% - 7.25%	6.18% - 7.25%	5.63% - 7.1%	7.06% - 7.38%	7.06% - 7.25%
Expected dividend yield	1.00%	1.00%	1.00%	1.00%	1.00%	1.00%
Expected volatility of share price*	40%	40%	40%	40%	40%	40%

\*Expected volatility has been calculated of listed Holding Company shares of Motilal Oswal Financial Services Limited long term average since listing.

## Note 39: Maturity analysis of assets and liabilities

The table below shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financial assets</b>						
Cash and cash equivalents	44,334	–	44,334	27,505	–	27,505
Bank balance other than cash and cash equivalents above	2,855	–	2,855	4,379	–	4,379
Loans	65,145	3,38,032	4,03,177	33,685	3,43,489	3,77,173
Investments	–	–	–	–	–	–
Other financial assets	642	892	1,534	1,088	534	1,622
<b>Total Financial Assets (A)</b>	<b>1,12,975</b>	<b>3,38,924</b>	<b>4,51,899</b>	<b>66,656</b>	<b>3,44,023</b>	<b>4,10,679</b>
<b>Non-financial assets</b>						
Current tax assets (Net)	104	–	104	627	–	627
Deferred tax assets (Net)	291	1,164	1,455	359	1,436	1,795
Property, plant and equipment	–	1,276	1,276	–	1,339	1,339
Other intangible assets	–	112	112	–	149	149
Other non-financial assets	362	–	362	209	–	209
<b>Total Non-Financial Assets (B)</b>	<b>757</b>	<b>2,552</b>	<b>3,309</b>	<b>1,195</b>	<b>2,924</b>	<b>4,119</b>
<b>Total assets (C) = (A) + (B)</b>	<b>1,13,732</b>	<b>3,41,476</b>	<b>4,55,208</b>	<b>67,851</b>	<b>3,46,947</b>	<b>4,14,798</b>

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
<b>Financial liabilities</b>						
Payables						
Trade payables						
(i) total outstanding dues of micro enterprises and small enterprises	80	–	80	–	–	–



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024			As at 31 March 2023		
	Within 12 months	After 12 months	Total	Within 12 months	After 12 months	Total
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	1,059	–	1,059	469	–	469
Debt securities*	21,500	–	21,500	29,970	31,500	61,470
Borrowings (Other than debt securities)*	47,737	2,31,603	2,79,340	46,060	1,82,582	2,28,642
Other financial liabilities	24,480	553	25,033	9,468	499	9,967
<b>Total Financial Liabilities (A)</b>	<b>94,856</b>	<b>2,32,156</b>	<b>3,27,012</b>	<b>85,967</b>	<b>2,14,581</b>	<b>3,00,548</b>
<b>Non-financial Liabilities</b>						
Provisions	553	–	553	439	–	439
Other non-financial liabilities	346	–	346	276	–	276
<b>Total Non-Financial Liabilities (B)</b>	<b>899</b>	<b>–</b>	<b>899</b>	<b>715</b>	<b>–</b>	<b>715</b>
<b>Total liabilities (C) = (A)+(B)</b>	<b>95,755</b>	<b>2,32,156</b>	<b>3,27,911</b>	<b>86,682</b>	<b>2,14,581</b>	<b>3,01,263</b>

\* The above borrowings and debt securities are shown at unamortised cost.

## Note 40: Segmental Reporting

The Company is primarily engaged into business of providing loans for purchase or construction of residential houses. The Company also provides consumer loans (top-up loans) and loan against properties. The Board reviews the Company's performance as a single business. Further the Company does not have any separate geographical segment in India. There being only one segment, disclosure for segment as per Ind AS 108 is not applicable. Further, no clients individually accounted for more than 10% of the revenue in financial year ended 31 March 2024 and 31 March 2023.

## Note 41: Related parties

List of related parties as per IndAS 24 with whom transaction have taken place during the year.

The transaction with related parties are made in the normal course of business and on terms equivalent to those that prevail in arm's length transactions.

### (A) Names of related parties

Motilal Oswal Financial Services Limited - Holding Company

Motilal Oswal Wealth Management Limited - Fellow Subsidiary Company

Motilal Oswal Finvest Limited - Fellow Subsidiary Company

### (B) Key managerial personnel & Directors

Motilal Oswal – Chairman & Interim Managing Director (01 August 2022 to 31 July 2023) Chairman & Non-Executive Director (w.e.f. 01 August 2023)

Raamdeo Agarawal – Non Executive Director

Navin Agarwal – Non Executive Director (upto 26 April 2022)

Shalibhadra Shah – Chief Financial Officer (upto 23 January 2024)

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Bhavin Shah	– Chief Financial Officer (w.e.f. 24 January 2024)
Divya Momaya	– Independent Director
Neha Gada	– Independent Director (w.e.f. 27 October 2023)
Sukesh Bhowal	– Chief Executive Officer w.e.f. 14 June 2023 and Managing Director & Chief Executive Officer w.e.f. 27 October 2023
Ritin Mawani	– Company Secretary (upto 24 November 2023)
Sunny Ganatra	– Company Secretary (w.e.f. 23 January 2024)
P H Ravikumar	– Independent Director (w.e.f. 27 October 2021)

## (C) Transactions with related parties are as enumerated below:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Reimbursement of expenses by the Company</b>		
<b>Motilal Oswal Financial Services Limited</b>		
- Sundry expenses	13	12
- Rent	212	169
- Electricity expense	13	12
<b>Share based payment cost incurred by Holding Company</b>		
Motilal Oswal Financial Services Limited	0	1
Motilal Oswal Finvest Limited	–	0
<b>Loan Received</b>		
Motilal Oswal Finvest Limited	–	16,500
<b>Loan repaid</b>		
Motilal Oswal Finvest Limited	–	16,500
<b>Loan Given</b>		
Motilal Oswal Financial Services Limited	2,18,500	3,72,300
Motilal Oswal Finvest Limited	1,20,900	2,42,400
<b>Loan repayment received</b>		
Motilal Oswal Financial Services Limited	2,18,500	3,72,300
Motilal Oswal Finvest Limited	1,20,900	2,42,400
<b>Interest paid</b>		
Motilal Oswal Finvest Limited	–	16
<b>Interest Income</b>		
Motilal Oswal Financial Services Limited	1,681	1,174
Motilal Oswal Finvest Limited	478	210
<b>Payment towards collections from derecognised loan assets</b>		
Motilal Oswal Finvest Limited	11,508	6,833
<b>Business Support Charges paid</b>		
Motilal Oswal Financial Services Limited	219	219
<b>Rent Income</b>		
Motilal Oswal Financial Services Limited	16	23



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
<b>Remuneration paid including accrual for compensated absences * (including Director sitting fees)</b>		
Mr. Motilal Oswal	4	8
Mr. P H Ravikumar**	10	7
Mrs. Neha Gada**	1	
Mrs. Divya Momaya**	7	4
Mr. Sukesh Bhowal	180	–
Mr. Bhavin Shah	15	–
Mr. Sunny Gantara	3	–
*The above figures do not include provision for gratuity since it is actuarially determined for the Company as a whole.		
** Director sitting fees.		
<b>Subscription of equity shares (under ESOP scheme) including premium</b>		
Mr. Shalibhadra Shah	11	6
Mr. Ritin Mawani	0	–
<b>Balance payable</b>		
Motilal Oswal Finvest Limited	3,741	413
Motilal Oswal Financial Services Limited	22	5
<b>Balance Receivable</b>		
Motilal Oswal Finvest Limited	66	36
Motilal Oswal Financial Services Limited	193	142
Motilal Oswal Wealth Management Limited	0	0
<b>Key Management personnel compensation</b>		
Short term employee benefit	4	8

## Note 42: Unhedged Foreign Currency Exposure

In terms of RBI Circular No. DBOD.No. BP.BC.85/21.06.200/2013-14 dt. 15.01.2014, there is no unhedged foreign currency exposure of the Company as at Balance sheet date.

## Note 43 : Fair value measurement

### a) Financial instruments by category

Particulars	As at 31 March 2024			As at 31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Financial assets</b>						
Cash and cash equivalents	–	–	44,334	–	–	27,505
Bank balance other than cash and cash equivalents above	–	–	2,855	–	–	4,379

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024			As at 31 March 2023		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
<b>Receivables</b>						
Loans	–	–	4,03,177	–	–	3,77,173
Investments	–	–	–	–	–	–
Other financial assets	–	–	1,534	–	–	1,622
<b>Total financial assets</b>	<b>–</b>	<b>–</b>	<b>4,51,899</b>	<b>–</b>	<b>–</b>	<b>4,10,679</b>
<b>Financial liabilities</b>						
Trade payables						
total outstanding dues of micro enterprises and small enterprises	–	–	80	–	–	–
Total outstanding dues of creditors other than micro enterprises and small enterprises	–	–	1,059	–	–	469
Debt securities	–	–	21,399	–	–	61,208
Borrowings (Other than debt securities)	–	–	2,78,025	–	–	2,27,667
Other financial liabilities	–	–	25,033	–	–	9,967
<b>Total financial liabilities</b>	<b>–</b>	<b>–</b>	<b>3,25,596</b>	<b>–</b>	<b>–</b>	<b>2,99,311</b>

## b) As at 31 March 2024

Assets and liabilities measured at fair value - recurring fair value measurements	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVTPL				
- Mutual funds	–	–	–	–
<b>Total financial assets</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Financial liabilities</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total financial liabilities</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>

## As at 31 March 2023

Assets and liabilities measured at fair value - recurring fair value measurements	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>				
Financial investments at FVTPL				
- Mutual funds	–	–	–	–
<b>Total financial assets</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Financial liabilities</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>
<b>Total financial liabilities</b>	<b>–</b>	<b>–</b>	<b>–</b>	<b>–</b>



(All amounts are in INR Lakhs, unless otherwise stated)

## Fair value of financial assets and liabilities measured at amortised cost

The fair values for security deposits is calculated based on cash flows discounted using a current lending rate, however the change in current rate does not have any significant impact on fair values as at the current year end. For financial assets and liabilities that are measured at amortised cost, the carrying amounts are equal to the fair values.”

## Note 44: Financial risk management

The Company is exposed primarily to market risk, liquidity risk and credit risk. The Company has a risk management policy which covers risk associated with the financial assets and liabilities. The focus of the risk management is to assess the unpredictability of the financial environment and to mitigate potential adverse effect on the financial performance of the Company. The Company’s principal financial liabilities comprises of Bank Borrowings and Non Convertible debentures. The main purpose of these financial liabilities is to finance the Company’s operations. The Company’s principal financial assets include loans, cash and cash equivalents and other receivables from customers that derive directly from its operations.

This note explains the sources of risk which the entity is exposed to and how the entity manages the risk:

Risk	Exposure arising from	Measurement
Credit risk	Cash and cash equivalents, loans, bank balance, trade and other receivables, Investments and other financial assets	<ul style="list-style-type: none"> <li>measured as the amount that could be lost if a customer or counterparty fails to make repayments;</li> <li>monitored using various internal risk management measures and within limits approved by individuals within a framework of delegated authorities; and</li> <li>managed through a robust risk control framework, which outlines clear and consistent policies, principles and guidance for risk managers.</li> </ul>
Liquidity risk	Debt securities, Borrowings (other than debts), trade and other payable and other financial liabilities.	<ul style="list-style-type: none"> <li>measured using a range of metrics, including liquidity coverage ratio and net stable funding ratio;</li> <li>monitored against the Company’s liquidity and funding risk framework.</li> </ul>
Market risk	Long term borrowings at variable rate and loans	<ul style="list-style-type: none"> <li>measured using sensitivities, value at risk and stress testing, giving a detailed picture of potential gains and losses for a range of market movements and scenarios, as well as tail risks over specified time horizons;</li> <li>managed using risk limits approved by the RMM and the risk management meeting in various global businesses.</li> </ul>

### A - Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company’s loans and advances to customers. For risk management reporting purposes, the Company considers and consolidates all elements of credit risk exposure.

