

27th April, 2017

The Secretary
National Stock Exchange of India Ltd.
Exchange Plaza,
Plot no. C/1, G Block,
Bandra-Kurla Complex
Bandra (E)
Mumbai - 400 051.

The Secretary,
BSE Limited,
P. J. Towers,
Dalal Street, Fort,
Mumbai-400 001.

Dear Sir/Madam,

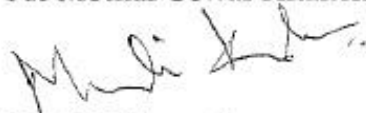
Sub: Compliance Certificate as per Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015

Ref: Stock Code: MOTILALOFS/532892

Please find enclosed the Compliance Certificate from U. Hedge & Associates, Company Secretaries for the year ended 31st March, 2017 as per Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Thanking you,

Yours faithfully,
For **Motilal Oswal Financial Services Limited**


Murli Krishnan Iyer
Company Secretary and Compliance Officer



Encl: As above

U. HEGDE & ASSOCIATES

COMPANY SECRETARIES

CERTIFICATE UNDER REGULATION 40(9) OF SEBI (LISTING OBLIGATIONS & DISCLOSURE REQUIREMENTS) REGULATION, 2015

FOR THE HALF YEAR ENDED MARCH 31, 2017

I, have examined all Share Transfer Deeds, Memorandum of Transfers, Registers, files and other documents relating to **MOTILAL OSWAL FINANCIAL SERVICE LIMITED**, having Registered Office at Motilal Oswal Tower, Rahimtullah Sayani Road, Opp. Parel S T Depot, Prabhadevi, Mumbai 400025 and maintained by Registrar & Transfer Agents (RTA) M/s. **LINK INTIME INDIA PRIVATE LIMITED**, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai 400078, pertaining to transfer of equity shares of the company for the period from October 1, 2016 to March 31, 2017 for the purpose of issuing a Certificate as per Regulation 40(9) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 based on the information provided by the Company/RTA, I hereby certify that:

- A) During the period from October 1, 2016 to March 31, 2017, no transfer deeds were lodged with Company/RTA, therefore the Company was not required to deliver the share certificates within thirty days from date of lodgment.
- B) During the period from October 1, 2016 to March 31, 2017, the Company /RTA did not receive request relating to sub division, consolidation, renewal exchange or endorsement of calls/ allotment monies, therefore the Company was not required to deliver the share certificates within 30 days from date of lodgment.

FOR U. HEGDE & ASSOCIATES, COMPANY SECRETARIES



UMASHANKAR K HEGDE
(Proprietor)
COP No- 11161 # M. No- A22133

Date: April 27, 2017
Place : Mumbai



B-401, JANKI NIWAS, SHREE RAMBLAKDAS NAGRI CHS, TAPOVAN, MALAD(E), MUMBAI 400097
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website: www.csuhegde.in
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