

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

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

**Symbol: ANGELBRKG**

**Scrip Code: 543235**

Dear Sir/ Ma'am,

**Sub: Disclosure under Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for dispatch of Notice of Postal Ballot.**

The Stock Exchanges are hereby informed that pursuant to the provisions of Section 108 and 110 of the Companies Act, 2013 read with Rule 20 and 22 of Companies (Management & Administration) Rules, 2014, as amended and all other applicable provisions of Companies Act, 2013 including any statutory modification or re-enactment thereof for the time being in force and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and General Circular No. 14/2020 dated April 08, 2020, General Circular No. 17/2020 dated April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 and Secretarial Standard -2 (**SS-2**), the Company is in the process of seeking approval of shareholders of Angel Broking Limited (**'the Company'**) by passing following resolutions as set out in the Notice of Postal Ballot dated August 06, 2021.

| <b>Sr. No.</b> | <b>Description of the Resolution</b>  | <b>Type of Resolution</b> |
|----------------|---|---------------------------|
| 1.             | To consider and approve the change of name of the Company   | Special Resolution        |
| 2.             | To consider and approve amendment to the Angel Broking Employee Long Term Incentive Plan 2021 (" <b>LTI Plan 2021</b> ") for the employees of the Company and its subsidiaries. | Special Resolution        |
| 3.             | Appointment of Mr. Krishna Iyer (DIN: 01954913) as a Non-Executive Director of the Company  | Ordinary Resolution       |
| 4.             | Appointment of Mr. Muralidharan Ramachandran (DIN: 08330682) as a Non-Executive Independent Director of the Company   | Ordinary Resolution       |



**CSO & Corporate Office:**

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

**Regd Office:**

G-1, Akruti 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 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.

Accordingly, a copy of the Notice of Postal Ballot is enclosed. The notice has been shared on **Monday, August 09, 2021**, with the shareholders of the Company on their registered email addresses whose names appear in the Register of Members/ List of Beneficial Owners as on **Friday, July 30, 2021** (cut-off date). A person whose name is recorded in the register of members or in register of beneficial interest owners maintained by the depositories as on **Friday, July 30, 2021** (cut-off date) shall be entitled to vote on the resolutions proposed to be passed by Postal Ballot / remote e-voting.

The Company has engaged the services of Link Intime India Private Limited ("LI IPL") to provide remote e-voting facility to its Members. The remote e-voting period commences from **Tuesday, August 10, 2021 at 10:00 A.M. (IST)** and ends on **Wednesday, September 08, 2021 at 5:00 P.M. (IST)**. The Postal Ballot results will be submitted within 48 hours from conclusion of the e-voting period, with the Stock Exchanges in accordance with the Listing Regulations.

The aforementioned Notice of Postal Ballot has been uploaded on the Company's website i.e. [www.angelone.in](http://www.angelone.in) and the same is also available on the website of LI IPL i.e. <https://instavote.linkintime.co.in>, which is engaged for providing the remote e-voting facility.

We request you to take the above on your records and acknowledge receipt of the same.

Thanking you,

Yours faithfully,

For **Angel Broking Limited**

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**Naheed Patel**  
**Company Secretary & Compliance Officer**  
**Membership No: A22506**

**Date:** August 09, 2021

**Place:** Mumbai

**Encl.:** Notice of Postal Ballot



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## POSTAL BALLOT NOTICE

(Notice pursuant to Section 110 of the Companies Act, 2013)

Dear Shareholder (s),

### **Notice pursuant to Section 110 of the Companies Act, 2013, as amended read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended**

Notice is hereby given pursuant to the provisions of Section 110 of the Companies Act 2013, as amended (“**the Act**”) and other applicable provisions, if any, of the Act, read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, as amended, (“**the Rules**”) and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force, General Circular Nos. 14/2020 dated April 08, 2020, General Circular Nos. 17/2020 dated April 13, 2020, General Circular No. 33/2020 dated September 28, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 (the “**MCA Circulars**”) respectively issued by the Ministry of Corporate Affairs (**MCA**) and Secretarial Standard-2 (**SS-2**), that, Angel Broking Limited (“**the Company**”) is seeking the approval of the Members by way of Ordinary Resolution and Special Resolution, for the matter as considered in the resolutions appended below, through Postal Ballot i.e., voting by electronic means. In view of the current extraordinary circumstances due to COVID-19 pandemic requiring social distancing, the companies are advised to take all decisions of urgent nature requiring members’ approval, other than items of ordinary business or business where any person has a right to be heard, through the mechanism of Postal Ballot / e-voting in accordance with the provisions of the Act and rules made thereunder, without holding a general meeting that requires physical presence of members at a common venue.

Further, the MCA has, vide the aforementioned Circular dated April 13, 2020 read with Circular dated June 23, 2021, permitted the dispatch of Postal Ballot Notices by email to the shareholders who have registered their email ids with the Company / RTA / Depository Participant / Depository and secure their votes through e-voting. In respect of those shareholders who have not registered their email ids, the Company has provided the mechanism in this notice to register their email ids and a public notice to that effect will be published.

The Explanatory Statement setting out the material facts concerning the resolutions and the rationale thereof are annexed hereto for your consideration.

The Board of Directors of the Company has appointed Mr. Makarand Joshi, failing him, Ms. Kumudini Bhalariao, Partner of M/s Makarand M. Joshi & Co., Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.



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In compliance with Regulation 44 of the Securities & Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 108 and other applicable provisions of the Act read with the Rules, the Company is pleased to provide e-voting facility to enable the shareholders of the Company to cast their votes electronically, instead of Postal Ballot Form. The reasons for not enclosing the Postal Ballot form has already been explained in the foregoing paras. Members (whether holding shares in demat form or in physical form) are requested to cast their votes by E-voting. The Company has engaged the services of Link Intime India Private Limited (LIPL), the Company's Registrar and Transfer Agent for the purpose of providing e-voting facility to all its Members.

Members (whether holding shares in demat form or in physical form) desiring to exercise their vote are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice and cast their votes not later than 05:00 P.M. on September 08, 2021.

The Scrutinizer will submit his report to the Chairman of the Company or any official of the Company as authorized by the Board, if any, upon completion of scrutiny of postal ballots in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before September 10, 2021 by 05:00 P.M. The result of the Postal Ballot will be posted on the Company's website i.e. [www.angelone.in](http://www.angelone.in), besides communicating to the Stock Exchanges viz. BSE Limited and National Stock Exchange of India Limited.

