ANGEL ONE LIMITED

Angel One Limited was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Thereafter, the Company was converted from a private limited company to a deemed public company, pursuant to Section 43-A(1) of the Companies Act, 1956, and consequently, the term "private" was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term "private" was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. Further, the name of our Company was subsequently changed to 'Angel One Limited' pursuant to a fresh certificate of incorporation consequent upon change of name issued by the RoC on September 23, 2021. For further details, please see the section entitled "*General Information*" on page 533.

Registered and Corporate Office: 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India.
Contact Person: Naheed Patel, Company Secretary and Compliance Officer
Tel: +91 22 4000 3600; **Fax:** +91 22 4000 3609; **E-mail**: investors@angelbroking.com; **Website**: www.angelone.in; **CIN:** L67120MH1996PLC101709

Issue of up to 5,870,818 equity shares of face value ₹ 10 each of our Company ("**Equity Shares**") at a price of ₹ 2,555.01 per Equity Share, including a premium of ₹ 2,545.01 per Equity Share (the "**Issue Price**"), aggregating up to ₹ 15,000.00 million (the "**Issue**"). For further details, see "*Summary of the Issue*" on page 41.

THIS ISSUE IS BEING UNDERTAKEN IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 AND SECTION 62 OF THE COMPANIES ACT, 2013 READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES") AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT, 2013 AND THE RULES MADE THEREUNDER, EACH AS AMENDED (THE "COMPANIES ACT")

OUR COMPANY HAS PREPARED THIS PLACEMENT DOCUMENT SOLELY FOR PROVIDING INFORMATION IN CONNECTION WITH THE ISSUE. THE ISSUE AND THE DISTRIBUTION OF THIS PLACEMENT DOCUMENT IS BEING MADE TO ELIGIBLE QIBs (AS DEFINED HEREINAFTER) IN RELIANCE UPON SECTION 42 OF THE COMPANIES ACT, READ WITH RULE 14 OF THE PAS RULES AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND CHAPTER VI OF THE SEBI ICDR REGULATIONS. THIS PLACEMENT DOCUMENT IS PERSONAL TO EACH PROSPECTIVE INVESTOR. THE ISSUE DOES NOT CONSTITUTE AN OFFER OR INVITATION OR SOLICITATION OF AN OFFER TO THE PUBLIC OR TO ANY OTHER PROSPECTIVE INVESTOR OR CLASS OR CATEGORY OF INVESTORS WITHIN OR OUTSIDE INDIA OTHER THAN ELIGIBLE QIBs. THIS PLACEMENT DOCUMENT SHALL BE CIRCULATED ONLY TO SUCH ELIGIBLE QIBs WHOSE NAMES ARE RECORDED BY OUR COMPANY PRIOR TO MAKING AN INVITATION TO SUBSCRIBE TO THE EQUITY SHARES.

YOU MAY NOT AND ARE NOT AUTHORISED TO (1) DELIVER THIS PLACEMENT DOCUMENT TO ANY OTHER PERSON; OR (2) REPRODUCE THIS PLACEMENT DOCUMENT IN ANY MANNER WHATSOEVER; OR (3) RELEASE ANY PUBLIC ADVERTISEMENTS OR UTILISE ANY MEDIA, MARKETING OR DISTRIBUTION CHANNELS OR AGENTS TO INFORM THE PUBLIC AT LARGE ABOUT THE ISSUE. ANY DISTRIBUTION OR REPRODUCTION OF THIS PLACEMENT DOCUMENT IN WHOLE OR IN PART IS UNAUTHORISED. FAILURE TO COMPLY WITH THIS INSTRUCTION MAY RESULT IN VIOLATION OF THE COMPANIES ACT, THE SEBI ICDR REGULATIONS OR OTHER APPLICABLE LAWS OF INDIA AND OF OTHER JURISDICTIONS.

INVESTMENTS IN EQUITY SHARES INVOLVE A HIGH DEGREE OF RISK AND PROSPECTIVE INVESTORS SHOULD NOT INVEST IN THE ISSUE UNLESS THEY ARE PREPARED TO TAKE THE RISK OF LOSING ALL OR PART OF THEIR INVESTMENT. PROSPECTIVE INVESTORS ARE ADVISED TO CAREFULLY READ THE SECTION "*RISK FACTORS*" ON PAGE 49 BEFORE MAKING AN INVESTMENT DECISION RELATING TO THE ISSUE, EACH PROSPECTIVE INVESTOR IS ADVISED TO CONSULT ITS OWN ADVISORS ABOUT THE PARTICULAR CONSEQUENCES OF AN INVESTMENT IN THE EQUITY SHARES TO BE ISSUED PURSUANT TO THE PRELIMINARY PLACEMENT DOCUMENT AND THIS PLACEMENT DOCUMENT (AS DEFINED HEREINAFTER). PROSPECTIVE INVESTORS OF THE EQUITY SHARES OFFERED SHALL CONDUCT THEIR OWN DUE DILIGENCE ON THE EQUITY SHARES AND OUR COMPANY. IF YOU DO NOT UNDERSTAND THE CONTENTS OF THE PRELIMINARY PLACEMENT DOCUMENT AND/OR THIS PLACEMENT DOCUMENT, YOU SHOULD CONSULT AN AUTHORISED FINANCIAL ADVISOR AND/OR LEGAL ADVISOR.

The Equity Shares are listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**", and together with BSE, the "**Stock Exchanges**"). The closing price of the outstanding Equity Shares on BSE and NSE as on April 1, 2024 was ₹ 3,026.00 and ₹ 3,025.50 per Equity Share, respectively. Our Company has received in-principle approvals pursuant to Regulation 28(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**SEBI Listing Regulations**"), for listing of the Equity Shares to be issued pursuant to the Issue have been received from each of BSE and NSE on March 26, 2024. Our Company shall make applications to the Stock Exchanges for obtaining the final listing and trading approvals for the Equity Shares to be issued pursuant to this Issue. The Stock Exchanges assume no responsibility for the correctness of any statements made, opinions expressed or reports contained herein. Admission of the Equity Shares to be issued pursuant to this Issue for trading on the Stock Exchanges should not be taken as an indication of the merits of our Company or of the Equity Shares.

A copy of the Preliminary Placement Document and this Placement Document (which includes disclosures prescribed under Form PAS-4 (as defined hereinafter)) has been delivered to the Stock Exchanges. Our Company shall also make requisite filings with the RoC (as defined hereinafter), within the stipulated timeframe prescribed under the Companies Act and the PAS Rules (as defined hereinafter), as amended. This Placement Document has not been reviewed by the Securities and Exchange Board of India ("**SEBI**"), the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs (as defined hereinafter). This Placement Document has not been and will not be filed as a prospectus with the RoC, will not be circulated or distributed to the public in India or any other jurisdiction, and the Issue will not constitute a public offer in India or any other jurisdiction.

Invitations, offers and sales of Equity Shares to be issued pursuant to the Issue have only be made pursuant to the Preliminary Placement Document together with the Application Form, this Placement Document and the Confirmation of Allocation Note (each as defined hereinafter). For further details, see "*Issue Procedure*" on page 244. The distribution of this Placement Document or the disclosure of its contents, without our Company's prior consent, to any person, other than Eligible QIBs and persons retained by Eligible QIBs to advise them with respect to their purchase of Equity Shares, is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and to make no copies of this Placement Document or any documents referred to in this Placement Document.

The Equity Shares have not been and will not be registered under the U.S. Securities Act of 1933, as amended (the "**U.S. Securities Act**"), and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States, in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares are transferable only in accordance with the restrictions described under the sections "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 260 and 267, respectively.

The information on our Company's website or any website directly or indirectly linked to our Company's website or the website of the BRLMs (as defined hereinafter) or any of its affiliates does not constitute nor form a part of this Placement Document and prospective investors should not rely on such information contained in, or available through, any such websites for their investment in this Issue.

This Placement Document is dated April 2, 2024.

BOOK RUNNING LEAD MANAGERS	
ICICI SECURITIES LIMITED	**MOTILAL OSWAL INVESTMENT ADVISORS LIMITED**

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NOTICE TO INVESTORS

Our Company has furnished and accepts full responsibility for all the information contained in this Placement Document and confirms that to the best of its knowledge and belief, having made all reasonable enquiries, this Placement Document contains all the information with respect to us and the Equity Shares which is material in the context of the Issue. The statements contained in this Placement Document relating to us and the Equity Shares are, in all material respects, true, accurate and not misleading, and the opinions and intentions expressed in this Placement Document with regard to us and the Equity Shares are honestly held, have been reached after considering all relevant circumstances and are based on reasonable assumptions and information presently available to us. There are no other facts in relation to us and the Equity Shares, the omission of which would, in the context of the Issue, make any statement in this Placement Document misleading in any material respect. Further, all reasonable enquiries have been made by us to ascertain such facts and to verify the accuracy of all such information and statements. Unless otherwise stated, all information in this Placement Document is provided as of the date of this Placement Document and neither our Company nor the Book Running Lead Managers have any obligation to update such information to a later date and thus it should not be relied upon with respect to such subsequent events without first confirming the accuracy or completeness with the Company. The information contained in this Placement Document has been provided by our Company and from other sources identified herein.

The BRLMs have not separately verified all of the information contained in the Preliminary Placement Document and this Placement Document (financial, legal or otherwise). Accordingly, neither the BRLMs nor any of their respective shareholders, employees, counsels, officers, directors, representatives, agents or affiliates make any express or implied representation, warranty or undertaking, and no responsibility or liability is accepted by the BRLMs and/or by any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or any other affiliates as to the accuracy or completeness of the information contained in the Preliminary Placement Document and this Placement Document or any other information (financial, legal or otherwise) supplied in connection with us, the Issue and the Equity Shares or distribution of this Placement Document. Each person receiving this Placement Document acknowledges that such person has not relied either on the BRLMs or on any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, associates or any other affiliates in connection with such person's investigation of the accuracy of such information or such person's investment decision, and each such person must rely on its own examination of our Company, our Subsidiaries and the merits and risks involved in investing in the Equity Shares issued pursuant to the Issue.

No person is authorised to give any information or to make any representation not contained in this Placement Document and any information or representation not so contained must not be relied upon as having been authorised by or on behalf of our Company or by or on behalf of the BRLMs. The delivery of this Placement Document at any time does not imply that the information contained in it is correct as of any time subsequent to its date.

The Equity Shares offered in the Issue have not been approved, disapproved or recommended by any regulatory authority in any jurisdiction, including SEBI, the United States Securities and Exchange Commission ("**SEC**"), any other federal or state authorities in the United States or the securities authorities of any non-United States jurisdiction or any other United States or non-United States regulatory authority. No authority has passed on or endorsed the merits of the Issue or the accuracy or adequacy of this Placement Document. Any representation to the contrary is a criminal offence in the United States and may be a criminal offence in other jurisdictions.

The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. The Equity Shares are transferable only in accordance with the restrictions described under the sections "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 260 and 267, respectively.

The distribution of this Placement Document or the disclosure of its contents without the prior consent of our Company to any person, other than Eligible QIBs specified by the BRLMs or their representatives, and those retained by Eligible QIBs to advise them with respect to their purchase of the Equity Shares is unauthorised and prohibited. Each prospective investor, by accepting delivery of this Placement Document, agrees to observe the foregoing restrictions and not further distribute or make any copies of this Placement Document or any documents referred to in this Placement Document. Any reproduction or distribution of this Placement Document, in whole or in part, and any disclosure of its contents to any other person is prohibited.

The distribution of this Placement Document and the issue of Equity Shares may be restricted in certain countries or jurisdictions by applicable laws. As such, this Placement Document does not constitute, and may not be used for or in connection with, an offer or solicitation by anyone in any country or jurisdiction in which such offer or solicitation is not authorised or to any person to whom it is unlawful to make such offer or solicitation. In particular, except for India, no action has been taken by our Company and the BRLMs that would permit an offering of the Equity Shares or distribution of this Placement Document in any country or jurisdiction, where action for that purpose is required. Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document nor this Placement Document nor any offering material in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction, except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or any state securities laws in the United States, and unless so registered may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, such Equity Shares are being offered and sold outside the United States in offshore transactions in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdiction where those offers and sales occur. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "*Selling Restrictions*" on page 260. Further, see "*Purchaser Representations and Transfer Restrictions*" on page 267 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

In making an investment decision, the prospective investors must rely on their own examination of our Company and our Subsidiaries and the terms of the Issue, including the merits and risks involved. Prospective investors should not construe the contents of this Placement Document as legal, business, tax, accounting or investment advice. Prospective investors should consult their own counsel and advisors as to business, investment, legal, tax, accounting and related matters concerning the Issue. In addition, our Company or the BRLMs are not making any representation to any investor, purchaser, offeree or subscriber of the Equity Shares in relation to the Issue regarding the legality or suitability of an investment in the Equity Shares by such investor, purchaser, offeree or subscriber under applicable legal, investment or similar laws or regulations. The prospective investors of the Equity Shares should conduct their own due diligence on the Equity Shares and our Company.

Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue is deemed to have acknowledged, represented and agreed that it is an Eligible QIB and is eligible to invest in India and in our Company under applicable law, including Chapter VI of the SEBI ICDR Regulations, Sections 42 and 62 of the Companies Act, Rule 14 of the PAS Rules and other provisions of the Companies Act, and that it is not prohibited by SEBI or any other regulatory, statutory or judicial authority, in India or any other jurisdiction, from buying, selling or dealing in securities including the Equity Shares. Each investor, purchaser, offeree or subscriber of the Equity Shares in the Issue also acknowledges that it has been afforded an opportunity to request from our Company and review information relating to our Company and the Equity Shares.

This Placement Document contains summaries of certain terms of certain documents, which summaries are qualified in their entirety by the terms and conditions of such documents.

This Placement Document does not purport to contain all the information that any Eligible QIB may require. Further, this Placement Document has been prepared for information purposes to the Issue only and upon the express understanding that it will be used for the purposes set forth herein.

Neither the delivery of this Placement Document nor any issue of Equity Shares made hereunder shall, under any circumstances, constitute a representation or create any implication that there has been no change in the affairs of the Company since the date hereof.

The information on our Company's website, www.angelone.in, or any website directly or indirectly linked to the website of our Company or on the website of the BRLMs or any of their affiliates, does not constitute nor form part of this Placement Document. Prospective investors should not rely on any such information contained in, or available through, any such websites.

Our Company agrees to comply with any undertakings given by it from time to time in connection with the Equity Shares to the Stock Exchanges and without prejudice to the generality of foregoing, shall furnish to the Stock Exchanges all such information as the rules of the Stock Exchanges may require in connection with the listing of the Equity Shares on the Stock Exchanges.

REPRESENTATIONS BY INVESTORS

All references to "you" or "your" in this section are to the Bidders in this Issue. By bidding for and/or subscribing to any of the Equity Shares in this Issue, you are deemed to have represented, warranted, acknowledged and agreements set forth in the sections "*Notice to Investors*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 3, 260 and 267, respectively, and to have represented, warranted and acknowledged to and agreed to us and the BRLMs as follows:

- You are a "**Qualified Institutional Buyer**" as defined in Regulation 2(1)(ss) of the SEBI ICDR Regulations and not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, having a valid and existing registration under applicable laws and regulations of India, and undertake to (i) acquire, hold, manage or dispose of any Equity Shares that are Allotted (hereinafter defined) to you in accordance with Chapter VI of the SEBI ICDR Regulations, the Companies Act, 2013 and all other applicable laws; and (ii) comply with all requirements under applicable law in this relation, including reporting obligations, requirements/ making necessary filings, if any, in connection with the Issue or otherwise accessing capital markets;

- You are eligible to invest in India under applicable law, including the FEMA Rules (as defined hereinafter) and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, statutory authority or otherwise, from buying, selling, or dealing in securities or otherwise accessing capital markets in India;

- If you are not a resident of India, but a QIB, you are an Eligible FPI (and are not an individual, corporate body or a family office), having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and are eligible to invest in India under applicable law, including the SEBI FPI Regulations, FEMA Rules, and any notifications, circulars or clarifications issued thereunder, and have not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets. You confirm that you are not an FVCI;

- You will provide the information as required under the Companies Act, the PAS Rules and applicable SEBI ICDR Regulations and rules for record keeping by our Company, including your name, complete address, phone number, e-mail address, permanent account number (if applicable) and bank account details and such other details as may be prescribed or otherwise required even after the closure of the Issue;

- You are eligible to invest and hold the Equity Shares of our Company in accordance with press note no. 3 (2020 Series), dated April 17, 2020, issued by the Department for Promotion of Industry and Internal Trade, Government of India, wherein if the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, foreign direct investments can only be made through the Government approval route, as prescribed in the FEMA Rules. You confirm that no government approval is required under the FEMA Rules, as mandated under the Companies (Share Capital and Debentures) Rules, 2014 and the Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended;

- If you are Allotted Equity Shares pursuant to the Issue, you shall not, for a period of one year from the date of Allotment, sell the Equity Shares so acquired except on the floor of the Stock Exchanges. For further details, please see the sections entitled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" beginning on pages 260 and 267, respectively;

- You are aware that the Preliminary Placement Document and this Placement Document will not be filed as a prospectus with the RoC under the Companies Act, the SEBI ICDR Regulations or under any other law in force in India and, no Equity Shares will be offered in India or overseas to the public or any members of the public in India or any other class of investors, other than Eligible QIBs. The Preliminary Placement Document and this Placement Document (which includes disclosures prescribed under Form PAS-4) has not been reviewed, verified or affirmed by the SEBI, the Stock Exchanges, the RoC or any other regulatory or listing authority and is intended only for use by Eligible QIBs;

- The Preliminary Placement Document and this Placement Document have been filed with the Stock Exchanges for record purposes and will be displayed on the websites of our Company and the Stock Exchanges;

- You are permitted, are entitled to and have the necessary capacity to subscribe for and acquire the Equity Shares under the laws of all relevant jurisdictions that apply to you and that you have fully observed such laws and you have necessary capacity, have obtained all necessary consents, governmental or otherwise and authorisations and complied and shall comply with all necessary formalities, to enable you to participate in the Issue and to perform your obligations in relation thereto (including, without limitation, in the case of any person on whose behalf you are acting, all necessary consents and authorisations to agree to the terms set out or referred to in the Preliminary Placement Document and this Placement Document), and will honour such obligations;

- You are aware that, our Company, the BRLMs or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates are not making any recommendations to you or advising you regarding the suitability of any transactions it may enter into in connection with the Issue and your participation in the Issue is on the basis that you are not, and will not, up to the Allotment, be a client of the BRLMs. The BRLMs or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any duties or responsibilities to you for providing the protection afforded to their clients or customers or for providing advice in relation to the Issue and are not, in any way, acting in any fiduciary capacity in relation to you;

- You confirm that, either: (i) you have not participated in or attended any investor meetings or presentations by our Company or its agents (the "**Company Presentations**") with regard to our Company or the Issue; or (ii) if you have participated in or attended any Company Presentations: (a) you understand and acknowledge that the BRLMs may not have knowledge of the statements that our Company or its agents may have made at such Company Presentations and is therefore unable to determine whether the information provided to you at such Company Presentations may have included any material misstatements or omissions, and, accordingly you acknowledge that the BRLMs have advised you not to place undue reliance in any way on any information that was provided to you at such Company Presentations, and (b) confirm that you have not been provided any material or price sensitive information relating to our Company and the Issue that was not publicly available;

- Your decision to subscribe to the Equity Shares to be issued pursuant to the Issue has not been made on the basis of any information, which is not set forth in the Preliminary Placement Document and this Placement Document;

- You are subscribing to the Equity Shares to be issued pursuant to the Issue in accordance with applicable laws and by participating in this Issue, you are not in violation of any applicable law, including but not limited to the SEBI Insider Trading Regulations, the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003, as amended, and the Companies Act;

- You understand that the Equity Shares issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association of our Company and will be credited as fully paid and will rank *pari passu* in all respects with the existing Equity Shares including the right to receive dividend and other distributions declared.

- All statements other than statements of historical fact included in this Placement Document, including, without limitation, those regarding us or our financial position, business strategy, plans and objectives of management for future operations (including development plans and objectives relating to our business), are forward-looking statements. You are aware that, such forward-looking statements involve known and unknown risks, uncertainties and other important factors that could cause actual results to be materially different from future results, performance or achievements expressed or implied by such forward-looking statements. Such forward-looking statements are based on numerous assumptions regarding our present and future business strategies and environment in which we will operate in the future. You should not place undue reliance on forward-looking statements, which speak only as at the date of this Placement Document. None of our Company, the BRLMs or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates assume any responsibility to update any of the forward-looking statements contained in this Placement Document;

- You are aware and understand that the Equity Shares are being offered only to Eligible QIBs on a private placement basis and are not being offered to the general public, or any other category other than Eligible

QIBs, and the Allotment of the same shall be at the sole discretion of our Company, in consultation with the BRLMs;

- You are aware that in terms of the requirements of the Companies Act, upon Allocation, our Company will be required to disclose names and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document, as applicable. However, disclosure of such details in relation to the proposed Allottees in this Placement Document does not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLMs;

- You are aware that the pre-Issue and post-Issue shareholding pattern of our Company, as required by the SEBI Listing Regulations, will be filed by our Company with the Stock Exchanges;

- You are aware that if you together with any other Eligible QIBs belonging to the same group or under common control, are Allotted more than 5% of the Equity Shares in the Issue, our Company shall be required to disclose your name and the number of the Equity Shares Allotted to you to the Stock Exchanges and the Stock Exchanges will make the same available on their website and you consent to such disclosures;

- You have been provided serially numbered copies of the Preliminary Placement Document and this Placement Document and have read it in its entirety, including in particular, "*Risk Factors*" on page 49;

- In making your investment decision, you have (i) relied on your own examination of us, the Equity Shares and the terms of the Issue, including the merits and risks involved, (ii) made and will continue to make your own assessment of us, the Equity Shares and the terms of the Issue, based solely on and in reliance of the information contained in this Placement Document and no other disclosure or representation by our Company or any other party, (iii) consulted your own independent counsel and advisors or otherwise have satisfied yourself concerning, without limitation, the effects of local laws (including tax laws), (iv) received all information that you believe is necessary or appropriate in order to make an investment decision in respect of us and the Equity Shares, and (v) relied upon your own investigation and resources in deciding to invest in the Issue;

- Neither the Company nor the BRLMs nor any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates have provided you with any tax advice or otherwise made any representations regarding the tax consequences of purchase, ownership and disposal of the Equity Shares (including but not limited to the Issue and the use of the proceeds from the Equity Shares);

- You will obtain your own independent tax advice from a service provider and will not rely on the BRLMs or any of its respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates when evaluating the tax consequences in relation to the Equity Shares (including in relation to limited to the Issue and the use of the proceeds from the Equity Shares). You waive, and agree not to assert any claim against us or the BRLMs or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates with respect to the tax aspects of the Equity Shares or as a result of any tax audits by tax authorities, wherever situated;

- You are a sophisticated investor and have such knowledge and experience in financial, business and investment matters as to be capable of evaluating the merits and risks of an investment in the Equity Shares. You are experienced in investing in private placement transactions of securities of companies in a similar nature of business, similar stage of development and in similar jurisdictions. You and any managed accounts for which you are subscribing for the Equity Shares (i) are each able to bear the economic risk of the investment in the Equity Shares, (ii) will not look to our Company and/or the BRLMs or any of their respective shareholders, directors, officers, employees, counsels, advisors, representatives, agents or affiliates for all or part of any such loss or losses that may be suffered in connection with the Issue, including losses arising out of non-performance by our Company of any of its respective obligations or any breach of any representations and warranties by our Company, whether to you or otherwise, (iii) are able to sustain a complete loss on the investment in the Equity Shares, (iv) have no need for liquidity with respect to the investment in the Equity Shares, (v) have no reason to anticipate any change in your or their circumstances, financial or otherwise, which may cause or require any sale or distribution by you or them of all or any part of the Equity Shares; and (vi) are seeking to subscribe to the Equity Shares in the Issue for your own investment and not with a view to resell or distribute. You are aware that investment in Equity Shares involves a high degree of risk and that the Equity Shares are, therefore, a speculative investment;

- If you are acquiring the Equity Shares to be issued pursuant to this Issue for one or more managed accounts, you represent and warrant that you are authorised in writing, by each such managed account to acquire such Equity Shares for each managed account and hereby make the representations, warranties, acknowledgements, undertakings and agreements herein for and on behalf of each such account, reading the reference to "you" to include such accounts;

- You are not a 'promoter' of our Company as defined under the Companies Act and the SEBI ICDR Regulations, and are not a person related to our Promoters, either directly or indirectly and your Bid (hereinafter defined) does not directly or indirectly represent our Promoters or members of our Promoter Group (as defined under the SEBI ICDR Regulations) or persons or entities related thereto;

- You have no rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board of Directors of our Company, other than the rights, if any, acquired in the capacity of a lender not holding any Equity Shares, the acquisition of which shall not deem you to be a Promoters or a person related to the Promoters;

- You agree that in terms of Section 42 of the Companies Act and Rule 14 of the PAS Rules, we shall file the list of Eligible QIBs (to whom the Preliminary Placement Document has been circulated) along with other particulars including your name, complete address, phone number, e-mail address, permanent account number and bank account details, including such other details as may be prescribed or otherwise required even after the closure of the Issue with the RoC and SEBI within 30 days of circulation of the Preliminary Placement Document and other filings required under the Companies Act, 2013;

- You will have no right to withdraw your Bid or revise your Bid downwards after the Bid/ Issue Closing Date (as defined hereinafter);

- You are eligible to Bid for and hold the Equity Shares so Allotted, together with any Equity Shares held by you prior to the Issue. You further confirm that your aggregate holding after the Allotment of the Equity Shares shall not exceed the level permissible as per any applicable law;

- The Bid made by you would not ultimately result in triggering an open offer under the SEBI Takeover Regulations as defined herein) and you shall be solely responsible for compliance with all other applicable provisions of the SEBI Takeover Regulations;

- Your aggregate equity shareholding in our Company, together with other Eligible QIBs that belong to the same group or are under common control as you, pursuant to the Allotment under the Issue shall not exceed 50% of the Issue Size. For the purposes of this representation:

  (a) Eligible QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and independent directors, amongst an Eligible QIB, its subsidiary or holding company and any other Eligible QIBs; and

  (b) 'Control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the SEBI Takeover Regulations;

- You shall not undertake any trade in the Equity Shares credited to your beneficiary account until such time that the final listing and trading approvals for such Equity Shares to be issued pursuant to this Issue, are issued by the Stock Exchanges;

- You are aware that (i) applications for in-principle approval, in terms of Regulation 28(1)(a) of the SEBI Listing Regulations, for listing and admission of the Equity Shares to be issued pursuant to the Issue and for trading on the Stock Exchanges, were made and an in-principle approval has been received by our Company from each of the Stock Exchanges, and (ii) the application for the final listing and trading approval will be made only after Allotment. There can be no assurance that the final listing and trading approvals for listing of the Equity Shares, to be issued pursuant to this Issue, will be obtained in time or at all. Neither our Company nor the BRLMs nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates shall be responsible for any delay or non-receipt of such final listing and trading approvals or any loss arising from such delay or non-receipt;

- You are aware and understand that the BRLMs have entered into a Placement Agreement with our Company whereby the BRLMs have, subject to the satisfaction of certain conditions set out therein, severally and not jointly, undertaken to use its reasonable efforts to procure subscription for the Equity Shares on the terms and conditions set forth therein;

- You understand that the contents of the Preliminary Placement Document and this Placement Document are exclusively the responsibility of our Company, and that neither the BRLMs nor any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates nor any person acting on its or their behalf or any of the counsels or advisors to the Issue has or shall have any liability for any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or any information previously published by or on behalf of our Company and will not be liable for your decision to participate in the Issue based on any information, representation or statement contained in the Preliminary Placement Document and this Placement Document or otherwise. By accepting a participation in the Issue, you agree to the same and confirm that the only information you are entitled to rely on, and on which you have relied in committing yourself to acquire the Equity Shares is contained in the Preliminary Placement Document, such information being all that you deem necessary to make an investment decision in respect of the Equity Shares, you have neither received nor relied on any other information, representation, warranty or statement made by or on behalf of the BRLMs or our Company or any other person, and the BRLMs or our Company or any of their respective affiliates, including any view, statement, opinion or representation expressed in any research published or distributed by them, the BRLMs and their respective affiliates will not be liable for your decision to accept an invitation to participate in the Issue based on any other information, representation, warranty, statement or opinion;

- You understand that the BRLMs or any of their respective shareholders, directors, officers, employees, counsels, representatives, agents or affiliates do not have any obligation to purchase or acquire all or any part of the Equity Shares purchased by you in the Issue or to support any losses directly or indirectly sustained or incurred by you for any reason whatsoever in connection with the Issue, including the non-performance by our Company or any of its obligations or any breach of any representations or warranties by us, whether to you or otherwise;

- You are able to purchase the Equity Shares in accordance with the restrictions described in "*Selling Restrictions*" on page 260 and you have made, or are deemed to have made, as applicable, the representations, warranties, acknowledgements, undertakings and agreements in "*Selling Restrictions*" and *"Purchaser Representations and Transfer Restrictions"* on pages 260 and 267, respectively;

- You agree that any dispute arising in connection with the Issue will be governed by and construed in accordance with the laws of Republic of India, and the courts in Mumbai, India shall have exclusive jurisdiction to settle any disputes which may arise out of or in connection with the Preliminary Placement Document and this Placement Document;

- Each of the representations, warranties, acknowledgements and agreements set out above shall continue to be true and accurate at all times up to and including the Allotment, listing and trading of the Equity Shares in the Issue;

- You agree to indemnify and hold our Company, the BRLMs and their respective directors, officers, employees, affiliates, associates, controlling persons and representatives harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of the foregoing representations, warranties, acknowledgements and undertakings made by you in the Preliminary Placement Document and this Placement Document. You agree that the indemnity set out in this paragraph shall survive the resale of the Equity Shares by, or on behalf of, the managed accounts;

- You acknowledge that the Preliminary Placement Document does not, and this Placement Document shall not confer upon or provide you with any right of renunciation of the Equity Shares offered through the Issue in favour of any person;

- You will make the payment for subscription to the Equity Shares pursuant to this Issue from your own bank account. In case of joint holders, the monies shall be paid from the bank account of the person whose name appears first in the application;

- You are aware that in terms of the SEBI FPI Regulations and the FEMA Rules, the total holding by each FPI including its investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than fifty percent or common control) shall be below 10% of the total paid-up equity share capital of our Company on a fully diluted basis and the total holdings of all FPIs put together shall not exceed the sectoral cap applicable to our Company. In terms of the FEMA Rules, for calculating the total holding of FPIs in a company, holding of all registered FPIs shall be included. Hence, Eligible FPIs may invest in such number of Equity Shares in this Issue such that (i) the individual investment of the FPI in our Company does not exceed 10% of the post-Issue paid-up Equity Share capital of our Company on a fully diluted basis and (ii) the aggregate investment by FPIs in our Company does not exceed the sectoral cap applicable to our Company. In case the holding of an FPI together with its investor group increases to 10% or more of the total paid-up Equity Share capital, on a fully diluted basis, such FPI together with its investor group shall divest the excess holding within a period of five trading days from the date of settlement of the trades resulting in the breach. If however, such excess holding has not been divested within the specified period of five trading days, the entire shareholding of such FPI together with its investor group will be re-classified as FDI, subject to the conditions as specified by SEBI and the RBI in this regard and compliance by our Company and the investor with applicable reporting requirements and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations;

- You confirm that neither is your investment as an entity of a country which shares land border with India nor is the beneficial owner of your investment situated in or a citizen of such country (in each which case, investment can only be through the Government approval route), and that your investment is in accordance with consolidated FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and Rule 6 of the FEMA Rules;

- You are aware and understand that you are allowed to place a Bid for Equity Shares. Please note that submitting a Bid for Equity Shares should not be taken to be indicative of the number of Equity Shares that will be Allotted to a successful Bidder. Allotment of Equity Shares will be undertaken by our Company, in its absolute discretion, in consultation with the BRLMs;

- You represent that you are not an affiliate of our Company or the BRLMs or a person acting on behalf of such affiliate;

- Our Company, the BRLMs, their respective affiliates, directors, officers, counsels, employees, shareholders, representatives, agents, controlling persons and others will rely on the truth and accuracy of the foregoing representations, warranties, acknowledgements and undertakings, and are irrevocable. It is agreed that if any of such representations, warranties, acknowledgements and undertakings are no longer accurate, you will promptly notify our Company and the BRLMs; and

- You will make all necessary filings with appropriate regulatory authorities, including the RBI, as required pursuant to applicable laws.

OFFSHORE DERIVATIVE INSTRUMENTS

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an Eligible FPI including affiliates of the BRLMs, which is registered as a Category I FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying, and all such offshore derivative instruments are referred to herein as "**P-Notes**"), and persons who are eligible for registration as Category I FPIs can subscribe to or deal in such P-Notes provided that in the case of an entity that has an investment manager who is from the Financial Action Task Force member country, such investment manager shall not be required to be registered as a Category I FPI. The above-mentioned category I FPIs may receive compensation from the purchasers of such instruments. In terms of Regulation 21 of SEBI FPI Regulations, P-Notes may be issued only by such persons who are registered as Category I FPIs and they may be issued only to persons eligible for registration as Category I FPIs, subject to exceptions provided in the SEBI FPI Regulations and compliance with 'know your client' requirements, as specified by SEBI and subject to compliance with such other conditions as may be specified by SEBI from time to time. An Eligible FPI shall also ensure that no transfer of any instrument referred to above is made to any person unless such FPIs are registered as Category I FPIs and such instrument is being transferred only to person eligible for registration as Category I FPIs subject to requisite consents being obtained in terms of Regulation 21 of SEBI FPI Regulations. P-Notes have not been and are not being offered or sold pursuant to the Preliminary Placement Document and this Placement Document. This Placement Document does not contain any information concerning P-Notes or the issuer(s) of any P-Notes, including without limitation, any information regarding any risk factors relating thereto.

Subject to certain relaxations provided under Regulation 22(4) of the SEBI FPI Regulations, investment by a single FPI including its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than 50% or common control,) is not permitted to be 10% or above of our post-Issue Equity Share capital on a fully diluted basis ("**Investment Restrictions**"). The SEBI has, *vide* a circular dated November 5, 2019, issued the operational guidelines for FPIs, designated depository participants and eligible foreign investors (the "**FPI Operational Guidelines**"), to facilitate implementation of the SEBI FPI Regulations. In terms of such FPI Operational Guidelines, the Investment Restrictions shall also apply to subscribers of P-Notes and two or more subscribers of P-Notes having common ownership, directly or indirectly, of more than 50% or common control shall be considered together as a single subscriber of the P-Notes. Further, in the event a prospective investor has investments as an FPI and as a subscriber of P-Notes, the Investment Restrictions shall apply on the aggregate of the FPI investments and P-Notes positions held in the underlying company.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020, read with the FDI Policy, issued by the Department for Promotion of Industry and Internal Trade, Government of India and the related amendments to the FEMA Rules, investments where the entity is of a country which shares land border with India or where the beneficial owner of the Equity Shares is situated in or is a citizen of a country which shares land border with India, can only be made through the Government approval route, as prescribed in the Consolidated FDI Policy and FEMA Rules. These investment restrictions shall also apply to subscribers of P-Notes.

Affiliates of the BRLMs which are Eligible FPIs may purchase, to the extent permissible under law, the Equity Shares in the Issue, and may issue P-Notes in respect thereof. Any P-Notes that may be issued are not securities of our Company and do not constitute any obligation of, claims on or interests in our Company. Our Company has not participated in any offer of any P-Notes, or in the establishment of the terms of any P-Notes, or in the preparation of any disclosure related to any P-Notes. Any P-Notes that may be offered are issued by, and are the sole obligations of, third parties that are unrelated to our Company. Our Company and the BRLMs do not make any recommendation as to any investment in P-Notes and do not accept any responsibility whatsoever in connection with any P-Notes. Any P-Notes that may be issued are not securities of the BRLMs and does not constitute any obligations of or claims on the BRLMs.

Bidders interested in purchasing any P-Notes have the responsibility to obtain adequate disclosures as to the issuer(s) of such P-Notes and the terms and conditions of any such P-Notes from the issuer(s) of such P-Notes. Neither SEBI nor any other regulatory authority has reviewed or approved any P-Notes or any disclosure related thereto. Prospective investors are urged to consult their own financial, legal, accounting and tax advisors regarding any contemplated investment in P-Notes, including whether P-Notes are issued in compliance with applicable laws and regulations. Please see the sections entitled "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" beginning on page 260 and 267, respectively.

DISCLAIMER CLAUSE OF THE STOCK EXCHANGES

As required, a copy of the Preliminary Placement Document and this Placement Document have been submitted to each of the Stock Exchanges. The Stock Exchanges do not in any manner:

1. warrant, certify or endorse the correctness or completeness of the contents of the Preliminary Placement Document and this Placement Document;

2. warrant that the Equity Shares to be issued pursuant to this Issue, will be listed or will continue to be listed on the Stock Exchanges; or

3. take any responsibility for the financial or other soundness of our Company, our Promoters, our management or any scheme or project of our Company;

It should not, for any reason be deemed or construed to mean that the Preliminary Placement Document and this Placement Document have been cleared or approved by the Stock Exchanges. Every person who desires to apply for or otherwise acquires any Equity Shares may do so pursuant to an independent inquiry, investigation and analysis and shall not have any claim against the Stock Exchanges whatsoever, by reason of any loss which may be suffered by such person consequent to or in connection with, such subscription/acquisition, whether by reason of anything stated or omitted to be stated herein, or for any other reason whatsoever.

PRESENTATION OF FINANCIAL AND OTHER INFORMATION

Certain conventions

In this Placement Document, unless otherwise specified or the context otherwise indicates or implies, references to 'you', 'bidder', ''your', 'offeree', 'purchaser', 'subscriber', 'recipient', 'investors', 'prospective investors' and 'potential investor' are to the Eligible QIBs who are the prospective investors in the Equity Shares issued pursuant to the Issue, references to "our Company", "the Company" or the "Issuer" are to Angel One Limited on a standalone basis and references to 'we', 'us', 'our' or the 'Group' are to Angel One Limited together with our Subsidiaries, on a consolidated basis.

Currency and units of presentation

In this Placement Document, (i) references to '₹', 'INR', 'Rs.', 'Indian Rupees' and 'Rupees' are to official currency of Republic of India; and (ii) references to 'US$', 'USD' and 'U.S. dollars' are to the official currency of the United States of America. All references herein to the 'US' or 'U.S.' or the 'United States' are to the United States of America and its territories and possessions. All references herein to "India" are to the Republic of India and its territories and possessions and all references herein to the 'Government' or 'GoI' or the 'Central Government' or the 'State Government' are to the Government of India, central or state, as applicable.

References to the singular also refer to the plural and one gender also refers to any other gender, wherever applicable.

Figures in this Placement Document have been presented in million or in whole numbers where the numbers have been too small to present in million unless stated otherwise. Further, certain figures in the "*Industry Overview*" section of this Placement Document have been presented in lakhs and crores.

In this Placement Document, references to "crore(s)" represents "1,00,00,000", "million" represents "0.1 crore" or "1,000,000", "lakh(s)" represents "1,00,000" or "0.1 million" and "billion" represents "1,000,000,000" or "1,000 million" or "100 crore".

Unless otherwise specified, all financial numbers in parentheses represent negative figures.

Page numbers

Unless otherwise stated, all references to page numbers in this Placement Document are to page numbers of this Placement Document.

Financial data and other information

The financial year of our Company commences on April 1 of each calendar year and ends on March 31 of the following calendar year, and, unless otherwise specified or if the context requires otherwise, all references to the terms "Fiscal", "Fiscals" or "Fiscal year", "FY", refer to the 12-month period ending March 31 of that particular year.

Our Company reports its financial statements in Indian Rupees.

In this Placement Document, we have included:

(i) audited consolidated financial statements of our Company and its subsidiaries as at and for each of the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021, prepared in accordance with the Indian Accounting Standard (referred to as "**Ind AS**"), as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India and other relevant provisions of the Companies Act (collectively, the "**Audited Consolidated Financial Statements**");

(ii) unaudited special purpose interim condensed consolidated financial statements of our Company and its subsidiaries as at and for the nine months ended December 31, 2023 prepared in accordance with the principles laid down in Indian Accounting Standards 34 'Interim Financial Reporting' prescribed under

Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India; and

(iii) unaudited special purpose interim condensed consolidated financial statements of our Company and its subsidiaries as at and for the nine months ended December 31, 2022 prepared in accordance with the principles laid down in Indian Accounting Standards 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India; (collectively with the unaudited special purpose interim condensed consolidated financial statements of our Company and its subsidiaries as at and for the nine months ended December 31, 2023, the "**Unaudited Special Purpose Interim Condensed Consolidated Financial Statements**"); and

(iv) unaudited consolidated financial results of our Company and its subsidiaries as of and for each of the quarter and the nine months ended December 31, 2023, prepared in accordance with recognition and measurement principles laid down in the Indian Accounting Standards 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, and as submitted by the Company to the Stock Exchanges pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("**Unaudited Consolidated Financial Results**"), along with the limited review report thereon.

The Audited Consolidated Financial Statements, Unaudited Special Purpose Interim Condensed Consolidated Financial Statements and Unaudited Consolidated Financial Results should be read along with the respective reports issued thereon. For further information, see "*Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on page 300 and 99, respectively. Further, our Unaudited Special Purpose Interim Condensed Consolidated Financial Statements and Unaudited Consolidated Financial Results are not necessarily indicative of results that may be expected for the full financial year or any future reporting period and are not comparable with the annual financials.

Unless the context otherwise requires or except as specifically indicated, the financial information for the Financial Year 2023, 2022, 2021 and the nine months ended December 31, 2023 and December 31, 2022 in this Placement Document is derived from the Audited Consolidated Financial Statements and Unaudited Special Purpose Interim Condensed Consolidated Financial Statements, as applicable.

Our Company presents its annual financial statements under Ind AS. Ind AS differs from accounting principles with which prospective investors may be familiar in other countries, including generally accepted accounting principles followed in the U.S. ("**U.S. GAAP**") or International Financial Reporting Standards ("**IFRS**"). Our Company does not attempt to quantify the impact of U.S. GAAP or IFRS on the financial data included in this Placement Document, nor does our Company provide a reconciliation of its audited consolidated financial statements to IFRS or U.S. GAAP. Accordingly, the degree to which the Audited Consolidated Financial Statements, Unaudited Special Purpose Interim Condensed Consolidated Financial Statements and Unaudited Consolidated Financial Results included in this Placement Document will provide meaningful information is entirely dependent on the reader's familiarity with the respective Indian accounting policies and practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Placement Document should accordingly be limited. Prospective investors are advised to consult their advisors before making any investment decision.

Certain figures contained in this Placement Document, including financial information, have been subject to rounding adjustments. Any discrepancies in any table between the totals and the sum of the amounts listed are due to rounding off. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given, and (ii) the sum of the figures in a column or row in certain tables may not conform exactly to the total figure given for that column or row. All figures from or derived from the Audited Consolidated Financial Statements and Unaudited Special Purpose Interim Condensed Consolidated Financial Statements are in decimals and have been rounded off to two decimal points, as has been presented in the Audited Consolidated Financial Statements and Unaudited Special Purpose Interim Condensed Consolidated Financial Statements. Certain operational numbers may have been rounded off to one decimal point in some instances. Unless otherwise specified, all financial numbers in parenthesis represent negative figures. Further, any figures sourced from third-party industry sources may be rounded off to other than two decimal points to conform to their respective sources.

Non-GAAP financial measures

As used in this Placement Document, a non-GAAP financial measure is one that purports to measure historical or future financial performance, financial position or cash flows, but excludes or includes amounts that would not be so adjusted in the most comparable Ind AS measures. From time to time, reference is made in this Placement Document to certain "non-GAAP financial measures," such as EBITDA, profit before tax, EBITDA Margin, Return on Capital Employed, Return on Equity and PAT Margin. Our management believes that EBITDA and other non-GAAP financial measures provide investors with additional information about our performance, as well as ability to incur and service debt and make capital expenditures and are measures commonly used by investors. Such non-GAAP financial measures are supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these non-GAAP financial measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these non-GAAP financial measures are not standardised terms, hence a direct comparison of these non-GAAP measures between companies may not be possible. Other companies may calculate these non-GAAP financial measures differently from us, limiting its usefulness as a comparative measure. The non-GAAP financial measures described herein are not a substitute for Ind AS (or IFRS) measures of earnings and may not be comparable to similarly titled *measures* reported by other companies due to differences in the way these measures are calculated. In addition, you should note, that other companies in the same industry as ours may calculate and present these data in a different manner and, therefore, you should use caution in comparing our data with data presented by other companies, as the data may not be directly comparable.

INDUSTRY AND MARKET DATA

Information regarding market size, market share, market position, growth rates and other industry data pertaining to our business contained in this Placement Document consists of estimates based on data reports compiled by governmental bodies, professional organisations and analysts and on data from other external sources, and on our knowledge of markets in which we compete.

Unless stated otherwise, statistical information, industry and market data used throughout this Placement Document has been obtained from the report titled "*Industry report across various sectors - Angel One*" ("**CRISIL Report**"), which is a report commissioned and paid for by us and prepared by CRISIL, pursuant to an engagement letter dated February 21, 2024, in connection with the Issue. References to various broking industry segments in the section "*Industry Overview*" beginning on page 134, and information derived thereon are references to industry segments and in accordance with the presentation, analysis and categorisation in the CRISIL Report. Our segment reporting in our financial statements is based on the criteria set out in Ind AS 108, Operating Segments and we do not present such industry segments as financial segments.

The CRISIL Report contains the following disclaimer:

"CRISIL Market Intelligence & Analytics (CRISIL MI&A), a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this report (Report) based on the Information obtained by CRISIL from sources which it considers reliable (Data). This Report is not a recommendation to invest / disinvest in any entity covered in the Report and no part of this Report should be construed as an expert advice or investment advice or any form of investment banking within the meaning of any law or regulation. Without limiting the generality of the foregoing, nothing in the Report is to be construed as CRISIL providing or intending to provide any services in jurisdictions where CRISIL does not have the necessary permission and/or registration to carry out its business activities in this regard. Angel One Limited will be responsible for ensuring compliances and consequences of non-compliances for use of the Report or part thereof outside India. CRISIL MI&A operates independently of, and does not have access to information obtained by CRISIL Ratings Limited, which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL MI&A and not of CRISIL Ratings Limited. No part of this Report may be published/reproduced in any form without CRISIL's prior written approval."

This information is subject to change and cannot be certified with complete certainty due to limits on the availability and reliability of raw data and other limitations and uncertainties inherent in any statistical survey. The extent to which the market and industry data used in this Placement Document is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. Further, the calculation of certain statistical and/ or financial information/ ratios specified in the sections titled "*Our Business*", "*Risk Factors*", "*Management's Discussions and Analysis of Results of Operations and Financial Condition*" on page 206, 49 and 99, respectively, and otherwise in this Placement Document may vary from the manner such information is calculated under and for purposes of, and as specified in, the CRISIL Report. Data from these sources may also not be comparable.

Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – Industry information included in this Placement Document has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose*" on page 69.

FORWARD-LOOKING STATEMENTS

Certain statements contained in this Placement Document that are not statements of historical fact constitute "forward-looking statements." Investors can generally identify forward-looking statements by terminology such as "aim", "anticipate", "believe", "continue", "could", "estimate", "expect", "intend", "can", "could", "may", "objective", "plan", "potential", "project", "pursue", "shall", "should", "will", "would", "will likely result", "is likely", "are likely", "believe", "expect", "expected to", "will continue", "will pursue", "will achieve", or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. However, these are not the exclusive means of identifying forward-looking statements. All statements regarding our expected financial condition, results of operations and business plans and prospects are forward-looking statements. These forward-looking statements include statements as to our business strategy, planned projects, revenue and profitability (including, without limitation, any financial or operating projections or forecasts), new business and other matters discussed in this Placement Document that are not historical facts.

The forward-looking statements appear in a number of places throughout this Placement Document and include statements regarding the intentions, beliefs or current expectations of our Company concerning, amongst other things, the expected results of operations, financial condition, liquidity, prospects, growth, strategies and dividend policy of our Company and the industry in which we operate. In addition, even if the result of operations, financial conditions, liquidity and dividend policy of our Company, and the development of the industry in which we operate, are consistent with the forward-looking statements contained in this Placement Document, those results or developments may not be indicative of results or developments in subsequent periods.

These forward-looking statements and any other projections contained in this Placement Document (whether made by our Company or any third party) are predictions and involve known and unknown risks, uncertainties, assumptions and other factors that may cause our actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward looking statements or other projections.

Important factors that could cause our actual results, performances and achievements to be materially different from any of the forward-looking statements include, among others:

- Factors affecting trading volumes including economic and market conditions in India and globally;
- Material influence of extensive statutory and regulatory requirements and supervision;
- High dependence on information technology and risks arising from any failure of, or inadequacies in, our IT systems;
- Reliance on broking and related services business for a substantial share of our revenue;
- Realization of any operational risks associated with the financial services industry.

Additional factors that could cause our actual results, performance or achievements to differ include but are not limited to, those discussed in "*Risk Factors*", "*Our Business*", *"Industry Overview"* and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 49, 206, 134 and 99, respectively.

By their nature, certain of the market risk disclosures are only estimates and could be materially different from what occurs in the future. As a result, actual future gains, losses or impact on revenue or income could materially differ from those that have been estimated, expressed or implied by such forward-looking statements or other projections. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

The forward-looking statements contained in this Placement Document are based on the beliefs of the management, as well as the assumptions made by and information currently available to the management. Although we believe that the expectations reflected in such forward-looking statements are reasonable at this time, we cannot assure investors that such expectations will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements. In any event, these statements speak only as of the date of this Placement Document or the respective dates indicated in this Placement Document, and neither we, the BRLMs nor any of their affiliates undertake any obligation to update or revise any of them, whether as a result of new information, future events or otherwise. If any of these risks and uncertainties materialize, or if any of our underlying assumptions prove to be incorrect, our actual results of operations or cash flows or financial condition could differ materially from that described herein as anticipated, believed, estimated or expected. All subsequent forward-looking statements attributable to us are expressly qualified in their entirety by reference to these cautionary statements.

ENFORCEMENT OF CIVIL LIABILITIES

Our Company is a limited liability company incorporated under the laws of India. All our Directors, Key Managerial Personnel and members of the Senior Management named in this Placement Document, are residents of India and a significant portion of the assets of our Company are located in India. As a result, it may be difficult or may not be possible for the prospective investors outside India to affect service of process upon our Company or such persons in India, or to enforce against them judgments of courts outside India.

India is not a signatory to any international treaty in relation to the recognition or enforcement of foreign judgments. However, recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A, respectively, of the Code of Civil Procedure, 1908, as amended ("**Civil Procedure Code**"). Section 13 of the Civil Procedure Code provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon between the same parties or between parties under whom they or any of them claim litigating under the same title, except:

1. where the judgment has not been pronounced by a court of competent jurisdiction;

2. where the judgment has not been given on the merits of the case;

3. where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognise the law of India in cases in which such law is applicable;

4. where the proceedings in which the judgment was obtained were opposed to natural justice;

5. where the judgment has been obtained by fraud; and

6. where the judgment sustains a claim founded on a breach of any law then in force in India.

A foreign judgment which is conclusive under Section 13 of the Civil Procedure Code may be enforced either by a fresh suit upon the judgment or by proceedings in execution. Section 44A of the Civil Procedure Code provides that a foreign judgment rendered by a superior court (within the meaning of that section) in any jurisdiction outside India which the Government has by notification declared to be a reciprocating territory, may be enforced in India by proceedings in execution as if the judgment had been rendered by a district court in India. Under Section 14 of the Civil Procedure Code, a court in India will, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the foreign judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record, but such presumption may be displaced by proving want of jurisdiction. However, Section 44A of the Civil Procedure Code is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes or other charges of a like nature or in respect of a fine or other penalties and does not include arbitration awards.

The following territories have been declared to be reciprocating territories within the meaning of Section 44A of the Civil Code by the Government: the United Kingdom; Aden; Fiji; Republic of Singapore; Federation of Malaysia; Trinidad and Tobago; New Zealand, the Cook Islands (including Niue) and the Trust Territories of Western Samoa; Hong Kong; Papua New Guinea; Bangladesh; and United Arab Emirates. A foreign judgment of a court in a jurisdiction which is not a reciprocating territory may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution. The suit must be filed in India within three years from the date of the foreign judgment in the same manner as any other suit filed to enforce a civil liability in India. Accordingly, a judgment of a court in the United States may be enforced only by a fresh suit upon the foreign judgment and not by proceedings in execution.

It is unlikely that a court in India would award damages on the same basis as a foreign court if an action is brought in India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if it viewed the amount of damages awarded as excessive or inconsistent with public policy of India and it is uncertain whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. Further, any judgment or award denominated in a foreign currency would be converted into Indian Rupees on the date of such judgment or award and not on the date of payment.

A party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to repatriate outside India any amount recovered, and any such amount may be subject to income tax pursuant to execution of such a judgment in accordance with applicable laws. It is unlikely that an Indian court would enforce foreign judgments that would be contrary to or in violation of Indian law. Our Company and the Book Running Lead Managers cannot predict whether a suit brought in an Indian court will be disposed of in a timely manner or be subject to considerable delays.

EXCHANGE RATES INFORMATION

Fluctuations in the exchange rate between the Rupee and foreign currencies will affect the foreign currency equivalent of the Rupee price of the Equity Shares traded on the Stock Exchanges. These fluctuations will also affect the conversion into foreign currencies of any cash dividends paid in Rupees on the Equity Shares.

The following table sets forth information, for the period indicated with respect to the exchange rates between the Rupee and other foreign currencies, for the periods indicated. The exchange rates are based on the reference rates released by the RBI and Financial Benchmark India Private Limited ("**FBIL**"), which are available on the website of the RBI and FBIL. No representation is made that any Rupee amounts could have been, or could be, converted into U.S. dollars at any particular rate, the rates stated below, or at all.

(₹ per US$)

	Period end(1)	**Average(2)**	**High(3)**	**Low(4)**
Fiscal ended:				
March 31, 2024	83.37	82.79	83.40	81.65
March 31, 2023	82.22	80.39	83.20	75.39
March 31, 2022	75.81	74.51	76.92	72.48
Month ended				
March 31, 2024	83.37	83.00	83.37	82.68
February 29, 2024	82.89	82.97	83.09	82.84
January 31, 2024	83.08	83.12	83.33	82.85
December 31, 2023	83.12	83.28	83.40	83.02
November 30, 2023	83.35	83.30	83.39	83.13
October 31, 2023	83.27	83.24	83.27	83.15

(Source: www.rbi.org.in and www.fbil.org.in)

1. *The price for the period end refers to the price as on the last trading day of the respective annual or monthly periods.*
2. *Average of the official rate for each Working Day of the relevant period.*
3. *Maximum of the official rate for each Working Day of the relevant period.*
4. *Minimum of the official rate for each Working Day of the relevant period.*

Period end, high, low and average rates are based on the FBIL reference rates and rounded off to two decimal places. The RBI reference rates are rounded off to two decimal places.

Note:

- *If the RBI reference rate is not available on a particular date due to a public holiday, exchange rates of the previous working day have been disclosed.*
- *High, low and average are based on the RBI reference rates and rounded off to two decimal places.*

DEFINITIONS AND ABBREVIATIONS

This Placement Document uses the definitions and abbreviations set forth below which you should consider when reading the information contained herein. The following list of certain capitalised terms used in this Placement Document is intended for the convenience of the reader / prospective investor only and is not exhaustive.

Unless otherwise specified, the capitalised terms used in this Placement Document shall have the meaning as defined hereunder. Further, any references to any statute, rules, guidelines, regulations, agreement, document or policies shall include amendments made thereto, from time to time.

The words and expressions used in this Placement Document but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act, or the rules and regulations made thereunder. Notwithstanding the foregoing, terms used in the section "*Industry Overview*", "*Taxation*", "*Legal Proceedings*" and "*Financial Information*" on pages 134, 275, 290 and 300, respectively, shall have the meaning given to such terms in such sections.

General Terms

Term	Description
Our Company / the Company / the Issuer	Angel One Limited, a company incorporated in India under the Companies Act, 1956 and having its registered and corporate office at 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India
the Group / us / we / our	Angel One Limited together with its Subsidiaries on a consolidated basis, unless otherwise specified or the context otherwise requires

Company Related Terms

Term	Description
AFAPL	Angel Financial Advisors Private Limited
AFPL	Angel Fincap Private Limited
ADSPL	Angel Digitech Services Private Limited
ASL	Angel Securities Limited
Articles/ Articles of Association/ AoA	The articles of association of our Company, as amended from time to time
Audit Committee	The audit committee of our Company, as disclosed in *"Board of Directors and Senior Management"* beginning on page 231
Audited Consolidated Financial Statements	Collectively, the audited consolidated financial statements of our Company and its subsidiaries as of and for the years ended March 31, 2023, 2022 and 2021 which have been prepared in accordance with the Ind AS, as specified under section 133 of the Companies Act, 2013 read with the Companies (Indian Accounting Standards) Rules, 2015, as amended and other relevant provisions of the Companies Act, 2013 to the extent applicable, each comprising of the consolidated balance sheet, consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and the consolidated cash flow statement for the years then ended, and notes to the respective consolidated financial statements.
Auditors or Statutory Auditors	The statutory auditors of our Company, S.R. Batliboi & Co. LLP, Chartered Accountants
Board of Directors / Board	The board of directors of our Company or a duly constituted committee thereof
Chairman and Managing Director	The chairman and managing director of our Company being Dinesh Thakkar
Chief Financial Officer	The chief financial officer of our Company being Vineet Agrawal
Company Secretary and Compliance Officer	The company secretary and compliance officer of our Company, namely Naheed Patel
Corporate Social Responsibility Committee	The corporate social responsibility committee of our Company, as disclosed in *"Board of Directors and Senior Management"* beginning on page 231
CRISIL	CRISIL Market Intelligence & Analytics
CRISIL Report	Report titled "*Industry report across various sectors - Angel One*" dated February, 2024, prepared and issued by CRISIL, commissioned and paid for by our Company, exclusively in connection with the Issue.
Director(s)	Director(s) on the Board of our Company, unless otherwise specified
Equity Shares	The equity Shares of our Company of face value of ₹ 10 each

Term	Description
Key Managerial Personnel / KMP(s)	Key managerial personnel of our Company in terms of Section 2(51) of the Companies Act, as disclosed in "*Board of Directors and Senior Management*" on page 232
Materiality Threshold	Materiality threshold adopted by our Company in relation to the disclosure of outstanding civil and tax litigation, involving our Company and its Subsidiaries, where the amount involved is ₹ 301.94 million (being 5% of the average of absolute value of profit or loss after tax from total operations in Fiscal 2023, Fiscal 2022, and Fiscal 2021 as per the audited consolidated financial statements)
Memorandum of Association / Memorandum / MoA	The memorandum of association of our Company, as amended from time to time
Nomination and Remuneration Committee	The nomination and remuneration committee of our Company, as disclosed in *"Board of Directors and Senior Management"* beginning on page 231
Non-Executive Director	Non-executive non-independent director of our Company. For details, see *"Board of Directors and Senior Management*" on page 224
Promoter(s)	The Promoters of our Company, namely, Dinesh Thakkar, Ashok Thakkar and Sunita Magnani
Promoter Group	The promoter group of our Company as determined in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations
Registered and Corporate Office	The registered and corporate office of our Company is located at 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India
Registrar of Companies / RoC	The Registrar of Companies, Maharashtra at Mumbai
Risk Management Committee	The risk management committee of our Company, as disclosed in *"Board of Directors and Senior Management"* beginning on page 231
Senior Management/ SMP(s)	Members of the senior management of our Company as determined in accordance with the Regulation 2(1)(bbbb) of the SEBI ICDR Regulations. For details, see *"Board of Directors and Senior Management"* on page 232
Shareholders	The holder(s) of Equity Shares from time to time, unless otherwise specified in the context thereof
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Company, as disclosed in *"Board of Directors and Senior Management"* beginning on page 231
Subsidiaries	The subsidiaries of our Company, as on the date of this Placement Document, as described in the section "*Organisational Structure of our Company - Subsidiaries"* on page 238. However, for the purpose of financial information included in this Placement Document, "subsidiaries" would mean subsidiaries of our Company as at and for the relevant Fiscal/financial period.
Unaudited Consolidated Financial Results	Unaudited consolidated financial results of our Company and its subsidiaries as of and for the quarter and the nine months ended December 31, 2023, prepared in accordance with recognition and measurement principles laid down in the Indian Accounting Standards 34 'Interim Financial Reporting' prescribed under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, presented in accordance with Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
Unaudited Special Purpose Interim Condensed Consolidated Financial Statements	Unaudited special purpose interim condensed consolidated financial statements of our Company and its subsidiaries as at and for each of the nine months period ended December 31, 2023 and December 31, 2022 with the principles laid down in Indian Accounting Standards (Ind AS) 34, Interim Financial Reporting, prescribed under Section 133 of the Companies Act, 2013 and other accounting principles generally accepted in India comprising the condensed consolidated interim balance sheet as at December 31, 2023 and December 31, 2022, condensed consolidated interim statement of profit and loss, condensed consolidated interim statement of changes in equity and condensed consolidated interim statement of cash flows for the nine months period ended December 31, 2023 and December 31, 2022, and notes to the unaudited special purpose interim condensed consolidated financial statements including a summary of significant accounting policies and other explanatory information

Issue Related Terms

Term	Description
Allocated/ Allocation	The allocation of Equity Shares in connection with the Issue, in consultation with the BRLMs following the determination of the Issue Price to Eligible QIBs on the basis of Application Forms submitted by them and in compliance with Chapter VI of the SEBI ICDR Regulations
Allot/ Allotment/ Allotted	The issue and allotment of Equity Shares pursuant to this Issue
Allottee(s)	Bidders who are Allotted Equity Shares of our Company pursuant to this Issue
Application Form	The form (including any revisions thereof) which has been submitted by the Bidder for registering a Bid in the Issue during the Issue Period
Bid(s)	An indication of interest by an Eligible QIB, including all revisions and modifications of interest, as provided in the Application Form, to subscribe for Equity Shares to be issued pursuant to this Issue. The term "Bidding" shall be construed accordingly.
Bid Amount	With respect to each Bidder, the price per Equity Share indicated in the Bid multiplied by the number of Equity Shares Bid for by a Bidder and payable by the Bidder in the Issue on submission of the Application Form
Bidder(s)	An Eligible QIB, who has made a Bid pursuant to the terms of the Preliminary Placement Document, this Placement Document and the Application Form
Bidding Period/ Issue Period	The period between the Issue Opening Date and Issue Closing Date, inclusive of both dates, during which Bidders submitted their Bids including any revision and/or modifications thereof
Book Running Lead Managers/ BRLMs	ICICI Securities Limited and Motilal Oswal Investment Advisors Limited
CAN/ Confirmation of Allocation Note	Note or advice or intimation sent to Successful Bidders confirming the Allocation of Equity Shares to such Successful Bidders after determination of the Issue Price, and requesting payment for the entire applicable Issue Price for all the Equity Shares Allocated to such Successful Bidders
Closing Date	The date on which the Allotment of the Equity Shares issued pursuant to this Issue shall be made, i.e., on or about April 2, 2024
Designated Date	The date of credit of Equity Shares pursuant to the Issue to the Allottees' demat accounts, as applicable to the relevant Allottees
Eligible FPI(s)	FPIs as defined under FEMA, the SEBI FPI Regulations and any other applicable law, that are eligible to participate in this Issue in terms of applicable law, other than individuals, corporate bodies and family offices and including persons who have been registered under the SEBI (Foreign Portfolio Investors) Regulations, 2019, as amended, that are eligible to participate in this Issue and excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations
Eligible QIBs	QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations that are eligible to participate in the Issue and which are not excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, are not restricted from participating in the Issue under applicable law, and is a resident of India or is an Eligible FPI participating through Schedule II of the FEMA Rules.
Escrow Account	The non-interest bearing, no-lien, current bank account titled "***Angel One Limited-QIP Escrow Account 2024***" opened with the Escrow Bank, subject to the terms of the Escrow Agreement, into which the Bid Amount payable by Bidders in connection with subscription to Equity Shares pursuant to the Issue has been deposited and refunds, if any, shall be remitted to unsuccessful Bidders as set out in the Application Form
Escrow Bank	Kotak Mahindra Bank Limited
Escrow Agreement	The escrow agreement dated March 26, 2024 entered into amongst our Company, the Escrow Bank and the BRLMs for collection of the Bid Amounts and remitting refunds, if any, of the amounts collected, to the Bidders in relation to the Issue.
Floor Price	The floor price ₹ 2,555.01 per Equity Share, which has been calculated in accordance with Chapter VI of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price.
Issue	The offer, issue and Allotment of 5,870,818 Equity Shares each at a price of ₹ 2,555.01 per Equity Share, including a premium of ₹ 2,545.01 per Equity Share, aggregating ₹ 15,000.00 million pursuant to Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Issue Closing Date	April 2, 2024 the last date up to which the Application Forms and the Bid Amount shall be accepted by our Company (or the BRLMs, on behalf of our Company)

Term	Description
Issue Opening Date	March 26, 2024, the date on which the acceptance of the Application Forms and the Bid Amount shall have commenced by our Company (or the BRLMs, on behalf of our Company)
Issue Price	A price per Equity Share of ₹ 2,555.01
Issue Size	The aggregate size of the Issue up to ₹ 15,000.00 million
Monitoring Agency	CARE Ratings Limited
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996, as amended
Mutual Fund Portion	10% of the Equity Shares proposed to be Allotted in the Issue, which is available for Allocation to Mutual Funds
Net Proceeds	The aggregate proceeds from the Issue, after deducting fees, commissions and expenses of the Issue. For further details regarding the use of the Net Proceeds, see "*Use of Proceeds*" on page 84
Placement Agreement	The placement agreement dated March 26, 2024 between our Company and the BRLMs
Placement Document	This placement document dated April 2, 2024 to be issued by our Company in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Preliminary Placement Document / PPD	The preliminary placement document dated March 26, 2024 along with the Application Form issued in accordance with Chapter VI of the SEBI ICDR Regulations and other applicable provisions of the Companies Act, 2013 and the rules made thereunder
Qualified Institutional Buyers / QIBs	A qualified institutional buyer as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
QIP	Qualified institutions placement, being a private placement to Eligible QIBs under Chapter VI of the SEBI ICDR Regulations and applicable sections of the Companies Act, 2013, read with applicable provisions of the Companies (Prospectus and Allotment of Securities) Rules, 2014
Refund Amount	The aggregate amount to be returned to the Bidders who have not been Allocated Equity Shares for all or part of the Bid Amount submitted by such Bidder pursuant to the Issue
Relevant Date	March 26, 2024 which is the date of the meeting wherein the Board of Directors, or a duly authorised committee, decides to open the Issue
Stock Exchanges	Together, NSE and BSE
Successful Bidders	The Bidders who have Bid at or above the Issue Price, duly paid the Bid Amount along with the Application Form and who has been Allocated Equity Shares pursuant to the Issue
Working Day	Any day other than second and fourth Saturday of the relevant month or a Sunday or a public holiday or a day on which scheduled commercial banks are authorised or obligated by law to remain closed in Mumbai, India or a trading day of the Stock Exchanges, as applicable

Conventional and General Terms/Abbreviations

Term	Description
AGM	Annual general meeting
AIF(s)	Alternative investment funds, as defined and registered with SEBI under the Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
AMFI	Association of Mutual Funds in India
BOLT	BSE On-line Trading
BSE	BSE Limited
CAGR	Compounded Annual Growth Rate
CDSL	Central Depository Services (India) Limited
CGST	Central Goods and Services Tax
CIN	Corporate identity number
Civil Code	The Indian Code of Civil Procedure, 1908
Companies Act/ Companies Act, 2013	The Companies Act, 2013, along with the relevant rules made and clarifications issued thereunder
Companies Act, 1956	The Companies Act, 1956 along with the relevant rules issued thereunder
Competition Act	The Competition Act, 2002

Term	Description
Consolidated FDI Policy	The consolidated FDI Policy, issued by the Department of Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India, and any modifications thereto or substitutions thereof, issued from time to time
CCRL	CDSL Commodity Repository Limited
CSR	Corporate Social Responsibility
CY	Calendar year
Depositories Act	The Depositories Act, 1996
Depository	A depository registered with SEBI under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
DP/ Depository Participant	A depository participant as defined under the Depositories Act
DPDP Act	Digital Personal Data Protection Act, 2023
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry (formerly Department of Industrial Policy and Promotion), Government of India
DIN	Director Identification Number
EBITDA	EBITDA is calculated as net profit after tax, plus finance cost, depreciation, amortization and impairment expenses and tax expenses, and less other income
EBITDA Margin	EBITDA divided by revenue from operations
EGM	Extraordinary general meeting
EPS	Earnings per share
FBIL	Financial Benchmark India Private Limited
FDI	Foreign Direct Investment
FEMA	The Foreign Exchange Management Act, 1999 read with rules and regulations thereunder
FEMA Rules	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
Financial Year / Fiscal Year/ Fiscal/ FY	A period of 12 months ending March 31, unless otherwise stated
Form PAS-4	Form PAS-4 prescribed under the Companies (Prospectus and Allotment of Securities) Rules, 2014
FPI/ Foreign Portfolio Investor(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations and includes a person who has been registered under the SEBI FPI Regulations.
FVCI	Foreign venture capital investors as defined under and registered with SEBI pursuant to the Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
GAAP	Generally accepted accounting principles
GAAR	General Anti-Avoidance Rules
GDP	Gross domestic product
GoI/ Government	Government of India
GST	Goods and Services Tax
IAS Rules	The Companies (Indian Accounting Standards) Rules, 2015, as amended
ICAI	The Institute of Chartered Accountants of India
IRDAI	Insurance Regulatory and Development Authority of India
Ind AS	Indian accounting standards as notified by the MCA pursuant to Section 133 of the Companies Act read with the IAS Rules
Income-tax Act/IT Act	The Income-tax Act, 1961
Ltd.	Limited
MCA	Ministry of Corporate Affairs
MCX	Multi Commodity Exchange of India Limited
MSEI	Metropolitan Stock Exchange of India Limited
Net worth	Paid up share capital plus all reserves and surplus (excluding revaluation reserves)
Non-Resident Indian(s)/ NRI	Non-Resident Indian, as defined under Foreign Exchange Management (Deposit) Regulations, 2016
NCDEX	National Commodity and Derivatives Exchange Limited
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
P.A./ p.a.	Per annum
PAN	Permanent account number
PAS Rules	The Companies (Prospectus and Allotment of Securities) Rules, 2014
PAT	Profit after tax / profit for the respective period / year
PBT	Profit before tax
PFRDA	Pension Fund Regulatory and Development Authority
P-Notes	Offshore derivative instruments, by whatever name called, which are issued overseas by an FPI against securities held by it that are listed or proposed to be listed on any

Term	Description
	recognized stock exchange in India or unlisted debt securities or securitized debt instruments, as its underlying
RBI	The Reserve Bank of India
Regulation S	Regulation S under the U.S. Securities Act
ROCE	Return on capital employed
Rs. / ₹ / Rupees / Indian Rupees	The legal currency of India
SCRA	The Securities Contracts (Regulation) Act, 1956
SCRR	The Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India
SEBI Act	The Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	The Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI FPI Regulations	The Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI Insider Trading Regulations	The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
SEBI Investment Advisers Regulations	Securities and Exchange Board of India (Investment Advisers) Regulations, 2013
SEBI Listing Regulations	The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI Portfolio Managers Regulations	The Securities and Exchange Board of India (Portfolio Managers) Regulations, 2020
SEBI PFUTP Regulations	Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 1995
SEBI Research Analysts Regulations	The Securities and Exchange Board of India (Research Analysts) Regulations, 2014
SEBI Stock Brokers Regulations	The Securities and Exchange Board of India (Stock Brokers) Regulations, 1992
SEBI Takeover Regulations	The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
SEC	United States Securities and Exchange Commission
UIDAI	Unique Identification Authority of India
U.S. GAAP	Generally accepted accounting principles in the United States of America
U.S.$ / USD / U.S. dollar	United States Dollar, the legal currency of the United States of America
U.S. Securities Act	United States Securities Act of 1933, as amended
USA/ U.S./ United States	The United States of America
VCF	Venture capital fund as defined and registered with SEBI under the Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 or the SEBI AIF Regulations, as the case may be
Wilful Defaulter or Fraudulent Borrower	Wilful defaulter or fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations

Technical and Industry Terms

Term	Description
ADTO	Average Daily Turnover
AMC	Asset management company
API	Application Programming Interface, which are mechanisms that enable two software components to communicate with each other using a set of definitions and protocols
AUM	Assets under management
Authorised Persons	Authorised persons engaged under stockbrokers to extend investment facilities to investors
DRA	Digital Referral Associates
DSA	Direct selling agents
ETF	Exchange traded funds
HNI	High net worth individuals
IPO	Initial public offering
KYC	Know Your Customer
MTF	Margin trading funding
NERL	National E-Repository Limited

Term	Description
NSE Active Client Base	Active clients on NSE
POSP	Point of sales persons
QSB	Qualified Stock Broker
SIP	Systematic investment plan

SUMMARY OF BUSINESS

Overview

Angel One Limited is a technology-led financial services company offering a suite of products and services. We are the largest listed retail broking house in India in terms of active clients on NSE ("**NSE Active Client Base**") as of March 31, 2023 and as of December 31, 2023. (*Source: CRISIL Report*) Our suite of products and services includes equity cash and derivatives, commodity and currency derivatives broking, depository operations, research services, rule-based investment recommendation services, margin trading funding, distribution of third party financial products such as insurance, mutual funds, sovereign gold bonds, credit products, facilitating applications for initial public offerings, as well as offering investor education, to our clients through our Super App on mobile, tab and web platforms under the "Angel One" brand. Our broking and allied services are offered through two business units: (i) direct business unit, where we acquire clients through digital marketing and social media platforms and (ii) through our Assisted Business unit comprising of a network of over 11,642 Authorised Persons (the "**Authorised Persons**"), as of December 31, 2023. Our client acquisition, on-boarding, engagement and delivery of product and services is done digitally across both business units.

