

MEMORANDUM OF ASSOCIATION

AND

ARTICLES OF ASSOCIATION

OF

ANGEL ONE LIMITED

THE COMPANIES ACT, 2013

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ANGEL ONE LIMITED¹

(Incorporated under the Companies Act, 1956)

- I. The name of the Company is ANGEL ONE LIMITED**
- II. The Registered Office of the Company will be situated in the state of MAHARASHTRA**
- III. The objects for which the Company is established are:**

(A) MAIN OBJECTS OF THE COMPANY TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION:

So long as the Company is engaged in stock broking as a member of any recognized Stock Exchange in India, it will engage itself in only such business as a member of a recognized Stock Exchange is permitted to engage in under the Securities and Contracts (Regulation) Rules, 1957 and the Rules, Bye-laws and Regulations of the Stock exchange. Subject to the foregoing the objects for which the Company is established are:

1. To carry on the business of broking in shares, commodities and currencies and their derivatives on recognized Exchanges; to engage sub-brokers, Authorized Persons, dealers and franchisees in connection therewith; to act as underwriters, sub-underwriters, distributors, arbitrageurs and as agents to subscribe, sell, purchase, or otherwise distribute or deal in either on own account or on behalf of clients, in securities, stocks, shares, commodities, currencies, derivatives, derivative instruments, debentures, debentures-stocks, bonds, units of Mutual Funds, including initial, follow-on and rights offerings therein, instruments, saving certificates, commercial paper, debt instruments, money market instruments, certificate of deposit, participation certificates in respect of any loans, deposits or securities, global or any other deposit receipts, treasury bills, government securities, third party financial products, including any other securities or instrument, any other instrument or paper evidencing any right to any security, debt or property of any nature whatsoever whether transferable or not, of any body-corporate, public or private, trusts, authority whether central, state or local, undertaking, institution, as permitted under the laws of India, that may be listed or traded or that are proposed to be listed or traded at any stock or other exchange in India or abroad, and all types of financing like share financing including margin trading facility and to do such other activities which are incidental and/ or ancillary to the same.

¹The name of the Company was changed from Angel Broking Private Limited to Angel Broking Limited pursuant to the special resolution passed by the shareholders at the Extra-Ordinary General Meeting held on 22nd June, 2018.

The name of the Company was changed from Angel Broking Limited to Angel One Limited pursuant to the special resolution passed by the shareholders through postal ballot on 8th September, 2021.

2. To undertake and provide advisory, research, consultancy and procedural services, portfolio management and other financial services and maintenance, including but not limited to formulation and publication of research reports and literature, to act as investment analysts, investment advisors and investment bankers to manage funds of any individuals or Company in various avenues like growth funds, income funds, risk funds, tax exempt funds, pension and superannuation.
3. To act a depository participant and undertake all the activities, functions and obligations of the depository participant and such other activities which are incidental or ancillary thereto in India and abroad.
4. ²To act, whether in India or abroad, as a Sponsor, Asset Management Company and/or trustees for any type of investment funds, mutual funds and for that purpose to set up, promote, settle and execute trusts, devise and manage various schemes for raising funds in any manner from persons, bodies corporate, Trusts, Societies, Association of persons and to deploy, whether in India or abroad, funds raised and earn reasonable returns on their investments and to deal with, engage in any carry out all other functions, incidental thereto and such other activities as may be approved by the Securities and Exchange Board of India and/or other regulatory authorities and to undertake and carry on the functions, duties, activities and business of Asset Management Company and/or Trustees and to undertake and execute trusts of all kinds, whether public or private including declaring the company itself as an Asset Management Company and/ or Trustees in India or abroad and to carry out business of formulating, marketing, rising funds, plans and schemes, including mutual funds schemes, and to arrange for the sale, redemption, cancellation, revocation of the unit and to distribute the proceeds thereof among the other unit holders or investors, beneficiaries or all person entitled to the same periodically or otherwise in furtherance of any trust direction, discretion or other obligation or permission and generally to carry on what is usually known as trustee business and in particular and without limiting the generality of above, to act as Trustee.