### **SPECIAL BUSINESS**

#### **Item No. 1 - To consider and approve the change of name of the Company**

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Sections 4, 5, 13, 14 and Section 15 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policies or guidelines, the provisions of the Memorandum of Association of the Company and subject to the approval of Central Registration Center ("CRC") of Ministry of Corporate affairs ("MCA"), Central government and other regulatory authorities, as may be applicable, consent of the members be and is hereby accorded to the change in name of the Company from "**Angel Broking Limited**" to "**Angel One Limited**".

**RESOLVED FURTHER THAT** upon the issuance of the Fresh Certificate of Incorporation by the CRC consequent upon the change of name, "**Angel Broking Limited**" as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company and other documents, letterhead and invoices and other places be substituted with "**Angel One Limited**".



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**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, Mr. Dinesh Thakkar (DIN: 00004382) or Mr. Ketan Shah (DIN: 01765743), Director of the Company or Mr. Vineet Agrawal (Chief Financial Officer) or Ms. Naheed Patel (Membership Number: A22506) (Company Secretary and Compliance Officer) of the Company be and are hereby severally authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign, execute and file all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies.

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”

**Item No. 2 - To consider and approve amendment to the Angel Broking Employee Long Term Incentive Plan 2021 (“LTI Plan 2021”) for the employees of the Company and its subsidiaries.**

To consider and to give assent/dissent for passing the following resolution as a **Special Resolution:**

“**RESOLVED THAT** in furtherance to the resolution passed through Postal Ballot on March 05, 2021 approving the Angel Broking Employee Long Term Incentive Plan 2021 (“**LTI Plan 2021**”) and pursuant to the provisions of Section 62(1)(b) and all other applicable provisions of the Companies Act, 2013 (“**the Act**”) read with the rules framed thereunder, the Provisions of Regulation 6 of Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI SBEB Regulations**”), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the “**Listing Regulations**”), the circulars/guidelines issued by the Securities and Exchange Board of India (“**SEBI**”), the Articles of Association of the Company and all other applicable regulations, rules and circulars/guidelines in force, from time to time (including any statutory modification(s) or re-enactment(s) or amendment(s) thereof, for the time being in force) and subject to such other approvals, permissions and sanctions, as may be necessary and such condition(s) and modification(s) as may be prescribed or imposed while granting such approvals, permissions and sanctions and subject to acceptance of such condition(s) and modification(s) by the Board of Directors of the Company (hereinafter referred to as the “**Board**”, which term shall include the Nomination and Remuneration Committee constituted by the Board or any other Committee which the Board may constitute to act as “Administrator” to exercise its powers, including the powers conferred by this resolution), consent of the Members of the Company be and is hereby accorded to the amended Angel Broking Employee Long Term Incentive Plan 2021 (“**Amended LTI Plan 2021**”) which is amended and updated in terms of aligning the Amended LTI Plan 2021 with the right compensation strategy within the original LTI Plan 2021 keeping the overall limit of 10% and the Amended LTI Plan 2021 will extend the annual dilution from 1% to 3%, whereas the overall limit will remain at 10%, apart from variation in terms and conditions of the Amended LTI Plan 2021 as detailed in explanatory statement.



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**RESOLVED FURTHER THAT** the Nomination and Remuneration Committee be and are hereby authorised to amend the LTI Plan 2021, pursuant to clause 6.1 of the LTI Plan 2021, in-line with SEBI (Share Based Employee Benefits) Regulations, 2014, to the extent it is not detrimental to the interests of the employees of the Company and its subsidiaries.

**RESOLVED FURTHER THAT** Mr. Dinesh Thakkar (DIN: 00004382) or Mr. Ketan Shah (DIN: 01765743), Director of the Company, Mr. Subhash Menon, Chief Human Resources Officer and Ms. Naheed Patel, Company Secretary be and are hereby authorised to do all such acts, deeds, matters and things and sign deeds, documents, letters and such other papers as may be necessary, desirable and expedient, as it may in its absolute discretion deem fit or necessary or desirable for such purpose including giving effect to the aforesaid resolution and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board to secure any further consent or approval of the members of the Company.

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”

**Item No. 3 - Appointment of Krishna Iyer (DIN: 01954913) as a Non-Executive Director of the Company.**

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 152, 161 and other applicable provisions, if any, of the Companies Act, 2013 (“Act”) and the rules framed thereunder and Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Krishna Iyer (DIN:01954913) who was appointed as an Additional Director (Non-executive, Non Independent Director ) of the Company w.e.f. July 15, 2021 by the Board of Directors and who holds office upto the date of General Meeting in terms of Section 161 and other applicable provisions of the Companies Act, 2013 (“the Act”) read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the Article of Association, and pursuant to the recommendation of the Nomination and Remuneration Committee and the Board of Directors, in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act, proposing his candidature for the office of Director of the Company and being eligible, offer himself for appointment, be and is hereby appointed as a Non-executive Non Independent Director of the Company, liable to retire by rotation, with effect from the date of passing of resolution.

**RESOLVED FURTHER THAT** Mr. Krishna Iyer (DIN:01954913) shall be entitled to receive remuneration for providing his services as a member of the Board, including attending meetings of the Board or any committees thereof as detailed in the letter of appointment dated July 15, 2021 and as may be determined by the Board from time to time.



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**RESOLVED FURTHER THAT** Mr. Dinesh Thakkar (DIN:00004382) and Mr. Ketan Shah (DIN: 01765743), Directors of the Company be and are hereby authorised to file Form DIR-12, for the appointment of Mr. Krishna Iyer (DIN:01954913) as a Non-Executive Director, with the Ministry of Corporate Affairs and to do all such acts, things, deeds and matters as may be necessary or incidental, to give effect to the above said resolution.

**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”

**Item No. 4 - Appointment of Mr. Muralidharan Ramachandran (DIN: 08330682) as a Non-Executive Independent Director of the Company.**

To consider and to give assent/dissent for passing the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Muralidharan Ramachandran (DIN: 08330682) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors effective August 06, 2021 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration Committee and the Board of Directors of the Company, and in respect of whom the Company has received a notice in writing from a Member proposing his candidature for the office of Director pursuant to Section 160 of the Companies Act, 2013, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from August 06, 2021 to August 05, 2026, not subject to retirement by rotation, upon such remuneration as detailed in the explanatory statement hereto and as may be determined by the Board of Directors of the Company from time to time within the overall limits of remuneration under the Companies Act, 2013.