We believe that our experience of over 27 years has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. Over the years, we have enhanced client engagement and experience through digitisation of our processes, augmentation of our technological platforms and introduction of multiple tools which we have developed in-house and through collaborations. Our retail broking, margin trading funding and distribution businesses are offered through online and digital platforms, such as our integrated Super App, launched in Fiscal 2023, replacing our erstwhile Angel Broking Mobile App. Our digital offerings, and our Super App in particular, enable our clients to have a seamless trading and investment experience, positioning us to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and helping us garner better share in the digital investment landscape of their wealth creation journey.

We have received several awards, certificates and accolades for our services and products, including 'Best Performer in Equity Derivatives (Retail) 2023-24 by BSE, 'Best Customer Centric Culture in Fintech' hosted by expleo organised by Quantic at the 2nd Annual Excellence Awards 2023, Gold Winner at ImageXX Award 2023 by Adgully for BFSI Service, Best Customer Experience in Service Sector by Zendesk at The Customer Fest Leadership Awards 2023, Top performer in the Equity Retail Segment 2022-2023 by BSE, Rising Star award by Fortune India, Bronze for SmartAPI in the Trading and Exchange category for the 'Launch of a Disruptive Product' at the ET Brand Disruption Awards 2022, Gold for Marketing Analytics at E4M MarTech India Awards and Best Technology Provider for Financial Technology – SmartAPI at InnTech Awards 2021 by Inkspell.

We provide a wide range of financial services to our clients including and in relation to:

- ***Broking and Advisory***: We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with depository operations through our Super App web platform and desktop application. We facilitate participation of our clients in initial public offerings of various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX, and is registered as a depository participant with CDSL. To complement our broking and advisory services, we also provide the following additional services to our clients:

    (i) *Research Services*: As of December 31, 2023, we have a dedicated research team of 57 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities, currencies and mutual funds.

    (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule-based investment engine "ARQ Prime", which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, fixed income, currency, commodities, mutual funds and insurance products. Information on initial public offerings, mutual funds and exchange traded funds ("**ETFs**") are also provided for the benefit of our clients.

    (iii) *Integrated third party services*: We leverage on our open API architecture to upgrade client experience and create new revenue streams. We have integrated the services of third party providers offering services such as basket investing, simplified options strategies, investment routes for U.S. securities, and corresponding taxation related services, with our platform to offer additional financial tools to our clients. Our Smart API enables clients to build and execute their trading strategies through our digital platform.

(iv) *Investor Education*: The knowledge center on our website aims to empower our clients to gain understanding of trading and investing in capital markets. The digital content is developed with a focus on helping young first-time investors to learn and upskill themselves about capital markets. We also actively create content for our blogs, podcasts and videos. In addition to this, we have a dedicated website, https://www.angelone.in/smart-money/, that has curated modules for various categories of clients, such as beginners, investors and traders.

- ***Margin Trading Funding***: We offer margin trading funding (**"MTF"**) against eligible securities to our clients for their cash delivery transactions. Further, we also fund the debit position of our clients for their trades upto five days after settlement ("**T+6 Days Funding**"). The aforesaid funding is subject to clients fulfilling their margin obligations as mandated by applicable regulations.

- ***Distribution of Third-Party Financial Products:*** We distribute third-party mutual funds and sovereign gold bonds and facilitate subscribing to initial public offerings, while life, health and general insurance products are distributed through our wholly-owned Subsidiary, Angel Financial Advisors Private Limited ("**AFAPL**"). We enhance our clients' decision-making capabilities through tools and information, including our own and third-party ratings, historical performance and our in-house research recommendations through ARQ Prime.

We were amongst the leading players in terms of incremental SIPs in the period from October 1, 2023 to December 31, 2023, with over 955,000 unique SIPs registered in the period. We have introduced features such as live trading sessions on a video streaming platform, by experienced personnel to educate options traders, rolled out an MTF dashboard to enhance the visibility of MTF trades, aggregated news regarding the markets which is personalised to a client's portfolio and watchlist, as well as a targeted futures and options onboarding mechanism launched for beginners to simplify their trading journey. Owing to our focus on enhancing overall client experience, we have witnessed sustained growth in our business and operations.

Our consolidated total revenue from operations was ₹ 12,636.84 million, ₹ 22,586.05 million, ₹ 30,015.85 million, ₹ 21,758.47 million and ₹ 29,144.07 million in Fiscals 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively. Further, our profit from continuing operations was ₹ 2,980.58 million, ₹ 6,250.56 million, ₹ 8,901.92 million, ₹ 6,232.24 million and ₹ 7,856.34 million in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively.

Our Strengths

Largest listed retail broking house in India, with strong brand equity

Our Company is the largest listed retail broking house in India, in terms of NSE Active Client Base as of March 31, 2023 and as of December 31, 2023. (*Source: CRISIL Report*) We had an NSE Active Client Base of 5.34 million as of December 31, 2023, representing a 14.8% share in the total NSE Active Client Base. (*Source: CRISIL Report*) Further, we had an NSE Active Client Base of 5.69 million as of January 31, 2024. In the nine months ended December 31, 2023, we had the second highest market share of incremental NSE Active Clients. (*Source: CRISIL Report*)

Our online and digital platforms, along with our vast network of Authorised Persons has enabled us to enhance our client base at a CAGR of 82.86% from 4.12 million as of March 31, 2021 to 13.78 million as of March 31, 2023. Our client base further grew to 19.45 million as of December 31, 2023. Consequently, of India's total demat accounts of 139.30 million as of December 31, 2023, (*Source: CRISIL Report*) we had a 13.96% share. We had 5.68 million incremental demat accounts (net) in the nine months ended December 31, 2023. Accordingly, of India's incremental demat accounts of 24.84 million in the nine months ended December 31, 2023, (*Source: CRISIL Report*) we had a share of 22.86%. Our client base has increased further to 20.43 million as of January 31, 2024. Set forth are certain significant parameters which demonstrate our growth trajectory:

Particulars	As of/ For the Year Ended March 31,			As of/ For the Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
Total Client Base (million)	4.12	9.21	13.78	12.51	19.45
Growth in Total Client Base (Over the previous base) (%)	126.94%	123.68%	49.50%	60.69%[(3)]	55.54%[(4)]
NSE Active Client Base (million)	1.56	3.66	4.28	4.24	5.34
Growth in NSE Active Clients (Over the previous base) (%)	171.45%	133.76%	17.07%	38.69%[(3)]	25.78%[(4)]
India's Demat Accounts (million) (*Source: CRISIL Report*)	55.13	89.68	114.46	108.27	139.30
Angel One's Share in India's Demat Accounts[(1)] (%)	7.47%	10.27%	12.03%	11.55%	13.96%
India's Incremental Demat Accounts (million) (*Source: CRISIL Report*)	14.26	34.55	24.78	18.59	24.84
Angel One's Share in India's Incremental Demat Accounts[(2)] (%)	16.16%	14.75%	18.40%	17.71%	22.86%

Notes:

[(1)] *Share in India's Demat Accounts has been calculated as the number of our demat accounts as of the relevant date, divided by the number of total demat accounts in India as of the relevant date as per the CRISIL Report, as a percentage.*

[(2)] *Share in Incremental Demat Accounts has been calculated as the number of our incremental demat accounts in a period, divided by the number of incremental demat accounts during the relevant period as per the CRISIL Report, as a percentage.*

[(3)] *Calculated as growth from figures as of December 31, 2021.*

[(4)] *Calculated as growth from figures as of December 31, 2022.*

Over this period, we witnessed gross client addition of 2.36 million, 5.29 million, 4.71 million, 3.42 million and 5.90 million in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023. The number of orders on our platform increased from approximately 344.66 million in Fiscal 2021 to approximately 925.78 million in Fiscal 2023 and was approximately 937.34 million in the nine months ended December 2023. Set forth below are details regarding our orders:

Particulars	Fiscal			Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
	(million)				
Total Orders	344.66	680.10	925.78	663.06	937.34
F&O	138.43	430.99	713.31	498.06	723.96
Cash	186.69	228.20	175.74	139.08	173.90
Commodity	17.72	17.68	32.59	22.74	37.60
Currency	1.81	3.23	4.14	3.18	1.89

The Indian broking industry grew by 187.55% and 142.31% in terms of incremental demat accounts in Fiscal 2021 and Fiscal 2022, from 4.96 million in Fiscal 2020 to 14.26 million in Fiscal 2021 and further to 34.55 million in Fiscal 2022. (*Source: CRISIL Report*) While the number of incremental accounts de-grew by 28.27% from Fiscal 2022 to Fiscal 2023, and was 24.78 million in Fiscal 2023, the incremental demat accounts in the nine months ended December 31, 2024 were 24.84 million. (*Source: CRISIL Report*) At the same time, our number of incremental demat accounts increased by 121.11%, from 2.30 million in Fiscal 2021 to 5.09 million in Fiscal 2022. While there was degrowth in Fiscal 2023, this was significantly better than the industry, at 10.48%, from 5.09 million in Fiscal 2022 to 4.56 million in Fiscal 2023. Further, the number of incremental demat accounts (net) in the nine months ended December 31, 2023 was higher, at 5.68 million. This led to significant improvement in our market share in incremental demat accounts from Fiscal 2021 to the nine months ended December 31, 2023, from 16.16% in Fiscal 2021, 14.75% in Fiscal 2022 to 18.40% in Fiscal 2023 and further to 22.86% in the nine months ended December 31, 2023 from 17.71% in the nine months ended December 31, 2022.

Industry NSE Active Client Base witnessed an uptrend Fiscal 2021 and Fiscal 2022 before a contraction from July 2022 till April 2023. (*Source: CRISIL Report*) Even during this period of decline, between the second quarter of Fiscal 2023 and the first quarter of Fiscal 2024, we were one of the few players to continuously grow our NSE Active Client Base. (*Source: CRISIL Report*) Our increasing market share particularly within the NSE Active Client Base in the corresponding periods is set forth below:

	December 2021	March 2022	June 2022	September 2022	December 2022	March 2023	June 2023	September 2023	December 2023
Angel One's NSE Active Client Base Market Share (*Source: CRISIL Report*)	9.70%	10.15%	10.58%	11.20%	12.02%	13.11%	14.29%	14.56%	14.75%

We believe that we have developed a dedicated client base due to our client-centric approach in respect of the services we provide, user-friendly digital interfaces and the ability to provide seamless access to all segments of the stock markets. Our increasing retail average daily turnover ("**ADTO**") across segments, as set out below, demonstrates our strong brand equity: (*Source: CRISIL Report*)

Market Share	Fiscal			Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover (₹ trillion) (*Source: CRISIL Report*)	12.0	29.8	61.2	55.0	111.8
Angel One's Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover (₹ trillion)	1.91	6.35	13.37	11.76	29.07
Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover[(1)]	15.97%	21.27%	21.84%	21.39%	26.00%
Retail Equity Derivative Average Daily Turnover (Notional) (₹ trillion) (*Source: CRISIL Report*)	11.6	29.5	60.9	54.7	111.5
Angel One's Retail Equity Derivative Average Daily Turnover (Notional) (₹ trillion)	1.84	6.29	13.33	11.72	29.02
Angel One's Market Share - Retail Equity Derivative Average Daily Turnover (Notional)[(2)]	15.92%	21.37%	21.88%	21.43%	26.03%
Retail Equity Cash Average Daily Turnover (₹ billion) (*Source: CRISIL Report*)	371.2	369.2	262.7	278.3	316.3
Angel One's Retail Equity Cash Average Daily Turnover (₹ billion)	64.45	51.54	35.24	38.13	45.06
Angel One's Market Share - Retail Equity Cash Average Daily Turnover[(3)]	17.36%	13.96%	13.41%	13.70%	14.24%
Retail Commodity Derivatives on MCX Average Daily Turnover (₹ trillion) (*Source: CRISIL Report*)	0.21	0.21	0.30	0.29	0.51
Angel One's Retail Commodity Derivatives on MCX Average Daily Turnover (₹ trillion)	0.06	0.07	0.16	0.14	0.29
Angel One's Market Share - Retail Commodity Derivatives on MCX Average Daily Turnover[(4)]	26.56%	33.03%	51.36%	49.85%	57.52%

(1) *Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover has been calculated as our Company's Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover divided Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage. Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover is combined market share for cash and equity derivatives segments. From March 2023, NSE and BSE have been reporting retail category data separately, for the cash segment, compared to the 'Others' category in the prior period. Data for Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover is representative of "others" category (excludes FIIs, mutual funds, proprietary trades) as mentioned in NSE/BSE category wise daily turnover reports. and monthly reports. The corresponding change is reflected in the calculation of Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover for the nine months ended December 31, 2023.*

(2) *Angel One's Market Share - Retail Equity Derivative Average Daily Turnover (Notional) has been calculated as our Company's Retail Equity Derivative Average Daily Turnover (Notional) divided by total Retail Equity Derivative Average Daily Turnover (Notional) in the relevant period as per the CRISIL Report, as a percentage.*

(3) *Angel One's Market Share - Retail Equity Cash Average Daily Turnover has been calculated as our Retail Equity Cash Average Daily Turnover divided by total Retail Equity Cash Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage. From March 2023, NSE and BSE have been reporting retail category data separately, compared to the 'Others' category in the prior period. Data for Retail Equity Cash Average Daily Turnover as per the CRISIL Report is representative of "others" category (excludes FIIs, mutual funds, proprietary trades) as mentioned in NSE/BSE category wise daily turnover reports and monthly reports. The corresponding change is reflected in the calculation of our Angel One's Market Share - Retail Equity Cash Average Daily Turnover for the nine months ended December 31, 2023.*

(4) *Angel One's Market Share - Retail Commodity Derivatives on MCX Average Daily Turnover has been calculated as our Retail Commodity Derivatives on MCX Average Daily Turnover divided by total Retail Commodity Derivatives on MCX Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage.*

We believe that we have built a strong digital infrastructure to render our services to new age and technological savvy clients.

Originally set up under the "Angel Broking" brand over 27 years ago, we have since transformed from our role from a brick-and-mortar broking house to becoming a digitally powered 'one-solution' platform for financial needs under the "Angel One" brand, without losing sight of our core business as an online and digital broking and financial services platform, with a pan-India presence. We believe that we have a strong brand presence and we are well placed to capitalise on the expected growth in the broking sector in India due to our advanced digital presence, pricing and early mover advantage in providing broking, financial and advisory services through both, our direct and assisted business units.

Integrated, technologically advanced offerings, including our 'Super App', to address client requirements

Our Company has transformed its business into a seamless digital experience for its 20.43 million clients as on January 31, 2024. Our marketing activities have been consistently evolving with the use of advanced technology. The client on-boarding journey is largely a straight through process, without any requirement for physical documentation. In Fiscal 2023, we launched the Super App, a mobile application intended to be a one-stop solution for clients' investing needs across multiple financial instruments and asset classes such as equities, commodities, currencies, bonds and third-party mutual funds. We are in the process of evolving the Super App, to harness its full potential, as we roll out and scale up incremental products like distribution of credit and fixed income products, credit cards and insurance products. The Super App offers an array of such financial products, leveraging data and technology and is built on five foundational pillars:

Swiftness – The app offers faster interactions due to a refined and scalable broadcast, peak time order handling capabilities, biometric-driven instant login, real-time billing, among others.

Transparency – The app provides users with a detailed, jargon-free, one-tap view of trade and non-trade charges. It also features the profit and loss of trades in calendared visuals.

Availability – The app offers offline mode functionality, ensuring that clients can access their last synced portfolio, funds and order status. It has eliminated third party integrations, creating a horizontally scalable architecture.

Reliability – The app is significantly predictable, ensuring certainty of transactions. It has removed tech debt, rewritten backend services and unboxed its back office.

Simplicity – The app features modular onboarding and faster activation, triggered by easy-to-use features such as a personalized home page for higher impact and Insta Trade. It streamlines processes such as the addition of bank account details during KYC. As the Super App progressively offers more products, it is intended to facilitate a deep-rooted relationship with our clients. The analytical capabilities of the Super App helps personalise wealth journeys for our clients, offers the right product to the right client and unlocks cross-selling.

The Super App is the cornerstone of our growing business. At the same time, we have continuously upgraded and evolved our technological offerings to simplify and facilitate our clients' investment requirements. We offer advanced open interest analytics, which helps clients to analyze open interest, put and call ratios, visualize multi-strike open interest charts, and display global indices on the app. Our platform facilitates stock discovery and simplifies the initial investment experience. By offering screeners that host different varieties of stocks such as blue chips, high returns, sectoral themes, top gainers, among others, we improve engagement and encourage long-term investing through our interface. Our clients can place instant orders from charts and can swiftly execute multiple trades with a single click, directly from the chart. This improves efficiency as clients can leverage shorter opportunities almost instantaneously. We offer a simplified trading experience as well, by consolidating key data and other functions on a dedicated page, thereby eliminating the need for continuous screen switching. The access to multiple data points in one location allows for more focussed decision-making. We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has resulted in an increase in client satisfaction. Our integrated and technologically advanced offerings collectively improve clients' strategies, decision making and ease of transacting, thereby building client stickiness.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost that we incur to service our clients' needs, leading to cost efficiencies. This has enabled us to not only offer a simplified and most competitive pricing to our clients but also serve them with value added services like research and advisory (at no additional cost), margin trading facility, securities as collateral and no fund transfer charges.

Digital client acquisition, leading to improvement in client value chain

We have consciously pivoted towards a digital model of client acquisition since Fiscal 2020, and have particularly augmented this client acquisition channel with the launch of our Super App. Our broking business is an annuity like model, as clients have historically provided multi-year revenues. Our transition to the digital model, with more direct clients, has led to sustained growth in client activity on our platform, as reflected in the rising number of active clients and orders. In Fiscals 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, our direct clients accounted for 70.41%, 75.46%, 77.29%, 76.75% and 77.48% of our net broking revenue.

We have strategically focussed on the younger segment of the population, to partner with them during their investment journey and capitalize on their progressive increase in investable capital that accompanies this investment life cycle. We have historically observed a sustained share of net broking revenue from longer vintage clients, as set forth below:

Share in Net Broking Revenue	**Fiscal**			**Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
<1 year	52.73%	51.25%	36.11%	38.47%	29.72%
1 – 2 years	15.11%	23.85%	31.11%	30.77%	24.68%
2 – 3 years	9.74%	7.20%	15.85%	14.05%	22.49%
3 – 5 years	10.44%	8.66%	8.55%	8.29%	14.19%
5+ years	11.98%	9.04%	8.37%	8.41%	8.92%

Robust business metrics building operating leverage

Our well executed strategy of being a digital first organisation enabled us to grow our business exponentially. We handled 9.51 million peak orders in a single trading session, in the third quarter of Fiscal 2024. The strong growth in our overall ADTO is set forth below:

Market Share	**As of/ For the Year Ended March 31,**			**As of/ For the Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
Overall ADTO (₹ billion)	1,983.89	6,473.98	13,623.61	12,002.27	29,442.11
Number of Orders (million)	344.66	680.10	925.78	663.06	937.34
ADTO Growth (%)	380.08%	226.33%	110.44%	108.09%(1)	145.30%(2)
Order Growth (%)	159.79%	97.33%	36.12%	41.29%(1)	41.37%(2)

(1) *Calculated as growth from figures as of December 31, 2021.*

(2) *Calculated as growth from figures as of December 31, 2022.*

The augmentation of our digital processes, technological platforms, client engagement strategy, coupled with robust client acquisition and a competitive flat pricing model has enabled us to substantially grow our ADTO, as indicated above. We also witnessed expansion in our overall retail equity turnover market share from 15.97% in Fiscal 2021 to 21.27% in Fiscal 2022, 21.84% in Fiscal 2023, and 26.00% in the nine months ended December 31, 2023. In Fiscal 2021, 2022, 2023 and in the nine months ended December 31, 2023, the number of orders placed on our platform was 344.66 million, 680.10 million, 925.78 million and 937.34 million, respectively. In the period from October 1, 2023 to December 31, 2023, we experienced the highest number of orders placed on our platform at 350.35 million, 1.55 times higher than 226.47 million orders placed in the corresponding period of Fiscal 2023.

Further, our client funding portfolio is spread across a large client base, building in granularity in the business, limiting the quantum of exposure per client and protecting us from delinquencies. As of December 31, 2022 and December 31, 2023, our client funding book size was ₹ 13,773.32 million and ₹ 19,742.07 million, respectively, and our average exposure per client as of the corresponding dates was ₹ 102,280.64 and ₹ 131,407.06, respectively. Within the client funding portfolio, a significant portion of clients have exposure of less than ₹ 0.10 million. As of December 31, 2022 and as of December 31, 2023, 87.05% and 87.53% of clients using our client funding facility had availed of less than ₹ 0.10 million, while 8.82% and 7.75% had availed of ₹ 0.10 million - ₹ 0.50 million and 4.14% and 4.73% had availed of more than ₹ 0.50 million, reflecting our strategy of minimizing risk stemming from clients with high exposure. This, as well as the security offered by clients' demat holdings, has resulted in low delinquencies in our client funding portfolio.

As a result of the increasing penetration of our platform and growth in our business metrics, our financial performance has improved consistently. Our total income increased from ₹ 12,989.82 million in Fiscal 2021 to ₹ 23,050.70 million in Fiscal 2022, ₹ 30,211.18 million in Fiscal 2023 and was ₹21,900.33 million in the nine months ended December 31, 2022 and ₹ 29,212.50 million in the nine months ended December 31, 2023. Our total net income increased from ₹ 8,970.70 million in Fiscal 2021 to ₹ 16,826.80 million in Fiscal 2022, ₹ 22,909.33 million in Fiscal 2023 and was ₹ 16,467.78 million and ₹ 22,720.30 million in the nine months ended December 31, 2022 and December 31, 2023, respectively. For information on the reconciliation of total net income, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures - Reconciliation of Non-GAAP Measures*" on page 114. Our total revenue from operations increased from ₹ 12,636.84 million in Fiscal 2021 to ₹ 22,586.05 million in Fiscal 2022, ₹ 30,015.85 million in Fiscal 2023, and was ₹ 21,758.47 million in the nine months ended December 31, 2022 and ₹ 29,144.07 million in the nine months ended December 31, 2023. Our earnings before depreciation, amortization, impairment and taxes also increased from ₹ 4,295.27 million in Fiscal 2021 to ₹ 8,553.52 million in Fiscal 2022, ₹ 12,220.82 million in Fiscal 2023 and was ₹ 8,515.44 million and ₹ 10,881.83 million in the nine months ended December 31, 2022 and December 31, 2023, respectively. For information on the reconciliation of earnings before depreciation, amortization, impairment and taxes, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures - Reconciliation of Non-GAAP Measures*" on page 114. Our reported profit for the period / year from continuing operations has been consistently increasing from ₹ 2,980.58 million in Fiscal 2021 to ₹ 6,250.56 million in Fiscal 2022, to ₹ 8,901.92 million in Fiscal 2023 and was ₹ 6,232.24 million and ₹ 7,856.34 million in the nine months ended December 31, 2022 and December 31, 2023, respectively.

Experienced management team with robust corporate governance framework

We have built a strong franchise of retail stock market clients over the last 27 years, aided by our corporate culture and our professional management team. We have a strong corporate culture and we are run by a professional management team. We have a management team with experience across the Indian financial services and broking sectors, coupled with expertise in developing and scaling up consumer-oriented technology products. We have focussed on building a senior management team comprising individuals with expertise in our proposed areas of expansion, such as our Asset Management and wealth management businesses. The quality of our management team has been the driving force in achieving all-encompassing growth in our business. All members of our senior management team have substantial experience. One of our Promoters, Dinesh Thakkar has over 30 years of experience in the broking industry and is the founder of the Angel Group. Our senior management team comprises Dinesh Thakkar (Chairman and Managing Director); Vineet Agrawal (Chief Financial Officer); Amit Majumdar (Executive Director–- Strategic Initiatives); Ravish Sinha (Chief Product and Technology Officer); Jyotiswarup Raiturkar (Chief Technology Officer); Ankit Rastogi (Chief Product Officer); Prateek Mehta (Chief Business Officer – Direct Business); Nishant Jain (Chief Business Officer – Assisted Business); Prabhakar Tiwari (Chief Growth Officer); Ketan Shah (Chief Strategy Officer); Deepak Chandani (Chief Data Officer); Anuprita Daga (Group - Chief Information Security Officer); Meenal Maheshwari Shah (Group General Counsel); Dr Pravin Bathe (Chief Legal and Compliance Officer); Subhash Menon (Chief Human Resources Officer); Saurabh Agarwal (CXO - New Business); Devender Kumar (Head of Online Revenue) and Bhavin Parekh (Head - Product Operations).

Our management team is driven by an agile mindset and has been instrumental in transforming the business from a largely physical to a completely digital model. The team is responsible for formulating our business strategy, devising and executing marketing and sales plan, managing our service areas, diversifying our business and sector mix, ensuring strong operating and technology platforms and expanding our client relationships.

Further, our management team enables us to conceptualise and develop new services, effectively market our services, and develop and maintain relationships with various stakeholders and intermediaries including our clients and Authorised Persons network.

Our credentials have helped us attract multi-faceted talent from across industries, including large-scale global technology driven consumer businesses. We have also been at the forefront of global practices in our employee engagement, including through remote working facilities, onboarding employees from diverse socio-economic backgrounds, and encouraging women to restart their professional journey following career breaks. Our engagement and employee satisfaction scores have been improving, enabling us to be certified as a Great Place To Work by The Great Place To Work Institute, for eight consecutive years.

Business Strategies

Strengthen our leadership position to become the largest retail broking house in India

We intend to strengthen our leadership position to become the largest retail broking house in India, both by broking revenue and active clients. In particular, we aim to enhance our market position in the growing retail broking segment, by continuing to focus on acquiring and retaining clients, product innovation, leveraging our web and digital broking platforms and brand to acquire clients through these platforms. Further, we intend to expand and offer all the financial services required by our retail clients, such that we can cater to their financial requirements through their lifetime.

We intend to aggressively invest in scaling up our client base, which will help our business grow across all verticals and expand our revenue pool. In particular, we aim to onboard digital natives, especially from beyond Tier I cities, with an objective to build a strong culture of creating wealth through investment in equities, thereby making them more financially independent.

Gross Client Acquisition	**Fiscal**			**Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(‘000)				
Tier 1 cities	321	638	487	355	626
Tier 2 cities	770	1,707	1,370	1,045	1,348
Tier 3 cities and beyond	1,272	2,942	2,855	2,023	3,928

For acquiring direct clients from markets beyond Tier I cities, we intend to continue leveraging our diversified digital channels such as performance marketing, digital referral associates and client referrals, in addition to our robust organic throughput. We operate our business across two distinct business units: (i) direct business unit, and (ii) assisted business unit. These business units have very different client profiles, engagement journeys and growth trajectories.

As part of our future growth plans and build on multiple offerings across our Super App platform, we propose to transfer our broking business into our two wholly owned subsidiaries through a slump sale. Our broking operations presently operated under our direct business unit will be transferred to Angel Crest Limited, while our broking operations, presently operated under our assisted business unit, will be transferred to Angel Securities Limited. This scheme of arrangement is subject to requisite Shareholder and regulatory approvals. We are in the process of obtaining prior approval from the regulators before submitting the scheme to the National Company Law Tribunal. Following the restructuring, our Company proposes to surrender our broking registration and membership of stock exchanges and depository to become an unregulated entity. As part of our continuing operations, we intend to augment our brand presence, generate new client leads for all our businesses, manage and scale up technology platforms and infrastructure including the Super App, build new product features and journeys, operate call center and contact center services. The proposed restructuring will strategically enable us to expand our product offerings across the financial services landscape of India.

While Angel One Limited is a Qualified Stock Broker (“**QSB”)** in terms of our client base and volume on the exchanges, each of the legal entities housing the direct and assisted business units would be eligible to be designated as QSBs, basis the current eligibility criteria. Both these business units have an extremely strong digitally savvy customer footprint, spanning across India. The assisted business has a very important element of customer relationship management through its Authorised Persons, who are budding entrepreneurs. The growing network of Authorised Persons is critical to the growth strategy of our Company. These Authorised Persons impart valuable support to clients who require assistance in their trading and investment journey.

We intend to widen our investor education and product features, to further strengthen the integrated consumer behaviour engagement model, which will enable us to serve our clients better and increase our engagement with them through implementation of technology, across various devices and means of communication. We also believe that we will be able to increase our retail client base by providing an open-source platform, integrate better third-party applications and offer multilingual services on our online platforms to ensure reach to a larger investor base and capitalise on the underserved client base with simplicity in advice.

We also intend to strengthen our client support systems to ensure that we are able to provide anytime, anywhere access through various modes of communication.

Augment our investment in our mobile platform, artificial intelligence, machine learning capabilities and newer technologies

We believe that we are at the forefront of application of technology and digitisation in the broking business in India and continuously strive to achieve higher benchmarks in term of services we provide to our clients. Given that a majority of our retail clients interact with us through our digital broking platform, we continuously invest in the development of technology to ensure that we provide our clients with a superior, seamless and secure experience. We aim to enhance our client engagement through focused advancements in mobile technology and delivering innovative products, improving user interface across devices and ensure time optimisation for an increase in the performance and execution of trades. We also intend to continue to ensure that we implement the best practices in respect of cybersecurity and increase our ability to operate with third parties to optimise our operations and provide our clients with a digital experience which is efficient and cost-effective. Our risk management framework is completely automated and we remain committed to enhance our systems by leveraging artificial intelligence, to meet the growing needs and requirements of regulators, market participants and clients.

Ensuring data privacy of all our stakeholders, including clients, is at the core of our business ethos. We believe that use of technology augments client relationships and enables reduction in errors and expenses, in addition to ensuring data privacy. We will continue to improve our systems to provide our clients with unified data architecture across sales, on-boarding, risk profiling, research recommendations, trade execution and settlement and generation of reports. As our client base increases, we will have access to an increasing amount of data.

We intend to continuously augment our platform with multiple new offerings like 'tick-by-tick' data on charts, to enhance accuracy and provide clients with data on the most recent market activity. This offering is also meant to sharpen technical indicators and pattern recognitions, in addition to providing real-time price triggers, in turn making trading systems more reliable. Other features that we intend to operationalize include option strategy, which improves trading efficacy through better risk management and optimized margin through hedging, creates invocations across key journeys to manage clients' favourite strategies and facilitates clients hedging and optimizing of basket orders with suggestive strategies. Our pipeline of developments also includes building a universal equity portfolio, which allows clients to have a comprehensive and holistic view of their investments across multiple service providers on a single platform, making investment more convenient and efficient, while eliminating the need to switch between different platforms. We will also continue to leverage NXT, our proprietary technology platform, to enhance the capabilities and engagement of our channel partners on our assisted business unit. We are presently beta testing distribution of consumer credit products, and are building proprietary models using internal and external consumer data, to facilitate lending partners underwrite and collect better. In connection with fixed income products as well, we aim to leverage technology to provide a seamless experience to clients.

We intend to continue investing in and augmenting our analytical capabilities to ensure that we are able to gain personalised and actionable insights from such data while ensuring compliance with the privacy requirements of our clients. We have, and will continue to, use analytics and artificial intelligence to help us understand client preferences, design new products, identify targets for cross-selling and increase transactions with our clients.

Evolve into a multi-product, multi-channel platform

We intend to continue grow our wealth ecosystem further by diversifying the suite of products that we offer to our clients. With a view to expanding on client offerings, our Company applied to SEBI to set up our own Asset Management Company ("**AMC**"), for which we received an in-principle approval in Fiscal 2023. Further, we have set up Angel One Trustee Limited as the trustee company for an AMC business. Through our Asset Management business, we intend to introduce mutual funds backed by passive investment ideology, in order to expand the reach of investing in capital market products and reduce the ticket size of SIPs to make them accessible to different segments of society. We believe that passive investment ideology along with the digital distribution capabilities will also substantially reduce the cost of distribution and the cost of managing funds, which can help improve the return on investments of our clients. In addition, we intend to scale up our distribution of third-party credit products, fixed income and insurance products, through strategic alliances with originators of these products. Within our fixed income portfolio, we propose to offer highly rated bank fixed deposits and corporate bonds. Among consumer credit products, we intend to distribute unsecured consumer loans as a precursor to our pathway of offering mortgage products. Angel One Wealth Limited (formerly known as Angel One Wealth Management Limited) is our vehicle to serve the growing base of affluent clients, emerging high net worth individuals ("**HNI**") and ultra HNIs, through digitally powered wealth management offerings. With these new business lines, we intend to progressively build an ecosystem that serves diverse segments of the Indian population.

Further, we intend to broaden the channels through which we build the reach of our assisted business. We intend to deepen our channel partner network and geographical reach, while building efficiencies in our existing framework and channels. In order to expand our addressable market, we intend to engage with new channel partners, such as Authorised Persons, mutual fund distributors, point of sales persons (“**POSP”**), direct selling agents ("**DSAs**") and other digital platforms, to unlock growth potential within mutual funds, lending and insurance businesses, as applicable.

Our diversification across financial products and channels, coupled with our organizational structure and culture, provides us with an ability to offer various products and services from across our businesses to our expanding base of clients. We believe that this will position us well to not only enhance customer wallet share, but also bring about customer stickiness to the platform.

We provide investment advisory services through our various applications and our website, which are supplemented by “ARQ Prime”, a rule-based investment engine that provides investment recommendations based on clients' investment criteria. We currently provide our clients with customized solutions to assist them achieve their investment goals across various investment asset classes such as equities, derivatives, currency and commodities, mutual funds, fixed deposits and bonds, health insurance and life insurance products.

We intend to capitalise on our existing retail client base to ensure that our wealth management business increase over time and each of our clients receive personalised and satisfactory services. We believe that our significant retail broking client base presents us with the potential to cross-sell third-party products suitable to their requirements. In particular, certain asset classes are underpenetrated among our client base, and we intend to leverage our analytics capabilities to selectively target client based on their likelihood to purchase such products.

We believe that the increase in the purchasing power of individuals in the country and shift in the need to invest in financial products will enable us to capitalise on the same and empower our clients to receive better returns over time.

Drive value creation through selective, strategic partnerships and acquisitions

We plan to selectively pursue acquisitions, partnerships and investments, when we identify suitable opportunities. Our focus is on augmenting our core capabilities to enhance clients' experience of our existing services, while preserving our corporate culture and sustainably managing our growth. We will evaluate inorganic growth opportunities, such as through mergers and acquisitions, to augment our bouquet of product and service offerings. As part of our growth strategy, we also intend to collaborate with budding innovators and technocrats to build differentiated products and services which will enhance engagement, thus empowering clients with better accessibility and diversity to improve their return on investment. We will continue to evaluate strategic partnerships, investments and acquisitions in the future.

Capitalisation of the growing investable wealth in India

As of 2022, India has one of the largest young populations in the world, with a median age of 28 years. (*Source: CRISIL Report*) Of India’s population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade, with approximately 90% of Indians still below the age of 60 in 2021. (*Source: CRISIL Report*) With regards to long-term investment products, the increase in life expectancy and aspirations of the working population (for example, need to build a strong corpus before retirement) is also increasing, leading to more focus on equity investments in capital markets. (*Source: CRISIL Report*)

The total registered investors in the country has grown to 85.41 million in December 2023 from 27.48 million in Fiscal 2019. (*Source: CRISIL Report*) Although households’ savings in physical assets has increased to 71% in Fiscal 2023 from 48% in Fiscal 2021, it constitutes a substantial share in overall savings; on the other hand, the share of financial savings has decreased to 29% in Fiscal 2023 from 52% in Fiscal 2021. (*Source: CRISIL Report*) In the long-term, with increase in financial literacy, CRISIL MI&A expects the share of financial assets as a proportion of net household savings to increase over the next five years, thereby boosting investments in assets such as insurance and mutual funds. (*Source: CRISIL Report*) The share of total demat account in India as a percentage of population has increased significantly over the years from 1.7% in Fiscal 2014 to 9.8% in the nine months of Fiscal 2024. The ratio is expected to improve at a strong pace in tandem with increased financial and market awareness. (*Source: CRISIL Report*) The share of individual investors in the cash market has seen a rise from 33.0% in Fiscal 2016 to 35.4% in the nine months ended December 31, 2023. (*Source: CRISIL Report*) Increase in awareness among retail investors, rise in interest penetration, mobile trading and drop in broking commission have aided the rising participation of retail investors across product segments. (*Source: CRISIL Report*) The Active Client Base on NSE increased at a CAGR of 30.1% from 5.2 million in March 2016 to 32.7 million in March 2023. (*Source: CRISIL Report*) As the wealth of customers and per capita income continues to rise, the demand for wealth advisers is experiencing a significant surge, and this trend emphasizes the growing complexity of financial portfolios and the increasing need for personalized wealth management services. (*Source: CRISIL Report*)

We intend to capitalise and acquire larger market share on these opportunities in the Indian financial market, given our experience in adopting technology and automation to service our clients. Further, we believe that the projected growth and the changes in the Indian financial market resulting from increased wealth and trading will result in an increase in the dependence of existing and new clients on financial services providers such as us. We believe this positions us to benefit from the growing market opportunities in the most efficient manner together with our wealth of experience, research capabilities, understanding of the financial markets, will result in us being able to capitalise on the growing investable wealth in India.

SUMMARY OF THE ISSUE

The following is a general summary of the terms of the Issue. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Placement Document, including the sections "*Risk Factors*", "*Use of Proceeds*", "*Placement and Lock-up*", "*Issue Procedure*" and "*Description of the Equity Shares*" on pages 49, 84, 258, 244 and 272, respectively.

Issuer	Angel One Limited
Face value	₹ 10 per Equity Share
Issue Price	₹ 2,555.01 per Equity Share (including a premium of ₹ 2,545.01 per Equity Share)
Floor Price	₹ 2,555.01 per Equity Share, calculated on the basis of Regulation 176 of the SEBI ICDR Regulations. In terms of the SEBI ICDR Regulations, the Issue Price cannot be lower than the Floor Price.
Issue Size	Issue of 5,870,818 Equity Shares, aggregating up to ₹ 15,000.00 million, including a premium of ₹ 2,545.01 each. A minimum of 10% of the Issue Size, i.e., at least 587,082 Equity Shares was available for Allocation to Mutual Funds only and the balance 5,283,736 Equity Shares was available for Allocation to all Eligible QIBs, including Mutual Funds. In case of under-subscription in the portion available for Allocation only to Mutual Funds, such undersubscribed portion may be Allotted to other Eligible QIBs.
Date of Board resolution authorizing the Issue	February 22, 2024
Date of Shareholders' resolution authorizing the Issue	March 15, 2024
Dividend	See "*Description of the Equity Shares*" and "*Dividends*" on pages 272 and 98.
Eligible Investors	Eligible QIBs, to whom the Preliminary Placement Document and the Application Form were delivered and who were eligible to bid and participate in the Issue. For further details, see "*Issue Procedure*", "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 244, 260 and 267, respectively. The list of Eligible QIBs to whom the Preliminary Placement Document and Application Form have been delivered has been determined by our Company in consultation with the BRLMs.
Equity Shares issued and outstanding immediately prior to the Issue	84,008,188 Equity Shares
Equity Shares issued and outstanding immediately after the Issue	89,879,006 Equity Shares
Issue procedure	This Issue is being made only to Eligible QIBs in reliance on Section 42 of the Companies Act, read with Rule 14 of the PAS Rules, and all other applicable provisions of the Companies Act and Chapter VI of the SEBI ICDR Regulations. For further details, see "*Issue Procedure*" on page 244.
Listing and trading	Our Company has obtained in-principle approvals from the BSE and the NSE each dated March 26, 2024 under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to the Issue. Our Company will make applications to each of the Stock Exchanges after Allotment and credit of Equity Shares to the beneficiary account with the Depository Participant to obtain final listing and trading approval for the Equity Shares, to be issued pursuant to this Issue.
Lock-up	For details of the lock-up, see "*Placement and Lock-up*" on page 258.
Transferability restrictions	The Equity Shares Allotted pursuant to this Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of the Stock Exchange. Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. See "*Issue Procedure*", "*Selling Restrictions*" *and "Purchaser Representations and Transfer Restrictions"* on pages 244, 260 and 267, respectively.
Use of proceeds	The gross proceeds from the Issue aggregates to approximately ₹ 15,000.00 million. The Net Proceeds from the Issue is expected to be approximately ₹ 14,725.24 million.

	See "*Use of Proceeds*" on page 84 for information regarding the use of Net Proceeds from the Issue.	
Risk factors	See "*Risk Factors*" on page 49 for a discussion of risks you should consider before investing in the Equity Shares.	
Indian taxation	For the statement of possible tax benefits available to our Company and its Shareholders under the applicable laws in India, see *"Taxation"* on page 275.	
Closing Date	The Allotment of the Equity Shares is expected to be made on or about April 2, 2024.	
Ranking	The Equity Shares to be issued pursuant to the Issue shall be subject to the provisions of the Memorandum of Association and Articles of Association and shall rank *pari passu* with the existing Equity Shares of our Company, including rights in respect of dividends. The Shareholders who hold Equity Shares as on the relevant record date will be entitled to participate in dividends and other corporate benefits, if any, declared by our Company after the Closing Date, in compliance with the Companies Act, SEBI Listing Regulations and other applicable laws and regulations. Shareholders may attend and vote in shareholders' meetings in accordance with the provisions of the Companies Act.	
Security codes/ symbols for the Equity Shares	**ISIN**	INE732I01013
	BSE Code	543235
	NSE Symbol	ANGELONE

SELECTED FINANCIAL INFORMATION

The following tables set out selected financial information derived from our Audited Consolidated Financial Statements and the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements. For further details, please see "Management's Discussion and Analysis of Financial Condition and Results of Operations" and "Financial Information", on pages 99 and 300, respectively.

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SUMMARY OF CONSOLIDATED BALANCE SHEET

(₹ in million)

Particulars	As at				
	December 31, 2023	**December 31, 2022**	**March 31, 2023**	**March 31, 2022**	**March 31, 2021**
ASSETS:					
Financial Assets					
(a) Cash and cash equivalents	1,692.44	1,192.05	1,330.61	4,221.07	5,877.76
(b) Bank balance other than cash and cash equivalents	88,910.55	60,942.95	53,580.22	44,528.50	12,896.71
(c) Trade receivables	4,324.10	2,402.30	3,748.73	5,653.24	2,276.95
(d) Loans	16,967.40	11,625.73	10,051.94	13,575.00	11,284.93
(e) Investments	1,213.16	1,036.69	1,094.74	186.52	55.40
(f) Other financial assets	7,660.80	5,875.85	1,855.10	1,948.93	14,289.33
Non-financial Assets					
(a)Current tax assets (Net)	260.64	14.70	16.76	21.41	14.82
(b) Deferred tax assets (Net)	-	-	-	18.47	47.02
(c) Investment property	32.34	32.92	32.78	33.36	33.94
(d) Property, Plant and equipment	2,156.65	1,465.14	1,463.47	1,402.07	1,004.43
(e) Capital work-in-progress	507.18	466.98	615.23	-	-
(f) Intangible assets under development	6.10	0.75	1.08	119.96	1.83
(g) Intangible assets	478.05	318.64	331.21	65.63	54.73
(h) Right of use assets	53.26	34.26	37.87	17.20	55.18
(i) Other non-financial assets	781.65	476.30	616.97	408.07	245.26
TOTAL ASSETS	**1,25,044.32**	**85,885.26**	**74,776.71**	**72,199.43**	**48,138.29**
LIABILITIES AND EQUITY:					
LIABILITIES					
Financial Liabilities					
(a) Trade Payables					
(i) total outstanding dues of micro enterprises and small enterprises	14.75	5.79	23.09	-	1.97
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	75,105.95	46,397.62	40,691.98	40,668.10	22,762.32
(b) Debt securities	1,831.81	495.12	278.28	245.67	-
(c) Borrowings (other than debt securities)	15,573.17	14,950.67	7,593.58	12,331.65	11,714.69
(d) Other financial liabilities	3,873.59	2,811.24	3,878.70	2,533.92	1,797.06
Non-Financial Liabilities					
(a) Current tax liabilities (Net)	6.07	44.96	76.28	9.87	120.52
(b) Deferred tax liabilities (Net)	85.46	5.63	39.13	-	-
(c) Provisions	210.85	153.61	163.39	121.03	90.99
(d) Other non-financial liabilities	480.17	396.40	416.70	445.42	340.77
EQUITY					
(a) Equity share capital	839.50	833.71	834.20	828.59	818.27
(b) Other equity	27,023.00	19,790.51	20,781.38	15,015.18	10,491.70
TOTAL LIABILITIES AND EQUITY	**1,25,044.32**	**85,885.26**	**74,776.71**	**72,199.43**	**48,138.29**

SUMMARY OF CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(₹ in million, unless otherwise stated)

Particulars	Nine months period ended		Year ended		
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
REVENUE FROM OPERATIONS					
(a) Interest Income	5,383.23	3,825.00	5,195.05	3,328.24	1,769.44
(b) Fees and commission income	23,702.51	17,896.44	24,760.16	18,960.73	10,778.22
(c) Net gain on fair value changes	58.34	37.03	60.64	297.08	89.18
Total Revenue from operations (I)	**29,144.07**	**21,758.47**	**30,015.85**	**22,586.05**	**12,636.84**
(d) Other Income (II)	68.43	141.86	195.33	464.65	352.98
Total Income (I +II=III)	**29,212.50**	**21,900.33**	**30,211.18**	**23,050.70**	**12,989.82**
EXPENSES					
(a) Finance costs	803.08	697.39	895.15	721.47	389.34
(b) Fees and commission expense	5,689.12	4,735.16	6,406.70	5,502.43	3,629.78
(c) Impairment on financial instruments	57.78	21.88	36.11	115.28	346.04
(d) Employee benefits expenses	3,977.17	3,224.46	3,979.02	2,808.99	1,718.45
(e) Depreciation, amortization and impairment	332.40	213.30	302.64	186.41	183.60
(f) Others expenses	7,803.52	4,706.00	6,673.38	5,349.01	2,610.94
Total expenses (IV)	**18,663.07**	**13,598.19**	**18,293.00**	**14,683.59**	**8,878.15**
Profit before tax (III-IV=V)	**10,549.43**	**8,302.14**	**11,918.18**	**8,367.11**	**4,111.67**
Tax Expense					
(a) Current Tax	2,648.23	2,044.62	2,955.95	2,084.09	1,041.77
(b) Deferred Tax	51.64	28.63	62.99	25.62	3.92
(c) Taxes for earlier years	(6.78)	(3.35)	(2.68)	6.84	85.40
Total Income tax expense (VI)	**2,693.09**	**2,069.90**	**3,016.26**	**2,116.55**	**1,131.09**
Profit for the period / year from continuing operations (V-VI=VII)	**7,856.34**	**6,232.24**	**8,901.92**	**6,250.56**	**2,980.58**
Loss before tax for the period / year from discontinued operations (before tax) (VIII)	(0.42)	(2.16)	(2.81)	(2.92)	(10.44)
Tax expense on discontinued operations (IX)	0.07	(0.34)	(0.43)	(0.41)	1.58
Loss after tax for the period / year from discontinued operations (VIII-IX=X)	**(0.49)**	**(1.82)**	**(2.38)**	**(2.51)**	**(12.02)**
Profit for the period / year (VII+X=XI)	**7,855.85**	**6,230.42**	**8,899.54**	**6,248.05**	**2,968.56**
OTHER COMPREHENSIVE INCOME					
Items that will not be reclassified to profit or loss					
(a) Re-measurement gains/(losses) on defined benefit plans	(21.31)	(16.67)	(19.62)	(13.80)	(16.72)
(b) Income tax relating to above items	5.38	4.20	4.96	3.49	4.22
Other Comprehensive Income for the period / year (XII)	**(15.93)**	**(12.47)**	**(14.66)**	**(10.31)**	**(12.50)**
Total Comprehensive Income for the period / year (XI+XII)	**7,839.92**	**6,217.95**	**8,884.88**	**6,237.74**	**2,956.06**
Earnings / (loss) per equity share (FV ₹ 10 each) (not annualised for interim period)					
Earnings per equity share from continuing operations (FV ₹ 10 each) (not annualised for interim period)					
Basic EPS - (₹)	93.73	74.89	106.91	75.75	38.75
Diluted EPS - (₹)	92.09	73.20	105.12	74.47	38.48
Loss per equity share from discontinued operations (FV ₹ 10 each) (not annualised for interim period)					
Basic EPS - (₹)	(0.01)	(0.02)	(0.03)	(0.03)	(0.16)
Diluted EPS - (₹)	(0.01)	(0.02)	(0.03)	(0.03)	(0.16)

(₹ in million, unless otherwise stated)

Particulars	Nine months period ended		Year ended		
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
Earnings per equity share from total operations (FV ₹ 10 each) (not annualised for interim period)					
Basic EPS - (₹)	93.72	74.87	106.88	75.72	38.60
Diluted EPS - (₹)	92.08	73.17	105.09	74.44	38.32

SUMMARY OF CONSOLIDATED STATEMENT OF CASH FLOWS

(₹ in million)

Particulars	As at				
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
A. Cash flow from operating activities					
Profit before tax	10,549.01	8,299.98	11,915.37	8,364.19	4,101.23
Adjustments for non cash and non-operating activities:					
Depreciation and amortization expense	332.82	215.46	305.45	189.32	188.93
(Gain) / Loss on cancellation of lease	(0.36)	-	-	0.75	(8.28)
Expense on Employee Stock option scheme	462.10	612.34	528.49	156.28	12.02
Income from leased property	(1.21)	(1.08)	(1.48)	(1.34)	(1.48)
Interest expense on borrowings	619.03	558.99	686.85	667.53	354.60
Interest on Income tax	(0.16)	(0.68)	6.93	13.30	(0.19)
Provision of expected credit loss on trade receivable	4.35	0.49	2.20	1.04	7.79
Provision of expected credit loss on loans	-	(5.57)	(11.28)	0.53	4.21
Interest income on financial assets	(3.39)	(3.80)	(5.03)	(6.46)	(12.19)
Dividend Income on Mutual fund	-	-	-	-	(0.13)
Bad debt written off (Net)	53.43	26.96	45.19	113.71	334.04
(Profit) / loss on sale of property, plant and equipment	0.56	(101.06)	(104.96)	(0.98)	8.60
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(58.34)	(37.03)	(60.64)	(297.08)	(89.18)
Operating profit before working capital changes	**11,957.84**	**9,565.00**	**13,307.09**	**9,200.79**	**4,899.97**
Changes in working capital					
Increase/(decrease) in trade payables	34,405.63	5,735.31	46.97	17,903.81	13,369.36
(Increase)/decrease in inventories	-	-	-	-	0.45
Increase/(decrease) in other financial liabilities	1.55	280.98	1,344.78	736.86	492.41
Increase/(decrease) in other non-financial liabilities	63.47	(49.02)	(28.72)	104.65	29.09
Increase/(decrease) in provisions	26.15	15.91	22.74	16.24	7.19
(Increase)/decrease in trade receivables	(636.94)	3,226.83	1,861.57	(3,486.74)	(2,222.50)
(Increase)/decrease in loans	(6,915.46)	1,954.84	3,534.34	(2,290.60)	(8,483.36)
(Increase)/decrease in other bank balances	(35,330.33)	(16,414.45)	(9,051.72)	(26,574.47)	(4,893.48)
(Increase)/decrease in other financial assets	(5,798.70)	(3,929.14)	91.70	12,342.37	(11,577.31)
(Increase)/decrease in other non-financial assets	(164.72)	(66.45)	(207.12)	(162.81)	(93.62)
Cash generated from/(used in) operations	**(2,391.51)**	**319.81**	**10,921.63**	**7,790.10**	**(8,471.80)**
Income tax paid (net of refunds)	(2,955.38)	(1,998.79)	(2,889.14)	(2,214.64)	(971.95)
Net cash (used in)/generated from operating activities (A)	**(5,346.89)**	**(1,678.98)**	**8,032.49**	**5,575.46**	**(9,443.75)**
B. Cash flow from Investing activities					
Purchase of property, plant and equipment, intangible assets	(1,055.71)	(895.28)	(1,141.61)	(697.48)	(144.17)
Proceeds from sale of property, plant and equipment, intangible assets	1.07	131.06	136.58	6.64	4.10
Income from lease property	1.21	1.08	1.48	1.34	1.48
Dividend Income from mutual funds	-	-	-	-	0.13
Payment for purchase of mutual funds	(3,256.06)	(6,591.54)	(11,411.10)	(68,094.01)	(44,530.44)
Proceeds from sale of mutual funds	3,195.98	5,778.40	10,563.52	68,259.97	44,916.87
Net cash (used in) / generated from investing activities (B)	**(1,113.51)**	**(1,576.28)**	**(1,851.13)**	**(523.54)**	**247.97**

(₹ in million)

Particulars	As at				
	December 31, 2023	December 31, 2022	March 31, 2023	March 31, 2022	March 31, 2021
C. Cash flow from Financing activities					
Proceeds from / (repayments) of borrowings other than debt securities	7,934.51	2,600.65	(4,755.95)	661.56	6,940.38
Proceeds from / (repayments) of debt securities	1,553.53	249.45	32.61	245.67	-
Proceeds from long term borrowings - vehicle loan	25.45	-	-	-	3.54
Repayment of long term borrowings - vehicle loan	(3.14)	(2.32)	(3.12)	(4.03)	(39.48)
Proceeds from issue of equity shares	120.93	104.67	114.15	228.60	3,005.84
Share issue expenses	-	-	-	-	(151.57)
Interest paid on borrowings	(615.93)	(557.59)	(684.58)	(664.55)	(346.69)
Dividend paid	(2,176.03)	(2,154.51)	(3,755.71)	(2,088.82)	(426.58)
Repayment of lease liabilities including interest	(17.09)	(14.11)	(19.22)	(29.72)	(44.26)
Net cash (used in) / generated from financing activities (C)	**6,822.23**	**226.24**	**(9,071.82)**	**(1,651.29)**	**8,941.18**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	361.83	(3,029.02)	(2,890.46)	3,400.63	(254.60)
Cash and cash equivalents at the beginning of the period / year	1,330.61	4,221.07	4,221.07	820.44	6,132.36
Cash and cash equivalents at the end of the period / year	**1,692.44**	**1,192.05**	**1,330.61**	**4,221.07**	**5,877.76**
Cash and cash equivalents comprise					
Balances with banks	-	-	-	-	-
On current accounts	1,692.42	1,190.78	1,329.67	4,219.22	816.60
Fixed Deposits with original maturity less than 3 months	-	-	-	-	5,057.32
Cash on hand	0.02	0.02	0.02	0.02	0.07
Cheques on hand	-	1.25	0.92	1.83	3.77
Total cash and bank balances at end of the period / year	**1,692.44**	**1,192.05**	**1,330.61**	**4,221.07**	**5,877.76**

RISK FACTORS

This Issue and an investment in the Equity Shares involve a certain degree of risk. You should carefully consider all the risks and uncertainties described below as well as other information contained in this Placement Document before making an investment in the Equity Shares. If any particular risk or some combination of the risks described below actually occurs, our business, results of operation, financial condition and cash flows could be adversely affected, the trading price of the Equity Shares could decline and you may lose all or part of your investment. Unless specified in the risk factors below, we are not in a position to quantify the financial implications of any of the risks mentioned below. We have described the risks and uncertainties that we currently believe to be material, but the risks set out in this Placement Document may not be exhaustive or complete, and additional risks and uncertainties not presently known to us, or which we currently deem to be immaterial, may arise or become material in the future. This section should be read together with "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 134, 206 and 99, respectively, as well as the financial statements, including the notes thereto, and other financial information included in "Financial Information" on page 300.

Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2021, 2022 and 2023 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the nine months ended December 31, 2022 and December 31, 2023, included herein is derived from the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements included in this Placement Document. For further information, see "Financial Information" on page 300. The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements of our Company are not indicative of our Company's annual performance and are not comparable with the Audited Consolidated Financial Statements.

Unless otherwise stated or the content otherwise requires, references in this section to "our Company" or "the Company" are to Angel One Limited on a standalone basis, while references to "we", "us", or "our" (including in the context of any financial or operational information) are to Angel One Limited on a consolidated basis. Also, see "Definitions and Abbreviations" on page 23 for certain terms used in this section.

Some of the information in this Placement Document, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 300 and 99, respectively, for a discussion of certain factors that may affect our business, results of operations or financial condition. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report Across Various Sectors – Angel One" dated February 2024 (the "**CRISIL Report**") prepared and issued by CRISIL, which has been exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation.*

INTERNAL RISKS

Risks Relating to our Business and the Financial Services Industry

1. General economic and market conditions in India and globally that affect trading volumes could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

We generate revenues from broking and depository operations across equity cash and derivatives, commodity and currency derivatives, margin trading funding, distribution of third party financial products such as mutual funds, insurance products, sovereign gold bonds and we distribute initial public offerings to our clients as a sub-syndicate member, through our Super App on mobile, tab and web platforms under the "Angel One" brand. Accordingly, our business is highly dependent on economic and political conditions in India and other countries, and the level of activity in the securities markets in India.

Global economic and political conditions that may affect the Indian securities markets include macroeconomic and monetary policies, industry-specific trends, mergers and acquisitions activity, legislation and regulations relating to the financial and securities industries, household savings rate, investment in alternative financial instruments, upward and downward trends in the market, business and financial sectors, volatility in security prices, perceived lack of attractiveness of the Indian capital markets, inflation, foreign direct investment, consumer confidence, currency and interest rate fluctuations, and availability of short-term and long-term market funding sources and cost of funding. Further, if inflation or real interest rates were to rise significantly, the trends towards increased financial savings might slow down or reverse, our employee costs may increase and the sales of many of our products and services may decline.

Such downturns and adverse market conditions affect our business, results of operations, financial condition, cash flows and prospects in various ways, including the following:

- the volume of trading in securities that we offer in our brokerage business may be adversely affected by market movements and volatility, thereby reducing our brokerage income;
- the demand for third-party products that we distribute may be adversely affected by market movements and volatility, thereby reducing our commission income;
- we may face higher risk of defaults by clients or counterparties on their contractual obligations;
- we may face increased competition in all our businesses, leading to lower fee and commissions and lower income;
- our treasury operations may be affected by volatility in interest rates;
- our financing costs may increase due to the limited access to liquidity and the capital markets or volatility in interest rates, thereby restricting our ability to raise funding and
- we may not be able to effectively execute our business plans and strategies.

Accordingly, adverse change in the general macroeconomic conditions or in the Indian capital markets may adversely affect our future growth.

2. ***We are subject to extensive statutory and regulatory requirements, which have material influence on, and consequences for, our business operations.***

Our business activities are subject to regulation by the Government and various regulatory authorities, such as SEBI, the Stock Exchanges, MCX, MSEI and NCDEX, as well as IRDAI, PFRDA, RBI, CCRL, NERL, AMFI and CDSL. For information on our business activities and registrations with various regulatory authorities, please see "*Our Business*" on page 206. To undertake some of our business activities, including the launch of new products, we may need to obtain registrations and approvals under, and comply with, regulations issued by various regulatory authorities, including, SEBI, the Stock Exchanges, MCX, MSEI and NCDEX, as well as IRDAI, PFRDA, RBI, CCRL, NERL, AMFI and CDSL, from time to time.

Further, we are subject to various laws including but not limited to the prevention of insider trading, front running and other conflicts of interest. We cannot assure you that our internal controls and measures will always manage such conflicts of interest, including compliance with various applicable laws and regulations. Any such failure to manage such conflicts could harm our reputation and erode client confidence in us. In addition, potential or perceived conflicts of interest may also give rise to litigation or regulatory actions. Due to the nature of business activities undertaken by us, our employees are also required to comply with various regulations, such as SEBI Insider Trading Regulations, SEBI Stock Brokers Regulations, SEBI Portfolio Managers Regulations, SEBI Research Analysts Regulations and SEBI Investment Advisers Regulations. Even though we have established an internal framework to monitor the conduct of our employees, we cannot assure you that none of our employees will violate the provisions of applicable laws in the course of their employment with us or that all such violations would be detected by us in a timely manner, or at all. Any violation of applicable laws by our employees related to their employment with us may affect our business operations or reputation or result in imposition of vicarious liability on us by the Government or regulatory authorities.

Additionally, we have adopted various policies and procedures for, among others, regulatory and statutory compliances and risk management, including a code of business conduct and ethics, a code of practice and procedure for fair disclosure of unpublished price sensitive information, an anti-bribery and anti-corruption policy, an anti-money laundering policy and vigil mechanism policy. We cannot assure you that such policies will be adequate for preventing all operational risks in a timely manner, or at all, or that a regulatory, governmental, statutory, or judicial authority would not deem such policies to be inadequate.

While we endeavour to ensure compliance with applicable law, we cannot assure you that the Government or the regulatory authorities will not take different interpretations regarding applicability of, or compliance with, the laws and regulatory framework governing our business. Moreover, we cannot assure you that the Government or regulatory authorities will not take a different interpretation regarding any of our current business activities being restricted or prohibited under applicable laws or the terms of the regulatory registrations and approvals obtained by us. Pursuant to inspections, conducted in the ordinary course of business, we have received notices/communications/ correspondence from SEBI and the Stock Exchanges seeking information or explanations regarding compliance with the provisions of SCRR, SEBI Stock Brokers Regulations and circulars issued by SEBI and Stock Exchanges from time to time. Imposition of any penalty or adverse finding by SEBI or any other regulatory authority may have an adverse effect on our reputation and business operations. For further information, see " – *We are subject to periodic inspections by regulatory authorities. Non-compliance with observations of such regulatory authorities could adversely affect our business, financial condition, results of operations and cash flows*", below and "*Legal Proceedings*" on page 290.

Additionally, the laws applicable to our business are subject to amendments, revisions, or replacements in the future by the Government or regulatory authorities, or due to judicial decisions. We could be adversely affected if such legislations or regulations are expanded or amended to require changes in our business practices, or if such legislations or regulations are interpreted or implemented in ways that negatively affect our business, financial condition, cash flows, results of operations and prospects.

3. We are subject to periodic inspections by regulatory authorities. Non-compliance with observations of such regulatory authorities could adversely affect our business, financial condition, results of operations and cash flows.

Our business activities are subject to periodic inspection by various regulatory authorities, such as SEBI, the exchanges, including, the Stock Exchanges, MCX, MSEI and NCDEX, as well as IRDAI, PFRDA, RBI, CCRL, NERL, AMFI and CDSL. Any negative findings against us during such inspections may adversely affect our business, cash flows and results of operations. In the past, the regulatory authorities and exchanges have issued administrative warnings and adverse observations, including in relation to (i) not settling accounts as per the preferences of the clients; (ii) incomplete KYC of clients; (iii) unutilised amount of the client lying with our Company; and (iv) upload of incorrect e-mail IDs of clients on the unique client code databases, amongst others. We are subject to thematic inspections of books of accounts by SEBI, and such inspections may lead to observations on *inter alia,* (i) technical glitches, including non-compliances under guidelines issued by the Stock Exchanges on technical glitches to prevent business disruptions, (ii) advance brokerage, including instances of non-refund of residual/excess amount charged from clients as advanced brokerage; and (iii) accepting securities by way of title transfer in a collateral account, instead of pledge in client securities margin pledge account.

We cannot assure you that we will be able to respond to observations made by regulatory authorities in the future to their satisfaction, within the prescribed timelines, or that such authorities will not make adverse remarks or impose a penalty or initiate regulatory actions. To the extent that any deficiencies are found in the future, or in the event of any levy of fines or penalties against us, or the suspension or cancellation of our registrations, our reputation, cash flows, business, prospects, financial condition, results of operations may be adversely affected.

4. Our Company, some of our Directors, our Promoters and our Subsidiaries are involved in legal and other proceedings.

Our Company, some of our Directors, our Promoters and our Subsidiaries are currently involved in a number of legal proceedings. These legal proceedings are pending at different levels of adjudication before various courts and tribunals. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable, and include amounts claimed jointly and severally from our Company along with our Promoters, our Directors or our Subsidiaries. The summary of pending litigation in relation to criminal proceedings, tax proceedings, arbitration matters and actions by regulatory or statutory authorities and other material pending litigation involving our Company, our Directors, our Promoters and our

Subsidiaries as on the date of this Placement Document has been set out below in accordance with the materiality parameters set out in the section "*Legal Proceedings*" on page 290.

Litigation involving our Company

Nature of cases	No. of outstanding cases	Amount involved (₹ in million)
Criminal cases including economic offences	120	210.59
Civil cases	-	-
Taxation matters	5	104.96
Arbitration	-	-
Actions by regulatory/ statutory authorities	2	-

Litigation involving our Promoters

Nature of cases	No. of outstanding cases	Amount involved (₹ in million)
Criminal cases including economic offences	9	5.94
Civil cases	-	-
Taxation matters	-	-
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-

Litigation involving our Subsidiaries

Nature of cases	No. of outstanding cases	Amount involved (₹ in million)
Criminal cases	1	-
Civil cases	-	-
Taxation matters	-	-
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-
Economic offences	-	-

Litigation involving our Directors

Nature of cases	No. of outstanding cases	Amount involved (₹ in million)
Criminal cases including economic offences	9	5.94
Civil cases	-	-
Taxation matters	-	-
Arbitration	-	-
Actions by regulatory/ statutory authorities	-	-

Additionally, we are often subjected to clients' complaints, grievances and lawsuits, including criminal complaints against us and our employees. These include grievances pertaining to product features, pricing, "squaring-off" of open positions, technical issues, website functionality, mis-selling or incomplete information provided, advice and research recommendation, issues with third-party distribution products and unauthorized transactions. We are also subject to the risk of misconduct by our employees, including fabricating digital account opening forms, forgery and unauthorized trades and misuse of sensitive information. We have, in the past, received notices from the Economic Offences Wing, Mumbai and show cause notices from SEBI, in relations to the opening of bogus demat accounts and unauthorised transfers. We are presently facing, and may in future face, disputes with former employees in relation to their termination of employment or payment of dues per terms of appointment or other payment obligations under settlement agreements. We may be required to devote management and financial resources in the defence or prosecution of such legal proceedings. Any adverse order or direction in these cases by the concerned authorities, could adversely affect our business and reputation.

In determining our provisions for income tax and our accounting for tax-related matters in general, we are required to exercise judgment. We regularly make estimates where the ultimate tax determination is uncertain. We have been, and from time to time may become, subject to tax assessments, tax litigation or similar processes or proceedings, as the case may be, the result of which may be materially different from that reflected in our financial statements. The assessment of additional taxes, interest and penalties in connection with such proceedings could adversely affect our cash flows, results of operations and financial condition. For further information, please see "*Legal Proceedings*" on page 290.

If we are unsuccessful in defending these suits or regulatory actions or settling these complaints or disputes, we may have to pay significant damages or penalties, in addition to our expenses on defending ourselves. We are also exposed to the risk of adverse publicity as a result of such complaints. Further, we may not be able to effectively redress clients' complaints resulting from acts, omissions, or fraud by our employees, authorised persons engaged under stockbrokers to extend investment facilities to investors ("**Authorised Persons**") or personnel at our dealer helpdesks and Digital Referral Associates ("**DRAs**") in a timely manner or at all, which could adversely affect our results of operations, financial condition, cash flows, prospects and reputation.

5. ***The operation of our businesses is highly dependent on information technology and we are subject to risks arising from any failure of, or inadequacies in, our IT systems.***

Our operations rely heavily on the effectiveness of our IT systems and their ability to record and process accurately a large number of transactions on a daily basis and in a timely manner to provide a seamless digital experience to our clients. We have in the past received notices from stock exchanges seeking explanation in relation to *inter alia* details of critical assets, disclosures required to be made in VAPT reports, deficiencies in authentication for external facing applications, for compliance with circulars issued by stock exchanges for cyber incident reporting. While we have not had any such instances which have had a material adverse impact on our operations, results of operations and financial condition in the three preceding Fiscals and the nine months period ended December 31, 2023, in the future, if we fail to meet the requirements, we may be subject to disciplinary proceedings, which could result in fines and penalties against us. We have recognised and continue to address the need to have sophisticated technology systems in place to meet our clients' requirements. A prolonged disruption of, or failure of, our information processing or communications systems would limit our ability to process transactions and execute trades on behalf of clients, which could adversely affect our competitiveness, financial condition, cash flows and results of operations. We cannot assure you that we will be able to process all trading orders at a time of increased demand, including due to increased market volatility. If we are unable to efficiently process all trading orders received, we may lose clients, become subject to client complaints, litigation or regulatory action and face financial losses.

Our technology operations are also vulnerable to disruptions from human error, catastrophic events including natural disasters, lack of capacity during peak trading times or times of unusual market volatility, power failure, computer viruses, spam attacks, ransom ware, distributed denial of services attacks, unauthorized access, data leakage and other similar events, and we may not be able to adapt to the evolving technology in the industry. An external information security breach, such as hacker attacks, frauds, virus or worm infestation of our IT systems, or an internal problem with information protection, such as failure to control access to sensitive systems, could materially interrupt our business operations or cause disclosure or modification of sensitive or confidential information. For instance, we encountered a data breach incident in April 2023. While there was no data loss pursuant to such data breach, we cannot assure you that we will not experience significant data breaches in future. The proper functioning of our internet-based trading system, mobile platform, order routing system, back office systems, settlement system, risk management system, financial controls, accounting, client database, client service and other data processing systems, together with the communications networks linking our IT systems with relevant exchanges, banks, depositories, registrar and transfer agents and client interfaces, is critical to our business and our ability to compete effectively. Our business activities would be materially disrupted in the event of a partial or complete failure of any of these IT systems, communication networks or their backup systems and procedures. Although we back up our business data regularly and have a contingency disaster recovery centre for our retail brokerage and distribution businesses, we cannot assure you that there will not be an unforeseen circumstance or that our disaster recovery planning is adequate for all eventualities.

If we are unable to keep up with technological changes or effectively compete on IT-enabled offerings, it could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects. To the extent we have outsourced our core order management systems to third parties, or integrate our offerings with third party providers to provide financial tools to our clients, any termination of such agreements or breach of such agreements may adversely affect our business, cash flows, results of operations and financial condition.

6. ***We rely on our broking and related services business for a substantial share of our revenue and profitability. Any reduction in our brokerage fee could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

We rely on our brokerage business for a substantial share of our revenue and profitability.

Set forth below are details of our brokerage as a percentage of total revenue from operations, in the corresponding years/ periods:

Particulars	**Fiscal**			**Nine months ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(₹ in million, except percentages)				
Brokerage (I)	9,065.41	15,736.29	20,805.05	14,993.03	19,929.19
Total revenue from operations (II)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Brokerage, as a percentage of total revenue from operations (I/II)	71.74%	69.67%	69.31%	68.91%	68.38%

Our brokerage business depends on number of orders executed and trading volume, which could be significantly affected by external factors, such as general economic conditions, macroeconomic and monetary policies, market conditions and fluctuations in interest rates, all of which are beyond our control. Our operating revenue is also affected by the size of our client base, and the frequency at which they do business through us. We earn brokerage fee based on, among other things, the number of orders executed, the volume of trades our clients undertake through us. If we fail to maintain and increase our client base, or fail to provide better services and products to retain and attract client activity, our brokerage income may be adversely affected.

Our brokerage fee levels are primarily driven by the competitive landscape our Company operates in. We have no exclusivity arrangements with our clients and our clients may use multiple brokerages simultaneously, particularly since products are standardised and offered online. If we face increased competition on our brokerage fee levels, we may have to provide additional products and services in addition to lowering our brokerage fee, to attract clients. Additionally, on account of change in our business model, any reduction in the number of orders may adversely affect our business since the fee we charge is based on the number of orders executed by us. Further, there is no assurance that we will be able to attract such clients without having to reduce our fee, which could have an adverse effect on our business, financial condition, cash flows and results of operations.

We also offer call and trade services to our retail clients. Transactions not authorized by the clients resulting in losses to client may also result in compensation claims from clients. For further information, see "*Legal Proceedings*" on page 290.

7. ***There are operational risks associated with the financial services industry which, if realised, may have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

We face various operational risks related to our business operations in the financial services industry, such as:

- human and systems errors, including in the confirmation, entry or settlement of transactions, due to the complexity and high volume of transactions;
- inadvertent deviations from defined processes and inadvertent errors due to the manual nature of processes;
- delay or failure to timely transfer, pledge or un-pledge securities to and from depository participants;
- failure to establish and maintain an effective controls and compliance oversight by our Authorised Persons network;
- failure of technology in our processes, including risk management and settlement processes, causing errors or disrupting our operations;
- inadequate technology infrastructure or inappropriate systems architecture;
- failure to adequately monitor and control Authorised Persons and personnel at our dealer helpdesks and DRAs;
- failure to implement sufficient information security, including cyber-security and controls;

- failure to maintain appropriate deposits with exchanges;
- fraud by employees, associates, Authorised Persons or through our digital and online platforms, or by Authorised Persons or personnel at our dealer helpdesks and DRAs or our employees;
- delay or disruption in timely completion of obligations by market and other intermediaries including banks, exchanges, depositories and other participants;
- an interruption in services by our critical service providers;
- failure to timely report transactions to concerned intermediaries;
- damage to physical assets;
- failure of our complex automated risk management systems due to incorrect or inadequate algorithms;
- authorisation of direct market access system for non-institutional investors by SEBI;
- inadequate due diligence, including client verification, non-adherence to anti-money laundering guidelines, KYC processes and client needs analysis, in the sales process; and
- If any of the foregoing were to occur, it could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

Our risk assessment methods depend upon the extant regulatory requirements, historical market behaviour and statistics, the evaluation of information regarding financial markets, clients or other relevant matters that are publicly available or otherwise accessible to us. Moreover, the information and experience data that we rely on may quickly become obsolete as a result of market and regulatory developments, and our historical data may not be able to adequately reflect risks that may emerge from time to time. Inaccuracy in estimates of the level of margin to be maintained by our clients with us for the transactions undertaken by them could result in a shortfall in margins deposited by our clients with us. However, our risk management systems and mitigation strategies may not be adequate or effective in identifying or mitigating our risk exposure in all market environments or against all types of risks in a timely manner, or at all.