### Management of credit risk

The Risk Management Committee develops the credit risk management framework, policies, procedures, reviews the same on periodic basis which is further noted and approved by the Board of Directors. The Risk Management Committee also reviews delinquent accounts and makes decisions on recovery actions. Credit reviews are conducted regularly to monitor the health of the loan portfolio and to detect early signs of weaknesses and deviations.

The Risk Management Committee manages risk on a portfolio-wide basis and recommends alternative portfolio strategies, analyses results of portfolio management actions and develops portfolio limits for each portfolio segment



(All amounts are in INR Lakhs, unless otherwise stated)

for approval of the Board of Directors. Credit risk concentration is addressed by setting a credit portfolio mix limit and monitoring the limits on a regular basis. Credit stress tests are also conducted periodically to determine the impact of security values and other stress parameters on the loan portfolio. The Company also conducts annual valuation of delinquent accounts, to determine the actual value and marketability of the collateral which is adequately factored in Capital Adequacy Ratio. This allows the Company to assess the potential financial impact of losses arising from plausible adverse scenarios on the Company's loan portfolio.

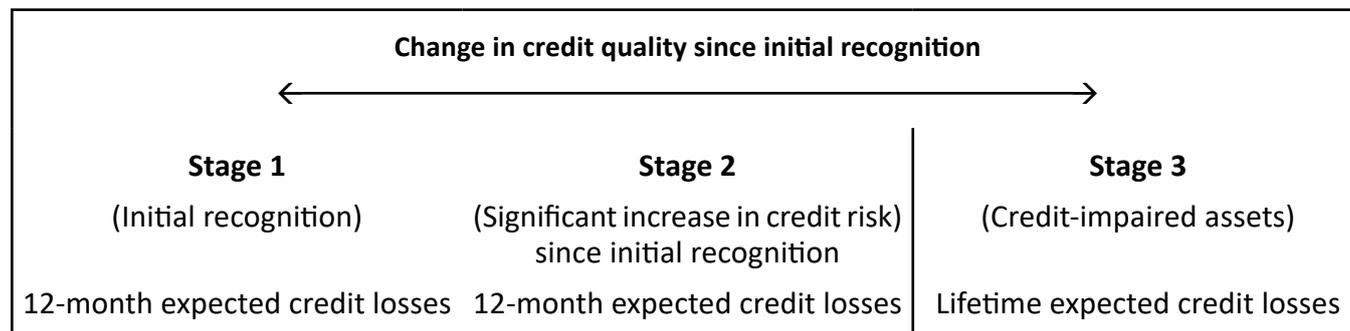
## Expected credit loss measurement

Ind AS 109 outlines a 'three-stage' model for impairment based on changes in credit quality since initial recognition as summarised below:

1. A financial instrument that is not credit-impaired on initial recognition is classified in 'Stage 1' and has its credit risk continuously monitored by the Company.
2. If a significant increase in credit risk ('SICR') since initial recognition is identified, the financial instrument is moved to 'Stage 2' but is not yet deemed to be credit-impaired.
3. If the financial instrument is credit-impaired, the financial instrument is then moved to 'Stage 3'.

Financial instruments in Stage 1 have their ECL measured at an amount equal to the portion of lifetime expected credit losses that result from default events possible within the next 12 months. Instruments in Stages 2 or 3 have their ECL measured based on expected credit losses on a lifetime basis.

The following diagram summarises the impairment requirements under Ind AS 109 (other than purchased or originated credit-impaired financial assets):



The key judgements and assumptions adopted by the Company in addressing the requirements of the standard are discussed below:

## Significant increase in credit risk (SICR)

The Company considers a financial instrument to have experienced a significant increase in credit risk when one or more of the following quantitative, qualitative or backstop criteria have been met:

### a. Quantitative criteria:

When days passed dues from the borrower is more than 30 days but less than 90 days\*

### b. Qualitative criteria:

If the borrower meets one or more of the following criteria:

- a. In short-term forbearance
- b. Direct debit cancellation
- c. Extension to the terms granted\*
- d. Previous arrears within the last [12] months



(All amounts are in INR Lakhs, unless otherwise stated)

## Default and credit-impaired assets

The Company defines a financial instrument as in default, which is fully aligned with the definition of credit impaired, when it meets one or more of the following criteria:

### a. Quantitative criteria

The borrower is more than 90 days past due on its contractual payments (until clearance of entire overdue)

### b. Qualitative criteria

The borrower meets unlikeliness to pay criteria, which indicates the borrower is in significant financial difficulty. These are instances where:

- a. The borrower is in long-term forbearance
- b. The borrower is deceased
- c. The borrower is insolvent
- d. Concessions have been made by the lender relating to the borrower's financial difficulty
- e. It is becoming probable that the borrower will enter bankruptcy

The criteria above have been applied to all financial instruments held by the Company and are consistent with the definition of default used for internal credit risk management purposes. The default definition has been applied consistently to model the Probability of Default (PD), Exposure at Default (EAD) and Loss given Default (LGD) throughout the Company's expected loss calculations.

## Measuring ECL - Explanation of inputs, assumptions and estimation techniques

The Expected Credit Loss (ECL) is measured on either a 12-month basis (12M) or Lifetime basis depending on whether a significant increase in credit risk has occurred since initial recognition or whether an asset is considered to be credit-impaired. Expected credit losses are the discounted product of the Probability of Default (PD), Exposure at Default (EAD), and Loss Given Default (LGD), defined as follows:

- The Probability of Default (PD) represents the likelihood of a borrower defaulting on its financial obligation (as per "Definition of default and credit-impaired" above), either over the next 12 months (12M PD), or over the remaining lifetime (Lifetime PD) of the obligation.
- The exposure at default (EAD) represents the gross carrying amount of the financial instruments subject to the impairment calculation, addressing both the client's ability to increase its exposure while approaching default and potential early repayments too.

To calculate the EAD for a Stage 1 loan, the Group assesses the possible default events within 12 months for the calculation of the 12 Month ECL. For stage 2, Stage 3 Financial Assets, the exposure at default is considered for events over the lifetime of the instruments.

- Loss Given Default (LGD) represents the Company's expectation of the extent of loss on a defaulted exposure. LGD varies by type of counterparty, type and seniority of claim and availability of collateral or other credit support. LGD is expressed as a percentage loss per unit of exposure at the time of default. LGD is calculated on a 12-month or lifetime basis, where 12-month LGD is the percentage of loss expected to be made if the default occurs in the next 12 months and Lifetime LGD is the percentage of loss expected to be made if the default occurs over the remaining expected lifetime of the loan.

The ECL is determined by projecting the PD, LGD and EAD for each three bucket explained above and for each individual exposure or collective segment. These three components are multiplied together and adjusted for the likelihood of survival (i.e. the exposure has not prepaid or defaulted in an earlier month). This effectively calculates an ECL for each three buckets, which is then discounted back to the reporting date and summed. The discount rate used in the ECL calculation is the original effective interest rate or an approximation thereof.



(All amounts are in INR Lakhs, unless otherwise stated)

The Lifetime PD is developed by applying a maturity profile to the current 12M PD. The maturity profile looks at how defaults develop on a portfolio from the point of initial recognition throughout the lifetime of the loans. This is supported by historical analysis.

The 12-month and lifetime EADs are determined based on the expected payment profile. Estimate of an exposure at a future default date - expected changes in exposure after the reporting date, including repayment of principal and interest, and expected drawdowns on committed facilities. This is based on the contractual repayments owed by the borrower over a 12month or lifetime basis. This will also be adjusted for any expected overpayments made by a borrower. Early repayment assumptions are also incorporated into the calculation.

The 12-month and lifetime LGDs are determined based on the factors which impact the recoveries made post default. These vary by collateral type.

Forward-looking information : Forward- looking economic variable/assumptions used are - such as how the maturity profile of the PDs and how collateral values change etc. - are monitored and reviewed on a quarterly basis. While estimating the expected credit losses, the Company reviews macro-economic developments occurring in the economy and market it operates in. On a periodic basis, the Company analyses if there is any relationship between key economic trends like GDP, inflations rates set by International Monetary Fund, inflation etc. with the estimate of PD, LGD determined by the Company based on its internal data. While the internal estimates of PD, LGD rates by the Company may not be always reflective of such relationships, temporary overlays are embedded in the methodology to reflect such macro-economic trends reasonably.

#### **Impact of RBI Circular - COVID-19 - Resolution plan**

RBI on 5th May 2021 came up with resolution plan Framework for COVID-19-related Stress, it has been decided to provide a window under the Prudential Framework to enable the lenders to implement a resolution plan in respect of eligible borrowers. Company in view of same duly implemented one time measure to offer the facility of restructuring to its eligible customers identified basis RBI circular on resolution plan & joint decision of credit, risk, collection & legal departments of the Company.

Company is of the view that the restructuring under the disruption scenario is not indicative of increase in credit risk. Accordingly, the same should ideally not be considered as a factor for considering SICR and in turn, should not result in shifting of the financial instruments from one stage to another. However, considering the requirements of RBI circular on resolution plan, Company's management has recognised provisions in terms of the requirements of the circular.

The Company has identified certain pool of assets where as per Company's internal evolution of risk is higher considering implementation of resolution plan, their repayment history & valuation of its collaterals, basis this evaluation the company has decided to recognise additional provision on such pool of assets.

#### **Loss allowance**

The loss allowance recognised in the period is impacted by a variety of factors, as described below:

- a. Transfers between Stage 1 and Stages 2 or 3 due to financial instruments experiencing significant increases (or decreases) of credit risk or becoming credit-impaired in the period, and the consequent "step up" between 12-month and Lifetime ECL;
- b. Additional allowances for financial instruments de-recognised in the period;
- c. Impact on the measurement of ECL due to changes in PDs, EADs and LGDs in the period, arising from regular refreshing of inputs to models;
- d. Financial assets derecognised during the period and write-offs of allowances related to assets that were written off during the period.



(All amounts are in INR Lakhs, unless otherwise stated)

## Write-off policy

The Company writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include

- (i) ceasing enforcement activity and
- (ii) where the Company's recovery method is foreclosing on collateral and the value of the collateral is such that there is no reasonable expectation of recovering in full."

The Company may write-off financial assets that are still subject to enforcement activity. The Company still seeks to recover amounts it is legally receivable in full, but which have been full / partially written off due to no reasonable expectation of full recovery.

## Modification of financial assets

The Company sometimes modifies the terms of loans provided to customers due to commercial renegotiations, or for distressed loans, with a view to maximising recovery.

Such restructuring activities include extended payment term arrangements, payment holidays and payment forgiveness. Restructuring policies and practices are based on indicators or criteria which, in the judgement of management, indicate that payment will most likely continue. These policies are kept under continuous review.

The risk of default of such assets after modification is assessed at the reporting date and compared with the risk under the original terms at initial recognition, when the modification is not substantial and so does not result in derecognition of the original asset. The Company monitors the subsequent performance of modified assets. The Company may determine that the credit risk has significantly improved after restructuring, so that the assets are moved from Stage 3 or Stage 2 (Lifetime ECL) to Stage 1 (12-month ECL). This is only the case for assets which have performed in accordance with the new terms for a year or more.

## Note 45: Liquidity risk and funding management

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due and to close out market positions. Due to the dynamic nature of the underlying businesses, the Company treasury maintains flexibility in funding by maintaining availability under committed credit lines.

Management monitors rolling forecasts of the Company's liquidity position (comprising the undrawn borrowing facilities below) and cash and cash equivalents on the basis of expected cash flows. In addition, the Company's liquidity management policy involves projecting cash flows and considering the level of liquid assets necessary to meet these, monitoring balance sheet liquidity ratios against internal and external regulatory requirements and maintaining debt financing plans.

## Analysis of financial assets and liabilities by remaining contractual maturities

The table below summarises the maturity profile of the Company's financial assets and liabilities.

