

## 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 Section 108, 110 of the Companies Act, 2013 (the "Act") read with Rule 20 & 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules") and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India (including any statutory modification or re-enactment thereof for the time being in force, and other applicable provisions if any,) along with Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**Listing Regulations**"), for the Resolutions appended below which are proposed to be passed by the members through Postal Ballot/Electronic voting (e-voting). The Explanatory Statement pertaining to the Resolutions setting out the material facts and the reasons thereof is annexed hereto along with the Postal Ballot Form for your consideration. Member(s) desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the Notes under the section "Voting through electronic means". In the event the draft resolutions as set out in the notice are assented to by the requisite majority by means of Postal Ballot or E-voting (whichever method the Shareholder opts for), they shall be deemed to have been passed as Special Business at the General Meeting.

The Board of Directors of the Company has appointed Ms. Ashwini Mohit Inamdar (FCS 9409), failing her, Ms. Alifya Sapatwala (ACS 24091), Partner of M/s. Mehta & Mehta, Practicing Company Secretaries as the Scrutinizer for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

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 have 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 National Securities Depositories Limited (NSDL) 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 Friday, February 24, 2023.

**CSO, Corporate & Regd Office:**

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E: support@angelone.in  
www.angelone.in

**Angel One Limited**

**(Formerly Known as Angel Broking Limited)**

CIN: L67120MH1996PLC101709  
SEBI Registration No Stock Broker: INZ000161534,  
CDSL: IN-DP-384-2018, PMS: INP000001546,  
Research Analyst: INH000000164, Investment Advisor: INA000008172,  
AMFI Regn. No. ARN-77404, PFRDA, Regn. No.-19092018.



After completion of the scrutiny, the Scrutinizer will submit the report to the Chairman and Managing Director or the Company Secretary, upon completion of scrutiny of e-voting in a fair and transparent manner and the result of the Postal Ballot through e-voting facility will be announced on or before Tuesday, February 28, 2022 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 approve the payment of commission to Non-executive Directors including Independent Directors:**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and any other provisions or Rules as framed thereunder read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the applicable provisions of Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations, 2015 as amended from time to time, Articles of Association of the Company and pursuant to the recommendation of the Nomination and Remuneration Committee and Board of Directors of the Company, consent of the members be and is hereby accorded to pay remuneration by way of commission or otherwise to the Non-Executive Directors including Independent Directors of the Company not exceeding 1% per annum of the net profits of the Company computed in the manner stipulated in Section 198 of the Companies Act 2013 up to a maximum limit as set out in the explanatory statement annexed to the notice with effect from April 1, 2023, and the same shall be in addition to the fees payable to them for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings.

**RESOLVED FURTHER THAT** Mr. Dinesh Thakkar (DIN: 00004382) or Mr. Ketan Shah (DIN: 01765743), Directors 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 authorized to perform and execute all such acts, deeds, matters and things and to execute all other documents required to be filed in the above connection and to settle all such questions, difficulties or doubts whatsoever which may arise and amend such details and to represent before such authorities as may be required and to take all such steps and decisions in this regard to give full effect to the aforesaid resolutions.

**RESOLVED FURTHER THAT** a certified true copy of the above 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.”



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**Item No. 2 – To approve the appointment of Mr. Kalyan Prasath (DIN: 07677959) as a Non-Executive Independent Director 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 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. Kalyan Prasath (DIN: 07677959) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from January 16, 2023 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 January 16, 2023 to January 15, 2028, not subject to retirement by rotation, upon such remuneration by way of sitting fees/ commission 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 or Ms. Naheed Patel (Membership Number: A22506), (Company Secretary and Compliance Officer of the Company be and are hereby authorised to file Form DIR-12, for the appointment of Mr. Kalyan Prasath (DIN: 07677959) 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.

**RESOLVED FURTHER THAT** a certified true copy of the above 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 – To approve the appointment of Mr. Krishnaswamy Arabadi Sridhar (DIN: 00046719) as a Non-Executive Independent Director 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 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. Krishnaswamy Arabadi Sridhar (DIN: 00046719) who has been appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors with effect from January 16, 2023 in terms of Section 161 of the Companies Act, 2013, and whose appointment as an Independent Director is recommended by the Nomination and Remuneration

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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 January 16, 2023 to January 15, 2028, not subject to retirement by rotation, upon such remuneration by way of sitting fees/ commission 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 or Ms. Naheed Patel (Membership Number: A22506),(Company Secretary and Compliance Officer of the Company be and are hereby authorised to file Form DIR-12, for the appointment of Mr. Krishnaswamy Arabadi Sridhar (DIN: 00046719) 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.