We may also offer a broader and more diversified range of products, services or solutions. We may not be able to fully appreciate or identify operational risks related to the new products, services or solutions introduced by us from time to time. Accordingly, any risk management measures or controls implemented by us for such new products, services or solutions may not be adequate and we may be subject to liabilities arising therefrom. Further, any failure to change our risk management measures and controls to our developing business in a timely manner could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

8. ***We may fail to detect money laundering and other illegal or improper activities in our business operations on a timely basis, which may have an adverse effect on our reputation, cash flows, business operations, financial condition and results of operations.***

We are required to comply with applicable anti-money laundering laws and regulations. These laws and regulations require financial institutions to establish sound internal control policies and procedures with respect to anti-money laundering monitoring and reporting activities. Such policies and procedures require us to, among other things, establish or designate an anti-money laundering framework, conduct client identification in accordance with relevant rules, duly preserve client identity information and transaction records and report suspicious transactions to relevant authorities. Since, we handle large volumes of monetary transactions for a significant number of clients, the policies and procedures implemented by us for detecting and preventing the use of our brokerage platforms to facilitate money laundering activities may not comprehensively detect or eliminate instances of money laundering.

We are required to implement effective surveillance controls and measures for ensuring that our electronic brokerage platform is not misused by our clients, Authorised Persons, personnel at our dealer helpdesks or market participants to carry out manipulative trading activities. Failure of the surveillance control and measures implemented by us to detect illegal or improper activities undertaken through our platforms in a timely manner, or at all, could lead to regulatory actions against us and adversely affect our reputation.

If the controls and measures implemented for detecting or eliminating money laundering or other improper or illegal trading activities are considered inadequate under applicable laws and regulations by any regulatory, governmental or judicial authority, we may be subject to penal action, freezing or attachment of our assets, imposition of fines, or both. We cannot assure you that the controls and measures implemented by us are adequate to detect or eliminate every instance of money laundering or illegal trading activities in a timely manner or at all. While there have been no identified instances of money laundering in the three preceding Fiscals and the nine months ended December 31, 2023, any such lapse may adversely affect our reputation, business operations, cash flows, financial condition and results of operations.

9. ***We face significant competition in our businesses, which may limit our growth and prospects.***

The Indian securities industry is fragmented and typified by low barriers to entry. Accordingly, we face significant competition from companies seeking to attract our clients' financial assets. We compete with, amongst others, Indian and foreign brokerage houses. We compete on the basis of a number of factors, including execution, depth of product and service offerings, innovation, reputation, price and convenience.

Our competitors may have substantially greater financial resources, access to wider client bases, longer operating history than us in certain of our businesses, greater brand recognition among consumers, larger retail client base in India, ability to charge lower commissions, partnerships with various service providers and distribution platforms, lower cost of capital; and more diversified operations which allow utilisation of funds from profitable business activities to support business activities with lower, or no profitability.

Further, many of our product and service offerings in the brokerage and distribution businesses are easy to replicate. This increases the risk of competition from commercial banks, service providers and distribution platforms to enter the market. Any consolidation in the Indian securities industry would also expose us to competitive pressures. Our competitors could utilise technology, big data and innovation to simplify and improve the client experience, increase efficiencies, redesign products, improve client targeting, alter business models more effectively than or to effect disruptive changes in the Indian financial services industry. Our business, financial condition, cash flows, results of operations and prospects may be adversely affected if we are not able to maintain our market position, sustain our growth, develop new products or target new markets. In addition, competitive pressures and regulatory changes may also lead to downward pressures on our brokerage commission rates, which could also affect our financial condition and results of operations.

10. ***We may not be able to sustain our growth or expand our client and Authorised Persons base.***

We have experienced significant growth over the last few years, as indicated below:

Particulars	As of/ For the Year Ended March 31,			As of/ For the nine months ended December 31,	
	2021	2022	2023	2022	2023
Total Client Base (million)	4.12	9.21	13.78	12.51	19.45
NSE Active Client Base (million)	1.56	3.66	4.28	4.24	5.34
Overall ADTO (₹ billion)	1,983.89	6,473.98	13,623.61	12,002.27	29,442.11
Number of Orders (million)	344.66	680.10	925.78	663.06	937.34

Our ability to sustain our growth depends on various factors, including our ability to manage our growth and expand our client and Authorised Person base. We may not be able to sustain our growth in light of competitive pressure or other factors, such as not being able to implement business strategies and development plans effectively and efficiently. Sustained growth may place significant demands on our administrative, operational and financial resources, which we may be unable to handle. We cannot assure you that we will succeed in further expanding our network due to changes in regulatory policies, difficulties in managing a large number of staff and other unforeseeable reasons. In addition, as a result of competition, we may face increased pressures on declining fee and commission rates, and will need to provide better and customized services and products to differentiate ourselves and to retain and attract clients and Authorised Persons.

If we are unable to address the needs of our clients and Authorised Persons by offering competitive rates, maintaining high quality client service, continuing product innovation and providing value added services, or if we otherwise fail to meet our clients' and Authorised Persons demands or expectations, we may not be able to sustain our historic growth or lose our existing base to our competitors, which may in turn have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

11. We face additional risks as we expand our product and service offerings and grow our business.

We will continue to expand our product offerings and business as permitted by relevant regulatory authorities and market opportunities. New product offerings in our business are required to be compliant with the complex regulatory requirements and trading validation requirements of the Stock Exchanges, MCX, MSEI and NCDEX. Failure to consider, identify and provide for all additional risks may result in adverse financial impact on our Company. We have undertaken considerable investment in the Super App, which aims to integrate our operations, and we will continue to make investments to support the rollout of new products and features on the app. In the last few years, we have introduced various new products and services including distribution of direct mutual funds. For further information, see "*Our Business*" on page 206.

These activities may expose us to new and increasingly challenging risks, including, but not limited to:

- we may not be successful in enhancing our risk management capabilities and IT systems to identify and mitigate the risks associated with these new products, services and businesses;
- we may be subject to stricter regulatory scrutiny, and increased credit, market, compliance and operational risks;
- we may be unable to obtain regulatory approvals for certain new products in a timely manner, or at all;
- we may have insufficient experience or expertise in offering new products and services and dealing with new counterparties and clients;
- we may be unable to hire additional qualified personnel to support the offering of a broader range of products and services;
- our new products and services may not be accepted by clients or meet our profitability expectations; or
- we may be unable to obtain sufficient financing from internal and external sources to support our business expansion.

Further some of our offerings may not continue to be successful, or we may need to discontinue such services owing to factor beyond our control. For instance, we have ceased offering loans against shares, which we previously offered through our wholly-owned subsidiary, AFPL, as a result of regulatory changes. If we are unable to achieve the intended results with respect to our offering of new products and services, or manage the growth of our business, financial condition, cash flows, results of operations and prospects could be adversely affected.

12. If we are unable to maintain and enhance the 'Angel One' brand equity, the sales of our products and services may suffer which would have an adverse effect on our cash flows, financial condition and results of operations.

Our brand has, over the years, significantly contributed to the success of our business. Maintaining and enhancing the 'Angel One' brand and sub-brands, is critical to maintaining and expanding our client base. Maintaining and enhancing our brand and sub-brands may require us to make substantial investments in various areas, such as product development, marketing and brand building activities, and these investments may not be successful. Further, in the event that we are not able to maintain the quality of our services or our goodwill is affected for any reason, our business, cash flows and results of operations may be adversely affected. There can be no assurance that consumers will continue to be receptive to our brand and sub-brands.

In particular, as we expand into new market segments, there can be no assurance that consumers in these market segments will accept our brand and sub-brands. Further, our brand and sub-brands may also be adversely affected if our public image or reputation is tarnished by any negative publicity. While there have been no material instances of negative publicity in the three preceding Fiscals and the nine months ended December 31, 2023, we cannot assure you that our brand will not face negative publicity in future, Maintaining and enhancing our brand and sub-brands will depend largely on our ability to anticipate, gauge and respond in a timely manner to changing trends and consumer demands and preferences, and to continue to provide high quality products and services, which we may not do successfully. If we are unable to maintain or enhance our brand image, our cash flows, results of operations and our business may be adversely affected.

13. ***Our financial performance is subject to interest rate risk, and an inability to manage our interest rate risk may have an adverse effect on our business prospects, cash flows, financial condition and results of operation.***

Our results of operations, including our interest income from margin trading funding are dependent on our ability to manage our interest rate risk. Our funding arrangements also include both fixed and floating rate borrowings. However, we charge interest at a fixed rate on our margin trading funding. Any volatility in interest rates may adversely affect our business due to, amongst others, reducing profitability margin on our financing products, or our financing products becoming commercially unattractive.

Set forth below are details regarding our total fixed rate borrowings including debt securities, as well as our finance costs and interest service coverage ratios, in and as of the corresponding years/ periods:

Particulars	**As of/ For the Year Ended March 31,**			**As of/ For the nine months ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(₹ in million, unless otherwise stated)				
Finance costs (A)	389.34	721.47	895.15	697.39	803.08
Fixed rate borrowings excluding debt securities:					
Loan from banks and financial institution: - Secured against hypothecation of vehicles (I)	12.12	8.09	4.97	5.77	27.28
Lease liability payable over the period of the lease (II)	58.57	18.00	39.00	35.03	55.11
Total fixed rate borrowings excluding debt securities (I+II=III)	**70.69**	**26.09**	**43.97**	**40.8**	**82.39**
Debt securities (IV)	-	245.67	278.28	495.12	1,831.81
Total Fixed rate borrowings including debt securities (III+IV=B)	**70.69**	**271.76**	**322.25**	**535.92**	**1,914.2**
Debt securities (i)	-	245.67	278.28	495.12	1,831.81
Borrowings (other than debt securities) (ii)	11,714.69	12,331.65	7,593.58	14,950.67	15,573.17
Borrowings including debt securities (i+ii=C)	11,714.69	12,577.32	7,871.86	15,445.79	17,404.98
Total Fixed rate borrowings including debt securities, as a percentage of borrowings including debt securities (B/C)	0.60%	2.16%	4.09%	3.47%	11.00%
Interest service coverage ratio (in number of times)	**11.78**	**12.65**	**14.35**	**12.93**	**14.19**

For a reconciliation of interest service coverage ratio, see "Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures – Reconciliation of Non-GAAP Measures" on page 114.

Our net interest income from financing activities and net interest margin would be adversely impacted in case of any increase in interest rates, if the yield on our interest-earning assets does not increase simultaneously with or to the same extent as our cost of funds. In the event of a declining interest rate environment, if our cost of funds does not decline simultaneously or to the same extent as the yield on our interest-earning assets, it could adversely impact our interest income from financing activities and net interest margin. Additional risks arising from increasing interest rates, among others, include:

- increase in the rates of interest charged on certain financing products in our product portfolio, which may require us to extend repayment period for our clients or result in higher rates of default by our clients;
- increase in defaults resulting from extension of loan maturities and higher instalments due from borrowers;
- reduction in the volume of loan disbursements as a result of a client’s inability to service high interest rate payments; and

- inability to raise low cost funds as compared to some of our competitors.

Further, interest rates may also affect our clients' investment profile and high interest rates may reduce the attractiveness of equity or equity-linked investments of our clients. We cannot assure you that we will be able to adequately manage our interest rate risk. If we are unable to effectively manage our interest rate risks, it could have an adverse effect on our business prospects, cash flows, financial condition and results of operations.

14. ***If research disseminated or advice provided by us contains errors, this could have an adverse effect on our business, cash flows, financial condition or results of operations.***

Our retail research team provides our retail clients with research covering recommendations on various quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities currencies and mutual funds, in addition to macroeconomic or industry-related research. Although due care and caution is taken in issuing research recommendations, the accuracy, adequacy or completeness of such information, which is based on information obtained from sources that we consider reliable, is not guaranteed. Errors or omissions in the information or for the results obtained from the use of such information may cause our research findings to be incorrect. Further, certain industry and market data may be subject to assumptions, and methodologies for assumptions vary widely among different data sources. Additionally, such assumptions may change due to various factors which are beyond our control. Accordingly, there is no assurance that our assumptions, or those relied upon by us, will be accurate or not change, which may affect our accuracy of our research findings. Incorrect research findings may expose us to client complaints, have an adverse effect on our brokerage and distribution businesses, and may subject us to regulatory action which may harm our reputation, which could subsequently have an adverse effect on our business, cash flows, financial condition or results of operations.

We also provide recommendations to our clients through our research reports and our various applications and our website, which are powered by "ARQ Prime", a rule-based investment engine. Our recommendations, especially based on ARQ Prime, are based on various details provided to us by the client or collected by us, our analysis of the risk profile of the clients, our market assumptions, our methodologies, our product selection and other criteria. Any errors in collection of data or analysis of the above factors, that our advice depends on, can lead to us dispensing incorrect or inappropriate advice, which can lead to client complaints, have an adverse effect on our business prospects and harm our reputation.

15. ***We could be subject to claims by clients or actions by regulators or both for alleged mis-selling.***

We sell our third-party distribution products through employees as well as intermediaries including Authorised Persons, personnel at our dealer helpdesks and DRAs, as the case may be. Our employees and intermediaries aid our clients in choosing the correct product, explaining the benefits of such product, disclosing product features and advising clients on whether to continue with a particular product or change products.

Under certain circumstances, the above processes may be considered inadequate or there may be misconduct on part of our employees or intermediaries or both. Such misconduct could include activities such as making non-compliant or fraudulent promises of high returns on investments and recommending inappropriate products or fund management strategies. Any case of mis-selling, or recurring cases of mis-selling, could result in claims and fines against us and could have an adverse effect on our business, financial condition, cash flows, results of operations and reputation.

It is also possible that a third party aggregates a number of individual complaints against us with the intention of obtaining increased negotiating power. Further, persons have misrepresented, and in the future may misrepresent, themselves as our authorised intermediaries to defraud clients. Such aggrieved clients have filed and, in the future, may file complaints against us. This could result in significant financial losses as well as loss of our reputation.

16. ***We face various risks due to our reliance on third-party intermediaries, Authorised Persons, vendors and service providers.***

We rely on third parties, such as stock exchanges, clearing houses and other financial intermediaries to facilitate our financial transactions. In addition, we rely on Authorised Persons, vendors, personnel at dealer helpdesks and DRAs, as may be applicable, to help distribute our products. We are exposed to various risks related to the business of such third parties, including fraud or misconduct, operational failure of such third parties' systems, adverse change or termination in our relationship with such third parties, failures in legal or regulatory compliance, inadequate due diligence in sales process, or inadequate controls, including KYC checks, by such third parties, regulatory changes relating to the operations of such third parties, violation of laws and regulations, including those relating to licensing or registration of sales intermediaries, by such third parties; and regulatory actions due to improper business practices of such third parties.

In addition, we require Authorised Persons and our DRAs, to help distribute our products. If we are unable to attract or retain Authorised Persons and our DRAs, it could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects. We have a revenue-sharing system in place with our Authorised Persons and our DRAs that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each Authorised Person, we generally retain a certain percentage of the brokerage earned through clients introduced and serviced by our Authorised Persons, using our technology platforms, and distribute the remaining amount among the Authorised Persons. Any inability on our part to effectively negotiate brokerage share with the Authorised Persons would result in loss in profitability, and may have an adverse effect on our financial condition, cash flows and results of operations. Further, certain persons have in the past filed complaints against our Authorised Persons. For further information, see "*Legal Proceedings*" on page 290.

Third-party service providers may breach agreements they have with us because of factors beyond our control. They may also terminate or refuse to renew their agreements because of their own financial difficulties or business priorities. We also rely on third parties to provide certain critical trading infrastructure and software. If the third parties upon which we rely cannot expand system capacity to handle increased demand, or if any of their systems otherwise fail to perform or experience interruptions, malfunctions, disruptions in service, slower response times or delays, then we could incur reputational damage, regulatory sanctions, litigation and loss of trading.

In addition, we license certain software and technology from third parties. Any premature termination of our license agreements or the loss of the ability to use such software or technology for any reason would have an adverse impact on our business and operations. Any deficiencies in the infrastructure used, or processes adopted, by such third parties could have an adverse effect on our business, cash flows, results of operations and prospects.

17. ***We intend to transfer our broking business into two wholly-owned subsidiaries. Accordingly, our Company's business may undergo substantial change and our cash flows and results of operations in the future may not be comparable to prior periods.***

As part of our future growth plans and build on multiple offerings across our Super App platform, we propose to transfer our Company's broking business into our two wholly-owned subsidiaries through a slump sale. Our broking operations, presently operated under our direct business unit, will be transferred into Angel Crest Limited, while our broking operations, presently operated under our assisted business unit, will be transferred into Angel Securities Limited. This scheme of arrangement is subject to requisite Shareholder and regulatory approvals. We are in the process of obtaining prior approval from the regulators before submitting the scheme to the National Company Law Tribunal. Following the restructuring, our Company proposes to surrender our broking registration and membership of stock exchanges and depository to become an unregulated entity. As part of our continuing operations, we intend to augment our Company's brand presence, generate new client leads for all our businesses, manage and scale up technology platforms and infrastructure including the Super App, build new product features and journeys, operate call center and contact center services. For further information, see "*Our Business – Business Strategies - Strengthen our leadership position to become the largest retail broking house in India*". While our Company will continue to manage the operations of the wholly-owned subsidiaries and their business, our Company will not be involved in the day to day operations of the broking business. We cannot assure you that the proposed transfer will be successful, or will lead to desired outcomes in terms of scaling up the broking business. Our Company's future results of operations may also differ from its existing and historical financial performance. In order to manage and integrate the two proposed businesses effectively, we will be required to, among other things, stay abreast with key developments, implement and continue to improve our operational, financial and management systems, develop the management skills of the respective personnel in each company and continue to train, motivate and manage our employees. Our financial condition may also be affected by adverse trends in the financial results of these two subsidiaries. If we are unable to manage our operations effectively, our business, cash flows, results of operations and financial condition may be adversely affected.

18. ***We depend on the accuracy and completeness of information about clients and counterparties for our business. Any misrepresentation, errors in or incompleteness of such information could adversely affect our business and financial performance.***

We significantly rely on information furnished to us by, or on behalf of, clients (including in relation to their financial transactions and past credit history) for various aspects of our business operations, such as new client enrolment, appointing new Authorised Persons and servicing our clients. We may also rely on certain representations from our clients as to the accuracy and completeness of the information provided by them. We may receive inaccurate or incomplete information as a result of negligence or fraudulent misrepresentation. Our risk management measures may not be adequate to prevent such activities, inaccuracies or fraudulent information, or detect inaccuracies in such information in a timely manner, or at all, which may expose us to higher levels of bad debt, regulatory action or other risks, and may adversely affect our reputation, cash flows, business prospects, financial condition and results of operations.

19. ***We face substantial legal and operational risks in safeguarding personal information.***

Our businesses are subject to complex and evolving laws and regulations, governing the privacy and protection of personal information of individuals. The protected parties include our Authorised Persons, our clients, employees and employees of our intermediaries, counterparties, vendors and other third parties. Ensuring that our collection, use, transfer and storage of personal information complies with all applicable laws and regulations in India may result in increasing our operating costs, affecting the development of new products or services, demanding significant oversight by our management, and requiring us to structure our businesses, operations and systems in less efficient ways. For instance, the Digital Personal Data Protection Act, 2023 ("**DPDP Act**") was notified in August 2023 and seeks to replace the existing data protection provisions, as contained in Section 43A of the Information Technology Act, 2000. The DPDP Act seeks to balance the rights of individuals to protect their personal data with the need to process personal data for lawful and other incidental purposes. The DPDP Act requires companies that collect and deal with high volumes of personal data to fulfil certain additional obligations such as appointment of a data protection officer for grievance redressal and an independent data auditor to evaluate compliance with the DPDP Act. The DPDP Act further provides that personal data may be processed only in accordance with the DPDP Act, and for a lawful purpose after obtaining the consent of the individual or for certain legitimate uses. The extent of applicability of the DPDP Act towards broking operations remains uncertain, and we cannot assure you that we will remain in compliance with applicable provisions of the DPDP Act**.**

Further, we cannot ensure that all of our clients, intermediaries, vendors, counterparties and other third parties have appropriate controls in place to protect the confidentiality of the information exchanged between them and us, particularly where information is transmitted by electronic means. We could be exposed to litigation or regulatory fines, penalties or other sanctions if personal, confidential or proprietary information of clients, intermediaries, employees or other third parties were to be mishandled or misused, such as situations where such information is erroneously provided to parties who are not permitted to have the information or intercepted or otherwise compromised by third parties.

The acquisition and secure processing, transmission and storage of sensitive, personal, confidential and proprietary information are critical elements of our operations, including our trading, clearing and settlement, and research businesses. We are exposed to significant risks related to data protection and data security due to, among others, our electronic brokerage platform involving extensive data transmission and processing, our reliance on licensed technologies and outsourced employees for some of the key components of our IT systems and their maintenance, and our registration and integration with KYC-databases like Unique Identification Authority of India ("**UIDAI**") and KYC Registration Agencies like Central Registry of Securitisation Asset Reconstruction and Security Interest. Further, we have entered into an Authentication User Agency Agreement dated November 19, 2015 with UIDAI to provide Aadhaar enabled services to our Company. We cannot assure you that our existing security measures will prevent all data security breaches, intrusions or attacks.

20. *We face certain risks related to our distribution business.*

We distribute financial products issued by third-party institutions, through our electronic brokerage platform, Authorised Persons and our DRAs. Although as a third-party distributor, we are not directly liable for any investment loss from, or default of, the products we distribute to our clients, we may be subject to client complaints, litigation and regulatory investigation, which could have an adverse effect on our reputation and business. For example, we may not be able to identify and quantify the risks of these products, fail to identify fraudulent, inaccurate or misleading information from the third-party provider, and our sales employees may fail to disclose such risks to our clients, in which case, our clients may invest in financial products that are too risky for their risk tolerance and investment preference, and may suffer a significant loss. This may also subject us to client complaints and litigation and negatively affect our reputation, client relationships, cash flows, results of operations and business prospects. For further information, see "*Legal Proceedings*" on page 290.

We face certain other risks in relation to our distribution business, including:

- decrease in distribution commissions which are generally set by the third-party providers whose products and services we distribute;
- regulatory changes affecting distribution arrangements, including commission levels;
- the clawback of payments from the third-party providers, which is permitted in a majority of our distribution agreements under certain situations, including returns or redemption of certain products by the clients;
- credit risk related to the third-party providers;
- changing client preferences with respect to products that we distribute;
- any adverse change in the relationship with a third-party provider, including termination of our distribution agreements with these providers; and
- transition of clients to purchase products directly from such third-party providers.

Any of the above risks could have an adverse effect on our business, cash flows, financial condition and results of operations.

21. *A significant decrease in our liquidity could negatively affect our business and reduce client confidence in us.*

Maintaining adequate liquidity is crucial to our brokerage operations, including key functions such as transaction settlement and margin funding and other business activities with substantial cash requirements. We place margins with the clearing corporation of the respective exchanges, which may fluctuate significantly from time to time based on the nature and volume of our clients' trading activity. Although we meet our liquidity needs primarily through cash generated from operating activities, internal accruals and debt financing, we are not permitted to raise debt beyond a specific limit, specifically to fund our margin funding requirements. A reduction in our liquidity could affect our ability to trade on Stock Exchanges, MCX, MSEI and NCDEX, thereby stunting the growth of our business and reduce the confidence of our clients in us, which may result in the loss of client accounts.

We provide broking services across the equity, commodity, derivatives and currency segments, for which we offer margin-based products on our brokerage platform, wherein clients are required to deposit the prescribed initial margin for the transaction executed by us on their behalf and thereafter pay the balance amount. Accordingly, if a client fails to pay the balance amount on or before the due date, then it may affect our liquidity. In case of high market volatility or adverse movements in share prices, it is possible that clients may not honour their commitment, and consequently, any inability on our part to pay the margins or honour the pay-in obligation to the exchanges, or both, may be detrimental to our business, reputation and profitability.

Factors that may adversely affect our liquidity position include a significant abrupt increase in our brokerage services, volatile markets, settlement of large transactions on behalf of our brokerage clients. We use cash generated from our operating activities and external financing to meet our liquidity or regulatory capital requirements. During periods of disruption in the credit and capital markets or changes in the regulatory environment, potential sources of external financing could be limited and our borrowing costs could increase. External financing may not be available to us on commercially acceptable terms, or at all, due to disruptions in the credit and capital markets, changes in regulations relating to capital raising activities, general market conditions for capital raising activities, and other economic and political conditions outside our control.

22. ***We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition.***

Our business requires a high amount of working capital. To finance such capital requirements, we have availed certain loan facilities including overdraft facilities, working capital demand loans and bank guarantees, as well as debt securities such as commercial papers. We cannot assure you that we will be able to raise debt to meet our working capital requirements on commercially acceptable terms in a timely manner or at all. If we have to fund our working capital requirements from infusion of equity, it may result in dilution of shareholding of our existing Shareholders.

Further, the objects of the Issue include funding our working capital requirements, which are based on management estimates and certain assumptions in relation to *inter alia* sales of our products and services in the future. For further information, see *"Use of Proceeds"* on page 84. Our working capital requirements may be subject to change due to factors beyond our control including force majeure conditions, an increase in defaults by our customers, and availability of funding from banks or financial institutions. Accordingly, such working capital requirements may not be indicative of our actual requirements and investors are advised to not place undue reliance on such estimates of future working capital requirements.

23. ***Credit risks in our day-to-day operations may expose us to significant losses.***

We may suffer significant losses from credit exposures from our clients and counterparties. Our brokerage businesses are subject to the risk that a client or counterparty may fail to perform its obligations or that the value of any collateral held by us to secure the obligations might become inadequate.

Set forth below are details of our bad debts written off (net) in the corresponding years/ periods:

Particulars	**For the Year Ended March 31,**			**For the nine months ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
Bad debts written off (net) (₹ in million)	334.04	113.71	45.19	26.96	53.43

We are exposed to credit risk arising out of receivables from the clearing corporation of the stock exchanges which comprise receivables relating to sales of securities which the clients have traded, but are not yet settled. We square off and settle positions in client accounts through a trading system as per our risk management policies. We are also exposed to credit risk with regard to our fixed deposits placed with banks. We are dependent on a number of parties like exchanges, banks, registrars and share transfer agents, clearing houses and other intermediaries for our transactions execution or for our day-to-day operations, or both. If any of these counterparties do not perform their obligations due to bankruptcy, lack of liquidity, downturns in the economy, operational failure, fraud or other reasons, and any collateral or security they provide proves inadequate to cover their obligations at the time of the default, we could suffer significant losses and it would have an adverse effect on our financial condition, results of operations and cash flows. We are also subject to the risk that our rights against these counterparties may not be enforceable in all circumstances.

We are responsible for contracts entered into by us on behalf of our clients. Although we attempt to minimize our exposure to specific clients, these measures may not be sufficient. For example, we provide a margin trading funding product to our retail clients, allowing them to trade on the basis of margins that they deposit with us. If our clients suffer significant losses and the margin that they deposited with us proves to be inadequate, due to unseasonal volatility or otherwise, we may suffer significant financial losses. We also extend short term credit to our clients through certain products and face credit risks relating to such receivables if there is an adverse market movement.

24. ***We may be subject to claims with respect to our intellectual property and our efforts to protect our intellectual property may not be sufficient.***

Our intellectual property includes trademarks associated with our business, such as "*Angel One"*, "*Angel Swift*", "*Angel SpeedPro*", and "*Angel Bee*". We have registered various trademarks associated with our business, which we regard as important to our success.

While we have made applications for registration of the trademarks and word marks for ""*Angel – Trade*", "*Angel – Gold*" and "*Angel*", under various classes in accordance with the Trade Marks Act, 1999, these applications have been objected to or opposed by third parties on grounds including such trademarks and word marks being deceptively similar to the trademarks and word marks registered by such third parties. Additionally, the applications for the registration of the "*Angel – Trade*", "*Angel – Gold*" and "*Angel*" trademarks were contested by Angel Promoters Private Limited. For further information, see "*Legal Proceedings*" on page 290. Further, our Company has entered into a trademark usage agreement dated May 29, 2023 with our subsidiaries (namely, ACL, ADSPL, AFPL, AFAPL, AOAMCL, AOTL, ASL and MSSPL), for the use of "Angel" by all parties to such agreement ("**Angel Group**") and to allow the use of trademarks owned by any company forming part of the Angel Group by the other companies in the Angel Group.

Competitors or other companies may challenge the validity or scope of our intellectual property. We also rely on a combination of confidentiality provisions to establish and protect our proprietary rights, including with respect to the use of our brand and sub-brands by our employees and Authorised Persons. Despite our efforts, we may not be able to detect infringement or may fail to obtain registration for our intellectual property and may lose competitive position in the market. Intellectual property rights may also be unavailable, unenforceable or limited, which could make it easier for competitors to capture market share.

We may also be susceptible to claims from third parties asserting infringement and other related claims. Any of the foregoing could have an adverse effect on our business, cash flows, results of operations and financial condition.

25. ***We rely on the Indian exchanges for a significant portion of our business.***

Our brokerage business relies on the Indian exchanges, such as the Stock Exchanges, MCX, MSEI and NCDEX, and the clearing corporations to execute and settle all our clients' transactions. Our electronic brokerage platform and our systems for retail brokerage clients are connected to the exchanges and all orders placed by our clients are fulfilled through the exchanges. Any disruption in the functioning of the exchanges or a disruption to our connection with the exchanges could have an adverse effect on our business, cash flows and results of operations.

To use the services of the Stock Exchanges, MCX, MSEI and NCDEX, we are required to be registered as their members. This registration subjects us to various stock exchange regulations and periodic inspections by such exchanges. We cannot assure you that we will be able to strictly comply with such regulations or that such inspections would not find any violations by us. Failure to comply with such regulations could lead to fines, penalties, suspension of our registrations, and in extreme circumstances, termination of our registration. If our registration with the exchanges is terminated, we will be unable to provide brokerage services, which will have an adverse effect on our business, cash flows, financial condition and results of operations. In addition, our business operations are subject to regulatory limits on brokerage fee rates and net worth requirements imposed by exchanges.

26. ***We are required to maintain various licences and permits for our business from time to time. Any failure or delay in obtaining or renewing licences or permits may adversely affect our operations.***

Our business is subject to compliance with the rules, regulations, bye-laws and circulars prescribed by SEBI, the Stock Exchanges, IRDAI, PFRDA, MCX, MSE, NCDEX, RBI, CCRL, NERL, AMFI and CDSL, other regulatory authorities, and the terms and conditions of the approvals, licences, registrations and permissions obtained for operating our business. Some of the approvals, licenses and registrations may elapse in the ordinary course of business and we make applications for renewal as and when practicable and in accordance with applicable law, while certain other registrations are valid until they are suspended or cancelled by the regulator but are subject to payment of registration fee at a periodic interval. Further, in accordance with the regulations formulated by SEBI and other regulatory authorities, we are required to intimate or obtain approvals, as the case may be, amongst others, for changes in our Board, changes in our shareholding pattern, and undertaking certain corporate actions.

Government and regulatory licences and approvals may also be tied to conditions, some of which may be onerous to us and require substantial expenditures. There is no assurance in the future that the licences, approvals and permits applied for or held by us will be issued, approved or renewed in a prompt manner, or at all, under applicable law. Our failure to renew or obtain such licences and approvals in a timely manner, or at all, and comply with the provisions of the applicable laws and regulations could lead to suspension or cancellation of our registration or imposition of sanctions by the relevant authorities, including penalties. If we are unable to make applications and renew or obtain necessary permits, licences and approvals on acceptable terms, in a timely manner, at a reasonable cost, or at all, it could adversely affect our cash flows, financial condition and results of operations.

27. ***Certain of our corporate records are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past.***

Certain of our records, such as the Memorandum and Articles of Association of our Company filed with the RoC at the time of incorporation of our Company, corporate secretarial filings under the Companies Act (being Form 1 (Application for registration of Company in the name of M/s. M. BNL Securities Private Limited made by Mr. Ramesh Jain), two Form 18 (Notice of situation of Registered Office at 47, Tamarind Lane, 2nd Floor, Raja Bahadur Mansion, Fort, Mumbai 400023 and registered office shifted to G1, Ground Floor, Akruti Trade Center, Road No.7, MIDC, Andheri East, Mumbai 400093), three Form 8 (creation of charge), nine Form 32 (Particulars of Directors), four Form 5 (Notice of increase in the Authorised Share Capital of the Company), six Form 23 (Filing of Special Resolution passed for increase in the Authorised Share Capital of the Company), two applications under Section 43A of Companies Act, 1956, five Form 2 (List of Allottees), one Form 29 (Consent to act as Director), three Form 23B (Notice of Appointment as Statutory Auditor), the Notice, Directors Report and Balance Sheet for March 31, 1997, for March 31, 1998, for March 31, March 31, 1999, for March 31, 2000, for March 31, 2001, March 31, 2002, March 31, 2003, March 31, 2004, March 31, 2005, Annual Returns for Fiscal 1998, Fiscal 1999, Fiscal 2000, Fiscal 2001, Fiscal 2002, Fiscal 2003, Fiscal 2004, Fiscal 2005, Certificate of Incorporation dated August 8, 1996, Fresh Certificate of Incorporation consequent to change of name dated March 31, 2005) are not traceable. We have also been unable to trace copies of certain transfer deeds for transfers of Equity Shares made by and to our Promoters. We have conducted a search of our records and have not been able to retrieve these records, as confirmed by Alwyn D'souza & Co. Company Secretaries, by way of certificate dated March 23, 2024, and there is no regulatory action or litigation pending against us in relation to such missing records. However, we cannot assure you that such action may not be initiated against us, or our Promoters, or a fine may not be imposed on us, or them, by a regulatory, governmental, statutory or judicial authority, due to the unavailability of such documents in the future, or at all. Accordingly, for such matters where we have been unable to trace our corporate records, we have relied on other documents. While we continue to conduct a search for such records, we cannot assure you that such records will be available in the future or that we will not be subject to penalties which may be imposed by the RoC in this regard. The amount of such penalties may not be material.

Further, our Company filed a petition before the Regional Director, Western Region, Mumbai on April 27, 2018 under Section 87 of the Companies Act, 2013 against the RoC seeking condonation of delay in filling form CHG – 1 by 831 days. The Regional Director, by way of its order dated May 30, 2018, condoned the delay. Our Company has paid a penalty of ₹ 0.05 million and filed the requisite forms with the RoC. We cannot assure you that such delays may not occur in the future, which may affect our cash flows, results of operations and business prospects.

28. ***The success of our business depends on our ability to attract and retain senior management and employees in critical roles, and the loss of their services could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.***

The success of our business depends on the continued service of our senior management and various professionals and specialists, information technology specialists, relationship managers and finance professionals (including tax and accounting specialists), legal professionals, risk management specialists, compliance specialists and specialists in other control functions. As a result of ever-increasing market competition, the market demand and competition for experienced management personnel, qualified professionals and specialists has intensified. Our business and financial condition could suffer if we are unable to retain our senior management, or other high-quality personnel, including management in professional departments of business, finance, internal controls and information technology, or cannot adequately and timely replace them upon their departure. The employee attrition rate for our Company, on a standalone basis, as percentage of average headcount was 18.89%, 21.63%, 16.56% and 9.59% in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2023, respectively.

Moreover, we may be required to increase substantially the number of our professionals and specialists in connection with any future growth plans, and we may face difficulties in doing so due to the competition in the financial services industry for such personnel. Our failure to attract, hire, retain or replace competent personnel could materially impair our ability to implement any plan for growth and expansion. Competition for quality employees among business institutions may also require us to increase compensation, which would increase operating costs and reduce our profitability.

29. Our insurance coverage could prove inadequate to cover our losses. If we were to incur a serious uninsured loss or a loss that significantly exceed the limits of our insurance policies, it could have an adverse effect on our business, cash flows, results of operations and financial condition.

We have insurance policies providing coverage for our assets against losses from fire, burglary and certain other risks. We also maintain insurance policies against third-party liabilities, including a dealing errors policy, directors and officers liability insurance, cyber policy, a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation. The following tables set forth details of coverage of our insurance policies against the total insurable assets for the years/ periods indicated:

Particulars	**Coverage of Insurance Policies**	
	Amount (₹ in million)	**Percentage of Insured Assets**
Fiscal 2021	2,160.51	208.07%
Fiscal 2022	2,878.12	200.51%
Fiscal 2023	2,690.71	127.43%
Nine months ended December 31, 2023	2,853.63	105.84%

We maintain insurance coverage within a range consistent with industry practice to cover certain risks associated with our business and us. We cannot assure you that our current insurance policies will insure us fully against all risks and losses that may arise in the future. In addition, even if such losses are insured, we may be required to pay a significant deductible on any claim for recovery of such a loss, or the amount of the loss may exceed our coverage for the loss. In addition, our insurance policies are subject to annual review, and we cannot assure you that we will be able to renew these policies on similar or otherwise acceptable terms, if at all. If we were to incur a serious uninsured loss or a loss that significantly exceeds the limits of our insurance policies, it could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

30. Any increase in or realisation of our contingent liabilities and commitments could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

From time to time, we may be contingently liable with respect to litigation and claims that arise in the normal course of operations. The following table sets forth our contingent liabilities as per Ind AS 37 and capital commitments as per Ind AS 16 as of December 31, 2023:

Particulars	**As of December 31, 2023 (₹ in million)**
Guarantees	
Bank guarantees with exchanges as margin / government authorities	21,231.30
Others	
Claims against the Group not acknowledged as debts	75.82
Disputed income tax and GST demands not provided	104.96
Capital commitments	
Capital commitment for purchase of property, plant and equipment and intangible assets	96.91

Claims against the Group not acknowledged as debts:

Relates to legal claims filed against us by our customers in the ordinary course of business.

Disputed income tax and GST demands not provided:

Above disputed income tax demands not provided for includes:

(i) ₹ 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);
(ii) ₹ 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;
(iii) ₹ 1.99 million on account of disallowance made as section 14A for Assessment Year 2020-21 vide assessment order dated September 27, 2022 passed by Assessing Officer. Company filed an appeal before CIT(A);
(iv) ₹ 0.11 million on account of ITC disallowance made by GST officer – Punjab as per section 16 of CGST Act, 2017 vide order dated December 20, 2023 passed by Officer. Company will file an appeal before Appellate Authority;
(v) ₹ 1.42 million on account of ITC disallowance made by GST officer – Telangana as per section 17 of CGST Act, 2017 vide order dated December 22, 2023 passed by Officer. Company will file an appeal before Appellate Authority.

Above disputed income tax demands does not include interest under the Income Tax Act, 1961 and CGST Act 2017 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

For further information regarding our contingent liabilities as per Ind AS 37 as of December 31, 2023, see "*Financial Information – Unaudited Special Purpose Interim Condensed Consolidated Financial Statements– Note 27. Contingent Liability*" on page 317. We cannot assure you that we will not incur similar or increased levels of contingent liabilities in future. In the event that the level of contingent liabilities increase, or if a significant portion of these liabilities materialize, it could have an adverse effect on our business, cash flows, financial condition and results of operations.

31. Some of our offices, are held by us on lease or leave and license or tenancy agreements which subject us to certain risks.

Some of our offices are on premises that have been leased by us from third parties through lease or leave and license or tenancy arrangements for fixed terms, typically for 11 to 120 months. Upon expiration of the term of the relevant agreement for each such premise, we will be required to negotiate the terms and conditions on which the lease agreement may be renewed. We cannot assure you that we will be able to renew these agreements on commercially reasonable terms in a timely manner, or at all. Further, some of our Subsidiaries and Angel Group companies use our Registered Office or Corporate Office as their respective registered offices. The Board authorised our Subsidiaries and certain Angel Group companies to use our Registered Office at a meeting held on September 30, 2019 and we have entered into formal arrangements for the usage of our Corporate Office by our Subsidiaries. We cannot assure you that such premises could not have been leased to third parties on more commercially attractive terms.

Termination of our leases may occur for reasons beyond our control, such as breaches of lease agreements by the landlords of our premises which is detrimental to our operations. If we or our current or future landlords' breach the lease agreements, we may have to relocate to alternative premises or shut down our operations at that site. Once we obtain a lease for a particular property, we incur significant expenses to install necessary furniture, fittings, lighting, security systems and air conditioning, to ensure such property is designed in line with our brand image. Relocation of any part of our operations may cause disruptions to our business and may require significant expenditure. Further, some of our lease deeds for our properties may not be registered and further some of our lease deeds may not be adequately stamped and consequently, may not be accepted as evidence in a court of law. Further, we may not be able to assess or identify all risks and liabilities associated with any properties, such as faulty or disputed title, unregistered encumbrances or adverse possession rights, improperly executed, unregistered or insufficiently stamped instruments, or other defects that we may not be aware of.

In the event these existing leases are terminated or they are not renewed on commercially acceptable terms or at all, we may suffer a disruption in our operations and our business, cash flows, financial condition and results of operations may be adversely affected.

32. We have incurred indebtedness, and may incur substantial additional indebtedness, which could adversely affect our financial condition, and/or our ability to obtain financing in the future, react to changes in our business and/or satisfy our obligations.

As of December 31, 2023, we had borrowings including debt securities of ₹ 17,404.98 million. Our indebtedness and other liabilities could have material consequences for the following reasons:

- we may not be able to repay the loans in a timely manner;
- we may be unable to obtain additional financing, should such a need arise, which may limit our ability to maintain adequate capital with the exchanges or satisfy obligations with respect to our debt;
- a portion of our financial resources must be dedicated to the payment of principal and interest on our debt, thereby reducing the funds available to use for other purposes;
- it may be more difficult for us to satisfy our obligations to the exchanges and creditors, resulting in possible defaults on, and acceleration of, such debt;
- we may be more vulnerable to general adverse economic and industry conditions;
- our ability to refinance debt may be limited or the associated costs may increase; and
- our flexibility to adjust to changing market conditions could be limited, or we may be prevented from carrying out capital spending that is necessary or important to our growth strategy and efforts to improve operating margins of our businesses.

Some of the financing arrangements entered into by us include conditions and covenants that require us to obtain lender's consents prior to carrying out certain activities and entering into certain transactions including certain actions and matters in relation to the Issue. We have received consents from all relevant lenders to undertake the Issue. Some of these covenants include altering our capital structure, changing our current ownership or control, formulating a scheme of amalgamation, material change in management, undertaking guarantee obligations, declaration of dividend, and amending constitutional documents. We are also required to maintain certain financial ratios and ensure compliance with regulatory requirements. While there have been no such instances in the three preceding Fiscals and the nine months ended December 31, 2023, a failure to observe the covenants under our financing arrangements or failure to obtain necessary waivers may lead to the suspension of any further lending commitments, termination of our credit facilities, acceleration of amounts due under such facilities, trigger cross-default provisions and the enforcement of security provided. In addition, we may need to refinance all or a portion of our debt on or before maturity. We cannot assure you that we will be able to refinance any of our debt on commercially reasonable terms or at all. Occurrence of any of the above contingencies with respect to our indebtedness could adversely affect our business prospects, cash flows, financial condition and results of operations.

33. ***Dinesh Thakkar, one of our Promoters, has provided personal guarantees for loan facilities obtained by our Company, and any failure or default by our Company to repay such loans could trigger repayment obligations on him.***

One of our Promoters, Dinesh Thakkar, has guaranteed certain sanctioned facilities availed by our Company, amounting to ₹ 20,900 million. Any default or failure by our Company to repay its loans in a timely manner or at all could trigger repayment obligations on the part of Dinesh Thakkar in respect of such loans. This, in turn, could have an impact on his ability to effectively service his obligations as a Promoter and a Director of our Company, thereby having an adverse effect on our business, cash flows, results of operation and financial condition. Furthermore, in the event that Dinesh Thakkar withdraws or terminates his guarantees, our lenders for such facilities may ask for alternate guarantees, repayment of amounts outstanding under such facilities, or even terminate such facilities. We may not be successful in procuring guarantees satisfactory to the lenders, and as a result may need to repay outstanding amounts under such facilities or seek additional sources of capital, which could affect our business prospects, financial condition, results of operations and cash flows.

34. ***We have entered into certain related-party transactions, and we may continue to do so in the future.***

We have entered into certain transactions with related parties, including with our Promoters and our Subsidiaries, for the distribution of products as well as for office expenses, data centre charges and other expenses incurred in the ordinary course of our business. For further information, see "*Related Party Transactions*" on page 97.

Set forth below are details of our related party transactions as per Ind AS 24 and the percentage of such related party transactions to total revenue from operations for the years/ periods indicated:

Particulars	Fiscal			Nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, except percentages)				
Arithmetic aggregated absolute total of related party transactions (I)	236.87	759.26	1,076.82	787.36	1,067.56
Total Revenue from operations (II)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Arithmetic aggregated absolute total of related party transactions, as a percentage of total revenue from operations (I/II)	1.87%	3.36%	3.59%	3.62%	3.66%

Certain related-party transactions also require the approval of our Shareholders in accordance with applicable laws. There can be no assurance that such transactions will be approved. There can also be no assurance that we will be able to maintain existing terms, or in case of any future transactions with related parties, that such transactions will be on terms favourable to us. While we believe that all of our related-party transactions have been conducted on an arms' length basis, in compliance with applicable laws, and are also approved by the Audit Committee of our Board (including whether such transactions are on an arms' length basis), we cannot assure you that in all such transactions, we could not have achieved more favourable terms than the existing ones. It is also likely that we will enter into related-party transactions in the future. Any future transactions with our related parties could potentially involve conflicts of interest. Accordingly, we cannot assure you that such transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, cash flows, results of operations and prospects.

35. ***Industry information included in this Placement Document has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose.***

This Placement Document includes information that is derived from an industry report titled "*Industry Report Across Various Sectors – Angel One*" dated February, 2024 ("**CRISIL Report**") prepared by CRISIL, pursuant to an engagement with our Company. We commissioned such report for the purpose of confirming our understanding of the brokerage and third-party distribution industries in India. Such data may have been reclassified by us for the purposes of presentation. The CRISIL Report also highlights certain industry and market data, which may be subject to assumptions that may prove to be incorrect. Methodologies and assumptions vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change and, accordingly, our position in the market may differ from that presented in this Placement Document. We cannot assure you that they are stated or compiled on the same basis, or with the same degree of accuracy, as similar statistics presented elsewhere. In all cases, you should consider carefully how much weight or importance you should attach to or place on such facts or statistics. Further, the commissioned report is not a recommendation to invest or disinvest in the Equity Shares. As of the date of this Placement Document, CRISIL is not a related party as defined under Section 2(76) of the Companies Act, 2013, of our Company, our Promoters, or our Directors.

36. ***Our Promoters, Directors, Key Managerial Personnel and Senior Management are interested in our Company other than reimbursement of expenses or normal remuneration or benefits.***

Our Promoters, Dinesh Thakkar, Ashok Thakkar and Sunita Magnani, are interested in our Company to the extent of being the Promoters of our Company and to the extent of their shareholding and dividends payable to them, if any. Certain of our Directors and Key Managerial Personnel may be regarded as interested to the extent of, among other things, remuneration, rental income, sitting fee, commission, performance bonus, long term incentives, other perquisites, share purchase schemes and stock options for which they may be entitled to as part of their services rendered to us as an officer or an employee. Additionally, certain of our Directors holding our Equity Shares, may also be deemed to be interested to the extent of any dividends payable to them. Certain of our Directors (other than our Independent Directors) as well as our Key Managerial Personnel and Senior Management may also be regarded as interested in relation to the stock options granted to them under the employee stock option plans instituted by our Company.

37. ***Our Company may incur penalties or liabilities for non-compliance with certain provisions of the SEBI Listing Regulations.***

The Equity Shares of our Company are listed on BSE and NSE, and we are subject to the obligations and reporting requirements prescribed under the SEBI Listing Regulations. There have been instances in three preceding Fiscals where our Company failed to comply with the requirements of the SEBI Listing Regulations in a timely manner. For instance, our Company failed to comply with the requirements of Regulation 19(1) of the SEBI Listing Regulations in connection with the constitution of the Nomination and Remuneration Committee, for which a penalty of ₹ 0.32 million was imposed on us. We have also received notices from the Stock Exchanges levying penalties in relation to non-compliance with corporate governance requirements, which have subsequently been waived pursuant to applications made by our Company. While our Company endeavors to comply with obligations and reporting requirements under the SEBI Listing Regulations, there may be non-disclosures or delayed or erroneous disclosures or any other non-compliance in the future and the same may result in Stock Exchanges or SEBI imposing penalties, issuing warnings and show cause notices against us or taking actions as provided under the SEBI Act and rules and regulations made there under. Any such adverse regulatory action or development could affect our business reputation, divert management attention, and result in an adverse effect on our business, results of operations, financial conditions and cash flows.

38. ***The objects of the Issue have not been appraised by any bank or financial institution. Our funding requirements and proposed deployment of the Net Proceeds are based on management estimates and may be subject to change based on various factors, some of which are beyond our control.***

We intend to use the Net Proceeds of the Issue for the purpose of funding working capital requirements and general corporate purposes, as described in "*Use of Proceeds*" on page 84. At this stage, we cannot determine with any certainty if we would require the Net Proceeds to fund any other expenditure or any exigencies arising out of changes in our competitive environment, business conditions, economic conditions or other factors beyond our control.

Our funding requirements and deployment of the Net Proceeds are based on internal management estimates and current market conditions and have not been appraised by any bank or financial institution or other independent agency. It is subject to amendment due to changes in external circumstances, costs, other financial condition or business strategies. We operate in a highly competitive and dynamic industry and may need to revise our estimates from time to time based on changes in external circumstances or costs, or changes in other financial conditions, business or strategy. This may entail rescheduling, revising or cancelling planned expenditure and funding requirements at our discretion. In case of increase in actual expenses or shortfall in requisite funds, additional funds for a particular activity will be met by any means available to us, including internal accruals and additional equity and/or debt arrangements, and may have an adverse impact on our business, financial condition, results of operations and cash flows.

We have appointed a monitoring agency for monitoring the utilization of Net Proceeds in accordance with Regulation 173A of the SEBI Regulations and the monitoring agency will submit its report to us on a quarterly basis in accordance with the SEBI Regulations.

Further, the application of the Net Proceeds in our business may not lead to an increase in the value of your investment. Additionally, various risks and uncertainties, including those set forth in this "*Risk Factors*" section, may limit or delay our efforts to use the Net Proceeds to achieve profitable growth.

39. ***This Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the broking industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other broking companies.***

Certain non-GAAP financial measures such as earnings before depreciation, amortization, impairment and taxes, total net income and interest service coverage ratio (together the "**Non-GAAP Measures**") and certain other statistical information relating to our operations and financial performance have been included in this section and elsewhere in this Placement Document. Such Non-GAAP Measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical information relating to our operations and financial performance are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. We compute and disclose such Non-GAAP Measures and such other statistical information relating to our operations and financial performance as we consider such information to be useful measures of our business and financial performance, and because such measures are frequently used by securities analysts, investors and others to evaluate the operational performance of broking businesses, many of which provide such non-GAAP financial measures and other statistical and operational information when reporting their financial results.

40. Our Promoters and Promoter Group will continue to exercise significant influence over us.

As on the date of this Placement Document, our Promoters and Promoter Group hold 32,101,527 Equity Shares, equivalent to 35.72% of the paid-up Equity Share capital of our Company. Following the Issue, our Promoters will continue to exercise significant influence over us through their shareholding.

Our Promoters may have interests that may be adverse to the interests of our Company and may take positions with which our other Shareholders do not agree. Any of the foregoing factors could have an adverse effect on our business, financial condition, results of operations and cash flows.

41. We have not entered into any definitive agreements to utilise a substantial portion of the net proceeds of the Issue.

We intend to use the Net Proceeds for the purposes described in "*Use of Proceeds*" on page 84. Our management will have broad discretion to use the Net Proceeds and you will be relying on the judgment of our management regarding the application of these Net Proceeds. Our funding requirements are based on current conditions and are subject to change in light of changes in external circumstances or in our financial condition, business or strategy. Our management, in response to the competitive and dynamic nature of the industry, will have the discretion to revise its business plan from time to time. Any such change in our plans may require rescheduling of our current plans or discontinuing existing plans and an increase or decrease in the fund requirements for the objects, at the discretion of the management. Pending utilisation for the purposes described above, we intend to temporarily invest the funds in interest bearing liquid instruments. Such investments would be in accordance with the investment policies approved by our Board from time to time.

42. We have experienced negative cash flows in the past. Any negative cash flows in the future would adversely affect our cash flow requirements, which may adversely affect our ability to operate our business and implement our growth plans, thereby affecting our financial condition.

The following table sets forth certain information relating to our consolidated statements of cash flows for the years/ periods indicated:

	Fiscal			**Nine months ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(₹ in million)				
Net cash (used in) / generated from / operating activities	(9,443.75)	5,575.46	8,032.49	(1,678.98)	(5,346.89)

We may experience negative cash flow from operating activities owing to factors such as higher security deposits with exchanges, increase in margin trading funding, trade receivables and higher fixed deposits which are part of other bank balances. Negative cash flows over extended periods, or significant negative cash flows in the short term, could materially impact our ability to operate our business and implement our growth plans. As a result, our cash flows, business, future financial performance and results of operations could be adversely affected. For further information, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 127.

External Risk Factors

43. ***Changing laws, rules and regulations in India could lead to new compliance requirements that are uncertain.***

Our business, results of operations, financial condition and cash flows could be adversely affected by unfavourable changes in or interpretations of existing, or the promulgation of new, laws, rules and regulations applicable to us and our business. Our business, results of operations, financial condition, cash flows and prospects may be adversely impacted, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy. The regulatory and policy environment in which we operate are evolving and are subject to change. The Government of India may implement new laws or other regulations and policies that could affect our business in general, which could lead to new compliance requirements, including requiring us to obtain approvals and licenses from the Government and other regulatory bodies, or impose onerous requirements.

Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy in the jurisdictions in which we operate, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. We may incur increased costs and other burdens relating to compliance with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, cash flows, financial condition and prospects.

44. ***Political instability or changes in policies effected by the Government of India could adversely affect economic conditions in India. Any downturn in the macroeconomic environment in India could adversely affect our business, results of operations, financial condition and cash flows.***

The Government of India has traditionally exercised and continues to exercise a significant influence over many aspects of the economy. Our business, results of operations, financial condition and cash flows and the market price and liquidity of the Equity Shares may be affected by changes in exchange rates and controls, changes in interest rates, changes in government policies, changes in taxation laws and other political and economic developments affecting India. In addition, an increase in India's trade deficit, a downgrading in India's sovereign debt rating or a decline in India's foreign exchange reserves could increase interest rates and adversely affect liquidity, which could adversely affect the Indian economy and thereby adversely affect our business, results of operations, financial condition and cash flows.

45. If inflation were to rise in India, we might not be able to increase the prices of our services at a proportional rate in order to pass costs on to our customers thereby reducing our margins.

Inflation rates in India have been volatile in recent years, and such volatility may continue in the future. Increased inflation can contribute to an increase in interest rates and increased costs to our business, including increased costs of wages and other expenses relevant to our business. High fluctuations in inflation rates may make it more difficult for us to accurately estimate or control our costs. Any increase in inflation in India can increase our expenses, which we may not be able to adequately pass on to our customers, whether entirely or in part, and may adversely affect our business, results of operations, financial condition and cash flows. In particular, we might not be able to reduce our costs or increase the price of our services to pass the increase in costs on to our consumers. In such case, our business, results of operations, financial condition and cash flows may be adversely affected. Further, the Government of India has previously initiated economic measures to combat high inflation rates but it is unclear whether these measures will remain in effect. We cannot assure that Indian inflation levels will not worsen in the future.

46. The Indian tax regime has undergone substantial changes which could adversely affect our business and the trading price of our Equity Shares.

Any change in Indian tax laws could have an effect on our operations. The Government of India has implemented two major reforms in Indian tax laws, namely the Goods and Services Tax ("**GST**"), and provisions relating to general anti-avoidance rules ("**GAAR**"). The indirect tax regime in India has undergone a complete overhaul. The indirect taxes on goods and services, such as central excise duty, service tax, central sales tax, state value added tax, surcharge and excise have been replaced by GST with effect from July 1, 2017. The GST regime continues to be subject to amendments and its interpretation by the relevant regulatory authorities is constantly evolving. GAAR became effective from April 1, 2017. The tax consequences of the GAAR provisions being applied to an arrangement may result in, among others, a denial of certain tax benefits claimed by us. In the absence of any precedents on the subject, the application of these provisions is subjective. If the GAAR provisions are made applicable to us, it may have an adverse tax impact on us. Further, if the tax costs associated with certain of our transactions are greater than anticipated because of a particular tax risk materializing on account of new tax regulations and policies, it could affect our profitability from such transactions.

Further, the Government of India has announced the interim union budget for the financial year 2024-2025 and has enacted the Finance Act, 2024. While the Finance Act, 2024 does not propose any significant changes to the Income Tax Act, 1961, the entire union budget which is likely to be announced later this year may introduce amendments to the Income Tax Act, 1961. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning, investing or trading in the Equity Shares. Uncertainty in the applicability, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may affect the viability of our current business or restrict our ability to grow our business in the future.

We cannot predict whether any new tax laws or regulations impacting our services will be enacted, what the nature and impact of the specific terms of any such laws or regulations will be or whether if at all, any laws or regulations would have an adverse effect on our business. Further, any adverse order passed by the appellate authorities/ tribunals/courts would have an effect on our profitability. In addition, we are subject to tax related inquiries and claims.

47. ***Any downgrade of India's debt rating by international rating agencies could adversely affect our business.***

Our borrowing costs and our access to the debt capital markets depend significantly on the credit ratings of India. Any adverse revisions to credit ratings for India and other jurisdictions we operate in by international rating agencies may adversely impact our ability to raise additional financing. This could have an adverse effect on our ability to fund our growth on favourable terms and consequently adversely affect our business, results of operations, financial condition, cash flows and the price of the Equity Shares.

48. ***Rights of shareholders of companies under Indian laws may be more limited than under the laws of other jurisdictions.***

Our Articles of Association, composition of our Board, Indian laws governing our corporate affairs, the validity of corporate procedures, directors' fiduciary duties, responsibilities and liabilities, and shareholders' rights may differ from those that would apply to a company in another jurisdiction. Shareholders' rights under Indian law may not be as extensive and wide-spread as shareholders' rights under the laws of other countries or jurisdictions. Investors may face challenges in asserting their rights as shareholders of our Company than as a shareholder of an entity in another jurisdiction.

49. ***We may be subject to pre-emptive surveillance measures like Additional Surveillance Measure (ASM) and Graded Surveillance Measures (GSM) by the Stock Exchanges in order to enhance market integrity and safeguard the interest of investors.***

SEBI and Stock Exchanges in order to enhance market integrity and safeguard interest of investors, have been introducing various enhanced pre-emptive surveillance measures. The main objective of these measures is to alert and advice investors to be extra cautious while dealing in these securities and advice market participants to carry out necessary due diligence while dealing in these securities. Accordingly, SEBI and Stock Exchanges have provided for (a) GSM on securities where such trading price of such securities does not commensurate with financial health and fundamentals such as earnings, book value, fixed assets, net-worth, price per equity multiple and market capitalization; and (b) ASM on securities with surveillance concerns based on objective parameters such as price and volume variation and volatility.

We may be subject to general market conditions which may include significant price and volume fluctuations. The price of our Equity Shares may also fluctuate after the Issue due to several factors such as volatility in the Indian and global securities market, our profitability and performance, performance of our competitors, changes in the estimates of our performance or any other political or economic factor. The occurrence of any of the abovementioned factors may trigger the parameters identified by SEBI and the Stock Exchanges for placing securities under the GSM or ASM framework such as net worth and net fixed assets of securities, high low variation in securities, client concentration and close to close price variation.

In the event our Equity Shares are covered under such pre-emptive surveillance measures implemented by SEBI and the Stock Exchanges, we may be subject to certain additional restrictions in relation to trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active market for and trading of our Equity Shares.

50. We may be affected by competition laws in India, the adverse application or interpretation of which could adversely affect our business.

The Competition Act, 2002, of India, as amended ("**Competition Act**"), regulates practices having an appreciable adverse effect on competition in the relevant market in India ("**AAEC**"). Under the Competition Act, any formal or informal arrangement, understanding or action in concert, which causes or is likely to cause an AAEC is considered void and may result in the imposition of substantial penalties. Further, any agreement among competitors which directly or indirectly involves the determination of purchase or sale prices, limits or controls production, supply, markets, technical development, investment or the provision of services or shares the market or source of production or provision of services in any manner, including by way of allocation of geographical area or number of consumers in the relevant market or directly or indirectly results in bid-rigging or collusive bidding is presumed to have an AAEC and is considered void. The Competition Act also prohibits abuse of a dominant position by any enterprise. If it is proved that the contravention committed by a company took place with the consent or connivance or is attributable to any neglect on the part of, any director, manager, secretary or other officer of such company, that person shall be also guilty of the contravention and may be punished.

Further, the Competitive Commission of India ("**CCI**") has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside India if such agreement, conduct or combination has an AAEC in India. However, the impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. In the event we pursue an acquisition in the future, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, or any enforcement proceedings initiated by the CCI, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI or if any prohibition or substantial penalties are levied under the Competition Act, it would adversely affect our business, results of operations, cash flows and prospects. The manner in which the Competition Act and the CCI affect the business environment in India may also adversely affect our business, results of operations, financial condition and cash flows.

The Competition (Amendment) Act, 2023 ("**Competition Amendment Act**") was recently notified. The Competition Amendment Act amends the Competition Act and gives the CCI additional powers to prevent practices that harm competition and the interests of consumers. The Competition Amendment Act, *inter alia*, modifies the scope of certain factors used to determine AAEC, reduces the overall time limit for the assessment of combinations by the CCI from 210 days to 150 days and empowers the CCI to impose penalties based on the global turnover of entities, for anti-competitive agreements and abuse of dominant position.

51. Our ability to borrow in foreign currencies is restricted by Indian law.

Indian companies are subject to foreign exchange regulations that regulate borrowing in foreign currencies, including those specified under the Foreign Exchange Management Act, 1999. Such regulatory restrictions limit our ability to borrow in foreign currencies and, therefore, could negatively affect our ability to obtain financing on competitive terms. In addition, we cannot assure you that any required approvals for borrowing in foreign currency will be granted to us without onerous conditions, if at all. Such, and other, limitations on raising foreign capital may adversely affect our business, results of operations, financial condition and cash flows.

52. ***Investors may not be able to enforce a judgment of a foreign court against us, our Directors, the Lead Managers or any of their directors and executive officers in India respectively, except by way of a lawsuit in India.***

Our Company is a company incorporated under the laws of India. All of our fixed assets, Directors, Key Managerial Personnel and Senior Management are located in India. As a result, it may not be possible for investors to effect service of process upon our Company or such persons in jurisdictions outside India, or to enforce judgments obtained against such parties outside India. Furthermore, it is unlikely that an Indian court would enforce foreign judgments if that court was of the view that the amount of damages awarded was excessive or inconsistent with public policy, or if judgments are in breach or contrary to Indian law. In addition, a party seeking to enforce a foreign judgment in India is required to obtain approval from the RBI to execute such a judgment or to repatriate outside India any amounts recovered.

Recognition and enforcement of foreign judgments is provided for under Section 13 and Section 44A of the Code of Civil Procedure, 1908 ("**CPC**"). Section 13 of CPC provides that a foreign judgment shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Section 44A of CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of such section, in any country or territory outside India, which the Government has by notification declared to be a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being in the nature of any amounts payable in respect of taxes, other charges of a like nature or in respect of a fine or other penalties and does not apply to arbitration awards.

India is not a party to any international multilateral treaty in relation to the recognition or enforcement of foreign judgments. India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, such as the United Kingdom, United Arab Emirates, Singapore and Hong Kong. In order to be enforceable, a judgment from a jurisdiction with reciprocity must meet certain requirements established in the CPC. The CPC only permits the enforcement and execution of monetary decrees in the reciprocating jurisdiction, not being in the nature of any amounts payable in respect of taxes, other charges of a like nature, fines or penalties. Judgments or decrees from jurisdictions which do not have reciprocal recognition with India, including the United States, cannot be enforced by proceedings in execution in India. Therefore, a final judgment for the payment of money rendered by any court in a non-reciprocating territory for civil liability, whether or not predicated solely upon the general laws of the non-reciprocating territory, would not be directly enforceable in India. The party in whose favour a final foreign judgment in a non-reciprocating territory is rendered may bring a fresh suit in a competent court in India based on the final judgment within three years of obtaining such final judgment. However, it is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India or that an Indian court would enforce foreign judgments if it viewed the amount of damages as excessive or inconsistent with the public policy in India. Further, we cannot assure you that a suit brought in an Indian court in relation to a foreign judgment will be disposed of in a timely manner. In addition, any person seeking to enforce a foreign judgment in India is required to obtain the prior approval of the RBI to repatriate any amount recovered, and we cannot assure that such approval will be forthcoming within a reasonable period of time, or at all, or that conditions of such approval would be acceptable. Such an amount may also be subject to income tax in accordance with applicable law. For details in relation to enforceability of judgments obtained outside India, see "*Enforcement of Civil Liabilities*" on page 20.

53. ***Anti-takeover provisions under Indian law could prevent or deter an entity from acquiring our Company.***

The SEBI Takeover Regulations contain certain provisions that may delay, deter or prevent a future takeover or change in control of our Company. These provisions may discourage a third party from attempting to take control over our Company, even if change in control would result in the purchase of the Equity Shares at a premium to the market price or would otherwise be beneficial to Shareholders.

54. ***Financial and political instability in other countries may cause increased volatility in Indian financial markets.***

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States of America, Europe and certain emerging economies in Asia. In particular, the ongoing Russia-Ukraine conflict and Israeli-Palestinian conflict could result in increased volatility in, or damage to, the worldwide financial markets and economy. Increased economic volatility and trade restrictions could result in increased volatility in the markets for certain securities and commodities and may cause inflation. Any worldwide financial instability including possibility of default in the US debt market may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us. Although economic conditions are different in each country, investors' reactions to developments in one country can have adverse effects on the securities of companies in other countries, including India. A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and, indirectly, in the Indian economy in general. Concerns related to a trade war between large economies may lead to increased risk aversion and volatility in global capital markets and consequently have an impact on the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. In response to such developments, legislators and financial regulators in the United States and other jurisdictions, including India, implemented a number of policy measures designed to add stability to the financial markets. However, the overall long-term effect of these and other legislative and regulatory efforts on the global financial markets is uncertain, and they may not have the intended stabilising effects.

55. ***Significant differences exist between Ind AS and other accounting principles, such as U.S. GAAP and IFRS, which investors outside India may be more familiar with and may consider material to their assessment of our results of operations, financial condition and cash flows.***

Our Company prepares its annual financial statements in accordance with Ind AS, which differs in certain important aspects from U.S. GAAP, IFRS and other accounting principles with which prospective investors may be familiar in other countries. If our financial statements were to be prepared in accordance with such other accounting principles, our results of operations, financial condition and cash flows could be substantially different. Accordingly, the degree to which the financial statements prepared in accordance with Ind AS included in this Placement Document will provide meaningful information is entirely dependent on the reader's level of familiarity with Ind AS. Prospective investors should review the accounting policies applied in the preparation of the financial statements included in this Placement Document and consult their own professional advisers for an understanding of the differences between these accounting policies and those with which they may be more familiar. Any reliance by persons not familiar with Ind AS on the financial information presented in this Placement Document should accordingly be limited.

Risks in Relation to the Equity Shares and the Issue

56. ***We cannot guarantee that the Equity Shares issued pursuant to the Issue will be listed on the Stock Exchanges in a timely manner, or at all.***

In accordance with Indian law and practice, after our Board or a duly constituted committee passes the resolution to allot the Equity Shares but prior to crediting such Equity Shares into the Depository Participant accounts of the QIBs, we are required to apply to the Stock Exchanges for listing and trading approvals. After receiving the listing and trading approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the Depository Participant accounts of the respective QIBs and apply for the final listing and trading approvals from the Stock Exchanges. Approval for listing and trading will require all relevant documents authorising the issuing of Equity Shares to be submitted. There could be a failure or delay in obtaining these approvals from the Stock Exchanges, which in turn could delay the listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining these approvals would restrict an investor's ability to dispose of their Equity Shares.

Bidders can start trading the Equity Shares allotted to them in the Issue only after they have been credited to an investor's demat account, are listed and are permitted to trade. Since the Equity Shares are currently traded on the Stock Exchanges, investors will be subject to market risk from the date they pay for the Equity Shares to the date when trading approval is granted for the same.

Further, we cannot assure you that the Equity Shares allocated to an investor will be credited to the investor's demat account, that listing and trading approvals will be issued by the Stock Exchanges in a timely manner, or at all, or that trading in the Equity Shares will commence in a timely manner, or at all. In accordance with applicable Indian laws and regulations and the requirements of the Stock Exchanges, in principle and final approvals for the listing and trading of the Equity Shares to be issued pursuant to the Issue will not be applied for by us or granted by the Stock Exchanges until after such Equity Shares have been issued and allotted by us on the Closing Date. If there is a failure or a delay in obtaining such approvals, we may not be able to credit the Equity Shares allotted to you to your Depository Participant account or assure ownership of such Equity Shares by you in any manner promptly after the Closing Date or at all. In any such event, your ownership over the Equity Shares allotted to you and your ability to dispose of any such Equity Shares may be restricted. For further information on issue procedure, see "*Issue Procedure*" on page 244.

57. ***Your ability to acquire and sell Equity Shares offered in the Issue is restricted by the distribution, solicitation and transfer restrictions set forth in this Placement Document; you will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on Stock Exchanges for a period of one year from the date of the allotment of the Equity Shares.***

No actions have been taken to permit an offering of the Equity Shares offered in the Issue in any jurisdiction, except for India. As such, your ability to acquire Equity Shares offered in the Issue is restricted by the distribution and solicitation restrictions set forth in "*Selling Restrictions*" on page 260. Further, the Equity Shares offered in the Issue are subject to restrictions on transferability and resale. Pursuant to the SEBI ICDR Regulations, QIBs will be prohibited from selling any of the Equity Shares subscribed in this Issue other than on a recognised Indian stock exchange for a period of one year from the date of the allotment of the Equity Shares. For further information, see "*Purchase Representations and Transfer Restrictions*" on page 267. You are required to inform yourself on, and observe, these restrictions. Our Company and its representatives and agents will not be obligated to recognise any acquisition, transfer or resale of the Equity Shares offered in the Issue made other than in compliance with applicable law.

58. Any future issuance of Equity Shares could dilute the holdings of investors and could adversely affect the market price of the Equity Shares.

Our Company may be required to finance our future growth through additional equity offerings. Any future issuance of Equity Shares by our Company could dilute investors' holdings and could adversely affect the market price of the Equity Shares. In addition, any future issuances of Equity Shares, sales by any significant shareholder or a perception in the market that such issuance or sale may occur, could adversely affect the trading price of the Equity Shares. Such securities may also be issued at a price below the then current trading price of the Equity Shares. These sales could also impair our Company's ability to raise additional capital from the sale of Equity Shares. Our Company cannot assure you that it will not issue further Equity Shares or that the shareholders will not dispose of, pledge or otherwise encumber their Equity Shares.

59. We cannot assure payment of dividends on the Equity Shares in the future.

Our ability to pay dividends in the future will depend on our earnings, financial condition, cash flows, capital requirements, capital expenditure and restrictive covenants of our financing arrangements. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board of Directors and subsequent approval of Shareholders and will depend on factors that our Board of Directors and Shareholders deem relevant, including among others, our future earnings, financial condition, cash flows, capital requirements, capital expenditures, business prospects and restrictive covenants under our financing arrangements, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. Our Board may also, from time to time, declare interim dividends from the profits of the Financial Year in which such interim dividend is sought to be declared. Additionally, under some of our loan agreements, we are not permitted to declare any dividends without prior consent from the lenders if there is a default under such loan agreements or unless we have paid all the dues to the lender up to the date on which the dividend is declared or paid or has made satisfactory provisions thereof.

The amounts paid as dividends in the past are not necessarily indicative of our Company's dividend policy or the dividend amounts, if any, in the future. There is no guarantee that any dividends will be paid or that the amount thereof will not be decreased in the future. Accordingly, realisation of a gain on investments may largely depend upon the appreciation of the price of our Equity Shares. There can be no assurance that our Equity Shares will appreciate in value. We may decide to retain all of our earnings to finance the development and expansion of our business and, therefore, may not declare dividends on the Equity Shares. We cannot assure you that we will be able to pay dividends at any point in the future.

Additionally, under the Finance Act, 2023, dividend distribution tax is not payable in respect of dividends declared, distributed or paid by an Indian company after March 31, 2020, and accordingly, any dividend payments to our resident and non-resident shareholders would not be tax exempt in their hands. For further information, see "*Dividends*" on page 98.

60. ***After this Issue, the price of the Equity Shares may be volatile, which could result in substantial losses for investors acquiring the Equity Shares in this Issue.***

The Issue Price will be determined by our Company in consultation with the Book Running Lead Managers, based on the Bids received in compliance with Chapter VI of the SEBI Regulations, and may not necessarily be indicative of the market price of the Equity Shares after this Issue is complete. The price of the Equity Shares on NSE and BSE may fluctuate after this Issue as a result of several factors, including:

- volatility in the Indian and the global securities market or prospects for our business and the sectors in which we compete;
- the valuation of publicly traded companies that are engaged in business activities similar to us;
- volatility in the Rupee's value relative to the U.S. dollar, the Euro and other foreign currencies;
- our Company's profitability and performance;
- perceptions about our Company's future performance or the performance of Indian banks in general;
- the performance of our Company's competitors and the perception in the market about investments in the banking sector;
- adverse media reports about our Company or the Indian banking sector;
- a comparatively less active or illiquid market for the Equity Shares;
- changes in the estimates of our Company's performance or recommendations by financial analysts;
- significant developments in India's economic liberalization and deregulation policies;
- inclusion or exclusion of our Company in indices;
- significant developments in India's fiscal regulations; and
- any other political or economic factors.

We cannot assure you that you will be able to resell your Equity Shares at or above the Equity Issue Price. There can be no assurance that an active trading market for the Equity Shares will be sustained after this Issue, or that the price at which the Equity Shares have historically traded will correspond to the price at which the Equity Shares will trade in the market subsequent to this Issue.