(B) THE OBJECTS INCIDENTAL OR ANCILLARY TO THE ATTAINMENT OF THE MAIN OBJECTS ARE:

1. To appoint sub-brokers, agents, sub-underwriters, franchisees for furthering the above business, to act as managers or advisors or consultants to the issue of any of the securities aforesaid and to promote the formation and mobilisation of capital.
2. To provide financial services, custodial services, advisory and counseling services and facilities of every description capable of being provided by share and stock brokers, share and stock jobbers, share dealers, investment or fund managers and to arrange and sponsor public and private issues or placement of shares and loan capital and to negotiate and underwrite such issues.
3. To purchase or otherwise acquire whole or any part of the business as a going concern any partnership or sole proprietorship business dealing in shares and securities as a member of the stock exchange(s) and all or any of the movable or immovable properties relating to or used in connection with the said business or otherwise acquire stock broking card in any other manner.
4. To guarantee or indemnify for the payment or performance of any debts, contracts or

²Inserted pursuant to the special resolution passed by the members at the Annual General Meeting held on June 29, 2021

obligations or become security for any person, firm or company, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money, and generally to act as agents for the collection, receipt or payment of money, and generally to act as agents for and render services to customers and others and to give guarantees and indemnities.

5. To insure or guarantee the payment of advances, credits, bills of exchange and other commercial obligations or commitments of every description, as well as the fulfillment of contracts and other trading and commercial transactions of every description, whether at home or abroad, and to indemnify and person against the same, and to guarantee the payment of money secured by or payable under or in respect of any debentures, debenture-stocks, bon, mortgage, charge, security, contract or obligation of any person, persons or body corporate or bodies corporate or corporations, or any authority, supreme, municipal local or otherwise.
6. To manage to carry on business, to buy, underwrite, to buy, underwrite, invest in and acquire and hold, lease, sell and deal in stocks, debenture-stock, bonds, mortgage, charge, security, contract or obligation of any persons, persons or body corporate or bodies corporate or corporation or any authority, supreme, municipal, local or otherwise, and to act as bankers, financiers, shroffs, traders, commission agents, technical consultants, financial consultants, managers to the issue of shares, debentures, bonds and securities or in any other capacity in any part of the world, and to import, export, buy, sell, barter, exchange, pledge, make advances upon or otherwise deal in goods, produce, articles and merchandise.
7. To acquire the goodwill of any business within the objects of the Company and any lands, privileges, rights, contracts, property or effects held or used in connection therewith and upon any such purpose to undertake the liabilities of any company, association, partnership or person.
8. To subscribe, acquire or takeover membership, dealership, directorship, permits or to become a member of anyone or more stock exchanges, whether in India or outside, subsidise and co-operate with any other association, whether incorporated or not, whose objects are altogether or in part similar to those of the Company.
9. To purchase or otherwise acquire and undertake all or any part of the business, property, liabilities and transactions of any person or company carrying on any business which the Company is authorised to carry on.
10. To enter into contracts, agreements and arrangements with any other company firm or person for the carrying out by such other company, firm or person on behalf of the Company the objects for which the Company is formed.
11. To form, promote, subsidise, organize, and assist or aid in forming, promoting, subsidising, organizing or aiding companies, or partnerships having similar objects or all kinds for the purpose of acquiring and undertaking any property and liabilities of this Company or of advancing directly or indirectly the objects thereof and to acquire and hold shares, stocks or securities issued by or other obligations of any such Company or for any other purpose which may directly or indirectly benefit the Company.
12. To enter into partnership or any arrangement for sharing profits, union of interests, co-operation, joint venture, reciprocal concession or otherwise with any person or company carrying on or engaged in about to carry on or engage in any business or transaction which this company is authorised to carry on or engage, to lend money, to guarantee the contracts of or otherwise assist any such person and to take or otherwise acquire shares and

securities of any such company.