**RESOLVED FURTHER THAT** a certified true copy of the above 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 One Limited  
(Formerly Known as Angel Broking Limited)**

**Sd/-**

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

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**Date:** January 25, 2023  
**Place:** Mumbai



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## **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:**

The Companies Act, 2013 ('the Act') permits payment of remuneration to Non-Executive and Independent Directors not exceeding 1% of the Net Profits of the Company in terms of provision of Schedule V of the Act, subject to approval of the Members by means of an Ordinary Resolution.

The Company's Non-Executive and Independent Directors are leading professionals with high level of expertise and rich experience in functional areas such as business strategy, financial governance, corporate governance, etc. The Company's Non-Executive and Independent Directors have been making invaluable contributions towards the Company's market strategies, monitoring of risk management and compliances. They have always devoted a substantial amount of time to the Business and regulatory affairs of the Company and to serve the interests of all stakeholders in general and minority shareholders in particular.

Accordingly, based on the recommendations made by the Nomination and Remuneration Committee and the Board of Directors of the Company at their Meetings held on January 16 2023, a proposal, in terms of Sections 197, 198 and Schedule V of the Act and based on the Independent and Non-Executive Directors' Commission Policy ('the Policy') of the Company, for the payment of remuneration to Non-Executive and Independent Directors of the Company, by way of Commission or otherwise not exceeding 1% per annum of the net profits of the Company calculated as per the section 198 of the Companies Act, 2013 with effect from April 1, 2023, is being placed for the approval of the Members. The target commission as per the Policy is set at Rs. 10,00,000/- (Rupees Ten Lakhs only) per Independent and Non-Executive Director and the Total Commission for Independent and Non-Executive Director will be 0% -150% of the set target commission to be calculated based on the parameters mentioned in the Policy. Subject to the provisions of Schedule V and other applicable provisions of the Act, the Independent and Non-Executive Directors shall be entitled to compensation in accordance with the prescribed commission model specified in the Company's Non-Executive Directors' Commission Policy in case of loss or inadequate profits. This will be in addition to the fees payable to them for attending the meetings of the Board or Committees thereof and reimbursement of expenses for participation in the Board and other meetings computed in accordance with the provisions of Section 198 of the Act. The remuneration will be distributed amongst the Non-Executive and Independent Directors in accordance with the directions by the Board.

The Company has not defaulted in repayment of any debts or interest payable thereon.

None of the Directors or the Key Managerial Persons of the Company or their respective relatives are concerned or interested, financially or otherwise, in the resolution as set out at the accompanying Notice except to the extent of their shareholding.



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The Board recommends to the members the passing of resolution as set out at Item No.1 of the accompanying Notice for approval by way of Ordinary Resolution.

## Item No. 2:

Based on the recommendation of Nomination and Remuneration Committee, Mr. Kalyan Prasath (DIN: 07677959), was appointed as an Additional Non-Executive Independent Director, by the Board of Directors through resolution passed through circulation dated January 16, 2023 for a period of 5 (five) years with effect from January 16, 2023 to January 15, 2028, subject to approval of the Members of the Company who is not liable to retire by rotation.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Kalyan Prasath 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. Kalyan Prasath to be appointed as Director of the Company.

The Company has received a declaration from Mr. Kalyan Prasath confirming that he meets the criteria of independence under the Companies Act, 2013 and the Listing Regulations. Further, the Company has also received consent to act as a Director from Mr. Kalyan Prasath 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 Nomination and Remuneration Committee and the Board, Mr. Kalyan Prasath fulfils the criteria for independence specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations 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. Kalyan Prasath will be entitled to receive remuneration by way of sitting fees for attending Board Meetings and Committee meetings as approved by the Board of Directors, reimbursement of expenses for participation in the meetings and commission, as determined by the Board of Directors.

Considering, Mr. Kalyan Prasath has over 35 years of experience in Business Technology across Asia Pacific region with an excellent understanding of various Industries covering Financial Services, the Nomination and Remuneration Committee and Board of Directors are of the opinion that it would be in the best interest of the Company considering his vast experience to appoint him as an Independent Director for a period of five years with effect from January 16, 2023 to January 15, 2028.

