

Motilal Oswal Financial Services Ltd.
Regd. Office : Palm Spring Centre, 2nd Floor,
Palm Court Complex, New Link Road,
Malad (W), Mumbai - 400 064.
Tel.: +91 22 3080 1000 / 01
Fax : +91 22 2844 9002

22nd October, 2010

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

Dear Sir,

Sub: Board Meeting dated 20th October, 2010

Ref: Stock Code : MOTILALOS

This is to inform you that the tenure of Mr. Motilal Oswal as the Managing Director of the Company would expire on 17th January, 2011. The Board of Directors at its Meeting dated 20th October, 2010 had approved the reappointment of Mr. Motilal Oswal as the Managing Director of the Company for a further period of 5 years from 18th January, 2011, without any remuneration.

Mr. Raamdeo Agrawal was appointed the Joint Managing Director of the Company with effect from 14th October, 2009, for 5 years, without remuneration. The Board of Directors at its Meeting dated 20th October, 2010 had decided to pay remuneration to Mr. Agrawal as per the following terms and conditions from 1st November, 2010 for the balance period of his tenure.

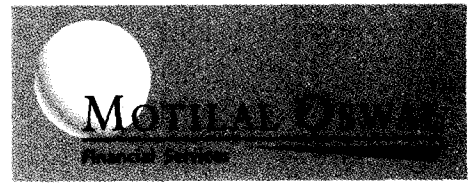
Terms of remuneration of Mr. Raamdeo Agrawal

I. Remuneration:

Salary: Rs. 20,00,000/- per month

II. Perquisites, Benefits and Facilities:-

- a. Medical Reimbursement: Expenses incurred by Mr. Raamdeo Agrawal and/or his family subject to a ceiling of one month's salary per year or five months salary over a period of five years.



Motilal Oswal Financial Services Ltd.

Head Office : Palm Spring Centre, 2nd Floor,

Palm Court Complex, New Link Road,

Malad (W), Mumbai - 400 064.

Tel.: +91 22 3080 1000 / 01

Fax : +91 22 2844 9002

- b. Leave Travel Concession: Leave travel concession for Mr. Raamdeo Agrawal and/or his family, once in a year incurred in accordance with the Rules of the Company.
- c. Club Fees: Fees of clubs subject to a maximum of two clubs.
- d. Personal Accident Insurance: Personal Accident Insurance of an amount, the annual premium of which does not exceed Rs.10,000
- e. The Company shall provide a car with a driver and a telephone at the residence of Mr. Raamdeo Agrawal.

Provision of car for use in Company's business and telephone at residence will not be considered as perquisites.

IV. OTHER BENEFITS:

- i) Benefits under loan and other schemes in accordance with the practices, rules and regulations in force in the Company from time to time.
- ii) Such other benefits and amenities as may be provided by the Company to other senior officers from time to time.

The total remuneration proposed to be paid to Mr. Raamdeo Agrawal will not exceed in any case 5% of the net profits of the Company calculated as per sections 349 and 350 of the Companies Act, 1956 in case of individual and does not exceed more than 10% of the net profits of the Company calculated as above for all the working Directors taken together.

V. MINIMUM REMUNERATION:

Notwithstanding absence or inadequacy of profits in any year during the tenure of Mr. Raamdeo Agrawal, he shall be paid above remuneration as a minimum remuneration subject to limits prescribed under the Companies Act, 1956.

Please take note of the above.

Thanking you,

Yours faithfully,

For Motilal Oswal Financial Services Limited

Samrat Sanyal

Company Secretary & Compliance Officer