61. ***Foreign investors are subject to certain investment restrictions under Indian law in relation to transfer of shareholding that may limit our ability to attract foreign investors, which may adversely impact the trading price of the Equity Shares.***

Under foreign exchange regulations currently in force in India, transfer of shares between non-residents and residents are freely permitted (subject to certain restrictions), if they comply with the requirements specified by RBI from time to time. If the transfer of shares is not in compliance with such requirements and does not fall under any of the exceptions, then prior approval of RBI is required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India require a no-objection or a tax clearance certificate from the Indian income-tax authorities. Further, this conversion is subject to the shares having been held on a repatriation basis and is subject to either the security having been sold in compliance with the pricing guidelines or the relevant regulatory approval having been obtained for the sale of shares and corresponding remittance of the sale proceeds. Additionally, the Indian government may impose foreign exchange restrictions in certain emergency situations, including situations where there are sudden fluctuations in interest rates or exchange rates, where the Indian government experiences extreme difficulty in stabilizing the balance of payments or where there are substantial disturbances in the financial and capital markets in India. These restrictions may require foreign investors to obtain the Indian government's approval before acquiring Indian securities or repatriating the interest or dividends from those securities or the proceeds from the sale of those securities. Our Company cannot assure you that any required approval from the RBI or any other governmental agency can be obtained with or without any particular terms or conditions, or at all.

62. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a Shareholder's ability to sell, or the price at which a Shareholder can sell, the Equity Shares at a particular point in time.

The Equity Shares are subject to a daily circuit breaker imposed on listed companies by the Stock Exchanges in India, which does not allow transactions beyond a certain level of volatility in the price of the Equity Shares. This circuit breaker operates independently of the index-based, market-wide circuit breakers generally imposed by SEBI on Indian stock exchanges. The percentage limit on our Company's circuit breaker applicable to the Equity Shares is set by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges may change the percentage limit of the circuit breaker from time to time without our Company's knowledge. This circuit breaker would effectively limit the upward and downward movements in the price of the Equity Shares. As a result of this circuit breaker, we cannot assure you regarding the ability of Shareholders to sell the Equity Shares or the price at which Shareholders may be able to sell their Equity Shares which may be adversely affected at a particular point in time. For further details, see "*The Securities Market of India*" on page 268.

63. ***Fluctuations in the exchange rate between the Rupee and other currencies could have an adverse effect on the value of the Equity Shares in those currencies, independent of our operating results.***

The Equity Shares are quoted in Rupees on the Stock Exchanges. Any adverse movement in currency exchange rates during the time it takes to undertake such conversion may reduce the net dividends to investors. Fluctuations in the exchange rate between the foreign currencies with which an investor may have purchased Rupees may affect the value of the investment in the Equity Shares. Specifically, if there is a change in relative value of the Rupee to a foreign currency, each of the following values will also be affected:

- the foreign currency equivalent of the Rupee trading price of the Equity Shares in India;
- the foreign currency equivalent of the proceeds that you would receive upon the sale in India of any of the Equity Shares; and
- the foreign currency equivalent of cash dividends, if any, on the Equity Shares, which will be paid only in Rupees.

In addition, any adverse movement in currency exchange rates during a delay in repatriating the proceeds from a sale of Equity Shares outside India, for example, because of a delay in regulatory approvals that may be required for the sale of Equity Shares, may reduce the net proceeds received by investors. The exchange rates between the Rupee and other currencies (including the U.S. dollar, the Euro, the Pound sterling, the Hong Kong dollar and the Singapore dollar) have changed substantially in the last two decades and could fluctuate substantially in the future, which may have an adverse effect on the value of the Equity Shares and returns from the Equity Shares in foreign currency terms, independent of our operating results. You may be unable to convert Rupee proceeds into a foreign currency of your choice, or the rate at which any such conversion could occur could fluctuate. In addition, our Company's market valuation could be seriously harmed by a devaluation of the Rupee if investors in jurisdictions outside India analyse its value based on the relevant foreign currency equivalent of our Company's results of operations, financial condition and cash flows.

64. Investors may be subject to Indian taxes arising out of capital gains and stamp duty on the sale of the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares in an Indian company is generally taxable in India. A securities transaction tax ("**STT**") is levied on equity shares sold on an Indian stock exchange. Any capital gain exceeding ₹100,000, realized on the sale of listed equity shares on a recognised stock exchange, held for more than 12 months may be subject to long-term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess). This beneficial provision is, inter alia, subject to payment of STT on both acquisition and sale of the equity shares. Further any capital gain realised on the sale of listed equity shares of an Indian company, held for more than 12 months, which are sold using any platform other than a recognized stock exchange and on which no STT has been paid, will be subject to long term capital gains tax in India at the rate of 10% (plus applicable surcharge and cess), without indexation benefits.

Further, any gain realized on the sale of our Equity Shares held for a period of 12 months or less immediately preceding the date of transfer, will be subject to short-term capital gains tax in India at the rate of 15% (plus applicable surcharge and cess), subject to STT being paid at the time of sale of such shares. Otherwise, such gains will be taxed at the applicable rates.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident read with the Multilateral Instrument, if and to the extent applicable, and the seller is entitled to avail benefits thereunder. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain realised upon the sale of the Equity Shares. The Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident shareholder for the purposes of deducting tax at source pursuant to any corporate action including dividends.

65. Bidders are not allowed to withdraw their Bids or revise their Bids downwards after the Issue Closing Date.

In terms of the SEBI ICDR Regulations, Bidders are not allowed to withdraw their Bids or revise their Bids downwards in terms of quantity of Equity Shares or the Bid Amount after the Issue Closing Date. The Allotment of Equity Shares in this Issue and the credit of such Equity Shares to an Allottee's demat account with the depository participant could take approximately seven to ten Working Days from the Issue Closing Date. However, we cannot assure that adverse changes in the international or national monetary, financial, political or economic conditions or other events in the nature of force majeure, adverse changes in our business, results of operations, financial condition and cash flows, or other events affecting the Bidder's decision to invest in the Equity Shares would not arise between the Issue Closing Date and the date of the Allotment of Equity Shares in the Issue. The occurrence of any such events after the Issue Closing Date could also adversely impact the market price of the Equity Shares. Bidders shall not have the right to withdraw their Bids or revise their Bids downwards in the event of any such occurrence. Our Company may complete the Allotment of the Equity Shares even if such events may limit the Allottees' ability to sell the Equity Shares after the Issue or cause the trading price of the Equity Shares to decline.

66. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of shares to maintain their existing ownership percentages prior to the issuance of any new Equity Shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such a resolution. If our Company offers to the Shareholders rights to subscribe for additional Equity Shares or any right of any other nature, our Company will have discretion as to the procedure to be followed in making the rights available to our Shareholders or in disposing of the rights for the benefit of our Company's Shareholders and making the net proceeds available to the Shareholders. Our Company may choose not to offer the rights to Shareholders having an address outside India. Consequently, our Company cannot assure Shareholders that they will be able to maintain their proportional interests in the Equity Shares. Shareholders will be unable to exercise their pre-emptive rights if the law of the jurisdiction in which they are located prohibits the sale of the Equity Shares without first filing an offering document or registration statement, unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available to Shareholders by Indian law. To the extent that Shareholders are unable to exercise the pre-emptive rights granted to them in respect to the Equity Shares, they may suffer future dilution of their ownership position and their proportional interests in our Company would be reduced.

MARKET PRICE INFORMATION

As on the date of this Placement Document, our Company's issued, subscribed and paid-up share capital comprises 84,008,188 Equity Shares bearing face value of ₹ 10. The Equity Shares have been listed on BSE and NSE since October 5, 2020. The Equity Shares are listed and traded on NSE under the symbol ANGELONE and on BSE under the scrip code 543235.

On April 1, 2024, the closing price of the Equity Shares on BSE and NSE was ₹ 3,026.00 and ₹ 3,025.50 respectively, per Equity Share. Since the Equity Shares are available for trading on the Stock Exchanges, the market price and other information for each of BSE and NSE has been given separately.

(i) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded for Fiscals 2024, 2023, and 2022:

BSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ in million)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ in million)**	**Average price for the year (₹)**
2024	3,874.70	January 15, 2024	34,658	132.40	1,167.45	April 3, 2023	20,236	23.59	2,238.99
2023	1,952.65	April 29, 2022	183,429	360.69	1,003.00	March 1, 2023	42,422	42.80	1,384.33
2022	1,644.40	March 21, 2022	207,132	340.54	289.65	April 6, 2021	16,140	4.74	1,101.09

(Source: www.bseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

NSE									
Fiscal	**High (₹)**	**Date of high**	**Number of Equity Shares traded on the date of high**	**Total turnover of Equity Shares traded on date of high (₹ in million)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on the date of low**	**Total turnover of Equity Shares traded on date of low (₹ in million)**	**Average price for the year (₹)**
2024	3,875.70	January 15, 2024	4,31,827	1,652.57	1,168.20	April 3, 2023	167,754	195.72	2,239.29
2023	1,949.20	April 29, 2022	27,75,594	5,464.70	1,002.85	March 1, 2023	553,777	558.13	1,384.19
2022	1,644.60	March 21, 2022	27,98,383	4,586.71	289.70	April 6, 2021	123,821	36.16	1,101.33

(Source: www.nseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

The following table sets forth the details of the number of Equity Shares traded on the Stock Exchanges and the turnover during Fiscals 2024, 2023 and 2022:

Fiscal	**Number of Equity Shares Traded**		**Turnover (₹ in million)**	
	BSE	**NSE**	**BSE**	**NSE**
2024	9,188,305	160,608,447	20,453.20	365,818.64
2023	11,089,563	164,833,727	16,195.64	239,980.67
2022	13,207,810	173,236,017	14,889.46	190,407.97

(Source: www.bseindia.com and www.nseindia.com)

(ii) The following tables set forth the reported high, low and average market prices and the trading volumes of the Equity Shares on the Stock Exchanges on the dates on which such high and low prices were recorded during each of the last six months:

NSE									
Month	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total turnover of Equity Shares traded on date of high (₹ in million)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ in million)**	**Average price for the month (₹)**
March 2024	3,045.00	March 28, 2024	872,601	2,670.73	2,435.20	March 13, 2024	811,940	1,975.83	2,707.04
February 2024	3,398.40	February 8, 2024	366,387	1,249.46	2,782.70	February 29, 2024	685,326	1,914.75	3,170.40
January 2024	3,875.70	January 15, 2024	431,827	1,652.57	2,921.20	January 25, 2024	658,771	1,913.03	3,427.90
December 2023	3,487.80	December 29, 2023	541,193	1,866.17	2,938.10	December 5, 2023	831,581	2,445.61	3,177.26
November 2023	3,088.20	November 29, 2023	753,104	2,305.42	2,536.55	November 7, 2023	1,951,788	4,970.53	2,854.30
October 2023	2,581.95	October 31, 2023	807,854	2,079.49	1,840.25	October 3, 2023	306,772	566.20	2,178.17

(Source: www.bseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

BSE									
Month	**High (₹)**	**Date of high**	**Number of Equity Shares traded on date of high**	**Total turnover of Equity Shares traded on date of high (₹ in million)**	**Low (₹)**	**Date of low**	**Number of Equity Shares traded on date of low**	**Total turnover of Equity Shares traded on date of low (₹ in million)**	**Average price for the month (₹)**
March 2024	3,043.90	March 28, 2024	69,007	211.40	2,430.40	March 13, 2024	88,052	213.65	2,707.31
February 2024	3,395.20	February 8, 2024	44,943	153.20	2,784.70	February 29, 2024	14,070	39.36	3,170.40
January 2024	3,874.70	January 15, 2024	34,658	132.40	2,906.75	January 25, 2024	44,485	128.88	3,427.90
December 2023	3,489.45	December 29, 2023	15,389	53.03	2,942.10	December 5, 2023	19,907	58.50	3,177.26
November 2023	3,086.35	November 29, 2023	13,087	40.10	2,537.15	November 7, 2023	64,042	163.23	2,854.30
October 2023	2,584.80	October 31, 2023	29,070	74.80	1,840.20	October 3, 2023	19,508	35.95	2,178.17

(Source: www.nseindia.com)
Notes:
1. High, low and average prices are based on the daily closing prices.
2. In the case of a year, average represents the average of the closing prices of all trading days of each year presented.
3. In case of two days with the same high or low price, the date with the higher turnover has been chosen.

(iii) The following table sets forth the market price on the Stock Exchanges on February 23, 2024 being the first working day following the approval of our Board for the Issue:

BSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹)**
3,124.00	3,126.00	3,021.15	3,038.95	17,256.00	5,29,23,629.00

(Source: www.bseindia.com)

NSE					
Open	**High**	**Low**	**Close**	**Number of Equity Shares traded**	**Volume (₹)**
3,120.00	3,125.00	3,022.10	3,038.35	3,20,652.00	98,32,31,780.00

(Source: www.nseindia.com)

USE OF PROCEEDS

The Gross Proceeds from the Issue aggregate to ₹ 15,000.00 million. Subject to compliance with applicable laws, the net proceeds from the Issue, after deducting fees, commissions, and the estimated expenses of the Issue of approximately ₹ 274.76 million, are approximately ₹ 14,725.24 million (the "**Net Proceeds**").

Objects of the Issue

Subject to compliance with applicable laws, our Company intends to use the Net Proceeds towards funding the following objects:

1) Funding working capital requirements of our Company; and
2) General corporate purposes (collectively, "**Objects**")

The objects clause and matters in furtherance of the objects, as set out in the memorandum of association of our Company enable us to undertake (i) existing business activities and (ii) the activities proposed to be funded from the Net Proceeds.

Utilisation of Net Proceeds

The Net Proceeds are proposed to be utilised in the manner set forth below:

(₹ in millions)

Sr. No.	Particulars	Amount
1.	Funding working capital requirements of our Company	14,700.00
2.	General corporate purposes	25.24
	Total Net Proceeds	**14,725.24**

Proposed schedule of implementation and deployment of Net Proceeds

The Net Proceeds are currently expected to be deployed in accordance with the schedule set forth below:

(₹ in millions)

Sr. No.	Particulars	Amount to be funded from Net Proceeds	Proposed schedule for deployment of the Net Proceeds
			Fiscal 2025
1.	Funding working capital requirements of our Company	14,700.00	14,700.00
2.	General corporate purposes	-	25.24
	Total Net Proceeds	-	**14,725.24**

The above-stated funding requirements, deployment of funds and the intended use of Net Proceeds indicated above is based on management estimates, current circumstances of our business, our existing business plans, the prevailing market conditions and other commercial and technical factors. Given the nature of our business, we may have to revise our funding requirements and intended deployment schedule on account of a variety of factors such as our financial condition, business and growth strategy, and external factors such as market conditions, competitive environment, price fluctuations and interest or exchange rate fluctuations and other external factors which may not be within the control of our management. Depending upon such factors, we may have to reduce or extend the deployment period for the stated objects. This may entail rescheduling or revising the planned expenditure, implementation schedule and funding requirements, including the expenditure for a particular purpose, at the discretion of our management. Subject to applicable law, if the actual utilisation towards the objects is lower than the proposed deployment, such balance will be used for general corporate purposes to the extent that the total amount to be utilized towards general corporate purposes will not exceed 25% of the Gross Proceeds. We believe that such alternate arrangements would be available to fund any such shortfalls. Further, in case of variations in the actual utilization of funds earmarked for the purposes set forth above, increased fund requirements for a particular purpose may be financed by surplus funds, if any, available in respect of the other purposes for which funds are being raised in the Issue, subject to compliance with applicable laws. For details, see "*Risk Factors – We have high working capital requirements. Any failure in arranging adequate working capital for our operations may adversely affect our business, results of operations, cash flows and financial condition*." on page 63.

Details of the Objects

1. Funding working capital requirements of our Company

We propose to utilize ₹ 14,700.00 million from the Net Proceeds to fund the working capital requirements of our Company in Fiscal 2025. We have significant working capital requirements in the ordinary course of business, which we typically fund through internal accruals and availing financing facilities from various lenders. As at December 31, 2023, on a standalone basis, the aggregate amounts outstanding under the fund based and non-fund based working capital facilities of the Company are ₹ 17,352.65 million and ₹ 21,231.30 million, respectively. Our working capital requirements is largely for funding the margin trading facility provided to our clients and the margin obligations that are fulfilled on behalf of our clients. With growth in client base and trading activities we believe that margin trading facility and margin obligations will increase.

Our Company has witnessed significant growth in client base, exchange volume, and trading activities due to which working capital requirement expanded YoY basis. Our working capital requirements has increased from ₹ 20,592.82 million to ₹ 25,385.63 million from March 31, 2021 to March 31, 2023 at a CAGR of 7.22% and has further increased to ₹ 39,556.69 million, as of December 31, 2023. Our client base grew at a CAGR of 82.86% from 4.12 million as of March 31, 2021 to 13.78 million as of March 31, 2023. Our client base further grew to 19.45 million as of December 31, 2023.

With growth in clients base we have also grown our MTF, where we place margins with the clearing corporation of the respective exchanges, based on the nature and volume of our clients' trading activity.

We meet our liquidity needs primarily through cash generated from operating activities, internal accruals, and debt financing. As a stock broking entity there are restrictions on funds being raised to fund our margin funding requirements. Further, we are allowed to use 50% of liquid net-worth or borrow funds only from scheduled commercial banks and/or NBFCs and funds raised by issuance of commercial papers. We are not permitted to borrow funds from any other source.

Further, SEBI by way of its circular SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/061 dated April 25, 2023, restricted stock broking entities from creating bank guarantees from client's margin funds as collateral, resulting in stock broking entities including our Company to deploy their own funds to meet the margin obligations, as applicable, thereby increasing the working capital requirement of the Company.

Our Company also requires additional working capital for funding future growth requirements. Considering future growth in business activities, based on historic growth rate of our Company and the estimated cash flow that will be generated from the business, our Company estimates the working capital requirement of ₹ 81,040.22 million in Fiscal 2025 and of which our Company proposes to utilize ₹ 14,700.00 million from the Net Proceeds received from this Issue.

Set forth below is the working capital of our Company, on a standalone basis, as at nine months period ended December 31, 2023, and for the financial years ended March 31, 2023, March 31, 2022 and March 31, 2021 and source of funding, as certified by P V K & Co, Chartered Accountants, through their certificate dated March 26, 2024:

(₹ in million)

Sr. No.	Particulars	As of December 31, 2023	As of March 31,		
			2023	2022	2021
I.	**Current Assets**				
a)	Current Accounts	1,533.74	1,312.13	4,202.10	704.05
b)	Cheques on hand	-	-	0.11	2.59
c)	Cash on hand	0.01	0.02	0.02	0.07
d)	Bank Balance other than cash and cash equivalent	88,294.44	53,360.41	43,850.15	17,772.13
e)	Trade Receivables	4,312.53	3,727.79	5,644.59	2,272.79
f)	Loans	16,967.40	10,051.94	12,703.62	10,632.76
g)	Other financial assets	7,531.08	1,734.01	1,831.73	14,142.98
h)	Other non-financial assets	401.28	302.10	207.18	106.58
	Total Current Assets (A)	**1,19,040.48**	**70,488.40**	**68,439.50**	**45,633.95**
II.	**Current Liabilities**				

Sr. No.	Particulars	As of December 31, 2023	As of March 31,		
			2023	2022	2021
a)	Trade Payables**	75,120.70	40,714.15	40,668.10	22,763.81
b)	Other financial liabilities	3,819.48	3,849.79	2,513.65	1,785.75
c)	Current tax liabilities (Net)	-	73.01	9.61	113.96
d)	Provisions	68.27	54.99	46.30	39.48
e)	Other non-financial liabilities	475.34	410.83	437.77	338.13
	Total Current Liabilities (B)	**79,483.79**	**45,102.77**	**43,675.43**	**25,041.13**
III.	**Total Working Capital Requirement (A-B)**	**39,556.69**	**25,385.63**	**24,764.07**	**20,592.82**
IV.	**Means of Finance (D)**				
a)	Borrowings (other than debt securities)	15,520.84	7,567.77	12,319.12	11,677.16
b)	Debt Securities	1,831.81	278.28	245.67	-
c)	Internal Accruals	22,204.04	17,539.58	12,199.28	8,915.66
	Total Means of Finance	**39,556.69**	**25,385.63**	**24,764.07**	**20,592.82**

** In FY2021 Other financial assets consist of Security deposits - Stock exchanges amounting to ₹ 14,141.47 million was towards cash collateral placed with exchanges towards margin which can be released at any point of time. Considering the nature of the transaction from FY2022 onwards same was regrouped in less than 12 months as per maturity analysis schedule. Accordingly, for FY2021 same is considered as a part of current asset which will be realised within 12 months.*

*** Trade payable includes Total outstanding dues of micro enterprises and small enterprises*

The above table depicts key components of our working capital requirements along with its potential drivers in the last three financial years and nine months period ended December 31, 2023.

Assumptions for working capital requirements

The table below contains the details of the holding levels (days) considered:

Assumptions for working capital requirements	For nine month period ending December 31, 2023	For the year ending March 31,			Basis for Assumption
		2023	2022	2021	
Total debit book^	0.87	2.19	1.85	1.46	Times of Cash Delivery ADTO for the month
Total cash equivalent deployed in business*	1.29	1.38	1.22	1.43	Times of Trade payables as on period ended date
Trade payables**	14,067.55	9,512.65	11,111.50	14,592.19	Trade payables per NSE active clients of Angel One Limited for period ended date
Other financial liabilities	0.01%	0.02%	0.03%	0.04%	Percentage of ADTO for the month

** Total Cash Equivalent deployed in business = Bank Balance other than cash and cash equivalent + Security deposits - stock exchanges + Cash and Cash Equivalent (Current Accounts + Cheques on hand + Cash on hand)*

^ Total debit book = Trade Receivables + Loans

*** Trade payable includes Total outstanding dues of micro enterprises and small enterprises*

Total debit book

Particulars	For nine month period ending December 31, 2023	For the year ending March 31,		
		2023	2022	2021
Trade receivables (₹ in million)	4,312.53	3,727.79	5,644.59	2,272.79
Loans (₹ in million)	16,967.40	10,051.94	12,703.62	10,632.76
Cash delivery ADTO for the month (₹ in million)	24,510.00	6,289.04	9,940.00	8,860.00
Trade receivables [times of cash delivery ADTO for the month]	0.18	0.59	0.57	0.26
Loans [times of cash delivery ADTO for the month]	0.69	1.60	1.28	1.20
Total debit book (Trade Receivables + Loans) [times of cash delivery ADTO for the month]	0.87	2.19	1.85	1.46

Total cash equivalent deployed in business

Particulars	For nine month period ending December 31, 2023	For the year ending March 31,		
		2023	2022	2021
Trade Payables (₹ in million)**	**75,120.70**	**40,714.15**	**40,668.10**	**22,763.81**
Total cash equivalent deployed in business* (₹ in millions)	**97,128.17**	**56,122.97**	**49,661.74**	**32,620.31**
Times of trade payables as on period ended date	1.29	1.38	1.22	1.43

* *Total Cash Equivalent deployed in business = Bank Balance other than cash and cash equivalent + Security deposits - stock exchanges + Cash and Cash Equivalent (Current Accounts + Cheques on hand + Cash on hand)*
*** Trade payable includes Total outstanding dues of micro enterprises and small enterprises*

Trade Payable

Particulars	For nine month period ending December 31, 2023	For the year ending March 31,		
		2023	2022	2021
NSE active clients of Angel One Limited for period ended date (₹ in million)	5.34	4.28	3.66	1.56
Trade Payable (₹ in million)**	**75,120.70**	**40,714.15**	**40,668.10**	**22,763.81**
Trade payables (₹) per NSE active clients of Angel One Limited for period ended date	14,067.55	9,512.65	11,111.50	14,592.19

*** Trade payable includes Total outstanding dues of micro enterprises and small enterprises*

Other Current Liabilities

Particulars	For nine month period ending December 31, 2023	For the year ending March 31,		
		2023	2022	2021
ADTO for the month (₹ in million)	4,20,13,500	2,08,28,014	88,42,480	39,90,052
Other financial liabilities (₹ in million)	3,819.48	3,849.79	2,513.65	1,785.75
Percentage of ADTO for the month (%)	0.01%	0.02%	0.03%	0.04%

Note: Our Statutory Auditors have provided no assurance or services related to any prospective financial information.

2. General Corporate Purposes

Our Company intends to deploy ₹ 25.24 million from the Net Proceeds towards general corporate purposes and the business requirements of our Company, as approved by our management, from time to time, subject to such utilization for general corporate purposes not exceeding 25% of the Gross Proceeds.

Such general corporate purposes may include, but are not restricted to meeting fund requirements which our Company may face in the ordinary course of business, any capital expenditure, repayment or pre-payment of our borrowings, strategic initiatives, partnerships, tie-ups, joint ventures or acquisitions, investment in our Subsidiaries, meeting expenses incurred in the ordinary course of business, and any other purpose as may be approved by our Board or a duly appointed committee from time to time, subject to compliance with applicable law, including the necessary provisions of the Companies Act, 2013.

The allocation or quantum of utilization of funds towards the specific purposes described above will be determined by our Board, based on our business requirements and other relevant considerations, from time to time. Our Company's management shall have flexibility in utilising surplus amounts, if any, in accordance with applicable law.

Interim use of Net Proceeds

Pending utilisation of the Net Proceeds towards the purposes described in this section, our Company shall deposit the Net Proceeds in a separate bank account with a scheduled commercial bank included in the Second Schedule of the Reserve Bank of India Act, 1934 or to temporarily invest the funds in creditworthy instruments, including money market / mutual funds, as approved by the Board and/or a duly authorized committee of the Board, from time to time, and in accordance with applicable laws.

In accordance with applicable laws, we undertake to not utilize proceeds from the Issue unless Allotment is made and the corresponding return of Allotment is filed with the RoC, and the final listing and trading approvals are received from each of the Stock Exchanges, whichever is later.

Monitoring of utilisation of funds

Pursuant to Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CARE Ratings Limited, a credit rating agency registered with the SEBI, as the monitoring agency ("**Monitoring Agency**"). The Monitoring Agency shall submit its report to our Company in the format specified in Schedule XI of the SEBI ICDR Regulations on a quarterly basis, till 100% of the proceeds of the Issue have been utilised. The board of directors and the management of our Company will provide their comments on the findings of the Monitoring Agency as specified in Schedule XI. Our Company shall, within 45 days from the end of each quarter, upload the report of the Monitoring Agency on our website and also submit the same to the Stock Exchanges.

The report of the Monitoring Agency shall be placed before our Audit Committee on a quarterly basis, promptly upon its receipt. On an annual basis, our Company shall (i) prepare a statement of funds utilised for purposes other than those stated in this Placement Document and place it before the Audit Committee and make other disclosures as may be required until such time as the Net Proceeds remain unutilised; and (ii) disclose every year, the utilization of the Proceeds during that year in its annual report. Such disclosure shall be made only until such time that all the Proceeds have been utilised in full.

Furthermore, in accordance with Regulation 32(1) of the SEBI Listing Regulations, our Company shall furnish to the Stock Exchanges on a quarterly basis, a statement indicating (i) deviations, if any, in the actual utilisation of the proceeds of the Issue from the Objects, as stated above; and (ii) details of category wise variations in the actual utilisation of the proceeds of the Issue from the Objects, as stated above. This information will also be published on our website simultaneously with the interim or annual financial results and explanation for such variation (if any) will be included in our Director's report, after placing the same before the Audit Committee.

Other confirmations

As permissible under applicable laws, our Company's management will have flexibility in deploying the Net Proceeds. The amounts and timing of any expenditure will depend on, among other factors, the amount of cash generated by our operations, competitive and market developments and the availability of acquisition or investment opportunities on terms acceptable to us.

Neither of our Promoters, members of the Promoter Group or Directors are making any contribution either as part of the Issue or separately in furtherance of the Objects. None of our Promoters, members of the Promoter Group or our Directors shall receive any proceeds from the Issue, whether directly or indirectly. Since the Issue is only made to Eligible QIBs, our Promoters, Directors, Key Managerial Personnel or members of Senior Management were not eligible to subscribe in the Issue.

Further, since the Net Proceeds of the Issue are proposed to be utilised towards the purposes set forth above, and not for implementing any specific project, the following disclosure requirements under Schedule VII of the SEBI ICDR Regulations are not applicable: (i) break-up of cost of the project, (ii) means of financing such project, and (iii) proposed deployment status of the proceeds at each stage of the project.

There are no material existing or anticipated transactions in relation to the utilisation of the Net Proceeds entered or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel and/or Senior Management.

CAPITALISATION STATEMENT

The following table sets forth our capitalization and total debt, on a consolidated basis, as of December 31, 2023 which is derived from the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements and adjusted to give effect to the receipt of the gross proceeds of the Issue.

This table should be read in conjunction with the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Information*" on pages 99 and 300, respectively.

(₹ in million, unless otherwise stated)

Particulars	Pre-Issue (as at December 31, 2023)	Amount after considering the Issue (i.e. Post Issue) (Refer Note 2)
Total debt (A)	**17,349.87**	**17,349.87**
Equity		
Equity share capital (I)	839.50	898.21
Other equity(II)	27,023.00	41,964.29
Non-controlling interest (III)	-	-
Total equity (B) (I+II+III)	**27,862.50**	**42,862.50**
Total capitalization (A+B)	**45,212.37**	60,212.37
Total debt/ Total equity (A/B)	**0.62**	0.40

Notes:

1. *Post December 31, 2023, our Company has allotted 20,026 Equity Shares and 37,708 Equity Shares pursuant to LTI Plan and ESOP 2018 respectively. The impact of such allotment has not been taken into account for the above disclosure of information.*
2. *"Amount after considering the Issue" (i.e. Post Issue) column in the above table has been adjusted for the number of Equity Shares issued pursuant to the Issue and the proceeds from the Issue thereon. "Amount after considering the Issue" (i.e. Post Issue) column reflects changes in the Total equity only on account of proceeds from the fresh Issue and allotment of 5,870,818 number of equity shares at a price of ₹ 2,555.01 per Equity Share, including a premium of ₹ 2,545.01 per Equity Share resulting in an increase of ₹ 58.71 million in the Equity share capital of our Company and an increase of ₹ 14,941.29 million in the Other equity. The adjustments do not include any adjustment for issue related expenses and for any other transactions or movement subsequent to December 31, 2023.*

For reconciliation of Non-GAAP measures, please see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures*" on page 114.

CAPITAL STRUCTURE

The share capital of our Company as on the date of this Placement Document is set forth below:

(in ₹, except share data)

	Particulars	Aggregate nominal value at face value#
A	**AUTHORISED SHARE CAPITAL**	
	120,000,000 Equity Shares of face value of ₹ 10 each	1,200,000,000
B	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL BEFORE THE ISSUE**	
	84,008,188 Equity Shares of face value of ₹ 10 each	840,081,880
C	**PRESENT ISSUE IN TERMS OF THIS PLACEMENT DOCUMENT**	
	Up to 5,870,818 Equity Shares aggregating up to ₹ 15,000.00 million(1)	58,708,180
D	**ISSUED, SUBSCRIBED AND PAID-UP CAPITAL AFTER THE ISSUE**	
	89,879,006 Equity Shares(1) of face value of ₹ 10 each	898,790,060
E	**SECURITIES PREMIUM ACCOUNT**	
	Before the Issue	4,737,434,446
	After the Issue(2)	19,678,724,964

(1) *This Issue has been authorised and approved by our Board of Directors pursuant to its resolution passed on February 22, 2024. The Shareholders of our Company have authorised and approved the Issue by way of a special resolution passed at the EGM dated March 15, 2024.*

(2) *The amount has been calculated on the basis of Gross Proceeds from the Issue.*

\# *Except for securities premium account*

Equity Share capital history of our Company

The history of the Equity Share capital of our Company as on the date of this Placement Document is provided in the following table:

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
August 8, 1996*	2,000	10.00	10.00	Cash	Initial subscription to the Memorandum of Association	2,000	20,000.00
January 11, 1997*	4,90,000	10.00	10.00	Cash	Preferential allotment	492,000	4,920,000.00
March 15, 1997*	9,07,500	10.00	10.00	Cash	Preferential allotment	1,399,500	13,995,000.00
November 29, 1997*	4,02,000	10.00	10.00	Cash	Preferential allotment	1,801,500	18,015,000.00
March 26, 1998*	14,65,000	10.00	10.00	Cash	Preferential allotment	3,266,500	32,665,000.00
May 9, 1998*	11,20,000	10.00	10.00	Cash	Preferential allotment	4,386,500	43,865,000.00
November 28, 2007	6,15,202	10.00	32.42	Cash	Preferential allotment	5,001,702	50,017,020.00
November 28, 2007	67,76,921	10.00	-	Other than Cash	Allotment pursuant to swap of equity shares	11,778,623	117,786,230.00
December 31, 2007	16,59,624	10.00	903.81	Cash	Preferential allotment	13,438,247	134,382,470.00
November 28, 2011	9,25,928	10.00	21.60	Cash	Preferential allotment	14,364,175	143,641,750.00
March 27, 2018	5,74,56,700	10.00	-	Other than Cash	Bonus Issue in the ratio of four Equity Share for every one Equity Share held	71,820,875	718,208,750.00

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
March 28, 2018	1,74,128	10.00	62.70	Cash	Allotment pursuant to ESOP 2018	71,995,003	719,950,030.00
September 30, 2020	98,03,921	10.00	306.00	Cash	Allotment to Shareholders at the initial public offering	81,798,924	817,989,240.00
December 18, 2020	5,060	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	81,803,984	818,039,840.00
January 5, 2021	8,096	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	81,812,080	818,120,800.00
March 2, 2021	14,427	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	81,826,507	818,265,070.00
May 04, 2021	1,00,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	81,926,507	819,265,070.00
May 18, 2021	2,00,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,126,507	821,265,070.00
June 01, 2021	1,35,211	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,261,718	822,617,180.00
June 15, 2021	1,08,726	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,370,444	823,704,440.00
July 20, 2021	18,278	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,388,722	823,887,220.00
August 03, 2021	29,302	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,418,024	824,180,240.00
August 17, 2021	1,47,604	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,565,628	825,656,280.00
September 21, 2021	44,730	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,610,358	826,103,580.00
October 19, 2021	81,707	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	82,692,065	826,920,650.00
November 9, 2021	36,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,728,065	827,280,650.00
December 07, 2021	45,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,773,065	827,730,650.00
December 21, 2021	9,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,782,065	827,820,650.00
February 1, 2022	7	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,782,072	827,820,720.00
February 15, 2022	76,650	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	82,858,722	828,587,220.00
April 04, 2022	59,653	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	82,918,375	829,183,750.00
April 19, 2022	12,318	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	82,930,693	829,306,930.00
May 4, 2022	5,482	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	82,936,175	829,361,750.00
	9,000	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	82,945,175	829,451,750.00
May 16, 2022	1,04,291	10.00	211.51	Cash	Allotment pursuant to LTI Plan 2021	83,049,466	830,494,660.00
	22,655	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,072,121	830,721,210.00
June 7, 2022	48	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,072,169	830,721,690.00
June 21, 2022	60	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,072,229	830,722,290.00
July 05, 2022	1,55,080	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	83,227,309	832,273,090.00
	628	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,227,937	832,279,370.00

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
	82,968	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,310,905	833,109,050.00
August 2, 2022	2,533	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,313,438	833,134,380.00
	100	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,313,538	833,135,380.00
September 28, 2022	2,547	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,316,085	833,160,850.00
October 27, 2022	45,080	10.00	211.51	Cash	Allotment pursuant to LTI Plan 2021	83,361,165	833,611,650.00
	595	10.00	337.98	Cash	Allotment pursuant to LTI Plan 2021	83,361,760	833,617,600.00
November 24, 2022	5,000	10.00	807.90	Cash	Allotment pursuant to LTI Plan 2021	83,366,760	833,667,600.00
	617	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,367,377	833,673,770.00
December 22, 2022	222	10.00	337.90	Cash	Allotment pursuant to ESOP 2018	83,367,599	833,675,990.00
	3,461	10.00	10	Cash	Allotment pursuant to LTI Plan 2021	83,371,060	83,37,10,600.00
January 25, 2023	36,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	83,407,060	834,070,600.00
	4,596	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,411,656	834,116,560.00
	90	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,411,746	834,117,460.00
February 23, 2023	60	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,411,806	834,118,060.00
	4,933	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,416,739	834,167,390.00
March 23, 2023	1,808	10.00	807.90	Cash	Allotment pursuant to LTI Plan 2021	83,418,547	834,185,470.00
	792	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,419,339	834,193,390.00
	402	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,419,741	834,197,410.00
April 27, 2023	1,72,676	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,592,417	835,924,170.00
	47,277	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,639,694	836,396,940.00
	58,860	10.00	326.20	Cash	Allotment pursuant to LTI Plan 2021	83,698,554	836,985,540.00
	87,160	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	83,785,714	837,857,140.00
May 25, 2023	8,089	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,793,803	837,938,030.00
	18,953	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,812,756	838,127,560.00
June 21, 2023	1,414	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,814,170	838,141,700.00
	2,010	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,816,180	838,161,800.00
	3,223	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,819,403	838,194,030.00
July 27, 2023	28,840	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,848,243	838,482,430.00
	1,494	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,849,737	838,497,370.00

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
	4,909	10.00	1,425.90	Cash	Allotment pursuant to LTI Plan 2021	83,854,646	838,546,460.00
	3,194	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,857,840	838,578,400.00
	73	10.00	1,480.60	Cash	Allotment pursuant to LTI Plan 2021	83,857,913	838,579,130.00
	394	10.00	1,534.20	Cash	Allotment pursuant to LTI Plan 2021	83,858,307	838,583,070.00
August 24, 2023	4,207	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,862,514	838,625,140.00
	2,235	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,864,749	838,647,490.00
	3,000	10.00	807.90	Cash	Allotment pursuant to LTI Plan 2021	83,867,749	838,677,490.00
	711	10.00	1,265.90	Cash	Allotment pursuant to LTI Plan 2021	83,868,460	838,684,600.00
	332	10.00	1,355.50	Cash	Allotment pursuant to LTI Plan 2021	83,868,792	838,687,920.00
	400	10.00	1,480.60	Cash	Allotment pursuant to LTI Plan 2021	83,869,192	838,691,920.00
September 22, 2023	20,000	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	83,889,192	838,891,920.00
	875	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,890,067	838,900,670.00
	3,032	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,893,099	838,930,990.00
	332	10.00	1,355.50	Cash	Allotment pursuant to LTI Plan 2021	83,893,431	838,934,310.00
	106	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,893,537	838,935,370.00
October 27, 2023	2,118	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,895,655	838,956,550.00
	2,020	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,897,675	838,976,750.00
	3,808	10.00	807.90	Cash	Allotment pursuant to LTI Plan 2021	83,901,483	839,014,830.00
	1,160	10.00	1,273.20	Cash	Allotment pursuant to LTI Plan 2021	83,902,643	839,026,430.00
	357	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,903,000	839,030,000.00
November 23, 2023	26,697	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,929,697	839,296,970.00
	2,479	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,932,176	839,321,760.00
	1,805	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,933,981	839,339,810.00
	1,420	10.00	1,057.00	Cash	Allotment pursuant to LTI Plan 2021	83,935,401	839,354,010.00
	94	10.00	1,070.20	Cash	Allotment pursuant to LTI Plan 2021	83,935,495	839,354,950.00
	884	10.00	1,244.00	Cash	Allotment pursuant to LTI Plan 2021	83,936,379	839,363,790.00
	4,223	10.00	1,480.00	Cash	Allotment pursuant to LTI Plan 2021	83,940,602	839,406,020.00
	3,198	10.00	1,485.00	Cash	Allotment pursuant to LTI Plan 2021	83,943,800	839,438,000.00
December 22, 2023	806	10.00	1,240.60	Cash	Allotment pursuant to LTI Plan 2021	83,944,606	839,446,060.00

Date of Allotment	No. of Equity Shares Allotted	Face value per Equity Share (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid-up Equity Share capital (₹)
	2,224	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,946,830	839,468,300.00
	1,540	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,948,370	839,483,700.00
	200	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,948,570	839,485,700.00
	1,000	10.00	1,273.20	Cash	Allotment pursuant to LTI Plan 2021	83,949,570	839,495,700.00
	884	10.00	1,244.00	Cash	Allotment pursuant to LTI Plan 2021	83,950,454	839,504,540.00
January 30, 2024	3,987	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,954,441	839,544,410.00
	1,470	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,955,911	839,559,110.00
	1,011	10.00	1,485.00	Cash	Allotment pursuant to LTI Plan 2021	83,956,922	839,569,220.00
February 22, 2024	4,417	10.00	337.90	Cash	Allotment pursuant to LTI Plan 2021	83,961,339	839,613,390.00
	1,026	10.00	1,444.50	Cash	Allotment pursuant to LTI Plan 2021	83,962,365	839,623,650.00
	8,115	10.00	10.00	Cash	Allotment pursuant to LTI Plan 2021	83,970,480	839,704,800.00
	37,708	10.00	211.51	Cash	Allotment pursuant to ESOP 2018	84,008,188	840,081,880.00

* *We have placed reliance on the certificate issued by Alwyn D'souza & Co. Company Secretaries in relation to the search report dated March 23, 2024 for such allotment. For details, see "Risk Factors – Certain of our corporate records are not traceable and in relation to certain delay in filing of forms, we have sought condonation of delay in the past." on page 65.*

Except as stated in "– *Equity Share capital history of our Company*" above, our Company has not made any allotment of Equity Shares in the one year immediately preceding the date of this Placement Document, including for consideration other than cash.

Preference shares

As on the date of this Placement Document, our Company has not issued any preference shares.

Proposed Allottees in the Issue

In compliance with the requirements prescribed under the SEBI ICDR Regulations, Allotment shall be made at the sole discretion of our Company in consultation with the BRLMs to Eligible QIBs. For details of the names of the proposed Allottees and the percentage of the post-Issue Equity Share capital that may be held by them, please see the section titled "*Details of Proposed Allottees*" on page 535.

Pre-Issue and post-Issue shareholding pattern

The following table provides the pre-Issue shareholding pattern as of March 22, 2024 and the post-Issue shareholding pattern:

Sr. No.	Category	Pre-Issue^		Post-Issue*	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
A.	**Promoters' holding****				
1.	Indian				
	Individual	26,036,217	30.99	26,036,217	28.97
	Bodies corporate	6,065,310	7.22	6,065,310	6.75
	Sub-total	**32,101,527**	**38.21**	**32,101,527**	**35.72**
2.	Foreign promoters	-	-	-	-

Sr. No.	Category	Pre-Issue^		Post-Issue*	
		Number of Equity Shares held	% of shareholding	Number of Equity Shares held	% of shareholding
	Sub-total (A)	**32,101,527**	**38.21**	**32,101,527**	**35.72**
B	**Non-Promoter holding**				
1.	Institutional investors	22,538,237	26.83	28,409,055	31.61]
2.	Non-Institutional investors				
	Private corporate bodies	1,413,030	1.68	1,413,030	1.57
	Directors and relatives	174,966	0.21	174,966	0.19
	Indian public	26,900,613	32.02	26,900,613	29.93
	Others including Non-resident Indians (NRIs)	879,815	1.05	879,815	0.98
	Sub-total (B)	**51,906,661**	**61.79**	**57,777,479**	**64.28**
	Grand Total (A+B)	**84,008,188**	**100.00**	**89,879,006**	**100.00**

^*Based on beneficiary position data of our Company as on March 22, 2024.*

**The post-Issue shareholding pattern reflects the shareholding of the institutional investors category on basis of the Allocation made in the Issue and reflects the shareholding of all other categories as of March 22, 2024*

***Includes shareholding of our Promoter Group as well.*

Other confirmations

(i) Our Equity Shares have been listed for a period of at least one year prior to the date of the issuance of the notice to our Shareholders, i.e., February 22, 2024, for approving the Issue.

(ii) There are no outstanding warrants, options or rights to convert debentures, loans or other instruments convertible into the Equity Shares as on the date of this Placement Document.

(iii) Our Company has not allotted any securities on preferential basis in the last one year preceding the date of this Placement Document.

(iv) Employee stock option plan 2018

Pursuant to the resolutions passed by our Board on April 16, 2018 and April 26, 2018 and the Shareholders' resolution dated April 19, 2018, our Company has instituted the Angel Broking Employee Stock Option Plan 2018 ("**ESOP 2018**") for grant of options to eligible employees. ESOP 2018 was amended pursuant to the resolutions by our Board on May 11, 2018 and September 13, 2019. The ESOP Plan 2018 envisaged granting ESOPs not exceeding 3,290,000 options of which each option upon exercise, grants its holder the right to be allotted one Equity Share, upon payment of the exercise price. The quantum of options that can be granted under the ESOP Plan and the issue of Equity Shares upon its exercise are subject to corresponding fair and reasonable adjustment in the event of corporate actions by our Company such as rights issue, bonus issues, merger, sale of division / undertaking, etc. The details of ESOP Plan, as on the date of this Placement Document, are as under:

Scheme	Total number of options granted	Options exercised	Options lapsed or forfeited	Options vested and outstanding	Total number of options outstanding
ESOP Plan 2018	2,940,870	1,463,410	1,477,460	-	-

(v) Angel Broking Employee Long-Term Incentive Plan 2021

Pursuant to a resolution of our Board of Directors dated January 28, 2021 and a resolution of our Shareholders dated March 5, 2021 passed through a postal ballot our Company instituted the Angel Broking Employee Long-Term Incentive Plan 2021 ("**LTI Plan 2021**") for issue of options, equity settled restricted stock units ("**RSU**") and performance stock units ("**PSU**") to the eligible employees of our Company and our subsidiaries. The LTI Plan 2021 was amended pursuant to the resolutions by the Nomination and Remuneration Committee on August 5, 2021 and a resolution of our Shareholders dated September 8, 2021. According to the LTI Plan 2021, the Nomination and Remuneration Committee will decide which of the eligible employees should be granted options, RSUs or PSUs ("**Award units**") under the plan and accordingly, the Nomination and Remuneration Committee would offer the Award units to the identified employees under the Plan to the extent permissible by applicable laws. Selection of participants for a given year will be based on and include role scope, level, performance and future potential, manager recommendation and any other criteria as approved by the committee for the given year subject to satisfaction of the prescribed vesting conditions, i.e. continuing employment in case of options, continuing employment and performance parameters in case of PSUs.

Plan Description

Plan Name	Vesting period	Exercise period
Options under LTI Plan 2021	The vesting period of options shall generally be up to four years from the date of grant or any other period as determined by the Administrator (*as defined in the LTI Plan 2021*). The minimum vesting period of an option award shall not be less than a period of 12 months.	The exercise period of each vested option shall be 10 years from the date of grant, or any other duration as determined by the Administrator (*as defined in the LTI Plan 2021*) and set forth in the award agreement evidencing the option. However, no option may be exercised prior to completion of the 12- month period from the option grant date. No option shall have a term in excess of 10 years measured from the option grant date.
RSUs under LTI Plan 2021	The vesting period of a RSU shall generally be up to four years from the date of grant or any other period as determined by the Administrator (*as defined in the LTI Plan 2021*). The minimum vesting period of a RSU award shall not be less than a period of 12 months.	The exercise period of each vested RSU shall be six months from the date of vesting, or any other duration as determined by the Administrator (*as defined in the LTI Plan 2021*) and set forth in the award agreement evidencing the Award. However, no RSU may be exercised prior to completion of the 12-month period from the grant date. No RSU shall have a term in excess of 10 years measured from the grant date.
PSUs under LTI Plan 2021	The vesting period of a PSU shall generally be up to 3 years from the date of grant or any other period as determined by the Administrator (*as defined in the LTI Plan 2021*). The minimum vesting period of a PSU Award shall not be less than a period of 12 months or as determined by the Administrator (*as defined in the LTI Plan 2021*).	The exercise period of each vested PSU shall be six months from the date of vesting, or any other duration as determined by the Administrator (*as defined in the LTI Plan 2021*) and set forth in the award agreement evidencing the award. However, no PSU may be exercised prior to completion of the 12-month period from the grant date. No PSU shall have a term in excess of 10 years measured from the grant date.

The details of units issued, vested, exercised, and outstanding under the LTI Plan 2021, as on the date of this Placement Document, are as under:

Award Units	Total number of units granted	Units exercised*	Units lapsed or forfeited	Units vested and outstanding	Total number of units outstanding
Options	1,229,439	391,863	310,043	182,218	527,533
RSUs	2,062,375	375,238	536,065	23,332	1,151,072
PSUs	1,592,636	-	444,224	-	1,148,412

**Includes 17,840 options and 7,486 RSUs exercised in the month of March 2024, which are yet to be allotted.*

(vi) There would be no change in control in our Company consequent to the Issue.

Our Company shall not make any subsequent qualified institutions placement until the expiry of two weeks from the date of the Issue. Further, Equity Shares allotted pursuant to this Issue cannot be sold by the Allottees for a period of one year from the date of Allotment, except on the Stock Exchanges.

RELATED PARTY TRANSACTIONS

For details of the related party transactions during (i) Nine months period ended December 31, 2023; (ii) Fiscal 2023; (iii) Fiscal 2022; and (iv) Fiscal 2021, as per the requirements under Ind AS 24 ‘Related party disclosures’ notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standard) Rules 2015, as amended and as reported, please see the section titled “*Financial Information*” on page 300.

DIVIDENDS

The declaration and payment of final dividends by our Company, if any, will be recommended by our Board and approved by our Shareholders at their discretion, subject to the provisions of the Articles of Association and the applicable laws, including the Companies Act. See *"Description of the Equity Shares"* on page 272.

Our Board may also, from time to time, declare interim dividends. Our Board has approved and adopted a formal dividend distribution policy on April 16, 2018 and which was last amended on October 13, 2022 in terms of Regulation 43A of the SEBI Listing Regulations ("**Dividend Distribution Policy**").

In accordance with the Dividend Distribution Policy, the dividend pay-out shall be determined by our Board after taking into account a number of factors, including but not limited to distributable surplus available, liquidity position and future cash flow needs, track record of dividends distributed, payout ratios of comparable companies, prevailing taxation policy, statutory provisions and guidelines, capital expenditure requirements, cost and availability of alternative sources of financing and other factors that the Board may considered relevant from time to time.

The following table details the dividend declared and paid or payable by our Company on the Equity Shares in respect of the period between January 1, 2024 till the date of filing of this Placement Document, nine months period ended December 31, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Period	Face Value of Equity Share (₹)	Dividend per Equity Share (₹)	Total amount of dividend# (₹ in million)	Dividend rate (%)
From January 1, 2024 till the date of filing of this Placement Document	10	-	-	-
Nine months period ended December 31, 2023	10	34.65	2,906.95	346.50
Fiscal 2023	10	39.85	3,323.62	398.50
Fiscal 2022	10	27.10	2,242.46	271.00
Fiscal 2021	10	12.86	1,040.28	128.60

#Including unclaimed dividend.

Investors are cautioned not to rely on past dividends as an indication of the future performance of our Company or for an investment in the Equity Shares offered in the Issue. The amounts paid as dividends in the past are not necessarily indicative of the Dividend Distribution Policy of our Company or dividend amounts, if any, in the future. There is no guarantee that any dividends will be declared or paid in the future or that the amount thereof will not be decreased. The form, frequency and amount of future dividends declared by our Company will depend on a number of internal and external factors, including, but not limited to, the factors set out in the Dividend Distribution Policy and such other factors that the Board may deem relevant in its discretion, subject to the approval of our Shareholders.

The Equity Shares to be issued in connection with this Issue shall qualify for dividend including interim dividend, if any, that is declared and record date thereof occurs after the Allotment. See "*Description of the Equity Shares*" on page 272. For a summary of some of the restrictions that may inhibit our ability to declare or pay dividends, see "*Risk Factors – We cannot assure payment of dividends on the Equity Shares in the future*." on page 77.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with our "Financial Information" on page 300. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2021, 2022 and 2023 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the nine months ended December 31, 2022 and December 31, 2023, included herein is derived from the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements included in this Placement Document. For further information, see "Financial Information" on page 300. The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements are not indicative of our annual performance and are not comparable with the Audited Consolidated Financial Statements.

This Placement Document also contains forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to such statements and also "Risk Factors" and " – Significant Factors Affecting our Results of Operations and Financial Condition" on pages 49 and 101, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year commences on April 1 and ends on March 31 of the subsequent year, and references to a particular Fiscal are for the 12 months ended March 31 of that year. Unless otherwise stated or the content otherwise requires, references in this section to "we", "us", or "our" (including in the context of any financial or operational information) are to us and our Subsidiaries on a consolidated basis, and references to "our Company" or "the Company" are to Angel One Limited on a standalone basis. Also, see "Definitions and Abbreviations" on page 23 for certain terms used in this section.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report Across Various Sectors – Angel One" dated February 2024 (the "**CRISIL Report**") prepared and issued by CRISIL, which have been exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation.*

Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "Industry Overview" and see "Risk Factors – Industry information included in this Placement Document has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose" on pages 134 and 69, respectively. Also see "Industry and Market Data" on page 17.

OVERVIEW

Angel One Limited is a technology-led financial services company offering a suite of products and services. We are the largest listed retail broking house in India in terms of active clients on NSE ("**NSE Active Client Base**") as of March 31, 2023 and as of December 31, 2023. (*Source: CRISIL Report*) Our suite of products and services includes equity cash and derivatives, commodity and currency derivatives broking, depository operations, research services, rule-based investment recommendation services, margin trading funding, distribution of third party financial products such as insurance, mutual funds, sovereign gold bonds, credit products, facilitating applications for initial public offerings, as well as offering investor education, to our clients through our Super App on mobile, tab and web platforms under the "Angel One" brand. Our broking and allied services are offered through two business units: (i) direct business unit, where we acquire clients through digital marketing and social media platforms and (ii) through our Assisted Business unit comprising of a network of over 11,642 Authorised Persons (the "**Authorised Persons**"), as of December 31, 2023. Our client acquisition, on-boarding, engagement and delivery of product and services is done digitally across both business units.

We believe that our experience of over 27 years has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. Over the years, we have enhanced client engagement and experience through digitisation of our processes, augmentation of our technological platforms and introduction of multiple tools which we have developed in-house and through collaborations. Our retail broking, margin trading funding and distribution businesses are offered through online and digital platforms, such as our integrated Super App, launched in Fiscal 2023, replacing our erstwhile Angel Broking Mobile App. Our digital offerings, and our Super App in particular, enable our clients to have a seamless trading and investment experience, positioning us to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and helping us garner better share in the digital investment landscape of their wealth creation journey.

We have received several awards, certificates and accolades for our services and products, including 'Best Performer in Equity Derivatives (Retail) 2023-24 by BSE, 'Best Customer Centric Culture in Fintech' hosted by expleo organised by Quantic at the 2nd Annual Excellence Awards 2023, Gold Winner at ImageXX Award 2023 by Adgully for BFSI Service, Best Customer Experience in Service Sector by Zendesk at The Customer Fest Leadership Awards 2023, Top performer in the Equity Retail Segment 2022-2023 by BSE, Rising Star award by Fortune India, Bronze for SmartAPI in the Trading and Exchange category for the 'Launch of a Disruptive Product' at the ET Brand Disruption Awards 2022, Gold for Marketing Analytics at E4M MarTech India Awards and Best Technology Provider for Financial Technology – SmartAPI at InnTech Awards 2021 by Inkspell.

We provide a wide range of financial services to our clients including and in relation to:

- ***Broking and Advisory***: We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with depository operations through our Super App, web platform and desktop application. We facilitate participation of our clients in initial public offerings of various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX, and is registered as a depository participant with CDSL. To complement our broking and advisory services, we also provide the following additional services to our clients:

    (i) *Research Services*: As of December 31, 2023, we have a dedicated research team of 57 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities, currencies and mutual funds.

    (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule-based investment engine "ARQ Prime", which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, fixed income, currency, commodities, mutual funds and insurance products. Information on initial public offerings, mutual funds and exchange traded funds ("**ETFs**") are also provided for the benefit of our clients.

    (iii) *Integrated third party services*: We leverage on our open API architecture to upgrade client experience and create new revenue streams. We have integrated the services of third party *providers* offering services such as basket investing, simplified options strategies, investment routes for U.S. securities, and corresponding taxation related services, with our platform to offer additional financial tools to our clients. Our Smart API enables clients to build and execute their trading strategies through our digital platform.

    (iv) *Investor Education*: The knowledge center on our website aims to empower our clients to gain *understanding* of trading and investing in capital markets. The digital content is developed with a focus on helping young first-time investors to learn and upskill themselves about capital markets. We also actively create content for our blogs, podcasts and videos. In addition to this, we have a dedicated website, https://www.angelone.in/smart-money/, that has curated modules for various categories of clients, such as beginners, investors and traders.

- ***Margin Trading Funding***: We offer margin trading funding (**"MTF"**) against eligible securities to our clients for their cash delivery transactions. Further, we also fund the debit position of our clients for their trades upto five days after settlement ("**T+6 Days Funding**"). The aforesaid funding is subject to clients fulfilling their margin obligations as mandated by applicable regulations.

- ***Distribution of Third-Party Financial Products:*** We distribute third-party mutual funds and sovereign gold bonds and facilitate subscribing to initial public offerings, while life, health and general insurance products are distributed through our wholly-owned Subsidiary, Angel Financial Advisors Private Limited ("**AFAPL**"). We enhance our clients' decision-making capabilities through tools and information, including our own and third-party ratings, historical performance and our in-house research recommendations through ARQ Prime.

We were amongst the leading players in terms of incremental SIPs in the period from October 1, 2023 to December 31, 2023, with over 955,000 unique SIPs registered in the period. We have introduced features such as live trading sessions on a video streaming platform, by experienced personnel to educate options traders, rolled out an MTF dashboard to enhance the visibility of MTF trades, aggregated news regarding the markets which is personalised to a client's portfolio and watchlist, as well as a targeted futures and options onboarding mechanism launched for beginners to simplify their trading journey. Owing to our focus on enhancing overall client experience, we have witnessed sustained growth in our business and operations.

Our consolidated total revenue from operations was ₹ 12,636.84 million, ₹ 22,586.05 million, ₹ 30,015.85 million, ₹ 21,758.47 million and ₹ 29,144.07 million in Fiscals 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively. Further, our profit from continuing operations was ₹ 2,980.58 million, ₹ 6,250.56 million, ₹ 8,901.92 million, ₹ 6,232.24 million and ₹ 7,856.34 million in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively.

SIGNIFICANT FACTORS AFFECTING OUR RESULTS OF OPERATIONS AND FINANCIAL CONDITION

General economic and financial services industry conditions in India

Our business and results of operations are affected by general economic conditions and trends in the financial services industry in India.

The key factors in India include, growth in GDP, change in demographic profile, rising affluence, increase in business profitability, increase in savings rate, change in investment trends, growth in financial savings, lower inflation; and increased use of online, mobile and technology-based channels.

If general economic conditions in India deteriorate or are not in line with our expectations, or if there is an impact on our business different from our expectations, our financial condition and results of operations may be materially and adversely affected. In addition, if favourable trends in the financial services industry or digitalisation slowdown or are reversed, our financial condition and results of operations may be materially and adversely affected. See "*Risk Factors – General economic and market conditions in India and globally that affect trading volumes could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects*" on page 49.

Activity and trends in the Indian equity capital markets

A significant amount of our revenue depends on the activity and trends of the Indian equity capital markets. Factors such as trading volumes, regulatory environment, interest rates, liquidity and transparency and efficient functioning of the equity capital markets in India are important for the continuous growth of our business. For example, changes in the activity of the equity markets affect the value of our clients' portfolios and their trading and investing activities, which in turn may affect the amount of brokerage fees and commissions earned from broking activities and distribution of financial products. For instance, in the quarter ended December 31, 2023, while our total income increased in comparison to the quarter ended September 30, 2023, our profit before tax and profit for the period decreased. Our client base increased from 17.07 million as of September 30, 2023 to 19.45 million as of December 31, 2023, which we believe will benefit our results of operations in subsequent periods. However, we added more clients in the quarter ended December 31, 2023 compared to the quarter ended September 30, 2023, which led to an increase in client acquisition costs, reflecting in an increase in our other expenses. During the quarter ended December 31, 2023, we also added employees in connection with our broking and asset management businesses, which led to higher employee benefits expense for the quarter ended December 31, 2023. In addition, there were fewer trading days in the quarter ended December 31, 2023, which led to decrease in fees and commission income compared to the quarter ended September 30, 2023. These collectively resulted in decrease in profit before tax and profit for the period in the quarter ended December 31, 2023 compared to the quarter ended September 30, 2023. Any development or event that affects the growth of the Indian equity capital markets may have a material impact on our financial condition and results of operations. For further information, see "*Risk Factors – General economic and market conditions in India and globally that affect trading volumes could have an adverse effect on our business, financial condition, cash flows, results of operations and prospects*" on page 49.

Innovation and investments in technology

A key part of our competitive advantage stems from our continued product innovation and maintaining our technological lead, in particular, in trading technology. The financial services industry in India has undergone a number of technological changes in recent years. In particular, trading technology such as online trading, mobile trading, application based trading and communication, high frequency trading as well as varying order types have transformed the way brokers, clients and exchanges interact. We have adapted to these changes through product and technology innovation, and in turn, this has enabled us to meet the needs of our clients and became more efficient. We deliver a fast, seamless and secure client experience through our Super App on mobile, tab and web platforms under the "Angel One" brand. Our platforms allow us to provide our clients with an ability to manage their wealth and investments in an efficient and organized manner. We intend to continuously augment our platform with multiple new offerings like 'tick-by-tick' data on charts, to enhance accuracy and provide clients with data on the most recent market activity. This offering is also meant to sharpen technical indicators and pattern recognitions, in addition to providing real-time price triggers, in turn making trading systems more reliable. Other features that we intend to operationalize include option strategy, which improves trading efficacy through better risk management and optimized margin through hedging, creates invocations across key journeys to manage clients' favourite strategies and facilitates clients hedging and optimizing of basket orders with suggestive strategies. Our pipeline of developments also includes building a universal equity portfolio, which allows clients to have a comprehensive and holistic view of their investments across multiple service providers on a single platform, making investment more convenient and efficient, while eliminating the need to switch between different platforms. We will also continue to leverage NXT, our proprietary technology platform, to enhance Authorised Persons' engagement. Our continued investment in the IT infrastructure underlying our digital brokerage platform augments capacity, delivers innovative products and improves the user interface across devices. We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost we incur to service our clients' needs, leading to cost efficiency. As we continue to develop our digital offerings, the resources we direct towards such innovation, research and technology are also likely to determine our results of operations.

If we are unable to continue to invest in updating existing technology, innovate and maintain competitive advantage in technology, our business and results of operation may be adversely affected. See "*Risk Factors – We face significant competition in our businesses, which may limit our growth and prospects*" on page 56.

Our product mix and pricing strategy

Our products and services in each of our businesses have different brokerage yields, commissions, profit margins and growth prospects. The commission income from our brokerage business and the interest earned from out MTF book account for a substantial portion of our total income and, as a result, our revenues from operations depend largely on the continued growth of such businesses. Accordingly, any material changes in our business mix, whether due to changes in our growth strategies, segment business, market conditions, clients or demand or other reasons, may affect our financial condition and results of operations. Further, we have recently decided to run our business across two distinct business units: (i) direct business unit, and (ii) assisted business unit. These business units have very different client profiles, engagement journeys and growth trajectories. The success of each of these business units, and their respective contribution to our revenues, will determine our results of operations.

As we seek to cross-sell to our existing client base and further penetrate amongst the new age investors within India, our future results of operations and financial condition could be materially affected if we cannot successfully generate and offer new products and services, cross-sell to existing clients, attract new clients and manage the new and expanded operations in an efficient manner. We aim to maintain an optimal product mix through analysing client trends and a competitive pricing strategy by focusing on product risk management and leveraging our technological capabilities. To maintain our leadership position, we will continue to focus on achieving a better product mix and optimal pricing of our products and services in relation to our competitors and optimizing fee structures to enhance our competitiveness while maintaining our profitability.

Competition

The Indian financial services industry is highly competitive. We face significant competition in all aspects of our business. In particular, we compete with other Indian and foreign brokerage houses and asset managers, among others, which operate in the markets in which we conduct our business. Our competitors may have various competitive advantages over us such as greater financial resources, wider brand recognition, broader knowledge resources, far-reaching partnerships, parentage and access to existing client base. It is also possible for our competitors to quickly adopt our business practices, scale up the services offered and set lower prices to compete with us. Mergers and acquisitions involving our competitors may create entities with even greater competitive advantages. Further, fintech firms (digital wealth managers) have also started posing competition, mainly in the affluent and mass affluent segment, although CRISIL's interactions indicate that most customers prefer a hybrid model wherein they can transact through a tech platform but also reach out to their assigned RM, when needed. (*Source: CRISIL Report*) Some wealth management firms are also making use of technology such as robo-advisors to provide services to clients, which can do the simple job of basic asset allocation with ease, and such new age firms have made personal finance management services accessible to a larger segment of the population. (*Source: CRISIL Report*)

Any increase in competition may reduce our market share, decrease growth in our business, increase operating expenses and reduce our customer base, which could adversely affect our financial condition and results of operations. Please see the section entitled "*Risk Factors – We face significant competition in our businesses, which may limit our growth and prospects*" on page 56.

Our expense management

Our ability to adequately manage our expenses will directly affect our results of operations. Our expenses may be impacted by macroeconomic conditions including increase in inflation, changes in laws and regulations, increased competition, introduction of technological advancement in market, personnel expenses and other factors. Personnel expense is one of the major components of our total expense. As we grow our business in the new digital framework, our reliance on technological platforms and systems is higher in comparison to the augmentation of human capital. These platforms and systems are highly scalable with minimum investments. We will continue to hire domain experts in artificial intelligence, machine learning, analytics and new technology platforms. Changes affecting our expenses may impact our financial condition and results of operations.

Sharing of brokerage with intermediaries

As at December 31, 2023, our Company had more than 11,642 Authorised Persons, which has enabled us to augment the reach of our electronic broking platform and also has provided us with a way to increase trading volume. Presence of large number of Authorised Persons across India helps us to meet with the specific needs and preferences of individuals which vary from region to region and state to state, and has also enabled us to tailor our offering to the evolving needs of our clients.

We have a revenue-sharing system in place with our Authorised Persons that has been established pursuant to agreements required by the relevant regulations. Under the terms of these agreements, which are separately negotiated with each Authorised Person, we generally receive a certain percentage of the brokerage or net income earned through clients introduced and serviced by our Authorised Persons using our technology platforms. Our ability to negotiate brokerage share with the Authorised Persons would result in us maintaining and augmenting our profitability financial condition and results of operations.

SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Set forth below is a summary of significant accounting policies used in the preparation of our annual financial statements for the year ended March 31, 2023:

Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind AS of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.

The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:

Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.

Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.

Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.

Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.

Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

Depository services income are accounted as follows:

Revenue from depository services on account of annual maintenance charges have been accounted for over the period of the performance obligation.

Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

Portfolio Management Fees are accounted over a period of time as follows:

Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

Revenue from contract with customer is recognised point in time when performance obligation is satisfied i.e., as per pre decided percentage over the portfolio managed by group. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

"Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate (‘EIR’). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.

The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs)."

Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

Property, Plant and Equipment

Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'capital work-in-progress'.

Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:

Asset Class	Useful life of asset (in years)
Buildings	60
Office equipment	2 to 5
Air conditioner	5
Computer equipment	3 to 6
Furniture and fixtures	10
VSAT equipment	5
Leasehold improvements	Amortised over the primary period of lease
Gym equipment	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates. Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognized.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. The carrying amount of an item of property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised.

Depreciation on investment property is calculated using the straight–line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortization and any accumulated impairment losses. The useful life of these intangible assets is estimated at five years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

The residual values, useful lives and methods of amortization are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

Financial instruments

Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss

Classification and subsequent measurement

Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :

- Amortised cost
- Fair value through other comprehensive income ("**FVOCI**")
- Fair value through profit or loss ("**FVTPL**")

Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL: (i) the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and (ii) the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ("**SPPI**") on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate (‘EIR’) method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ("**OCI**"), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

Financial liabilities and equity instrument

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

Derecognition

Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when: (i) the contractual rights to receive cash flows from the financial asset have expired, or (ii) the Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

Impairment of financial assets

Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Group has also computed expected credit loss due to significant delay in collection.

Loans

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Stage 1 : Loan receivable including interest overdue for less than 30 days past due.

Stage 2 : Loan receivable including interest overdue between 30-90 days past due.

Stage 3 : Loan receivable including interest overdue for more than 90 days past due.

For the purpose determining the stages as per Ind AS 109: (i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer; (ii) In case loan given (principal amount) is not recalled, these loans are considered as not due.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

Leases

Group as a Lessee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined, if that rate is not readily determined, the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Group’s net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits are considered an integral part of the Group’s cash management. Outstanding bank overdrafts are not considered integral part of the Group’s cash management.

Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset’s recoverable amount is the higher of an asset’s or cash-generating unit’s (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

Retirement and other employee benefits

Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group’s gratuity scheme is a defined benefit plan. The group’s net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group’s estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity shareholders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity shareholders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred. The difference between the discounted amount mobilized and redemption value of commercial papers is recognized in the statement of profit and loss over the life of the instrument using the EIR.

Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable. The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and

(a) represents a separate major line of business or geographical area of operations;

(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations; or

(c) is a subsidiary acquired exclusively with a view to resale.

An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.

Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.

Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.

Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.

Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet. Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.

Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

CHANGES IN ACCOUNTING POLICIES

There have been no changes in our accounting policies during Fiscals 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and December 31, 2023.

NON-GAAP MEASURES

Certain measures such as earnings before depreciation, amortization, impairment and taxes, total net income and interest service coverage ratio presented in this Placement Document ("**Non-GAAP Measures**") are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Such Non-GAAP Measures are a supplemental measure of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/ (loss) for the years/ period or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. In addition, these Non-GAAP Measures and other statistical information relating to our operations and financial performance are not standardised terms, hence a direct comparison of these Non-GAAP measures between companies may not be possible. Other companies may calculate Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further information, see "*Risk Factors – This Placement Document includes certain non-GAAP financial measures and certain other selected statistical information related to our operations and financial performance. These non-GAAP measures and statistical information may vary from any standard methodology that is applicable across the broking industry, and therefore may not be comparable with financial or statistical information of similar nomenclature computed and presented by other broking companies*" on page 70.

Reconciliation of Non-GAAP Measures

Reconciliation for certain non-GAAP measures included in this Placement Document are given below:

Reconciliation from Profit before Tax to Interest Service Coverage Ratio for the years/ periods indicated

Particulars	For the Year Ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, unless otherwise stated)				
Profit Before Tax (I)	4,111.67	8,367.11	11,918.18	8,302.14	10,549.43
Finance Costs (A)	389.34	721.47	895.15	697.39	803.08
Less: Interest on lease liabilities (B)	7.87	2.98	2.27	1.40	3.10
Finance cost (Excluding Interest on lease liabilities) (A-B=II)	381.47	718.49	892.88	695.99	799.98
Profit before interest and tax (I+II) = (III)	4,493.14	9,085.60	12,811.06	8,998.13	11,349.41
Interest service coverage ratio (in number of times) (III/II)	**11.78**	**12.65**	**14.35**	**12.93**	**14.19**

Reconciliation from Profit for the period / year from continuing operations to Earnings before depreciation, amortization, impairment and taxes

Particulars	For the Year Ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, unless otherwise stated)				
Profit for the period / year from continuing operations (I)	2,980.58	6,250.56	8,901.92	6,232.24	7,856.34
Total Income tax expense (II)	1,131.09	2,116.55	3,016.26	2,069.90	2,693.09
Depreciation, amortization and impairment (III)	183.60	186.41	302.64	213.30	332.40
Earnings before depreciation, amortization, impairment and taxes (I+II+III)	**4,295.27**	**8,553.52**	**12,220.82**	**8,515.44**	**10,881.83**

Reconciliation from Total revenue from operations to Total Net Income for the years/ periods indicated

Particulars	For the Year Ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, unless otherwise stated)				
Total Revenue from operations (I)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Add:					
Other Income (II)	352.98	464.65	195.33	141.86	68.43
Less:					
Finance Costs (III)	389.34	721.47	895.15	697.39	803.08
Fees and commission expense (IV)	3,629.78	5,502.43	6,406.70	4,735.16	5,689.12
Total Net Income (I+II-III-IV)	8,970.70	16,826.80	22,909.33	16,467.78	22,720.30

Reconciliation from borrowings (other than debt securities) to total debt as of December 31, 2023

Particulars	As at December 31, 2023 (₹ in million)
Borrowings (other than debt securities) (A)	**15,573.17**
Secured:	
Loan from banks and financial institution	
- Secured against hypothecation of vehicles	27.28
Loans repayable on demand	
- Overdraft/ loan from banks/ NBFCs	626.73
- Working capital demand loan	14,845.91
Interest accrued but not due on borrowings	18.14
Unsecured:	
Lease liability payable over the period of the lease **(B)**	55.11
Debt Securities (C)	**1,831.81**
Unsecured:	
Commercial paper	1,850.00
Less: Discount on Commercial Paper	18.19
Total debt (A-B+C)	**17,349.87**

SEGMENT INFORMATION

Our operations predominantly relate to equity, currency and commodity broking and its related activities business and this is our only operating segment. We also operate in one geographic segment, being India.

In the past, we also operated fitness centres. The economic environment on account of COVID- 19 posed significant challenges to the gym and healthcare business. After evaluating various options relating to sustainability of this business, our Company's Board of Directors decided, in its meeting dated June 23, 2020, to discontinue/abandon this line of business with effect from June 30, 2020.

However, our Subsidiary, Angel Digitech Services Private Limited, has entered into new business activities by using its existing resources. The Subsidiary is using its assets pertaining to the erstwhile gym and healthcare business (since closed) as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the statement of profit and loss.

PRINCIPAL COMPONENTS OF INCOME AND EXPENDITURE

Revenue

Total Income: Total income comprises revenue from operations and other income.

Revenue from operations: Revenue from operations comprises (i) interest income, namely interest income from lending activities, interest on margin funding and delayed payment, interest received on fixed deposits with banks; (ii) fees and commission income, namely brokerage income, income from depository operations and ancillary transaction charges income, call and trade charges, among others, and (iii) net gain on fair value changes of investments in equity shares and mutual funds.

Other income: Other income primarily comprises income from co-branding, interest on security deposits measured at amortised cost, gain on cancellation of operating leases, profit on sale of property, plant and equipment, lease income from director, interest on trade receivables at amortised cost, interest on income tax refund, writeback of excess provision on loans, and miscellaneous income.

Expenses

Expenses comprise finance costs, fees and commission expense, impairment on financial instruments, employee benefit expenses, depreciation, amortization and impairment, and other expenses.