13. To amalgamate with any other company whose objects are or include objects similar to those of the Company, whether by sale or purchase for fully or partly paid up shares or otherwise of the undertaking subject to the liabilities of this or any such other company as aforesaid with or without winding up or by sale or purchase (for fully or partly paid up shares or otherwise) of all the shares or stock of this or any other company as aforesaid or by partnership or any arrangement of the nature of partnership or in any other manner.
14. To invest and deal with the moneys not immediately required of the Company in or upon any stock, debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any company or corporation and debentures, debenture stock, bonds, obligations, and securities issued or guaranteed by any government, sovereign ruler, commissioner public body or authority, supreme, municipal, local or otherwise or any other securities or in shares of any Company (other than the shares of the Company) and in such manners as may from time to time be determined and to vary and transpose and such investment.
15. To make donations either in cash or kind for such objects or causes as may be directly or indirectly conducive to any of the Company's objects or otherwise expedient.
16. Subject to the provisions of the Companies Act 2013 and any amendments thereof and directives of the Reserve Bank of India issued in this behalf, to borrow or raise money, or receive money on deposit either with or without security or secured by liquid or fixed assets, issue of Bonds, convertible or non-convertible debentures, debenture-stock, perpetual or terminable, payable or otherwise and issue at par or at a premium or discount or by mortgage, hypothecation, pledge, or other security charged on the undertaking on all or any of the assets present or future of the Company including uncalled capital.
17. To advance, deposit or lend, with or without security money, securities, assets and property to or with such persons, firms, companies or corporations and on such terms as may seem expedient to negotiate loans, to discount, buy, sell and deal in bills, notes, warrants, coupons and other negotiable instruments, not amounting to Banking Business within the meaning of Banking Regulation Act, 1949.
18. To borrow or secure money in such a manner as the Company may think fit or to make repayment of any debt, liability, perform any contract entered into or the issue of debentures, perpetual or otherwise, charged upon all or any of the Company's property, including its uncalled capital, and to purchase, redeem, or pay off any such securities.
19. To draw, make, accept, endorse discount, execute, retire, issue and negotiate promissory notes, bills of exchange, hundies, bills of lading, warrants, debentures and other negotiable or transferable instruments.
20. To guarantee or become liable for the payment of money, debentures, debenture-stock, bonds, or securities or for the performance of any obligations.
21. To purchase, take on lease or in exchange or otherwise acquire for the purpose of the business of the Company, improve, manage, develop, cultivate, work, sell, exchange, surrender, lease, mortgage, charge, convert turn to account, dispose of and deal with moveable and immoveable property and rights and privileges of all kinds and in particular lands, buildings, easements, mortgages, debentures, produce, concessions, options, contracts, patents license, machinery plant, stock-in-trade, business concerns and undertaking and claims, privileges, concessions and choose in-action of all kinds.

22. To purchase or import, take on lease or in exchange, hire or otherwise acquire any moveable or immovable property and any rights or privileges which the Company may think necessary or convenient for the purpose of the business and in particular any land, buildings, machinery, plant, stock-in trade etc.
23. To issue or allot fully or partly shares in the capital of the Company in payment or part payment of any moveable or immovable property purchased or otherwise acquired by the Company or any services rendered to the Company.
24. To pay for any property or rights acquired by the Company either in cash or fully or partly paid up shares with or without preferred or deferred rights in respects of dividends or repayment of capital or otherwise or by any securities which the Company has power to issue or partly in one mode and partly in another and generally on such terms as the Company may determine.
25. To apply for, purchase or otherwise acquire any trade marks, patents, patent rights, Copyrights, brevets d'inventions, licenses, concessions, protection, rights, privileges and the like, conferring any exclusive or non- exclusive or limited right to use or any secret or other information as to any Invention which may seem capable of being used for any of the purposes of the Company and to use, exercise, develop or grant licenses, privileges in respect of or otherwise, turn to account the property, encourage and spend money in making experiments, test, improvement of all inventions, patents and rights, which the Company may acquire or propose to acquire.
26. To sell or dispose of, to improve, manage, develop or exchange or transfer the business, property and the undertakings of the Company or any part thereof for such consideration as the Company may think fit.
27. To accept payment for any property, or rights sold or otherwise dispose off or dealt with by the Company either in cash, by installments or otherwise or in fully or partly paid up shares of any company or corporation with or without preferred or deferred right in respect of dividend or repayment of capital or otherwise or in debentures, debenture-stock or other security of any company or corporation or partly in one mode and partly in another and generally on such terms as the Company may adopt.
28. To pay out of the funds of the Company all expenses which the Company may lawfully pay with respect to the promotion, formation and registration of the Company.
29. To pay all preliminary expenses of any company promoted by the Company or any company, in which the Company is or may contemplate being interest including such preliminary expenses all or any part of the goods and expenses of owners of the business or property acquired by the Company.
30. To adopt such means of making known the business of the Company as may seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting scholarships, prizes, rewards, and donations by holding and establishing competitions exhibitions etc. for any of the purposes of the company and by providing and furnishing or securing to any members of customers of the company or to any subscribers to or purchasers or processors of any publications of the company, any conveniences, advantages, benefits, or special privileges which may seem expedient either gratuitously or otherwise or any other means found necessary or essential.
31. To insure the whole or any part of the property, undertaking, contracts, guarantees or obligations of the Company either fully or partially to protect and indemnify the Company

