

Notice

Of the 27th Annual General Meeting

Notice is hereby given that the 27th Annual General Meeting ("**AGM**") of the members of Angel One Limited (Formerly known as Angel Broking Limited) ("**the Company**") will be held on Friday, 23 June, 2023 at 10:30 a.m. (IST) through Video Conferencing ("**VC**")/ Other Audio Visual Means ("**OAVM**") to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Standalone Financial Statements

To receive, consider and adopt the audited Standalone Statements of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31 March, 2023 and the Balance Sheet as at 31 March, 2023 and the Reports of the Directors and the Auditors thereon.

2. Adoption of Consolidated Financial Statements

To receive, consider and adopt the audited Consolidated Statements of Profit and Loss, Cash Flow Statement of the Company for the financial year ended 31 March, 2023 and the Balance Sheet as at 31 March, 2023 and the Reports of the Directors and the Auditors thereon.

3. Confirmation of payment of the Interim Dividend and declaration of Final Dividend for financial year 2022-23

To confirm the payment of 4 (four) Interim Dividends aggregating to ₹35.85 per equity share for the financial year ended 31 March, 2023 and to declare a final dividend of ₹4.00 per equity share for the financial year ended on 31 March, 2023.

4. Appointment of Director retiring by rotation

To appoint a Director in place of Mr. Ketan Shah (DIN: 01765743), who retires by rotation and being eligible offers himself for re-appointment.

SPECIAL BUSINESS:

5. To appoint Mr. Amit Majumdar (DIN: 01633369) as a Director of the Company and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution

"**RESOLVED THAT** pursuant to the provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modifications or re-enactment(s) thereof, for the time being in force) and the Articles

of Association of the Company, Mr. Amit Majumdar (DIN: 01633369), who was appointed as an Additional Director of the Company by the Board in their meeting held on 17 April, 2023 and who holds office till ensuing Annual General Meeting, in terms of Section 161 of the Act and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, signifying the intention to propose Mr. Amit Majumdar as a candidate for the office of a Director of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

6. To appoint Mr. Amit Majumdar (DIN: 01633369) as Whole Time Director of the Company w.e.f. 17 April, 2023 till 16 April, 2028 and to fix remuneration thereof and in this regard, to consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution

RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and Rules made thereunder including the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Regulation 17(1C) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (including any statutory modification(s) or re-enactment thereof, for the time being in force), the relevant provisions of the Articles of Association of the Company and all applicable guidelines issued by the Central Government from time to time and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors at their respective meetings held on 17 April, 2023 and

subject to such other approvals, as may be necessary, consent of the Members be and is hereby accorded for the appointment of Mr. Amit Majumdar (DIN: 01633369) as a Whole Time Director of the Company for the period of 5 (five) consecutive years w.e.f. 17 April, 2023 to 16 April, 2028 on such terms and conditions including remuneration as set out in the Explanatory Statement attached to this Notice, with further liberty to the Board of Directors of the Company (hereinafter referred to as "the Board" which shall be deemed to include any Committee constituted / to be constituted by the Board) from time to time to alter the said terms and conditions of appointment and remuneration of Mr. Amit Majumdar in the best interests of the Company and as may be permissible by law whose period of office shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors (including Nomination and Remuneration Committee) be and is hereby authorised to vary or to increase the remuneration specified above from time to time to be payable to Mr. Amit Majumdar in such manner as the Board of Directors considers appropriate, provided that such variation or increase, as the case may be, are subject to the same not exceeding the overall limits specified under Section 197 and Schedule V to the Companies Act, 2013 or any amendments thereof.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profits in any financial year during the tenure of services of the Whole Time Director, the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT consent of the Company be and is hereby accorded for payment of performance incentives to the Whole-time Director subject to the terms and conditions as set out in the Explanatory Statement attached to this Notice and the said performance incentives will form part of Whole-time Director's Remuneration.