### As at 31 March 2024

Contractual maturities of assets and liabilities	Less than 3 months	3 to 12 months	1 to 5 years	above 5 years	Total
<b>Financial assets</b>					
Cash and cash equivalents	44,334	–	–	–	44,334
Bank balance other than cash and cash equivalents above	2,525	330	–	–	2,855
Trade receivables	–	–	–	–	–
Loans	19,882	45,263	2,17,518	1,20,514	4,03,177

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Contractual maturities of assets and liabilities	Less than 3 months	3 to 12 months	1 to 5 years	above 5 years	Total
Investments	–	–	–	–	–
Other financial assets	160	481	892	–	1,534
<b>Total financial assets</b>	<b>66,901</b>	<b>46,074</b>	<b>2,18,410</b>	<b>1,20,514</b>	<b>4,51,899</b>
<b>Financial liabilities</b>					
(I) Trade payables					
(i) total outstanding dues of micro enterprises and small enterprises	80	–	–	–	80
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	205	854	–	–	1,059
Debt securities*	–	21,500	–	–	21,500
Borrowings (Other than debt securities)*	9,591	38,146	1,61,617	69,986	2,79,340
Other financial liabilities	16,831	7,650	522	31	25,033
<b>Total financial liabilities</b>	<b>26,706</b>	<b>68,150</b>	<b>1,62,138</b>	<b>70,017</b>	<b>3,27,012</b>

\*The above borrowings and debt securities are shown at unamortised cost.

## As at 31 March 2023

Contractual maturities of assets and liabilities	Less than 3 months	3 to 12 months	1 to 5 years	above 5 years	Total
<b>Financial assets</b>					
Cash and cash equivalents	27,505	–	–	–	27,505
Bank balance other than cash and cash equivalents above	4,043	335	–	–	4,379
Loans	7,595	26,090	1,21,934	2,21,554	3,77,173
Investments	–	–	–	–	–
Other financial assets	272	816	534	–	1,622
<b>Total financial assets</b>	<b>39,415</b>	<b>27,241</b>	<b>1,22,469</b>	<b>2,21,554</b>	<b>4,10,679</b>
<b>Financial liabilities</b>					
Payables					
(I) Trade payables					
(i) total outstanding dues of creditors other than micro enterprises and small enterprises	117	352	–	–	469
Debt securities*	29,970	–	31,500	–	61,470
Borrowings (Other than debt securities)*	10,305	35,755	1,22,045	60,537	2,28,642
Other financial liabilities	5,605	3,863	481	18	9,967
<b>Total financial liabilities</b>	<b>45,997</b>	<b>39,970</b>	<b>1,54,026</b>	<b>60,555</b>	<b>3,00,548</b>

\*The above borrowings and debt securities are shown at unamortised cost.



# Notes to Financial Statement *(Contd..)*

(All amounts are in INR Lakhs, unless otherwise stated)

## (C) Market Risk

Company's exposure to market risk i.e. risk that fair value for future cash flow of financial instruments will be effected due to change in market variable such as interest rate.

### (i) Foreign currency risk

The company has foreign currency exposure, however same is not exposed to risk as it is fully hedged with AD Cat-I bank.

### (ii) Cash flow and fair value interest rate risk

The Company's main interest rate risk arises from long-term borrowings and loans with variable rates, which expose the company to cash flow interest rate risk. The company is exposed to interest rate risk as it is involved in lending business. Interest rate risk can arise from either macro events in economy or due to company's financial position. Company tries to mitigate this risk by taking all positive measures which can boost profitability and strengthens company's balance sheet. Company takes continuous efforts to reduce its cost of funds by diversifying its liability mix and deepening its relationship with lenders. Moreover, strong parental support also provides cushion to company in adverse interest rate scenario.

The Company's fixed rate borrowings are not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

#### Interest rate risk exposure

Out of the total assets & liabilities, exposure to the interest rate risk of the Company in mainly towards borrowings and loan assets.

#### Sensitivity

Profit or loss is sensitive to higher/lower interest expense from borrowings as a result of changes in interest rates. Other components of equity change as a result of an increase/decrease in the fair value of the cash flow hedges related to borrowings.

The following table demonstrates the sensitivity to a reasonably possible change in interest rates (all other variables being constant) of the Company's statement of profit and loss and equity.

Particulars	Impact on profit after tax	
	As at 31 March 2024	As at 31 March 2023
<b>Loans</b>		
Interest rates - increase by 100 basis points	1,920	2,289
Interest rates - decrease by 100 basis points	(1,920)	(2,289)
<b>Borrowings</b>		
Interest rates - increase by 100 basis points	(1,726)	(2,087)
Interest rates - decrease by 100 basis points	1,726	2,087

### (iii) Exposure of price risk

The Company is not exposed to price risk as it does not have any significant exposure to financial instruments susceptible to changes in market price.

## Note 46 : Securitisation

Transferred financial assets that are not derecognised in their entirety

The following tables provide a summary of financial assets that have been transferred in such a way that part or all of the transferred financial assets do not qualify for derecognition, together with the associated liabilities:

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	31 March 2024	31 March 2023
Number of pools	1	1
Carrying amount of transferred assets measured at amortised cost	9,508	11,584
Carrying amount of associated liabilities	(9,508)	(11,584)

A description of the nature of the relationship between the transferred assets and the associated liabilities, including restrictions arising from the transfer on the reporting entity's use of the transferred assets is as follows:

Loans and advances to customers are sold by the Company to securitisation vehicles, which in turn issue PTCs to investors collateralised by the purchased assets. In securitisation transactions entered, the Company transfers loans and advances to an unconsolidated securitisation vehicle, however it retains credit risk (principally through credit enhancement provided by the Company).

Since substantially all the risks and rewards of the loans transferred has been retained by the Company, it does not derecognise the loans transferred in its entirety and recognise an associated liability for the consideration received.

## Note 47: Direct Assignment and stressed loans

Disclosure pursuant to RBI Circular- RBI/DOR/2021-22/86/DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021

### a) with respect to Direct Assignment transaction transferred for the period indicated:

There is no direct assignment transaction transferred during the year ended 31 March 2024 & 31 March 2023.

### b) with respect to Direct Assignment transaction acquired for the period indicated:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Number of loans	100	71
Aggregate Amount	1073	807
Purchase consideration	1073	807
Number of transactions	1	1
Weighted average remaining maturity (in months)	113 Months	154 Months
Weighted average holding period after origination (in months)	8 Months	26 Months
Retention of beneficial economic interest (average)	NA	NA
Coverage of tangible security coverage	NA	NA
Rating wise distribution of related loans	NA	NA
Number of instances (transactions) where transferor has agreed to replace the transferred loans	NA	NA
Number of transferred loans replaced	NA	NA

### c) with respect to details of stressed loan transferred for the period indicated:

Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
Number of accounts	434	1,319
Aggregate principal outstanding of loans transferred	2,370	8,403
Weighted average residual tenor of the loans transferred	262 Months	252 Months
Net book value of loans transferred (at the time of transfer)	1706	6047
Retention of beneficial economic interest	–	–
Aggregate consideration	1,670	5,887
Additional consideration realised in respect of accounts transferred in earlier years	Nil	Nil

(All amounts are in INR Lakhs, unless otherwise stated)

## Note 48 : Restructuring note

The economic fallout on account of the Covid-19 pandemic has led to significant financial stress for borrowers across the board. RBI in view of same on 6 August 2020 and 5 May 2021 came up with resolution plan Framework for COVID-19-related Stress. The intent was to facilitate revival of real estate sector activities and mitigate the impact on the ultimate borrowers, it has been decided to provide a window under the Prudential Framework to enable the lenders to implement a resolution plan in respect of eligible borrowers.

In accordance with Resolution Framework for COVID-19 announced by RBI on 6 August 2020 and 5 May 2021, the Company has implemented one-time restructuring for certain eligible borrowers identified in accordance with the above framework and joint decision of credit, risk, collection and legal departments of the Company.”

Details of resolution plan implemented under the Resolution Framework for COVID-19-related Stress as per RBI circular dated 6 August 2020 and 05 May 2021 are given below.

Type of Borrowers *	Exposure to accounts classified as standard consequent to implementation of resolution plan - Position as at the end of the previous half- year (A)	Of (A), aggregate debt that slipped into NPA during the half-year	Of (A), amount written off during the half-year	Of (A), amount paid by the borrowers during the half-year	Exposure to accounts classified as Standard consequent to implementation of resolution plan - Position as at the end of this half-year
Personal loans - Housing/ Non Housing loans	21,471	370	89	1,495	20,941
Total	21,471	370	89	1,495	20,941

\* Disclosed to the extent the category of borrowers as prescribed in the aforesaid circular were present in the Company's portfolio at the time of implementation of resolution plan.

## Note 49 : Disclosure for comparison between provisions required under IRACP and impairment allowances made under Ind AS 109

The following disclosures have been given in terms of Master Direction RBI/2019-20/170 DOR (NBFC).CC.PD. No.109/22.10.106/2019-20 dated 13 March 2020

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS *	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
<b>Performing Assets</b>						
Standard	Stage 1	3,98,534	3,476	3,95,058	3,282	194
	Stage 2	7,224	1,191	6,033	275	916
<b>Subtotal</b>		<b>4,05,759</b>	<b>4,667</b>	<b>4,01,092</b>	<b>3,557</b>	<b>1,110</b>
<b>Non-Performing Assets (NPA)</b>						
Substandard	Stage 3	2,878	1,132	1,746	400	732
Doubtful - up to 1 year	Stage 3	614	345	269	135	210
1 to 3 years	Stage 3	197	111	86	64	47
More than 3 years	Stage 3	82	114	(32)	61	52
<b>Subtotal for doubtful</b>		<b>893</b>	<b>569</b>	<b>323</b>	<b>260</b>	<b>309</b>

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Asset Classification as per RBI Norms	Asset classification as per Ind AS 109	Gross Carrying Amount as per Ind AS *	Loss Allowances (Provisions) as required under Ind AS 109	Net Carrying Amount	Provisions required as per IRACP norms	Difference between Ind AS 109 provisions and IRACP norms
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7) = (4)-(6)
Loss	Stage 3	42	52	(10)	41	11
<b>Subtotal for NPA</b>		<b>3,812</b>	<b>1,753</b>	<b>2,059</b>	<b>701</b>	<b>1,052</b>
Other items such as guarantees, loan commitments, etc. which are in the scope of Ind AS 109 but not covered under current Income Recognition, Asset Classification and Provisioning (IRACP) norms	Stage 1	60,161	80	60,081	–	–
	Stage 2	–	–	–	–	–
	Stage 3	–	–	–	–	–
<b>Subtotal</b>		<b>60,161</b>	<b>80</b>	<b>60,081</b>	<b>–</b>	<b>–</b>
<b>Total</b>	Stage 1	4,58,695	3,556	4,55,139	3,282	274
	Stage 2	7,224	1,191	6,033	275	916
	Stage 3	3,812	1,753	2,059	701	1,052
	<b>Total</b>	<b>4,69,732</b>	<b>6,500</b>	<b>4,63,231</b>	<b>4,258</b>	<b>2,242</b>

\* Amounts are including overdue principal and interest and provision is duly created on the same and reported.

## 50 Other Disclosures

### 50.1 Principal Business Criteria

Particulars	31 March 2024	31 March 2023
Percentage of total assets towards Housing Finance (net of intangible assets)	67.55%	69.85%
Percentage of total assets towards Housing Finance for Individual (net of intangible assets)	58.21%	61.87%

### 50.2 Capital

Particulars	As at 31 March 2024	As at 31 March 2023
CRAR (%)*	51.00%	50.94%
CRAR - Tier I Capital (%)	49.75%	49.81%
CRAR - Tier II Capital (%)	1.25%	1.13%
Amount of subordinated debt raised as Tier - II Capital	–	–
Amount raised by issue of perpetual debt Instruments	–	–

\* CRAR (%) as at 31 March 2024 & 31 March 2023, is shown as per NHB prudential norms.