**RESOLVED FURTHER THAT** Mr. Dinesh Thakkar (DIN:00004382) and Mr. Ketan Shah (DIN: 01765743), Directors of the Company be and are hereby authorised to file Form DIR-12, for the appointment of Mr. Muralidharan Ramachandran (DIN: 08330682) as an Independent Director, with the Ministry of Corporate Affairs and to do all such acts, things, deeds and matters as may be necessary or incidental, to give effect to the above said resolution.



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**RESOLVED FURTHER THAT** a certified copy of the resolution signed by any one of the Directors or the Company Secretary of the Company be furnished to the concerned authorities as and when required.”

**By Order of the Board  
For Angel Broking Limited**

Sd/-

**Naheed Patel  
Company Secretary & Compliance Officer  
Membership No: A22506**

**Registered Office:**  
G-1, Ground Floor, Akruiti Trade Centre,  
Road No.- 7- MIDC, Andheri (East), Mumbai – 400 093.

**Date:** August 06, 2021  
**Place:** Mumbai

**Notes:**

1. The Explanatory Statement pursuant to Section 102 read with Section 110 of the Companies Act, 2013 relating to Special Business is annexed hereto.
2. All the Relevant documents referred to in the accompanying Notice and the Statement pursuant to Section 102 of the Act, shall be available on the Company’s website i.e. [www.angelone.in](http://www.angelone.in) during the voting period.
3. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws, and General Circular Nos. 14/2020 and 17/2020 dated April 08, 2020, April 13, 2020, General Circular No. 39/2020 dated December 31, 2020 and General Circular No. 10/2021 dated June 23, 2021 respectively issued by the Ministry of Corporate Affairs (MCA), the Company is pleased to offer e-voting facility to its Members holding equity shares as on Friday, July 30, 2021 being the cut-off date, to exercise their right to vote electronically on the above resolution.



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4. The Company has engaged the services of Link Intime India Private Limited (LI IPL), the Company's Registrar and Transfer Agent, for the purpose of providing e-voting facility to all its Members. Members desiring to exercise their vote by using e-voting facility are requested to carefully follow the instructions in the Notes under the Section 'Voting through electronic means' in this Notice.
5. Pursuant to the Circular dated April 13, 2020 Read with Circular dated December 31, 2020 issued by MCA, the Notice, together with the documents accompanying the same, is being sent to all the Members electronically by e-mail who have registered their e-mail ids with the Company / Registrar and Transfer Agents/ NDSL/ CDSL/ Depository Participants), whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on Friday, July 30, 2021.
6. Those persons who are shareholders as on Friday, July 30, 2021, i.e. whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on Friday, July 30, 2021 and have not registered their email id's should register their email ids before the date of closure of e-voting by clicking on the link: [https://linkintime.co.in/emailreg/email\\_register.html](https://linkintime.co.in/emailreg/email_register.html) and follow the registration process as guided thereafter. Post successful registration of such email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to: [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in).
7. There will be one e-vote for every Folio/Client ID irrespective of the number of joint holders.
8. Voting Rights in the Postal Ballot cannot be exercised by a proxy.
9. The aforementioned mechanism of registration of email ids for the purpose of e-voting will be also given by the Company in the Public Notice.
10. The Notice will be displayed on the website of the Company i.e. [www.angelone.in](http://www.angelone.in) and on the website of Link in time India Private Limited (LI IPL) <https://instavote.linkintime.co.in> and <https://instameet.linkintime.co.in>. The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.
11. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in the following newspapers: (i) Business Standard (All editions) in English language and (ii) Mumbai Lakshwadeep (Mumbai edition) in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.



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12. The Company has appointed Mr. Makarand Joshi, failing him, Ms. Kumudini Bhalerao, Partner of M/s Makarand M. Joshi & Co, Company Secretaries as the Scrutinizer for conducting Postal Ballot and e-voting process in a fair and transparent manner.
13. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of the e-votes submitted. The Scrutinizer's decision on the validity of the e-votes shall be final. The results of the Postal Ballot through e-voting will be announced on or before September 10, 2021. The results, together with the Scrutinizer's Report, will be displayed on the Company's website i.e. [www.angelone.in](http://www.angelone.in), besides being communicated to BSE Limited and the National Stock Exchange of India Limited.
14. Kindly note that in view of the current outbreak of COVID-19 as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant / Depository / Link Intime India Private Limited (LI IPL). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.
15. The e-voting period commences on, August 10, 2021 at 10:00 A.M. IST and ends on September 08, 2021 at 05:00 P.M. IST. During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e., Friday, July 30, 2021, are requested to cast their vote electronically. The e-voting module shall be disabled by Link Intime India Private Limited (LI IPL) for voting on September 08, 2021 at 05.00 P.M. IST. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.



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**Angel Broking Limited**

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SEBI Registration No Stock Broker:  
INZ000161534, CDSL: IN-DP-384-2018, PMS:  
INP000001546, Research Analyst:  
INH000000164, Investment Advisor:  
INA000008172, AMFI Regn. No. ARN-77404,  
PFDA, Regn. No.-19092018.

**ANNEXURE TO THE NOTICE**

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“THE ACT”) SETTING OUT ALL MATERIAL FACTS:**

**Item No. 1:**

Since our inception, Angel Broking has made clear its ambition to establish itself as a stalwart in the world of financial services. Incorporated in 1996 as a traditional broker, Angel Broking shifted focus to extensively using Artificial Intelligence and Machine Learning as it transitioned into a fully digital platform by 2019. It added state-of-the-art solutions like ARQ Prime, Angel BEE, Smart Store, Smart Money, etc. Today, this blend has translated Angel Broking to establish as the country’s primary Fintech player that offers innovative services that cater to the contemporary demands of dynamic clients.

The last few years have seen the advent of new set of young investors, with the growth of mobile investing and Fintech. Accessibility, transparency, speed and Robo-trading have become norms for the category and driving incredible evolution.

Aimed at empowering young India, Angel Broking now has evolved to Angel One - a brand that offers financial solutions aimed at addressing all financial needs of young and growing India. These include, but are not limited to, insurance, mutual funds and stock trading. What makes these services stand out is that they are delivered with superior technology allowing for greater efficiency. Angel One is a digital first enabler platform, that aims to democratize financial development, with technology at its core.

The transformation is a fusion of the Company’s brand legacy and ambitions, as the Company transcends from a broking house to a ‘one-solution’ platform for every financial need – ranging from mutual funds to insurance, loans and others.

Angel One’s personality is young, innovative, empowering and nimble.

Angel One believes that investing and growing financially is for everyone, no matter where they come from. We aim at building this accessibility with ease. While we are approachable to everyone, our focus is to become the most preferred choice for the Gen-Z and millennials.