RESOLVED FURTHER THAT Mr. Amit Majumdar, Whole-time Director be entrusted with such powers and perform such duties as may from time to time be delegated / entrusted to him subject to the supervision and control of the Board.

RESOLVED FURTHER THAT any of the Directors or the Key Managerial Personnel of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give full effect to the foregoing resolution."

By Order of the Board of Directors
For Angel One Limited
(Formerly known as Angel Broking Limited)

Naheed Patel
Company Secretary & Compliance Officer
Membership Number:- A22506

Date: 29 May, 2023
Place: Mumbai

Notice (Continued)

EXPLANATORY STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("THE ACT") SETTING OUT ALL MATERIAL FACTS:

ITEM NO. 5 & 6:

Mr. Amit Majumdar (DIN 01633369) aged 51 years is a qualified Chartered Accountant with more than 2 decades of experience in the financial services industry, with expertise in business strategy & growth, mergers and acquisitions, operations, risk and compliance. He has a proven track record of building retail scale profitably under varied market dynamics, business process reengineering and managing large teams. Prior to joining Angel One, he has held leadership positions in well-known organisations, such as Wellspring Healthcare Private Limited and AGS Transact Technologies Limited. He was also associated with EY, Chohung Bank, Rabo India Finance Private Limited (a wholly owned subsidiary of Rabobank International) and Ambit Corporate Finance Pte Ltd. The other details of Mr. Amit Majumdar in terms of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("Listing Regulations") and Secretarial Standard-2 are provided in this Notice.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors appointed Mr. Amit Majumdar (DIN 01633369) as an Additional Director and the Whole Time Director of the Company with effect from 17 April, 2023. In terms of Section 161(1) of the Act, Mr. Amit Majumdar (DIN 01633369) holds office up to the date of the Annual General Meeting but is eligible to be appointed as a Director. In accordance with above, the Company has received a notice under Section 160(1) of the Act from a Member signifying his intention to propose Mr. Amit Majumdar (DIN 01633369) for his appointment as a Director. Accordingly, the appointment of Mr. Amit Majumdar (DIN 01633369) as a Director recommended for approval of members of the Company.

Further, pursuant to Section 2(94) and 196 of the Companies Act, 2013, Mr. Amit Majumdar was also appointed as a Whole time Director of the Company, subject to the approval of members for a period of 5 (five) consecutive years with effect from 17 April, 2023 to 16 April, 2028 on the remuneration and

terms and conditions set out below. Mr. Amit Majumdar has given:- (i) the consent in writing to act as Director (ii) intimation that he is not disqualified under section 164 (1) & (2)) of the Companies Act, 2013 and (iii) a declaration to the effect that he is not debarred from holding the office of Director pursuant to any Order issued by the Securities and Exchange Board of India (SEBI).

1. Remuneration, Perquisites and allowances:

Breakup of the Remuneration for FY24

Particulars	Amount (per annum)
Basic	8,000,000
House Rent Allowance	4,000,000
Special Allowance	8,000,000
Provident Fund	-
NPS	-
Mediclaime	30,000
Term plan	38,004
Total (Gross salary for the year)	20,068,004

Details of stock options granted to Mr. Amit Majumdar under the Angel Broking Long Term Incentive Scheme 2021 of the Company are as follows:

- Stock Options (ESOP) to the value of ₹10,000,000 (Rupees Ten million only)
- Restricted Stock Unit (RSU) to the value of ₹30,000,000 (Rupees Thirty million only)
- Performance Stock Unit (PSU) to the value of ₹50,000,000 (Rupees Fifty million only)

2. Commission/Performance Bonus:

As may be decided by the Board of Directors, on the recommendations of the Nomination and Remuneration Committee, from year to year.

3. Overall Remuneration:

The aggregate of salary allowances and perquisites in any financial year shall not exceed the limits prescribed under Section 197 and other applicable provisions of the Act read with Schedule V to the said Act, as may, for the time being, be in force.

The approval of the members is sought by way of special resolution for the appointment and payment of remuneration to Mr. Amit Majumdar as Executive Whole-time Director of the Company in accordance with the relevant provisions of the Act read with Schedule V thereto.