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## 50.3 Exposure to Real estate sector

Category	As at 31 March 2024	As at 31 March 2023
<b>a) Direct exposure</b>		
<b>(i) Residential mortgage:</b>		
Lending fully secured by mortgage on residential property that is or will be occupied by the borrower or that is rented. Exposure would also include non-fund based (NFB) limits.	3,40,778	3,12,422
<b>(ii) Commercial real estate:</b>	–	
Lending secured by mortgages on commercial real estates (office building, retail space, multipurpose commercial premises, multi-family residential buildings, multi-tenanted commercial premises, industrial or ware house space, hotels, land acquisitions, development and construction, etc.) Exposure would also include non-fund based (NFB) limits;	64,058	68,120
<b>(iii) Investment in mortgage backed securities (MBS) and other securitised exposures:</b>		
(a) Residential	–	–
(b) Commercial real estate	–	–
<b>b) Indirect exposure</b>		
Fund based and non fund based exposures on National Housing bank (NHB) and Housing Finance Companies (HFCs)	–	–
<b>Total Exposure to Real Estate Sector</b>	<b>4,04,836</b>	<b>3,80,542</b>

## 50.4 Penalty

Particulars	As at 31 March 2024	As at 31 March 2023
Penalty levied by NHB/RBI	–	–
<b>Total</b>	<b>–</b>	<b>–</b>

## 50.5 Adverse comments

Particulars	As at 31 March 2024	As at 31 March 2023
Adverse comments if any given by NHB/RBI	–	–

## 50.6 Percentage of outstanding loans granted against collateral of gold jewellery to their outstanding total assets.

There are no loans granted against collateral of gold jewellery as at 31st March 2024 & 31st March 2023.

### Disclosures pursuant to Reserve Bank of India (RBI) Master Direction-Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021

The following disclosures have been given in pursuant to Master Direction RBI/DOR/2021-22/85 DOR.STR. REC.53/21.04.177 /2021-22 dated September 24, 2021 issued by the RBI as amended from time to time.

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

## 50.7 Securitisation

Particulars	As at 31 March 2024	As at 31 March 2023
(I) No of SPEs holding assets for securitisation transactions originated by the originator (only the SPVs relating to outstanding securitization exposures to be reported here)	1	1
(II) Total amount of securitised assets as per books of the SPEs	9,508	11,584
(III) Total amount of exposures retained by the originator to comply with MRR as on the date of balance sheet		
(a) Off-balance sheet exposure	–	–
• First loss		
• Others		
(b) On-balance sheet exposures	2,525	2,506
• First loss		
• Others		
(IV) Amount of exposures to securitisation transactions other than MRR		
(a) Off-balance sheet exposure		
(i) Exposure to own securitisations	–	–
• First loss		
• Others		
(ii) Exposure to third party securitisations	–	–
• First loss		
• Others		
(b) On-balance sheet exposures		
(i) Exposure to own securitisations	–	–
• First loss		
• Others		
(ii) Exposure to third party securitisations	–	–
• First loss		
• Others		
(V) Sale consideration received for the securitised assets and gain/loss on sale on account of securitisation	–	–
(VI) Form and quantum (outstanding value) of services provided by way of, liquidity support, post-securitisation asset servicing, etc.	–	–
(VII) Performance of facility provided. Please provide separately for each facility viz. Credit enhancement, liquidity support, servicing agent etc. Mention percent in bracket as of total value of facility provided.		
(a) Amount paid		
(b) Repayment received		
(c) Outstanding amount		
(VIII) Average default rate of portfolios observed in the past. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc (may mention average default rate of previous 5 years)	–	–



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
(IX) Amount and number of additional/top up loan given on same underlying asset. Please provide breakup separately for each asset class i.e. RMBS, Vehicle Loans etc	–	–
(X) Investor complaints (a) Directly/Indirectly received and; (b) Complaints outstanding”	–	–

## Disclosures pursuant to Reserve Bank of India (RBI) Master Direction - Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021

The following disclosures have been given in pursuant to Master Direction RBI/DOR/2021-22/86 DOR.STR. REC.51/21.04.048/2021-22 dated September 24, 2021 issued by the RBI as amended from time to time.

### 50.8 Disclosure on loans not in default that are transferred or acquired

Particulars	Amount
Weighted average maturity	113 Months
Weighted average holding period	8 Months
Retention of beneficial economic interest	NA
Coverage of tangible security coverage	NA
Rating-wise distribution of related loans	NA
Break-up of:	
(i) Loans acquired	–
(ii) Acquired through assignment	1073
(iii) Novation and loan participation	–

### 50.9 Disclosure for stressed loans transferred or acquired

Details of stressed loans transferred during the year (to be made separately for loans classified as NPA and SMA)

Particulars	To ARCs
No: of accounts	434
Aggregate principal outstanding of loans transferred	2,370
Weighted average residual tenor of the loans transferred	262 Months
Net book value of loans transferred (at the time of transfer)	1,706
Aggregate consideration	1,670
Additional consideration realized in respect of accounts transferred in earlier years	–

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Particulars	To permitted transferees
No: of accounts	–
Aggregate principal outstanding of loans transferred	–
Weighted average residual tenor of the loans transferred	–
Net book value of loans transferred (at the time of transfer)	–
Aggregate consideration	–
Additional consideration realized in respect of accounts transferred in earlier years	–

Particulars	To other transferees
No: of accounts	–
Aggregate principal outstanding of loans transferred	–
Weighted average residual tenor of the loans transferred	–
Net book value of loans transferred (at the time of transfer)	–
Aggregate consideration	–
Additional consideration realized in respect of accounts transferred in earlier years	–

## Details of loans acquired during the year

Particulars	From lenders	From ARCs
Aggregate principal outstanding of loans acquired	–	–
Aggregate consideration paid	–	–
Weighted average residual tenor of loans acquired	–	–

## 50.10 Maturity pattern of certain items of asset and liabilities - As at 31 March 2024

Particulars	1 day to 7 days	8 to 14 days	15 days to 30-31 days	Over one month to 2 months	Over 2 months upto 3 months	Over 3 to 6 months	Over 6 months to 1 year	Over 1 to 3 years	Over 3 to 5 years	Over 5 years	Total
<b>Liabilities</b>											
Deposits											–
Borrowings from banks	301	(0)	417	1,753	6,511	9,113	19,917	67,778	50,061	24,977	1,80,828
Market Borrowings	–	36	–	536	37	2,450	25,800	17,089	14,008	17,496	77,452
Foreign Currency Liabilities	–	–	–	–	–	755	1,510	6,107	6,574	26,198	41,144
<b>Assets</b>											–
Advances	4,127	3,063	2,242	5,222	5,227	15,245	30,017	1,28,094	89,424	1,20,514	4,03,177
Investments											–
Foreign Currency Asset											–



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Maturity pattern of certain items of asset and liabilities - As at 31 March 2023

Particulars	1 day to 7 days	8 to 14 days	15 days to 30-31 days	Over one month to 2 months	Over 2 months upto 3 months	Over 3 to 6 months	Over 6 months to 1 year	Over 1 to 3 years	Over 3 to 5 years	Over 5 years	Total
<b>Liabilities</b>											
Deposits											–
Borrowings from banks	125	–	–	1,992	7,143	9,141	19,415	50,325	32,044	17,156	1,37,341
Market Borrowings	–	44	7,500	10,264	13,207	2,399	4,800	46,716	17,808	25,604	1,28,341
Foreign Currency Liabilities	–	–	–	–	–	–	–	2,851	3,801	17,777	24,430
<b>Assets</b>											–
Advances	1,677	2,650	271	1,496	1,501	4,867	21,223	66,624	55,310	2,21,554	3,77,173
Investments											–
Foreign Currency Asset											–

## 50.11 Public Disclosure for year/quarter ended March 31, 2024

### i) Funding Concentration based on significant counterparty (both deposits and borrowings)

Sr. no.	Type of instrument	Number of Significant Counter parties	Amount	% of Total deposits	% of Total Liabilities
1	Deposits	NA	NA	NA	NA
2	Borrowings	20	2,90,302	NA	88.91%

### ii) Top 20 large deposits (% of total deposits)

Sr. no.	Description	Amount	% of Total deposits
1	Total for Top 20 large deposits	NA	NA

### iii) Top 10 borrowings (% of total borrowings)

Sr. no.	Type of instrument	Amount	% of Total borrowings
1	Total for Top 10 borrowings	2,30,290	76.55%

### iv) Funding Concentration based on significant instrument/product

Sr. no.	Name of instrument/product	Amount	% of Total Liabilities
1	Term loans from banks	1,74,604	53.48%
2	Term loans from Securitization	9,508	2.91%
3	Term loans from NHB Refinance	43,546	13.34%
4	Unsecured redeemable non-convertible debentures	21,500	6.59%
5	External Commercial Borrowings	41,144	12.60%



(All amounts are in INR Lakhs, unless otherwise stated)

Sr. no.	Name of instrument/product	Amount	% of Total Liabilities
	Total funding Concentration pertaining to significant instruments/products	2,90,302	
	Funding Concentration pertaining to insignificant instruments/products	10,538	3.23%
	Total borrowings under all instruments/products	3,00,840	

## v) Stock Ratios

Sr. no.	Name of instrument/product	Amount	% of Public Funds	% of Total Liabilities	% of Total Assets
1	Commercial papers (CPs)	–	NA	–	–
2	Non-convertible debentures (NCDs) with original maturity of less than one year	–	NA	–	–
3	Other short-term liabilities	69,237	NA	21.21%	15.21%

## vi) Institutional set-up for liquidity risk management

The ultimate responsibility for liquidity risk management rests with the Board of directors, which has established Asset-Liability Management ('ALM') Policy & Asset and Liability Management Committee (ALCO). The ALM Policy provides the governance framework for the identification, measurement, monitoring and reporting of liquidity risk arising out of Company's lending and borrowing activities. The liquidity risk is measured in terms of structural liquidity gaps across various time-buckets. Actual liquidity gaps against the Gap Limits are discussed every quarter in the ALCO meeting. ALCO manages Company's short, medium and long-term funding and liquidity management requirements. The ALCO meets regularly to review the liquidity position based on future cash flows. The Company manages liquidity risk by continuously monitoring forecast and actual cash flows and by matching the maturity profiles of financial assets and liabilities. The Company also maintains adequate liquid assets, banking facilities and reserve borrowing facilities against unexpected requirements.

### Definition of terms as used in the table above:

#### a) Significant counterparty:

A "Significant counterparty" is defined as a single counterparty or group of connected or affiliated counterparties accounting in aggregate for more than 1% of the NBFC's total liabilities.

#### b) Significant instrument/product:

A "Significant instrument/product" is defined as a single instrument/product of group of similar instruments/products which in aggregate amount to more than 1% of the NBFC's total liabilities.

#### c) Total liabilities:

Total liabilities include all external liabilities (other than equity).

#### d) Other short-term liabilities:

All short-term borrowings other than CPs and NCDs with original maturity less than 12 months.

#### e) Borrowings:

Borrowings are inclusive of Debt securities and are considered at unamortised cost.



(All amounts are in INR Lakhs, unless otherwise stated)

## 50.12 Disclosure of Restructured Accounts

Sl. No.	Types of Restructuring Asset Classification Details	Others			Total						
		Standard	Sub-Standard	Doubtful	Loss	Total	Standard	Sub-Standard	Doubtful	Loss	Total
1	Restructured Accounts as on April 1 of the FY (opening figures)*	No. of borrowers Amount outstanding Provision thereon	4,643 24,031 2,997	447 2,045 926	14 63 44	- - -	5,104 26,139 3,966	447 2,045 926	14 63 44	- - -	5,104 26,139 3,966
2	Fresh restructuring during the year	No. of borrowers Amount outstanding Provision thereon	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
3	Upgradations to restructured standard category during the FY	No. of borrowers Amount outstanding Provision thereon	178 799 91	- - -	- - -	- - -	178 799 91	- - -	- - -	- - -	178 799 91
4	Restructured standard advances which cease to attract higher provisioning and / or additional risk weight at the end of the FY and hence need not be shown as restructured standard advances at the beginning of the next FY	No. of borrowers Amount outstanding Provision thereon	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
5	Downgradation of restructured accounts during the FY	No. of borrowers Amount outstanding Provision thereon	180 823 367	76 281 178	- - -	- - -	256 1,104 545	180 823 367	76 281 178	- - -	256 1,104 545
6	Write-offs of restructured accounts during the FY	No. of borrowers Amount outstanding Provision thereon	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -	- - -
7	Restructured Accounts as on March 31 of the FY (closing figures*)	No. of borrowers Amount outstanding Provision thereon	4,155 20,941 2,636	194 862 367	83 306 195	1 16 24	4,433 22,125 3,222	4,155 20,941 2,636	194 862 367	83 306 195	1 16 24

\* Excluding the figures of Standard Restructured Advances which do not attract higher provisioning or risk weight (if applicable).