Finance costs: Finance costs primarily comprise interest on borrowings, debt securities, lease liabilities, bank guarantee, commission and other charges.

Employee benefits expenses: Employee benefits expenses comprise salaries and wages, contribution to employees' provident and other funds, gratuity and compensated absences expenses, training and recruitment expenses, expense on employee stock option scheme and staff welfare expenses.

Depreciation and amortization expenses: Depreciation and amortization expenses comprises depreciation on property, plant and equipment, depreciation on investment property, amortization of intangible assets and depreciation on right of use assets.

Other expenses: Other expenses primarily comprise advertisement and publicity expenses, legal and professional charges, software connectivity license/ maintenance expenses, travel and conveyance, printing and stationery, electricity, repairs and maintenance, loss on sale/ write-off of property, plant and equipment (net), communication costs, rent, rates and taxes, demat charges, administrative support services, bank charges, corporate social responsibility expenses, interest on income tax, loss on account of error trades (net), auditors' remuneration, office expenses security guards expenses and miscellaneous expenses.

RESULTS OF OPERATIONS

The following table sets forth certain information with respect to our results of operations on a consolidated basis for the years/ periods and its percentage to Total income:

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)
REVENUE										
Revenue from Operations										
Interest Income	1,769.44	13.62%	3,328.24	14.44%	5,195.05	17.20%	3,825.00	17.47%	5,383.23	18.43%
Fees and commission income	10,778.22	82.97%	18,960.73	82.26%	24,760.16	81.96%	17,896.44	81.72%	23,702.51	81.14%

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)
Net gain on fair value changes	89.18	0.69%	297.08	1.29%	60.64	0.20%	37.03	0.17%	58.34	0.20%
Total Revenue from Operations	**12,636.84**	**97.28%**	**22,586.05**	**97.98%**	**30,015.85**	**99.35%**	**21,758.47**	**99.35%**	**29,144.07**	**99.77%**
Other Income	352.98	2.72%	464.65	2.02%	195.33	0.65%	141.86	0.65%	68.43	0.23%
Total Income	**12,989.82**	**100.00%**	**23,050.70**	**100.00%**	**30,211.18**	**100.00%**	**21,900.33**	**100.00%**	**29,212.50**	**100.00%**
EXPENSES										
Finance costs	389.34	3.00%	721.47	3.13%	895.15	2.96%	697.39	3.18%	803.08	2.75%
Fees and commission expense	3,629.78	27.94%	5,502.43	23.87%	6,406.70	21.21%	4,735.16	21.62%	5,689.12	19.47%
Impairment on financial instruments	346.04	2.66%	115.28	0.50%	36.11	0.12%	21.88	0.10%	57.78	0.20%
Employee benefits expenses	1,718.45	13.23%	2,808.99	12.19%	3,979.02	13.17%	3,224.46	14.72%	3,977.17	13.61%
Depreciation, amortization and impairment	183.60	1.41%	186.41	0.81%	302.64	1.00%	213.30	0.97%	332.40	1.14%
Other expenses	2,610.94	20.10%	5,349.01	23.21%	6,673.38	22.09%	4,706.00	21.49%	7,803.52	26.71%
Total Expenses	**8,878.15**	**68.35%**	**14,683.59**	**63.70%**	**18,293.00**	**60.55%**	**13,598.19**	**62.09%**	**18,663.07**	**63.89%**
Profit before tax	**4,111.67**	**31.65%**	**8,367.11**	**36.30%**	**11,918.18**	**39.45%**	**8,302.14**	**37.91%**	**10,549.43**	**36.11%**
TAX EXPENSE										
Current tax	1,041.77	8.02%	2,084.09	9.04%	2,955.95	9.78%	2,044.62	9.34%	2,648.23	9.07%
Deferred Tax	3.92	0.03%	25.62	0.11%	62.99	0.21%	28.63	0.13%	51.64	0.18%
Tax for earlier years	85.40	0.66%	6.84	0.03%	(2.68)	(0.01)%	(3.35)	(0.02)%	(6.78)	(0.02)%
Total Income tax expense	**1,131.09**	**8.71%**	**2,116.55**	**9.18%**	**3,016.26**	**9.98%**	**2,069.90**	**9.45%**	**2,693.09**	**9.22%**
Profit for the period / year from continuing operations	**2,980.58**	**22.95%**	**6,250.56**	**27.12%**	**8,901.92**	**29.47%**	**6,232.24**	**28.46%**	**7,856.34**	**26.89%**
Loss before tax from discontinued operations (before tax)	**(10.44)**	**(0.08)%**	**(2.92)**	**(0.01)%**	**(2.81)**	**(0.01)%**	**(2.16)**	**(0.01)%**	**(0.42)**	**(0.00)%**
Tax expense on discontinued operations	**1.58**	**0.01%**	**(0.41)**	**(0.00)%**	**(0.43)**	**(0.00)%**	**(0.34)**	**(0.00)%**	**0.07**	**0.00%**
Loss after tax from discontinued operations	**(12.02)**	**(0.09)%**	**(2.51)**	**(0.01)%**	**(2.38)**	**(0.01)%**	**(1.82)**	**(0.01)%**	**(0.49)**	**(0.00)%**

Particulars	Fiscal 2021		Fiscal 2022		Fiscal 2023		Nine months ended December 31, 2022		Nine months ended December 31, 2023	
	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)	Amount (₹ in million)	Percentage of Total Income (%)
Profit for the period / year	**2,968.56**	**22.85%**	**6,248.05**	**27.11%**	**8,899.54**	**29.46%**	**6,230.42**	**28.45%**	**7,855.85**	**26.89%**

NINE MONTHS ENDED DECEMBER 31, 2023 COMPARED TO NINE MONTHS ENDED DECEMBER 31, 2022

Total Income

Particulars	Nine months ended December 31,		Increase/ (Decrease) (%)
	2022	2023	
	(₹ in million)		
Revenue from operations			
Interest Income	**3,825.00**	**5,383.23**	**40.74%**
Interest on margin funding and delayed payment	1,997.01	1,927.35	(3.49)%
Interest Income from lending Activities	46.62	-	-
Interest on fixed deposits with banks	1,781.37	3,455.88	94.00%
Fees and Commission Income	**17,896.44**	**23,702.51**	**32.44%**
Brokerage	14,993.03	19,929.19	32.92%
Income from depository operations	793.21	1,025.00	29.22%
Income from distribution operations	238.96	283.12	18.48%
Other operating income	1,871.24	2,465.20	31.74%
Net gain on fair value changes	**37.03**	**58.34**	57.55%
Total Revenue from operations (I)	**21,758.47**	**29,144.07**	**33.94%**
Other Income (II)	**141.86**	**68.43**	**(51.76)%**
Total Income (I + II=III)	**21,900.33**	**29,212.50**	**33.39%**

Our total income increased by 33.39% from ₹ 21,900.33 million in the nine months ended December 31, 2022 to ₹ 29,212.50 million in the nine months ended December 31, 2023, primarily due to decrease in: (i) interest on fixed deposits with banks; (ii) brokerage income; (iii) income from depository operations; (iv) income from distribution operations; (v) other operating income; and (vi) net gain on fair value changes, which was partially offset by decrease in other income.

Revenue from operations

Interest Income

Our interest income increased by 40.74% from ₹ 3,825.00 million in the nine months ended December 31, 2022 to ₹ 5,383.23 million in the nine months ended December 31, 2023, primarily on account of increase in interest on fixed deposits with banks by 94.00% from ₹ 1,781.37 million in the nine months ended December 31, 2022 to ₹ 3,455.88 million in the nine months ended December 31, 2023. This increase was primarily due to a higher quantum of fixed deposits, as well as higher transaction volumes and improved yields in the nine months ended December 31, 2023.

This was partially offset by decrease in our interest on margin funding and delayed payment by 3.49% from ₹ 1,997.01 million in the nine months ended December 31, 2022 to ₹ 1,927.35 million in the nine months ended December 31, 2023. Our interest income from lending activities also decreased from ₹ 46.62 million in the nine months ended December 31, 2022 to ₹ nil in the nine months ended December 31, 2023 owing to scaling down of loan against shares portfolio in our wholly-owned subsidiary, in line with amended regulatory requirements for broking businesses. Our average funding book decreased from ₹ 15,346.17 million in the nine months ended December 31, 2022 to ₹ 14,536.52 million in the nine months ended December 31, 2023.

Fees and Commission Income

Our fees and commission income increased by 32.44%, from ₹ 17,896.44 million in the nine months ended December 31, 2022 to ₹ 23,702.51 million in the nine months ended December 31, 2023, owing to increase in: (i) brokerage by 32.92% from ₹ 14,993.03 million in the nine months ended December 31, 2022 to ₹ 19,929.19 million in the nine months ended December 31, 2023 as a result of increase in our client base, with higher participation, resulting in increase in the number of orders and revenues earned; (ii) income from depository operations by 29.22%, from ₹ 793.21 million in the nine months ended December 31, 2022 to ₹ 1,025.00 million in the nine months ended December 31, 2023, due to higher cash delivery transactions in the nine months ended December 31, 2023; (iii) other operating income by 31.74%, from ₹ 1,871.24 million in the nine months ended December 31, 2022 to ₹ 2,465.20 million in the nine months ended December 31, 2023, owing to increase in business volume in the nine months ended December 31, 2023; and (iv) increase in income from distribution operations by 18.48%, from ₹ 238.96 million in the nine months ended December 31, 2022 to ₹ 283.12 million in the nine months ended December 31, 2023, due to higher commission income from distribution of insurance products, mutual funds and IPO subscription.

Net gain on fair value changes

Our net gain on fair value changes increased by 57.55% from ₹ 37.03 million in the nine months ended December 31, 2022 to ₹ 58.34 million in the nine months ended December 31, 2023. This increase was primarily due to gain in short term investments during the nine months ended December 31, 2023.

Other income

Our other income decreased from ₹ 141.86 million in the nine months ended December 31, 2022 to ₹ 68.43 million in the nine months ended December 31, 2023. This was primarily due to decrease in profit on sale of property, plant and equipment from ₹ 101.06 million in the nine months ended December 31, 2022, on account of sale of office property as we increasingly adopted 'work from anywhere' policies, to ₹ nil in the nine months ended December 31, 2023.

Total Expenses

Our total expenses increased by 37.25% from ₹ 13,598.19 million in the nine months ended December 31, 2022 to ₹ 18,663.07 million in the nine months ended December 31, 2023.

Finance costs

Our finance costs increased by 15.16% from ₹ 697.39 million in the nine months ended December 31, 2022 to ₹ 803.08 million in the nine months ended December 31, 2023 primarily due to increase in: (i) interest on borrowings from ₹ 460.57 million in the nine months ended December 31, 2022 to ₹ 479.68 million in the nine months ended December 31, 2023; (ii) interest on debt securities from ₹ 97.02 million in the nine months ended December 31, 2022 to ₹ 136.25 million in the nine months ended December 31, 2023; and (iii) bank guarantee, commission and other charges from ₹ 138.40 million in the nine months ended December 31, 2022 to ₹ 184.05 million in the nine months ended December 31, 2023. The increase in finance cost was primarily on account of increase in margin trading funding book and increase in business volume.

Fees and commission expense

Our fees and commission expense increased by 20.15% from ₹ 4,735.16 million in the nine months ended December 31, 2022 to ₹ 5,689.12 million in the nine months ended December 31, 2023. This increase was in line with fees and commission income earned from Authorised Persons and DRAs in the nine months ended December 31, 2023.

Impairment on financial instruments

Our impairment on financial instruments increased from ₹ 21.88 million in the nine months ended December 31, 2022 to ₹ 57.78 million in the nine months ended December 31, 2023 primarily due to increase in bad debts written off from ₹ 26.96 million in the nine months ended December 31, 2022 to ₹ 53.43 million in the nine months ended December 31, 2023.

Employee benefits expenses

Our employee benefits expenses increased by 23.34% from ₹ 3,224.46 million in the nine months ended December 31, 2022 to ₹ 3,977.17 million in the nine months ended December 31, 2023. This increase was primarily on account of an increase in salaries and wages from ₹ 2,406.91 million in the nine months ended December 31, 2022 to ₹ 3,221.99 million in the nine months ended December 31, 2023, due to increase in the number of employees from 3,112 as of December 31, 2022 to 3,547 as of December 31, 2023 and annual increments. Further, our contribution to provident and other funds consequently increased from ₹ 69.77 million in the nine months ended December 31, 2022 to ₹ 91.15 million in the nine months ended December 31, 2023, while training and recruitment expenses also increased from ₹ 60.45 million in the nine months ended December 31, 2022 to ₹ 100.57 million in the nine months ended December 31, 2023. These increases were partially offset by decrease in expense on employee stock option scheme from ₹ 612.34 million in the nine months ended December 31, 2022 to ₹ 462.10 million in the nine months ended December 31, 2023.

Depreciation, amortization and impairment

Our depreciation, amortization and impairment increased by 55.84% from ₹ 213.30 million in the nine months ended December 31, 2022 to ₹ 332.40 million in the nine months ended December 31, 2023, primarily due to costs incurred on the development of the Super App, which was capitalized during the third quarter of Fiscal 2023, as well as capital expenditure incurred towards our new data centre, and other IT infrastructure.

Other expenses

Our other expenses increased by 65.82% from ₹ 4,706.00 million in the nine months ended December 31, 2022 to ₹ 7,803.52 million in the nine months ended December 31, 2023 primarily due to increase in: (i) advertisement and publicity expenses by 81.95% from ₹ 2,600.18 million in the nine months ended December 31, 2022 to ₹ 4,731.03 million in the nine months ended December 31, 2023 due to higher spends towards client acquisition and brand promotion, particularly in the quarter ended December 31, 2023; (ii) software connectivity license/ maintenance expenses from ₹ 880.33 million in the nine months ended December 31, 2022 to ₹ 1,426.42 million in the nine months ended December 31, 2023 in view of increased business volume; (iii) legal and professional charges from ₹ 161.56 million in the nine months ended December 31, 2022 to ₹ 253.96 million in the nine months ended December 31, 2023; (iv) corporate social responsibility expenses from ₹ 54.06 million in the nine months ended December 31, 2022 to ₹ 128.72 million in the nine months ended December 31, 2023; and (v) miscellaneous expenses from ₹ 234.52 million in the nine months ended December 31, 2022 to ₹ 504.36 million in the nine months ended December 31, 2023.

Total Income tax expense

Our total income tax expense increased by 30.11% from ₹ 2,069.90 million in the nine months ended December 31, 2022 to ₹ 2,693.09 million in the nine months ended December 31, 2023, primarily due to an increase in current tax from ₹ 2,044.62 million in the nine months ended December 31, 2022 to ₹ 2,648.23 million in the nine months ended December 31, 2023 primarily due to higher profit before tax.

Profit for the period from continuing operations

For the reasons discussed above, our profit for the period from continuing operations increased by 26.06% from ₹ 6,232.24 million in the nine months ended December 31, 2022 to ₹ 7,856.34 million in the nine months ended December 31, 2023.

Profit for the period

Our profit for the period increased by 26.09% from ₹ 6,230.42 million in the nine months ended December 31, 2022 to ₹ 7,855.85 million in the nine months ended December 31, 2023.

FISCAL 2023 COMPARED TO FISCAL 2022

Total Income

Particulars	Fiscal		Increase/ (Decrease) (%)
	2022	2023	
	(₹ in million)		
Revenue from operations			
Interest Income	**3,328.24**	**5,195.05**	**56.09%**
Interest on margin funding and delayed payment	2,529.20	2,566.58	1.48%

Particulars	Fiscal		Increase/ (Decrease) (%)
	2022	2023	
	(₹ in million)		
Interest Income from lending Activities	126.64	46.28	(63.46)%
Interest on fixed deposits with banks	672.40	2,582.19	284.03%
Fees and Commission Income	**18,960.73**	**24,760.16**	**30.59%**
Brokerage	15,736.29	20,805.05	32.21%
Income from depository operations	1,263.56	1,000.95	(20.78)%
Income from distribution operations	323.72	313.07	(3.29)%
Other operating income	1,637.16	2,641.09	61.32%
Net gain on fair value changes	**297.08**	**60.64**	**(79.59)%**
Total Revenue from operations (I)	**22,586.05**	**30,015.85**	**32.90%**
Other Income (II)	**464.65**	**195.33**	**(57.96)%**
Total Income (I + II=III)	**23,050.70**	**30,211.18**	**31.06%**

Our total income increased by 31.06% from ₹ 23,050.70 million in Fiscal 2022 to ₹ 30,211.18 million in Fiscal 2023, primarily due to decrease in: (i) interest on fixed deposits with banks; (ii) brokerage income; and (iii) other operating income. This was partially offset by decrease in (i) income from depository operations; (ii) net gain on fair value changes, and (iii) other income.

Revenue from operations

Interest Income

Our interest income increased by 56.09% from ₹ 3,328.24 million in Fiscal 2022 to ₹ 5,195.05 million in Fiscal 2023. Interest on bank deposits other than lien marked with exchanges amounting to ₹ 325.09 million was part of 'other income' in Fiscal 2022, which was subsequently regrouped to interest on fixed deposits with banks. The increase in interest on fixed deposits with banks from Fiscal 2022 to ₹ 2,582.19 million in Fiscal 2023 was primarily due to a combination of higher quantum of fixed deposits, in line with increased volumes and improved yields. Interest on margin funding and delayed payment also increased from ₹ 2,529.20 million in Fiscal 2022 to ₹ 2,566.58 million in Fiscal 2023.

This was partially offset by decrease in our interest income from lending activities from ₹ 126.64 million in Fiscal 2022 to ₹ 46.28 million in Fiscal 2023 due to owing to scaling down of loan against shares portfolio in our wholly-owned subsidiary, in line with amended regulatory requirements for broking businesses.

Fees and Commission Income

Our fees and commission income increased by 30.59%, from ₹ 18,960.73 million in Fiscal 2022 to ₹ 24,760.16 million in Fiscal 2023, owing to increase in: (i) brokerage by 32.21% from ₹ 15,736.29 million in Fiscal 2022 to ₹ 20,805.05 million in Fiscal 2023 as a result of as a result of increase in our client base, with higher participation, resulting in increase in the number of orders and revenues earned; and (ii) other operating income by 61.32%, from ₹ 1,637.16 million in Fiscal 2022 to ₹ 2,641.09 million in Fiscal 2023, owing to increase in business volume in Fiscal 2023. This was partially offset by a decrease in income from depository operations by 20.78%, from ₹ 1,263.56 million in Fiscal 2022 to ₹ 1,000.95 million in Fiscal 2023 due to decrease in cash delivery transactions.

Net gain on fair value changes

Our net gain on fair value changes decreased by 79.59% from ₹ 297.08 million in Fiscal 2022 to ₹ 60.64 million in Fiscal 2023. This decrease was primarily due to decrease in deployment of funds in fixed income oriented funds, in line with regulatory requirements.

Other income

Our other income decreased by 57.96% from ₹ 464.65 million in Fiscal 2022 to ₹ 195.33 million in Fiscal 2023. Interest on bank deposits other than lien marked with exchanges was part of other income in Fiscal 2022, which was subsequently regrouped. In Fiscal 2022, we also earned other income on account of one-time sale of property, plant and equipment as we transitioned to our 'work from anywhere' model.

Total Expenses

Our total expenses increased by 24.58% from ₹ 14,683.59 million in Fiscal 2022 to ₹ 18,293.00 million in Fiscal 2023.

Finance costs

Our finance costs increased by 24.07% from ₹ 721.47 million in Fiscal 2022 to ₹ 895.15 million in Fiscal 2023 primarily due to increase in: (i) interest on debt securities from ₹ 61.92 million in Fiscal 2022 to ₹ 106.85 million in Fiscal 2023; and (ii) bank guarantee, commission and other charges from ₹ 53.94 million in Fiscal 2022 to ₹ 208.30 million in Fiscal 2023.

Fees and commission expense

Our fees and commission expense increased by 16.43% from ₹ 5,502.43 million in Fiscal 2022 to ₹ 6,406.70 million in Fiscal 2023. This increase was in line with fees and commission income earned from Authorised Persons and DRAs in Fiscal 2023.

Impairment on financial instruments

Our impairment on financial instruments decreased by 68.68% from ₹ 115.28 million in Fiscal 2022 to ₹ 36.11 million in Fiscal 2023 primarily due to reduction in bad debts written off from ₹ 113.71 million in Fiscal 2022 to ₹ 45.19 million in Fiscal 2023.

Employee benefits expenses

Our employee benefits expenses increased by 41.65% from ₹ 2,809.99 million in Fiscal 2022 to ₹ 3,979.02 million in Fiscal 2023. This increase was primarily on account of an increase in: (i) salaries and wages from ₹ 2,418.23 million in Fiscal 2022 to ₹ 3,165.48 million in Fiscal 2023, due to annual increments and hiring of employees engaged in technology development; and (ii) expense on employee stock option scheme from ₹ 156.28 million in Fiscal 2022 to ₹ 528.49 million in Fiscal 2023. Further, our contribution to provident and other funds increased from ₹ 69.89 million in Fiscal 2022 to ₹ 101.97 million in Fiscal 2023.

Depreciation, amortization and impairment

Our depreciation, amortization and impairment increased by 62.35% from ₹ 186.41 million in Fiscal 2022 to ₹ 302.64 million in Fiscal 2023, primarily due to costs incurred on the development of the Super App, which was capitalized during the third quarter of Fiscal 2023, as well as capital expenditure incurred towards IT infrastructure.

Other expenses

Our other expenses increased by 24.76% from ₹ 5,349.01 million in Fiscal 2022 to ₹ 6,673.38 million in Fiscal 2023 primarily due to increase in: (i) advertisement and publicity expenses from ₹ 3,010.29 million in Fiscal 2022 to ₹ 3,778.37 million in Fiscal 2023 due to higher spends towards client acquisition and brand promotion in Fiscal 2023; (ii) communication costs from ₹ 223.18 million in Fiscal 2022 to ₹ 251.05 million in Fiscal 2023; (iii) software connectivity license/ maintenance expenses from ₹ 693.79 million in Fiscal 2022 to ₹ 1,249.62 million in Fiscal 2023 in view of increased business volume; (iv) travel and conveyance from ₹ 117.48 million in Fiscal 2022 to ₹ 213.80 million in Fiscal 2023; (v) corporate social responsibility expenses from ₹ 43.64 million in Fiscal 2022 to ₹ 90.71 million in Fiscal 2023; and (vi) miscellaneous expenses from ₹ 64.38 million in Fiscal 2022 to ₹ 301.25 million in Fiscal 2023.

Total Income tax expense

Our total income tax expense increased by 42.51% from ₹ 2,116.55 million in Fiscal 2022 to ₹ 3,016.26 million in Fiscal 2023, primarily due to an increase in current tax from ₹ 2,084.09 million in Fiscal 2022 to ₹ 2,955.95 million in Fiscal 2023 primarily owing to higher profit before tax.

Profit for the year from continuing operations

For the reasons discussed above, our profit for the year from continuing operations increased by 42.42% from ₹ 6,250.56 million in Fiscal 2022 to ₹ 8,901.92 million in Fiscal 2023.

Profit for the year

Our profit for the year increased by 42.44% from ₹ 6,248.05 million in Fiscal 2022 to ₹ 8,899.54 million in Fiscal 2023.

FISCAL 2022 COMPARED TO FISCAL 2021

Total Income

Particulars	Fiscal		Increase/ (Decrease) (%)
	2021	2022	
	(₹ in million)		
Revenue from operations			
Interest Income	**1,769.44**	**3,328.24**	**88.10%**
Interest on margin funding and delayed payment	1,166.70	2,529.20	116.78%
Interest Income from lending Activities	76.54	126.64	65.46%
Interest on fixed deposit under lien with stock exchanges	496.87	672.40	35.33%
Interest on delayed payment by customers	29.33	-	-
Fees and Commission Income	**10,778.22**	**18,960.73**	**75.92%**
Brokerage	9,065.41	15,736.29	73.59%
Income from depository operations	888.77	1,263.56	42.17%
Portfolio management services fees	0.28	-	-
Income from distribution operations	155.12	323.72	108.69%
Investment advisory services	67.82	-	-
Other operating income	600.82	1,637.16	172.49%
Net gain on fair value changes	**89.18**	**297.08**	**233.12%**
Total Revenue from operations (I)	**12,636.84**	**22,586.05**	**78.73%**
Other Income (II)	**352.98**	**464.65**	**31.64%**
Total Income (I + II=III)	**12,989.82**	**23,050.70**	**77.45%**

Our total income increased by 77.45% from ₹ 12,989.82 million in Fiscal 2021 to ₹ 23,050.70 million in Fiscal 2022, primarily due to decrease in: (i) interest on margin funding and delayed payment fixed deposits with banks; (ii) brokerage income; (iii) income from depository services; (iv) net gain on fair value changes; and (iv) other operating income.

Revenue from operations

Interest Income

Our interest income increased by 88.10% from ₹ 1,769.44 million in Fiscal 2021 to ₹ 3,328.24 million in Fiscal 2022. The increase in interest income in Fiscal 2022 was primarily due to increase in average margin funding book from ₹ 7,173.65 million in Fiscal 2021 to ₹14,951.28 million in Fiscal 2022. Interest on margin funding and delayed payments increased from ₹ 1,166.70 million in Fiscal 2021 to ₹ 2,529.20 million in Fiscal 2022. Interest on delayed payment by customers amounting to ₹ 29.33 million in Fiscal 2021 was regrouped under interest on margin funding and delayed payment in Fiscal 2022. Interest income from lending activities increased by 65.46% from ₹ 76.54 million in Fiscal 2021 to ₹ 126.64 million in Fiscal 2022. Interest on fixed deposit under lien with stock exchanges increased by 35.33% from ₹ 496.87 million in Fiscal 2021 to ₹ 672.40 million in Fiscal 2022.

Fees and Commission Income

Our fees and commission income increased by 75.92%, from ₹ 10,778.22 million in Fiscal 2021 to ₹ 18,960.73 million in Fiscal 2022, owing to increase in: (i) brokerage by 73.59% from ₹ 9,065.41 million in Fiscal 2021 to ₹ 15,736.29 million in Fiscal 2022 as a result of as a result of increase in our client base, with higher participation, resulting in increase in the number of orders and revenues earned; (ii) income from depository operations by 42.17% from ₹ 888.77 million in Fiscal 2021 to ₹ 1,263.56 million in Fiscal 2022, due to higher cash delivery transactions in Fiscal 2022; (iii) income from distribution operations from ₹ 155.12 million in Fiscal 2021 to ₹ 323.72 million in Fiscal 2022; and (iv) other operating income from ₹ 600.82 million in Fiscal 2021 to ₹ 1,637.16 million in Fiscal 2022, owing to increase in business volumes.

Net gain on fair value changes

Our net gain on fair value changes increased from ₹ 89.18 million in Fiscal 2021 to ₹ 297.08 million in Fiscal 2022, primarily due to increase in deployment of funds in fixed income oriented funds, in line with business volumes in Fiscal 2022.

Other income

Our other income increased by 31.64% from ₹ 352.98 million in Fiscal 2021 to ₹ 464.65 million in Fiscal 2022 primarily due to increase in: (i) income from co-branding from ₹ 16.10 million in Fiscal 2021 to ₹ 33.23 million in Fiscal 2022; and (ii) interest on deposits with banks from ₹ 228.08 million in Fiscal 2021 to ₹ 325.09 million in Fiscal 2022.

Total Expenses

Our total expenses increased by 65.39% from ₹ 8,878.15 million in Fiscal 2021 to ₹ 14,683.59 million in Fiscal 2022.

Finance costs

Our finance costs increased by 85.31% from ₹ 389.34 million in Fiscal 2021 to ₹ 721.47 million in Fiscal 2022 primarily due to increase in: (i) interest on borrowings from ₹ 344.59 million in Fiscal 2021 to ₹ 598.07 million in Fiscal 2022; (ii) interest on debt securities from ₹ nil in Fiscal 2021 to ₹ 61.92 million in Fiscal 2022; and (ii) bank guarantee, commission and other charges from ₹ 35.43 million in Fiscal 2021 to ₹ 53.94 million in Fiscal 2022. Increase in finance cost was primarily on account of increase in margin trading funding book and increase in business volumes.

Fees and commission expense

Our fees and commission expense increased by 51.59% from ₹ 3,629.78 million in Fiscal 2021 to ₹ 5,502.43 million in Fiscal 2022, in line with the increase in fees and commission income earned from Authorised Persons and DRAs in Fiscal 2022.

Impairment on financial instruments

Our impairment on financial instruments decreased by 66.69% from ₹ 346.04 million in Fiscal 2021 to ₹ 115.28 million in Fiscal 2022 primarily due to reduction in bad debts written off from ₹ 334.04 million in Fiscal 2021 to ₹ 113.71 million in Fiscal 2022.

Employee benefits expenses

Our employee benefits expenses increased by 63.46% from ₹ 1,718.45 million in Fiscal 2021 to ₹ 2,809.99 million in Fiscal 2022. This increase was primarily on account of an increase in: (i) salaries and wages from ₹ 1,558.70 million in Fiscal 2021 to ₹ 2,418.23 million in Fiscal 2022, due to increase in the number of employees from 2,908 as of March 31, 2021 to 3,298 as of March 31, 2022 and annual increments; (ii) training and recruitment expenses from ₹ 43.47 million in Fiscal 2021 to ₹ 76.27 million in Fiscal 2022; (iii) expense on employee stock option scheme from ₹ 12.02 million in Fiscal 2021 to ₹ 156.28 million in Fiscal 2022; and (ii) staff welfare expenses from ₹ 17.76 million in Fiscal 2021 to ₹ 46.77 million in Fiscal 2022.

Depreciation, amortization and impairment

Our depreciation, amortization and impairment increased marginally from ₹ 183.60 million in Fiscal 2021 to ₹ 186.41 million in Fiscal 2022, primarily due to increase in depreciation on property, plant and equipment in Fiscal 2022.

Other expenses

Our other expenses increased from ₹ 2,610.94 million in Fiscal 2021 to ₹ 5,349.01 million in Fiscal 2022 primarily due to increase in: (i) advertisement and publicity expenses from ₹ 1,281.05 million in Fiscal 2021 to ₹ 3,010.29 million in Fiscal 2022 due to expenses towards client acquisition and brand promotions; (ii) communication costs from ₹ 85.70 million in Fiscal 2021 to ₹ 223.18 million in Fiscal 2022; (iii) software connectivity license/ maintenance expenses from ₹ 357.11 million in Fiscal 2021 to ₹ 693.79 million in Fiscal 2022; (iv) legal and professional charges from ₹ 295.83 million in Fiscal 2021 to ₹ 417.44 million in Fiscal 2022; (v) demat charges from ₹ 216.58 million in Fiscal 2021 to ₹ 485.56 million in Fiscal 2022; (vi) travel and conveyance from ₹ 86.01 million in Fiscal 2021 to ₹ 117.48 million in Fiscal 2022; (vii) loss on account of error trades (net) from ₹ 31.28 million in Fiscal 2021 to ₹ 60.59 million in Fiscal 2022; (viii) corporate social responsibility expenses from ₹ 28.05 million in Fiscal 2021 to ₹ 43.64 million in Fiscal 2022; and (xi) miscellaneous expenses from ₹ 37.31 million in Fiscal 2021 to ₹ 64.38 million in Fiscal 2022.

Total Income tax expense

Our total income tax expense increased by 87.12% from ₹ 1,131.09 million in Fiscal 2021 to ₹ 2,116.55 million in Fiscal 2022, primarily due to an increase in current tax from ₹ 1,041.77 million in Fiscal 2021 to ₹ 2,084.09 million in Fiscal 2022 owing to increase in profit before tax, which was partially offset by decrease in taxes from earlier years in Fiscal 2022 compared to Fiscal 2021.

Profit for the year from continuing operations

For the reasons discussed above, our profit for the year from continuing operations increased from ₹ 2,980.58 million in Fiscal 2021 to ₹ 6,250.56 million in Fiscal 2022.

Profit for the year

Our profit for the year increased from ₹ 2,968.56 million in Fiscal 2021 to ₹ 6,248.05 million in Fiscal 2022.

Financial Position

The following table sets forth, at the dates indicated, our summary balance sheet:

Particulars	As of March 31,			As of December 31,	
	2021	2022	2023	2022	2023
	(₹ in million)				
ASSETS					
Financial Assets					
Cash and cash equivalents	5,877.76	4,221.07	1,330.61	1,192.05	1,692.44
Bank Balance other than cash and cash equivalent	12,896.71	44,528.50	53,580.22	60,942.95	88,910.55
Trade Receivables	2,276.95	5,653.24	3,748.73	2,402.30	4,324.10
Loans	11,284.93	13,575.00	10,051.94	11,625.73	16,967.40
Investments	55.40	186.52	1,094.74	1,036.69	1,213.16
Other financial assets	14,289.33	1,948.93	1,855.10	5,875.85	7,660.80
Non-financial Assets					
Current tax assets (Net)	14.82	21.41	16.76	14.70	260.64
Deferred tax assets (Net)	47.02	18.47	-	-	-
Investment Property	33.94	33.36	32.78	32.92	32.34
Property, Plant and Equipment	1,004.43	1,402.07	1,463.47	1,465.14	2,156.65
Capital work-in-progress	-	-	615.23	466.98	507.18
Intangible assets under development	1.83	119.96	1.08	0.75	6.10
Intangible assets	54.73	65.63	331.21	318.64	478.05
Right of use assets	55.18	17.20	37.87	34.26	53.26
Other non-financial assets	245.26	408.07	616.97	476.30	781.65
Total Assets	**48,138.29**	**72,199.43**	**74,776.71**	**85,885.26**	**125,044.32**
LIABILITIES AND EQUITY					
LIABILITIES					
Financial Liabilities					
Trade Payables					
(i) total outstanding dues of micro enterprises and small enterprises	1.97	-	23.09	5.79	14.75
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises	22,762.32	40,668.10	40,691.98	46,397.62	75,105.95
Debt securities	-	245.67	278.28	495.12	1,831.81
Borrowings (other than debt securities)	11,714.69	12,331.65	7,593.58	14,950.67	15,573.17
Other financial liabilities	1,797.06	2,533.92	3,878.70	2,811.24	3,873.59
Non-Financial Liabilities					
Current tax liabilities (net)	120.52	9.87	76.28	44.96	6.07

Particulars	As of March 31,			As of December 31,	
	2021	2022	2023	2022	2023
	(₹ in million)				
Deferred tax liabilities (net)	-	-	39.13	153.61	85.46
Provisions	90.99	121.03	163.39	5.63	210.85
Other non-financial liabilities	340.77	445.42	416.70	396.40	480.17
EQUITY					
Equity Share capital	818.27	828.59	834.20	833.71	839.50
Other Equity	10,491.70	15,015.18	20,781.38	19,790.51	27,023.00
Total Liabilities and Equity	**48,138.29**	**72,199.43**	**74,776.71**	**85,885.26**	**125,044.32**

March 31, 2021 compared to March 31, 2022

Our total assets increased by 49.98% from ₹ 48,138.29 million as of March 31, 2021 to ₹ 72,199.43 million as of March 31, 2022. This increase was primarily due to an increase in cash, cash equivalents and bank balance by 159.66%, from ₹ 18,774.47 million as of March 31, 2021 to ₹ 48,749.57 million as of March 31, 2022, primarily due to increase in unutilised clients' margin available with our Company. Further, trade receivables increased by 148.28% from ₹ 2,276.95 million as of March 31, 2021 to ₹ 5,653.24 million as of March 31, 2022. In addition, loans increased by 20.29% from ₹ 11,284.93 million as of March 31, 2021 to ₹ 13,575.00 million as of March 31, 2022.

Other financial assets decreased from ₹ 14,289.33 million as of March 31, 2021 to ₹ 1,948.93 million as of March 31, 2022. This is primarily due to margins in the form of security deposits placed with the Stock Exchanges declined from ₹ 14.159.97 million as of March 31, 2021 to ₹ 1.627.86 million as of 31 March, 2022 on account of change in form of margin from cash to fixed deposits.

In Fiscal 2022, our Company incurred expenses on upgrading backend infrastructure, which led to an increase of 39.59% in property, plant and equipment to ₹ 1.402.07 million as of March 31, 2022. As our Company was in the process of developing the Super App, there was an increase in investment related to intangible assets under development from ₹ 1.86 million as of March 31, 2021 to ₹ 119.96 million as of March 31, 2022. Since investments were undertaken to upgrade the existing application, there was an increase in intangible assets by 19.90%, from ₹ 54.73 million as of March 31, 2021 to ₹ 65.63 million as of March 31, 2022.

Financial and non-financial liabilities of our Company increased by 53.02% from ₹ 36,827.33 million as of March 31, 2021 to ₹ 56,355.66 million as of March 31, 2022. This increase was primarily due to increase in trade payables, borrowings including debt securities and other financial liabilities by 78.65%, 7.36% and 41.00%, respectively, between March 31, 2021 to March 31, 2022. Our borrowings including debt securities increased from ₹ 11,714.69 million as of March 31, 2021 to ₹ 12.577.32 million as on March 31, 2022 driven by growth in our Company's client funding book, which includes trade receivables and margin trading facility book. Other financial liabilities increased due to higher year-end payables towards our Authorised Persons, employee benefits and other expenses.

March 31, 2022 compared to March 31, 2023

Total assets of our Company increased by 3.57% from ₹ 72,199.43 million as of March 31, 2022 to ₹ 74,776.71 million as of March 31, 2023. This increase was primarily due to an increase of 12.64% in cash, cash equivalents and bank balance from ₹ 48,749.57 million as of March 31, 2022 to ₹ 54,910.83 million as of March 31, 2023, primarily due to increase in unutilized clients' margin available with our Company. This was partially offset by a decrease in our trade receivables by 33.69% from ₹ 5,653.24 million as of March 31, 2022 to ₹ 3,748.73 million as of March 31, 2023 and loans by 25.95% from ₹ 13,575.00 million as of March 31, 2022 to ₹ 10,051.94 million as of March 31, 2023, in each case due to lower client activity in the cash delivery business.

Other financial assets decreased from ₹ 1,948.93 million as of March 31, 2022 to ₹ 1,855.10 million as of March 31, 2023. This was primarily due to decrease in margins in the form of security deposits with the stock exchanges from ₹ 1,627.86 million as of March 31, 2022 to ₹ 1,477.41 million as of March 31, 2023.

In Fiscal 2023, our Company continued making investments in augmenting our technology infrastructure which led to a 4.38% increase in property, plant and equipment to ₹ 1,463.47 million as of March 31, 2023. Our capital work in progress of ₹ 615.23 million towards our investment in a new disaster recovery data centre. With the commissioning of the Super App, our intangible assets grew from ₹ 65.63 million as of March 31, 2022 to ₹ 331.21 million as of March 31, 2023, in addition to a decline in intangible assets under development. Other non-financial assets increased to ₹ 616.97 million as of March 31, 2023 due to prepaid expenses, advances to vendors and balances with government authorities.

Our financial and non-financial liabilities decreased by 5.67% from ₹ 56,355.66 million as of March 31, 2022 to ₹ 53,161.13 million as of March 31, 2023 from, primarily due to a decrease of 37.41% in borrowings including debt securities. Borrowings including debt securities decreased from ₹ 12,577.32 million as of March 31, 2022 to ₹7,871.86 million as on 31 March 2023, led by decline in our Company's client funding book, comprising trade receivables and margin trading facility book. Other financial liabilities increased by 53.07% from ₹ 2,533.92 million as of March 31, 2022 to ₹ 3,878.70 million as of March 31, 2023 on account of higher year-end payables to Authorised Persons, pay out pending for the fourth interim dividend, employee benefits and other expenses.

December 31, 2022 compared to December 31, 2023

Our total assets increased by 45.59% from ₹ 85,885.26 million as of December 31, 2022 to ₹ 125,044.32 million as of December 31, 2023. This was primarily due to an increase in cash, cash equivalents and bank balance by 45.82% from ₹ 62,135.00 million as of December 31, 2022 to ₹ 90,602.99 million as of December 31, 2023, owing to increase in unutilised clients' margin available with our Company. Our trade receivables increased by 80.00% from ₹ 2,402.30 million as of December 31, 2022 to ₹ 4,324.10 million as of December 31, 2023, and loans increased by 45.95% from ₹ 11,625.73 million as of December 31, 2022 to ₹ 16,967.40 million as of December 31, 2023.

Other financial assets increased from ₹ 5,875.85 million as of December 31, 2022 to ₹ 7,660.80 million as of December 31, 2023, primarily due to margins in form of security deposits with the stock exchanges increasing from ₹ 5,523.48 million as of December 31, 2022 to ₹ 7,328.43 million as of December 31, 2023 on account of change in the form of margin from fixed deposits to cash to meet quarterly pay-out requirements.

Our Company continued investments in augmenting technology infrastructure, which led to a 47.20% increase in property, plant and equipment to ₹ 2,156.65 million as of December 31, 2023. Other non-financial assets increased from ₹ 476.30 million as of December 31, 2022 to ₹ 781.65 million as of December 31, 2023 due to prepaid expenses, advances to vendors and balances with government authorities.

Our financial and non-financial liabilities increased by 48.91% from ₹ 65,261.04 million as of December 31, 2022 to ₹ 97,181.82 million as of December 31, 2023, primarily due to increase in trade payables, borrowings including debt securities and other financial liabilities by 61.89%, 12.68% and 37.79%, respectively, from December 31, 2022 to December 31, 2023. Our borrowings including debt securities increased to ₹ 17,404.98 million as on December 31, 2023 from ₹ 15,445.79 million as of December 31, 2022, driven by growth in our Company's client funding book and to meet additional margin requirements as per applicable regulations. Other financial liabilities increased due to higher quarter-end payables towards our authorised persons, employee benefits and other expenses.

LIQUIDITY AND CAPITAL RESOURCES

We fund our operations through equity share capital and other equity. We are also dependent on borrowings as another source of funding the business. Our strategy is to raise borrowings and maintain a judicious mix of borrowings between banks and the money markets. Our objective is to maintain appropriate levels of capital to support our business strategy taking into account the regulatory, economic and commercial environment.

Cash Flows

The following table sets forth certain information relating to our cash flows in the years/ periods indicated:

Particulars	For the year ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million)				
Net cash (used in)/ generated from operating activities	(9,443.75)	5,575.46	8,032.49	(1,678.98)	(5,346.89)
Net cash generated from/ (used in) investing activities	247.97	(523.54)	(1,851.13)	(1,576.28)	(1,113.51)
Net cash generated from/ (used in) financing activities	8,941.18	(1,651.29)	(9,071.82)	226.24	6,822.23

Particulars	For the year ended March 31,			For the nine months ended December 31,	
	2021	2022	2023	2022	2023
		(₹ in million)			
Net (decrease)/ increase in cash and cash equivalents	(254.60)	3,400.63	(2,890.46)	(3,029.02)	361.83
Cash and cash equivalents at the beginning of the year/ period	6,132.36	820.44	4,221.07	4,221.07	1,330.61
Cash and cash equivalents at the end of the year/ period	5,877.76	4,221.07	1,330.61	1,192.05	1,692.44

Operating Activities

Nine months ended December 31, 2023

Net cash used in operating activities was ₹ 5,346.89 million in the nine months ended December 31, 2023. In the nine months ended December 31, 2023, our profit before tax was ₹ 10,549.01 million. Primary adjustments consisted of depreciation and amortization expense of ₹ 332.82 million, expense on employee stock option scheme of ₹ 462.10 million, interest expense on borrowings including debt securities of ₹ 619.03 million and bad debts written off (net) of ₹ 53.43 million.

Operating profit before working capital changes was ₹ 11,957.84 million in the nine months ended December 31, 2023. The main changes in working capital in the nine months ended December 31, 2023 included increase in other bank balances of ₹ 35,330.33 million, increase in other financial assets of ₹ 5,798.70 million, increase in loans of ₹ 6,915.46 million, and increase in trade receivables of ₹ 636.94 million, as well as increase in trade payables of ₹ 35,405.63 million.

Nine months ended December 31, 2022

Net cash used in operating activities was ₹ 1,678.98 million in the nine months ended December 31, 2022. In the nine months ended December 31, 2022, our profit before tax was ₹ 8,299.98 million. Primary adjustments consisted of depreciation and amortization expense of ₹ 215.46 million, expense on employee stock option scheme of ₹ 612.34 million, interest expense on borrowings including debt securities of ₹ 558.99 million, which were partially offset by profit on sale of property plant and equipment of ₹ 101.06 million.

Operating profit before working capital changes was ₹ 9,565.00 million in the nine months ended December 31, 2022. The main changes in working capital in the nine months ended December 31, 2022 included increase in other bank balances of ₹ 16,414.45 million, increase in other financial assets of ₹ 3,929.14 million, decrease in trade receivables of ₹ 3,226.83 million, and increase in trade payables of ₹ 5,735.31 million.

Fiscal 2023

Net cash generated from operating activities was ₹ 8,032.49 million in Fiscal 2023. In Fiscal 2023, our profit before tax was ₹ 11,915.37 million. Primary adjustments consisted of depreciation and amortization expense of ₹ 305.45 million, expense on employee stock option scheme of ₹ 528.49 million, interest expense on borrowings including debt securities of ₹ 686.85 million, which were partially offset by profit on sale of property plant and equipment of ₹ 104.96 million.

Operating profit before working capital changes was ₹ 13,307.09 million in Fiscal 2023. The main changes in working capital in Fiscal 2023 included increase in other bank balances of ₹ 9,051.72 million and increase in other non-financial assets of ₹ 207.12 million, decrease in loans of ₹ 3,534.34 million, decrease in trade receivables of ₹ 1,861.57 million and increase in other financial liabilities of ₹ 1,344.78 million.

Fiscal 2022

Net cash generated from operating activities was ₹ 5,575.46 million in Fiscal 2022. In Fiscal 2022, our profit before tax was ₹ 8,364.19 million. Primary adjustments consisted of depreciation and amortization expense of ₹ 189.32 million, expense on employee stock option scheme of ₹ 156.28 million, interest expense on borrowings including debt securities of ₹ 667.53 million and bad debts written off of ₹ 113.71 million.

Operating profit before working capital changes was ₹ 9,200.79 million in Fiscal 2022. The main changes in working capital in Fiscal 2022 included increase in other bank balances of ₹ 26,574.47 million, increase in trade receivables of ₹ 3,486.74 million, increase in loans of ₹ 2,290.60 million, decrease in other financial assets of ₹ 12,342.37 million and increase in trade payables of ₹ 17,903.81 million.

Fiscal 2021

Net cash used in operating activities was ₹ 9,443.75 million in Fiscal 2021. In Fiscal 2021, our profit before tax was ₹ 4,101.23 million. Primary adjustments consisted of depreciation and amortization expense of ₹ 188.93 million, interest expense on borrowings of ₹ 354.60 million and bad debts written off of ₹ 334.04 million.

Operating profit before working capital changes was ₹ 4,899.97 million in Fiscal 2021. The main changes in working capital in Fiscal 2021 included increase in other bank balances of ₹ 4,893.48 million, increase in other financial assets of ₹ 11,577.31 million, increase in loans of ₹ 8,483.36 million and increase in trade receivables of ₹ 2,222.50 million, and increase in trade payables of ₹ 13,369.36 million.

Investing Activities

Nine months ended December 31, 2023

Net cash used in investing activities in the nine months ended December 31, 2023 was ₹ 1,113.51 million, primarily on account of purchase of property, plant and equipment, intangible assets of ₹ 1,055.71 million and payment for purchase of mutual funds of ₹ 3,256.06 million, which was partially offset by proceeds from sale of mutual funds of ₹ 3,195.98 million.

Nine months ended December 31, 2022

Net cash used in investing activities in the nine months ended December 31, 2022 was ₹ 1,576.28 million, primarily on account of purchase of property, plant and equipment, intangible assets of ₹ 895.28 million and payment for purchase of mutual funds of ₹ 6,591.54 million, which was partially offset by proceeds from sale of mutual funds of ₹ 5,778.40 million.

Fiscal 2023

Net cash used in investing activities in Fiscal 2023 was ₹ 1,851.13 million, primarily on account of purchase of property, plant and equipment, intangible assets of ₹ 1,141.61 million and payment for purchase of mutual funds of ₹ 11,411.10 million, which was partially offset by proceeds from sale of mutual funds of ₹ 10,563.52 million.

Fiscal 2022

Net cash used in investing activities in Fiscal 2022 was ₹ 523.54 million, primarily on account of purchase of property, plant and equipment, intangible assets of ₹ 697.48 million and payment for purchase of mutual funds of ₹ 68,094.01 million, which was partially offset by proceeds from sale of mutual funds of ₹ 68,259.97 million.

Fiscal 2021

Net cash generated from investing activities in Fiscal 2021 was ₹ 247.97 million, primarily on account of proceeds from sale of mutual fund and shares of ₹ 44,916.87 million, which was partially offset by payment for purchase of mutual funds of ₹ 44,530.44 million.

Financing Activities

Nine months ended December 31, 2023

Net cash generated from financing activities in the nine months ended December 31, 2023 was ₹ 6,822.23 million, primarily due to proceeds from borrowings other than debt securities of ₹ 7,934.51 million and proceeds from debt securities of ₹ 1,553.53 million, which were partially offset by dividend paid of ₹ 2,176.03 million.

Nine months ended December 31, 2022

Net cash generated from financing activities in the nine months ended December 31, 2022 was ₹ 226.24 million, primarily due to proceeds from borrowings other than debt securities of ₹ 2,600.65 million and proceeds from debt securities of ₹ 249.45 million, which were partially offset by dividend paid of ₹ 2,154.51 million and interest paid on borrowings of ₹ 557.59 million.

Fiscal 2023

Net cash used in financing activities in Fiscal 2023 was ₹ 9,071.82 million, primarily due to repayments of borrowings other than debt securities of ₹ 4,755.95 million, dividend paid of ₹ 3,755.71 million and interest paid on borrowings of ₹ 684.58 million.

Fiscal 2022

Net cash used in financing activities in Fiscal 2022 was ₹ 1,651.29 million, primarily due to interim dividend paid of ₹ 2,088.82 million and interest paid on borrowings of ₹ 664.55 million, which were partially offset by proceeds from borrowings other than debt securities of ₹ 661.56 million, proceeds from debt securities of ₹ 245.67 million and proceeds from issue of equity shares of ₹ 228.60 million.

Fiscal 2021

Net cash generated from financing activities in Fiscal 2021 was ₹ 8,941.18 million, primarily due to proceeds of borrowings of ₹ 6,940.38 million and proceeds from issue of equity shares of ₹ 3,005.84 million, which were partially offset by interest paid on borrowings including debt securities of ₹ 346.69 million, interim dividend paid of ₹ 426.58 million and share issue expenses of ₹ 151.57 million.

Financial Indebtedness

As of December 31, 2023, our borrowings including debt securities stood at ₹ 17,404.98 million. The following table sets forth certain information relating to outstanding indebtedness as of December 31, 2023 and our repayment obligations in the periods indicated:

	Payment due by period				
	Total	**Less than one year**	**1-3 years**	**3-5 years**	**More than 5 years**
	(₹ in million)				
Borrowings including debt securities	17,404.98	17,352.65	40.42	11.71	0.20

Contingent Liabilities and Capital Commitments

The following table sets forth our contingent liabilities as per Ind AS 37 and capital commitments as per Ind AS 16 as of December 31, 2023:

Particulars	**As of December 31, 2023 (₹ in million)**
Guarantees	
Bank guarantees with exchanges as margin / government authorities	21,231.30
Others	
Claims against the Group not acknowledged as debts	75.82
Disputed income tax and GST demands not provided	104.96
Capital commitments	
Capital commitment for purchase of property, plant and equipment and intangible assets	96.91

Claims against the Group not acknowledged as debts:
Relates to legal claims filed against us by our customers in the ordinary course of business.

Disputed income tax and GST demands not provided:
Above disputed income tax demands not provided for includes:
(i) ₹ 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);
(ii) ₹ 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

(iii) ₹ 1.99 million on account of disallowance made as section 14A for Assessment Year 2020-21 vide assessment order dated September 27, 2022 passed by Assessing Officer. Company filed an appeal before CIT(A);
(iv) ₹ 0.11 million on account of ITC disallowance made by GST officer – Punjab as per section 16 of CGST Act, 2017 vide order dated December 20, 2023 passed by Officer. Company will file an appeal before Appellate Authority;
(v) ₹ 1.42 million on account of ITC disallowance made by GST officer – Telangana as per section 17 of CGST Act, 2017 vide order dated December 22, 2023 passed by Officer. Company will file an appeal before Appellate Authority.

Above disputed income tax demands does not include interest under the Income Tax Act, 1961 and CGST Act 2017 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

Off-Balance Sheet Commitments and Arrangements

Other than as disclosed in this Placement Document, we have no other off-balance sheet commitments and arrangements that materially affect our financial condition or results of operations.

Capital Expenditures / Additions to Property, Plant and Equipment and Intangible Assets

Our capital expenditure consists principally of investments in technology, augmentation of server capacity and communication infrastructure. In Fiscal 2021, 2022 and 2023 and in the nine months ended December 31, 2022 and December 31, 2023, we spent towards capital expenditure for purchase of property, plant and equipment, intangible assets of ₹ 144.17 million, ₹ 697.48 million, ₹ 1,141.61 million, ₹ 895.28 million and ₹ 1,055.71 million, respectively.

Related Party Transactions

We enter into various transactions with related parties in the ordinary course of business. These include remuneration paid, income from broking activities, dividend paid and loans given. For further information, see "*Related Party Transactions*" on page 97.

Quantitative and Qualitative Disclosure about Market Risk

We are exposes to various financial risks, which are categorised into market risk, credit risk and liquidity risk. Our risk management is coordinated by the Board of Directors and focuses on securing long-term and short-term cash flows.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. We are exposed to interest rate risk arising mainly from borrowings with floating interest rates. We are exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. We manage interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.

Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As of December 31, 2023, we did not have exposure in foreign currency and were therefore not exposed to currency risk.

Credit Risk

Credit risk is the risk that we will incur a loss because our customers or counterparties fail to discharge their contractual obligation. We manage and controls credit risk by setting limits on the amount of risk we are willing to accept for individual counterparties, and by monitoring exposures in relations to such limits. The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. Our major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits. Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks/financial institutions as approved by the Board of Directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any significant credit risk. The management has established accounts receivable policy under which customer accounts are regularly monitored. We have a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

Liquidity Risk

Liquidity risk is the risk that we will not be able to meet our financial obligations as they become due. We manage our liquidity risk by ensuring, as far as possible, that we will always have sufficient liquidity to meet our liabilities when due.

Auditor's Observations

There have been no reservations/ qualifications/ adverse remarks/ emphasis of matters highlighted by the statutory auditors of our Company in the five Fiscals immediately preceding the year of this Placement Document.

Interest Service Coverage Ratio

The interest service coverage ratio for the years / periods indicated below are as follows:

Particulars	Fiscal			Nine months ended December 31,	
	2021	2022	2023	2022	2023
Interest service coverage ratio (in number of times)	11.78	12.65	14.35	12.93	14.19

For a reconciliation of interest service coverage ratio, see " – Non-GAAP Measures – Reconciliation of Non-GAAP Measures" on page 114.

Unusual or infrequent Events or Transactions

Except as described in this Placement Document, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*—Significant Factors affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 101 and 49, respectively. Except as discussed in this Placement Document, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

Significant Economic Changes that Materially Affect or are Likely to Affect Income from Continuing Operation

Our business has been subject, and we expect it to continue to be subject, to significant economic changes that materially affect or are likely to affect income from continuing operations identified above in "*—Significant Factors affecting our Results of Operations and Financial Condition*" and the uncertainties described in "*Risk Factors*" on pages 101 and 49, respectively.

Recent accounting pronouncements

As on the date of this Placement Document, there are no recent accounting pronouncements, which we believe would have a material effect on our financial condition or results of operations.

New Products or Business Segments

Except as described in this Placement Document, we have not publicly announced any new products or business segments nor have there been any material increases in our revenues due to increased disbursements and the introduction of new products.

Future Relationship Between Cost and Income

Other than as described elsewhere in the sections "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 49, 206 and 99, respectively, there are no known factors that will have a material adverse impact on our operations and financial condition.

Significant Dependence on a Single or Few Customers or Suppliers

Given the nature of our business operations, we do not believe our business is dependent on any single or a few customers.

Competitive Conditions

We operate in a competitive environment. See sections, "*Our Business*", "*Industry Overview*", "*Risk Factors — We face significant competition in our businesses, which may limit our growth and prospects*" and "*— Significant Factors affecting our Results of Operations and Financial Condition – Competition*" on pages 206, 134, 56 and 101, respectively.

Seasonality/Cyclicality of Business

Our business is not subject to seasonality.

Significant Developments After December 31, 2023 That May Affect our Future Results of Operations

Other than as disclosed below and elsewhere in this Placement Document, no circumstances have arisen since December 31, 2023 that could materially and adversely affect or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

(i) Our Company has, during the board meeting held on January 15, 2024, approved raising of funds by way of issuance of non-convertible debentures in one or more tranches on a private placement basis; and

(ii) On February 27, 2024, our Company has been selected as an Associate Partner for the Indian Premier League by the Board of Control for Cricket in India for a period of five years, from 2024 to 2028.

INDUSTRY OVERVIEW

*The industry-related information contained in this section is derived from the industry report titled "Industry Report Across Various Sectors – Angel One" dated February 2024 prepared by CRISIL ("**CRISIL Report**") appointed by our Company exclusively in connection with the Issue.*

The CRISIL Report has been commissioned and paid for by our Company exclusively in connection with the Issue. Industry sources and publications generally state that the information contained therein has been obtained from sources generally believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors must rely on their independent examination of, and should not place undue reliance on, or base their investment decision solely on this information. The recipient should not construe any of the contents in the CRISIL Report as advice relating to business, financial, legal, taxation or investment matters and are advised to consult their own business, financial, legal, taxation, and other advisors concerning the Issue. Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year.

Overview of broking industry in India

Overview of Capital Markets in India

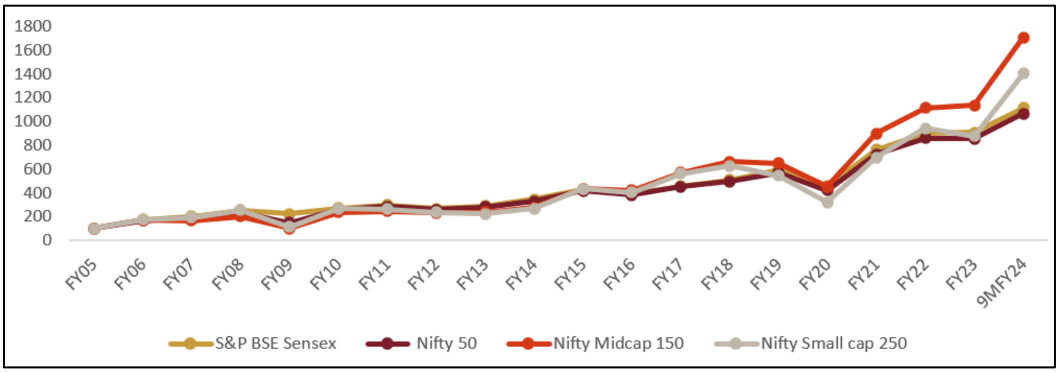
Capital markets clocked strong growth in Fiscal 2024 as Nifty 50 registered growth of 25.2% for the period from March 2023 to December 2023

Indian capital markets witnessed strong performance during Fiscal 2005 to Fiscal 2023. The market capitalization of National Stock Exchange ("**NSE**") grew at 16.7% CAGR during Fiscal 2005 to Fiscal 2023. The NIFTY 50 index has grown at a CAGR of 12.6% over this period. BSE Sensex has followed a similar growth trajectory to Nifty 50. The number of companies traded on BSE (Cash Segments) increased from 2,382 in Fiscal 2011 to 4159 in Fiscal 2023 and to 4,230 in the nine months of Fiscal 2024. In case of NSE, the number of companies traded rose from 856 to 2,403 between Fiscal 2005 and Fiscal 2023 and to 2,647 in the nine months of Fiscal 2024. NIFTY Midcap 150 grew at CAGR 14.4% during Fiscal 2005 to Fiscal 2023 and Nifty Smallcap 250 grew at 12.8% during the same period. The COVID-19 pandemic crisis and subsequent Russia-Ukraine war resulted in heightened pressure on global supply chain, inflation and interest rates. Owing to these, overall markets took a significant fall in early 2020, by about 23.2% on Nifty 50 in March 2020 over February 2020, and by about 9.0% after the commencement of the Russia-Ukraine war. Despite the initial fall, Indian capital market has recovered and bounced back from pandemic and global events led fall, registering 24.4% growth between March 2022 and December 2023.

The S&P BSE Sensex gained 1.5% and NSE Nifty 50, 2.0% month-on-month in September 2023 on strong global cues amid hopes of a rate pause by the US Federal Reserve ("**Fed**") and the European Central Bank ("**ECB**"). Domestic markets rose in the first week of September 2023 after government data showed that in the first quarter of Fiscal 2024, the Indian economy grew 7.8% year-on-year, the quickest since the second quarter of Fiscal 2024 (6.2%). The growth was higher than 6.1% recorded in the fourth quarter of Fiscal 2023.

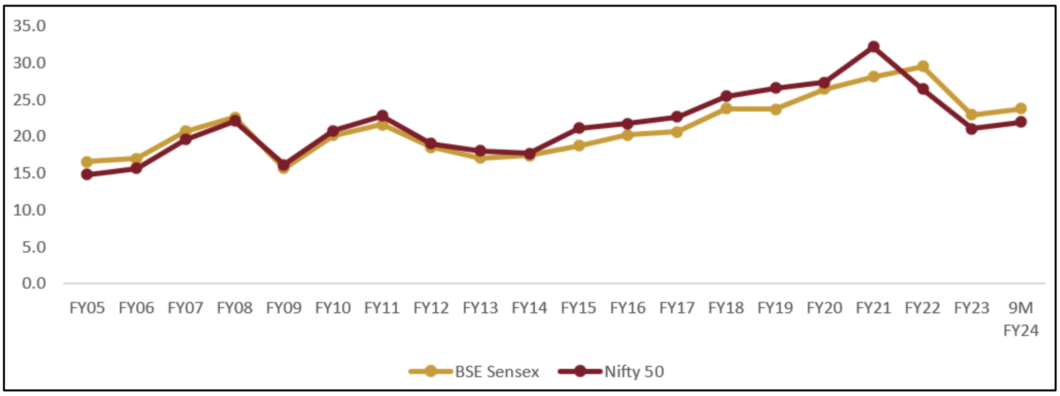
As of recent months, Indian equities continued to see strong gains in December 2023 with both the indices, Nifty 50 and BSE Sensex, seeing the highest monthly returns of 2023. Both domestic and global factors were supportive of foreign capital inflows. Moreover, three major state elections won by the ruling party of India induced positive sentiments at the end of third quarter as market participants anticipated reduced policy and political risks with continued growth. Moreover, results of these state elections, which were considered as 'semi-final of general elections of 2024', bode well with government's continued capex push to stimulate economic growth. The S&P BSE Sensex rose 7.8% on average, the Nifty 50, 7.9% in December 2023. The stronger-than-expected gross domestic product ("**GDP**") growth of 7.6% for the second quarter of Fiscal 2024, released on the last day of November 2023, buoyed the market at the beginning of the month. The Fed's decision to hold rates steady and its dovish stance on rate cuts boosted foreign capital inflows. Other major central banks maintaining the status quo on rates also supported the equities. The markets reacted positively to strong GDP growth print for the third quarter of Fiscal 2024 after government data showed that GDP accelerates in the third quarter to 8.4% on-year in the third quarter of Fiscal 2024 from 8.1% in the second quarter. Growth of the past two quarters were revised up (second quarter revised to 8.1% from 7.6%, and first quarter to 8.2% from 7.8%). The markets also reacted positively to increased goods and services tax ("**GST**") collection. In December 2023, the government's gross GST collections stood at ₹ 1.65 lakh crore.

BSE and NSE performance, Fiscal 2011 – Fiscal 2023



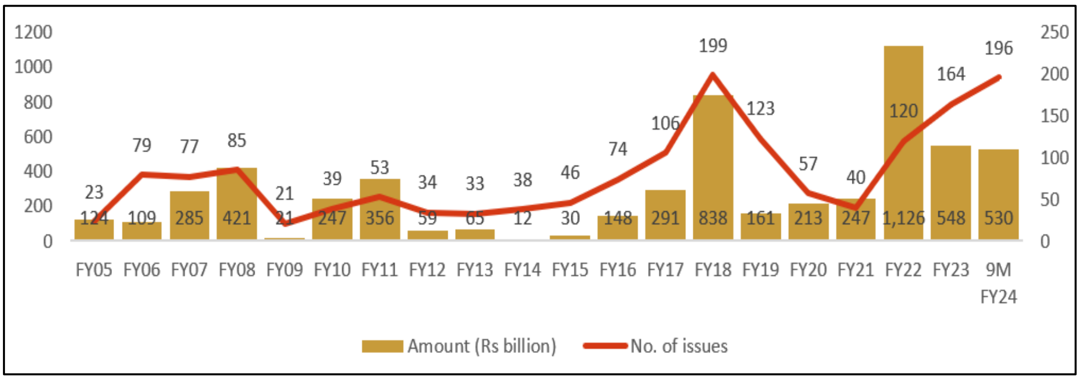
Note: Indices indexed to 100 in Fiscal 2005; Source: NSE, BSE, CRISIL MI&A

Trend in Price to Earnings for the Market



Source: SEBI, NSE, BSE, CRISIL MI&A

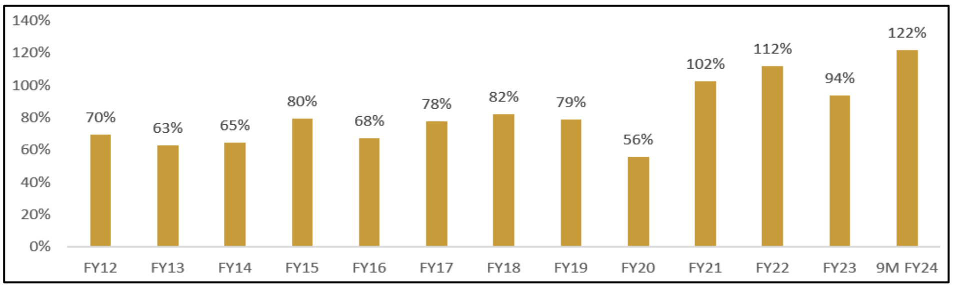
Resource Mobilisation through IPO Issuances



Source: NSE, BSE, CRISIL MI&A

The primary market also saw strong activity in the recent years, Fiscal 2021 to Fiscal 2023. The period saw a total of 324 IPO issuances. The period witnessed Rs 1,920 billion being raised. As of 9M Fiscal 2024, Rs 530 billion being raised with total 196 IPO issues for the same.

Trend in Market Capitalization to GDP



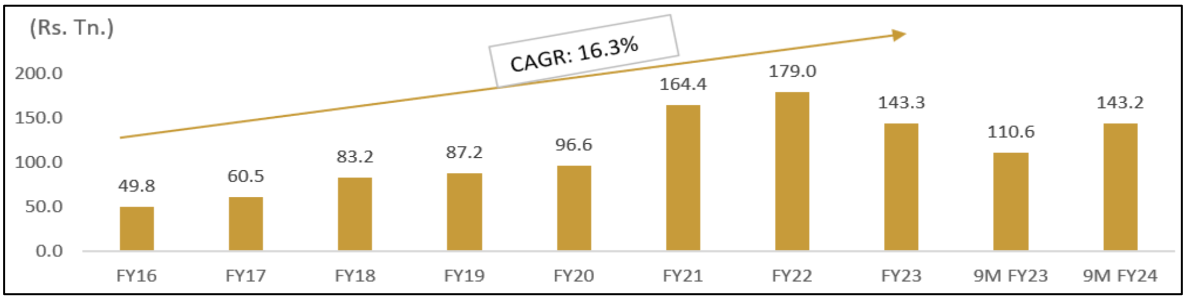
Note: Market Capitalization of companies listed on NSE considered; Source: SEBI, MOSPI, NSO, CRISIL MI&A

India's market capitalization to GDP stands at 94% as of Fiscal 2023. The ratio saw correction after the rally in equity markets in Fiscal 2021 against the drop in GDP on account COVID-19 induced lockdowns in that year to a steep increase in India's market capitalization as a percentage of GDP. Also, a similar trend has been witnessed globally. As of December 2023, the market capitalization to GDP stands at 122%.

Turnover across different segments

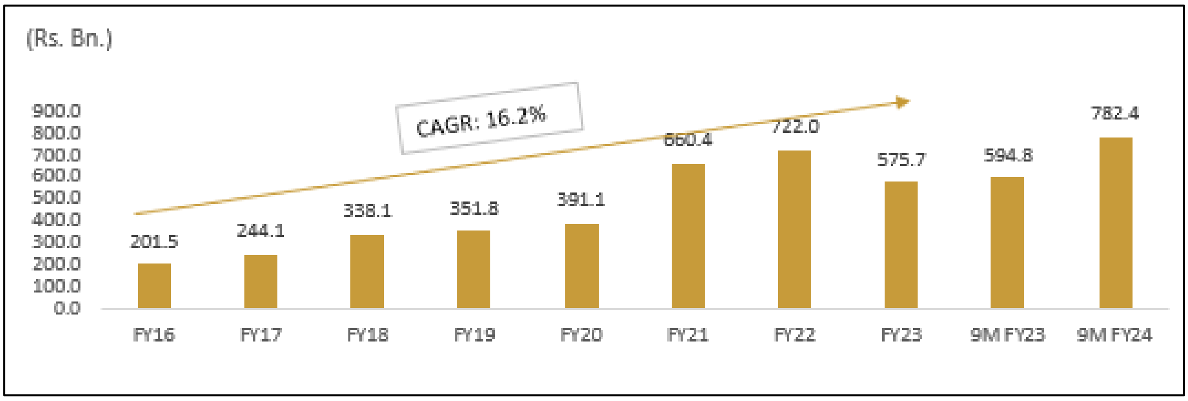
Premium turnover (premium turnover includes notional value for futures segment and premium value for options segment) for the industry's equity derivatives is the more appropriate metric as retail clients would pay this amount to transact in the segment. These segments registered stronger growth post Fiscal 2016, especially the notional turnover for equity derivatives segment which clocked 77.6% CAGR over Fiscals 2016-2023. Turnover in cash and equity derivatives on premium basis, grew at a CAGR of 16.3% and 17.9% respectively over this period. The growth was primarily driven by the increase in retail participation due to ease of trading through mobile applications. As of the nine months of Fiscal 2024, total equity cash segment turnover stood at ₹ 143.2 trillion, total equity derivative turnover on notional basis clocked ₹ 58,947 trillion and total equity turnover on premium basis was at ₹ 328 trillion.

