

To,
Listing Department
National Stock Exchange of India Limited
Exchange Plaza, C-1, G Block,
Bandra Kurla Complex,
Bandra (East), Mumbai - 400 051.
Symbol: ANGELONE

Department of Corporate Service
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400 001.
Scrip Code: 543235


Subject: Submission of Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sirs/ Ma'am,

Pursuant to Regulation 24A of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 and circular no. CIR/CFD/CMD1/27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the year ended March 31, 2022 dated April 20, 2022, issued by M/s MMJB & Associates LLP, Practicing Company Secretaries.

Thanking You,
For **Angel One Limited**
(Formerly Known as Angel Broking Limited)

PATEL
NAHEED
REHAN

 Digitally signed by PATEL NAHEED REHAN
DN: c=IN, o=Personal, postalCode=400059,
st=Maharashtra,
serialNumber=333b54bd95a7b4b7206636
4d67a61627498eacabfc4132538e641ebee
970e18, cn=PATEL NAHEED REHAN
Date: 2022.04.25 16:50:41 +05'30'

Naheed Patel
Company Secretary and Compliance Officer
Membership No: A22506

Date: April 25, 2022
Place: Mumbai

CSO & Corporate Office:
6th Floor, Ackruti Star, Central Road,
MIDC, Andheri (E) Mumbai-400 093.
T: (022) 4000 3600
F: (022) 3935 7699

Regd Office:
G-1, Ackruti Trade Centre,
MIDC, Road No-7, Andheri (E),
Mumbai - 400 093.
T: (022) 6807 0100
F: (022) 6807 0107
E: support@angelone.in
www.angelone.in

Angel One Limited
(Formerly Known as Angel Broking Limited)
CIN: L67120MH1996PLC101709,
SEBI Registration No Stock Broker:
INZ000161534, CDSL: IN-DP-384-2018,
PMS: INP000001546,
Research Analyst: INH000000164, Investment
Advisor: INA000008172, AMFI Regn. No. ARN-
77404,
PFRDA, Regn. No. -19092018.



MMJB & Associates LLP

Company Secretaries

803-804, 8th Floor, Ecstasy, City of Joy, JSD Road, Mulund West, Mumbai 400080 (T) 022-21678100

Annual Secretarial Compliance Report of Angel One Limited *(Formerly known as Angel Broking Limited)* For Financial year ended 31st March, 2022

To
The Members,
Angel One Limited
(Formerly known as Angel Broking Limited)
G-1, Ground Floor, Akruiti Trade Centre,
Road No.-7, MIDC, Andheri (East),
Mumbai - 400093

We, M/s. MMJB & Associates LLP, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **Angel One Limited** ('the listed entity'),
- (b) the filings/ submissions made by the listed entity to the Stock Exchanges,
- (c) website of the listed entity,
- (d) any other document/filing, as may be relevant, which has been relied upon to make this certification, for the year ended on 31st March, 2022 ('Review Period') in respect of compliance with the provisions of:
 - (a) the Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, circulars, guidelines issued thereunder; and
 - (b) the Securities Contracts (Regulation) Act, 1956 ('SCRA'), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ('SEBI');

The specific Regulations, whose provisions and the circulars/guidelines issued thereunder, have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as "**Listing Regulations**");

- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **(Not Applicable to the Company during the Audit Period)**
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; - **(Not Applicable to the Company during the Audit Period)**
- e) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 to the extent applicable to the Company;
- f) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 and the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- g) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 to the extent of listing of Commercial papers;
- h) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- i) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act, 2013 and dealing with client;
- j) The Securities and Exchange Board of India (Research Analysts) Regulations, 2014;
- k) The Securities and Exchange Board of India (Investment Advisors) Regulations, 2013;
- l) The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020; and
- m) The Securities and Exchange Board of India (Stock Brokers) Regulations, 1992.

and circulars/ guidelines issued thereunder. Further, in terms of SEBI circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 in respect of Resignation of statutory auditors from listed entities and their material subsidiaries and based on the above examination, we hereby report that, during the audit Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:

Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Remarks of the Practicing Company Secretary
As per Regulation 30 read with Part A of Schedule III of Listing Regulations. All the Material events of the Company has to be disclosed to	The Nomination and Remuneration committee of Company has granted ESOP options on	The Company has made disclosure without an explanation of delay beyond the prescribed

<p>the stock exchange(s) within 24 hours from the occurrence of the event or information and if disclosure is made after 24 hours of occurrence of the event or information, the listed entity shall, along with such disclosures provide explanation for delay</p>	<p>30/03/2021 and has disclosed to the Stock Exchanges on 6th April, 2021 without any explanation of delay.</p>	<p>timelines.</p>
<p>As per Regulation 17(1)(c) of Listing Regulations The board of directors of the top 1000 listed entities shall comprise of not less than six directors.</p>	<p>Due to sudden demise of one of the directors, there were only 5 directors left in the Board from 17th April, 2021 to 14th July, 2021.</p>	<p>The Company did not have the required number of directors in the Board as per the provision. However, the Company has met the requirement from 15th July, 2021.</p> <p>Further, Corporate Governance report filed for quarter ended on June 2021 the Company has affirmed that the Composition is in Compliance, which is erroneous.</p>
<p>Regulation 19 of Listing Regulations The board of directors shall constitute the Nomination and Remuneration Committee (NRC) as follows: (a) the committee shall comprise of at least three directors; (b) all directors of the committee shall be non-executive directors; and (c) at least 50% of the directors shall be independent directors.</p>	<p>All the Members of the NRC Committee were not non-executive directors for the period from 05th May, 2021 to 14th July, 2021</p>	<p>The composition of Committee is not properly constituted as per the requirement of Listing regulation for the period from 05th May, 2021 to 15th July, 2021. However, the Company has complied from 15th July, 2021.</p> <p>Further, Corporate Governance report filed for quarter ended on June 2021 the Company has affirmed that the Composition is in Compliance, which is erroneous.</p>

(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.

Sr. No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
1.	Stock Exchange	As per Regulation 19(1) of Listing regulations, the Company has a Non-Compliance with the composition of Nomination and Remuneration Committee for the Quarter ended on June 2021 and September, 2021.	The BSE Limited and National Stock Exchange India Limited has levied penalty of ₹1,14,000 for the quarter ended June, 2021 and ₹ 30,000 for the quarter ended September, 2021 by each exchange respectively.	The Penalty levied by the stock exchanges is paid by the Company. Further, Company has applied for waiver of the same.

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No	Observations of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
1.	SEBI Circular CIR/MIRSD/120/2016 dated 10 November 2016 Point 2, Clause B ii. Intermediaries other than mutual funds may ensure 50% completion of uploading of existing KYC data by November 30, 2016 and the	KYC related details of existing clients were not uploaded on CKYC Registry on account of non-availability of certain KYC details.	The said details had been uploaded.	-

	remaining 50% of KYC data by December 31, 2016.			
2.	<p>SEBI/HO/ISD/ISD/CIR/P/2020/168</p> <p>Listed company shall provide the information including PAN number of Promoter(s) including member(s) of the promoter group, designated person(s) and director(s) (hereinafter collectively referred to as entities) as per PIT Regulations to the designated depository (selected in terms of SEBI circular ref. no. SEBI/HO/CFD/DCR1/CIR/P/2018/85 dated May 28, 2018) in the format and manner prescribed by the Depositories. For PAN exempt entities, the Investor's Demat account number(s) shall be specified by the listed company.</p>	Inadvertent Delay in providing information to designated depository as per SEBI Circular dated 09 th September, 2020 on System Driven Disclosures (SDD).	During the period, due to some technical issue, the Company could not provide information to the designated depository as well as could not update the SDD software on time. However, thereafter the company is updating data in the SDD software on timely basis.	-

For MMJB and Associates LLP

Company Secretaries

SAURABH
SANJAY
AGARWAL

Digitally signed by
SAURABH SANJAY
AGARWAL
Date: 2022.04.20
13:49:32 +05'30'

Saurabh Agarwal
Designated Partner

FCS No. F9290

CP No. 20907

UDIN: F009290D000165369

Peer Review No. 904/2020

Place: Mumbai

Date: 20.04.2022