**Note** There are no cases which are restructured under CDR mechanism & under SME debt restructuring mechanism.



(All amounts are in INR Lakhs, unless otherwise stated)

## 50.13 Credit Default Swaps (CDS)

S. No	Particulars	Amount
1	No. of transactions during the year	–
2	Amount of protection bought during the year	–
3	No. of transactions where credit event payment was received during the year	–
a	Pertaining to current year's transactions	–
b	Pertaining to previous year(s)' transactions	–
4	Outstanding transactions as on March 31, 2024	–
a	No. of Transactions	–
b	Amount of protection	–
5	Net income / profit (expenditure / loss) in respect of CDS transactions during year-to-date	–
a	Premium paid	–
b	Credit event payments received (net of value of deliverable obligation).	–

## 50.14 Net Profit or Loss for the period, prior period items and changes in accounting policies

Particulars	As at 31 March 2024	As at 31 March 2023
Net profit/Loss for the period	13,252.36	13,636.17
Impact of prior period items on current year's profit:		
Prior Period Tax*	(2.00)	(12.72)
Reason for Changes in accounting policies	Not Applicable	Not Applicable

\*Prior period tax is in relation to payment against Income Tax Liability aroused at the time of scrutiny

## 50.15 Provisions and Contingencies

Break up of 'Provisions and Contingencies' shown under the head Expenditure in Profit and Loss Account	For the year ended 31 March 2024	For the year ended 31 March 2023
1. Provisions for depreciation on investment	–	–
2. Provisions for bad and doubtful debts (Including standard provision)	(580)	(1,454)
3. Provisions made towards income tax	3,876	3,919
4. Provisions towards NPAs	(269)	(561)
5. Provisions for standard assets	(312)	(893)
6. Other provision and contingencies	–	–
Gratuity	104	97
Compensated absence	46	5
Heritage Club	28	16
Provision for expenses	99	140



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

Break up of Loans & Advances & Provisions thereon	As at 31 March 2024	
	Housing Loans	Non-Housing Loans
<b>Standard Asset</b>		
Principal outstanding	302,682	98,633
Overdue principal	36	14
Interest accrued	3,199	1,195
<b>Total Outstanding Amount</b>	<b>305,917</b>	<b>99,843</b>
Provisions made	3,765	981
<b>Sub-standard assets</b>		
Principal outstanding	2,040	566
Overdue principal	47	15
Interest accrued	176	34
<b>Total Outstanding Amount</b>	<b>2,263</b>	<b>615</b>
Provisions made	932	200
<b>Doubtful assets- Category I</b>		
Principal outstanding	417	85
Overdue principal	30	9
Interest accrued	65	8
<b>Total Outstanding Amount</b>	<b>512</b>	<b>102</b>
Provisions made	300	44
<b>Doubtful assets- Category II</b>		
Principal outstanding	126	10
Overdue principal	22	2
Interest accrued	36	1
<b>Total Outstanding Amount</b>	<b>185</b>	<b>12</b>
Provisions made	108	3
<b>Doubtful assets- Category III</b>		
Principal outstanding	43	2
Overdue principal	15	1
Interest accrued	21	–
<b>Total Outstanding Amount</b>	<b>79</b>	<b>3</b>
Provisions made	111	3
<b>Loss assets</b>		
Principal outstanding	–	41
Overdue principal	–	0
Interest accrued	–	1
<b>Total Outstanding Amount</b>	<b>–</b>	<b>42</b>
Provisions made	–	52
<b>Total</b>		
Principal outstanding	305,307	99,337
Overdue principal	151	40
Interest accrued	3,497	1,239
<b>Total Outstanding Amount</b>	<b>308,955</b>	<b>100,616</b>
Provisions made	5,216	1,283

# Notes to Financial Statement (Contd..)



(All amounts are in INR Lakhs, unless otherwise stated)

Break up of Loans & Advances & Provisions thereon	As at 31 March 2023	
	Housing Loans	Non-Housing Loans
<b>Standard Asset</b>		
Principal outstanding	284,635	91,756
Overdue principal	46	13
Interest accrued	2,992	983
<b>Total Outstanding Amount</b>	<b>287,673</b>	<b>92,752</b>
Provisions made	3,589	1,477
<b>Sub-standard assets</b>		
Principal outstanding	2,318	1,170
Overdue principal	42	14
Interest accrued	131	51
<b>Total Outstanding Amount</b>	<b>2,492</b>	<b>1,236</b>
Provisions made	1,120	479
<b>Doubtful assets- Category I</b>		
Principal outstanding	189	51
Overdue principal	19	3
Interest accrued	37	5
<b>Total Outstanding Amount</b>	<b>245</b>	<b>58</b>
Provisions made	156	39
<b>Doubtful assets- Category II</b>		
Principal outstanding	233	12
Overdue principal	39	2
Interest accrued	71	1
<b>Total Outstanding Amount</b>	<b>343</b>	<b>15</b>
Provisions made	216	3
<b>Doubtful assets- Category III</b>		
Principal outstanding	–	–
Overdue principal	–	–
Interest accrued	–	–
<b>Total Outstanding Amount</b>	<b>–</b>	<b>–</b>
Provisions made	–	–
<b>Loss assets</b>		
Principal outstanding	–	–
Overdue principal	–	–
Interest accrued	–	–
<b>Total Outstanding Amount</b>	<b>–</b>	<b>–</b>
Provisions made	–	–
<b>Total</b>		
Principal outstanding	287,375	92,989
Overdue principal	146	32
Interest accrued	3,231	1,040
<b>Total Outstanding Amount</b>	<b>290,753</b>	<b>94,061</b>
Provisions made	5,082	1,998



# Notes to Financial Statement (Contd..)

(All amounts are in INR Lakhs, unless otherwise stated)

## Note 51: Capital management

The primary objectives of the Company's capital management policy is to ensure that the Company complies with externally imposed capital requirements and maintains strong credit ratings and healthy capital ratios in order to support its business and to maximise shareholder value. No changes have been made to the objectives, policies and processes from the previous years. The Company manages its capital structure and makes adjustments to it according to changes in economic conditions and the risk characteristics of its activities.

### Net Debt-to-Equity Ratio:

Net Debt-to-Equity Ratio as at 31 March 2024	1.96 times
Net Debt-to-Equity Ratio as at 31 March 2023	2.24 times

Net Debt represents the Total Debt securities and Borrowings, as reduced by cash and cash equivalents and other bank balances as at year end.

Equity represents the Total equity as disclosed in the financials as at year end.

### (ii) Analytical Ratios

Following analytical ratios need to be disclosed:

	Numerator	Denominator	As at 31 March 2024	As at 31 March 2023	% Variances	Reason for variances (if above 25%)
(i) Capital to risk-weighted asset ratio (CRAR)	1,24,672	2,44,472	51.00%	50.94%	0.12%	NA
(ii) Tier I CRAR	1,21,616	2,44,472	49.75%	49.81%	(0.12%)	NA
(iii) Tier II CRAR	3,056	2,44,472	1.25%	1.13%	10.64%	NA
(iv) Liquidity coverage ratio	NA	NA	NA	NA	NA	NA

## Note 52:

Additional information required in terms of Master Direction RBI/2020-21/73 DOR.FIN.HFC. CC.No.120/03.10.136/2020-21 dated 17 February 2021 issued by the RBI and Notification no. NHB.HFC.CG DIR.1/MD&CEO/2016 dated 9 February 2017 issued by the NHB, is given in Annexure 1, which have been presented solely based on the information compiled by the Management.

## Note 53:

The Company is not a declared wilful defaulter by any bank or financial institution or other lender, in accordance with the guidelines on wilful defaulters issued by reserve bank of india, during the year ended 31 March 2024 and 31 March 2023.

## Note 54:

The Company has not advanced or loaned or invested (either from borrowed funds or share premium or any other sources or other kind of funds) to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

The Company has not received any funds (which are material either individually or in the aggregate) from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.



(All amounts are in INR Lakhs, unless otherwise stated)

## **Note 55:**

The Company does not have any transactions with the companies struck off under section 248 of Companies Act, 2013 or section 560 of Companies Act, 1956 during the year ended 31 March 2024 and 31 March 2023.

## **Note 56:**

The Company have no satisfaction of charges which are pending to be filed with ROC.

## **Note 57: Amendments issued but not yet effective**

Ministry of Corporate Affairs (MCA) notifies new standard or amendments to the existing standards. At March 31, 2024, there are no notification issued by the MCA with respect to applicability of any new standard or amendments to the existing standards, which are applicable from April 1, 2024.

## **Note 58:**

The previous period figures have been regrouped/reclassified wherever necessary to correspond with the current period's presentation.

For **Singhi & Co.**  
*Chartered Accountants*  
Firm's Registration No.: 302049E

For and on behalf of the Board of Directors of  
**Motilal Oswal Home Finance Limited**  
CIN: U65923MH2013PLC248741

**sd/-**  
**Sameer Mahajan**  
*Partner*  
Membership No: 123266

**sd/-**  
**Motilal Oswal**  
*Chairman & Non-Executive Director*  
DIN: 00024503

**sd/-**  
**Sukesh Bhowal**  
*Managing Director & CEO*  
DIN: 10242971

**sd/-**  
**Bhavin Shah**  
*Chief Financial Officer*

**sd/-**  
**Sunny Ganatra**  
*Company Secretary*

Place: Mumbai  
Date: 25th April 2024

Place: Mumbai  
Date: 25th April 2024



# Annexure 1 to the financial statements

for the year ended 31 March 2024

(All amounts are in INR crore, unless otherwise stated)

## I Disclosures pursuant to Reserve Bank of India (RBI) Master Direction–Non-Banking Financial Company–Housing Finance Company (Reserve Bank) Directions, 2021 and Master Direction – Reserve Bank of India (Non-Banking Financial Company –Scale Based Regulation) Directions, 2023

The following disclosures have been given in pursuant to Master Direction RBI/2020-21/73 DOR.FIN.HFC.CC.No.120/03.10.136/2020-21 dated February 17, 2021 and RBI/DoR/2023-24/106 DoR.FIN.REC.No.45/03.10.119/2023-24 dated October 19, 2023, issued by the RBI (as amended time to time) and have been presented solely based on the information compiled by the Management.”