In compliance with Section 190 of the Companies Act, 2013, terms of service and remuneration of the above-mentioned Director would be available for inspection of the Members in physical or in electronic form at the registered office of the Company on any working day excluding Saturdays and Sundays (including Public Holidays) during business hours on any working day.

After taking into consideration the recommendation of the Nomination and Remuneration Committee, the Board is of the opinion that the appointment of Mr. Amit Majumdar as a Whole Time Director will be beneficial to the Company and has recommended the Resolution at Item No. 5 and 6 of this Notice relating to the appointment of Mr. Amit Majumdar as a "Whole time Director", liable to retire by rotation for a period of 5 years commencing from 17 April, 2023 on the terms and conditions and remuneration as set out in resolution no. 5 and 6 of this Notice, for approval of shareholders of the Company.

Mr. Amit Majumdar is interested in the resolution set out at Item No. 5 and 6 of the Notice. The relatives of Mr. Amit Majumdar may be deemed to be interested in the resolution set out at Item No. 5 and 6 of the Notice, to the extent of their shareholding interest, if any, in the Company. Mr. Amit Majumdar is not related to any Director and Key Managerial Personnel of the Company.

Save and except the above, none of the Directors/ Key Managerial Personnel of the Company/ their relatives is in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 and 6 of the Notice.

The Board recommends the Ordinary Resolution set out at item no. 5 and Special Resolution to item no. 6 of the Notice for approval by the members.

By Order of the Board of Directors
For Angel One Limited
(Formerly known as Angel Broking Limited)

Naheed Patel
Company Secretary & Compliance Officer
Membership Number:- A22506

Date: 29 May, 2023
Place: Mumbai

Notice (Continued)

NOTES

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated 08 April, 2020, Circular No.17/2020 dated 13 April, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated 05 May, 2020, Circular No. 02/2021 dated 13 January, 2021 and Circular No. 10/2022 dated 28 December, 2022 (MCA circulars) all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM. Attendance Slip does not form part of the Notice. Similarly, the route map is not annexed to the Notice.
2. The deemed venue for the AGM shall be the Registered Office of the Company.
3. Pursuant to the Circular No. 14/2020 dated 08 April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. In pursuance of Section 113 of the Act and Rules framed thereunder, the Institutional/ Body Corporates members are entitled to appoint authorised representatives to attend the AGM through VC/ OAVM and participate there at and cast their votes through e-voting. In this regard, the Institutional/Body Corporates members are requested to send a certified true copy of the Board resolution (PDF/JPG format) together with attested specimen signature of authorised representative to the Scrutiniser through email at info@mehta-mehta.com
4. We urge Members to support our commitment to environmental protection by choosing to receive the Company's communication through e-mail. Members holding shares in dematerialised form, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective Depository Participants and Members holding shares in physical mode who have not yet registered/updated their e-mail address are requested to register the same with Company's Registrar Link Intime India Private Limited (LI IPL).
5. In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote electronically at the AGM.
6. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
7. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
8. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 08 April, 2020, 13 April, 2020 and 05 May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorised agency. The facility of casting votes by a member using remote e-Voting system as well as e-Voting on the date of the AGM will be provided by NSDL.
9. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated 13 April, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.angelone.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
10. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 and as per applicable MCA circulars.
11. A person who is not a member as on the cut-off date should treat this notice for information purpose only.
12. As the AGM is being conducted through VC/OAVM, for the smooth conduct of proceedings of the AGM, Members who would like to express their views during the AGM may register themselves as a speaker by sending their request from their registered e-mail address/ send their queries in advance, mentioning their name, demat account number / folio number, email id, mobile number at investors@angelbroking.com. Questions / queries/ registration requests received by the Company from Friday,

16 June, 2023 (9:00 a.m. IST) to Saturday, 17 June, 2023 (5:00 p.m. IST), shall only be considered and responded during the AGM and those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