The Members may note that the Board of Directors of the Company in their meeting held on Thursday, July 15, 2021 decided to change the name of the Company from “Angel Broking Limited” to “Angel One Limited” and also approved consequent change in Memorandum of Association and Articles of Association of the Company subject to receipt of approval from shareholders.

The Company had made an application for availability and reservation of name change to the Central Registration Centre (CRC) of Ministry of Corporate Affairs (MCA). The desired name “Angel One Limited” is made available by them, vide letter dated July 30, 2021 to the Company.



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Consequent upon change of name of the Company, the name “Angel Broking Limited” as appearing in the Name Clause of the Memorandum of Association of the Company and wherever appearing in the Articles of Association of the Company documents, letterhead, Invoices and places would have to be substituted with the new name i.e. “Angel One Limited”.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of passing a Special Resolution.

It may be further noted that the said change in the name of the Company will be effective post receipt of approval from the Registrar of Companies (**ROC**) of MCA or other regulatory authority(ies) and upon receipt of Fresh Certificate of Incorporation in the new name of the Company i.e. “Angel One Limited”.

It is proposed to authorise the Board of Directors and or Officers of the Company authorised by the Board of Directors to complete all the regulatory formalities as prescribed by the MCA, Securities and Exchange Board of India (**SEBI**), or any other regulatory or statutory authority(ies) in connection with the change in name of the Company.

The Board recommends, in the best interest of the Company, that the Special Resolution set out at Item No. 1 in this Notice be passed as a Special Resolution by the shareholders.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in any way, concerned or interested, financial or otherwise, in this Resolution except to the extent of their shareholding in the Company, if any.

#### **Item No. 2:**

The Company had implemented the Angel Broking Employee Long Term Incentive Plan 2021 (“**LTI Plan 2021**”) with a view to attract, retain, incentivize and motivate employees of the Company by way of rewarding their performance and motivate them to contribute to the overall corporate growth and profitability. The Plan was originally approved by the shareholders by Postal Ballot on March 05, 2021, in due compliance of the provisions of the then prevailing Companies Act, 2013.

Stock Options have long been recognized internationally as an effective instrument to align the interest of employees with those of the Company and its Shareholders, providing an opportunity to employees to participate in the growth of the Company, apart from instilling a profound sense of ownership and creating long term wealth, in the hands of the employees. Stock Options also create a strong bonding between the Company and its employees, paving the way for a unified approach towards the common objective of enhancing overall Shareholders’ value. The Company with the objective of rewarding and motivating employees for their long association and in recognition of their dedicated service to the Company and also to attract and retain the best talent from across the globe, has been granting stock options pursuant to the approval of its Members.



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Accordingly, the Nomination and Remuneration Committee of the Directors (“**Committee**”) and the Board of Directors of the Company at their respective meetings held on January 28, 2021 had approved the introduction of Angel Broking Employee Long Term Incentive Plan 2021 (“**LTI Plan 2021**”), subject to your approval.

In terms of Section 62(1)(b) of the Companies Act, 2013 read with Regulation 6 of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (“**SEBI (SBEB) Regulations**”), the Company seeks your approval by way of special resolution as regards to implementation of Angel Broking Employee Long Term Incentive Plan 2021 (“**LTI Plan 2021**”) and grant of options thereunder to the eligible employees of the Company as decided from time to time as per provisions of Angel Broking Employee Long Term Incentive Plan 2021 (“**LTI Plan 2021**”) read with SEBI (SBEB) Regulations.

Until March 2021, the Company was primarily a digital full-service stockbroking firm, and hence the priorities and talent acquisition and management strategies were aligned accordingly. Thus based on the previously framed strategy around LTI, the annual dilution of 1% seemed enough, towards the grant that followed in March 2021, which utilized only 0.86% out of the approved annual dilution (Shared Pool). The beginning of FY 2021-2022 came with an evolution in the leadership team and Angel saw a need of transforming itself into a Fin-tech business.

Hence to align with the new set transformation, the right compensation strategy to attract the top talent is identified as the first and most important approach towards Angel’s talent strategy. Typically, new-age internet companies and Hi-Tech companies have a broad-based approach, keeping the plan open for most or all employees and directors. Thus, the proposed increase in the quantum of grants, are as per the industry standards, is seen as a requirement.

As per the Company’s LTI Plan 2021, approval of the members shall be required for any alteration or amendment in terms and conditions of the plan. The Nomination & Remuneration Committee and Board of Directors vide resolutions passed on August 05, 2021 and August 06, 2021, respectively, have approved the amendments in the LTI Plan 2021. In view of the above, the Company would like to seek approval for extending the annual dilution from 1% to 3%, whereas the overall limit will remain at 10% of the total paid up capital at the time of approval of the original LTI Plan 2021. Any leftover (unvested/lapsed/forfeited/cancelled) quantum of stock options for a particular year can be carried forward to the subsequent years, subject to the ceiling of upto 3% of the total share pool, for that year. Further, the Committee be and is hereby authorised to amend the LTI Plan 2021 in-line with SEBI (SBEB) Regulations, to the extent it is not detrimental to the interests of the employees of the Company and its subsidiaries.



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**DETAILS OF THE VARIATIONS IN THE AMENDED ANGEL BROKING EMPLOYEE LONG TERM INCENTIVE PLAN 2021 ("Amended LTI Plan 2021")**

The clause nos. are re-ordered due to insertion of a new clause. The details of the major variations in the Amended LTI Plan 2021 are as under:

| Clause No. | New Provision  | Existing Provision  | Remarks |
|------------|--|---|---------|
| 4.2        | <p>The maximum number of Total Shares subject to Awards granted annually to all the participants under the plan shall not exceed 3% of the total issued capital of the Company at the time of issuance.</p> <p>In continuation to above the maximum number of Shares subject to Awards granted annually to a participant shall not exceed 1% of the total issued capital of the Company at the time of issuance.</p> | The maximum number of Shares subject to Awards granted to a Participant shall not exceed 1% of the total issued capital of the Company at the time of issuance.   | Change  |
| 4.3        | If grant of total Awards during any one year results in a number of Shares equal to or exceeding 3% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of the Award, it shall be subject to approval of shareholders by way of a special resolution passed at a General Meeting.   | If grant of Awards during any one year results in a number of Shares equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of the Company at the time of grant of the Award, it shall be subject to approval of shareholders by way of a special resolution passed at a General Meeting.            | Change  |
| 4.4        | Notwithstanding the foregoing provisions of section 4 of the Plan, shares with respect to which Award units that remain unexercised at the expiration, lapsed (including those having lapsed by way of forfeiture) or other termination of such Award unit shall be added back to the aggregate limits of 10% of the paid-up share capital (Share Reserve) under the plan.   | Notwithstanding the foregoing provisions of section 4 of the Plan, shares with respect to which an Award unit is granted under the Plan that remain unexercised at the expiration, forfeiture or other termination of such Award unit, may be the subject of the grant of further Award units within the overall limits permissible under the | Change  |



