



Motilal Oswal Asset Management Company Limited

Registered & Corporate Office: 10th Floor, Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai - 400 025
● Toll Free No.: 1800 200 6626 ● Email: mfservice@motilaloswal.com ● CIN No.: U67120MH2008PLC188186
● Website: www.motilaloswalmf.com and www.mostshares.com

NOTICE CUM ADDENDUM TO THE SCHEME INFORMATION DOCUMENT (SID), KEY INFORMATION MEMORANDUM (KIM) AND STATEMENT OF ADDITIONAL INFORMATION (SAI) OF THE SCHEMES OF MOTILAL OSWAL MUTUAL FUND

A. Change in Shareholding of the Motilal Oswal Asset Management Company Limited and Motilal Oswal Trustee Company Limited and Change in Sponsor of Motilal Oswal Mutual Fund (MOMF) pursuant to internal group restructuring

Unitholders are hereby informed that in order to simplify the holding structure and to bring the operational entities directly under Motilal Oswal Financial Services Limited (MOFSL) and pursuant to approval of scheme of amalgamation by the National Company Law Tribunal, Mumbai Bench, other regulatory authorities and the shareholders, Motilal Oswal Securities Limited (MOSL) has been merged with MOFSL, whereby all the assets and liabilities of MOSL including its business and investments has been transferred to MOFSL (Scheme). As a result of the same, the entire shareholding of Motilal Oswal Asset Management Company Limited (MOAMC) and Motilal Oswal Trustee Company Limited (MOTC) held by MOSL has been transferred to MOFSL under the operation of law of the Scheme with effect from August 21, 2018. As a result of the aforesaid restructuring, the shareholding of MOAMC, MOTC and Sponsor of Motilal Oswal Mutual Fund (MOMF) has been changed. However, considering the fact that MOSL is a wholly owned subsidiary of MOFSL, there is no change in ultimate control.

SEBI vide its letter dated August 21, 2018 having reference no. DF3/OW/P/2018/23318/1 has conveyed it's no objection for change in shareholding of the MOAMC and MOTC and change in Sponsor of MOMF pursuant to internal group restructuring of the Company.

MOFSL is a public limited company listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). MOFSL was registered as a Systemically Important Non-Banking Finance Company registered with the Reserve Bank of India (RBI). Pursuant to the internal restructuring of the Motilal Oswal Group of Companies, the lending business of MOFSL has been transferred to Motilal Oswal Capital Markets Limited, wholly owned subsidiary of the MOFSL on August 20, 2018. MOFSL, along with its subsidiaries, offers a diversified range of financial products and services such as loan against shares, investment activities, private wealth management, broking and distribution, asset management business, housing finance, institutional equities, private equity and investment banking. Pursuant to Amalgamation of MOSL with MOFSL and their respective Shareholders, MOFSL shall carry on the business of MOSL with effect from August 21, 2018. Hence, MOFSL will become a stock broker and will execute stock trades on behalf of its clients which include retail customers (including high net worth individuals), mutual funds, foreign institutional investors, financial institutions and corporate clients. Besides stock broking, it will also offer a bouquet of financial products and services to its client base. It will become a member of BSE, NSE, Multi Commodity Exchange of India Limited (MCX) and National Commodity & Derivatives Exchange Limited (NCDEX). It will be registered with the SEBI as a broker, depository participant, research analyst and investment advisor and with various other bodies / agencies like IRDA, AMFI, CERSAI, KRA agencies (CVL, Dotex, NDML, CAMS and Karvy) etc. The registered office of MOFSL is at Motilal Oswal Tower, Rahimtullah Sayani road, Opposite Parel ST Depot, Prabhadevi, Mumbai – 400025.

The shareholding of MOAMC and MOTC as appearing in SAI stands revised with MOFSL along with its nominees, holding 98.16% of the shares of MOAMC and 100% shares of MOTC.

Unitholders have also been informed by individual communication of the details of the change in sponsor along with other required disclosures. Those who do not receive the said communication can contact any of the Offices/Branches of MOAMC or service centres of Karvy Computershare Pvt. Ltd., the Registrar and Transfer Agents of the schemes of MOMF and obtain the same.