13. An Explanatory Statement pursuant to Section 102 of the Act and Rules framed thereunder, in respect of the Special Business under Item No. 5 and 6 forms part of this notice.
14. The Board of your Company has fixed Friday, 16 June, 2023 as the 'Record Date' for the purpose of determining entitlement of the Members to the final Dividend for the FY23, if declared at the AGM. Subject to the provisions of the Act, the final Dividend as recommended by the Board of Directors, if declared at the AGM will be paid within thirty days from the date of declaration i.e. within thirty days from Friday, 23 June, 2023 (if declared) to those Members whose names appear:
 - (a) in the Register of Members of the Company after giving effect to valid transmission or transposition requests lodged with the Company as on close of the business hours on Friday, 16 June, 2023 and
 - (b) as beneficial owners as at the end of business hours of Friday, 16 June, 2023 as per the list furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of Shares held in Dematerialised form.
15. As the Members may be aware that effective 01 April, 2020, Dividend Distribution Tax under Section 115-0 of the Income-tax Act, 1961 as may be amended from time to time ("IT Act") payable by domestic companies on declaration of dividend has been abolished. Pursuant to this amendment brought vide Finance Act, 2020, the Company would be under an obligation to deduct tax at source ("TDS") in accordance with the provisions of the IT Act, from the final dividend, if approved by the Members at the AGM. In this regard, the Members may refer the Note on TDS on dividend distribution, appended to this Notice convening 27th AGM of the Company ("AGM Notice").
16. Pursuant to the applicable provisions of the Act read with the IEPF Authority (Accounting, Audit, Transfer and Refund) Rules, 2016, all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by the Central Government, after the completion of seven years. Further, according to the Rules, the shares in respect of which dividend has not been paid or claimed by the shareholders for seven consecutive years or more shall also be transferred to the demat account created by the IEPF Authority. Since seven years have not been elapsed from the date of transfer of amount to Unpaid Dividend Account, no dividend is due for transfer to IEPF.
17. Members who have not encashed/received the dividend warrants so far in respect of the below mentioned period, are requested to make their claim to the Company's RTA well in advance before due dates. Members are requested to note that dividends not claimed within seven years from the date of transfer to the Company's Unpaid Dividend Account, will be transferred to the Investor Education and Protection Funds (IEPF). Pursuant to the provisions of Section 124(2) of the Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company on its website: www.angelone.in. Due date of transferring unclaimed and unpaid dividends declared by the Company to IEPF, is as follows:

Financial Year	Type of Dividend	Date of Declaration	Due Date of Transfer
FY21	02 nd Interim Dividend	26 October, 2020	30 November, 2027
FY21	03 rd Interim Dividend	22 April, 2021	26 May, 2028
FY22	01 st Interim Dividend	15 July, 2021	19 August, 2028
FY22	02 nd Interim Dividend	20 October, 2021	24 November 2028
FY22	03 rd Interim Dividend	17 January, 2022	21 February, 2029
FY22	04 th Interim Dividend	01 April, 2022	05 May, 2029
FY22	Final Dividend	31 May, 2022	4 June, 2029
FY23	01 st Interim Dividend	14 July, 2022	18 August, 2029
FY23	02 nd Interim Dividend	13 October, 2022	17 November, 2029
FY23	03 rd Interim Dividend	16 January, 2023	20 February, 2030
FY23	04 th Interim Dividend	22 March, 2023	26 April, 2030

Notice (Continued)

18. Note for the Members of Angel One Limited (Formerly known as Angel Broking Limited) ("Company") on Tax Deduction at Source on Dividend:

Pursuant to the provisions of Finance Act, 2020, the Company shall deduct tax at source ("TDS") in accordance with the provisions of the Income Tax Act 1961 as may be amended from time to time ("IT Act"), from the final Dividend, if approved by the Members at the AGM, as Dividend income is taxable in the hands of the Members, effective 01 April, 2020.