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|                        |  |  |   |
|------------------------|--|--|---|
|                        | The Company may further re-grant or transfer such award units within the Plan.   | Plan. Award units that have lapsed (including those having lapsed by way of forfeiture) shall be added back to the number of Award units that are pending to be granted. The Company may grant such Award units within the overall limits as per Clause 4.1 of the Plan. |   |
| 4.5 (Clause inserted)  | This plan shall exist until the overall limit of 10% of the paid-up share capital as per the clause 4.1 is fully exercised by the Participants under this Plan   | -  | New Clause inserted                                   |
| 4.5 (OLD)<br>4.6 (NEW) | Any Shares to be issued under the Plan may be issued either directly by the Company or by a trust established by the Company.  | Any Shares to be issued under the Plan may be issued either directly by the Company or by a trust established by the Company.  | No Change. Re-ordered due to insertion of new clause. |
| 4.6 (OLD)<br>4.7 (NEW) | In case the Plan is administered through a Trust, the accounts of the company shall be prepared as if the company itself is administering the Plan. Any such trust shall be subject to compliance with SEBI Regulations and all other Applicable Laws. | In case the Plan is administered through a Trust, the accounts of the company shall be prepared as if the company itself is administering the Plan. Any such trust shall be subject to compliance with SEBI Regulations and all other Applicable Laws.                   | No Change. Re-ordered due to insertion of new clause. |

**Note :**

*Clause 4.1 Subject to Clause 4.2 below, the maximum number of shares that may be issued pursuant to exercise of Award units granted to the Participants under this Plan shall not exceed 8,180,399 equity shares. Further, Grants to Participants in aggregate shall not exceed 10% of the paid-up share capital of the Company as on date when the Plan becomes effective ("Share Reserve").*

The members are further informed that the complete amended LTI Plan 2021 in compliance with SEBI (SBEB) Regulations is available for inspection on the website of the Company i.e. [www.angelone.in](http://www.angelone.in).

The approval of the Members is being sought by way of a Special Resolution under Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014, for the amendment of the existing LTI Plan 2021.



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The main features of the Plan are as under:

**a. Brief description of the Plan:**

The Company proposes to introduce the LTI 2021 primarily with a view to attract, retain, incentivize and motivate the best available talent. The Plan contemplates grant of options to the eligible employees (including Directors), of the Company and/or its Subsidiary Company (ies) (present and/or future) if any, as may be permissible in due compliance of (“SEBI SBEB Regulations”) and provisions of the Plan. After vesting of options, the eligible employees earn a right (but not obligation) to exercise the vested options within the exercise period and obtain equity shares of the Company subject to payment of exercise price and satisfaction of any tax obligation arising thereon. The LTI 2021 shall be implemented and administrated directly by the Company by way of new issue of shares.

The Nomination and Remuneration Committee (“Committee”) of the Company shall act as Administrator for administration of LTI Plan 2021. All questions of interpretation of the LTI Plan 2021 shall be determined by the Committee and such determination shall be final and binding upon all persons having an interest in LTI Plan 2021.

**b. Total number of Options to be granted:**

Total stock options up-to 8,180,399 (Eight million one hundred and eighty thousand three hundred and ninety-nine) convertible into 8,180,399 (Eight million one hundred and eighty thousand three hundred and ninety-nine) equity shares of the face value of Rs. 10 each fully paid-up, would be available for being granted under the LTI Plan 2021. Each option when exercised would be converted into one equity share of Rs. 10 each fully paid-up.

Vested options lapsed due to non-exercise and/or unvested options which get cancelled due to resignation of the Employees or otherwise, would be available for being re-granted at a subsequent date. The Committee is authorized to re-grant such lapsed / cancelled options as per LTI Plan 2021.

In case of any corporate action (s) such as rights issues, bonus issues, merger, sale of division, change in capital structure and others, a fair and reasonable adjustment will be made to the options granted. Accordingly, if any additional equity shares are required to be issued by the Company to the Option grantees for making such fair and reasonable adjustment, the ceiling of 8,180,399 (Eight million one hundred and eighty thousand three hundred and ninety-nine) options/ Equity Shares shall be deemed to increase/decrease to the extent of such changes in options / Equity Shares granted / issued.



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**c. Identification of classes of employees entitled to participate in LTI Plan, 2021:**

All the permanent employees (including a Director, whether Whole-time or not, but excluding Independent Directors) of the Company and Subsidiary Company(ies) (present and/or future), working in India or outside India, shall be eligible to participate in the Plan.

Provided however that the following persons shall not be eligible to participate in LTI Plan 2021:

- a. an employee who is a Promoter or belongs to the Promoter Group as defined in the SEBI Regulations; or
- b. a Director who either by himself or through his relatives or through any-body corporate, directly or indirectly holds more than 10% of the issued and subscribed equity shares of the Company; or
- c. Independent Directors.

**d. Requirements of vesting and period of vesting:**

All the options granted on any date shall vest not earlier than a minimum of 12 (Twelve) months and not later than a maximum of 4 (Four) years, on uniform annual vesting basis from the date of grant of options, as may be determined by the Administrator i.e. Nomination and Remuneration Committee (NRC). The NRC may extend, shorten or otherwise vary the vesting period from time to time subject to these minimum and maximum vesting periods.

The vesting dates in respect of the options granted under the Plan, shall be determined by the NRC and may vary from employee to employee or any class thereof and / or in respect of the number or percentage of options granted to an employee.

Options shall vest essentially based on continuation of employment / service as per requirement of SEBI (SBEB) Regulations.

The NRC may at its discretion, lay down certain performance metrics and market linked metrics, on the achievement of which, the granted options would vest, the detailed terms and conditions for which will be finalized by the Committee.

**e. Maximum period within which the options shall be vested:**

All the options granted on any date shall vest not later than a maximum of 4 (Four) years from the date of grant of options, as may be determined by the Committee.

**f. Exercise price or pricing formula:**

Exercise price shall be the price determined by the Administrator i.e. the Nomination and Remuneration Committee ("NRC") provided such Exercise Price shall not be less than the last three month's average NSE Market Price per Share on the grant date or such other minimum price required by Applicable Laws.