As a unitholder, you are urged to go through this communication and letter sent to you carefully. Please consult your financial/tax advisors in the event that you have any queries. In case you need any other clarifications, please email us at mfservice@motilaloswal.com.

B. Amendment of the Trust Deed:

Unitholders are hereby informed that pursuant to above change in Sponsor of MOMF due to internal restructuring, in terms of SEBI (Mutual Funds) Regulations, 1996, the approval of all the unitholders of schemes of MOMF is sought for the ratification of amendment to Trust Deed through Postal Ballot, from those Unitholders who are on the records of Karvy Computershare Pvt. Ltd. (Karvy or Registrar), as at the close of business hours of **August 17, 2018**. The AMC has appointed Scrutinizer for scrutinising the conduct of postal ballot exercise in a fair and transparent manner. Details of amendment to the Trust Deed and details of the postal ballot particularly the terms of voting, mode of voting, timelines for sending duly filled in and signed ballot papers, manner of determining the results of postal ballot, etc. are mentioned in the letter sent to unitholders in this regard. Unitholders are requested to note that if the duly completed & signed Ballot Paper is not received by the Registrar on or before close of business hours on **September 20, 2018**, the same shall not be considered for the purposes of determining the voting. Further, unitholders to note that if no valid vote is received by the Registrar on or before close of business hours on **September 20, 2018**, then it will be deemed that none of the unitholders of the Schemes of MOMF have any objection to the amendment of the Trust Deed and said amendment would stand approved and be binding on the unitholders of the Schemes of MOMF.

The results of the postal ballot shall be intimated to the unitholders by way of a letter or by way of a notice / advertisement in a newspaper. Results of the postal ballot shall also be announced on the AMC Website.

C. Changes in the SID, SAI and KIM pursuant to change in Shareholding of MOAMC, MOTC and Change in Sponsor of MOMF

The following changes are being carried out in the SAI, SID and KIM of the Schemes of MOMF:

1. Under section "Introduction", sub-section "D. Definitions of the SID of the schemes of MOMF, the existing definitions of Sponsor and Trust Deed shall be replaced as follows:

Sponsor	Motilal Oswal Financial Services Limited (MOFSL)
Trust Deed	The Deed of Trust dated May 29, 2009 made by and between the Sponsor and the Trustee Company establishing the Mutual Fund, as amended by Deed of First Variation dated December 7, 2009, Deed of Second Variation dated December 17, 2009 and Deed of Third Variation dated August 21, 2018.

2. Under the Section "Information About Sponsor, AMC And Trustee Company" in the SAI of the MOMF, existing write up under sub-section "A. CONSTITUTION OF MUTUAL FUND" and "B. SPONSOR" will be deleted and replaced as follows:

A. CONSTITUTION OF MUTUAL FUND

Motilal Oswal Mutual Fund (Mutual Fund or MOMF) has been constituted as a Trust in accordance with the provisions of the Indian Trusts Act, 1882 (2 of 1882). Motilal Oswal Financial Services Limited is the Sponsor and Motilal Oswal Trustee Company Limited is the Trustee to the Fund. The Trust Deed has been registered under the Indian Registration Act, 1908. MOMF was registered with SEBI under SEBI (Mutual Funds) Regulations, 1996 on December 29, 2009 bearing Registration number MF/063/09/04. The office of Mutual Fund is at 10th Floor, Motilal Oswal Tower, Rahimtullah Sayani road, Opposite Parel ST Depot, Prabhadevi, Mumbai – 400025.

B. SPONSOR

MOMF is sponsored by Motilal Oswal Financial Services Limited (MOFSL). The Sponsor is the Settlor of the Mutual Fund Trust. The Settlor has entrusted a sum of Rs. 1 Lakh to the Trustee as the initial contribution towards the corpus of the Mutual Fund.

In order to simplify the holding structure and to bring the operational entities directly under MOFSL, Motilal Oswal Securities Limited (MOSL) has been merged with Motilal Oswal Financial Services Limited (MOFSL), whereby all the assets and liabilities of MOSL including its business and investments has been transferred to MOFSL. As a result of the same, the entire shareholding of Motilal Oswal Asset Management Company Limited (MOAMC) and Motilal Oswal Trustee Company Limited (MOTC) held by MOSL has been transferred to MOFSL under the operation of law of the Scheme with effect from August 21, 2018. As a result of the aforesaid restructuring, the shareholding of MOAMC and MOTC and Sponsor of Motilal Oswal Mutual Fund (MOMF) has been changed from MOSL to MOFSL.