### 1 Summary of Significant Accounting Policies

Disclose the accounting policies regarding key areas of operations at one place along with NTA in their financial statements. A suggestive list includes – Basis of Accounting, Transactions involving Foreign Exchange, Investments - Classification, Valuation, etc. Advances and Provisions thereon, Fixed Assets and Depreciation, Revenue Recognition, Employee Benefits, Provision for Taxation, Net Profit, etc

#### Reconciliation of loans as per IGAAP and IND AS

Housing and Non-housing Loan	As at 31 March 2024	As at 31 March 2023
(i) Loans as per IGAAP	4,048.36	3,805.42
(ii) Unamortized upfront income / expense- IND AS Adjustment	0.45	(5.60)
(iii) Loans to related parties		
Standard assets (considered good)		
(iv) Overdue Interest and Interest accrued on loans	47.36	42.71
<b>Total Loans (i) + (ii) + (iii) + (iv)</b>	<b>4,096.16</b>	<b>3,842.53</b>
less : Impairment loss allowance	(65.00)	(70.80)
<b>Loans as per IND AS</b>	<b>4,031.16</b>	<b>3,771.73</b>

### 2 Disclosures

#### 2.1 Capital

The information related to capital disclosures are disclosed in Note No. 50.2 to Financial Statements

#### 2.2 Reserve Fund under 29C of NHB Act, 1987

##### Statutory reserve

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Balance at the beginning of the year</b>		
a) Statutory reserve (As per Section 29C of The National Housing Bank Act, 1987)	19.99	15.84
b) Amount of special reserve u/s 36(1) (viii) of Income Tax Act, 1961 taken in to account for the purpose of statutory reserve under Section 29C of the NHB Act, 1987	79.83	56.70
<b>Total</b>	<b>99.82</b>	<b>72.54</b>

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
<b>Addition / appropriation / withdrawals during the year</b>		
Add:		
a) Amount transferred as per Section 29C of The National Housing Bank Act, 1987.	8.89	4.14
b) Amount of special reserve u/s 36(1) (viii) of Income Tax Act, 1961 taken in to account for the purpose of statutory reserve under Section 29C of the NHB Act, 1987	17.61	23.13
<b>Less:</b>		
a) Amount appropriate as per Section 29C of The National Housing Bank Act, 1987.	–	–
b) Amount of withdrawn from special reserve u/s 36(1) (viii) of Income Tax Act, 1961 taken in to account for the purpose of statutory reserve under Section 29C of the NHB Act, 1987.	–	–
<b>Balance at the end of the year</b>		
a) Statutory reserve under Section 29C of The National Housing Bank Act, 1987	28.88	19.99
b) Amount of special reserve u/s 36(1) (viii) of Income Tax Act, 1961 taken into account for the purpose of statutory reserve under Section 29C of the NHB Act, 1987.	97.44	79.83
<b>Total</b>	<b>126.32</b>	<b>99.82</b>

## 2.3 Investment

Particulars	As at 31 March 2024	As at 31 March 2023
<b>(a) Value of Investments</b>		
(I) Gross value of investments		
(a) In India	–	–
(b) Outside India	–	–
(II) Provisions for Depreciation		
(a) In India	–	–
(b) Outside India	–	–
(III) Net value of investments		
(a) In India	–	–
(b) Outside India	–	–
<b>(b) Movements of provisions held towards depreciation on investments</b>		
(I) Opening balance	–	–
(II) Add : Provisions made during the year	–	–
(III) Less : Write-off/ Written- back of excess provisions during the year	–	–
(IV) Closing balance	–	–



# Annexure 1 to the financial statements (Contd.)

(All amounts are in INR crore, unless otherwise stated)

## 2.4 Derivatives

### 2.4.1 Forward Rate Agreement (FRA)/ Interest Rate Swap

Particulars	As at 31 March 2024	As at 31 March 2023
(I) The notional principal of swap agreements	411.44	244.30
(II) Losses which would be incurred if counterparties failed to fulfil their obligations under the agreements	–	–
(III) Collateral required by the HFC upon entering into swaps	NA	NA
(IV) Concentration of credit risk arising from the swaps*	–	–
(V) The fair value (MTM) of the swap book	(7.26)	(6.68)

\* The counterparty for Swap agreement entered is a Schedule Commercial Bank.

### 2.4.2 Exchange Traded Interest Rate (IR) Derivative.

Particulars	As at 31 March 2024	As at 31 March 2023
(I) Notional principal amount of exchange traded IR derivatives undertaken during the year (instrument wise)	–	–
(II) Notional principal amount of exchange traded IR derivatives outstanding as on March 31, 2024 (Instrument-wise)	–	–
(III) Notional principal amount of exchange traded IR derivatives outstanding and not “highly effective” (instrument-wise)	–	–
(IV) Mark-to-market value of exchange traded IR derivatives outstanding and not “highly effective” (instrument-wise)	–	–

### 2.4.3 Disclosure on Risk exposure in derivative.

#### A. Qualitative Disclosure

The information related to Qualitative Disclosures are disclosed in Note No. 44 to Financial Statements

#### B. Quantitative Disclosure

Particulars	As at 31 March 2024	As at 31 March 2023
(I) Derivatives (Notional Principal Amount)	411.44	244.30
(II) Marked to Market Positions (1)		
(a) Assets	Nil	Nil
(b) Liability	(7.26)	(6.68)
(III) Credit exposure	–	–
(IV) Unhedged exposure	Nil	Nil

## 2.5 Asset liability management

The information related to exposure to asset liability management are disclosed in Note No. 50.10 to Financial Statements

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

## 2.6 Exposure

### 2.6.1 Exposure to Real estate sector

The information related to exposure to real estate sector are disclosed in Note No. 50.3 to Financial Statements

### 2.6.2. Exposure to Capital Market

Particulars	As at 31 March 2024	As at 31 March 2023
(i) direct investment in equity shares, convertible bonds, convertible debentures and units of equity oriented mutual funds the corpus of which is not exclusively invested in corporate debt;	–	–
(ii) advances against shares / bonds / debentures or other securities or on clean basis to individuals for investment in shares (including IPOs / ESOPs), convertible bonds, convertible debentures, and units of equity-oriented mutual funds;	–	–
(iii) advances for any other purposes where shares or convertible bonds or convertible debentures or units of equity oriented mutual funds are taken as primary security;	–	–
(iv) advances for any other purposes to the extent secured by the collateral security of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds i.e. where the primary security other than shares / convertible bonds / convertible debentures / units of equity oriented mutual funds 'does not fully cover the advances;	–	–
(v) secured and unsecured advances to stockbrokers and guarantees issued on behalf of stockbrokers and market makers;	–	–
(vi) loans sanctioned to corporates against the security of shares / bonds / debentures or other securities or on clean basis for meeting promoter's contribution to the equity of new companies in anticipation of raising resources;	–	–
(vii) bridge loans to companies against expected equity flows / issues;	–	–
(viii) Underwriting commitments taken up by the Company in respect of primary issue of shares or convertible bonds or convertible debentures or units of equity oriented mutual funds	–	–
(ix) Financing to stockbrokers for margin trading	–	–
(x) All exposures to Venture Capital Funds/Alternate Investment Funds (both registered and unregistered)	–	–
(i) Category I		
(ii) Category II		
(iii) Category III		
<b>Total Exposure to Capital Market</b>	<b>–</b>	<b>–</b>



# Annexure 1 to the financial statements (Contd.)

(All amounts are in INR crore, unless otherwise stated)

## 2.6.3. Details of financing of parent company products

Particulars	As at 31 March 2024	As at 31 March 2023
Details of financing of parent company products	–	–

## 2.6.4. Details of Single Borrower Limit (SGL)/ Group Borrower Limit (GBL)

There company has not lent to any borrower exceeding the single/group borrower limit

## 2.6.5. Unsecured Advances

Particulars	As at 31 March 2024	As at 31 March 2023
Amount of unsecured advances given against rights, licenses, authorisations etc.	–	–

## 2.6.6. Exposure to group companies engaged in real estate business

Description	31 March 2024	
	Amount	% of owned fund
(i) Exposure to any single entity in a group engaged in real estate business	–	–
(ii) Exposure to all entities in a group engaged in real estate business	–	–

Description	31 March 2023	
	Amount	% of owned fund
(i) Exposure to any single entity in a group engaged in real estate business	–	–
(ii) Exposure to all entities in a group engaged in real estate business	–	–

## 3 Miscellaneous

### 3.1 Registration/ license/ authorisation obtained from other financial sector regulators

Registration has been obtained from Reserve Bank of India having Registration Number DOR-00111

### 3.2 Disclosure of Penalties imposed /Adverse comments by National Housing Bank (NHB)/Reserve Bank of India (RBI)/Other Regulators

#### 3.2.1 Penalty

The information related to disclosure of penalty charged by National Housing Bank (NHB)/Reserve Bank of India (RBI)/Other Regulators are disclosed in Note No. 50.4 to Financial Statements

#### 3.2.2 Adverse comments

The information related to disclosure of adverse comment given by National Housing Bank (NHB)/Reserve Bank of India (RBI)/Other Regulators are disclosed in Note No. 50.5 to Financial Statements

### 3.3 Related Party Transactions- Detail of material transaction

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

S. No.	Items	Related Party	*Parent (as per ownership or control)		#Key Management Personnel		**Others		Total	
			31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
1	Borrowings - Received	Motilal Oswal Financial Services Limited	-	-	-	-	-	-	-	-
	Borrowings - Received	Motilal Oswal Finvest Limited	-	-	-	-	-	165.00	-	165.00
	Borrowings - Maximum Outstanding during the year	Motilal Oswal Financial Services Limited	-	-	-	-	-	-	-	-
	Borrowings - Maximum Outstanding during the year	Motilal Oswal Finvest Limited	-	-	-	-	-	115.00	-	115.00
2	Borrowings paid	Motilal Oswal Financial Services Limited	-	-	-	-	-	-	-	-
	Borrowings paid	Motilal Oswal Finvest Limited	-	-	-	-	-	165.00	-	165.00
3	Deposits	-	-	-	-	-	-	-	-	-
4	Placement of deposits	-	-	-	-	-	-	-	-	-
5	Advances - Given	Motilal Oswal Financial Services Limited	2,185.00	3,723.00	-	-	-	-	2,185.00	3,723.00
	Advances - Given	Motilal Oswal Finvest Limited	-	-	-	-	1,209.00	2,424.00	1,209.00	2,424.00
	Advance - Maximum Outstanding during the year	Motilal Oswal Financial Services Limited	200.00	213.00	-	-	-	-	200.00	213.00
	Advance - Maximum Outstanding during the year	Motilal Oswal Finvest Limited	-	-	-	-	195.00	200.00	195.00	200.00
6	Advances received	Motilal Oswal Financial Services Limited	2,185.00	3,723.00	-	-	-	-	2,185.00	3,723.00
	Advances received	Motilal Oswal Finvest Limited	-	-	-	-	1,209.00	2,424.00	1,209.00	2,424.00
7	Investments	-	-	-	-	-	-	-	-	-
8	Purchase of fixed/ other assets	-	-	-	-	-	-	-	-	-
9	Sale of fixed/other assets	-	-	-	-	-	-	-	-	-
10	Amount payable	Motilal Oswal Financial Services Limited	0.22	0.05	-	-	-	-	0.22	0.05
	Amount payable	Motilal Oswal Finvest Limited	-	-	-	-	37.41	4.13	37.41	4.13



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

S. No.	Items	Related Party	*Parent (as per ownership or control)		#Key Management Personnel		**Others		Total	
			31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023	31 March 2024	31 March 2023
11	Amount Receivable	Motilal Oswal Financial Services Limited	1.93	1.42	–	–	–	–	1.93	1.42
	Amount Receivable	Motilal Oswal Finvest Limited	–	–	–	–	0.66	0.36	0.66	0.36
	Amount Receivable	Motilal Oswal Wealth Management Limited	–	–	–	–	0.00	0.00	0.00	0.00
12	Interest paid	Motilal Oswal Financial Services Limited	–	–	–	–	–	–	–	–
	Interest paid	Motilal Oswal Finvest Limited	–	–	–	–	–	0.16	–	0.16
13	Interest received	Motilal Oswal Financial Services Limited	16.81	11.74	–	–	–	–	16.81	11.74
	Interest received	Motilal Oswal Finvest Limited	–	–	–	–	4.78	2.10	4.78	2.10
14	Others - Income	Motilal Oswal Financial Services Limited	0.16	0.23	–	–	–	–	0.16	0.23
15	Others - Expense	Motilal Oswal Financial Services Limited	4.57	4.14	–	–	–	–	4.57	4.14
	Others - Expense	Motilal Oswal Finvest Limited	–	–	–	–	–	0.00	–	0.00
	Others - Expense	Motilal Oswal Wealth Management Limited	–	–	–	–	–	–	–	–
	Others - Expense	Mr. Shalibhadra Shah	–	–	0.11	0.06	–	–	0.11	0.06
	Others - Expense	Mr. Ritin Mawani	–	–	0.00	–	–	–	0.00	–
	Others - Expense	Mr. Sukesh Bhowal	–	–	1.80	–	–	–	1.80	–
	Others - Expense	Mr. Bhavin Shah	–	–	0.15	–	–	–	0.15	–
	Others - Expense	Mr. Sunny Gantara	–	–	0.03	–	–	–	0.03	–
16	Payment towards collections from derecognised loan assets	Motilal Oswal Finvest Limited	–	–	–	–	115.08	68.33	115.08	68.33

There is no related party transaction with respect to subsidiaries, associates/ joint ventures and relative of key managerial personnel.