from liability or loss in any respect either fully or partially and also to insure and to protect and indemnify any part or portion thereof either on mutual principle or otherwise.

32. To exercise all or any of its corporate powers, rights and privileges and to conduct its business in all or any of its branches in the Union of India and in any or all states, territories, possessions, colonies and dependencies thereof and in any or all foreign countries and for this purpose to have and maintain and to discontinue such number of offices and agencies therein as may be convenient.
33. To do necessary suitable or proper for the accompaniment of any of the purpose or the attainment of any of the objects, or the furtherance of any of the powers herein before set forth, either alone or in association with other corporate bodies, firms or individuals, and to do every other act or acts, things or things incidental or appurtenant to or growing out of connected with the aforesaid business or powers or any part thereof provided the same be not inconsistent with the law of the Union of India.
34. In the event of winding up, to distribute among the members in specie any property or assets of the Company or any proceeds of sales or disposal of any property of the Company subject to the provisions of the Companies Act, in the event of winding up.
35. To establish and support or aid in the establishment and support of associations, institutions, funds, trust and conveniences calculated to benefit employees, ex-employees of the Company (including the directors) or dependents or connections of such persons and to grant gratuities, bonuses, pensions and allowances and to make payment towards insurance and to subscribe or guarantee money for charitable or benevolent objects or for any exhibition or for any public, objects, fund or institution.
36. To establish and maintain local registers agencies and branch places of business and procure the company to be recognised and carry on business in any part of the world.
37. To purchase, otherwise acquire, erect, maintain or reconstructs house, offices, workshops and building, premises plans, implements, patterns, stock-in-trade, patents, patent rights, trademarks convenient to be use in or above the trade or business aforesaid.
38. To take part in the formation, supervision or control of the business or operations of any company or undertaking having similar objects and for that purpose to act as an issue House, Registrars and Share Transfer Agents, Financial Advisers or Technical Consultants or in any other capacity and to appoint and remunerate Director, Administrators, Consultants or Accountants or other Experts or Agents and to provide specialized services in investor relations relating to above object.
39. To remunerate any person for services rendered, or to be rendered in placing assistance to place or guaranteeing the placing of any of the shares in the Company's capital or any debentures or other securities issued by the Company.
40. To receive money on deposit at interest or otherwise for fixed periods, and to lend money on any terms that may be thought fit and particularly to customers or other persons or corporation having dealings, with the defined by the Banking Regulation Act, 1949 or any statutory modification thereof, subject to the provisions of Section 73, Section 74 and Section 76 of the Companies Act, 2013 or any other statutory modifications and directives of the Reserve Bank of India.
41. To employ experts to investigate and examine into the conditions, management, prospects, value, character and circumstances of any business, concerns and undertaking and generally of any assets, property of rights.