Trend in equity cash segment turnover



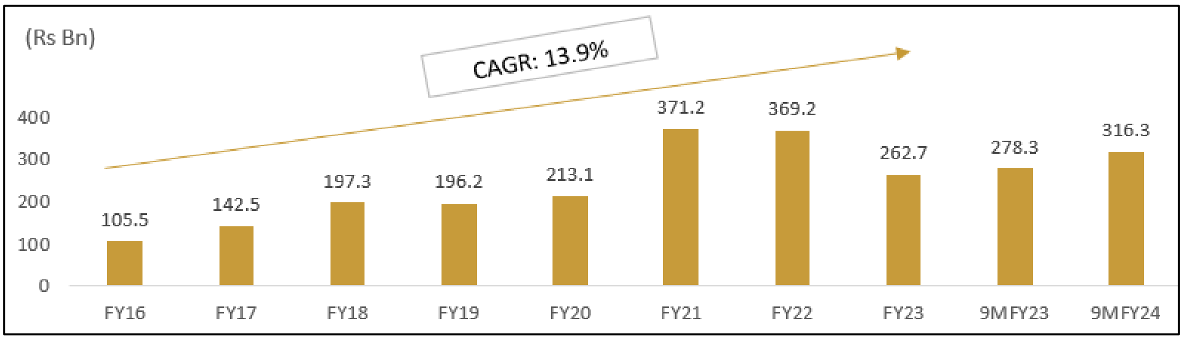
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in equity cash average daily turnover



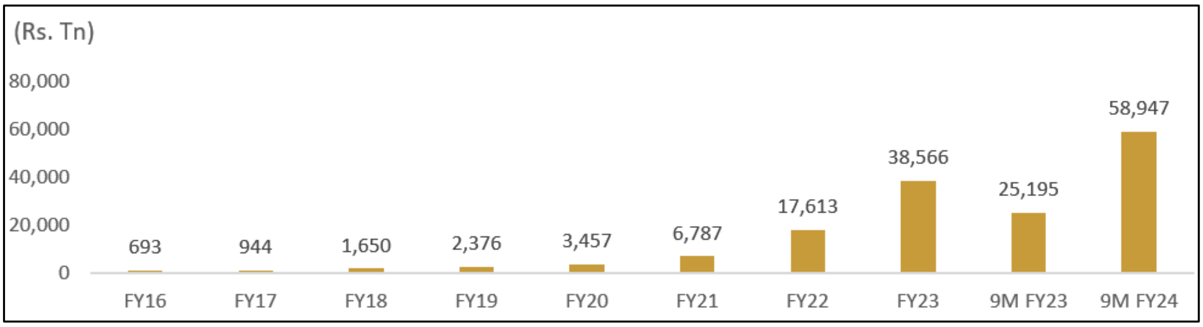
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in retail equity cash average daily turnover



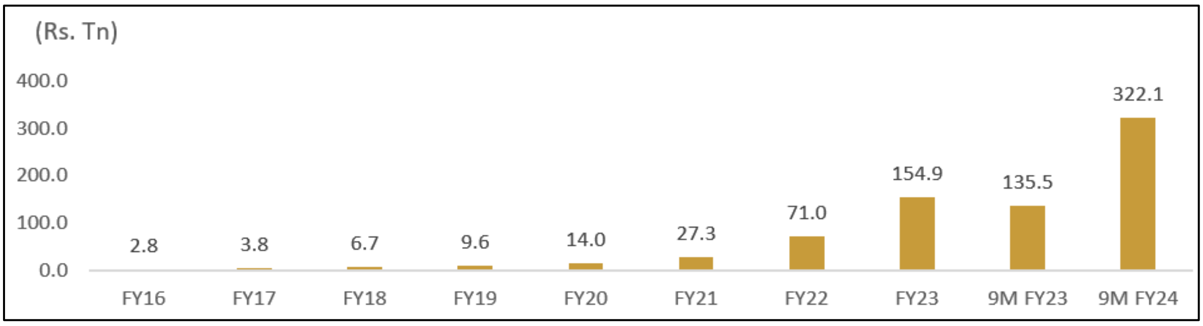
Note: From March 2023, NSE and BSE have been reporting retail category data separately, compared to the 'Others' category in the prior period. Data is representative of "others" category (exclude FIIs, Mutual Funds, Proprietary Trades) as mentioned in NSE/BSE category wise daily turnover reports and monthly reports; Source: NSE, BSE, CRISIL MI&A

Trend in Equity Derivative Notional Turnover



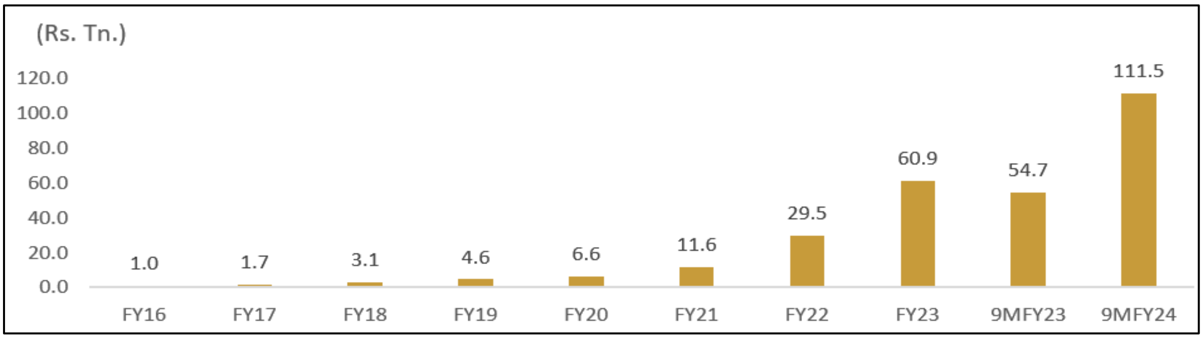
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in Equity Derivative Average Daily Turnover (Notional)



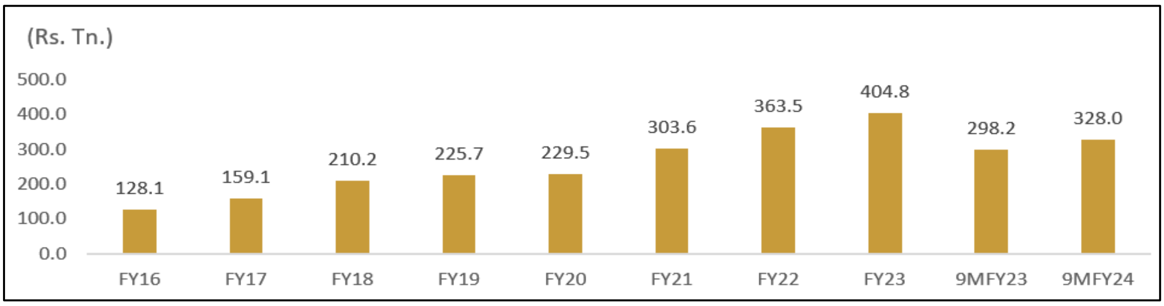
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in retail equity derivative average daily turnover (Notional)



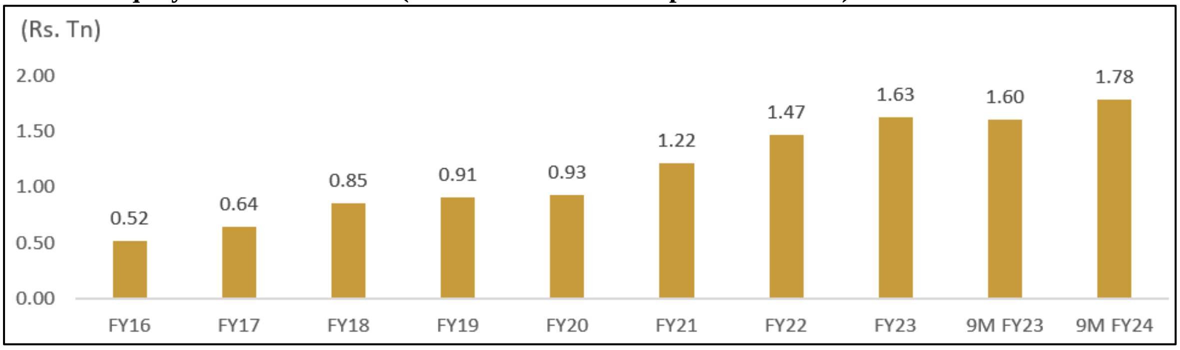
Note: Data is representative of "others" category (exclude FIIs, Mutual Funds, Proprietary Trades) as mentioned in NSE/BSE category wise daily turnover reports and monthly reports; Source: NSE, BSE, CRISIL MI&A

Trend in Equity Derivative Turnover (Future Notional and Option Premium)



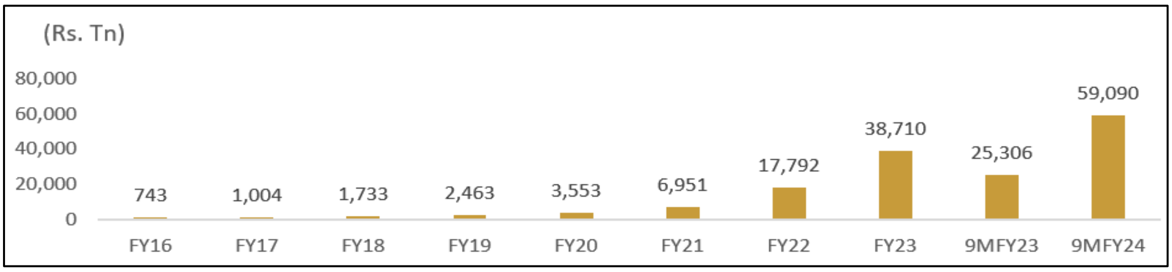
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in Equity Derivative ADTO (Future Notional and Option Premium)



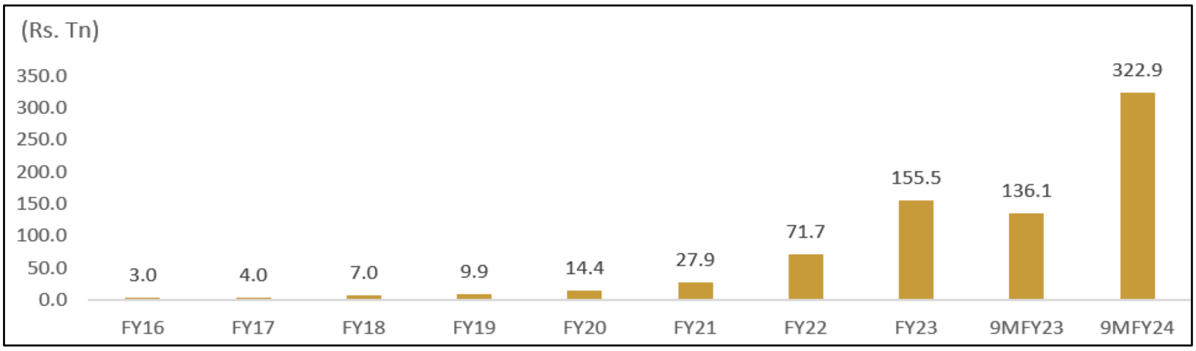
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in Overall Equity (Cash and Equity Derivative) Turnover



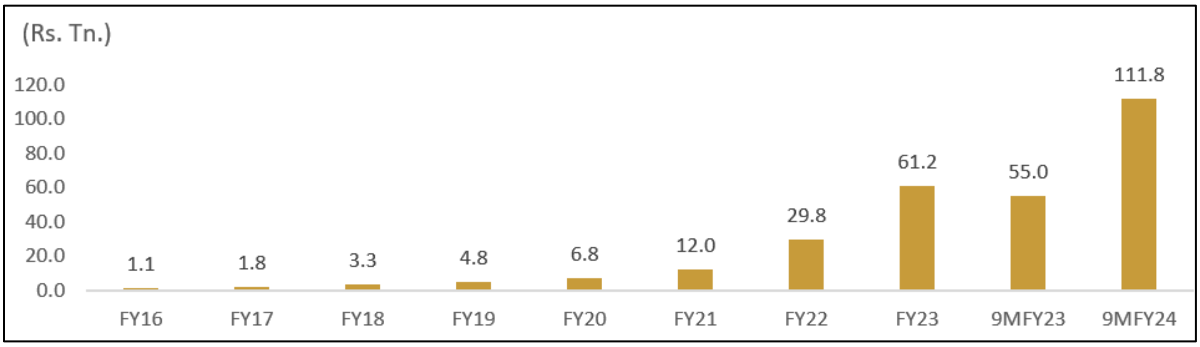
Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in Overall Equity (Cash and Equity Derivative) Average Daily Turnover



Source: NSE, BSE Daily Turnover reports, CRISIL MI&A

Trend in Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover

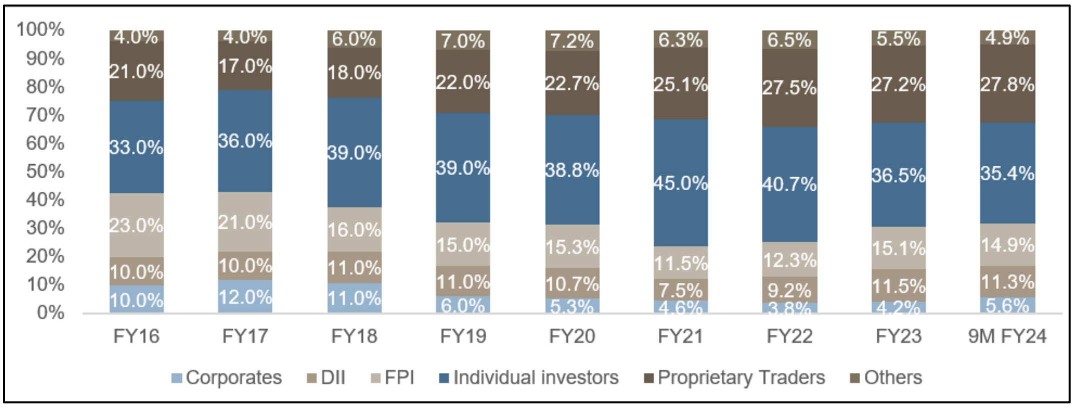


Note: From March 2023, NSE and BSE have been reporting retail category data separately, for the cash segment, compared to the 'Others' category in the prior period. Data is representative of "others" category (exclude FIIs, Mutual Funds, Proprietary Trades) as mentioned in NSE/BSE category wise daily turnover reports. and monthly reports. Source: NSE, BSE, CRISIL MI&A

Trends in Share of Client Concentration across Product Segments

The share of FPIs dropped in Cash Markets on NSE as well as BSE Platform during Fiscal 2016 to the nine months of Fiscal 2024. On NSE, the share dropped from 23.0% in Fiscal 2016 to 14.9% in the nine months of Fiscal 2024. The share of Corporates also dropped substantially from 10.0% in Fiscal 2016 to 5.6% in the nine months of Fiscal 2024 on NSE. On the other hand, the share of individual investors in cash market has seen a rise from 33.0% in Fiscal 2016 to 35.4% in the nine months of Fiscal 2024. Increase in awareness among retail investors, rise in interest penetration/mobile trading and drop in broking commission have aided the rising participation of retail investors across product segments. As of the nine months of Fiscal 2024, share of proprietary traders increased to approximately 27.8% from 21.0% in Fiscal 2016.

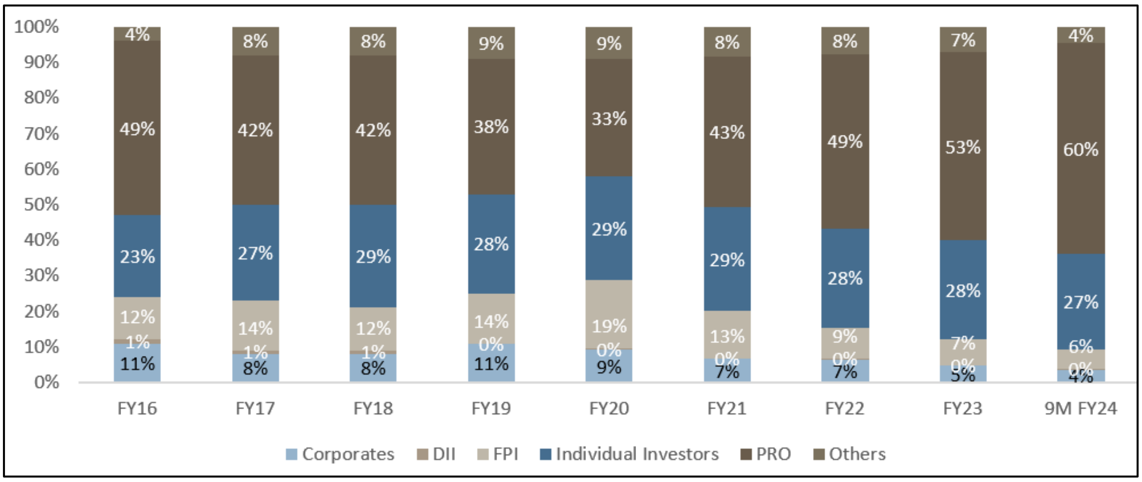
Trend in Share of Client Concentration in Cash Market (NSE)



Note:
DII: Domestic Institutional Investors include Banks, Mutual Funds, Insurance Companies, NBFCs, Domestic VC Funds, AIFs, PMS clients etc., FII: Foreign Institutional Investors include FPIs, FDIs and Foreign VC Funds, OCB, FNs etc., Prop traders: Proprietary Traders, Individual investors: individual domestic investors, NRIs, sole proprietorship firms and HUFs, Others: Partnership Firms/LLP, Trust / Society, AIF, Depository Receipts, PMS clients, Statutory Bodies, etc. Above data represents share in gross turnover i.e., buy-side turnover + sell-side turnover. Source: NSE, CRISIL MI&A

Trend in Share of Client Concentration in Equity Derivative Market (Notional Turnover) (NSE)

The share of FPIs dropped in Derivative Markets on NSE during Fiscal 2016 to 9M Fiscal 2024. On NSE, the share dropped from 12% in Fiscal 2016 to approx. 6% in December end of Fiscal 2024. The share of Corporates also dropped substantially from 11% in Fiscal 2016 to 4% in 9M Fiscal 2024 on NSE. On the other hand, the share of retail investors has seen a rise from 23% in Fiscal 2016 to 27% in end of December Fiscal 2024.

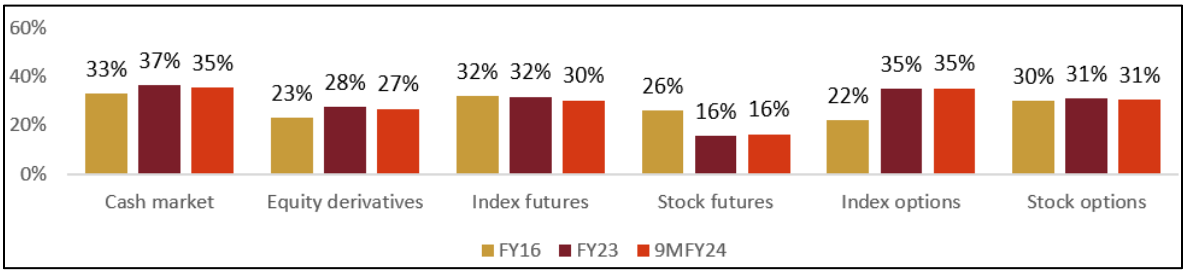


Note:
DII: Domestic Institutional Investors include Banks, Mutual Funds, Insurance Companies, NBFCs, Domestic VC Funds, AIFs, PMS clients etc., FII: Foreign Institutional Investors include FPIs, FDIs and Foreign VC Funds, OCB, FNs etc., Prop traders: Proprietary Traders,
Individual investors: individual domestic investors, NRIs, sole proprietorship firms and HUFs, Others: Partnership Firms/LLP, Trust / Society, AIF, Depository Receipts, PMS clients, Statutory Bodies, etc. Above data represents share in gross turnover i.e., buy-side turnover + sell-side turnover. Source: NSE, CRISIL MI&A

Retail Investor Participation driven by rising awareness, rise in interest penetration/mobile trading and drop in broking commissions

Increase in awareness among retail investors, rise in internet penetration/mobile trading and drop in brokerage costs have aided the rising participation of retail investors across product segments. The Active Client Base on NSE increased at 30.1% CAGR from 5.2 million in March 2016 to 32.7 million in March 2023. The growth in market share of retail participants has been highest in the Index options with gain of around 13.2 percentage points from 22.0% in Fiscal 2016 to 35.2% in December of Fiscal 2024. However, the notional turnover growth has been more robust in the equity derivatives segment.

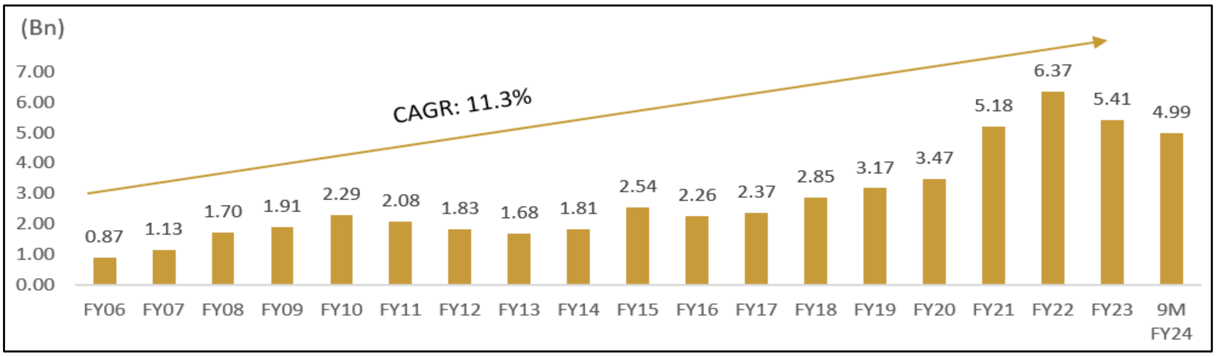
Share of Retail Participation across markets segments on NSE



Source: NSE Market Pulse, CRISIL MI&A

Trend in total number of cash trades (2023)

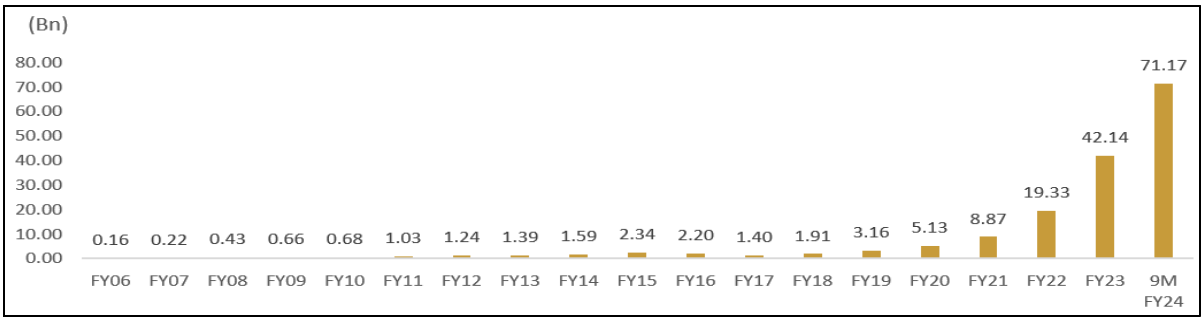
The total number of cash trades have increased at a CAGR of 11.3% between Fiscal 2006 and Fiscal 2023, growing from 0.87 billion trades to 5.41 billion trades across NSE and BSE combined. As of the nine months ended December 31, 2024, total number of cash trades stood at 4.99 billion.



Source: SEBI monthly reports, CRISIL MI&A

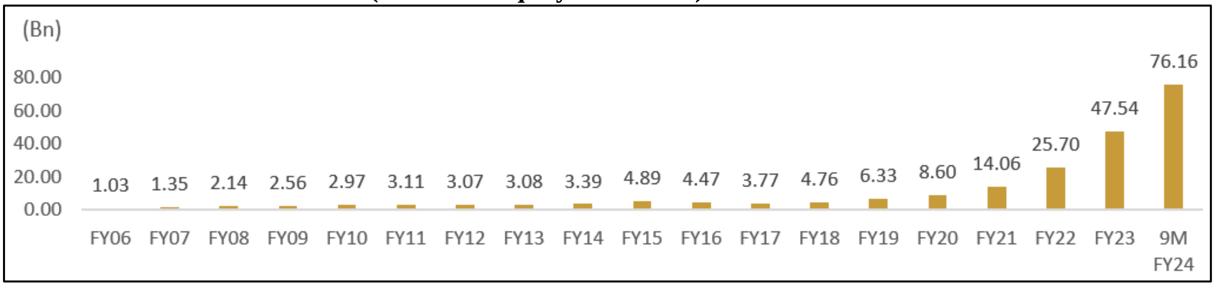
Trend in total number of equity derivative contracts (2023)

The total number of F&O contracts have increased with CAGR of approximately 38.9% between Fiscal 2006 and Fiscal 2023, growing from 0.16 billion contracts to 42.14 billion contracts across NSE and BSE combined. As of December, end for Fiscal 2024, total number of F&O contracts stood at 71.17 billion.



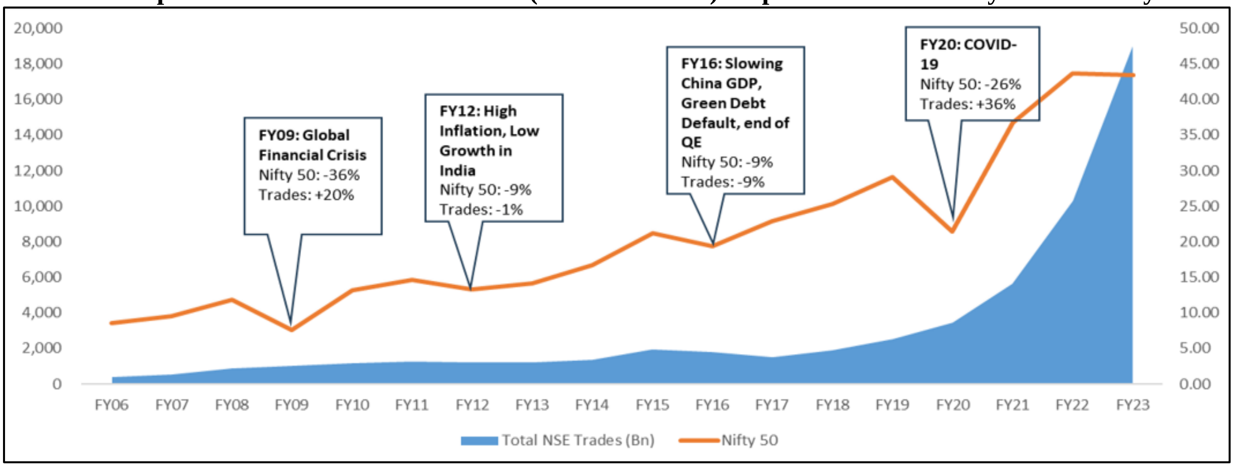
Source: SEBI monthly reports, CRISIL MI&A

Trend in total number of trades (Cash and Equity Derivative)



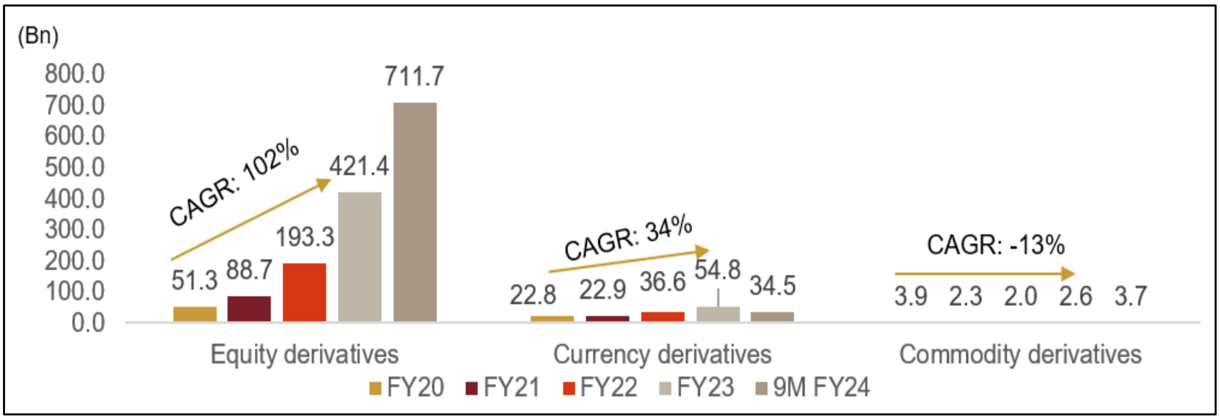
Source: SEBI monthly reports, CRISIL MI&A

Consistent improvement in NSE trade volume (Cash and F&O) despite market volatility over last 16 years



Source: SEBI, NSE, CRISIL MI&A

Trend in contract volume across equity derivatives, currency derivatives and commodity derivatives, Fiscal 2020-2023



Source: SEBI, CRISIL MI&A

Key risks to capital markets in India

Geopolitical tension and risks

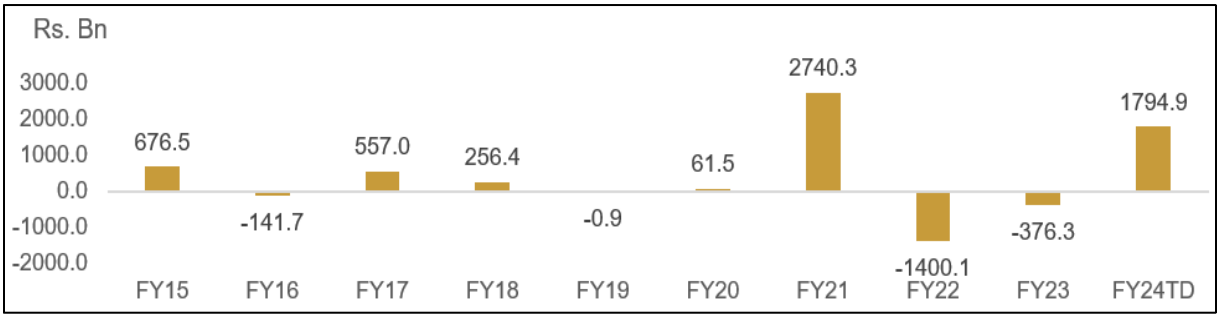
The world had been dealing with global economic disruptions since last year with the start of Russia-Ukraine war. The world was barely coping with its effects and along came the Israel-Hamas conflict which has raised grave concerns. The Israel-Hamas conflict if escalates into a full-fledged war is likely to cause global disruption in supply chain, inflation, manufacturing, and trade. The region's crucial oil exports will be disrupted causing significant oil inflation. World Bank has raised concerns on the Israel-Hamas conflict stating that oil prices are likely to tread in uncharted waters if the war escalates into a large disruption like the Arab oil embargo of 1973, causing prices to go up by 56% - 75%. Crude oil prices eased to an average of $77.9 per barrel in December 2023 from an average of $82.3 per barrel in November 2023, a 6.4% decline month-on-month. However, shipping disruptions along the Red Sea route capped the decline in prices.

Increase in interest rates can make debt market more attractive, impact flows into equity market

In order to combat food and energy inflation, the central banks around the world are raising interest rates. The 10-year US Treasury yields crossed 4.9% in October 2023, the first time since 2007. During December 2023, the yield fell below 4.0% for the first time since August 2023. The Fed holding interest rates steady for the third time in a row and signaling the possibility of cumulative rate cut of 75 bps in 2024 led to a sharp drop in yields. On the domestic front, the markets may not see easing from the monetary policy inflation to the 4% target. Though, further rate hikes by RBI are not expected in Fiscal 2024.

Net FPI buying in the equity segment rose to ₹ 1,794 billion in December 2023, the highest since Fiscal 2021.The turnover for the retail segment in the Indian capital market also has grown from nearly ₹ 28.1 trillion in Fiscal 2016 to approximately ₹ 94.2 trillion in the nine months of Fiscal 2024.

Trend in FPI investment in capital market in India



Note: Data for FY24TD is as of March 4, 2024. Source: SEBI monthly reports, CRISIL MI&A

Downturn or volatility can hamper retail equity flows into capital markets

Retail participation and inflows into the equity market may be influenced by market performance and sentiments. Any downturn or volatility could make them shy away from equity markets and push towards less riskier assets.

Political instability or shift away from the pro-growth policy

Political instability in India or anywhere in the world, harsh protectionist measures by larger economies, or faster-than-required tightening of monetary policy could impact growth and global trade.

Evolution of Indian broking industry

Until 1994, equity trading in India was based on the open outcry system, where professionals communicated their buy/sell orders on a stock exchange's trading floor. It involved shouting and the use of hand signals.

With the establishment of the NSE in 1994, the era of screen-based trading dawned in the country. Within a short span of time, screen-based trading replaced the open outcry system on all the stock exchanges in the country. The screen-based trading system adopted in India is referred to as the open electronic limit order book ("**ELOB**") market system. In the present market scenario, participants look for enhanced efficiency, improvement in information dissemination and better use of technology to reduce costs.

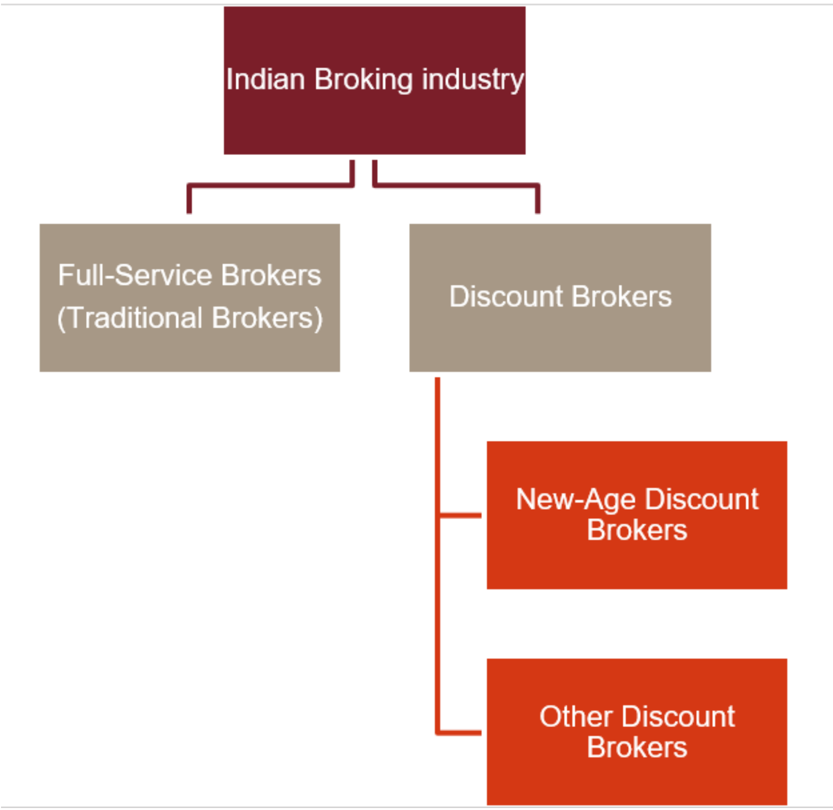
Mobile trading, which the regulator approved in 2000, has further changed the face of the domestic broking industry as it increases convenience and facilitates trading on the go. The time for account opening and verification has dramatically reduced for the industry. With wider access to information and increased ease of doing transactions, trading volumes are likely to see significant growth.

Types of products offered by exchanges
Exchanges offer a variety of products to investors, sold via brokerage firms or data vendors. Below is the list of products provided by exchanges:

Segments	Products and services	Customer group
Cash market	Products: Equities, ETF, MF, SLBS, OFS Services: Settlement guarantee	Retail, Institutional and Proprietary; Participants - Domestic and Foreign
Derivatives	Products: Equity Derivatives (Index and Stock), Currency Derivatives, Interest Rate Futures, Derivatives on Global Indices and Volatility. Services: Settlement Guarantee	Retail, Institutional and Proprietary; Participants - Domestic and Foreign
Commodity	Products: Commodities (including agriculture, metals, oil, gold, etc.), Commodity futures, Commodity options Services: Settlement Guarantee	Retail, Institutional and Proprietary; Participants - Domestic & Foreign
Debt Market	Products: Debt securities, corporate bonds, Sovereign Gold Bonds, Govt. securities and T bills. Services: Clearing and Settlement, Risk Management, Connect NSE, Corporate bond database	Retail, Institutional and Proprietary; Participants - Domestic and Foreign
Data and Information Vending	Products: Online Real time Data Feed, 15-Min delayed, 5 minutes, 2 minutes and 1 minute Snapshot Data, EOD data, Historical Trade and order, and Corporate Data. Services: Providing data feed	Data vendors, researchers, TV channels, financial websites, software and algorithm developers

Segments	Products and services	Customer group
Index Services	Products: Equity Index- BSE SENSEX, NIFTY, NIFTY 100, NIFTY Bank indices etc. and Debt Index. Services: Index IP Licensing and Customized Index solution	AMCs, ETF issuers, insurer, NBFCs, investment banks, stock exchanges and AIFs
Margin trading facility	Products: Equity cash delivery segment Services: Margin and SPAN reports	Retail, Institutional and Proprietary; Participants - Domestic and Foreign

Types of Brokerages in India



Full-Service Brokers (Traditional Brokers) – Full Services Brokers provide a wide range of financial products in equity, debt, derivatives, and third-party distribution products. Apart from broking services for equity asset class, the traditional brokers cross sell third party distribution products like mutual fund, PMS, AIF, PE, Corporate Bonds, FDs, NCDs, Sovereign Gold Bonds, etc. and also insurance and loan products as a part of their product bucket. They also have in-house research teams to publish market reports. Few Full-Services Brokers also provide advisory and platform to invest in insurance products for their clients. Further, the majority of them have an offline presence and provide clients with a devoted relationship manager.

Discount Brokers - Discount Brokers provide trading activity services for their clients on a reduced commission/ flat brokerage basis. Majority discount brokers do not charge any brokerage on delivery orders in the cash segment and charge a flat fee for cash intraday trading and derivatives orders. The Discount Brokers generally do not provide regular Research Reports or a Relationship Manager to their clients. The Discount Brokers leverage technology to optimize their operational costs and do not have a significant physical presence.

New-Age Discount Brokers - The Discount Brokers can be further classified into New-Age Discount Brokers which commenced their broking operations post 2010. The New-Age Discount Brokers have strong integration of Technology in their workflow and have a Mobile-First Approach. The New-Age Discount Brokers acquire almost 100% of their customers through online channel and would not have any of their owned branches for client acquisitions.

	New-Age Discount Brokers	Full-Service Brokers (Traditional Brokers)
Client Sourcing	• Primarily sourced through internet/ mobile only channel leading to lower user acquisition costs	• Users sourced through multiple channels such as: ▪ Banca channel ▪ Internet/mobile ▪ In-house client acquisitions • The proportion of users sourced through digital channels is much lower as compared to Discount Brokers
Primary Customer Segment	• "Millennials" and Gen Z population constitute substantial share of client base for Discount Brokers	• Diversified clientele across age brackets • Mass affluent and long-term clients
Revenue Mix	• Focus mainly on attracting volumes • New-Age Discount Brokers generate high proportion of their revenue from F&O segment	• High Value user base translating into reflected in higher average revenue per Active Client compared to discount brokers • The percentage share of revenue from Cash Segment forms significant portion of revenue
Pricing (F&O)	• Flat order-based pricing model	• Not all Traditional Brokers have adopted flat order-based pricing model • Pricing substantially higher than Discount Brokers
Pricing (Equity Delivery)	• No commission charged(1)	• Majorly Trading Value based pricing in regular plans(2)
Products and Broking Charges	• New-Age Discount Brokers do not charge any brokerage/commission in equity delivery segment • The Focus is primarily on clientele in ➢ Cash Intraday Trading ➢ Futures ➢ Options ➢ Commodities Trading ➢ Currency Trading • They provide advanced Trading Platform, Charting Techniques, etc. and also provide trading APIs	• Traditional Brokers offer products across segments in equity and F&O segment, and the charges in regular plans of majority of Traditional Brokers are generally higher than Discount Brokers

Note: (1) No Commission Charged by top three New-Age Discount Brokers (top three among overall brokers) constituting 54% share among all Brokers on NSE Active Client Basis
(2) Some Traditional Brokers follow flat order-based pricing in their premium subscription plans
Source: Company Results, CRISIL MI&A

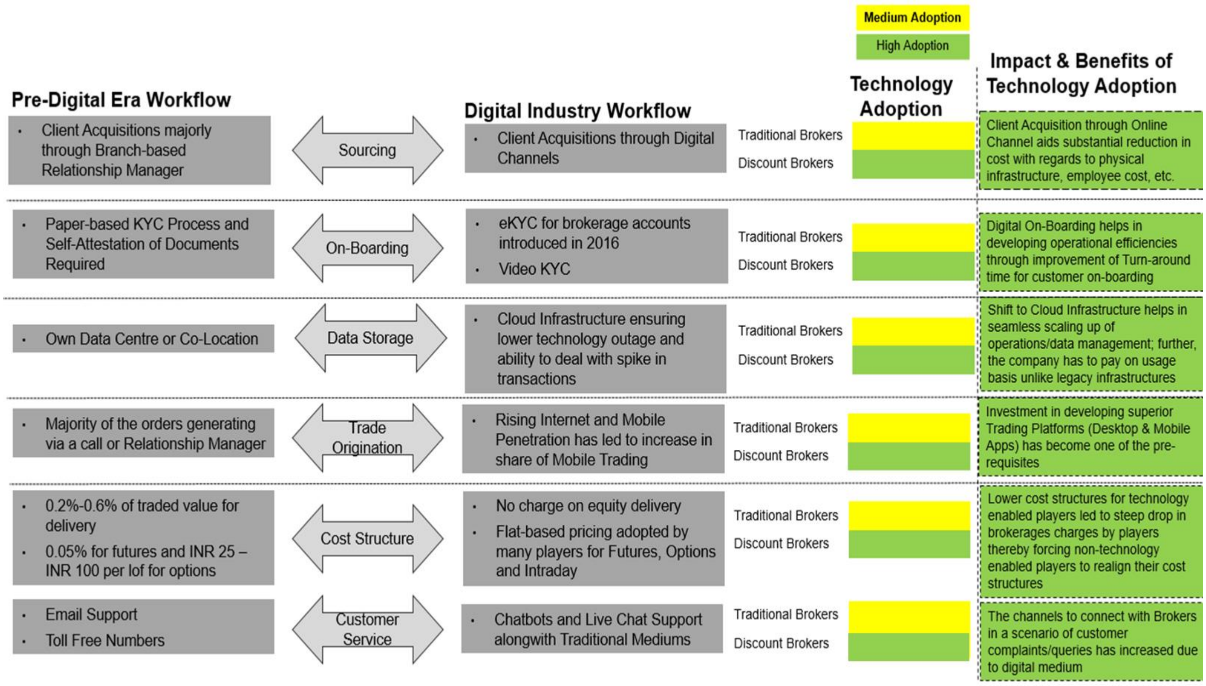
The new age fin-tech brokers or discount brokers started gaining prominence from the mid-2010s onwards as rising internet and smartphone penetration acted as a tailwind for the segment. The mobile and internet-based trading has also witnessed a surge during the past five year period and accordingly, many retail participants chose new age fintech brokers or Discount Brokers over Traditional Brokers due to low transaction costs. Therefore, rising financial literacy of India's technologically proficient young population coupled with availability of zero brokerage services offered by new age fintech brokers or Discount Brokers and comfort of transacting through digital platforms led to accelerated market share gains for new age fintech brokers or Discount Brokers. Bank-based brokers, on the other hand, are also considered by investors as they offer hand holding services to clients who need the same. Although the transaction costs are high for these brokers, they are considered suitable options for those investors who invest for the long term or are new to the market. Moreover, bank-based brokers offer a host of value-added services including portfolio management services, research outlook, advisory services etc. that would attract investors.

The industry can be broadly divided into two – (i) Brokerages that charge a flat transaction-based fee irrespective of the volume or the trade size; and (ii) Those that charge a percentage fee on the transaction value hereafter referred to as non-flat fee brokers. Traditionally, larger bank-based players adopted percentage fee-based model, where for each transaction (intra-day and delivery-based), a fixed brokerage fee as percentage of value of transaction was charged which was mentioned in the annual plan of the customer. They have largely persisted with this model and have started offering limited plans for some customers based on a flat fee-based structure, with some conditions attached. On the other hand, most of the brokerages, some even commanding a very high market share of active customers, have adopted the flat fee-based model, where transactions are charged on a flat fee basis irrespective of the value of transactions, except for very small value transactions.

Since the entry of new players into the broking industry and the change in regulations, most players have diversified their revenue streams. Players are diversifying into value added services such as mutual fund distribution, wealth management, advisory to diversify their income source. Large players have amplified their focus on growing their non-capital market credit books. New broking players have also entered the lending landscape to increase customer engagement. There are also a set of non-banks and non-NBFC brokers that exclusively focus on broking and distribution business.

Many large brokers offer several plans to their retail clients (for example, flat brokerage plan versus variable brokerage plan where traded turnover and brokerage rates are inversely related). Institutional brokerage rates are far lower than the retail rates and mainly depend on the quality of research reports and trade execution capability provided.

Transformation of Broking Industry: From Traditional to Digital



The new-age Discount Brokers have successfully integrated technology in their workflows, thereby enabling them to operate at efficient cost structures. Further, this has also led to lower brokerage/flat-fee brokerage offerings by new-age Discount Brokers, which has disrupted the pricing for the entire industry and also forced traditional players to re-look at their product offerings. However, a few Traditional Players may find it difficult to adapt to the new industry workflow and the pricing structures, thereby posing a strong possibility of further consolidation going forward.

State-wise distribution of total registered investors

The total registered investors in the country have grown to 85.41 million in the nine months of Fiscal 2024 from 27.48 million in Fiscal 2019. Maharashtra remains the top state in terms of registered investors between Fiscal 2019 and the nine months of Fiscal 2024 with 17.48% as of the nine months of Fiscal 2024. Uttar Pradesh has shown substantial growth in registered investors and is in second place with 10.55% share in the nine months of Fiscal 2024, a substantial increase from 7.17% in Fiscal 2019.

Sr No	State	Total registered investors ('000)					
		Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024 (Till December 2023)
1	Maharashtra	5,328	5,963	7,801	11,168	13,207	14,931
2	Uttar Pradesh	1,972	2,302	3,132	5,304	7,176	9,011
3	Gujarat	3,431	3,797	4,545	5,906	6,738	7,714
4	Karnataka	1,740	1,949	2,472	3,509	4,186	4,793
5	West Bengal	1,820	1,990	2,344	3,266	4,027	4,802
6	Tamil Nadu	1,961	2,182	2,612	3,409	4,118	4,763
7	Rajasthan	1,123	1,328	1,871	3,177	3,980	4,783
8	Madhya Pradesh	829	984	1,433	2,563	3,325	4,055
9	Andhra Pradesh	1,412	1,581	2,159	3,020	3,541	3,976
10	Delhi	1,694	1,853	2,190	2,906	3,450	3,960
11	Bihar	543	670	1,029	1,974	2,702	3,452
12	Haryana	845	971	1,261	1,960	2,439	2,908
13	Punjab	613	704	910	1,363	1,742	2,186
14	Kerala	851	942	1,206	1,597	1,891	2,130
15	Telangana	655	813	1,191	1,631	1,897	2,094
16	Assam	187	221	406	1,257	1,606	1,934
17	Orissa	425	494	693	1,241	1,580	1,860
18	Jharkhand	389	444	588	950	1,207	1,461
19	Chhattisgarh	211	252	356	584	779	990
20	Uttarakhand	199	234	329	543	700	858
21	Himachal Pradesh	104	123	178	316	417	525
22	Jammu & Kashmir	100	112	153	297	367	431
23	Chandigarh	91	100	117	152	175	199
24	Goa	73	82	104	143	169	193
25	Tripura	20	24	37	67	89	119
26	Pondicherry	37	41	49	64	76	88
27	Manipur	13	18	37	62	77	86
28	Meghalaya	10	12	17	31	40	51
29	Nagaland	6	8	11	20	28	40
30	Arunachal Pradesh	5	6	9	18	27	35
31	Dadra & Nagar Haveli	9	9	13	20	26	35
32	Sikkim	6	7	10	17	22	27
33	Andaman & Nicobar Islands	4	5	7	16	19	21
34	Daman & Diu	6	6	8	13	16	19
35	Mizoram	2	3	4	7	10	15
36	Lakshadweep	0	0	0	1	1	2
37	Ladakh	0	0	0	0	0	1
38	Others	777	773	746	803	836	862
	Total	**27,487**	**31,004**	**40,031**	**59,373**	**72,686**	**85,410**

Source: NSE, CRISIL MI&A

Sr No	State	Share (%)					
		Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024 (Till December 2023)
1	Maharashtra	19.38%	19.23%	19.49%	18.81%	18.17%	17.48%
2	Uttar Pradesh	7.17%	7.42%	7.82%	8.93%	9.87%	10.55%
3	Gujarat	12.48%	12.25%	11.35%	9.95%	9.27%	9.03%
4	Karnataka	6.33%	6.29%	6.18%	5.91%	5.76%	5.61%
5	West Bengal	6.62%	6.42%	5.86%	5.50%	5.54%	5.62%

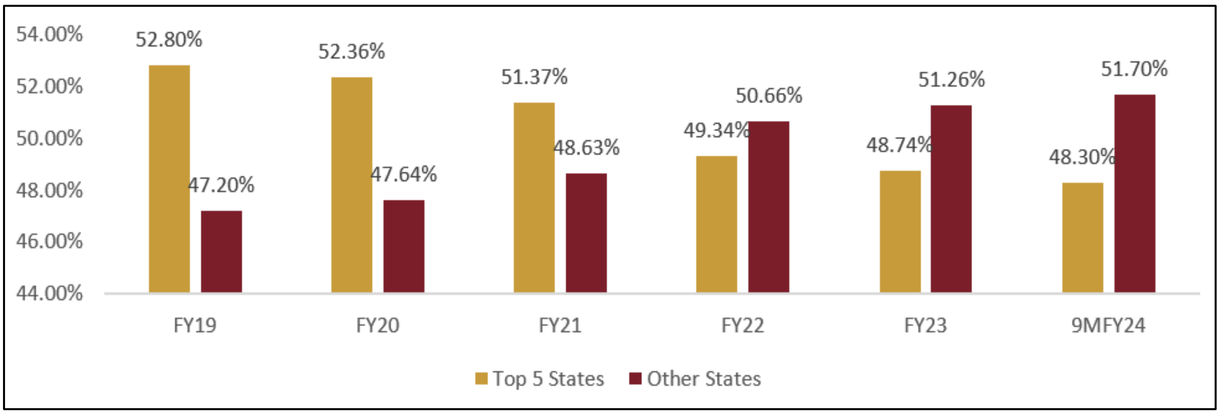
Sr No	State	Share (%)					
		Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024 (Till December 2023)
6	Tamil Nadu	7.13%	7.04%	6.52%	5.74%	5.67%	5.58%
7	Rajasthan	4.09%	4.28%	4.67%	5.35%	5.48%	5.60%
8	Madhya Pradesh	3.02%	3.17%	3.58%	4.32%	4.57%	4.75%
9	Andhra Pradesh	5.14%	5.10%	5.39%	5.09%	4.87%	4.66%
10	Delhi	6.16%	5.98%	5.47%	4.89%	4.75%	4.64%
11	Bihar	1.98%	2.16%	2.57%	3.32%	3.72%	4.04%
12	Haryana	3.07%	3.13%	3.15%	3.30%	3.36%	3.40%
13	Punjab	2.23%	2.27%	2.27%	2.30%	2.40%	2.56%
14	Kerala	3.10%	3.04%	3.01%	2.69%	2.60%	2.49%
15	Telangana	2.38%	2.62%	2.98%	2.75%	2.61%	2.45%
16	Assam	0.68%	0.71%	1.01%	2.12%	2.21%	2.26%
17	Orissa	1.55%	1.59%	1.73%	2.09%	2.17%	2.18%
18	Jharkhand	1.42%	1.43%	1.47%	1.60%	1.66%	1.71%
19	Chhattisgarh	0.77%	0.81%	0.89%	0.98%	1.07%	1.16%
20	Uttarakhand	0.72%	0.75%	0.82%	0.91%	0.96%	1.00%
21	Himachal Pradesh	0.38%	0.40%	0.44%	0.53%	0.57%	0.61%
22	Jammu & Kashmir	0.36%	0.36%	0.38%	0.50%	0.50%	0.50%
23	Chandigarh	0.33%	0.32%	0.29%	0.26%	0.24%	0.23%
24	Goa	0.27%	0.26%	0.26%	0.24%	0.23%	0.23%
25	Tripura	0.07%	0.08%	0.09%	0.11%	0.12%	0.14%
26	Pondicherry	0.13%	0.13%	0.12%	0.11%	0.10%	0.10%
27	Manipur	0.05%	0.06%	0.09%	0.10%	0.11%	0.10%
28	Meghalaya	0.04%	0.04%	0.04%	0.05%	0.06%	0.06%
29	Nagaland	0.02%	0.03%	0.03%	0.03%	0.04%	0.05%
30	Arunachal Pradesh	0.02%	0.02%	0.02%	0.03%	0.04%	0.04%
31	Dadra & Nagar Haveli	0.03%	0.03%	0.03%	0.03%	0.04%	0.04%
32	Sikkim	0.02%	0.02%	0.02%	0.03%	0.03%	0.03%
33	Andaman & Nicobar Islands	0.01%	0.02%	0.02%	0.03%	0.03%	0.02%
34	Daman & Diu	0.02%	0.02%	0.02%	0.02%	0.02%	0.02%
35	Mizoram	0.01%	0.01%	0.01%	0.01%	0.01%	0.02%
36	Lakshadweep	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
37	Ladakh	0.00%	0.00%	0.00%	0.00%	0.00%	0.00%
38	Others	2.83%	2.49%	1.86%	1.35%	1.15%	1.01%
	Total	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**	**100.0%**

Source: NSE, CRISIL MI&A

	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Fiscal 2024 (Till December 2023)
Registered Investors ('000)						
Registered Investors in Top 5 States	14,512	16,234	20,562	29,296	35,425	41,251
Registered Investors in Other States	12,975	14,770	19,469	30,077	37,261	44,159
Total Registered Investors	27,487	31,004	40,031	59,373	72,686	85,410
Share in Total (%)						
Top 5 States	52.80%	52.36%	51.37%	49.34%	48.74%	48.30%
Other States	47.20%	47.64%	48.63%	50.66%	51.26%	51.70%

Source: NSE, CRISIL MI&A

Share of top five states and other states in total registers investors



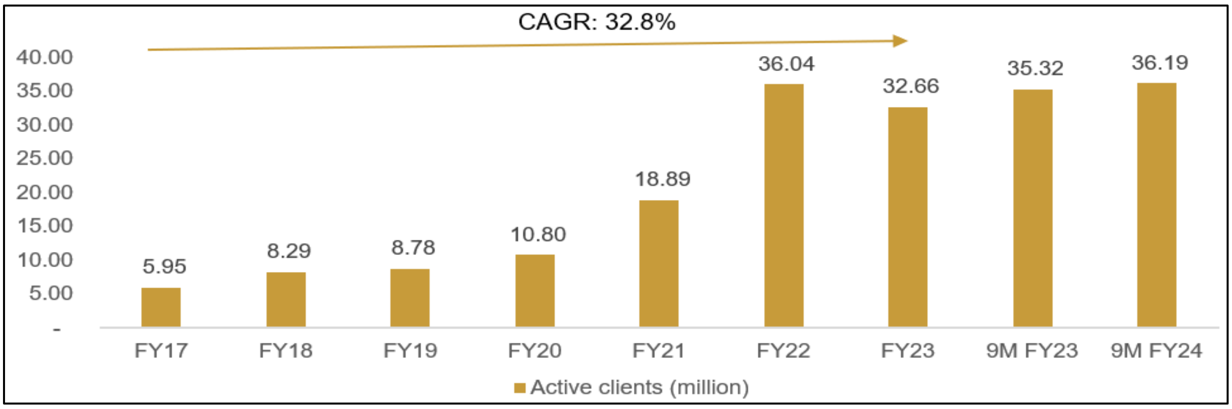
Source: NSE, CRISIL MI&A

The broking industry in India registered strong growth over the last few years and is expected to sustain its growth trajectory over the medium term

The broking industry has seen strong growth over the last three years aided by the robust performance of capital markets. The Active Client Base on NSE increased at a CAGR of 32.82% from 5.95 million in March 2017 to 32.66 million in March 2023. Further, the period also witnessed the rise of Discount Brokers in the country. As of the nine months ended December 31, 2023, top three discount brokers – Nextbillion Technology Private Limited ("**Groww**"), Zerodha Securities Limited ("**Zerodha**") and Angel One Limited ("**Angel**") were the leaders (on Active Clients basis on NSE) with market share of 21.0%, 18.6%, 14.8% respectively. While the top two brokers are privately held, Angel One is the largest listed broking house based on NSE active client base as of March 2023 and continues to be so even as of December 2023.

The structure of the industry has seen a rejig with Discount Brokers forming the top three players in the industry on Active Client basis (NSE) as of Fiscal 2023, as compared to mid-2010s when the top three players were bank-based Traditional Brokers. The number of demat accounts increased at a CAGR of 26.56% from 27.85 million in Fiscal 2017 to 114.46 million in Fiscal 2023, with the sharp increase in demat accounts over the past three years indicating strong growth and increase in investor participation in the industry. As of the nine months of December 2024, the total number of demat accounts stood at 139.30 million. As per CRISIL MI&A, the increase in financial literacy and reduced cost of investing due to emergence of discount brokers has contributed significantly to this, with these factors expected to continue to contribute to growth of the industry in the long term. Discount Brokers have significantly reduced the cost of investing for investors through their low-cost business model, which has further increased retail participation in the capital markets. Furthermore, individual investors' ownership in NSE-listed companies has also increased steadily over the years. A steady increase over the years reflects high participation of retail investors in Indian equity markets. The industry is expected to sustain its growth trajectory over the medium term on account of rising financial literacy of India's technologically proficient young population coupled with availability of zero brokerage services offered by new age fin-tech brokers or discount brokers and comfort of transacting through digital platforms.

Number of active clients in the Indian brokerage industry have seen a monumental increase over the years



Source: NSE, CRISIL MI&A

Player wise number of active clients (NSE)

TOTAL ACTIVE CLIENT BASE (Million)	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	December 2022	December 2023
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	0.78	3.85	5.37	5.17	7.60
ZERODHA BROKING LIMITED	Digital	3.60	6.28	6.39	6.59	6.73
ANGEL ONE LIMITED	Digital	1.56	3.66	4.28	4.24	5.34
RKSY SECURITIES INDIA PRIVATE LIMITED	Digital	2.14	5.22	2.88	3.86	2.29
ICICI SECURITIES LIMITED	Full Service	1.58	3.03	2.33	2.69	1.87
KOTAK SECURITIES LTD.	Full Service	0.74	1.26	0.92	1.06	1.09
HDFC SECURITIES LTD.	Full Service	0.96	1.14	1.06	1.13	1.04
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	0.56	0.90	0.81	0.90	0.82
SBICAP SECURITIES LIMITED	Full Service	0.33	0.64	0.52	0.60	0.79
PAYTM MONEY LTD.	Digital	0.09	0.40	0.65	0.63	0.77
SHAREKHAN LTD.	Full Service	0.68	0.76	0.69	0.75	0.63
5PAISA CAPITAL LIMITED	Digital	0.87	1.75	0.65	1.08	0.50
IIFL SECURITIES LIMITED	Full Service	0.29	1.13	0.48	0.72	0.42
AXIS SECURITIES LIMITED	Full Service	0.45	0.42	0.33	0.39	0.33
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00	0.00	0.09	0.06	0.27
Others		4.25	5.60	5.19	5.46	5.70
TOTAL		**18.89**	**36.04**	**32.66**	**35.32**	**36.19**

Source: NSE, CRISIL MI&A

TOTAL ACTIVE CLIENT BASE (Million)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	1.35	2.01	2.96	3.85	4.42	4.89	5.17	5.37	5.65	6.63	7.60
ZERODHA BROKING LIMITED	Digital	4.30	4.95	5.69	6.28	6.58	6.68	6.59	6.39	6.24	6.48	6.73
ANGEL ONE LIMITED	Digital	1.98	2.46	3.06	3.66	4.03	4.19	4.24	4.28	4.41	4.86	5.34
RKSY SECURITIES INDIA PRIVATE LIMITED	Digital	3.03	3.81	4.55	5.22	5.46	4.71	3.86	2.88	2.11	2.19	2.29
ICICI SECURITIES LIMITED	Full Service	1.85	2.27	2.75	3.03	3.19	3.06	2.69	2.33	2.05	1.91	1.87
KOTAK SECURITIES LTD.	Full Service	0.79	0.97	1.11	1.26	1.27	1.15	1.06	0.92	0.93	1.00	1.09
HDFC SECURITIES LTD.	Full Service	0.97	1.01	1.06	1.14	1.17	1.17	1.13	1.06	1.02	1.00	1.04
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	0.65	0.72	0.79	0.90	0.93	0.91	0.90	0.81	0.76	0.80	0.82
SBICAP SECURITIES LIMITED	Full Service	0.35	0.37	0.46	0.64	0.65	0.65	0.60	0.52	0.56	0.68	0.79
PAYTM MONEY LTD.	Digital	0.14	0.21	0.32	0.40	0.50	0.60	0.63	0.65	0.66	0.70	0.77
SHAREKHAN LTD.	Full Service	0.72	0.75	0.76	0.76	0.77	0.78	0.75	0.69	0.65	0.63	0.63
5PAISA CAPITAL LIMITED	Digital	1.00	1.16	1.46	1.75	1.65	1.43	1.08	0.65	0.52	0.50	0.50
IIFL SECURITIES LIMITED	Full Service	0.32	0.51	0.89	1.13	1.14	1.04	0.72	0.48	0.45	0.42	0.42
AXIS SECURITIES LIMITED	Full Service	0.46	0.44	0.40	0.42	0.41	0.40	0.39	0.33	0.33	0.33	0.33
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00	0.00	0.00	0.00	0.01	0.03	0.06	0.09	0.12	0.20	0.27
Others		4.48	4.87	5.29	5.60	5.83	5.70	5.46	5.19	4.43	5.02	5.70
TOTAL		**22.40**	**26.51**	**31.56**	**36.04**	**38.03**	**37.37**	**35.32**	**32.66**	**30.89**	**33.36**	**36.19**

Source: NSE, CRISIL MI&A

Player wise market share of active clients (NSE)

MARKET SHARE IN TOTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	Dec-2022	Dec-2023
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	4.13%	10.68%	16.45%	14.63%	21.00%
ZERODHA BROKING LIMITED	Digital	19.06%	17.42%	19.57%	18.66%	18.60%
ANGEL ONE LIMITED	Digital	8.28%	10.15%	13.11%	12.02%	14.75%
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	11.33%	14.47%	8.82%	10.94%	6.34%
ICICI SECURITIES LIMITED	Full Service	8.36%	8.41%	7.14%	7.61%	5.16%
KOTAK SECURITIES LTD.	Full Service	3.93%	3.49%	2.83%	2.99%	3.00%
HDFC SECURITIES LTD.	Full Service	5.07%	3.17%	3.26%	3.19%	2.86%
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	2.99%	2.49%	2.47%	2.55%	2.27%
SBICAP SECURITIES LIMITED	Full Service	1.74%	1.76%	1.58%	1.71%	2.19%
PAYTM MONEY LTD.	Digital	0.45%	1.12%	1.98%	1.78%	2.11%
SHAREKHAN LTD.	Full Service	3.60%	2.12%	2.13%	2.12%	1.75%
5PAISA CAPITAL LIMITED	Digital	4.61%	4.87%	2.00%	3.05%	1.39%
IIFL SECURITIES LIMITED	Full Service	1.54%	3.14%	1.47%	2.04%	1.15%
AXIS SECURITIES LIMITED	Full Service	2.41%	1.17%	1.02%	1.10%	0.92%
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00%	0.00%	0.27%	0.16%	0.74%
OTHERS		22.49%	15.53%	15.90%	15.46%	15.76%
TOTAL		**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**

Source: NSE, CRISIL MI&A

MARKET SHARE IN TOTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	6.03%	7.59%	9.39%	10.68%	11.63%	13.07%	14.63%	16.45%	18.30%	19.87%	21.00%
ZERODHA BROKING LIMITED	Digital	19.22%	18.68%	18.02%	17.42%	17.31%	17.88%	18.66%	19.57%	20.19%	19.42%	18.60%
ANGEL ONE LIMITED	Digital	8.84%	9.29%	9.70%	10.15%	10.58%	11.20%	12.02%	13.11%	14.29%	14.56%	14.75%
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	13.52%	14.37%	14.42%	14.47%	14.36%	12.59%	10.94%	8.82%	6.82%	6.58%	6.34%
ICICI SECURITIES LIMITED	Full Service	8.25%	8.57%	8.72%	8.41%	8.40%	8.18%	7.61%	7.14%	6.62%	5.73%	5.16%
KOTAK SECURITIES LTD.	Full Service	3.52%	3.64%	3.51%	3.49%	3.33%	3.07%	2.99%	2.83%	3.00%	3.00%	3.00%
HDFC SECURITIES LTD.	Full Service	4.33%	3.81%	3.35%	3.17%	3.08%	3.14%	3.19%	3.26%	3.32%	3.01%	2.86%
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	2.90%	2.73%	2.50%	2.49%	2.45%	2.44%	2.55%	2.47%	2.46%	2.39%	2.27%
SBICAP SECURITI	Full Service	1.54%	1.40%	1.47%	1.76%	1.72%	1.73%	1.71%	1.58%	1.82%	2.04%	2.19%

MARKET SHARE IN TOTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
ES LIMITED												
PAYTM MONEY LTD.	Digital	0.62%	0.78%	1.01%	1.12%	1.32%	1.61%	1.78%	1.98%	2.14%	2.11%	2.11%
SHAREKHAN LTD.	Full Service	3.24%	2.82%	2.42%	2.12%	2.02%	2.08%	2.12%	2.13%	2.12%	1.89%	1.75%
5PAISA CAPITAL LIMITED	Digital	4.47%	4.38%	4.63%	4.87%	4.35%	3.82%	3.05%	2.00%	1.68%	1.50%	1.39%
IIFL SECURITIES LIMITED	Full Service	1.45%	1.91%	2.82%	3.14%	3.01%	2.79%	2.04%	1.47%	1.46%	1.27%	1.15%
AXIS SECURITIES LIMITED	Full Service	2.06%	1.66%	1.28%	1.17%	1.08%	1.08%	1.10%	1.02%	1.06%	0.98%	0.92%
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00%	0.00%	0.00%	0.00%	0.01%	0.07%	0.16%	0.27%	0.40%	0.59%	0.74%
OTHERS		20.00%	18.36%	16.77%	15.53%	15.34%	15.24%	15.46%	15.90%	14.33%	15.06%	15.76%
TOTAL		00.00%	00.00%	00.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%	100.00%

Source: NSE, CRISIL MI&A

Playerwise Rank in NSE Active Clients

RANKING IN NSE ACTIVE CLIENT BASE	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	Dec-2022	Dec-2023
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	7	3	2	2	1
ZERODHA BROKING LIMITED	Digital	1	1	1	1	2
ANGEL ONE LIMITED	Digital	4	4	3	3	3
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	2	2	4	4	4
ICICI SECURITIES LIMITED	Full Service	3	5	5	5	5
KOTAK SECURITIES LTD.	Full Service	8	7	7	8	6
HDFC SECURITIES LTD.	Full Service	5	8	6	6	7
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	10	10	8	9	8
SBICAP SECURITIES LIMITED	Full Service	12	12	12	13	9
PAYTM MONEY LTD.	Digital	23	14	11	12	10
SHAREKHAN LTD.	Full Service	9	11	9	10	11
5PAISA CAPITAL LIMITED	Digital	6	6	10	7	12
IIFL SECURITIES LIMITED	Full Service	13	9	13	11	13
AXIS SECURITIES LIMITED	Full Service	11	13	14	14	14
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital			27	35	15

Source: NSE, CRISIL MI&A

RANKING IN NSE ACTIVE CLIENT BASE	Player Type	Jun -21	Sep -21	Dec -21	Mar -22	Jun -22	Sep -22	Dec -22	Mar -23	Jun -23	Sep -23	Dec -23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	5	5	4	3	3	2	2	2	2	1	1
ZERODHA BROKING LIMITED	Digital	1	1	1	1	1	1	1	1	1	2	2
ANGEL ONE LIMITED	Digital	3	3	3	4	4	4	3	3	3	3	3
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	2	2	2	2	2	3	4	4	4	4	4
ICICI SECURITIES LIMITED	Full Service	4	4	5	5	5	5	5	5	5	5	5
KOTAK SECURITIES LTD.	Full Service	8	8	7	7	7	8	8	7	7	7	6
HDFC SECURITIES LTD.	Full Service	7	7	8	8	8	7	6	6	6	6	7
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	10	10	10	10	10	10	9	8	8	8	8
SBICAP SECURITIES LIMITED	Full Service	12	13	12	12	12	12	13	12	11	10	9
PAYTM MONEY LTD.	Digital	18	15	14	14	13	13	12	11	9	9	10
SHAREKHAN LTD.	Full Service	9	9	11	11	11	11	10	9	10	11	11
5PAISA CAPITAL LIMITED	Digital	6	6	6	6	6	6	7	10	12	12	12
IIFL SECURITIES LIMITED	Full Service	13	11	9	9	9	9	11	13	13	13	13
AXIS SECURITIES LIMITED	Full Service	11	12	13	13	14	14	14	14	14	14	14
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital					60	51	35	27	22	17	15

Source: NSE, CRISIL MI&A

Playerwise incremental number of active clients (NSE)

Industry NSE Active Client Base witnessed an uptrend Fiscal 2021 and Fiscal 2022 before a contraction from July 2022 till April 2023. Even during this period of decline, between the second quarter of Fiscal 2023 and the first quarter of Fiscal 2024, Angel One was one of the few players to continuously grow its NSE Active Client Base.