Refer Note 41 of the financial statement

\*Motilal Oswal Financial Services Limited - Holding/parent Company (MOFSL)

\*\* Motilal Oswal Wealth Management Limited (MOWML) & Motilal Oswal Finvest Limited (MOFL) - Fellow Subsidiary Company

### #Key managerial personnel includes

- Shalibhadra Shah – Chief Financial Officer (upto 23 January 2024)
- Sukesh Bhowal – Chief Executive Officer w.e.f 14 June 2023 and Managing Director & Chief Executive Officer w.e.f. 27 October 2023

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

- c. Bhavin Shah – Chief Financial Officer (w.e.f. 24 January 2024)
- d. Sunny Ganatra – Company Secretary (w.e.f. 23 January 2024)
- e. Ritin Mawani – Company Secretary (upto 24 November 2023)

## Disclosures for directors and relatives of directors

S. No.	Items	Related Party	*Directors		Relatives of Directors	
			31 March 2024	31 March 2023	31 March 2024	31 March 2023
1	Borrowings		–	–	–	–
2	Deposits		–	–	–	–
3	Placement of deposits		–	–	–	–
4	Advances		–	–	–	–
5	Investments		–	–	–	–
6	Purchase of fixed/other assets		–	–	–	–
7	Sale of fixed/other assets		–	–	–	–
8	Interest paid		–	–	–	–
9	Interest received		–	–	–	–
10	Others	Mr. Motilal Oswal	0.04	0.08	–	–
	Others	Mr. P H Ravikumar	0.10	0.07	–	–
	Others	Mrs. Neha Gada	0.01	–	–	–
	Others	Mrs. Divya Momaya	0.07	0.04	–	–

Refer Note 41 of the financial statement

\* Director includes

- a. Motilal Oswal – Chairman & Interim Managing Director (01 August 2022 to 31 July 2023)  
Chairman & Non-Executive Director (w.e.f. 01 August 2023)
- b. Raamdeo Agarawal – Non Executive Director
- c. Navin Agarwal – Non Executive Director (upto 26 April 2022)
- d. Divya Momaya – Independent Director
- e. P H Ravikumar – Independent Director (w.e.f. 27 October 2021)
- g. Neha Gada – Independent Director (w.e.f. 27 October 2023)
- h. Sukesh Bhowal – Chief Executive Officer w.e.f 14 June 2023 and Managing Director & Chief Executive Officer w.e.f. 27 October 2023

## Loans to Directors, Senior Officers and relatives of Directors

Sr. No.	Particulars	Amount	
		As at 31 March 2024	As at 31 March 2023
1	Directors and their relatives	–	–
2	Entities associated with directors and their relatives	–	–
3	Senior Officers and their relatives	–	–



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

## 3.4 Group Structure

The information related to Group Structure is disclosed in Board's Report.

## 3.5 Rating assigned by Credit Rating Agencies and migration of rating during the year

Nature of Borrowing	31 March 2024		
	Credit Rating / Outlook		
	CRISIL	India Ratings	ICRA
<b>Short Term</b>			
Commercial paper	CRISIL A1+		[ICRA]A1+
<b>Long Term</b>			
Non-Convertible Debentures	CRISIL AA /Stable	IND AA / Stable	[ICRA] AA (Stable)
Bank Borrowings	CRISIL AA / Stable	IND AA / Stable	–

Nature of Borrowing	31 March 2023		
	Credit Rating / Outlook		
	CRISIL	India Ratings	ICRA
<b>Short Term</b>			
Commercial paper	CRISIL A1+		[ICRA]A1+
<b>Long Term</b>			
Non-Convertible Debentures	CRISIL AA /Stable	IND AA / Stable	[ICRA] AA( Stable)
Market linked Debentures	CRISIL PPMLD AA / Stable	–	–
Bank Borrowings	CRISIL AA / Stable	IND AA / Stable	–

## 3.6 Remuneration of Directors

The information related to pecuniary relationship or transactions with the non-executive director of the company is disclosed in Note No. 41 to Financial Statements

## 3.7 Management

The Management Discussion and Analysis Report forms part of Annual report.

## 3.8 Net Profit or Loss for the period, prior period items and changes in accounting policies

Description	As at 31 March 2024 Amount	As at 31 March 2023 Amount
Net profit/Loss for the period	132.52	136.36
<b>Impact of prior period items on current year's profit:</b>		
Prior Period Tax*	(0.02)	(0.13)
Reason for Changes in accounting policies	Not Applicable	Not Applicable

\*Prior period tax is in relation to payment against Income Tax Liability aroused at the time of scrutiny

## 3.9 Revenue Recognition

There were no circumstances requiring postponement of Revenue Recognition for the year ended on 31st March 2024 & 31st March 2023.

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

## 3.10 Consolidated Financial Statements (CFS)

MOHFL has no subsidiary as on date.

## 3.11 Information for area, country of operation and joint venture partners with regard to joint ventures and overseas subsidiaries

Description	As at 31 March 2024	As at 31 March 2023
Area	–	–
Country of operation	–	–
Partners of Joint Venture	–	–
Overseas subsidiaries	–	–

## 4 Additional Disclosures

### 4.1 Draw Down from Reserves

There were no draw down from Reserves during FY 2023-2024.

### 4.2 Concentration of Public Deposits, Advances, Exposures and NPAs

#### 4.2.1 Concentration of Public Deposits

Particulars	As at 31 March 2024	As at 31 March 2023
Total Deposits of twenty largest depositors	–	–
Percentage of Deposits of twenty largest depositors to total deposits of the HFC	–	–

#### 4.2.2 Concentration of Loans & Advances

Particulars	As at 31 March 2024	As at 31 March 2023
Total Loans & Advances to twenty largest borrowers	604.78	598.24
Percentage of Loans & Advances to twenty largest borrowers to total advances of the HFC	14.94%	15.72%

#### 4.2.3 Concentration of all Exposure (including off-balance sheet exposure)

Particulars	As at 31 March 2024	As at 31 March 2023
Total Exposure to twenty largest borrowers / customers	955.68	775.24
Percentage of exposure to twenty largest borrowers / customers to total exposure of the HFC on borrowers / customers.	20.55%	18.99%

#### 4.2.4 Concentration of NPAs

Particulars	As at 31 March 2024	As at 31 March 2023
Total Exposure to top ten NPA accounts	2.01	2.42



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

## 4.2.5 Sector-wise NPA

Sector	As at 31 March 2024	As at 31 March 2023
<b>A. Housing Loans: (in %) ( out of total advances in that sector)</b>		
(I) Individuals	1.04%	1.11%
(II) Builders / Project Loans		
(III) Corporates		
(IV) Others (Specify)		
<b>B. Non - Housing Loans: (in %) ( out of total advances in that sector)</b>		
(I) Individuals	0.94%	1.19%
(II) Builders / Project Loans		
(III) Corporates		
(IV) Others (Specify) - Commercial Real Estate (CRE)		7.74%

## 4.3 Movement of NPAs.

Particulars	As at 31 March 2024	As at 31 March 2023
<b>(I) Net NPAs to Net Advances (%) *</b>	0.57%	0.73%
<b>(II) Movement of Gross NPAs</b>		
(a) Opening Balance	40.92	57.25
(b) Additions during the year (excluding write off's)	25.01	34.54
(c) Reduction during the year (excluding write off's)	31.23	50.87
(d) Closing balance	34.70	40.92
<b>(III) Movement of Net NPAs</b>		
(a) Opening Balance	20.79	31.51
(b) Additions during the year (excluding write off's)	14.12	18.91
(c) Reduction during the year (excluding write off's)	17.74	29.63
(d) Closing balance	17.17	20.79
<b>(IV) Movement of provisions for NPAs (excluding provisions on standard assets)</b>		
(a) Opening Balance	20.14	25.75
(b) Provisions made during the year (excluding write off's)	10.89	15.63
(c) Write off/ write back of excess provision	13.49	21.24
(d) Closing balance	17.53	20.14

\* As per notification's wordings, total loan book net of provision made is considered as net of advances. Whereas in Note 30 of financials, total loan book is considered for computation of ratios.

## 4.4 Overseas Assets (for those with joint ventures & subsidiaries abroad)

Nil



(All amounts are in INR crore, unless otherwise stated)

## 4.5 Off-balance Sheet SPVs sponsored (which are required to be consolidated as per accounting Norms)-

Name of the SPV sponsored	Amount	
	As at 31 March 2024	As at 31 March 2023
Domestic	–	–
Overseas	–	–

## 5 Principal Business Criteria

The information related to principal business criteria is disclosed in Note No. 50.1 to Financial Statements

## 6 Percentage of outstanding loans granted against collateral of gold jewellery to their outstanding total assets.

The information related to percentage of outstanding loans granted against collateral of gold jewellery to their outstanding total assets. is disclosed in Note No. 50.6 to Financial Statements

## 7 Details of all off-balance sheet exposures

The information related to off-balance sheet exposures are disclosed in Note No. 33 to Financial Statements

## 8 Intra-group exposures

Particulars	Amount	
	As at 31 March 2024	As at 31 March 2023
i) Total amount of intra-group exposures	–	–
ii) Total amount of top 20 intra-group exposures	–	–
iii) Percentage of intra-group exposures to total exposure of the company on borrowers/customers	–	–

## 9 Unhedged foreign currency exposure

The information related to unhedged foreign currency exposure are disclosed in Note No. 42 to Financial Statements

## 10 Corporate governance

### 10.1 Composition of the Board

The information related to composition of the board is disclosed in Board's Report.

### 10.2 Committees of the Board and their composition

The information related to Committees of the board and their composition is disclosed in Board's Report.

### 10.3 General Body Meetings

The information related to general body meetings is disclosed in Board's Report.

### 10.4 Details of non-compliance with requirements of Companies Act, 2013

There is no non-compliance with respect to requirements of companies Act, 2013, accounting standards & secretarial standards.

## 11 Breach of covenant

There is no breach of covenant with respect to any term loan & debt security issued.



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

## 12 Divergence in Asset Classification and Provisioning

Particulars	Amount
Gross NPAs as on March 31, 2024 as reported by the company	–
Gross NPAs as on March 31, 2024 as assessed by the NHB	–
Divergence in Gross NPAs (2-1)	–
Net NPAs as on March 31, 2024 as reported by the company	–
Net NPAs as on March 31, 2024 as assessed by NHB	–
Divergence in Net NPAs (5-4)	–
Provisions for NPAs as on March 31, 2024 as reported by the company	–
Provisions for NPAs as on March 31, 2024 as assessed by NHB	–
Divergence in provisioning (8-7)	–
Reported Profit before tax and impairment loss on financial instruments for the year ended March 31, 2024	–
Reported Net Profit after Tax (PAT) for the year ended March 31, 2024	–
Adjusted (notional) Net Profit after Tax (PAT) for the year ended March 31, 2024 after considering the divergence in provisioning	–

There is no divergence in asset classification and provisioning assessed by NHB for the year ended on 31st March 2024 & 31st March 2023

## 13 Items of income and expenditure of exceptional nature.

There is no items of income and expenditure of exceptional nature for the year ended on 31st March 2024 & 31st March 2023

## 14 Contingent Provisions against Standard Assets.

There is no contingent provisions against standard asset for the year ended on 31st March 2024 & 31st March 2023

## 15 Participation in Currency Options & Currency futures

There is no transaction undertaken during year ended on 31st March 2024 & 31st March 2023

## 16 Disclosure Requirement on Perpetual Debt Instruments (PDI)

Sr. No.	Particulars	Amount (Rs. in crore)
1	Amount of funds raised through PDI during the year	NIL
2	Outstanding at the close of the financial year	NIL
3	Percentage of the amount of PDI of the amount of its Tier 1 capital	NIL
4	Mention the financial year in which interest on PDI has not been paid in accordance with paragraph 1.8 of the directions	NIL

## 17 Details of auctions conducted during the financial year in case of loans granted against collateral of gold jewellery

The information related to percentage of outstanding loans granted against collateral of gold jewellery to their outstanding total assets. is disclosed in Note No. 50.6 to Financial Statements.