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

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Except Mr. Kalyan Prasath 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. 2.

The Board recommends to the members the passing of the resolution proposing the appointment of Mr. Kalyan Prasath (DIN: 07677959), as a Non-Executive Independent Director of the Company, as set out in Item No. 2 of the accompanying Notice for approval by way of a Special Resolution.

### **Item No. 3:**

Based on the recommendation of Nomination and Remuneration Committee, Mr. Krishnaswamy Arabadi Sridhar (DIN: 00046719), was appointed as an Additional Non-Executive Independent Director, by the Board of Directors through resolution passed through circulation dated January 16, 2023 for a period of 5 (five) years with effect from January 16, 2023 to January 15, 2028, subject to approval of the Members of the Company who is not liable to retire by rotation.

In terms of section 160 of the Companies Act, 2013, the Nomination and Remuneration Committee and the Board have recommended the appointment of Mr. Sridhar 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 Mr. Sridhar to be appointed as Director of the Company.

The Company has received a declaration from Mr. Sridhar confirming that he meets the criteria of independence under the Companies Act, 2013 and the Listing Regulations. Further, the Company has also received consent to act as a Director from Mr. Sridhar 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 Nomination and Remuneration Committee and the Board Mr. Sridhar fulfils the criteria for independence specified in the Companies Act, 2013 and rules made thereunder and the Listing Regulations 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. Sridhar will be entitled to receive remuneration by way of sitting fees for attending Board Meetings and Committee meetings as approved by the Board of Directors, reimbursement of expenses for participation in the meetings and commission, as determined by the Board of Directors.

Considering, Mr. Sridhar has over 37 years of experience in the areas of Finance, Investment Management, Credit & Debt Market, Equity Markets, Project Finance and Business Strategy, the Nomination and Remuneration Committee and Board of Directors are of the opinion that it would be in the best interest of the Company considering his vast experience to appoint him as an Independent Director for a period of five years with effect from January 16, 2023 to January 15, 2028.



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

Except Mr. Sridhar 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 recommends to the members the passing of resolution proposing the appointment of Mr. Krishnaswamy Arabadi Sridhar (DIN: 00046719), as a Non-Executive Independent Director of the Company, as set out in Item No. 3 of the accompanying Notice by way of a Special Resolution.

Thanking you,

**For Angel One Limited  
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**Sd/-**

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

**Date:** January 25, 2023  
**Place:** Mumbai



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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. Kalyan Prasath	Mr. Krishnaswamy Arabadi Sridhar
<b>Date of Birth</b>	April 27, 1966	July 15, 1960
<b>Category</b>	Independent Director	Independent Director
<b>Nationality</b>	Indian	Indian
<b>Age</b>	56	62
<b>DIN</b>	07677959	00046719
<b>Date of first Appointment on the Board</b>	January 16, 2023	January 16, 2023
<b>Relationship with other Directors, Manager and other Key Managerial Personnel of the company</b>	None	None
<b>Expertise in specific functional area</b>	Mr. Prasath has over 35 years of experience in Business Technology across Asia Pacific region with an excellent understanding of various industries covering Financial Services. He has delivered significant business benefits through technology-based solutions for improving productivity, cost optimisation and scalability.	Mr. Sridhar has over 37 years of experience in the areas of Finance, Investment Management, Credit & Debt Market, Equity Markets, Project Finance and Business Strategy.
<b>Qualifications</b>	Bachelor of Science in Applied Science Diploma in Systems Management & Diploma in Business Administration	Chartered Accountant & Bachelor of Science in Physics
<b>Details of Board Meetings attended by the Director during the year</b>	-	-
<b>Terms and Conditions of Appointment or re-appointment along with remuneration</b>	As stated in explanatory statement (Item No. 2) of this Notice.	As stated in explanatory statement (Item No. 3) of this Notice.
<b>Remuneration last drawn</b>	-	-