- To enable the Company to determine the appropriate TDS rate as may be applicable, Members are requested to submit the following document(s) and details, as applicable, by email to the Company at investors@angelbroking.com on or before Monday, 19 June, 2023

In case of Resident Individual Members: TDS on Dividend under the provisions of Section 194 of the IT Act (or as may be amended / notified by the Government of India, from time to time):

TDS at 10% on the Dividend amount, for Members having valid PAN registered in their respective folio/demat account.

However, please note that No tax is required to be deducted on the Dividend amount payable to a resident individual Member(s) if the total Dividend to be received by such Member(s) during FY23 does not exceed ₹5,000; or in cases where Member(s) provides Form 15G (applicable to any person other than a HUF, Company or a Firm) / Form 15H (applicable to individuals aged 60 years or more) subject to the fulfilment of the conditions as may be specified in the IT Act, from time to time. The Member(s) may also submit any other document(s) as prescribed under the IT Act to claim a lower or NIL tax. Valid PAN is mandatory for Members providing Form 15G / 15H or any other document(s) as mentioned herein.

TDS at 20% in cases: (i) where Member(s) do not have PAN/have not registered their PAN details in their respective folio/demat account, or (ii) where the Member(s) have not linked their Aadhar to the PAN within the prescribed timelines (unless there is an extension in due date), and in such cases PAN will be deemed inoperative and TDS will be required to be deducted at a higher rate under Section 206AA of the IT Act; or (iii) where Member(s) have not filed return of income tax for any of the last two financial years (i.e. FY 22 and FY 23) and the aggregate of TDS as well and Tax collected at source (TCS) in each of these two previous financial years in case of the Member(s), is ₹50,000 or more.

- In case of Resident Non Individual Members:**
 - Insurance Companies:** For Public and other Insurance companies, a declaration that it has full beneficial interest with respect to the shares owned by it, along with self-attested copy of PAN;
 - Mutual Funds:** Self-declaration that they are specified in Section 10(23D) of the IT Act along with self-attested copy of PAN card and SEBI registration certificate;
 - Alternative Investment Fund ("AIF"):** AIF established/incorporated in India - Self declaration that its income is exempt under Section 10(23FBA) of the IT Act and they are governed by SEBI regulations as Category I or Category II AIF along with self-attested copy of the PAN card and SEBI registration certificate;
 - Other Non-Individual Members:** Documentary evidence along with an attested copy of the PAN who are exempted from deduction of tax under Section 194 of the IT Act and categories who are covered under Section 196 of the IT Act.
- The Resident Non-Individual Members i.e. Insurance companies, Mutual Funds and Alternative Investment Fund (AIF) established in India and Non-Resident Non-Individual Members i.e. Foreign Institutional Investors and Foreign Portfolio Investors may alternatively submit the relevant forms / declarations / documents through their respective custodian who is registered on NSDL platform, on or before the aforesaid timelines
- In case where the Members provide certificate under Section 197 of the IT Act for lower / NIL withholding of taxes, rate specified in the said certificate shall be considered based on submission of self-attested copy of the same.
- In case of non-resident Member(s):** Taxes are required to be withheld pursuant to the provisions of Section 195 and other applicable provisions of the IT Act, as per the rates applicable, from time to time. The withholding tax rate on the amount of Dividend payable shall be 20% plus applicable surcharge and cess, or as may be notified by the Government of India, from time to time. As per the IT Act, non-resident Members have the option to be governed by the provisions of the Double Tax Avoidance Agreement ("DTAA") between India and the country of tax residence of the said Member(s). The non-resident Member(s) shall provide the following document(s) to avail the available benefits under the provisions of DTAA:

- Copy of the PAN card allotted by the authorities in India (duly certified by the Member) or details prescribed under Rule 37BC of the Income Tax Rules, 1962
 - Copy of Tax Residency Certificate (TRC) for the FY24 obtained from the revenue authorities of the country of tax residence (duly certified by the Member)
 - Self-declaration in Form 10F – Self-declaration by the Member(s) for having no permanent establishment in India in accordance with the applicable tax treaty
 - Self-declaration of beneficial ownership by the Member(s)
 - Any other document(s) as may be prescribed under the provisions of the IT Act and/or required by the Company thereto, for lower withholding of taxes if applicable (duly certified by the Member).
- **In case of Foreign Institutional Investors/ Foreign Portfolio Investors:** Tax will be deducted under the provisions of Section 196D of the IT Act at the rate of 20% plus applicable surcharge and cess or the rate provided in DTAA whichever is more beneficial, subject to the submission of above documents.
2. You are requested to provide all the requisite documents and details on or before Monday, 19 June, 2023 to enable the Company to determine the TDS/withholding tax rate on the dividend amount. No communication on the tax rate, tax deduction / determination shall be entertained by the Company after Monday, 19 June, 2023.
 3. Application of TDS rate is subject to necessary due diligence including verification by the Company of the details of the Member(s) available as per the Register of Members on the Record date mentioned in the AGM Notice, documents / other information available in the records of the Company / its Registrar & Transfer Agents (RTA) and other reliable source(s). The Company may deduct TDS on Dividend (if approved at the AGM) at the maximum applicable rate, in case of any incomplete, conflicting or ambiguous information and/or the valid proper documents and/or information not provided by the Member(s).
 4. In case TDS is deducted at a higher rate, an option would be available with the Member(s), as may be eligible subject to the applicable provisions, to file the return of income and claim an appropriate refund.
 5. In the event of any income tax demand(s) including any interest / penalty thereto etc. arising due to any misrepresentation, inaccuracy and/or omission of document(s) and/or information provided and/or to be provided by the Member(s), such Member(s) shall indemnify the Company and provide the Company with all the relevant information, documents and cooperation in any such proceedings.

Disclaimer: The Notes on TDS as mentioned herein, set out the summary of applicable material provisions in India pertaining to TDS on Dividend payment by the company, and is subject to amendment(s), if any from time to time and does not purport to be a complete and/or detailed analysis or listing of all potential tax consequences and/ or applicability. The Members should consult their own tax advisor, as may be required, for the tax provisions applicable to them.
 19. Members who would have cast their votes by remote e-Voting may attend the Meeting, but shall neither be allowed to change it subsequently nor cast votes again during the Meeting.
 20. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting i.e., Friday, 23 June, 2023.
 21. Necessary information of the Director seeking appointment at the AGM as required under Regulation 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (ICSI) forms part of this notice.
 22. Members are requested to intimate changes, if any, pertaining to their name, postal address, e-mail address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., -
 - a) For shares held in electronic form: to their Depository Participants (DPs)
 - b) For shares held in physical form: to our RTA i.e. Link Intime India Private Limited
 23. The Board of Directors of the Company has appointed Ms. Ashwini Mohit Inamdar Practicing Company Secretary (Membership no-F9409), failing her, Ms. Alifya Sapatwala, Practicing Company Secretary (Membership no-A24895), partner of Mehta and Mehta, Practicing Company Secretaries, to act as Scrutiniser to scrutinise the process of remote e-voting and also e-voting during the meeting in a fair and transparent manner.

Notice (Continued)

24. The Scrutiniser shall after the conclusion of Annual General Meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company. The scrutiniser shall submit the consolidated scrutiniser's report, not later than two working days of conclusion of the Meeting, to the Chairman or any other person authorised by the Board. The results declared along with the consolidated scrutiniser's report shall be placed on the website of the Company i.e. www.angelone.in and also be displayed on the Notice board of the Company at its registered office and on the website of NSDL viz., www.evoting.nsdl.com immediately after the results are declared. The results shall simultaneously be communicated to the Stock Exchanges.
25. The recorded transcript of the proceedings of the AGM shall be available on the Company's website at www.angelone.in

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Sunday, 18 June, 2023 at 9:00 A.M. and ends on, Thursday, 22 June, 2023 at 05:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. Friday, 16 June, 2023 may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being Friday, 16 June, 2023.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 09 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> If you are already registered for NSDL IDEAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDEAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