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**g. Exercise period and the process of Exercise:**

The Exercise period would commence from the date of vesting and will expire on completion of 10 (Ten) years from the date of respective grant or such period, as may be decided by the Nomination and Remuneration Committee from time to time.

The vested option shall be exercisable by the employees by a written application to the Company expressing his/ her desire to exercise such options in such manner and in such format as may be prescribed by the Committee from time to time. The option may also lapse under certain circumstances as determined by the Nomination and Remuneration Committee, even before expiry of the specified exercise period.

**h. Appraisal process for determining the eligibility of employees under LTI Plan 2021:**

The appraisal process for determining the eligibility shall be decided from time to time by the NRC. The broad criteria for appraisal and selection may include parameters like association with the Company, performance during the previous year(s), contribution towards strategic growth, contribution to team building and succession, cross-functional relationship, corporate governance, etc.

**i. Lock-in period:**

The shares issued pursuant to exercise of options shall not be subject to any lock-in period restriction, except such restrictions as may be prescribed under any policy of the Company on disposal of Company securities and provisions of applicable laws particularly after listing of securities of the Company.

**j. Maximum number of Options to be issued per employee and in aggregate:**

The maximum number of options that may be granted to any specific employee of the Company, annually, shall not exceed more than 1% of the total issued capital of the Company at the time of issuance, i.e. 818,040 (Eight Hundred Eighteen Thousand and Forty) options or any such ceiling number of options as may be determined by the Committee subject to the approval of shareholders in future.

However, the maximum number of total shares subject to awards granted to all the employees (participants) under the plan during any financial year shall not exceed 3% of the total issued capital of the Company at the time of issuance, i.e. 2,454,120 (Two Million Four Hundred Fifty Four and One Hundred Twenty) options or any such ceiling number of options as may be determined by the Committee subject to the approval of shareholders in future.



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**k. The conditions under which option vested in employees may lapse:**

Clause 4.4 of the LTI Plan 2021 mentions that:

Award units that remain unexercised at the expiration, lapsed (including those having lapsed by way of forfeiture) or other termination of such Award unit shall be added back to the aggregate limits of 10% of the paid-up share capital (Share Reserve) under the plan.

The Company may further re-grant or transfer such award units within the Plan.

**l. The specified time period within which the employee shall exercise the vested options in the event of a proposed termination of employment or resignation of employee:**

In case the termination of employment of a Participant with the Company is with cause or in case of abandonment of employment by the Participant, his/her Award units (vested as well as unvested (whether accrued or not)) shall automatically lapse on the termination date and the contract shall stand automatically terminated without any liability to the Company. However, the Board/ NRC shall have the right to suspend the lapse of Award units wholly or partly as per their sole discretion.

Further, the granted award units shall be vested immediately and thereafter permitted to be exercised, in accordance with Section 13, within 12 months from the date of termination due to death or permanent incapacitation or superannuation of employee.

**m. Maximum quantum of benefits to be provided per employee under the Plan:**

Apart from grant of options as stated above, no monetary benefits are contemplated under the Plan.

**n. Route of Plan implementation:**

The Plan shall be implemented and administered directly by the Company.

**o. Source of acquisition of shares under the Plan:**

The Plan contemplates fresh/new issue of shares by the Company.

**p. Amount of loan to be provided for implementation of the scheme(s) by the Company to the trust, its tenure, utilization, repayment terms, etc.:**

No loan shall be provided by the Company for implementation of the Plan.

**q. Maximum percentage of secondary acquisition:**

This is not relevant under the present Plan.



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**r. Accounting and Disclosure Policies:**

The Company and its Subsidiary Company(ies), shall comply with the disclosure and accounting policies prescribed by SEBI Regulations and any other authorities concerned, from time to time. The difference between the fair value of the options on the date of grant and the exercise price will be borne by the Company as an expense and amortized over the vesting period. The Company shall disclose impact of this difference on profits and on earnings per share (“EPS”) of the Company in their Directors’ Report.

**s. Method of option valuation:**

The Company shall adopt fair valuation model as prescribed under IND-AS. Notwithstanding the above, the Company may adopt any other method as may be required under prevailing applicable laws.

**t. Details of variation made to the Scheme alongwith rationale thereof and the details of the employees who are beneficiary of such variation**

As explained in explanatory statement.

In terms of Section 62 of the Companies Act, 2013 and Regulation 6 of SEBI SBEB Regulations the approval of the Members is sought by way of Special Resolution for the approval of the LTI Plan 2021.

A copy of the plan & other related documents are available on the website of the Company i.e. [www.angelone.in](http://www.angelone.in).

The Board recommends the resolutions set out at Item No. 1 and 2 of this Notice to the Members for their consideration and approval by way of Special Resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company, and any relatives of such Director, Manager, Key Managerial Personnel are in any way concerned or interested in the resolutions except to the extent of equity shares held by them in the Company or the Stock Options to be granted under the Plan.

**Item No. 3:**

Pursuant to provisions of Section 152 of the Companies Act, 2013 (“the Act”) read with the applicable rules made thereunder, and on the recommendation of Nomination and Remuneration Committee, Mr. Krishna Iyer (DIN:01954913) was appointed as an Additional Non-Executive Non Independent Director, by the Board of Directors at their meeting held on July 15, 2021 to hold office up to the date of ensuing Annual General Meeting of the Company.



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**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.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Krishna Iyer as a Non-Executive Director pursuant to the provisions of Sections 152 and 161 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Krishna Iyer to be appointed as Director of the Company.

Additional information in respect of Mr. Krishna Iyer, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mr. Krishna Iyer is also provided at Annexure B to this Notice.

Mr. Krishna Iyer is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director. He is not debarred from holding the office of a Director by virtue of any order of the Securities and Exchange Board of India or any other such authority.

Except Mr. Krishna Iyer and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 3.

The Board of Directors recommends the resolution proposing the appointment of Mr. Krishna Iyer as a Non-Executive Director of the Company, as set out in Item No. 3 for approval of the Members by way of an Ordinary Resolution.

#### **Item No. 4**

Based on the recommendation of Nomination and Remuneration Committee, Mr. Muralidharan Ramachandran (DIN: 08330682), was appointed as an Additional Non-Executive Independent Director, by the Board of Directors through resolution passed through circulation dated August 06, 2021 for a period of 5 (five) years with effect from August 06, 2021 to August 05, 2026, subject to approval of the Members of the Company.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Muralidharan Ramachandran as an Independent Director pursuant to the provisions of Sections 149 and 152 of the Companies Act, 2013. The Company has also received a notice in writing from a Member proposing the candidature of Mr. Muralidharan Ramachandran to be appointed as Director of the Company.