42. To obtain any provisional order or Act of the Government for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company's constitution.
43. To open current or other accounts with any banks or merchants, to pay money into and draw money from such accounts.
44. To enter into any arrangements with any governments or authorities that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority, any rights, privileges, licenses and concessions, which the Company may consider necessary or desirable to obtain and to carry out, exercise, use or comply with any such arrangements, rights, privileges or concession.
45. To procure the recognition of the Company under the laws or regulations of any other foreign country and to do all acts necessary for carrying on any business or activity of the Company in any foreign country.
46. To refer to or agree to refer any claims, demands, disputes or any other question by or against the Company or in which the Company is interested or concerned, and whether between the Company and the member or members or his or their representative, or between the Company and third parties to arbitration and to observe and perform and to do all acts, matters and things to carry out or enforce the awards.
47. To apply for promote, and obtain any status, order, regulation or other authorisation or enactment which may seem calculated directly or indirectly to benefit the Company, and to oppose any bills, proceedings or applications, which may seem calculated directly or indirectly to prejudice the Company's interest.
48. To invest in and acquire and hold shares, stocks, debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any company constituted or carrying on business in India or in any foreign country and debentures, debenture-stocks, bonds, obligations and securities issued or guaranteed by any State or Central Government, Public Body or authority, Municipal, Local or otherwise, whether in India or elsewhere.
49. To acquire any such shares, stocks, debentures, debenture-stock, bonds, obligations or securities by original subscription, tender, purchase, exchange or otherwise and to subscription thereof and to exercise and enforce all rights and powers conferred by or incidental to the ownership thereof.
50. To dedicate, present or otherwise either voluntarily or for value any property of the company deemed to be national public or local interest to any national trust, public body, museum, corporation or any authority or any trustees for or on behalf of any of the same for the public.
51. To enter into agreement, contract or undertake or otherwise arrange for receiving, mailing or forwarding any circulars, notices, reports, brochures, materials, articles, and things belonging to any other company, firm, institution or person or persons, by means of delivery by hand or otherwise.
52. To acquire and hold one or more memberships in stock exchanges, Over the Counter Exchange (OTC) Security Exchange in India or any part of the world and to secure rights and privileges from such memberships.
53. To train or pay for training in India or abroad of any of the Company's employees or

officers or any candidate in the interest of or furtherance of the Company's objects.

54. To establish research and development centers for the business of the Company.
55. To do all things whatsoever which the Company may consider to be in any way connected with the trades, business or any purpose aforesaid or any of them.
- IV. The liability of the members is limited, to the amount of unpaid, if any, on the shares held by them.
- V. (a) ³The Authorised Share Capital of the Company is Rs.100,00,00,000 (Rupees Hundred Crores) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs.10 (Rupees Ten) each with power to increase or reduce the same and to divide the same in shares of several classes permissible under the Companies Act, 2013 and to attach thereto respectively such preferential qualified and special rights, privileges, and / or conditions as may be determined under the provisions of law in force for the time being and to vary, modify or abrogate and deal with any such rights, privileges and conditions in the manner in law for the time being in force.
- (b) If and whenever the capital of the Company is divided into shares of different classes, the rights of any class may be varied, modified, affected, extended, abrogated or surrendered as provided herewith as from time to time altered or by the terms of issue, but not further or otherwise.

³ Altered pursuant to the special resolution passed by the shareholders at the Extra-Ordinary Meeting held on 6th March, 2018.

Revised pursuant to Scheme of Amalgamation approved by Regional Director w.e.f. 1st April 2017 and vide Order confirming the Amalgamation dated 11th December, 2017.

The Authorised share capital of the Company was earlier altered to Rs.42,00,00,000/- (Rupees Forty Two Crore Only) divided into 4,20,00,000 (Four Crore Twenty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each pursuant to the order of the High Court dated 2nd March, 2012.

VI. We, the several persons whose names, addresses and descriptions are hereunder subscribed below are desirous of being formed into a Company in pursuance to this Memorandum of Association and we respectively agree to take the number of shares in the capital of the Company set against our respective names:

Name, address, description and occupation of each subscribers	Number of Equity Shares taken by each Subscriber	Signature of Subscriber	Signature, Names, Address, descriptions and occupation of witness
1. Ramesh Jain S/o Devichand Jain 56, Kedia Niwas, J. B. Nagar, Andheri (East), Mumbai 400 059 BUSINESS	1000 (ONE THOUSAND)	SD/-	SD/- RADHESHYAM FALOD S/O LATE SHRI RIDHKARAN FALOD 333/5, KALBADEVI ROAD, MUMBAI 400 002 CHARTERED ACCOUNTANTS
2. Vimal Jain W/o Ramesh Jain 56, Kedia Niwas, J. B. Nagar, Andheri (East), Mumbai 400 059 BUSINESS	1000 (ONE THOUSAND)	SD/-	
TOTAL	2000		

MUMBAI: DATED: 18TH DAY OF JULY, 1996