Type of shareholders	Login Method
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL : https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL : <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

- Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
b) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- Password details for shareholders other than Individual shareholders are given below:
 - If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

Notice (Continued)

- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
- (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
- (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered
- a) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- b) Click on **"Forgot User Details/ Password?"** (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- c) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- d) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- e) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
6. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
7. Now, you will have to click on "Login" button.
8. After you click on the "Login" button, Home page of e-Voting will open.
- Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.**
- How to cast your vote electronically and join General Meeting on NSDL e-Voting system?**
1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
 3. Now you are ready for e-Voting as the Voting page opens.
 4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
 5. Upon confirmation, the message "Vote cast successfully" will be displayed.
 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
 7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- General Guidelines for shareholders**
1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutiniser by e-mail to info@mehta-mehta.com with a copy marked to evoting@nsdl.co.in.
 2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the **"Forgot User Details/Password?"** or **"Physical User Reset Password?"** option available on www.evoting.nsdl.com to reset the password.
 3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 022 - 4886 7000 and 022 - 2499 7000 or send a request to Ms. Prajakta Pawle, Assistant Manager, NSDL or Mr. Anubhav Saxena, NSDL at evoting@nsdl.co.in

- Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date i.e. Friday, 16 June, 2023, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl.com or call on toll free no. 022 - 4886 7000 and 022 - 2499 7000. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. Friday, 16 June, 2023 follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system."

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to investors@angelbroking.com
- In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to investors@angelbroking.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
- Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
- In terms of SEBI circular dated 09 December, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR E-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM link" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- Members are encouraged to join the Meeting through Laptops for better experience.
- Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at investors@angelbroking.com. The same will be replied by the company suitably.

Notice (Continued)

Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below. (For Agenda Number 4)

Name	Mr. Ketan Shah
Age	52 years
DIN	01765743
Designation	Whole Time Director
Date of Appointment as Director	11 May 2018
Qualification	Bachelor's of Commerce
Brief Resume and Expertise in Specific Functional Areas	More than two decades of experience and having in depth understanding about Business, Technology & Operations
No. of shares held in the Company	116,990
Directorship held in other listed entities	Nil
Last drawn remuneration from the Company (up to 31 March, 2023)	₹82,809,846*
Number of Board meetings Attended during the FY31 March, 2023	5
Membership / Chairmanship of Committees -Angel One Limited	Member of Risk Management Committee and Stakeholders Relationship Committee
List of Directorship in other Companies as on 31 March, 2023	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
List of Companies from which resigned in the past three years	None

* The above amount includes the following Performance Bonus ₹ 4,261,915 RSU ₹ 8,000,000 PSU ₹ 45,000,000 and ESOP ₹ 8,000,000

Details of Directors pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are given below. (For Agenda Number 5 & 6)

Name	Mr. Amit Majumdar
Age	51 years
DIN	01633369
Designation	Whole Time Director
Date of Appointment as Director	17 April, 2023
Qualification	Chartered Accountant
Brief Resume and expertise in Specific Functional Areas	Chartered Accountant with 20 plus years of experience in business leadership and strategy, Expertise in driving business growth, expansion, profitability.
Terms and Conditions of Appointment	Appointed as Whole Time Director for a period of 5 consecutive years with effect from 17 April, 2023 to 16 April, 2028
No. of shares held in the Company	12,206
Directorship held in other listed entities	Nil
Details of remuneration sought to be paid	₹20,068,004
Last drawn remuneration from the Company (up to 31 March, 2023)	Nil- As appointed w.e.f from 17 April, 2023
Number of Board meetings Attended during the FY31 March, 2023	None
Membership / Chairmanship of Committees -Angel One Limited	None
List of Directorship in other Companies as on 31 March, 2023	None
Relationship with other Directors, Manager and other Key Managerial Personnel of the Company	None
List of Companies from which resigned in the past three years	VantageCEO Advisory Private Limited- Resigned w.e.f. 15 March, 2023