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The Company has received a declaration from Mr. Muralidharan Ramachandran confirming that he meets the criteria of independence under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Further, the Company has also received Mr. Ramachandran's consent to act as a Director in terms of section 152 of the Companies Act, 2013 and a declaration that he is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

In the opinion of the Board, Mr. Muralidharan Ramachandran fulfils the conditions specified in the Companies Act, 2013 and rules made thereunder and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent of the management.

In line with the Company's remuneration policy for Independent Directors, Mr. Muralidharan Ramachandran will be entitled to receive remuneration by way of sitting fees as approved by the Board of Directors, reimbursement of expenses for participation in the Board and Committee meetings.

Considering, Mr. Muralidharan Ramachandran's experience of more than 32 years in the information technology industry, driving digital transformation strategies for ensuring enhanced customer experience, enhanced employee experience and driving enhanced compliance leveraging cutting edge technologies coupled with skills on implementing effective cost management strategies, the Board of Directors is of the opinion that it would be in the interest of the Company to appoint him as an Independent Director for a period of five years with effect from August 06, 2021 to August 05, 2026.

Additional information in respect of Mr. Muralidharan Ramachandran, pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standards on General Meetings (SS-2), is provided at Annexure A to this Notice. A brief profile of Mr. Muralidharan Ramachandran is also provided at Annexure B to this Notice.

Except Mr. Muralidharan Ramachandran and/or his relatives, none of the Directors and Key Managerial Personnel of the Company and/or their relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

The Board of Directors recommends the resolution proposing the appointment of Mr. Muralidharan Ramachandran (DIN: 08330682) as an Independent Director of the Company, as set out in Item No. 4 for approval of the Members by way of an Ordinary Resolution.



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**ANNEXURE A**  
**Details of Directors seeking appointment**  
**[Pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]**

Following is the information required under the Secretarial Standards with respect to appointment of the Director:

|   |   |   |
|---|---|---|
| <b>Name of the Director</b>   | Mr. Krishna Iyer  | Mr. Muralidharan Ramachandran                                   |
| <b>Date of Birth</b>  | October 14, 1976  | September 21, 1967  |
| <b>Age</b>  | 44  | 53  |
| <b>DIN</b>  | 01954913  | 08330682  |
| <b>Date of Appointment</b>  | July 15, 2021   | August 06, 2021   |
| <b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>       | None  | None  |
| <b>Expertise in specific functional area</b>  | Wide experience in information technology, facilitator of visioning and strategy sessions humanities and business | Information technology and wide management experience           |
| <b>Qualifications</b>   | Chartered Accountant<br>Certified Software Quality Analyst  | B.E. (Electronics),<br>Member of ISACA                          |
| <b>Details of Board Meetings attended by the Director during the year</b>                                 | 1   | -   |
| <b>Terms and Conditions of Appointment or re-appointment along with remuneration</b>                      | As stated in explanatory statement (Item No. 3) of this Notice.   | As stated in explanatory statement (Item No. 4) of this Notice. |
| <b>Remuneration last drawn</b>  | -   | -   |
| <b>Board Membership of other listed Companies as on August 06, 2021</b>                                   | -   | -   |
| <b>Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2021</b> | -   | -   |
| <b>Number of equity shares held in the Company as at March 31, 2021</b>                                   |   | -   |

*Note: The Directorship, Committee Memberships and Chairmanships do not include positions in foreign companies, unlisted companies and private companies, position as an advisory board member and position in companies under Section 8 of the Companies Act, 2013.*



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## ANNEXURE-B

### Brief profile of Directors seeking appointment

#### 1. Krishna Iyer:

Krishna Iyer is fusioner of technology, humanities and business. He has held executive positions including that of a CEO at software companies and is currently an angel investor, non-executive director and leadership coach to several organisations. He is educated as a chartered accountant and holds international certifications in technology and communication. Mr. Iyer's IT career of 22 plus years with organizations such as Scala and Kanbay (now Cap Gemini) provided him living and working experience in Europe, Asia, North and South America. A significant part of his IT career was spent as a co-founder and CEO at Zentest Software Pvt Ltd (GoLiveFaster.com), a predictive analytics and QA Firm that primarily works with U.S. banks.

Mr. Iyer has facilitated visioning and strategy sessions for the top leadership team of organizations such as Atlas Copco, Bharat Forge, Angel Broking and Mindgate. He has spoken at several global conferences and has addressed a varied audience including executives at top Indian companies, engineers at Microsoft Seattle, students at IIT Delhi, Bankers in the United States and corporate teams from Asia, Australia, Europe and America.

#### 2. Muralidharan Ramachandran:

Muralidharan Ramachandran has more than 32 years of information technology industry experience having been associated with organizations such as Tata Consultancy Services, Satyam Computer Services Limited, Epicenter Technologies Pvt. Ltd, Transworks Information Services Limited (which was part of the Aditya Birla Group) and Syntel which is now part of the French multinational IT company, Atos.

He has been working in various senior technology and business leadership roles over the last 20 years in the areas of information technology and information security in the capacity of Head of Quality Assurance, CIO, CTO and CISO, Managing Director/CEO of Atos India Local Business before taking over the current role of driving Business growth of infrastructure, security services and industrialized automation for Syntel's global customers.

In his last role as the CEO for Atos India Pvt Ltd, he was responsible for the overall strategy for the growth of the business and accountable for the P&L of the local business. As a Board member of the company, he was also responsible for ensuring compliance and governance.



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His core strengths include:

- Driving Digital Transformation strategies for ensuring enhanced customer experience, enhanced employee experience and driving enhanced compliance leveraging cutting edge technologies.
- Deep knowledge of IT and Cybersecurity technologies and risks
- Strong collaborative working skills
- Proven experience in leveraging technology for delivering business process excellence
- Strong governance of IT processes and controls thus facilitating IT to be used as a strategic tool
- Strong Leadership skills in building, developing and managing large teams.
- Strong vendor partner relationship management skills
- Demonstrated skills on implementing effective cost management strategies
- Project and Program management experience



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**Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual shareholders holding securities in demat mode, pursuant to SEBI circular dated December 9, 2020:**

Pursuant to SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode can vote through their demat account maintained with Depositories and Depository Participants only post 9<sup>th</sup> June, 2021.

Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

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

| <u>Type of shareholders</u>   | <u>Login Method</u>  |
|---|--|
| <b>Individual Shareholders holding securities in demat mode with NSDL</b> | <ul style="list-style-type: none"> <li>• 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: <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>• 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 company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>• If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS “Portal or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>• Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful</li> </ul> |



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|  |   |
|--|---|
|  | <p>authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>  |
| <p><b>Individual Shareholders holding securities in demat mode with CDSL</b></p>   | <ul style="list-style-type: none"> <li>Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi / Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL, KARVY, LINK NTIME, CDSL. Click on e-Voting service provider name to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.</li> </ul> |
| <p><b>Individual Shareholders (holding securities in demat mode) &amp; login through their depository participants</b></p> | <ul style="list-style-type: none"> <li>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility.</li> <li>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 company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ul>   |



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|   |   |
|---|---|
| <p><b>Individual Shareholders holding securities in Physical mode &amp; evoting service Provider is LINKINTIME.</b></p> | <p>1. Open the internet browser and launch the URL:<br/><a href="https://instavote.linkintime.co.in">https://instavote.linkintime.co.in</a></p> <p>▶ Click on “<b>Sign Up</b>” under ‘<b>SHARE HOLDER</b>’ tab and register with your following details: -</p> <p><b>A. User ID:</b> Shareholders/ members holding shares in <b>physical form shall provide</b> Event No + Folio Number registered with the Company.</p> <p><b>B. PAN:</b> Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.</p> <p><b>C. DOB/DOI:</b> Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)</p> <p><b>D. Bank Account Number:</b> Enter your Bank Account Number (last four digits), as recorded with your DP/Company.</p> <ul style="list-style-type: none"> <li>Shareholders/ members holding shares in <b>physical form</b> but have not recorded ‘C’ and ‘D’, shall provide their Folio number in ‘D’ above</li> </ul> <p>▶ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#\$%&amp;*), at least one numeral, at least one alphabet and at least one capital letter).</p> <p>▶ Click “confirm” (Your password is now generated).</p> <p>2. Click on ‘Login’ under ‘<b>SHARE HOLDER</b>’ tab.</p> <p>3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on ‘<b>Submit</b>’.</p> <p>4. After successful login, you will be able to see the notification for e-voting. Select ‘<b>View</b>’ icon.</p> <p>5. E-voting page will appear.</p> <p>6. Refer the Resolution description and cast your vote by selecting your desired option ‘<b>Favour / Against</b>’ (If you wish to view the entire Resolution details, click on the ‘<b>View Resolution</b>’ file link).</p> <p>7. After selecting the desired option i.e. Favour / Against, click on ‘<b>Submit</b>’. A confirmation box will be displayed. If you wish to confirm your vote, click on ‘<b>Yes</b>’, else to change your vote, click on ‘<b>No</b>’ and accordingly modify your vote.</p> |
|---|---|



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### Institutional shareholders:

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIPL at <https://instavote.linkintime.co.in> and register themselves as 'Custodian / Mutual Fund / Corporate Body'. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the 'Custodian / Mutual Fund / Corporate Body' login for the Scrutinizer to verify the same.

### Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on 'Login' under 'SHARE HOLDER' tab and further Click 'forgot password?'
  - Enter **User ID**, select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on 'Submit'.
- In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
  - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
  - The password should contain minimum 8 characters, at least one special character (@!#\$%\*), at least one numeral, at least one alphabet and at least one capital letter.

### Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participant's website.
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
  - For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.
  - During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".



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**Helpdesk for Individual Shareholders holding securities in demat mode:**

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

| 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30             |
| 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 22-23058542-43. |

**Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.**

In case shareholders/ members holding securities in physical mode/ Institutional shareholders have any queries regarding e-voting, they may refer the **Frequently Asked Questions ('FAQs')** and **InstaVote e-Voting manual** available at <https://instavote.linkintime.co.in>, under **Help** section or send an email to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in) or contact on: - Tel: 022 -4918 6000.

Those persons who are shareholders as on **Friday, July 30, 2021**, i.e. whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on **Friday, July 30, 2021** and have not registered their email ids should register their email ids before the date of closure of e-voting by clicking on the link: <https://instavote.linkintime.co.in> and follow the registration process as guided thereafter. Post successful registration of such email address, the member would get soft copy of the Notice and the procedure for remote e-voting along with the user ID and password and EVEN to enable remote e-voting for this Postal Ballot. In case of any queries, members may write to [enotices@linkintime.co.in](mailto:enotices@linkintime.co.in)



**CSO & Corporate Office:**

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

**Regd Office:**

G-1, Akruti Trade Centre, MIDC, Road No-7, Andheri (E), Mumbai - 400 093.  
T: (022) 6807 0100  
F: (022) 6807 0107  
E: [support@angelone.in](mailto:support@angelone.in)  
[www.angelone.in](http://www.angelone.in)

**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.

**CALENDER OF EVENTS FOR SPECIAL RESOLUTION TO BE PASSED THROUGH POSTAL BALLOT/ E-VOTING**

| S.NO. | ITEMS  | DATE   |
|-------|--|--|
| 1)    | Date of passing the resolution   | Friday, 06 August, 2021                          |
| 2)    | Authorizing Company Secretary for issue of Notice of Postal Ballot                           | Friday, 06 August, 2021                          |
| 3)    | Appointment of Scrutinizer   | Friday, 06 August, 2021                          |
| 4)    | Cut- off date for e-voting and Postal Ballot   | Friday, 30 July, 2021                            |
| 5)    | Printing and dispatch of Notice  | Monday, 09 August, 2021                          |
| 6)    | Sending of Notice of Postal Ballot to the exchanges  | Monday, 09 August, 2021                          |
| 7)    | Uploading of notice of Postal Ballot at Company Website                                      | Monday, 09 August, 2021                          |
| 8)    | Advertisement in Newspaper   | Tuesday, 10 August, 2021                         |
| 9)    | E-Voting commencement date & time  | Tuesday, 10 August, 2021 at 10.00 a.m. (IST)     |
| 10)   | E-Voting ending date and time and Last date of receiving Postal Ballot forms by Scrutinizer  | Wednesday, 08 September, 2021 at 5.00 p.m. (IST) |
| 11)   | Report by Scrutinizer to Company   | on or before Friday, 10 September, 2021          |
| 12)   | Declaration of Result  | on or before Friday, 10 September, 2021          |
| 13)   | Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website | on or before Friday, 10 September, 2021          |



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T: (022) 6807 0100  
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www.angelone.in

**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.