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<b>Board Membership of other listed Companies as on January 16, 2023</b>	-	-
<b>Chairmanships/Memberships of the Committees of other public limited companies as on March 31, 2022</b>	-	-
<b>Number of equity shares held in the Company</b>	-	-
<b>Skills and capabilities required for the role and the manner in which the proposed person meets such requirements</b>	B.AS., DSM, DBA with 35+ years experience in Business Technology across APAC, delivered tech-based solutions to improve productivity, scalability & optimize cost. He has a deep business domain knowledge, formulating IT Strategy based on business plan, Mapping Technological Solutions to Business needs, Understand and implement regulatory requirements from Technology perspective, IT Security and information security and Data Leakage Prevention, Building and Retention of talents, and IT governance & Risk management. He has been a member in the committee formed by the Association of Mutual Funds of India to plan and implement a self-Service Portal (MF Utility Platform) to help investors and distributors to seamlessly transact online across all Mutual Funds.	Fellow member of ICAI, B.Sc. (Physics), 'Representative License' issued by Monetary Authority of Singapore. He has 37+ years of experience in Finance, Investment Management; Credit, Debt, Equity; Project Finance.; Business Strategy. He has held board level positions at Financial Institutions, Manufacturing companies & Offshore Fund companies. registered in Singapore, Mauritius and Guernsey. He conceptualized, designed & executed IT systems & process automation for Investment Management. He actively participates in discussions on investment management regulations, development of investment management system and Application software for mutual funds /insurance Industry.

*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. Mr. Kalyan Prasath**

Mr. Kalyan Prasath holds a Bachelor of Science in Applied Science from Madurai Kamaraj University. He has completed Diploma in Systems Management from NIIT Hyderabad. Mr. Prasath has completed his Diploma in Business Administration from ICFAI University.

Mr. Prasath has over 35 years of experience in Business Technology across Asia Pacific region with an excellent understanding of various industries covering Financial Services. He has delivered significant business benefits through technology-based solutions for improving productivity, cost optimization and scalability.

Mr. Prasath has deep business domain knowledge, formulating IT strategy based on business plan, mapping technological solutions to business needs, implementing regulatory requirements from technology perspective, IT security, information security & data leakage prevention, building & retaining talent and IT governance & risk management.

He has been a member in the committee formed by the Association of Mutual Funds of India (AMFI, Representative body of Mutual Funds in India)(2010 – 2013) to plan and implement a self Service Portal (MF Utility Platform) to help investors and distributors to seamlessly transact online across all Mutual Funds.

#### **2. Mr. Krishnaswamy Arabadi Sridhar**

Mr. Sridhar is a fellow member of the Institute of Chartered Accountant of India and holds a Bachelor of Science in Physics from Madras University. He also holds a 'Representative License' issued by Monetary Authority of Singapore (MAS) to conduct fund management & financial advisory services in Singapore.

Mr. Sridhar is well recognised for his result-oriented management style, domain expertise, professionalism and people management skills. He has over 37 years of experience in the areas of Finance, Investment Management, Credit & Debt Market, Equity Markets, Project Finance and Business Strategy. He has held various board level positions as full time Director/ Executive Director of financial institutions and as a Nominee Director of few manufacturing companies as well.

Mr. Sridhar strong belief in robust systems and processes has helped him to conceptualize, design and implement various IT system and process automation of investment management activity. He is still active and is regularly participates in discussions/ consultations on investment management regulations, development of investment management system and application software for Mutual Fund / Insurance industry.

Mr. Sridhar has been on the board of various Indian companies as a Nominee Director of lending institutions and as Non-Executive Director on the Board of offshore Fund Companies registered in Singapore, Mauritius and Guernsey.



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T: (022) 4000 3600  
F: (022) 4000 3609  
E: support@angelone.in  
www.angelone.in

#### **Angel One Limited**

**(Formerly Known as Angel Broking Limited)**

CIN: L67120MH1996PLC101709  
SEBI Registration No Stock Broker: INZ000161534,  
CDSL: IN-DP-384-2018, PMS: INP000001546,  
Research Analyst: INH000000164, Investment Advisor: INA0000008172,  
AMFI Regn. No. ARN-77404, PFRDA, Regn. No.-19092018.