INCREMENTAL ACTIVE CLIENT BASE (Mn)	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	0.78	3.07	1.53	1.32	2.23
ZERODHA BROKING LIMITED	Digital	2.19	2.68	0.12	0.31	0.34
ANGEL ONE LIMITED	Digital	0.99	2.09	0.62	0.59	1.06
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	1.52	3.07	-2.33	-1.35	-0.59
ICICI SECURITIES LIMITED	Full Service	0.50	1.45	-0.70	-0.34	-0.46
KOTAK SECURITIES LTD.	Full Service	0.17	0.51	-0.33	-0.20	0.16
HDFC SECURITIES LTD.	Full Service	0.24	0.18	-0.08	-0.02	-0.03
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	0.19	0.33	-0.09	0.00	0.02
SBICAP SECURITIES LIMITED	Full Service	0.08	0.31	-0.12	-0.03	0.28
PAYTM MONEY LTD.	Digital	0.09	0.32	0.24	0.23	0.12
SHAREKHAN LTD.	Full Service	0.13	0.08	-0.07	-0.01	-0.06
5PAISA CAPITAL LIMITED	Digital	0.44	0.88	-1.10	-0.68	-0.15
IIFL SECURITIES LIMITED	Full Service	0.07	0.84	-0.65	-0.41	-0.07
AXIS SECURITIES LIMITED	Full Service	0.18	-0.03	-0.09	-0.03	-0.00
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00	0.00	0.09	0.06	0.18
OTHERS		0.53	1.35	-0.40	-0.14	0.51
TOTAL		**8.10**	**17.14**	**-3.37**	**-0.72**	**3.53**

Source: NSE, CRISIL MI&A

INCREMENTAL ACTIVE CLIENT BASE (Mn)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	0.57	0.66	0.95	0.88	0.57	0.46	0.28	0.21	0.28	0.97	0.97
ZERODHA BROKING LIMITED	Digital	0.70	0.65	0.74	0.59	0.31	0.10	-0.09	-0.20	-0.16	0.24	0.25
ANGEL ONE LIMITED	Digital	0.41	0.48	0.60	0.60	0.37	0.16	0.06	0.04	0.13	0.44	0.48
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	0.89	0.78	0.74	0.66	0.25	-0.76	-0.84	-0.98	-0.77	0.09	0.10
ICICI SECURITIES LIMITED	Full Service	0.27	0.42	0.48	0.28	0.16	-0.14	-0.37	-0.35	-0.29	-0.13	-0.04
KOTAK SECURITIES LTD.	Full Service	0.04	0.18	0.14	0.15	0.01	-0.12	-0.09	-0.13	0.00	0.07	0.09
HDFC SECURITIES LTD.	Full Service	0.01	0.04	0.05	0.08	0.03	0.00	-0.05	-0.06	-0.04	-0.02	0.03
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	0.09	0.07	0.06	0.11	0.03	-0.02	-0.01	-0.10	-0.04	0.04	0.02
SBICAP SECURITIES LIMITED	Full Service	0.02	0.03	0.09	0.17	0.02	-0.01	-0.04	-0.09	0.05	0.12	0.11
PAYTM MONEY LTD.	Digital	0.05	0.07	0.11	0.09	0.10	0.10	0.03	0.02	0.01	0.04	0.06
SHAREKHAN LTD.	Full Service	0.05	0.02	0.02	-0.00	0.00	0.01	-0.03	-0.06	-0.04	-0.02	0.00
5PAISA CAPITAL LIMITED	Digital	0.13	0.16	0.30	0.29	-0.10	-0.22	-0.35	-0.42	-0.13	-0.02	0.00
IIFL SECURITIES LIMITED	Full Service	0.03	0.18	0.38	0.24	0.01	-0.10	-0.32	-0.24	-0.03	-0.03	-0.01
AXIS SECURITIES LIMITED	Full Service	0.01	-0.02	-0.04	0.02	-0.01	-0.01	-0.01	-0.06	-0.01	-0.00	0.01
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00	0.00	0.00	0.00	0.01	0.02	0.03	0.03	0.03	0.07	0.07
OTHERS		0.23	0.39	0.42	0.31	0.24	-0.14	-0.24	-0.27	-0.77	0.60	0.68
TOTAL		**3.50**	**4.11**	**5.05**	**4.48**	**2.00**	**-0.66**	**-2.05**	**-2.66**	**-1.77**	**2.46**	**2.84**

Source: NSE, CRISIL MI&A

Playerwise share in incremental number of active clients (NSE)

MARKET SHARE IN INCREMENTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	9.64%	17.89%	NM	NM	63.03%
ZERODHA BROKING LIMITED	Digital	27.01%	15.61%	NM	NM	9.58%
ANGEL ONE LIMITED	Digital	12.20%	12.21%	NM	NM	29.92%
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	18.79%	17.94%	NM	NM	NM
ICICI SECURITIES LIMITED	Full Service	6.23%	8.46%	NM	NM	NM
KOTAK SECURITIES LTD.	Full Service	2.12%	2.99%	NM	NM	4.61%
HDFC SECURITIES LTD.	Full Service	2.93%	1.07%	NM	NM	NM
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	2.31%	1.94%	NM	NM	0.49%
SBICAP SECURITIES LIMITED	Full Service	0.98%	1.79%	NM	NM	7.82%
PAYTM MONEY LTD.	Digital	1.06%	1.86%	NM	NM	3.36%
SHAREKHAN LTD.	Full Service	1.60%	0.50%	NM	NM	NM
5PAISA CAPITAL LIMITED	Digital	5.39%	5.16%	NM	NM	NM
IIFL SECURITIES LIMITED	Full Service	0.90%	4.91%	NM	NM	NM

MARKET SHARE IN INCREMENTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
AXIS SECURITIES LIMITED	Full Service	2.28%	NM	NM	NM	NM
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00%	0.00%	NM	NM	5.12%
OTHERS		6.57%	7.87%	NM	NM	14.43%
TOTAL		**100.00%**	**100.00%**	**NM**	**100.00%**	**100.00%**

Note: NM:- "Not Meaningful" as base or data is negative.
Source: NSE, CRISIL MI&A

MARKET SHARE IN INCREMENTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	16.30%	16.05%	18.88%	19.73%	28.75%	NM	NM	NM	NM	39.55%	34.25%
ZERODHA BROKING LIMITED	Digital	20.05%	15.72%	14.56%	13.22%	15.33%	NM	NM	NM	NM	9.86%	8.89%
ANGEL ONE LIMITED	Digital	11.83%	11.78%	11.82%	13.34%	18.41%	NM	NM	NM	NM	17.98%	17.02%
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	25.31%	19.01%	14.70%	14.82%	12.34%	NM	NM	NM	NM	3.49%	3.58%
ICICI SECURITIES LIMITED	Full Service	7.64%	10.30%	9.53%	6.22%	8.19%	NM	NM	NM	NM	NM	NM
KOTAK SECURITIES LTD.	Full Service	1.27%	4.34%	2.82%	3.30%	0.57%	NM	NM	NM	NM	2.90%	3.08%
HDFC SECURITIES LTD.	Full Service	0.39%	0.99%	0.90%	1.89%	1.59%	NM	NM	NM	NM	NM	1.12%
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	2.47%	1.80%	1.27%	2.42%	1.69%	NM	NM	NM	NM	1.49%	0.86%
SBICAP SECURITIES LIMITED	Full Service	0.47%	0.63%	1.81%	3.86%	0.92%	NM	NM	NM	NM	4.82%	3.94%
PAYTM MONEY LTD.	Digital	1.52%	1.67%	2.20%	1.91%	4.93%	NM	NM	NM	NM	1.79%	2.15%
SHAREKHAN LTD.	Full Service	1.29%	0.54%	0.35%	NM	0.13%	NM	NM	NM	NM	NM	0.12%
5PAISA CAPITAL LIMITED	Digital	3.76%	3.87%	5.92%	6.58%	NM	NM	NM	NM	NM	NM	0.09%
IIFL SECURITIES LIMITED	Full Service	0.95%	4.40%	7.60%	5.44%	0.58%	NM	NM	NM	NM	NM	NM
AXIS SECURITIES LIMITED	Full Service	0.17%	NM	NM	0.44%	NM	NM	NM	NM	NM	NM	0.22%
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	0.00%	0.00%	0.00%	0.00%	0.28%	NM	NM	NM	NM	2.99%	2.55%

MARKET SHARE IN INCREMENTAL NSE ACTIVE CLIENT BASE (%)	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
OTHERS		6.58%	9.39%	8.41%	6.86%	11.87%	NM	NM	NM	NM	24.18%	24.00%
TOTAL		**100.00%**	**100.00%**	**100.00%**	**100.00%**	**100.00%**	**NM**	**NM**	**NM**	**NM**	**100.00%**	**100.00%**

Note: NM:- "Not Meaningful" as base or data is negative.
Source: NSE, CRISIL MI&A

Playerwise rank in incremental number of active clients (NSE)

RANKING IN INCREMENTAL NSE ACTIVE CLIENT BASE	Player Type	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	4	2	1	1	1
ZERODHA BROKING LIMITED	Digital	1	3	4	3	5
ANGEL ONE LIMITED	Digital	3	4	2	2	2
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	2	1	85	85	85
ICICI SECURITIES LIMITED	Full Service	5	5	83	80	84
KOTAK SECURITIES LTD.	Full Service	10	8	81	78	9
HDFC SECURITIES LTD.	Full Service	7	14	75	8	79
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	8	9	77	6	78
SBICAP SECURITIES LIMITED	Full Service	14	11	79	5	4
PAYTM MONEY LTD.	Digital	13	10	3	4	6
SHAREKHAN LTD.	Full Service	11	16	74	71	80
5PAISA CAPITAL LIMITED	Digital	6	6	84	84	83
IIFL SECURITIES LIMITED	Full Service	15	7	82	82	82
AXIS SECURITIES LIMITED	Full Service	9	83	76	70	76
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	66	63	5	10	3

Source: NSE, CRISIL MI&A

RANKING IN INCREMENTAL NSE ACTIVE CLIENT BASE	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
NEXTBILLION TECHNOLOGY PRIVATE LIMITED	Digital	3	2	1	1	1	1	1	1	1	1	1
ZERODHA BROKING LIMITED	Digital	2	3	3	4	3	4	79	81	83	3	3
ANGEL ONE LIMITED	Digital	4	4	4	3	2	2	2	2	2	2	2
RKSV SECURITIES INDIA PRIVATE LIMITED	Digital	1	1	2	2	4	85	85	85	85	5	5
ICICI SECURITIES LIMITED	Full Service	5	5	5	6	5	83	84	83	84	85	85
KOTAK SECURITIES LTD.	Full Service	10	7	9	9	15	82	80	80	12	7	6
HDFC SECURITIES LTD.	Full Service	15	14	13	13	9	14	77	77	77	82	9
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	Full Service	7	9	12	10	7	79	71	79	79	9	10

RANKING IN INCREMENTAL NSE ACTIVE CLIENT BASE	Player Type	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
SBICAP SECURITIES LIMITED	Full Service	12	18	11	8	12	76	76	78	3	4	4
PAYTM MONEY LTD.	Digital	8	10	10	12	6	3	4	5	7	8	8
SHAREKHAN LTD.	Full Service	9	20	16	70	26	9	75	75	78	83	24
5PAISA CAPITAL LIMITED	Digital	6	8	7	5	85	84	83	84	81	81	31
IIFL SECURITIES LIMITED	Full Service	11	6	6	7	14	81	82	82	76	84	84
AXIS SECURITIES LIMITED	Full Service	22	85	85	16	77	77	73	76	65	75	17
MIRAE ASSET CAPITAL MARKETS (INDIA) PRIVATE LIMITED	Digital	56	61	60	48	18	7	3	3	5	6	7

Source: NSE, CRISIL MI&A

Share of top 5 discount brokers in NSE active clients:

SHARE OF TOP 5 DISCOUNT BROKERS	Fiscal 2021	Fiscal 2022	Fiscal 2023	Dec-2022	Dec-2023
Top 5 Discount Brokers in NSE Active Client Base (Million)	8.96	20.75	19.58	20.94	22.73
Other brokers based on NSE active clients for each period (Million)	9.94	15.28	13.08	14.38	13.46
Total NSE Active Clients (Million)	18.89	36.04	32.66	35.32	36.19
Share of Top 5 Discount Brokers based on NSE active clients for each period	47.42%	57.59%	59.96%	59.29%	62.81%
Share of other brokers based on NSE active clients for each period	52.58%	42.41%	40.04%	40.71%	37.19%

Source: NSE, CRISIL MI&A

SHARE OF TOP 5 DISCOUNT BROKERS	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
Top 5 Discount Brokers in NSE Active Client Base (Million)	11.66	14.40	17.72	20.75	22.15	21.89	20.94	19.58	19.07	20.86	22.73
Other brokers based on NSE active clients for each period (Million)	10.73	12.11	13.84	15.28	15.89	15.49	14.38	13.08	11.82	12.49	13.46
Total NSE Active Clients (Million)	22.40	26.51	31.56	36.04	38.03	37.37	35.32	32.66	30.89	33.36	36.19
Share of Top 5 Discount Brokers based on NSE active clients for each period	52.08%	54.31%	56.16%	57.59%	58.23%	58.56%	59.29%	59.96%	61.74%	62.54%	62.81%
Share of other brokers based on NSE active clients for each period	47.92%	45.69%	43.84%	42.41%	41.77%	41.44%	40.71%	40.04%	38.26%	37.46%	37.19%

Source: NSE, CRISIL MI&A

Share of top 5 discount brokers in incremental NSE active clients:

SHARE OF TOP 5 DISCOUNT BROKERS IN INCREMENTAL ACTIVE CLIENTS	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
Top 5 Discount Brokers in Incremental NSE Active Client Base (Million)	5.91	11.79	-1.17	0.19	3.16
Other brokers based on Incremental NSE active clients for each period (Million)	2.18	5.35	-2.20	-0.90	0.38
Total Incremental NSE Active Clients (Million)	8.10	17.14	-3.37	-0.72	3.53

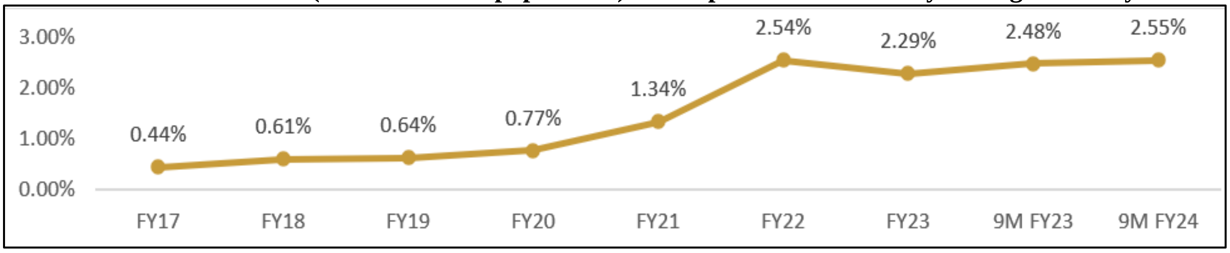
SHARE OF TOP 5 DISCOUNT BROKERS IN INCREMENTAL ACTIVE CLIENTS	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
Share of Top 5 Discount Brokers based on Incremental NSE active clients for each period	73.04%	68.80%	34.71%	NM	89.32%
Share of other brokers based on Incremental NSE active clients for each period	26.96%	31.20%	65.29%	NM	10.68%

Note: NM:- "Not Meaningful" as base or data is negative.
Source: NSE, CRISIL MI&A

SHARE OF TOP 5 DISCOUNT BROKERS IN INCREMENTAL ACTIVE CLIENTS	Jun-21	Sep-21	Dec-21	Mar-22	Jun-22	Sep-22	Dec-22	Mar-23	Jun-23	Sep-23	Dec-23
Top 5 Discount Brokers in Incremental NSE Active Client Base (Mn)	2.71	2.73	3.33	3.03	1.39	-0.26	-0.95	-1.36	-0.50	1.79	1.87
Other brokers based on Incremental NSE active clients for each period (Mn)	0.80	1.38	1.72	1.45	0.60	-0.40	-1.11	-1.30	-1.26	0.67	0.97
Total Incremental NSE Active Clients (Mn)	3.50	4.11	5.05	4.48	2.00	-0.66	-2.05	-2.66	-1.77	2.46	2.84
Share of Top 5 Discount Brokers based on Incremental NSE active clients for each period	77.25%	66.42%	65.87%	67.69%	69.74%	39.28%	46.04%	51.14%	28.50%	72.66%	65.89 %
Share of other brokers based on Incremental NSE active clients for each period	22.75%	33.58%	34.13%	32.31%	30.26%	60.72%	53.96%	48.86%	71.50%	27.34%	34.11 %

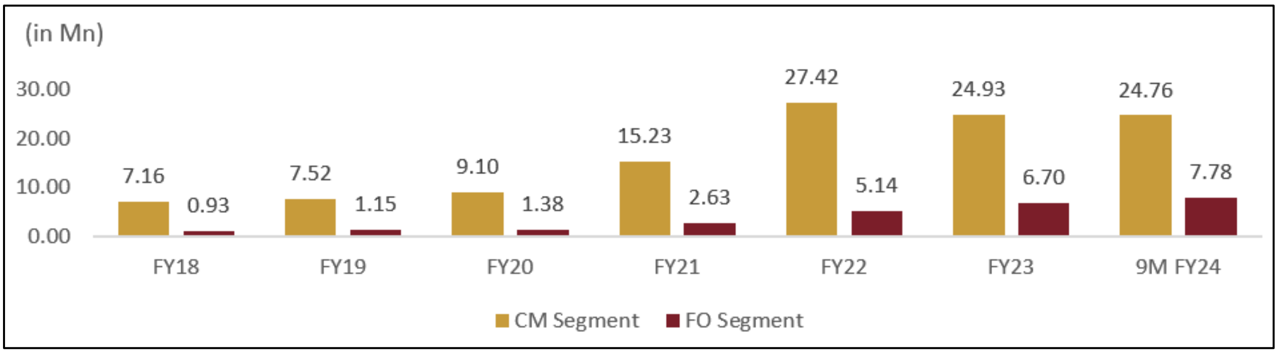
Source: NSE, CRISIL MI&A

Active individual investors (as % of Indian population) has improved substantially during last five years



Source: SEBI, UN and World Bank, CRISIL MI&A

Trend of Active individual investors in Cash and equity derivative segment of NSE

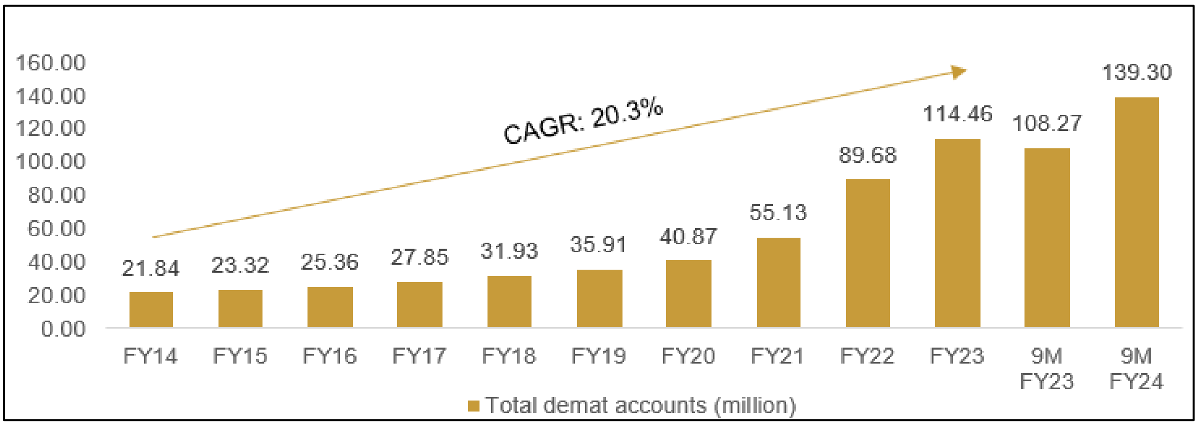


Source: NSE, CRISIL MI&A

Trend in Demat accounts in India

Demat Accounts in the country have grown at a CAGR of 20.21% from Fiscal 2014 till Fiscal 2023. The above data points suggest the increasing awareness and willingness of the people to participate in capital markets for either trading or with long-term outlook. In the recent years, the total demat accounts increased at a CAGR of 33.62% during the period from Fiscal 2019-2023 from 35.91 million accounts in Fiscal 2019 to 114.46 million accounts in Fiscal 2023. As of the nine months of Fiscal 2024, the total demat accounts stood at 139.30 million accounts.

Growth in Demat Accounts since Fiscal 2014



Source: CDSL, NSDL, CRISIL MI&A

Total demat accounts (million)	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
CDSL	8.78	9.61	10.79	12.27	14.84	17.39	21.18	33.44	63.00	83.00	77.89	104.72
NSDL	13.06	13.71	14.57	15.58	17.09	18.52	19.69	21.69	26.68	31.46	30.38	34.58
Total	21.84	23.32	25.36	27.85	31.93	35.91	40.87	55.13	89.68	114.46	108.27	139.30

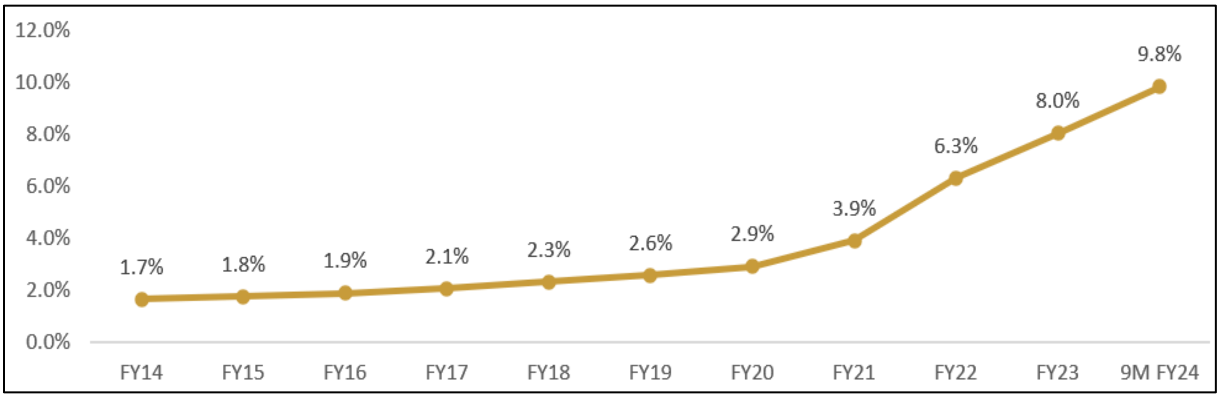
Source: CDSL, NSDL, CRISIL MI&A

Incremental demat accounts during the year (million)	Fiscal 2014	Fiscal 2015	Fiscal 2016	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
CDSL	0.45	0.83	1.18	1.48	2.57	2.55	3.80	12.26	29.56	20.00	14.90	21.72
NSDL	0.37	0.65	0.86	1.01	1.51	1.43	1.16	2.00	4.99	4.78	3.69	3.12
Total	0.82	1.48	2.04	2.49	4.08	3.98	4.96	14.26	34.55	24.78	18.59	24.84
Growth (%)		80.30%	37.87%	22.22%	63.95%	-2.66%	24.73%	187.55%	142.31%	-28.27%		

Source: CDSL, NSDL, CRISIL MI&A

India Largely Under Penetrated Market (demats account as a percentage of Indian population)

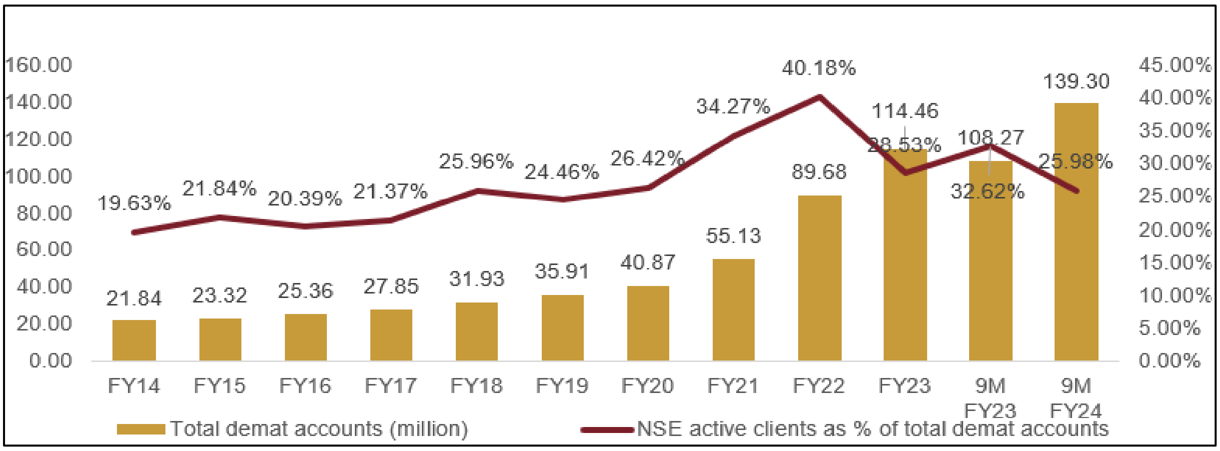
The share of total demat account in India as a percentage of population has increased significantly over the years from 1.7% in Fiscal 2014 to 9.8% in the nine months of Fiscal 2024. The ratio is expected to improve at a strong pace in tandem with increased financial and market awareness.



Source: SEBI, UN and World Bank, CRISIL MI&A

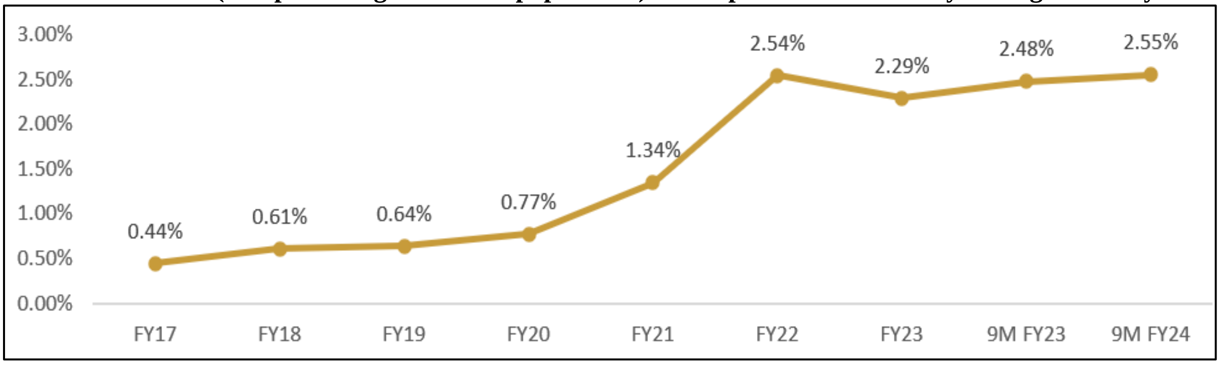
The NSE Active Client Base as a percentage of demat accounts increased from 19.63% in Fiscal 2014 to 28.53% in Fiscal 2023. The value reached 40.18% in Fiscal 2022. As of December 2023, the NSE Active Client Base as a percentage of total demat account stood at 25.98%. Going forward, CRISIL MI&A expects demat accounts to grow at strong growth over the next five years.

Active Client Base (as percentage of demat accounts) has improved substantially during the last five years



Source: NSE, SEBI, CRISIL MI&A

Active Client Base (as a percentage of Indian population) has improved substantially during last five years



Source: SEBI, UN and World Bank, CRISIL MI&A

Industry structure has seen a massive shift over the last five years

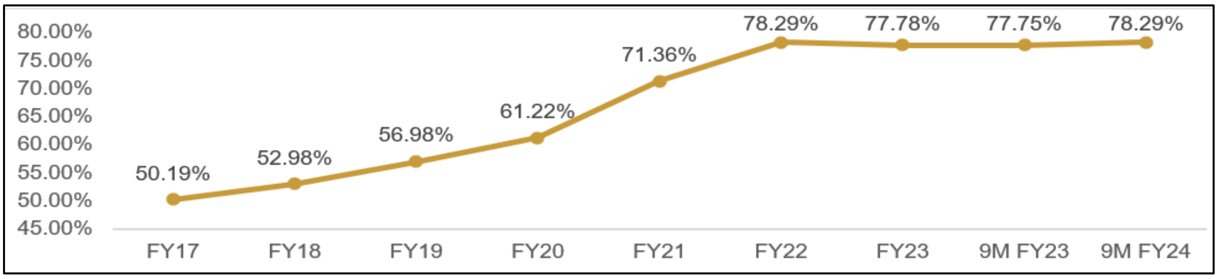
The broking industry witnessed the market share of top 10 players on Active Clients basis increased from 50.19% in Fiscal 2017 to 77.78% as of Fiscal 2023. Further, the industry has also seen churn amongst the top 10 players during the period. Out of the top 10 players in Fiscal 2017, only six players continued to be among the top 10 players in Fiscal 2023.

Top 10 players in terms of NSE Active Clients

Trading Member (In Million)	Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	Dec-2022	Dec-2023
NEXTBILLION TECHNOLOGY PRIVATE LIMITED					0.78	3.85	5.37	5.17	7.60
ZERODHA BROKING LIMITED		0.54	0.91	1.41	3.60	6.28	6.39	6.59	6.73
ANGEL ONE LIMITED	0.23	0.36	0.41	0.58	1.56	3.66	4.28	4.24	5.34
RKSV SECURITIES INDIA PRIVATE LIMITED				0.62	2.14	5.22	2.88	3.86	2.29
ICICI SECURITIES LIMITED	0.62	0.80	0.84	1.08	1.58	3.03	2.33	2.69	1.87
KOTAK SECURITIES LTD.	0.27	0.37	0.44	0.57	0.74	1.26	0.92	1.06	1.09
HDFC SECURITIES LTD.	0.48	0.60	0.67	0.72	0.96	1.14	1.06	1.13	1.04
MOTILAL OSWAL FINANCIAL SERVICES LIMITED	0.21	0.31	0.32	0.38	0.56	0.90	0.81	0.90	0.82
SBICAP SECURITIES LIMITED	0.17								0.79
PAYTM MONEY LTD.									0.77
SHAREKHAN LTD.	0.37	0.54	0.51	0.55	0.68		0.69	0.75	
5PAISA CAPITAL LIMITED				0.43	0.87	1.75	0.65	1.08	
IIFL SECURITIES LIMITED	0.20	0.23	0.21			1.13			
AXIS SECURITIES LIMITED	0.26	0.40	0.42	0.27					
KARVY STOCK BROKING LTD.	0.18	0.24	0.27						
Top 10 brokers	2.99	4.39	5.00	6.61	13.48	28.21	25.40	27.46	28.34
Top 5 in overall	2.00	2.88	3.37	4.41	9.85	22.03	21.26	22.55	23.83
Share of Top 10 in overall	50.19%	52.98%	56.98%	61.22%	71.36%	78.29%	77.78%	77.75%	78.29%
Share of Top 5 in overall	33.62%	34.76%	38.40%	40.81%	52.11%	61.13%	65.10%	63.85%	65.85%

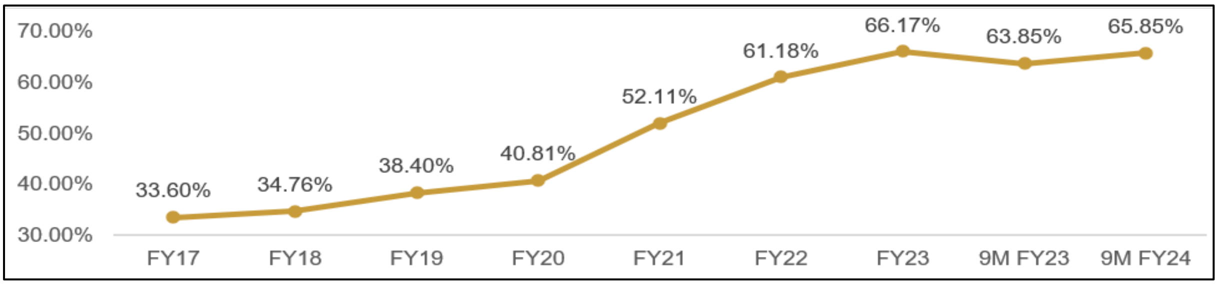
Source: NSE, CRISIL MI&A

Market Share of the Top 10 Players has increased substantially



Note: Top 10 players for every Fiscal year have been considered; Source: NSE, CRISIL MI&A

Market Share of the Top 5 Players has also increased considerably



Note: Top five players for every Fiscal year have been considered
Source: NSE, CRISIL MI&A

The top three players in the industry have also witnessed consistent change from Fiscal 2017 onwards. As of March 2017, the top three players in the industry were Traditional Brokers. However, as of Fiscal 2023, the top three players were Discount Brokers.

Fiscal 2017	Fiscal 2018	Fiscal 2019	Fisca 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2023	9M Fiscal 2024
ICICI Securities	ICICI Securities	Zerodha	Zerodha	Zerodha	Zerodha	Groww	Zerodha	Groww
HDFC Securities	HDFC Securities	ICICI Securities	ICICI Securities	Upstox	Upstox	Zerodha	Groww	Zerodha
Sharekhan	Zerodha	HDFC Securities	HDFC Securities	ICICI Securities	Groww	Angel One	Angel One	Angel One

*Note: RKSV Securities India Private Limited ("**Upstox**"), Angel One Limited ("**Angel One**"), HDFC Securities Limited ("**HDFC Securities**"), ICICI Securities Limited ("**ICICI Securities**"), Zerodha Broking Limited ("**Zerodha**"), Nextbillion Technology Private Limited ("**Groww**"), Sharekhan Limited ("**Sharekhan**")*
Source: NSE, CRISIL MI&A

In terms of brokerage revenue, the top three players in the industry have also witnessed consistent change from Fiscal 2017 onwards. As of March 2017, the top three players in the industry were full-service Brokers (Traditional Brokers). However, as of Fiscal 2023, two of the top three players were Discount Brokers.

Fiscal 2017	Fiscal 2018	Fiscal 2019	Fiscal 2020	Fiscal 2021	Fiscal 2022	Fiscal 2023
ICICI Securities	ICICI Securities	ICICI Securities	ICICI Securities	Zerodha	Zerodha	Zerodha
Kotak Securities	Kotak Securities	Kotak Securities	Zerodha	ICICI Securities	Kotak Securities	Angel One
Motilal Oswal	Motilal Oswal	Motilal Oswal	Kotak Securities	Kotak Securities	Motilal Oswal	Motilal Oswal

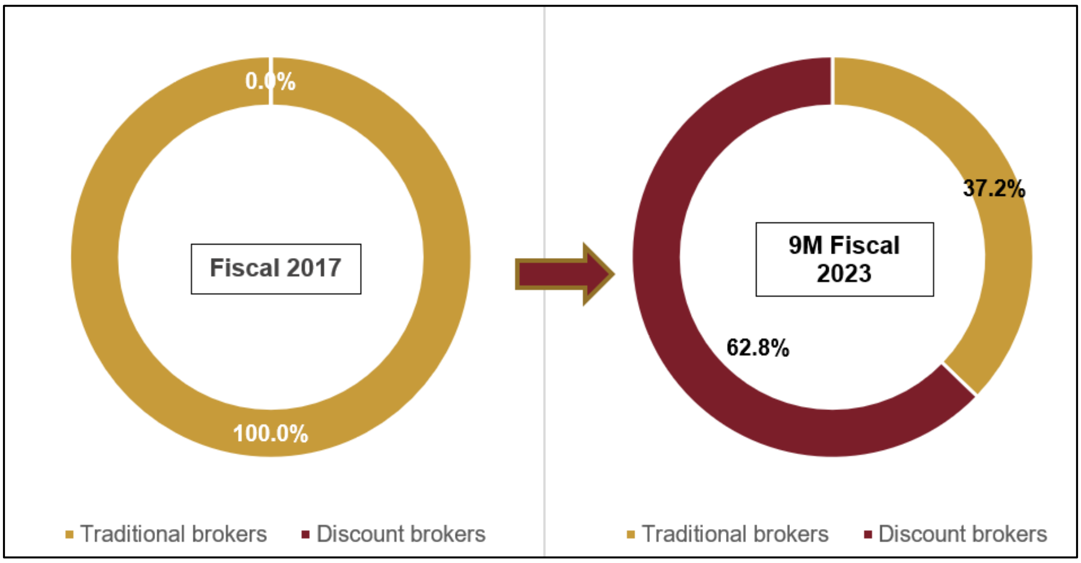
*Note: Angel One Limited ("**Angel One**"), ICICI Securities Limited ("**ICICI Securities**"), Zerodha Broking Limited ("**Zerodha**"), Motilal Oswal Securities ("**Motilal Oswal**"), Kotak Securities Limited ("**Kotak Securities**")*
Source: Company Annual reports, CRISIL MI&A

As of the nine months of Fiscal 2024, Discount Brokers (among the total top 10) hold approximately 63% of the market share

Discount Brokers started gaining prominence from the mid-2010s, as rising internet and smartphone penetration acted as a tailwind for the segment. The mobile and internet-based trading has also witnessed a surge during the period and hence many retail participants increasingly chose discount brokers over Traditional Brokers due to low brokerage offered by the former coupled with the user-friendly UI/UX as suggested by the rising market share during the period. Further, the zero brokerage on equity delivery was a completely new offering in the industry started by Discount Brokers and online distribution channel aided its popularity among new investors entering the capital markets. The rising financial literacy of India's young population, coupled with their tech-savviness and comfort with digital platforms, also aided the stupendous growth for Discount Brokers. In addition, the rise in retail participation in the equity derivatives segment also supported their growth as the commissions (flat fee brokerage) charged by Discount Brokers were significantly lower than Traditional Brokers.

The industry is already undergoing a disruptive phase with Discount Brokers rapidly gaining market share. The entry of new-age Discount Brokers has also forced the entire industry to embed technology in their workflow in order to rationalize their cost structure. The industry witnessed a new-age Discount Brokers enter the market post 2010 and scale up their operations swiftly over a short period of time.

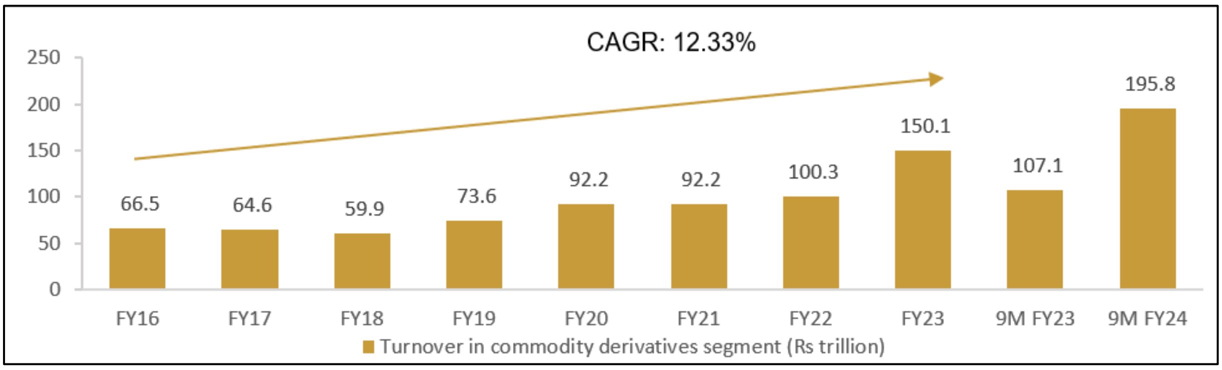
Share of discount brokers among the top 10 brokers as per NSE active clients



Source: NSE, CRISIL MI&A

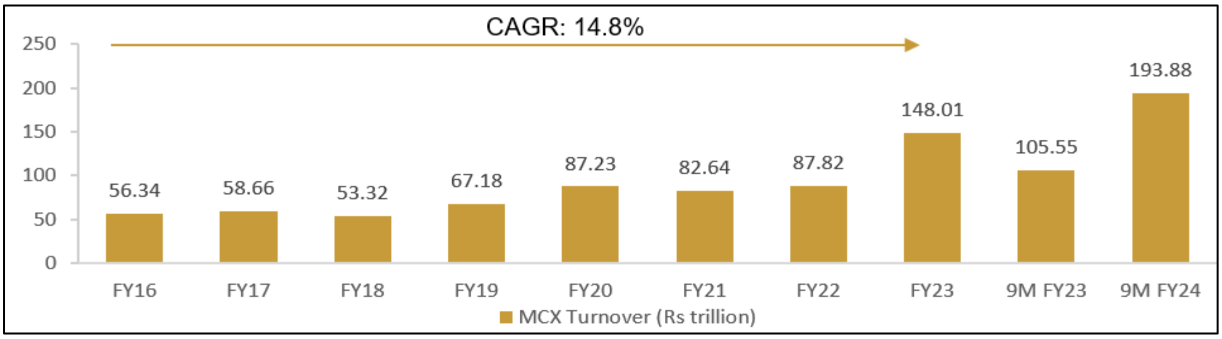
Trend in commodity derivatives segment turnover

The commodity derivatives segment's turnover stood at ₹ 150.1 trillion in Fiscal 2023, growing from the lows in Fiscal 2016 at ₹ 66.5 trillion. The segment has clocked a growth of 12.33% CAGR during Fiscal 2016 to Fiscal 2023. As of the nine months of Fiscal 2024, the commodity derivative segment's turnover stood at ₹ 195.8 trillion. The segment is dominated by others category who constitute 50% of the segment's turnover in Fiscal 2023, closely followed by proprietary traders at 48% share. The share of proprietary traders has risen significantly from Fiscal 2020 where it held 35% of the share. Farmers/FPOs, VCPS/Hedger, and foreign participants hold a negligible share of the overall turnover compared to the rest of the entities.



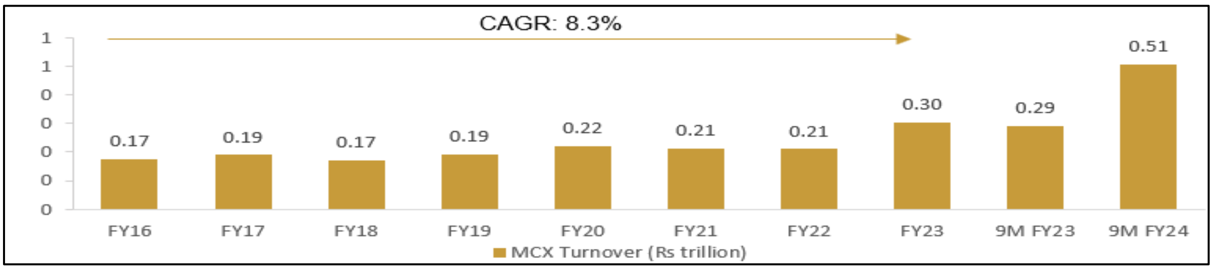
Note: Turnover is depicted above which includes Futures and Options across MCX, NCDEX, ICEX, BSE and NSE
Source: SEBI, CRISIL MI&A

Trend in retail commodity derivatives on MCX Turnover



Source: MCX, SEBI, CRISIL MI&A

Trend in retail commodity derivatives on MCX average daily turnover



Source: MCX, SEBI, CRISIL MI&A

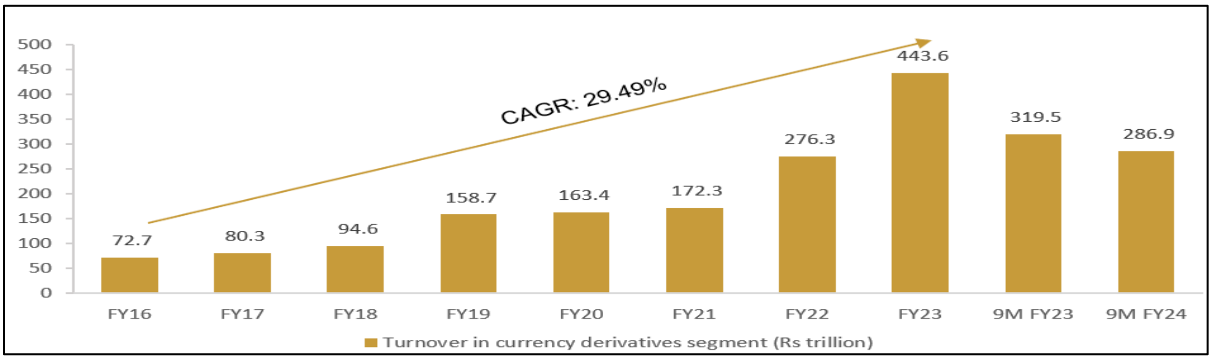
Participant-wise share in Commodity Derivatives Turnover (in per cent)

Financial Year/ Players	Proprietary Traders	Farmers / FPOs	VCPS/ Hedger	Foreign Participants	Domestic Financial Institutional Investors	Others
Fiscal 2020	35.3%	0.0%	4.3%	0.0%	0.0%	60.3%
Fiscal 2021	31.5%	0.0%	4.0%	0.0%	0.0%	64.5%
Fiscal 2022	37.0%	0.0%	3.1%	0.0%	0.1%	59.7%
Fiscal 2023	48.0%	0.0%	2.3%	0.0%	0.1%	49.5%
9M Fiscal 2024	51.0%	0.0%	1.9%	0.9%	0.1%	46.0%

Source: SEBI, CRISIL MI&A

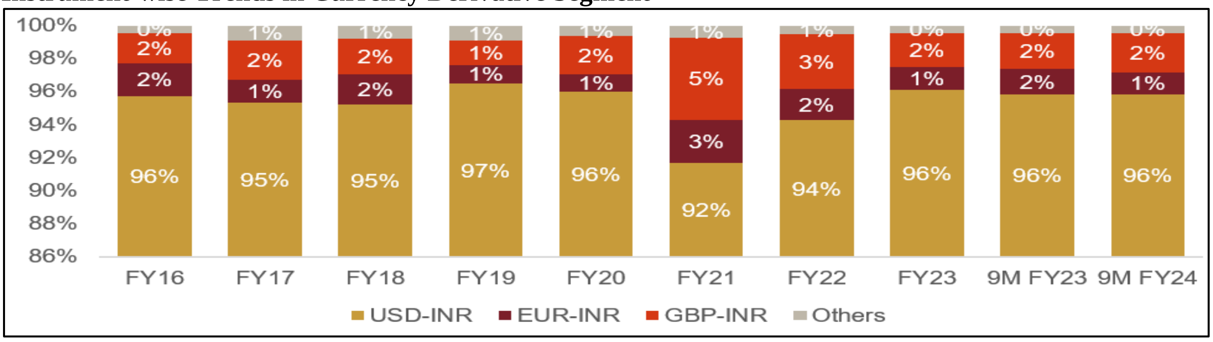
Trend in currency derivatives segment turnover

The currency derivatives segment’s turnover stood at ₹ 443.6 trillion in Fiscal 2023, growing from ₹ 34.5 trillion in Fiscal 2011, clocking a growth of 23.7% CAGR. As of the nine months of Fiscal 2024, the currency derivatives segment’s turnover stood at ₹ 286.9 trillion. The segment is dominated by the USD-INR category which constitutes 96% of the segment’s turnover in Fiscal 2023 and the nine months of Fiscal 2024, followed by GBP-INR at 2% share. The share of USD-INR has remained largely constant over the years.



Note: Turnover depicted above includes BSE and NSE
Source: SEBI, CRISIL MI&A

Instrument-wise Trends in Currency Derivative Segment



Source: SEBI, CRISIL MI&A

Monthly distribution of trading activity by turnover in equity cash market

For December 2023, the share of investors transaction up to ₹ 1 lakh a month contributed only 0.44% to overall turnover for the month. But in terms of overall unique investors, investors transacting up to ₹ 1 lakh a month represented around 65.73% of the total unique investors in December 2023.

Net Turnover (₹ Billion)						Number of unique investors (Million)			
Turnover range	**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**		**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**
<Rs 10,000	5.30	5.00	5.27	5.67		3.54	3.27	3.55	3.82
Rs 10,000-Rs 1 lakh	73.00	63.40	74.51	85.99		3.83	3.26	3.91	4.48
Rs 1 lakh - Rs 10 lakh	423.80	365.50	387.97	509.42		2.51	2.19	2.32	3.01
Rs 10 lakh - Rs 1 cr	1,320.20	1,091.90	1,172.15	1,637.68		0.87	0.72	0.77	1.07
Rs 1 cr – 10 cr	2,324.00	1,928.90	2,123.06	3,027.95		0.17	0.14	0.16	0.22
>Rs 10 cr	12,561.60	9,980.50	11,066.10	15,529.24		0.02	0.01	0.02	0.02
Total	**16,707.90**	**13,435.20**	**14,829.06**	**20,795.94**		**10.94**	**9.60**	**10.73**	**12.63**

Source: NSE Market Pulse, CRISIL MI&A

Distribution of turnover value by range in cash market for all investors						Distribution of Turnover by range for unique investors			
Turnover range	**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**		**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**
<Rs 10,000	0.03%	0.04%	0.04%	0.03%		32.36%	34.04%	33.05%	30.25%
Rs 10,000-Rs 1 lakh	0.44%	0.47%	0.50%	0.41%		34.98%	33.99%	36.48%	35.48%
Rs 1 lakh - Rs 10 lakh	2.54%	2.72%	2.62%	2.45%		22.95%	22.78%	21.63%	23.81%
Rs 10 lakh - Rs 1 cr	7.90%	8.13%	7.90%	7.87%		7.97%	7.54%	7.21%	8.51%
Rs 1 cr – 10 cr	13.91%	14.36%	14.32%	14.56%		1.59%	1.50%	1.48%	1.77%
>Rs 10 cr	75.18%	74.29%	74.62%	74.67%		0.16%	0.15%	0.15%	0.19%

Source: NSE Market Pulse, CRISIL MI&A

Monthly distribution of trading activity by option premium turnover in equity option segment

For December 2023, the share of investors transaction up to ₹ 1 lakh a month contributed only 0.17% to overall turnover for the month. But in terms of overall unique investors, investors transacting up to ₹ 1 lakh a month represented around 44.03% of the total unique investors in December 2023.

Net Option Premium Turnover in equity option market (₹ Billion)						Number of unique investors (Million)			
Turnover range	**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**		**Sept'23**	**Oct'23**	**Nov'23**	**Dec'23**
<Rs 10,000	1.10	1.20	1.18	1.27		0.67	0.71	0.74	0.78
Rs 10,000-Rs 1 lakh	21.10	20.70	20.74	22.31		0.98	0.97	0.98	1.05
Rs 1 lakh - Rs 10 lakh	247.70	234.50	227.26	260.44		1.30	1.24	1.20	1.35
Rs 10 lakh - Rs 1 cr	1,115.70	1,034.10	997.06	1,267.68		0.71	0.66	0.64	0.80
Rs 1 cr – 10 cr	1,881.10	1,692.90	1,565.00	2,193.18		0.15	0.13	0.12	0.17
>Rs 10 cr	8,838.70	7,657.30	6,970.77	10,423.53		0.01	0.01	0.01	0.01
Total	**12,105.40**	**10,640.70**	**9,782.02**	**14,168.41**		**3.82**	**3.72**	**3.69**	**4.17**

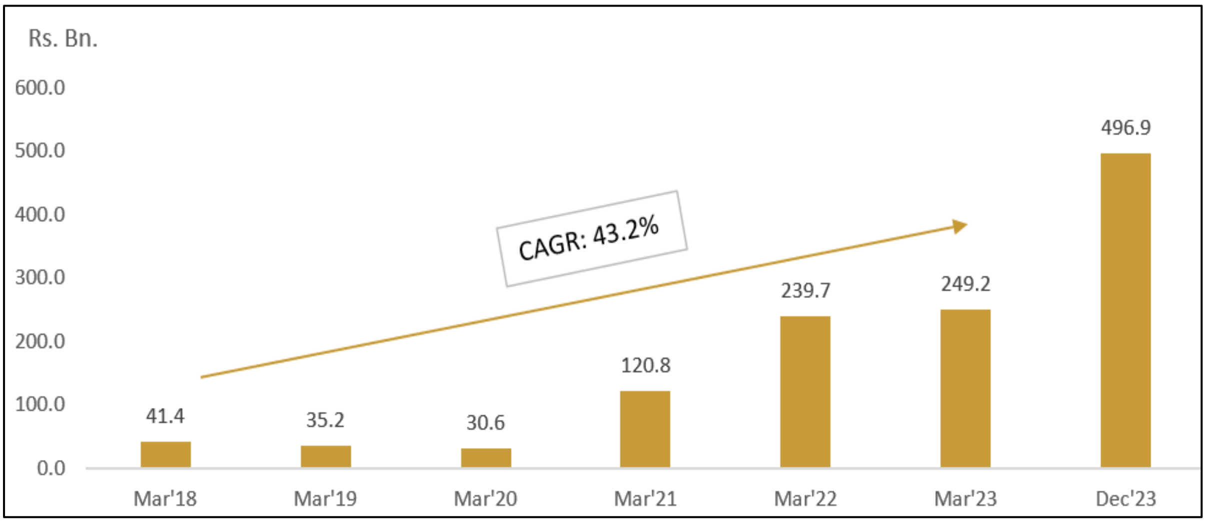
Source: NSE Market Pulse, CRISIL MI&A

Distribution of turnover by range in equity options market for all investors						Distribution of Turnover by range in equity option for unique investors			
Turnover range	Sept'23	Oct'23	Nov'23	Dec'23		Sept '23	Oct'23	Nov '23	Dec'23
<Rs 10,000	0.01%	0.01%	0.01%	0.01%		17.47%	19.06 %	19.98 %	18.78 %
Rs 10,000-Rs 1 lakh	0.17%	0.19%	0.21%	0.16%		25.76%	26.06 %	26.51 %	25.25 %
Rs 1 lakh - Rs 10 lakh	2.05%	2.20%	2.32%	1.84%		34.08%	33.33 %	32.62 %	32.46 %
Rs 10 lakh - Rs 1 cr	9.22%	9.72%	10.19%	8.95%		18.60%	17.75 %	17.32 %	19.15 %
Rs 1 cr – 10 cr	15.54%	15.91%	16.00%	15.48%		3.84%	3.58%	3.36%	4.08%
>Rs 10 cr	73.01%	71.96%	71.26%	73.57%		0.25%	0.23%	0.21%	0.28%

Source: NSE Market Pulse, CRISIL MI&A

Margin Trading Facility net outstanding has increased manifold in the last five years

Net outstanding of the margin trading facility for the cash market has increased nearly 6 times between March 2018 to March 2023 from ₹ 41.4 billion to ₹ 249.2 billion respectively with a CAGR of 43.2%. As of December 2023, the net outstanding for the margin trading stood at ₹ 496.9 billion.



Note: Data is as on last trading day of the respective financial year. Data is basis the cash market trading disclosures Source: NSE, SEBI, CRISIL MI&A

Changing trends in the broking industry

Discount brokers disrupted the traditional business model

Before mid-2010s, the foray of discount brokers into capital markets was limited with players enjoying insignificant market share. Therefore, lower competition meant higher brokerages and hence healthy broking income especially from the cash market. However, the business witnessed substantial disruption post mid 2010s with technology and digital penetration enabling new leaner business models with lower customer acquisition and infrastructure costs. The same was adopted swiftly by Discount Brokers in the industry. Further, this also enabled the Discount Brokers to offer more efficient brokerage price as compared to Traditional Brokers.

Post mid-2010s, the broking yields for most traditional brokers (or full-service brokers) were under severe pressure due to increasing penetration of Discount Brokers. The average revenue per Active Client for banca-led Traditional Brokers remained stagnant at US$150 during Fiscal 2017 to Fiscal 2020 despite the 54.27% CAGR and 54.14% CAGR in contracts traded and Market Turnover respectively in Equity Derivatives segment. Post the COVID-19 Pandemic, the industry saw a staggering growth of 77.02% (not annualized) during April 2020 to April 2021, with Discount Brokers constituting around 77.72% market share among the new NSE active clients added during the period.

The Average Revenue per Active Client has further dropped for the industry as Traditional Brokers introduced new plans with further drop in pricing in-order to compete with the Discount Brokers. The flat pricing per order followed by majority of Discount Brokers in F&O segment has led to some Traditional Brokers offering similar pricing in-order to attract clients. The 'zero brokerage' on delivery in cash segment which was first restricted only to discount brokers has also been adopted by some of the Traditional Brokers.

However, brokerage is not the only differentiating factor for the participants. Trading platforms and its features, user experience provided by Mobile App, ease of use, among others, are critical differentiating factors among players when the participants decide their brokers.

Brokers providing superior tech platforms and other value-added services likely to gain market share

Though the penetration of Indian capital markets remains low, the awareness of the existing retail participants about capital markets has witnessed a substantial rise over the last few years. The increase in the market share of discount brokers which have strong tech capabilities but do not provide any Relationship Manager or Investment Advisor illustrates the same. These retail participants are increasingly looking at the tech capabilities of the brokers and the services they provide in order to aid their investment returns. CRISIL believes that going forward as well the brokers which are able to provide superior tech platforms and services such as enhanced graphic user interfaces with modern charting techniques, strategy building tools to trade in F&O segment will gain market share. Further, in the high turnover or professional trading segment, the brokers which can provide API integration of third-party products with their in-house trading platforms and can support algo-based trading will see an increase in market share.

The player will have to comply with growing risk management requirements which are likely to be brought forth by SEBI on account of exponential growth in the derivatives segment. Regulatory risk is the most prominent in the broking industry. Risk management systems ("**RMS**") employed at the broking platform will need to ensure, safeguarding of investors and constant upgradation in view of regulations by SEBI, exchanges, and market movement. RMS is important for the protection of company capital and interest. RMS should be fully effective in identifying or mitigating compliance and risk exposure in all market environments or against all types of risk. The system includes aspects related to margin rules, exposure limits, payment collection, trade settlement, delivery stocks to concerned parties, KYC requirements, audit processes, among others. These systems and services will require the players to make significant investments to build tech infrastructure.

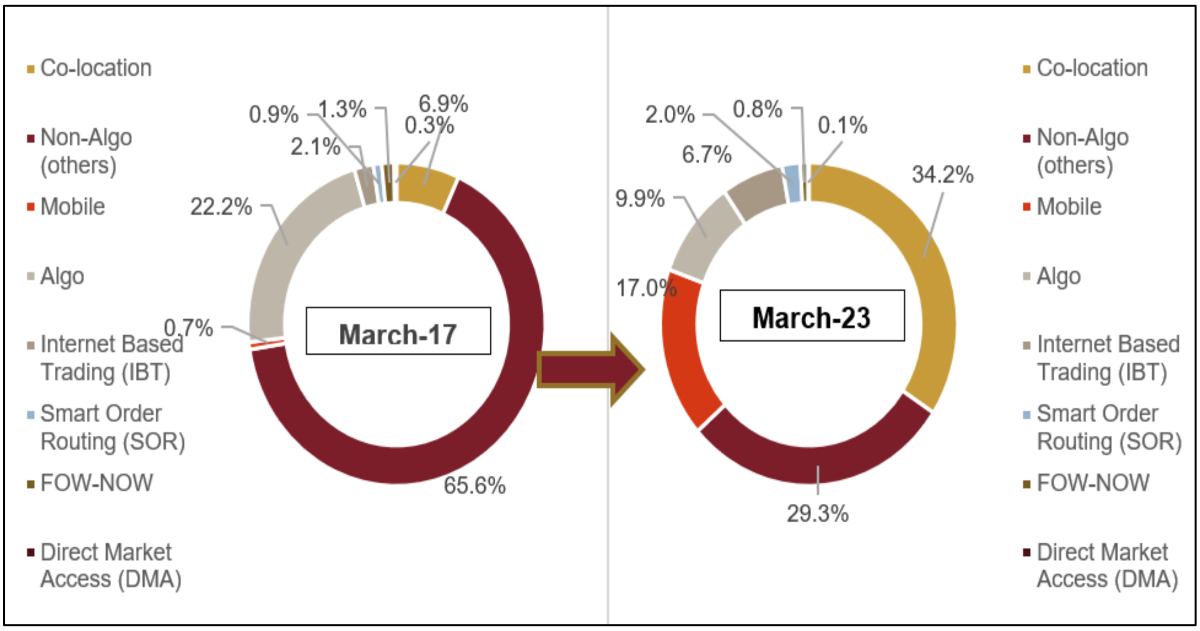
For Investors with a focus across equity, debt and mutual fund products with long term Investment, brokers will have to provide single window for Equity, Mutual Fund Investment, Investment in Bonds, NCDs, G-Secs, Corporate FDs, among others. Though many Traditional Brokers already provide the same, the brokerage and distribution costs might continue to see disruption with some Discount Brokers such as Zerodha, Groww, Angel One and Paytm Money, to name a few, providing platform to invest into Direct Mutual Funds (no commission charged). Further, integration with thematic Investment Products can also be a key differentiator as the product gains more prominence among Investors. The Broking Yields of traditional brokers for this segment is likely to continue to remain under pressure with Discount Brokers also expanding their services across products in the space. Over the long run, this segment may become critical to the Discount brokers as an AUM play with the opportunity to cross-sell other financial products and also extend financing through products such as Margin Trading Funding (MTF), among others. Pressure on broking yields and cost increase due to higher compliance will compel the players to adopt a low-cost sustainable model. The model will have to maintain a balance with marketing activities given the high degree of competition in the industry. Marketing spends will be crucial cost head to tackle, especially for discount brokers who have a higher visibility of their marketing campaigns.

More Diverse Set of Investors/Traders have emerged in the Capital Markets

The internet penetration and new trading platforms launched by brokers ensured that trading in equity derivatives is not restricted only to professional traders. Further the rising awareness among retail participants, the share of retail participants has seen a substantial uptick over last five years. The retail participants prefer a trading platform with in-built tools, and which is easy to understand and operate. Therefore, providing a user-friendly UI interface on desktop as well as mobile trading app is very critical to serve this segment of market participants. The share of internet and mobile-based trading increased substantially from 2.8% in March 2017 to 23.7% in March 2023. The share of Mobile Trading has witnessed a dramatic rise from merely 0.7% in March 2017 to 17.0% in March 2023. The trend is expected to further continue with rising smartphone penetration.

On the other hand, professional traders are also adopting algorithmic-based platforms. Though the segment is relatively new to the Indian capital markets, its adoption is significantly higher in the advanced markets such as US. This segment of traders would want to align with brokers providing advanced trading platforms, which can be integrated with their software. The key to serve this set of consumers would be the ability of brokers to provide the ideal tech ecosystem rather than the pricing or UI interface.

Trend in mode of trading as per BSE trading members



Source: BSE, CRISIL MI&A

Rising importance of technology in trading

The financial services industry in India is a promising case of digitisation. Prominent stakeholders like brokers, asset management companies ("**AMCs**"), investors and financial advisors play an important role in the efficient functioning of financial services business. With improving economic growth and changing demographic profile, consumer aspirations in India have taken wings in recent years. For instance, where a couple of decades ago only select consumers with high incomes would look for experiences such as holidaying abroad or going on a cruise, today many, especially of the younger generation, are increasingly spending on such experiences as well as on lifestyle products.

Given the trend, there is double the need for consumers to secure their financial future through appropriate goal-based investing, and in the right financial products. In the context, financial planning services – including those offered by traditional service providers as well as new-age fintech firms – attain unprecedented significance. Historically, financial planning services provided by banks and other money managers have only catered to individuals having assets over a pre-defined level, leaving a majority of the population outside the scope of such services.

In fact, technological progress in capital markets is offering opportunities to boost flexibility, scale efficiencies and reduce complexity in how the markets operate. There are various brokerage firms and AMCs that are providing their clients high-speed and big data processing power by combining machine learning technology. They allow investors to identify and implement complex trading patterns on a massive scale across multiple markets - in real-time. Some firms even offer API and software development for business or individual investors to implement their own trading setup. With the help of these APIs investors develop Algorithms which use programmatic rules to analyze various factors at fast speed, ultimately giving investors the power to execute orders much quicker and with less bias than human intervention. Further, various fintech players and personal finance applications have fundamentally changed the way investors track their investments and personal finances. Investors can now manage their budget, organize and benchmark their investments through these simple and user-friendly applications.

Way forward

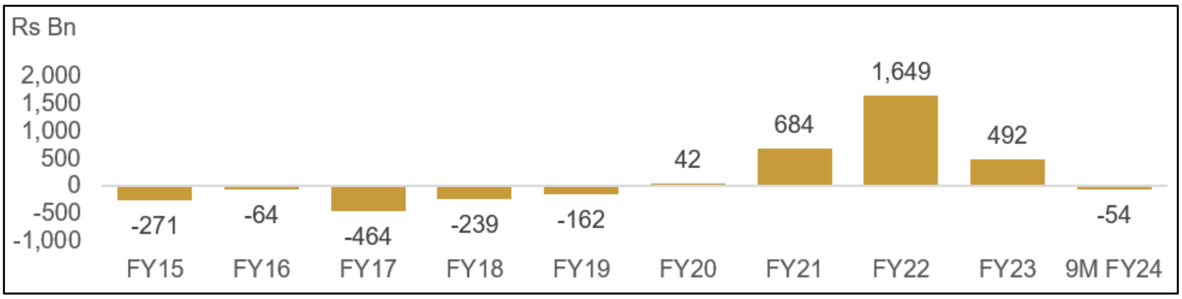
Immense market opportunity: Firms in the financial planning and advisory space in India have just tapped the tip of the iceberg. Integration of advanced technologies like AI and ML with the existing architecture for investing and wealth management can help them offer solutions to clients with smaller assets under management. Offline brokerages and players from other segments such as e-commerce and payments are also exploring digital personal finance management, which can help expand the addressable market.

Hybrid approach rather than pure online is more likely to work: While there are firms that offer the entire gamut of services online, CRISIL foresees the market gravitating towards a hybrid approach – a combination of automated process and on-demand support.

AI and big data capabilities to be key differentiators: Increased usage of artificial intelligence and big data will help improve the efficacy of the decision-making process. The ability to analyse customer data and offer the most appropriate solutions will become one of the key parameters for differentiation across players in future.

Annual trend of net inflows of individual investors in NSE's CM segment

The individual investor's direct participation and investment in the Indian stock markets substantially increased over the two years of Fiscal 2021 and Fiscal 2022 fueled by post pandemic liquidity with net investment of ₹ 684 billion and ₹ 1,649 billion respectively. Fiscals 2023 and 2024 saw some moderation in net flow trend by individual investors with net investment of ₹ 492 billion and net outflow of ₹ 54 billion respectively.



Note: Retail investors include individual domestic investors, NRIs, sole proprietorship firms and HUFs
Source: NSE Market Pulse, CRISIL MI&A

Growth drivers in the broking industry

Demographics profile to aid folio growth in capital markets

As of calendar year 2022, India has one of the largest young populations in the world, with a median age of 28 years. Of India's population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade. CRISIL MI&A estimates that approximately 90% of Indians are still below the age of 60 in calendar year 2021 and that 63% of them are between 15 and 59 years. In comparison, in calendar year 2020, the United States, China and Brazil had 77%, 83% and 86%, respectively, of their population below the age of 60.

Further with regards to long-term investment products, the increase in life expectancy and aspirations of the working population (for example, need to build a strong corpus before retirement) is also increasing, leading to more focus on equity investments in capital markets.

Riding the digital wave – growth of new age fin-tech brokers or discount brokers and increasing mobile penetration to drive retail participation

The emergence of new age fin-tech brokers or discount brokers started gaining prominence from mid 2010s onwards as rising internet and smartphone penetration acted as a tailwind for the segment. These players have revolutionized the industry with their low-cost digital business model. New age fin-tech brokers or discount brokers due to their low cost of operations have been able to transfer this benefit to their clients by significantly bringing down the cost of investing for them with minimal brokerage fees. Supported by the India's robust digital public infrastructure, cost of onboarding has gone down for the New age fintechs and discount brokers in addition to enabling them to build and scale their operation at a large scale. The mobile and internet-based trading has also witnessed a surge during the period and accordingly, many retail participants chose new age fin-tech brokers or discount brokers over traditional brokers. This was because zero brokerage on equity delivery was a new offering in the industry started by the new age fin-tech brokers or discount brokers. Therefore, rising financial literacy of India's young population (expecting to form a majority of the incremental clients for the brokers), coupled with their technological proficiency, almost zero brokerage feature and comfort of transacting through digital platforms is expected to further supplement the strong impact that technology has on the retail investors thereby enabling them to increase participation in the markets.

Preference for do-it yourself ("DIY") models and higher risk-taking ability of Millennials aiding growth especially for Low-Cost Digital Only Discount Brokers

Technology savvy millennials prefer do-it-yourself models where the broker provides minimal services on Research and Advisory side but provide robust technology platform to execute trades. Further, the young population are not only restricted to the cash segment but also trade in the equity derivatives segment. The ease of execution of trades across segments using mobile apps, coupled with rising income levels of individuals and lower option premium per contract has further pushed the growth in the equity derivatives turnover, led by options segment, for Discount Brokers.

Also, the digital model, where right from account opening to delivery is taken care of digitally, is leading to lower on-boarding costs for Digital Brokers as well. Further, the change in business models from banca-based/branch-based distribution to digital channel has provided level playing field for traditional as well as new age Discount brokers in terms of customer reach, with platform and brokerage being key differentiators.

Demand for wealth advisers is experiencing surge as wealth of the customers rise

As the wealth of customers and per capita income continues to rise, the demand for wealth advisers is experiencing a significant surge. This trend emphasizes the growing complexity of financial portfolios and the increasing need for personalized wealth management services. With higher net worth comes a greater array of investment opportunities, tax considerations, and estate planning intricacies, necessitating expert guidance to navigate effectively.

Wealth advisers play a pivotal role in assisting clients in optimizing their financial resources, mitigating risks, and achieving their long-term objectives. This rising demand highlights the importance of a skilled and knowledgeable advisory workforce capable of delivering tailored solutions to meet the evolving needs of affluent individuals and families.

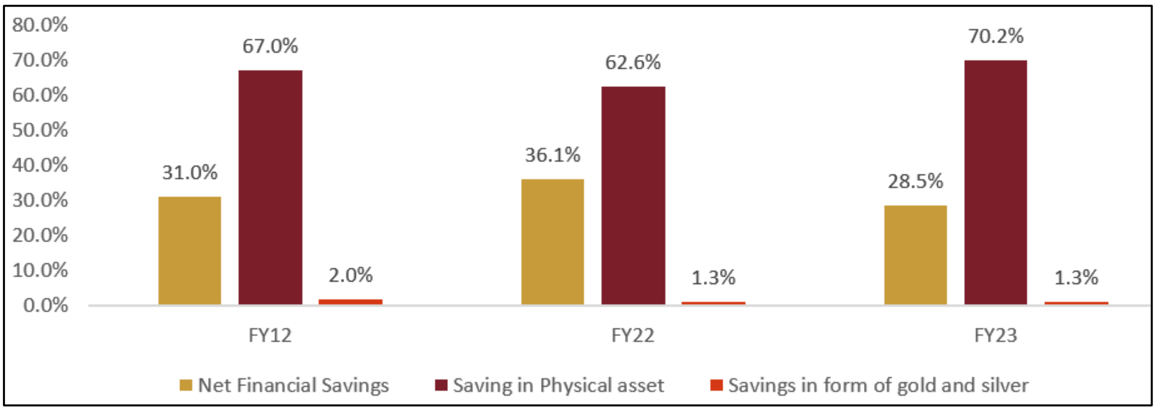
Increasing awareness about capital markets and growing market penetration among the population to aid Industry Growth

Indian capital market's penetration is low at approximately 9.83% with 139.30 demat accounts as of December 2023. The total demat accounts increased from 21.84 million in March 2014 to 114.46 million in March 2023 growing at 20.21% CAGR during the period. The demat growth suggests the increasing awareness and willingness of the people to participate in capital markets for either trading or with long-term outlook. The young population of India is keen to learn the art of investing and trading in the capital markets and has access to digital content for the same. This rising awareness and ease of doing things is encouraging more individuals to participate in the capital markets. CRISIL MI&A expects this trend is likely to continue, as more individuals open demat accounts and thus expand their financial savings.

Capital markets to remain an attractive part of financial savings

Between Fiscal 2012 and Fiscal 2023, the net financial savings increased at a CAGR of approximately 7.5%. Household savings in physical assets declined from 67.0% in Fiscal 2012 to 62.6% in Fiscal 2022. During the same period, net financial savings grew from 31.0% to 36.1%. Due to an increase in financial literacy and awareness, the relative outperformance of financial assets over recent years and the Indian government's efforts to fight the shadow economy, CRISIL MI&A expects the share of financial assets as a proportion of net household savings to increase over the next five years. The rise in financial assets is expected to further boost the broking industry.

Share of net financial savings increased from 31% in Fiscal 2012 to 36% in Fiscal 2022



Note: The data is for financial year ending March, Net Financial savings is difference between gross financial saving and financial liabilities; Source: RBI, MOSPI, CRISIL MI&A

Rising demand for corporate debt and equity issuance

Capital markets have over the years played a pivotal role in development of the Indian economy. As India is surging ahead to become an economic powerhouse, the Indian capital market is expected to play a greater role and remain in forefront in the days ahead. One of the crucial elements of Indian capital markets is the corporate bond market. Persistent effort by the Government and SEBI in the last few years enabled a nascent corporate bond market to move in the direction of maturity. Additionally, many companies have equity issuances through IPOs over the last two years, as they raise capital to finance their growth opportunities. As the economy grows and businesses gain scale, more companies are expected to explore raising equity from capital markets.

On the demand side, retail participation, index linked funds, and mechanisms to improve liquidity will be enablers. Besides this, attracting foreign capital is crucial to bridging the emerging supply-demand gap, especially given the crowding-out by gilts stemming from the huge borrowing programme of the government.

CRISIL MI&A believes that the following measures will enable the Indian debt capital market to play an important role:

- Implementing the draft Reserve Bank of India (Credit Derivatives) Directions, 2021, to facilitate the development of the credit default swaps ("**CDS**") market. This will allow banks, NBFCs, insurers, pension funds, mutual funds, alternate investment funds and foreign portfolio investors to write CDS;
- Enhancing retail participation via tax sops to investments in debt mutual funds – similar to equity-linked savings schemes – and ensure parity in capital gains tax between equity and debt products;
- Improving liquidity in the market by fast-tracking the setting up of the institution to provide secondary market liquidity to corporate bonds, develop the Limited Purpose Clearance Corporation for corporate bond repos, and allow corporate bonds as collateral under the Reserve Bank of India's liquidity adjustment facility window;
- Attracting both domestic and foreign capital through exchange traded funds and other index-linked bond funds, which offer lower costs, more transparency, better liquidity and potential to build diversified portfolios; and
- ESG profiling of Indian corporates to attract foreign capital into the Indian debt capital markets.

Increasing Smartphone Penetration in the country will drive growth in mobile trading

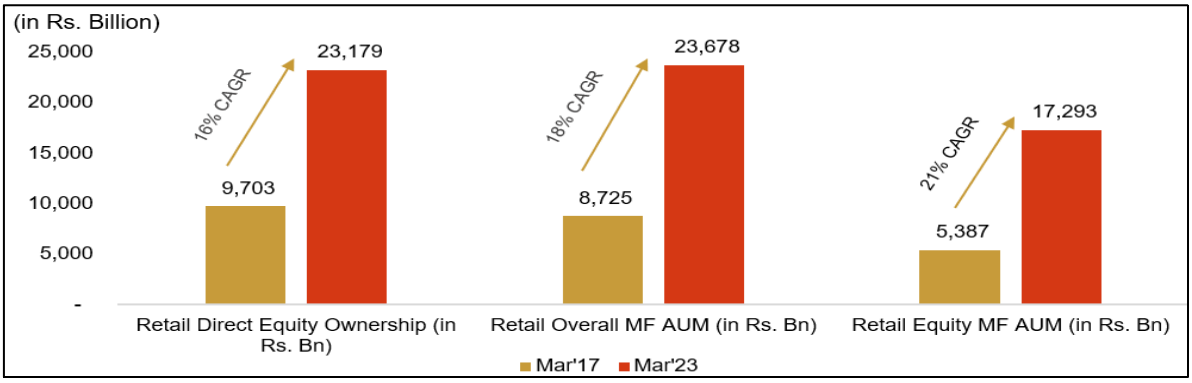
The rise in smartphone penetration will continue to aid growth of mobile trading among the retail participants. The rise in mobile trading will especially benefit the brokers which continuously invest in technology and platforms and thus will be able to provide a superior trading and investing experience as compared to its peers.

Increasing Share of Non-Institutional and Retail Investors to drive growth for the industry

Individual investors (i.e., excluding promoters and institutions) ownership in NSE listed companies has increased steadily over the years, reflecting growing confidence in Indian equity markets. In terms of market capitalisation, the value of individual investors' direct equity ownership in NSE listed companies has grown at a CAGR of approximately 16% between March 2017 and March 2023. From March 2017 to March 2023, overall retail mutual fund AUM and retail equity mutual fund AUM has increased at a CAGR of 18% and 21% respectively.

Going forward, CRISIL MI&A expects a significant potential for direct equity investments as the total addressable market including mutual fund folios has seen significant growth in recent times. Moreover, with the increase in financial literacy of investors, direct equity ownership is expected to see an increase in the future.

Retail participation has increased in direct equity and MFs



Note: Retail direct equity ownership is computed basis market capitalisation of NSE companies and overall shareholding patterns; Source: NSE Market Pulse, AMFI, India Ownership Tracker (NSE), CRISIL MI&A

Rising share of Individual Investors in India's Free Float Holding

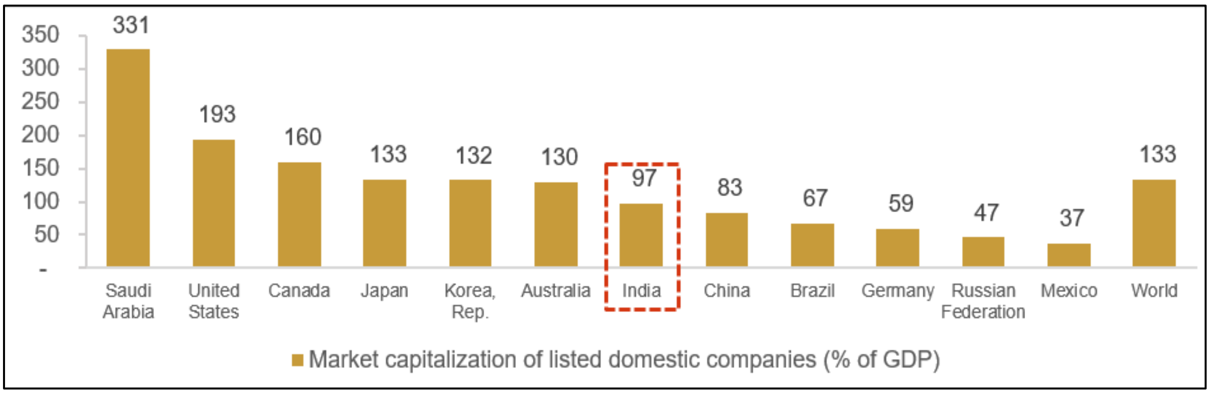
	Passive DMFs	Active DMFs	Domestic MFs	Banks, FIs and Insurance	FIIs	Non-promoter corporate	Individual Investor	Others*
Mar-19			14.2%	10.9%	41.5%	9.8%	17.0%	6.6%
Jun-19			14.5%	10.9%	42.2%	9.4%	16.7%	6.3%
Sep-19			15.4%	11.0%	43.4%	7.2%	16.9%	6.1%
Dec-19			15.5%	10.8%	44.2%	6.9%	16.7%	5.9%
Mar-20			16.1%	11.2%	42.4%	6.7%	17.2%	6.4%
Jun-20			15.8%	11.2%	41.0%	6.4%	17.6%	8.0%
Sep-20			15.5%	10.5%	41.7%	5.6%	18.3%	8.4%
Dec-20	2.5%	12.2%		10.1%	43.3%	5.9%	17.9%	8.1%
Mar-21	2.5%	12.0%		10.2%	42.9%	6.3%	18.0%	8.1%
Jun-21	2.5%	12.1%		10.0%	41.9%	6.4%	18.9%	8.2%
Sep-21	2.6%	12.2%		9.0%	41.6%	6.9%	18.9%	8.9%
Dec-21	2.7%	12.4%		8.8%	39.9%	7.6%	19.6%	9.1%
Mar-22	2.9%	12.7%		9.1%	39.1%	7.3%	19.7%	9.3%
Jun-22	3.1%	13.3%		9.6%	38.1%	7.6%	19.7%	8.7%
Sep-22	3.2%	13.2%		11.9%	38.5%	5.7%	19.1%	8.4%
Dec-22	3.4%	13.3%		12.0%	38.8%	3.7%	18.9%	10.0%
Mar-23	3.5%	14.0%		12.1%	38.1%	3.5%	18.7%	10.2%
Jun-23	3.5%	13.8%		11.7%	38.1%	3.8%	18.8%	10.3%
Sep-23	3.4%	14.2%		11.5%	37.1%	4.0%	19.5%	10.2%

*Note: *Others include other institutional non-promoters, other non-institutional non-promoters, and government non-promoters; Source: NSE Market Pulse*

Moderate penetration of equity leaves further scope for growth

The global market capitalization to GDP ratio continued to improve in 2020 to reach 133% from the lows of 56% in 2008. This was aided by a recovery in global macros and the Fiscal and monetary stimulus provided by various governments. India, which was relatively insulated from global shocks, saw the ratio improve from 54% in 2008 to 97% in 2020 (as per the World Bank). The ratio was impacted by the COVID-19 pandemic-triggered uncertainty in the markets however, with GDP growth gradually picking up, increasing formalisation of the economy and more entities from newer segments getting listed (insurance companies, e-commerce service providers, for example), India's market capitalisation to GDP ratio is likely to increase further in the next few Fiscals.