MOFSL is a public limited company listed on BSE Limited (BSE) and National Stock Exchange of India Limited (NSE). MOFSL was registered as a Systemically Important Non-Banking Finance Company registered with the Reserve Bank of India (RBI). Pursuant to the internal restructuring of the Motilal Oswal Group of Companies, the lending business of MOFSL has been transferred to Motilal Oswal Capital Markets Limited, wholly owned subsidiary of the MOFSL on August 20, 2018. MOFSL, along with its subsidiaries, offers a diversified range of financial products and services such as loan against shares, investment activities, private wealth management, broking and distribution, asset management business, housing finance, institutional equities, private equity and investment banking. Pursuant to Amalgamation of MOSL with MOFSL and their respective Shareholders, MOFSL shall carry on the business of MOSL with effect from August 21, 2018. Hence, MOFSL will become a stock broker and will execute stock trades on behalf of its clients which include retail customers (including high net worth individuals), mutual funds, foreign institutional investors, financial institutions and corporate clients. Besides stock broking, it will also offer a bouquet of financial products and services to its client base. It will become a member of BSE, NSE, Multi Commodity Exchange of India Limited (MCX) and National Commodity & Derivatives Exchange Limited (NCDEX). It will be registered with the SEBI as a broker, depository participant, research analyst and investment advisor and with various other bodies / agencies like IRDA, AMFI, CERSAI, KRA agencies (CVL, Dotex, NDML, CAMS and Karvy) etc. The registered office of MOFSL is at Motilal Oswal Tower, Rahimtullah Sayani road, Opposite Parel ST Depot, Prabhadevi, Mumbai – 400025.

Financial Performance (Audited) of MOFSL (past three years):

(Rs. in Crores)

Particulars	2017 – 2018	2016 – 2017	2015 – 2016
Net Worth	1,798	669	593
Total Income	1,273	133	111
Profit after Tax	323	86	47
Asset under Management, if any	NA	NA	NA

3. Under the Section "Information About Sponsor, AMC And Trustee Company" in the SAI of the MOMF under sub-section "D. ASSET MANAGEMENT COMPANY", the following changes will be carried out:

The existing shareholding pattern of the AMC will be deleted and will be replaced with the following shareholding pattern:

The paid up Share Capital of the Company as on March 31, 2018 is Rs. 65.05 Crores. During the year under review, the Company allotted 1,16,99,000 equity shares of Re. 1 at premium under employee stock option scheme (ESOP) of the Company on June 29, 2018. Accordingly, the paid up Share Capital of the Company has increased to Rs. 66.21 Crores. The shareholding pattern of MOAMC as on August 21, 2018 is as follows:

Name of the Shareholder	% of Shareholding
Motilal Oswal Financial Services Limited*	98.16%
Other Shareholders (Shares issued on exercise of stock options)	1.84 %

*including 6 shares held jointly with its nominees.

4. The words "Motilal Oswal Securities Limited" or "MOSL" shall be replaced with "Motilal Oswal Financial Services Limited" or "MOFSL" in the SAI, SID and KIM of the Schemes of the MOMF, wherever applicable.

This notice cum addendum forms an integral part of the SAI, SID and KIM of the existing schemes of MOMF. This notice cum addendum shall also form integral part of the Scheme, Motilal Oswal Equity Hybrid Fund whose NFO commences from August 24, 2018. The SAI, SID and KIM of the Schemes of MOMF shall stand suitably modified. All other contents of SAI, SID and KIM of aforementioned schemes remain unchanged.

For Motilal Oswal Asset Management Company Limited
(Investment Manager for Motilal Oswal Mutual Fund)

Sd/-

Place : Mumbai

Date : August 21, 2018

Aashish P Somaiyaa
Chief Executive Officer

**MUTUAL FUND INVESTMENTS ARE SUBJECT TO MARKET RISKS,
READ ALL SCHEME RELATED DOCUMENTS CAREFULLY.**