**Notes:**

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act stating all material facts and the reason for the proposal is annexed herewith.
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. The Postal Ballot Notice is being sent to /published/displayed for all the Members, whose names appear in the Register of Members as received from Depositories i.e. National Securities Depository Limited ("NSDL") / Central Depository Services (India) Limited ("CDSL") as on Tuesday, January 24, 2023. This Postal Ballot is being initiated in compliance with the Ministry of Corporate Affairs Circulars (MCA Circulars), the provisions made under the Companies Act, 2013 and the Listing Regulations.
4. The Board of Directors of the Company has appointed Ms. Ashwini Mohit Inamdar (FCS 9409), failing her, Ms. Alifya Sapatwala (ACS 24091), Partner of M/s. Mehta & Mehta, Practicing Company Secretaries as Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner and to receive and scrutinize the votes casted by the members. After completion of the scrutiny, the Scrutinizer will submit the report to the Chairman and Managing Director or the Company Secretary.
5. The Company has engaged the services of National Securities Depositories Limited (NSDL), 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.
6. 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/ NSDL/ CDSL/ Depository Participants), whose names appear in the Register of Members / list of Beneficial Owners as received from NSDL/CDSL as on Tuesday, January 24, 2023.
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 National Securities Depositories Limited (NSDL), [evoting@nsdl.co.in](http://evoting@nsdl.co.in). The notice shall also be uploaded on both the stock exchanges viz. BSE Limited and National Stock Exchange of India Limited.

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11. The date of completion of sending of the Notice and the Explanatory Statement will be announced through advertisement in English language and in Marathi language, having wide circulation in the district where the Registered Office of Company is situated.
12. The Scrutinizer will submit the report to the Chairman and Managing Director or the Company Secretary 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 Tuesday, February 28, 2023. 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.
13. Kindly note that 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 (LIPL). Further, the shareholders would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided.
14. Members whose shareholding is in electronic mode are requested to direct notifications about change of address and updates about bank account details to their respective depository participant(s) (DP). Members whose shareholding is in physical mode are requested to opt for the Electronic Clearing System (ECS) mode to receive dividend on time in line with the Circulars. We urge members to utilize the ECS for receiving dividends.
15. We urge members by choosing to receive the Company's communication through email. Members holding shares in demat mode, who have not registered their email addresses are requested to register their email addresses with their respective depository participants, and members holding shares in physical mode are requested to update their email addresses with the Company's RTA at [rnt.helpdesk@linkintime.co.in](mailto:rnt.helpdesk@linkintime.co.in); [bonds.helpdesk@linkintime.co.in](mailto:bonds.helpdesk@linkintime.co.in). Members may provide their details in the sheet annexed to this Notice.
16. The e-voting period commences on Thursday, January 26, 2023 at 10:00 A.M. IST and ends on Friday, February 24, 2023 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. Tuesday, January 24, 2023, are requested to cast their vote electronically. The e-voting module shall be disabled by National Securities Depositories Limited for voting on Friday, February 24, 2023 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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## THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

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

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

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat accounts maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the "<b>Beneficial Owner</b>" icon under "<b>Login</b>" which is available under '<b>IDeAS</b>' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "<b>Access to e-Voting</b>" under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select "<b>Register Online for IDeAS Portal</b>" 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 authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> </ol>

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	<p>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>



Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. 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 i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
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**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

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

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <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 toll free no. 1800 22 55 33

**B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

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

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

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4. Your User ID details are given below:

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

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

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7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders:**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@mehta-mehta.com](mailto:info@mehta-mehta.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on **"Upload Board Resolution / Authority Letter"** displayed under **"e-Voting"** tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to (Mr. Anubhav Saxena) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)



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

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [corpsecretarial@angelbroking.com](mailto:corpsecretarial@angelbroking.com).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to [corpsecretarial@angelbroking.com](mailto:corpsecretarial@angelbroking.com) If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat accounts in order to access e-Voting facility.



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

<b>Sr. No.</b>	<b>ITEMS</b>	<b>DATE</b>
1	Date of passing the resolution	Monday, January 16, 2023
2	Authorizing Company Secretary for issue of Notice of Postal Ballot	Monday, January 16, 2023
3	Appointment of Scrutinizer	Monday, January 16, 2023
4	Cut- off date for e-voting and Postal Ballot	Tuesday, January 24, 2023
5	Printing and dispatch of Notice	Wednesday, January 25, 2023
6	Sending of Notice of Postal Ballot to the exchanges	Wednesday, January 25, 2023
7	Uploading of notice of Postal Ballot at Company Website	Wednesday, January 25, 2023
8	Advertisement in Newspaper	Thursday, January 26, 2023
9	E-Voting commencement date & time	Thursday, January 26, 2023
10	E-Voting ending date and time	Friday, February 24, 2023
11	Report by Scrutinizer to Company	on or before Tuesday, February 28, 2023
12	Declaration of Result	on or before Tuesday, February 28, 2023
13	Uploading of result of Postal Ballot on the website of Stock Exchange & on Company's Website	on or before Tuesday, February 28, 2023



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