(All amounts are in INR crore, unless otherwise stated)

## 18 Disclosure on modified opinion, if any, expressed by auditors, its impact on various financial items and views of management on audit qualifications.

The statutory auditors have conducted audit and issued an unmodified opinion for the year ended on 31st March 2024 & 31st March 2023.

## II Disclosures pursuant to Reserve Bank of India (RBI) Master Direction-Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021

The following disclosures have been given in pursuant to Master Direction RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/2021-22 dated September 24, 2021 issued by the RBI as amended from time to time.

The information related to Disclosures pursuant to Reserve Bank of India (RBI) Master Direction-Reserve Bank of India (Securitisation of Standard Assets) Directions, 2021 vide Master Direction RBI/DOR/2021-22/85 DOR.STR.REC.53/21.04.177/ 2021-22 dated September 24, 2021 issued by the RBI has been disclosed in Note No. 46 and 50.7 to Financial Statements.

## III Disclosures pursuant to Reserve Bank of India (RBI) Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021

The following disclosures have been given in pursuant to Master Direction RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021 issued by the RBI as amended from time to time.

The information related to Disclosures pursuant to Reserve Bank of India (RBI) Master Direction – Reserve Bank of India (Transfer of Loan Exposures) Directions, 2021 vide master direction RBI/DOR/2021-22/86 DOR.STR.REC.51/21.04.048/2021-22 dated September 24, 2021 issued by the RBI has been disclosed in Note No. 50.8 & 50.9 to Financial Statements.

## IV Disclosures pursuant to Reserve Bank of India (RBI) Master Direction-Monitoring of Frauds in NBFCs (Reserve Bank) Directions, 2016

The following disclosures have been given in pursuant to Master Direction RBI/DNBS/2016-17/49 DNBS.PPD.01/66.15.001/2016-17 dated September 29, 2016 (as amended from time to time), issued by the RBI.

### Reporting of Fraud

Particulars	As at 31 March 2024	As at 31 March 2023
Amount of Fraud outstanding at the end of the year	27.15	26.94

### Resolution Framework for COVID-19-related Stress

The information related to Resolution Framework for COVID-19-related Stress as per RBI circular dated 6 August 2020 and 05 May 2021 mentioned in Note No. 48 of Financial Statements

## V Public Disclosure for year/quarter ended March 31, 2024 pursuant to Paragraph 3 of Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies

The information related to Public Disclosure for year/quarter ended March 31, 2024 pursuant to Paragraph 3 of Liquidity Risk Management Framework for Non-Banking Financial Companies and Core Investment Companies mentioned in Note No. 50.11 of Financial Statements

## 19 Disclosure of Complaints

### 19.1 Customer Complaints.

Summary information on complaints received by the company from customers and from the Offices of Ombudsman



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

Particulars	As at 31 March 2024	As at 31 March 2023
Complaints received by the company from its customers		
1) No. of complaints pending at the beginning of the year	–	–
2) No. of complaints received during the year	353	183
3) No. of complaints redressed during the year	353	183
3.1)Of which, number of complaints rejected by the company	–	–
4) No. of complaints pending at the end of the year	–	–
<b>Maintainable complaints received by the company from Office of Ombudsman</b>		
5) Number of maintainable complaints received by the company from Office of Ombudsman	–	–
5.1)Of 5, number of complaints resolved in favour of the company by Office of Ombudsman	–	–
5.2)Of 5, number of complaints resolved through conciliation/ mediation/ advisories issued by Office of Ombudsman	–	–
5.3)Of 5, number of complaints resolved after passing of Awards by Office of Ombudsman against the company	–	–
6) Number of Awards unimplemented within the stipulated time (other than those appealed)	–	–

## Note

Complaints uploaded on NHB-GRIDS, where company provides redressal to customer from their end. All complaints have been redressed by the Company.

Maintainable complaints refer to complaints on the grounds specifically mentioned in Integrated Ombudsman Scheme, 2021 (Previously The Ombudsman Scheme for Non-Banking Financial Companies, 2018) and covered within the ambit of the Scheme. It shall only be applicable to NBFCS which are included under The Reserve Bank - Integrated Ombudsman Scheme, 2021.

## 19.2 Top five grounds of complaints received by the company from customers

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
<b>As at 31 March 2024</b>					
Builder related	–	142	1675%	–	–
FCL And LOD	–	42	(9%)	–	–
Collection Follow Up	–	38	31%	–	–
Foreclosed Original Documents	–	18	80%	–	–
ROI	–	18	(10%)	–	–
Other	–	95	58%	–	–
<b>Total</b>	–	<b>353</b>	<b>93%</b>	–	–

# Annexure 1 to the financial statements (Contd..)



(All amounts are in INR crore, unless otherwise stated)

Grounds of complaints, (i.e. complaints relating to)	Number of complaints pending at the beginning of the year	Number of complaints received during the year	% increase/ decrease in the number of complaints received over the previous year	Number of complaints pending at the end of the year	Of 5, number of complaints pending beyond 30 days
1	2	3	4	5	6
<b>As at 31 March 2023</b>					
FCL and LOD	–	46	22%	–	–
Collection Follow up	–	29	10%	–	–
ROI	–	20	10%	–	–
Subsidy Status	–	18	-29%	–	–
Foreclosed Original documents	–	10	-1%	–	–
Others	–	60	5%	–	–
<b>Total</b>	<b>–</b>	<b>183</b>	<b>9%</b>	<b>–</b>	<b>–</b>

## 20 Sectoral exposure

Sectors	As at 31 March 2024			As at 31 March 2023		
	Total Exposure (includes on balance sheet and off-balance sheet exposure)*	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector	Total Exposure (includes on balance sheet and off-balance sheet exposure)	Gross NPAs	Percentage of Gross NPAs to total exposure in that sector
<b>1. Agriculture and Allied Activities</b>	–	–				
<b>2. Industry</b>						
<b>3. Services</b>						
i. Commercial Real Estate	1,069.16	–	0.00%	898.20	5.65	0.63%
<b>Total of Services</b>	<b>1,069.16</b>	<b>–</b>	<b>0.00%</b>	<b>898.20</b>	<b>5.65</b>	<b>0.63%</b>
<b>4. Personal Loans</b>						
i. Housing Loans	2,781.17	27.40	0.99%	2,595.84	28.40	1.09%
ii. Non Housing Loan	799.63	7.30	0.91%	588.55	6.87	1.17%
<b>Total of Personal Loans (i+ii)</b>	<b>3,580.80</b>	<b>34.70</b>	<b>0.97%</b>	<b>3,184.39</b>	<b>35.28</b>	<b>1.11%</b>

\* Total exposure includes undrawn committed sanctions to borrowers.



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

## 21. Schedule to Motilal Oswal Home Finance Ltd. Balance Sheet as at 31st March 2024.

Particulars		Amount (₹ in crore)	
		Amount outstanding	Amount overdue
<b>Liabilities side</b>			
<b>(1) Loans and advances availed by the HFC inclusive of interest accrued thereon but not paid:</b>			
(a) Debentures : Secured		–	–
Debentures : Unsecured (other than falling within the meaning of public deposits*)		213.99	–
(b) Deferred Credits		–	–
(c) Term Loans		2,780.25	–
(d) Inter-corporate loans and borrowing		–	–
(e) Commercial Paper		–	–
(f) Public Deposits*		–	–
(g) Other Loans (specify nature)		–	–
* Please see Note 1 below			
<b>(2) Break-up of (1)(f) above (Outstanding public deposits inclusive of interest accrued thereon but not paid):</b>			
(a) In the form of Unsecured debentures		–	–
(b) In the form of partly secured debentures i.e. debentures where there is a shortfall in the value of security		–	–
(c) Other public deposits		–	–
* Please see Note 1 below			
<b>Assets side</b>		<b>Amount outstanding</b>	
<b>(3) Break-up of Loans and Advances including bills receivables [other than those included in (4) below]:</b>			
(a) Secured			4,096.15
(b) Unsecured			0.61
<b>(4) Break up of Leased Assets and stock on hire and other assets counting towards asset financing activities:</b>			
(i) Lease assets including lease rentals under sundry debtors			
(a) Financial lease			–
(b) Operating lease			–
(ii) Stock on hire including hire charges under sundry debtors			
(a) Assets on hire			–
(b) Repossessed Assets			–
(iii) Other loans counting towards asset financing activities			
(a) Loans where assets have been repossessed			–
(b) Loans other than (a) above			–
<b>(5) Break-up of Investments</b>			
<b>Current Investments</b>			

# Annexure 1 to the financial statements (Contd.)



(All amounts are in INR crore, unless otherwise stated)

Particulars		Amount (₹ in crore)	
		Amount outstanding	Amount overdue
<b>Liabilities side</b>			
1.	<u>Quoted</u>		
	(i) Shares		
	(a) Equity		–
	(b) Preference		–
	(ii) Debentures and Bonds		–
	(iii) Units of mutual funds		–
	(iv) Government Securities		–
	(v) Others (please specify)		–
2.	<u>Unquoted</u>		
	(i) Shares		
	(a) Equity		–
	(b) Preference		–
	(ii) Debentures and Bonds		–
	(iii) Units of mutual funds		–
	(iv) Government Securities		–
	(v) Others (please specify)		–
	–		–
<b>Long Term investments</b>			
1.	<u>Quoted</u>		
	(i) Share		
	(a) Equity		–
	(b) Preference		–
	(ii) Debentures and Bonds		–
	(iii) Units of mutual funds		–
	(iv) Government Securities		–
	(v) Others (please specify)		–
2.	<u>Unquoted</u>		
	(i) Shares		
	(a) Equity		–
	(b) Preference		–
	(ii) Debentures and Bonds		–
	(iii) Units of mutual funds		–
	(iv) Government Securities		–
	(v) Others (please specify)		–

**(6) Borrower group-wise classification of assets financed as in (3) and (4) above:**  
(Please see Note 2 below)



# Annexure 1 to the financial statements (Contd..)

(All amounts are in INR crore, unless otherwise stated)

Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	–	–	–
(b) Companies in the same group	–	–	–
(c) Other related parties	–	–	–
2. Other than related parties	4,096.15	0.61	4,096.76
<b>Total</b>	<b>4,096.15</b>	<b>0.61</b>	<b>4,096.76</b>

**(7) Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted):**  
(Please see Note 3 below)

Category	Market Value /Break up or fair value or NAV	Book Value (Net of Provisions)
1. Related Parties **		
(a) Subsidiaries	–	–
(b) Companies in the same group	–	–
(c) Other related parties	–	–
2. Other than related parties	–	–
<b>Total</b>	<b>–</b>	<b>–</b>
** As per applicable Accounting Standard (Please see Note 3)		

**(8) Other information**

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	
(b) Other than related parties	34.70
(ii) Net Non-Performing Assets	
(a) Related parties	
(b) Other than related parties	17.17
(iii) Assets acquired in satisfaction of debt	–

**Notes:**

- As defined in Paragraph 4.1.30 of the Master Direction – Non-Banking Financial Company – Housing Finance Company (Reserve Bank) Directions, 2021 (“The Directions”).
- Provisioning norms shall be applicable as prescribed in the Directions.
- As per applicable Accounting Standards including for valuation of investments and other assets as also assets acquired in satisfaction of debt. However, market value in respect of quoted investments and break up / fair value / NAV in respect of unquoted investments shall be disclosed irrespective of whether they are classified as long term or current in (5) above.









**HOME LOANS**

Motilal Oswal Home Finance Limited

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