Market Capitalization as percentage of GDP (2020)



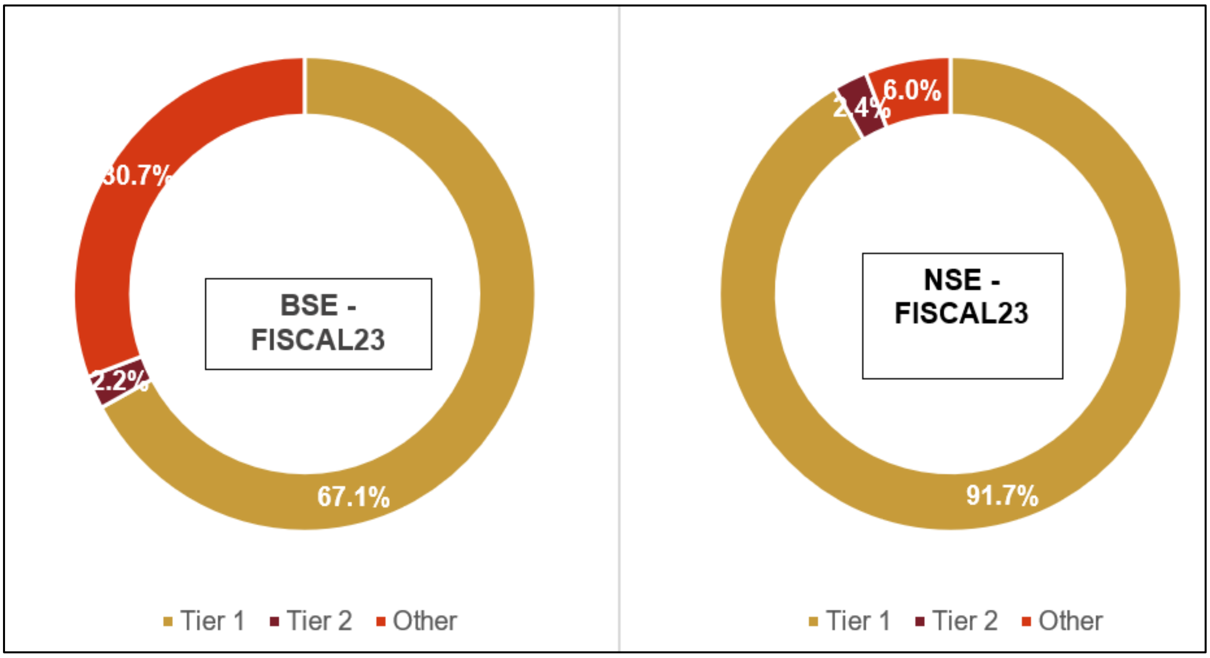
Source: The World Bank, CRISIL MI&A

Low penetration of Tier 2 and other cities to add to scope of growth of the financial markets

In terms of the distribution of turnover across BSE and NSE cash segment, in Fiscal 2023, Tier 1 cities account for 67.1% and 91.7% share respectively. The Tier 2 cities hold a negligible share compared to the Tier 1 cities, highlighting the huge under penetration in these pockets. This provides huge growth opportunity, as brokers remain steadfast and focused on expanding and deepening access of financial markets in these regions. A similar trend was observed for the nine months of Fiscal 2024, as Tier 1 cities account for 64.8% and 89.5% share respectively.

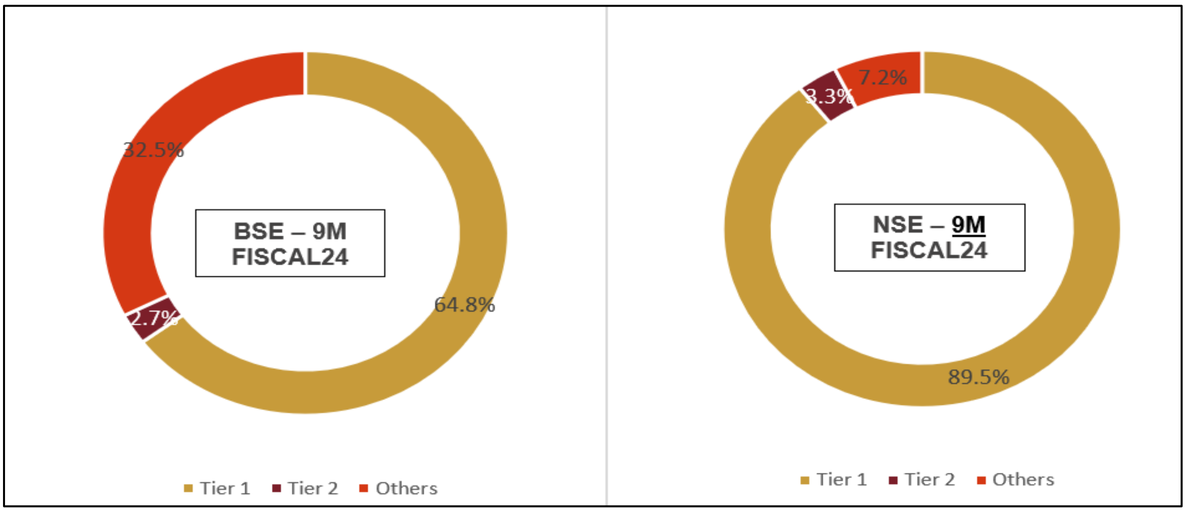
Tier 1 cities include Ahmedabad, Bengaluru, New Delhi, Mumbai, Chennai, Hyderabad, Kolkata, and Pune. Tier 2 cities include Vadodara, Bhubaneswar, Ernakulum, Coimbatore, Guwahati, Indore, Jaipur, Kanpur, Ludhiana, Mangalore, Patna and Rajkot.

City-wise Distribution of Turnover on Cash Segments of BSE and NSE for Fiscal 2023



Source: SEBI, CRISIL MI&A

City-wise Distribution of Turnover on Cash Segments of BSE and NSE as of the nine months of Fiscal 2024

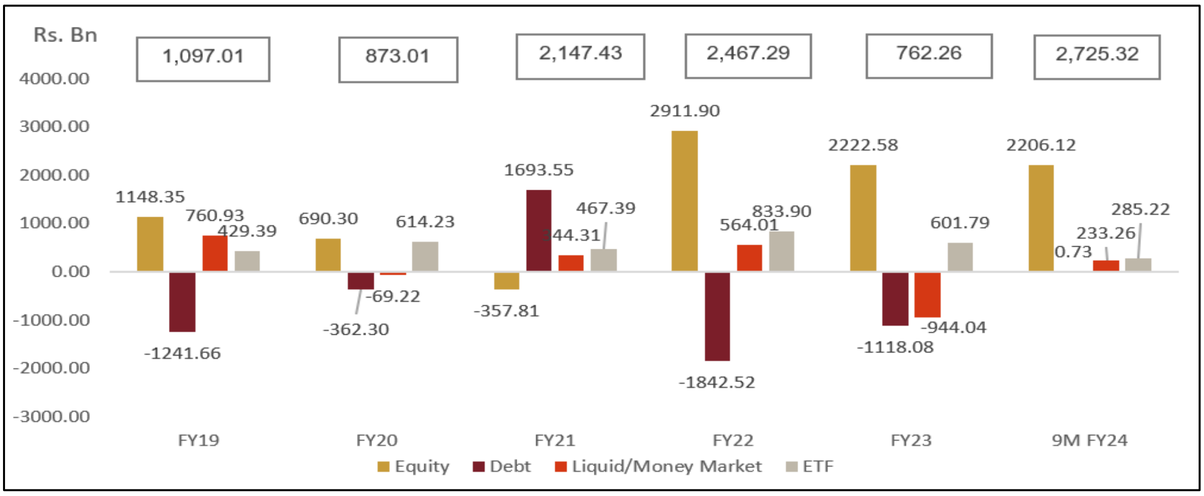


Source: SEBI, CRISIL MI&A

Net inflow of mutual funds rose at a CAGR 31% from Fiscal 2019 to 2022; after decline in Fiscal 2023, Net inflow of mutual funds witnessed a sharp rise as of the nine months of Fiscal 2024

In Fiscal 2021, led by the resurgence of investor interest despite the COVID-19 pandemic, aggregate inflows totaled ₹ 2.14 trillion. Inflows continued to remain strong in Fiscal 2022, with ₹ 2.47 trillion flowing in, mainly through equity funds. However, debt mutual funds witnessed heavy outflows of up to ₹ 1.84 trillion in Fiscal 2022 due to lower returns and rising interest in equity market, which showed strong growth. The trend continued in Fiscal 2023, where debt mutual funds and liquid funds witnessed outflows of ₹ 1.12 trillion and ₹ 0.94 trillion, respectively, as they offered muted returns to investors owing to tightening of monetary conditions both globally and in India, due to rising inflation. Moreover, with RBI increasing interest rates in Fiscal 2023, bank fixed deposits became more attractive and acted as a roadblock in bringing new investors to mutual funds. On the other hand, in Fiscal 2023, equity mutual funds witnessed the second highest inflows in the last five Fiscals, marginally lower than Fiscal 2022, which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Moreover, existing investors continued to invest in mutual funds through SIPs. Retail participation increased, with monthly inflows into mutual funds through the SIP route increasing from approximately ₹ 118.63 billion in April 2022 to approximately ₹ 142.76 billion in March 2023. During the same time, the number of SIP accounts increased from 53.90 million in April 2022 to 63.60 million in March 2023. As of the nine months of Fiscal 2024, total number of outstanding SIP accounts stood at 76.37 million and monthly inflows into mutual funds through the SIP route increased to ₹ 176.10 billion. During the first nine months of the Fiscal year 2024, aggregate inflow totaled ₹ 2.73 trillion.

Resurgence of investor interest led to high inflows in mutual funds in Fiscal 2022 and nine months of Fiscal 2024



Notes: (1) As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, and money market funds, (2) Figures in the box represent net inflow for the period; Source: AMFI, CRISIL MI&A

Regulations and initiatives by SEBI and Exchanges to aid the penetration and growth in capital markets

SEBI has over the past systematically looked to make the Indian capital market a more safe and secured industry for investor. The regulator has over time introduced many newer regulations and evolved the existing ones. The industry experienced continuous growth in demat accounts, rising number of cash trades and equity derivatives contracts and robust turnover across segments.

Application Supported by Blocked Amount (ASBA):

ASBA is a mechanism used for applying to initial public offerings ("**IPOs**") or follow-on public offerings ("**FPOs**"). Under this mechanism, investors' application money stays in their bank accounts but is temporarily blocked or reserved until the shares are allotted. Once the shares are allotted, the blocked amount is debited from the investor's account, and the remaining amount is unblocked or released. Investors may submit their ASBA applications to these SCSB (Self Certified Syndicate Banks). This mechanism creates a direct channel for flow of funds between the clearing corporation and the investor. The mechanism ensures reduction in any fraud in handling of investor money by brokers. The investor keeps earning interest on the blocked amount.

Block mechanism facility

The block mechanism facility is similar to ASBA employed in IPO process. The block mechanism involves blocking of shares in the investors' demat whenever he/she want to make a sale. The shares will be blocked in favour of the clearing corporation. In the event, the sale transaction does not take place, the shares will remain blocked until the end of the trade day. Blocking of shares is done by the investor himself using the depository's online system or eDIS mandate or through depository participant based on physical DIS given by client or via a PoA. Depositories may block the shares in an investor's demat in case of intra or inter depository transfer. However, the securities are transferred after checking against the investor's delivery obligations to clearing corporations. SEBI has also announced a framework for trading supported by blocked amount to prevent misuse of client funds (ASBA-like for secondary market: to be effected by January 01, 2024).

Shorter settlement cycle

The markets were functioning on a T+2 settlement cycle for the longest time. In January 2023, T+1 settlement cycle was brough into effect by SEBI. This meant that the trade settlement will be done within a day or 24 hours. The move was made in view of operational efficiency, faster fund remittances, quicker share delivery, and ease of the market participants. India became the second country to adopt the T+1 cycle after China. Further, in this development, SEBI announced in July 2023 that they are working on implementing one-hour settlement of trades and they aim to launch it by March 2024. SEBI has also announced that post the 1-hour trade settlement, they will launch instantaneous trade settlement by end of 2024.

Designation of Qualified Stockbrokers for efficient functioning of markets and protection investor interest

With effect from July 1, 2023, BSE and NSE designated 15 entities as Qualified Stockbrokers ("**QSBs**"). These include, Zerodha Broking, Angle One, Nextbillion Wealth and Investment (Groww), RKSV Securities India (Upstox), 5Paisa Capital, HDFC Securities, IIFL Securities, ICICI Securities, Motilal Financial Services, Kotak Securities, Sharekhan, Anand Rathi Share & Stockbrokers, Global Capital Market, Jainam Broking and Nuvama Wealth and Investment Limited. QSBs are identified based on total active clients, total assets of investors, trading volume, and end of day margin obligations.

The move came into being as SEBI observed that there was concentration position held by few brokers. Hence, as part of being a QSB (position will be reviewed annually), the entity will be subject to enhanced obligations and perform responsibly that ensures proper governance structure, risk management policy and process, adequate technical capabilities and infrastructure, robust cyber security, redressal mechanism, among others. This designation will enhance the protection of investors against possible malpractices and maintain the integrity of the market function.

SGX Nifty shifts to GIFT city; GIFT city on the path to become a global hub

The SGX Nifty was shifted to the GIFT city, Gandhinagar in mid-2023. NSE IFSC – SGX Connect was launched in July 2022 which marked the beginning of a transition of liquidity riding on SGX Nifty to NSE IFSC. Starting from July 2023, the SGX Nifty Index was structured from NSE IFSC in Gift City, Gujarat, and was known as the GIFT NIFTY Index, widening the liquidity pool for Nifty products there. This means, that the derivative contracts worth $7.5 billion which were earlier traded from Singapore will shift to India. GIFT Nifty includes, GIFT Nifty 50, GIFT Nifty Bank, GIFT Nifty Financial Services and GIFT Nifty IT derivative contracts. The advantage of GIFT city is that all grades are dollar denominated and hence the foreign investors do not need to incur additional cost related to currency conversion and hedging. Thus, IFSC is a separate jurisdiction from the rest of India providing financial services in foreign currency.

GIFT Nifty will be the early indicator for the Indian markets. There are many initiatives underway with respect to GIFT International Exchange that will help Indian markets extend their reach among global investors through direct engagement. It's expected that Indian entities will soon be allowed to directly list on NSE IFSC. This would help Indian companies access capital from global investors. This brings GIFT city a step closer to the becoming a global competitor to other financial hubs such as Dubai, Mauritius, Singapore etc.

Peer benchmarking

In this section, CRISIL MI&A has compared the financial and operating performances of brokerage firms. The data has been obtained from publicly available sources, including annual reports and investor presentations of listed players, rating rationales, and/or company websites, and other relevant documents published by the company.

Note: The peer set considered is indicative and not an exhaustive list of players present in the capital markets, stock broking firms. The following nomenclature has been used in the further section of the report as a legal entity name: representative company name:

- Angel One Ltd: Angel Broking
- Axis Securities Ltd: Axis Securities
- Nuvama Wealth and Investment Ltd: Nuvama
- HDFC Securities Ltd: HDFC Securities
- ICICI Securities Ltd: ICICI Securities
- Kotak Securities Ltd: Kotak Securities
- Motilal Oswal Financial Services Ltd : Motilal Oswal Financial Services
- SBICAP Securities Ltd: SBICAP Securities
- Rksv Securities India Pvt. Ltd.: Upstox
- Zerodha Broking Limited: Zerodha Broking

Angel One had the second highest market share as of March 2023 and the second-highest year-on-year growth in NSE active clients in December 2023 among its peers

Among the peers compared, Angel One has shown consistent growth over the years, with its market share increasing from 10.15% as of March 2022 to 14.75% as of December 2023, accompanied by a substantial 25.78% year-over-year growth in December 2023, which is the second highest growth rate after SBICAP Securities which grew by 31.56% during the same period.

Active clients on NSE for peers

	Mar 2022 ('000)	Mar 2023 ('000)	Dec 2023 ('000)	Share as on Mar 2022	Share as on Mar 2023	Share as on Dec 2023	Y-O-Y Growth (Mar 2023)	Y-O-Y Growth (Dec 2023)	Ranking
Angel One	3,658	4,282	5,339	10.15%	13.11%	14.75%	17.07%	25.78%	2
Axis Securities	422	334	332	1.17%	1.02%	0.92%	-21.01%	-14.64%	9
HDFC Securities	1,141	1,064	1,036	3.17%	3.26%	2.86%	-6.78%	-8.02%	6

	Mar 2022 ('000)	Mar 2023 ('000)	Dec 2023 ('000)	Share as on Mar 2022	Share as on Mar 2023	Share as on Dec 2023	Y-O-Y Growth (Mar 2023)	Y-O-Y Growth (Dec 2023)	Ranking
ICICI Securities	3,031	2,333	1,868	8.41%	7.14%	5.16%	-23.03%	-30.46%	4
Kotak Securities	1,256	924	1,087	3.49%	2.83%	3.00%	-26.45%	2.82%	5
Motilal Oswal	897	805	822	2.49%	2.47%	2.27%	-10.23%	-8.65%	7
Nuvama	193	208	172	0.54%	0.64%	0.48%	7.80%	-21.40%	10
SBICAP Securities	635	516	792	1.76%	1.58%	2.19%	-18.78%	31.56%	8
Upstox	5216	2881	2295	14.47%	8.82%	6.34%	-44.77%	-40.61%	3
Zerodha	6277	6393	6732	17.42%	19.57%	18.60%	1.84%	2.14%	1
Industry	36035	32660	36193	**100%**	**100%**	**100%**	**-9%**	**2%**	

Note: Active clients are those that executed at least one trade in the past one year, NA: Not Applicable, Ranking is assigned as per the market share in last-mentioned period (9MFiscal2024) Source: NSE, CRISIL MI&A

Monthly incremental active clients (NSE)

Angel One stands out with a consistent increase in incremental active clients over the months, resulting in a market share of 17.98% in September 2023 and 17.02% in December 2023. In contrast, the industry experienced substantial fluctuations and saw a decrease in incremental active clients from September 2022 to June 2023 quarters.

Despite the industry's negative trend in incremental active clients during this period, Angel One consistently demonstrated positive growth in its incremental active client base.

Quarterly incremental active clients across various time frames

Players	**Quarterly incremental active clients ('000)**							**Market share based on quarterly incremental active clients**						
	Jun '22	**Sept' 22**	**Dec' 22**	**Mar' 23**	**Jun' 23**	**Sept' 23**	**Dec' 23**	**Jun '22**	**Sept' 22**	**Dec' 22**	**Mar' 23**	**Jun' 23**	**Sept'23**	**Dec'23**
Angel One	368	162	58	37	131	443	483	18.41%	NM	NM	NM	NM	17.98%	17.02%
Axis Securities	(10)	(10)	(13)	(56)	(6)	(2)	6	-0.51%	NM	NM	NM	NM	-0.07%	0.22%
HDFC Securities	32	1	(48)	(62)	(39)	(20)	32	1.59%	NM	NM	NM	NM	-0.83%	1.12%
ICICI Securities	164	(136)	(372)	(354)	(288)	(133)	(45)	8.19%	NM	NM	NM	NM	-5.38%	-1.57%
Kotak Securities	11	(118)	(92)	(133)	4	71	87	0.57%	NM	NM	NM	NM	2.90%	3.08%
Motilal Oswal	34	(19)	(11)	(95)	(44)	37	24	1.69%	NM	NM	NM	NM	1.49%	0.86%
Nuvama	15	9	2	(11)	(16)	(12)	(8)	0.75%	NM	NM	NM	NM	-0.47%	-0.28%
SBICAP Securities	18	(8)	(43)	(86)	46	119	112	0.92%	NM	NM	NM	NM	4.82%	3.94%
Upstox	246	(757)	(841)	(983)	(773)	86	101	12.34%	NM	NM	NM	NM	3.49%	3.58%
Zerodha	306	97	(90)	(198)	(156)	243	252	15.33%	NM	NM	NM	NM	9.86%	8.89%
Industry	1,997	(660)	(2,054)	(2,568)	(1,768)	2,463	2,837							

Note: Players are arranged in alphabetical order, NM: Not meaningful, Source: NSE, CRISIL MI&A

Angel One had the highest client base as of the nine months of Fiscal 2024

Among the compared peers, Angel One holds the highest client base of 19.50 million in the nine months of Fiscal 2024 and 13.80 million in Fiscal 2023, followed by ICICI Securities with 9.10 million during the same period. Angel One experienced a notable increase of ₹ 7.1 trillion in average daily turnover, climbing from ₹ 6.5 trillion in Fiscal 2022 to ₹ 13.6 trillion in Fiscal 2023 and reported average daily turnover of 36 trillion in December 2023.

Operational parameters for Fiscal 2023

Peers	Client Base (In Million)				Average Daily Turnover (ADTO) In ₹ Trillion			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024
Angel One	4.10	9.20	13.80	19.50	2.00	6.50	13.60	36.00
Axis Securities	3.63	4.17	4.86	5.30	NA	NA	NA	NA
HDFC Securities	NA	NA	~4.50	NA	NA	NA	NA	NA
ICICI Securities	5.40	7.56	9.10	9.70	NA	NA	NA	NA
Kotak Securities	NA	NA	NA	NA	NA	NA	NA	NA
Motilal Oswal	1.97	2.85	3.50	4.03	0.44	0.88	2.47	5.68
Nuvama	NA	NA	NA	NA	NA	NA	NA	NA
SBICAP Securities	~1.7	~2.6	~3.7	NA	NA	NA	NA	NA
Upstox	NA	NA	NA	NA	NA	NA	NA	NA
Zerodha Broking	NA	NA	NA	NA	NA	NA	NA	NA

Note: NA: Not Available, Source: Company reports, Rating rationales, CRISIL MI&A

Services offered by different players

Parameters	Angel one	Axis Securities	HDFC Securities	ICICI Securities	Kotak Securities	Motilal Oswal	Nuvama	SBICAP Securities	Upstox	Zerodha Broking
Zero Account opening fee	✔	✔	✔	✔	✔	✔	✔	✘	✔	✔
Complementary In-house Research / Advisory	✔	✔	✔	✔	✔	✔	✔	✔	✘	✘
Margin trading facility	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Securities as margin facility	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔
Paid services (Smallcase/ Sensibull/ Streak etc.)	✔	✔	✔	✔	✔	✔	✔	✘	✔	✔
Knowledge center/ Education	✔	✔	✔	✔	✔	✔	✔	✔	✔	✔

Source: Company websites, CRISIL MI&A

Platforms/ Technology Solutions

Company	Platforms
Angel One	• Web Trade Platform, Application Trade Platform, • Smart API, • ARQ Prime (rule based investment engine), • Angel Nxt (partner platform for authorized personnels)
Axis Securities	• Ring Trading Technology
HDFC Securities	• Pro Terminal • Voice enabled investing

Company	Platforms
ICICI Securities	• ICICIdirect All in one App
Kotak Securities	• Kotak Neo • Nest Trading Terminal • Neo TradeAPI • Kotak Wave (for offline customers who trade on ODIN OMS/RMS)
Motilal Oswal	• MO Investor App, • MO Trader App, • Trading API
Nuvama	• Terminal X3 • Mobile App
SBICAP Securities	• Web Trading Platform • Mobile App
Upstox	• Trading Platforms (Pro Web, Pro Mobile), • Uplink Developer API, Upstox x TradingView, NEST (trading software)
Zerodha Broking	• Kite (Trading platform), • Coin (Mutual Funds), • Kite Connect API, • Varsity Mobile (Stock Market Education Platform)

Note: The above platform list is taken from respective company's websites and is not exhaustive
Source: Company websites, CRISIL MI&A

Brokerage Charges for peers

Peers	Stock Delivery	Intraday Trading	Futures and Options
Angel One	0	₹0 brokerage up to ₹500 for first 30 days*. Then, lower of ₹20 or 0.03% per executed order	₹0 brokerage upto ₹500 for first 30 days* Then, ₹20 per executed order
Axis Securities**	0.50%	0.05%	0.05% for futures, Rs. 20 per lot
HDFC Securities#	₹20.00 or 0.10% whichever is lower	₹20.00 or 0.10% whichever is lower	₹20.00 or 0.10% whichever is lower for futures ₹20.00 per order for options
ICICI Securities	0.55% irrespective of turnover	Transactions up to Rs 50,000- Rs 25 or 2.5% whichever is lower Exceeding Rs 50,000- 0.05%	0.05% for futures, Flat Rs.95 per contract lot
Kotak Securities^	0.25%	0	₹20 per order
Motilal Oswal	0.20%	0.02%	0.02% for Futures and Rs 20 per lot for options
Nuvama^^	₹10.00 / executed order	₹10.00 / executed order	₹10.00 / executed order
SBICAP Securities	0.50%	0.075%	0.05% for futures and 100 per lot for options
Upstox	Rs 20.0 or 2.5% whichever is lower	Rs 20.0 or 0.05% whichever is lower	Rs 20 per executed order or 0.05% (whichever is lower) [Futures] and Rs 20 per executed order [Options]
Zerodha Broking	Rs 0.0	Flat ₹ 20 or 0.03% (whichever is lower)	0.03% or Rs. 20/executed order whichever is lower [Futures] and Rs. 20 per executed order [Options]

*Note: *Brokerage up to ₹500 will not be charged for the first 30 days time period after onboarding. The offer will expire either on completion of 30 days from onboarding or complete consumption of ₹500 brokerage discount within the same period. Post the offer-period, a normal brokerage fee is charged.*
***Brokerage charges of fixed plan,*
#Brokerage charges of HDFC Sky,
^Brokerage charges of Trade free plan (For above 30 years of age),
^^Brokerage charges of lite plan
Source: Data is sourced from company websites as of March 2024, CRISIL MI&A

Financial parameters from Fiscal 2021 to 9M Fiscal 2024

Angel One reported the second highest CAGR growth in total revenue between Fiscal 2021 and Fiscal 2023

Angel One reported a notable CAGR of 52.56% from Fiscal 2021 to Fiscal 2023, following Nuvama, which reported a CAGR of 74.66% during the same period. It also reported fourth highest year on year broking revenue growth in Fiscal 2023 at 32.21% after Kotak Securities (46.56%), Zerodha Broking (37.24%) and Upstox (35.63%).

Total Revenue

Company (₹ Million)	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024	Y-o-Y Growth (Fiscal 2022-Fiscal 2023)	Y-o-Y Growth (9MFiscal 2023-9MFiscal 2024)	CAGR (Fiscal 2021-2023)
Angel One	12,897	22,736	30,017	29,063	32.02%	33.53%	52.56%
Axis Securities	4,270	6,636	7,260	7,577	9.39%	42.00%	30.39%
HDFC Securities	13,994	19,903	18,916	17,983	-4.96%	27.94%	16.26%
ICICI Securities	25,854	34,369	34,223	35,055	-0.43%	38.16%	15.05%
Kotak Securities	23,155	29,872	29,857	27,657	-0.05%	20.07%	13.55%
Motilal Oswal	22,246	26,155	26,927	31,063	2.95%	50.68%	10.02%
Nuvama	3,985	8,677	12,156	10,687	40.09%	18.33%	74.66%
SBICAP Securities	6,729	8,297	12,032	NA	45.02%	NA	33.72%
Upstox	4,321	7,724	10,455	NA	35.36%	NA	55.55%
Zerodha Broking	27,296	49,936	68,751	NA	37.68%	NA	58.70%

Note: Values taken on standalone basis, Source: Company Annual reports, CRISIL MI&A

Broking Revenue

Company (₹ Million)	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024	Y-o-Y Growth (Fiscal 2022-Fiscal 2023)	Y-o-Y Growth (9MFiscal 2023-9MFiscal 2024)	CAGR (Fiscal 2021-2023)
Angel One	9,065	15,736	20,805	19,929	32.21%	32.91%	51.49%
Axis Securities	2,757	3,908	3,508	NA	-10.25%	NA	12.79%
HDFC Securities	10,148	11,555	8,083	NA	-30.04%	NA	-10.75%
ICICI Securities	15,045	15,526	12,563	12,920	-19.08%	36.57%	-8.62%
Kotak Securities	13,191	16,744	24,540	21,855	46.56%	15.13%	36.39%
Motilal Oswal	12,416	16,567	17,565	NA	6.03%	NA	18.94%
Nuvama	NA	2,949	2,976	NA	0.91%	NA	NA
SBICAP Securities	2,374	2,794	3,443	NA	23.20%	NA	20.44%
Upstox	3,856	7,683	10,421	NA	35.63%	NA	64.38%
Zerodha Broking	27,289	49,773	68,309	NA	37.24%	NA	58.21%

Note: Values taken on standalone basis, Source: Company Annual reports, CRISIL MI&A

Angel One maintained consistent increase in profit margins from Fiscal 2021 to Fiscal 2023

In 9M Fiscal 2024, Angel One disclosed an EBITDA Margin of 40.20% and a PAT Margin of 27.08%, while in Fiscal 2023, the company reported an EBITDA and PAT Margin of 43.31% and 29.38% respectively. HDFC Securities reported the highest EBITDA margin at 72.37% and the highest PAT margin at 35.18% among its peers in the nine months of Fiscal 2024.

Profit Margin

Company	EBITDA %				PAT %			
	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024
Angel One	35.30%	40.07%	43.31%	40.20%	22.52%	27.04%	29.38%	27.08%
Axis Securities	57.11%	55.77%	54.29%	56.10%	38.54%	34.53%	27.67%	25.84%
Nuvama	14.11%	26.04%	30.48%	37.33%	0.71%	10.91%	11.70%	13.13%
HDFC Securities	73.96%	76.32%	73.76%	72.37%	50.25%	49.46%	41.09%	35.18%
ICICI Securities	61.56%	63.59%	61.54%	65.37%	41.29%	40.14%	32.48%	33.06%
Kotak Securities	50.09%	54.18%	49.17%	51.62%	33.84%	35.13%	28.98%	30.69%
Motilal Oswal	46.78%	40.72%	36.87%	49.01%	33.74%	27.02%	21.13%	31.35%
SBICAP Securities	44.90%	41.75%	39.80%	NA	30.78%	28.08%	25.60%	NA
Upstox	-14.58%	-55.18%	-2.04%	NA	-16.59%	-58.81%	-8.38%	NA
Zerodha Broking	54.47%	57.05%	56.86%	NA	41.12%	42.47%	42.29%	NA

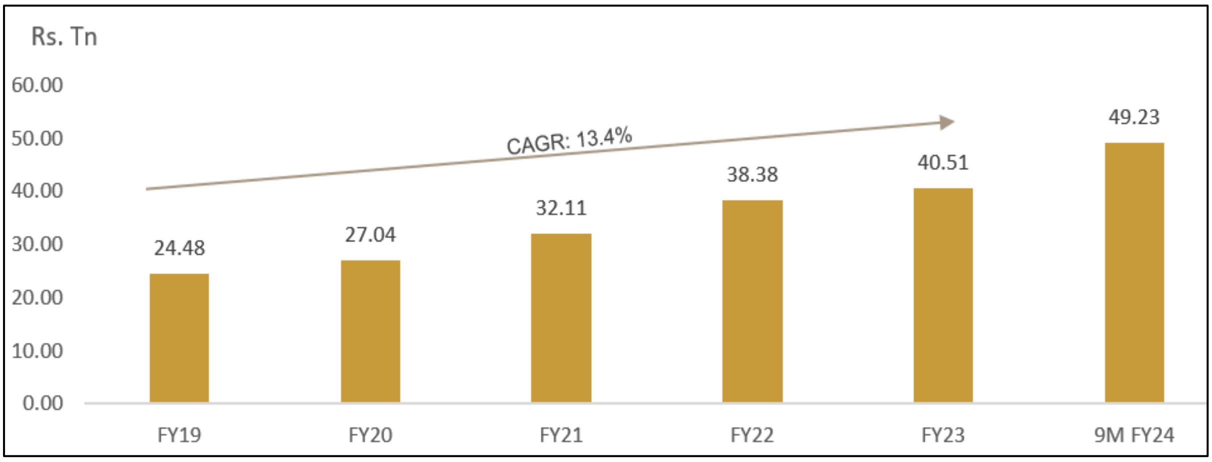
Note: Values taken on standalone basis, Source: Company Annual reports, CRISIL MI&A

Mutual Funds Industry

Robust growth in Indian mutual fund AUM in the last five Fiscals

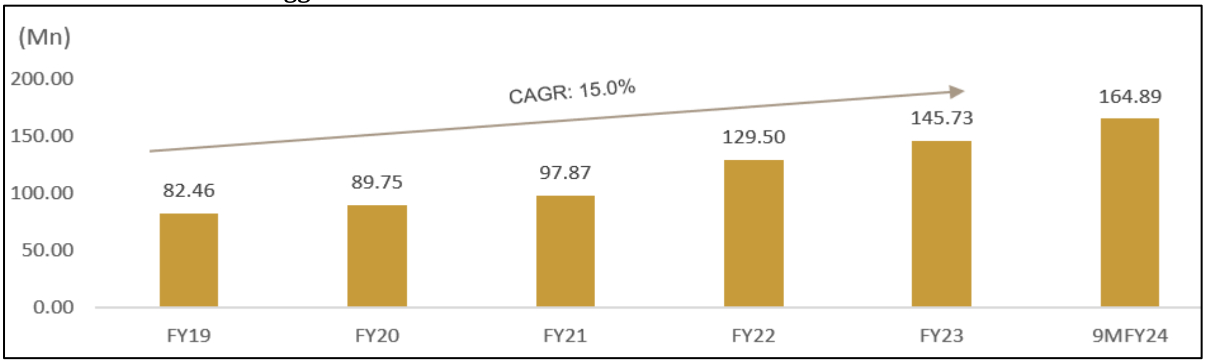
The aggregate AUM of the Indian mutual fund industry has grown at a healthy pace over the past five years, against the backdrop of an expanding domestic economy, robust inflows, and rising investor participation, particularly from individual investors. Average AUM clocked a CAGR of 13.4% to ₹ 40.51 trillion as of March 2023 from ₹ 24.48 trillion as of March 2019. However, growth was the slowest in Fiscal 2023, at 5.6%, year-on-year on account of heavy outflows in debt and liquid/ money market mutual funds and torpid performance of the equity market. As of the nine months of Fiscal 2024, average AUM stood at ₹ 49.22 trillion.

AUM logged a CAGR of 13.4% over March 2019 to March 2023



Note: Values in the above chart are based on quarterly average AUM
Source: AMFI, CRISIL MI&A

Total Number of Folio logged a CAGR of 15.3% over March 2019 to March 2023

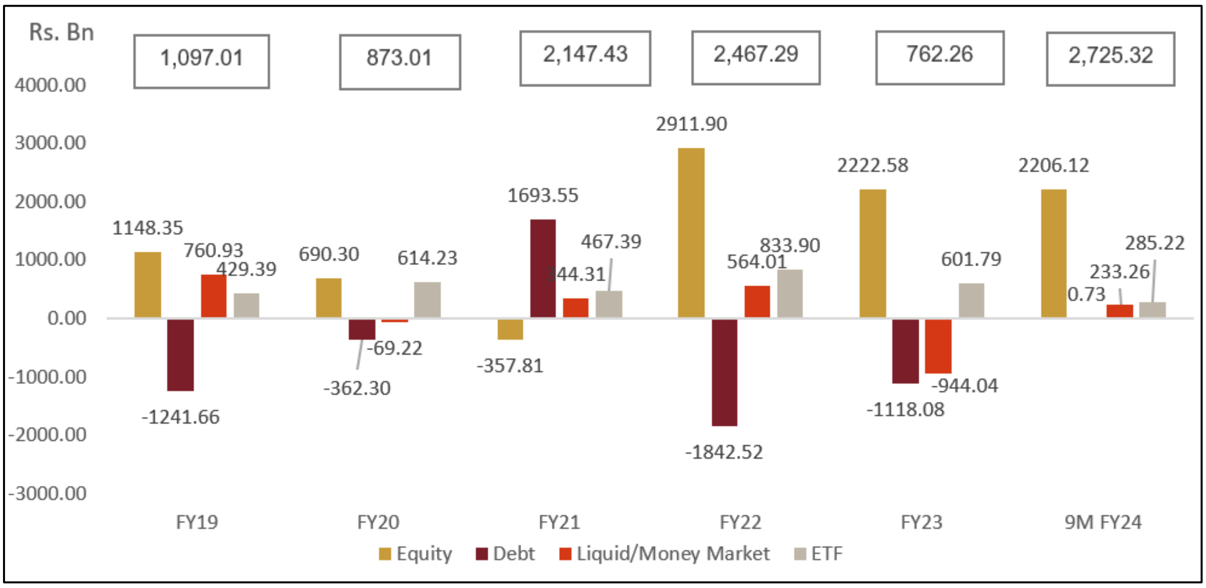


Source: AMFI, CRISIL MI&A

Net inflow of mutual funds declined 69% on-year in Fiscal 2023

A major event in the form of the NBFC crisis in Fiscal 2019 slowed inflows during the year, followed by Fiscal 2020, which ended with the disruption caused by the COVID-19 pandemic. In Fiscal 2021, led by the resurgence of investor interest despite the COVID-19 pandemic, aggregate inflows totaled ₹ 2.15 trillion. Inflows continued to remain strong in Fiscal 2022, with ₹ 2.47 trillion flowing in, mainly through equity funds. However, debt mutual funds witnessed heavy outflows of up to ₹ 1.84 trillion in Fiscal 2022 due to lower returns and rising interest in equity market, which showed strong growth. The trend continued in Fiscal 2023, where debt mutual funds and liquid funds witnessed outflows of ₹ 1.12 trillion and ₹ 0.94 trillion, respectively, as they offered muted returns to investors owing to tightening of monetary conditions both globally and in India, due to rising inflation. Moreover, with RBI increasing interest rates in Fiscal 2023, bank fixed deposits became more attractive and acted as a roadblock in bringing new investors to mutual funds. On the other hand, in Fiscal 2023, equity mutual funds witnessed the second highest inflows in the last five Fiscals, marginally lower than Fiscal 2022, which reflects continued confidence of investors in equity-oriented schemes, despite volatility. Moreover, existing investors continued to invest in mutual funds through SIPs. Retail participation increased, with monthly inflows into mutual funds through the SIP route increasing from approximately ₹ 118.63 billion in April 2022 to approximately ₹ 142.76 billion in March 2023. During the same time, the number of SIP accounts increased from 53.90 million in April 2022 to 63.60 million in March 2023. As of December 2023, total number of outstanding SIP accounts stood at 76.37 million and monthly inflows into mutual funds through the SIP route increased to ₹ 176.10 billion. During the first nine months of the Fiscal year 2024, aggregate inflow totaled ₹ 2.72 trillion.

Fiscal 2023 witnessed lowest total inflows in the last five Fiscals



Notes: (1) As per quarterly AUM data. Equity includes equity funds, ELSS, index funds, solution-oriented funds, and balanced funds. Debt funds include gilt, income, conservative hybrid, floater funds, and FoFs investing overseas. ETF includes gold ETFs and other ETFs. Liquid/money market includes liquid funds, overnight funds, and money market funds, (2) Figures in the box represent net inflow for the period; Source: AMFI, CRISIL MI&A

Quarterly inflows as per new classification of mutual funds scheme from Fiscal 2020 to 2023 (In ₹ Billion)

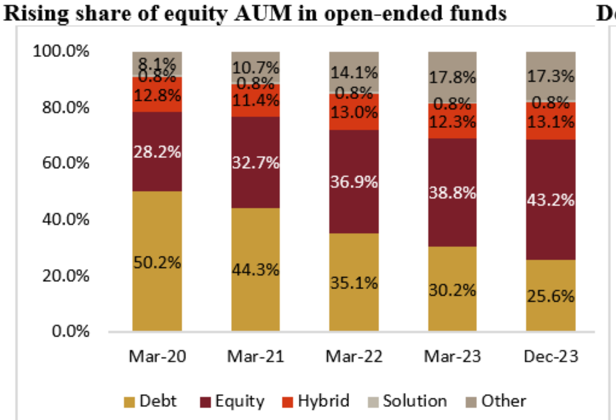
Quarter ended	Equity	Debt	Hybrid Schemes	Solution Oriented	Others	Total
Jun-19	165.65	-39.18	5.14	4.69	40.05	176.35
Sep-19	235.82	-135.10	143.67	4.39	129.58	378.36
Dec-19	113.80	922.32	-14.42	12.86	226.41	1260.97
Mar-20	300.69	-1150.98	-372.06	2.60	277.07	-942.67
Jun-20	113.79	905.36	132.13	2.88	86.63	1240.79
Sep-20	-88.83	247.26	-163.40	1.81	234.84	231.69
Dec-20	-301.16	1646.92	-128.63	0.06	70.20	1287.38
Mar-21	-117.07	-837.54	130.55	11.02	200.63	-612.42
Jun-21	156.27	62.93	272.20	2.22	202.62	696.25
Sep-21	352.56	-105.42	417.75	1.89	332.96	999.74
Dec-21	407.61	-218.34	204.23	3.90	404.89	802.29
Mar-22	624.50	-1166.01	58.03	4.64	447.87	-30.98
Jun-22	487.97	-1050.55	100.84	4.09	412.26	-45.39
Sep-22	289.02	-105.67	-144.36	4.17	429.63	472.78
Dec-22	187.58	-163.94	-70.41	4.27	360.53	318.02
Mar-23	483.19	-770.44	-74.20	5.83	372.47	16.84
Jun-23	164.27	1324.77	140.21	4.19	134.90	1768.33
Sep-23	414.96	-700.02	481.52	4.79	101.14	302.39
Dec-23	524.12	-367.08	384.54	7.48	105.53	654.59

Notes: As per net inflows during quarterly AUM. Open-ended, close-ended and interval funds have been considered. 'Others' include gold ETF, other ETFs, index funds and funds of funds investing overseas. Source: AMFI, CRISIL MI&A

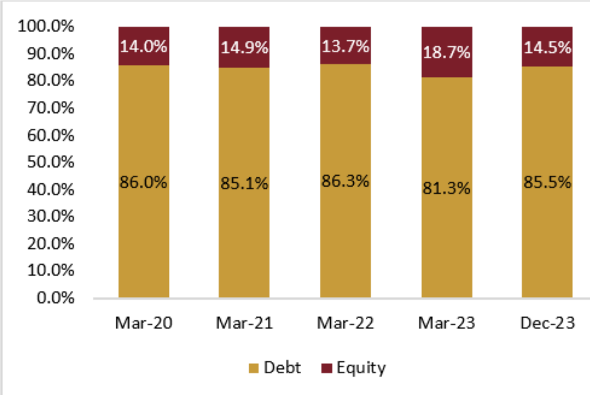
Open-ended funds have contributed maximum to India's mutual fund AUM

Open-ended funds AUM contributed 99.1% of the total AUM as of March 2023. Open-ended funds include debt, equity, hybrid solution and other funds such as index, gold ETFs, other ETFs and fund of funds investing overseas. In open-ended funds, equity-oriented AUM has the highest share, with 38.8% as of March 31, 2023 and with 43.2% as of December 2023. Continued investment by existing mutual fund investors and rising retail investors contributed to the growth of equity funds AUM. However, debt mutual funds accounted for 30.2% as of March 31, 2023 as against 35.1% last Fiscal, on account of heavy outflows due to subdued returns and a rising interest-rate scenario but reduced to 25.6% in December 2023. Hybrid, solution-oriented and other funds contributed 12.3%, 0.8% and 17.8% respectively in Fiscal 2023. Close-ended funds include only debt and equity-oriented schemes and contributed only 0.8% of the total AUM as on March 31, 2023. Debt-oriented AUM contribution was the highest at 81.3% towards close-ended AUM as of March 31, 2023; however, the share of equity-oriented AUM has increased from 13.7% as of March 31, 2022 to 18.7% as of March 31, 2023 due to continued investments in the ELSS scheme. Interval funds also include both debt and equity-oriented schemes. However, since March 2020, inflow from only debt-oriented interval funds is coming.

Rising share of equity AUM in open-ended funds



Debt AUM dominates in close-ended funds

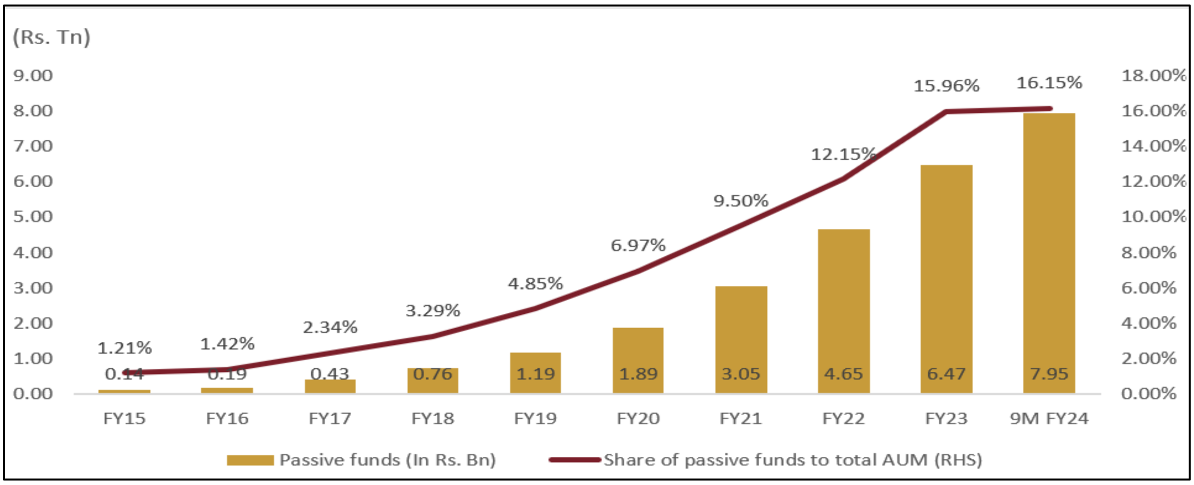


Note: Data includes net quarter-end AUM, 'Other' includes index funds, gold ETFs, other ETFs and fund of funds investing overseas
Source: AMFI, CRISIL MI&A

Share of passive funds low in industry AUM, but has risen steadily over a small base

Unlike the U.S. and other developed countries, where passive asset management garners a larger share, passively managed ETFs and index funds are yet to gain the same level of traction in India. However, with increased awareness among investors about passive funds, lower expense ratio and ease of investment, their popularity is increasing, with AUM share rising from 1.21% as of March 2015 to 15.96% as of March 2023 and to 16.15% as of December 2023. With several new index funds and ETFs rolling in Fiscal 2023, the AUM of passive funds increased to ₹ 6.47 trillion as of March 31, 2023, having logged a CAGR of approximately 60.9% between March 2015 and March 2023.

Share of passive funds in AUMs



Note: Passive funds include gold ETFs, other ETFs and index funds. Figures exclude index funds from March 2020. QAAUM has been considered.
Source: AMFI, CRISIL MI&A

While the space is dominated by institutional investors, retail demand has picked up in the recent past owing to discounts provided through Indian government disinvestment schemes, namely CPSE ETF (Central Public Sector Enterprises Exchange Traded Fund) and Bharat 22 ETF. These schemes are aimed at increasing retail investor participation. The rising interest can also be attributed to the low-cost and well-diversified nature of ETFs, namely, gold ETFs and investments in equities beyond India. In addition, they also act as alternatives to actively managed funds. AMCs having a higher share of these funds can better cross-sell other products to their retail base, and thus save on costs incurred for marketing and business acquisition of retail customers. High growth potential of this fund category also makes it attractive for AMCs, and the large chunk of institutional mandates makes managing the funds more profitable.

Key Trends in mutual fund industry

Individuals outpace institutional investors in terms of AUM

Historically, most of the industry's assets had been held by institutional investors, mainly corporates. However, the share of institutional investors, corporates, banks/financial institutions ("FIs") and foreign institutional investors ("**FIIs**")/foreign portfolio investors ("**FPIs**") has gradually declined from 46.23% as of March 2020 to 39.93% as of March 2023. This is because, while institutional AUM clocked an approximately 15% CAGR over the period, individual AUM saw a faster trajectory of 26% CAGR on the back of rising participation. The mutual-fund industry has seen increased participation from households in recent years, owing to growing awareness, financial inclusion, improved access to banking channels and increased adoption of technology by non-bank distributors.

Share of AUM by investor classification reflects exponential growth of AUM held by individual investors

Category (In ₹ Billion)	March 2020	March 2021	March 2022	March 2023
Corporates	9,878.35	13,740.90	15,488.16	15,388.93
Banks/FIs	370.56	326.67	514.25	313.28

Category (In ₹ Billion)	March 2020	March 2021	March 2022	March 2023
FIIs/FPIs	42.20	55.47	43.01	40.18
Institutional sub-total	**10,291.10**	**14,123.04**	**16,045.42**	**15,742.38**
Retail Investor	4,223.31	7,049.60	9,243.50	10,072.30
High-net worth individuals	7,747.62	10,255.00	12,277.91	13,605.62
Individual sub-total	**11,970.93**	**17,304.59**	**21,521.41**	**23,677.92**
Total	**22,262.03**	**31,427.64**	**37,566.83**	**39,420.30**

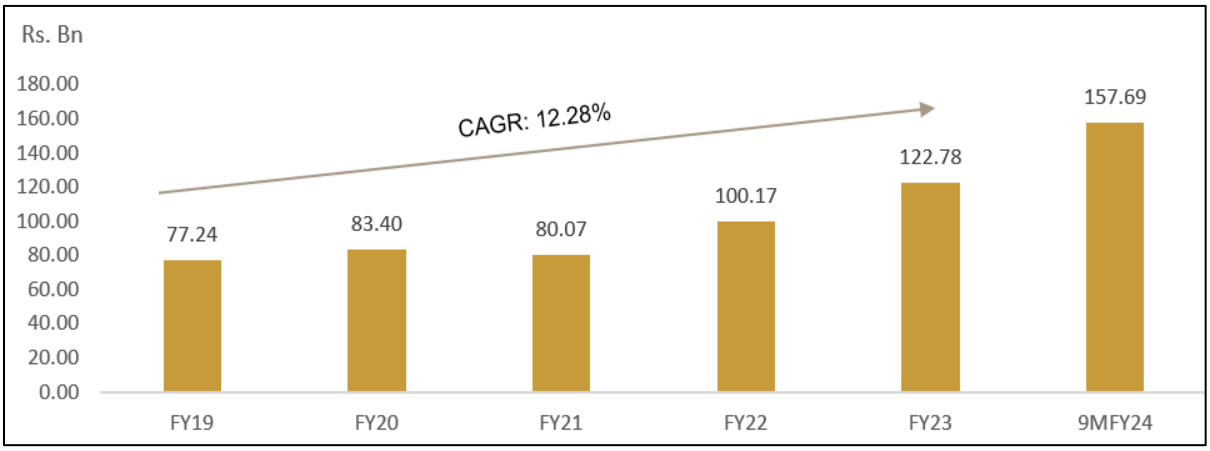
Notes: (1) Figures are in ₹ crore; (2) Average monthly AUM for the period considered, (3) Individual investors include retail and high net worth individuals ("HNI") investors. Institutional investors include corporates, banks/FIs, and FII/FPIs; Source: AMFI, CRISIL MI&A

Rising popularity of SIPs

Several benefits accrue from SIPs, such as avoidance of behavioral weakness during uncertain periods, aggregation of a high number of small amounts of investments, and certain tax benefits in ELSS through SIPs. SIPs have helped grow, diversify net inflow, and reduce volatility in the aggregate inflows. Monthly inflows through SIP have steadily increased, from approximately ₹ 80.55 billion in March 2019 to approximately ₹ 142.76 billion in March 2023 and further to ₹ 176.10 billion in December 2023. Monthly average inflows through SIP grew at CAGR 12.28% from ₹ 77.24 billion in Fiscal 2019 to ₹ 122.78 billion in Fiscal 2023 and further to ₹ 157.69 billion in nine months of Fiscal 2024.

Popularity of equity funds, rising participation of investors, recent investor education initiatives, and apparent benefits of SIPs to households that traditionally did not invest in mutual funds indicate that growth in inflows from SIPs is expected to accelerate over the foreseeable future. This is expected to make SIPs an increasingly important component in overall AUM growth.

Monthly average SIP contribution clocked a CAGR of 12.28% between Fiscal 2019 and Fiscal 2023

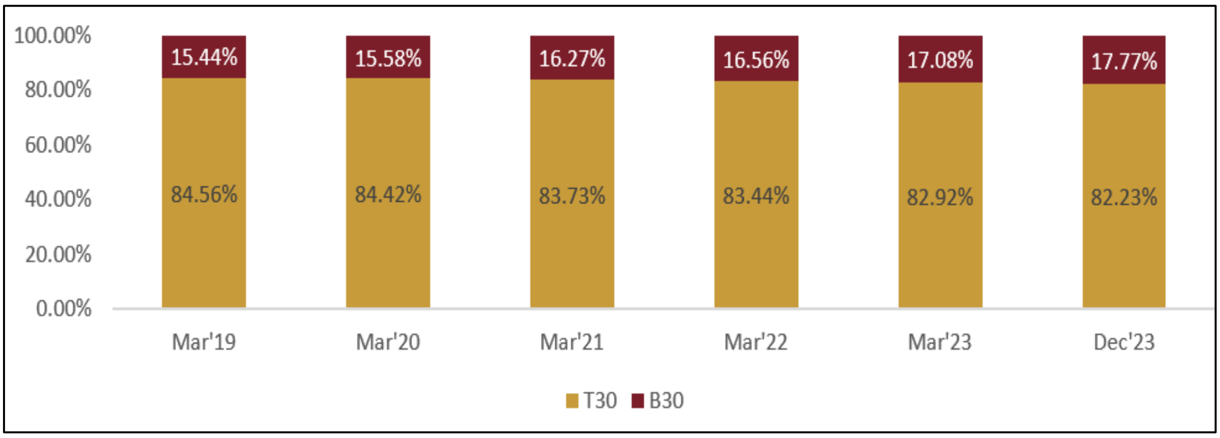


Source: AMFI, CRISIL MI&A

Rise in reach for mutual funds beyond top 30 cities

As of December 2023, the monthly average AUMs in the top 30 ("**T30**") cities stood at ₹ 42.01 trillion compared with ₹ 9.08 trillion for beyond the top 30 ("**B30**") cities as per AMFI data. According to AMFI, the share of T30 AUM as a proportion of aggregate industry AUM decreased to 82.23% in December 2023 from 84.56% in March 2019. Conversely, the share of B30 AUM increased to 17.77% from 15.44% over the same period, illustrating the rising importance of higher-growth B30 cities. Between March 2019 & March 2023, the AUM in B30 cities has increased at a faster CAGR of approximately 15.90% as compared to CAGR of approximately 12.40% for T30 cities.

Composition trends of overall T30 and B30 AUMs



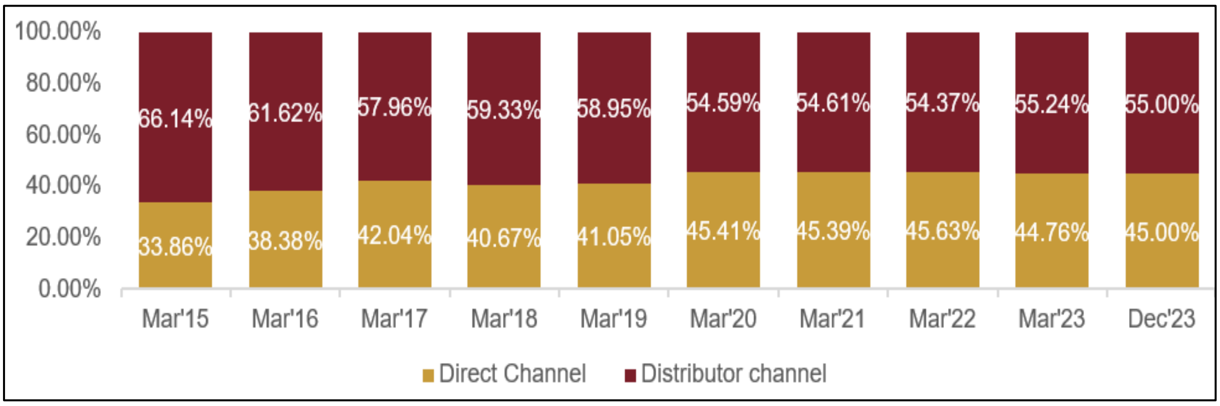
Source: AMFI, CRISIL MI&A

Increasing share of direct sales in Mutual Funds

In September 2012, the SEBI mandated mutual fund houses to offer products through the direct route alongside distributors. Asset managers launched a slew of direct plan offerings from January 2013. Consequently, the share of direct plans in overall MF increased between March 2015 and September 2023. As of December 2023, AUMs under direct plans now represent 45.00% of aggregate industry AUM, up from 33.86% share as of March 2015. While as of December 2023, direct plans' share in retail has been increasing, regular plans still account for a 55.00% share of overall MF AUM and is expected to maintain its dominance owing to new investors gaining awareness about MFs and increased participation from B30 cities.

The rise in share of direct plans is attributed to various campaigns and investor education initiatives undertaken by the mutual industry, which has caused a shift towards direct plans. However, given the trend in the industry such as increasing presence of first-time investors, popularity of MFs beyond larger cities, low awareness of nuances of financial products amongst a large section of investors and need for guidance from a trusted intermediary in the wake of increasing market volatility, CRISIL MI&A believes regular plans will continue to constitute a majority share in the overall individual mutual fund AUM.

Direct plans gain traction, Regular plans continue to dominate mutual fund AUM



Note: Based on monthly average AUM
Source: AMFI, CRISIL MI&A

Rise in share of direct plans is across both individual and institutional investors

As of December 2023, institutional investors accounted for 74.86% of aggregate direct plan monthly average AUMs (up from 59.40% on March 31, 2016) versus 24.45% for individual investors (up from 13.10% as of March 31, 2016).

(₹ billion)	March 2016				December 2023			
	Regular plans	Direct plans	Total	Mix of Direct plan in total AUM	Regular plans	Direct plans	Total	Mix of Direct plan in total AUM
Individual investors	5,350	808	**6,158**	**13.10%**	23,196	7,507	**30,703**	**24.45%**
Institutional investors	3,000	4,393	**7,393**	**59.40%**	5,126	15,262	**20,388**	**74.86%**
Total	**8,350**	**5,201**	**13,551**	**38.40%**	**28,322**	**22,769**	**51,091**	**44.57%**

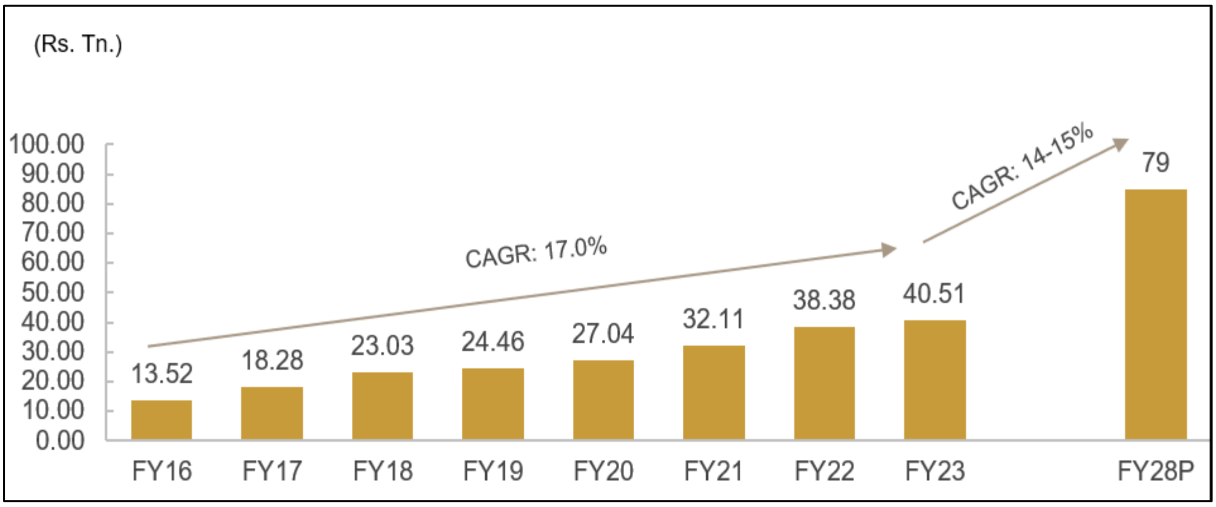
Note: Based on monthly average AUM
Source: AMFI, CRISIL MI&A

Growth of AUM to continue at a CAGR of 14-15% between Fiscal 2023 and Fiscal 2028

In the long term, i.e., between Fiscal 2023 and Fiscal 2028, the overall industry's AUM is projected to sustain a high growth trajectory of 14-15% CAGR, reaching approximately ₹ 79 trillion. This growth in the mutual-fund industry is expected to be driven by:

- A pick-up in corporate earnings following continued economic growth
- Higher disposable income and investable household surplus
- An increase in aggregate household and share of financial savings within the savings pie
- A deeper regional penetration, as well as better awareness of mutual funds as an investment vehicle
- Continuous improvement in ease of investing, with technological innovations and expanding internet footprint and
- A perception of mutual funds as long-term wealth creators, driven by the 'Mutual Fund Sahi Hai' campaign.

Mutual fund AUM expected to reach approximately ₹ 79 trillion in Fiscal 2028



Note: P: Projected; AUM is the average of last quarter for each Fiscal, AUM excluding FoFs – domestic but including FoFs– overseas.
Source: AMFI, CRISIL MI&A

Expense ratios

Expense ratios have declined noticeably across the industry over the past given years, owing to increasingly stringent regulations by SEBI, rising competition among managers, and availability of alternative investments.

Management fees, and distributor commissions have been declining as well, driven in part by an increased use of technology, improving efficiency of employees, and expense ratio regulations issued by SEBI. As managers are increasing in size, economies of scale are beginning to show up in declining expense ratios. As fee increases are not proportionate to AUM growth, average expense ratios have shrunk over the years. Further, direct plans have a significantly lower expense ratio compared to regular plans as distribution and brokerage expenses are not applicable in direct plans.

Average expense ratios for various type of schemes (%)

Category	Regular	Direct
Aggressive hybrid fund	2.00-2.30	0.90-1.40
Arbitrage fund	0.96-1.05	0.33-0.40
Banking and PSU fund	0.66-0.70	0.26-0.32
Conservative hybrid fund	1.75-1.80	0.85-0.92
Corporate bond fund	0.67-0.72	0.28-0.32
Credit risk fund	1.37-1.42	0.73-0.79
Dynamic bond fund	1.27-1.31	0.55-0.59
ELSS	2.00-2.05	1.04-1.09
Focused fund	2.16-2.20	0.84-0.88
Large- and mid-cap fund	2.12-2.16	0.89-0.93
Large cap fund	2.18-2.23	1.03-1.07
Mid-cap fund	2.09-2.13	0.85-0.89
Multi-cap fund	1.98-2.02	0.66-0.69
Small-cap fund	1.95-1.99	0.73-0.76
Value / contra fund	2.16-2.19	1.07-1.11

Note: Average expense ratio
Source: Monthly portfolio disclosures by AMCs, CRISIL MI&A

As per CRISIL MI&A, India follows a bundled expense ratio structure wherein various commission expenses are embedded in the expense ratios of the funds. Other than these expenses, the investors do not bear any additional costs such as platform fees or advisory fees. Funds in India are not allowed to charge performance fees. Thus, in direct comparison, the expense ratios may appear higher, but they are bundled and have no other costs attached. Mostly, retail investors invest in actively managed funds and passive flows are from institutional investors. Thus, the Indian market, though small, is a fast-growing one. The market comprises high retail participation unlike global peers where larger institutions are the major investors in funds.

Mutual fund AUM of players

Mutual Fund AUM (₹ Trillion)					
	Fiscal 2021	Fiscal 2022	Fiscal 2023	9M Fiscal 2024	CAGR (Fiscal 2021-Fiscal 2023)
SBI Mutual Fund	5.04	6.47	7.17	8.51	19.23%
ICICI Prudential Mutual Fund	4.05	4.68	5.00	6.15	11.01%
HDFC Mutual Fund	4.16	4.32	4.50	5.52	4.03%
Nippon India Mutual Fund	2.29	2.83	2.93	3.78	13.25%
Kotak Mahindra Mutual Fund	2.34	2.85	2.89	3.51	11.25%
Aditya Birla Sun Life Mutual Fund	2.69	2.96	2.75	3.12	1.09%
UTI Mutual Fund	1.83	2.24	2.39	2.73	14.28%
Axis Mutual Fund	1.97	2.60	2.41	2.62	10.83%
Mirae Asset Mutual Fund	0.70	1.01	1.16	1.47	29.25%
DSP Mutual Fund	0.97	1.08	1.15	1.36	8.54%

Note- QAAUM value taken, Table arranged in descending order
Source: AMFI, CRISIL MI&A

Portfolio management services in India

In India, PMS is offered by AMCs, banks, brokerages, and independent investment managers. PMS is usually focused on customized discretionary, non-discretionary or advisory service offerings tailored to meet specific investment objectives through basic portfolio management services for stocks, cash, fixed income, debt, structured products, and other individual securities. Apart from managing mutual fund schemes, AMCs in India have started offering tailor-made strategies with higher flexibility to investors through PMS. As of December 2023, discretionary PMS dominated the space with 83.8% share, followed by advisory (8.3%) and non-discretionary (7.9%) services.

Over the last five years, the PMS industry has seen significant growth, with the market becoming more mature, increasing number of HNIs, greater need for customized asset allocation based on risk-return profiling, and growing awareness of PMS as a product. As of March 2023, the AUM of PMS asset managers stood at approximately ₹ 27.79 trillion, reflecting a CAGR of 15.4% over the last nine years. Between Fiscal 2022 and Fiscal 2023, the AUM of PMS asset managers had grown approximately 14.89% to approximately ₹ 27.79 trillion from ₹ 24.19 trillion. As of December 2023, the AUM of PMS asset managers stood at approximately ₹ 30.96 trillion.

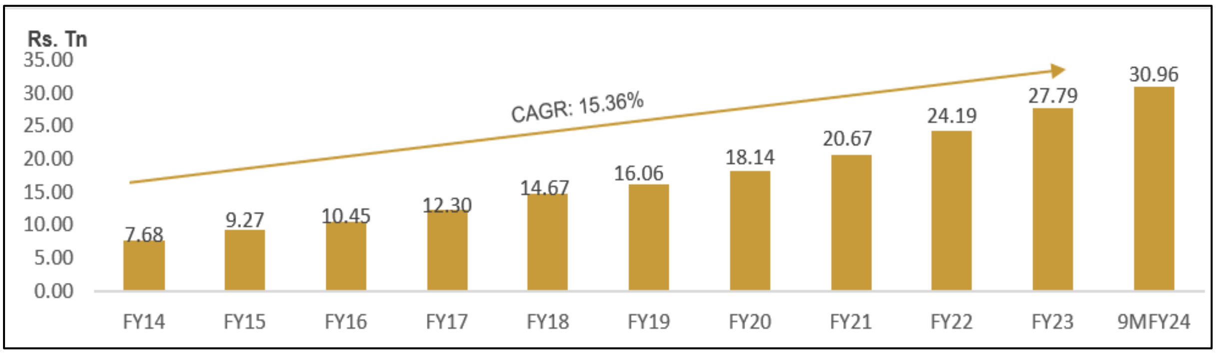
There are broadly three types of PMS:

- **Discretionary PMS** – Where the investment is at the discretion of the fund manager, and the client does not intervene in the investment process

- **Non-discretionary PMS** – Non-discretionary services are the ones in which managers involve the client in the decision-making process. Non-discretionary clients are usually institutional clients, such as pension funds, insurance companies, and HNIs, etc.

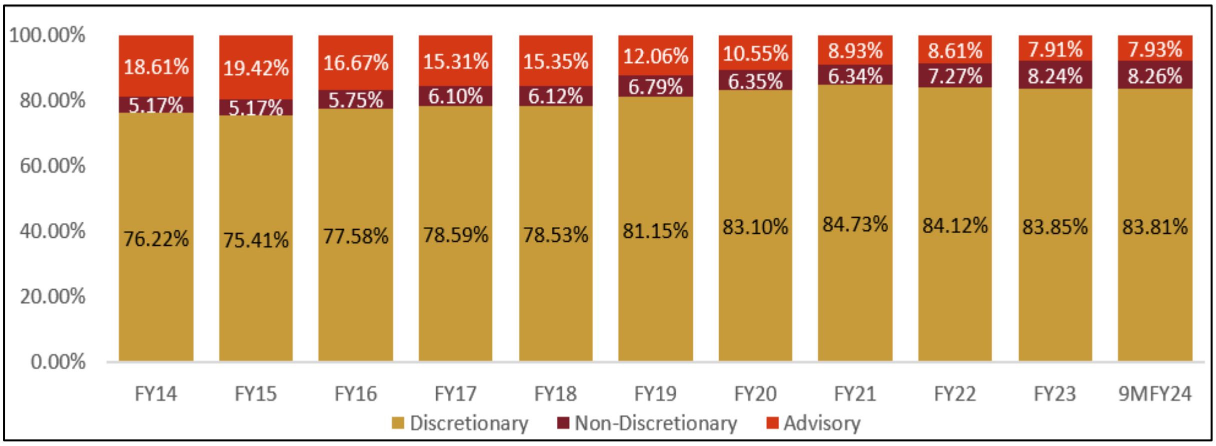
- **Advisory PMS** – Advisory services are where managers advise clients about investing strategy

PMS AUM grew at a CAGR of 15.36% between Fiscal 2014 and Fiscal 2023



Source: SEBI, CRISIL MI&A

Discretionary PMS dominated the space with 83.85% share in Fiscal 2023



Source: SEBI, CRISIL MI&A

Recent developments

The guidelines issued by SEBI in 2013 had allowed distributors to set up a separate division to offer advisory services. However, after discussion on SEBI's recent consultation paper on review of regulatory framework for investment advisers, SEBI announced that investment advisors will be barred from simultaneously selling financial products and advisory services to curb mis-selling and protect investors. The board meeting also focused on bringing clarity in payment of fees and setting an upper limit on the fees charged to investors.

Competitive Scenario

Players in wealth management generally acquire customers through their existing database, RM sourcing, third party referrals, existing client referrals, events, and digital marketing.

Besides the returns provided for a given level of risk, players in the industry compete on the basis of:

- Quality/Vintage of their RMs and RM productivity
- Reputation of the player in the industry
- Range and suitability of products offered
- Mix of in-house and third-party products
- Simplicity and convenience of platforms offered, and
- Pricing

Fintech firms (digital wealth managers) have also started posing competition, mainly in the affluent and mass affluent segment; but our interactions indicate that most customers prefer a hybrid model wherein they can transact through a tech platform but also reach out to their assigned RM, when needed. Some wealth management firms are also making use of technology such as robo-advisors to provide services to clients. These robo-advisors can do the simple job of basic asset allocation with ease. These new age firms have made personal finance management services accessible to a larger segment of the population. Given that robots and algorithms are still not equipped with human emotions and greed, a hybrid approach – combination of automated financial planning and on-demand human interface is more likely to gain traction in the medium-term. However, efficacy of fintech-led decision-making is bound to improve in the long-term with increasing sophistication of robo-advisors, and usage of artificial intelligence and big data.

Traditional vs. digital wealth managers

	Traditional wealth management firms	Advisor-assisted digital wealth management firms	Fully automated digital wealth management firms
Business model	Face-to-face advice mainly through the branch network for comprehensive wealth management	Phone-based financial advisor accessible through digital channels for personal advice	Personalised financial tools give investment advice stressing on attaining specific goals
Client type	HNI clients who value guidance from a trusted financial advisor	Clients who value both human guidance and technology	Affluent, tech-savvy and price sensitive customers
Investment process	In-person meetings with a dedicated advisor for all investment process	Automated process to decipher risk profile and target asset allocation. Easy access and periodic reviews with the help of advisor	Make use of a structured questionnaire to decipher the risk profile and time horizon of the investor
Value proposition	A dedicated advisor with comprehensive wealth planning	Relatively affordable pricing as compared to traditional firms combined with advisor relationship	Proprietary algorithms to process the inputs, and select a portfolio to provide a tailored investment plan to investors

Source: CRISIL MI&A

Wealth Management

Industry overview

Depending on goals and constraints of clients, the wealth management industry provides professional investment advice, financial planning and management services that best suits their requirement. It also provides value-added services, such as investing in art and antiques, and helps clients in philanthropic activities. The wealth management industry has seen robust growth over a low base, because of fresh investments from household savings going into organized financial assets, and increasing need for customization, with clients typically asking advice for asset management, financial planning, tax planning, estate planning, and succession planning.

Type of wealth management services

Advisory: In this type of service, investment decisions can be at the wealth management company's discretion or solely taken by the client. This is typically for HNIs and UHNIs. As the smaller investors are not accustomed to paying a fee for wealth management advice, the fee-based advisory model has not yet matured in India. Many wealth managers refrain from offering fee-based advisory services, instead focusing on commission from transactions.

Distribution: This type of service is primarily transaction-oriented, where the client assigns the wealth manager to execute specific transactions related to his/her wealth management. However, investment planning, decision and further management remain vested with the client. This service is offered for products, such as mutual funds, ETFs, portfolio management services, alternative investment funds, tax-free bonds, and fixed deposits. These services are also offered by brokerage firms, apart from the wealth management firms.

Custody, servicing, and safekeeping of assets: A wealth manager is only entrusted with management, administration, and oversight of the process of investment. All investment planning, investment decisions, and execution are done by the client.

Family office: Family office services provide large businesses and families with customized solutions to manage their wealth better, and aid in succession planning. It offers services, such as tax planning and wealth management, philanthropy, will execution, and estate planning. Family offices charge fees based on percentage of assets managed above the fixed amount of fees. Approximately 25-30 bps is the typical yield charged. Family offices is ideal if the portfolio is over ₹ 1 billion.

Customer profile in wealth management industry

UHNIs: These are entrepreneurs, corporate executives, or wealthy families who have an investable assets base of over ₹ 250 million, excluding their primary residence, collectibles, consumables, and consumer durables. They usually require structured customized solutions from the wealth manager.

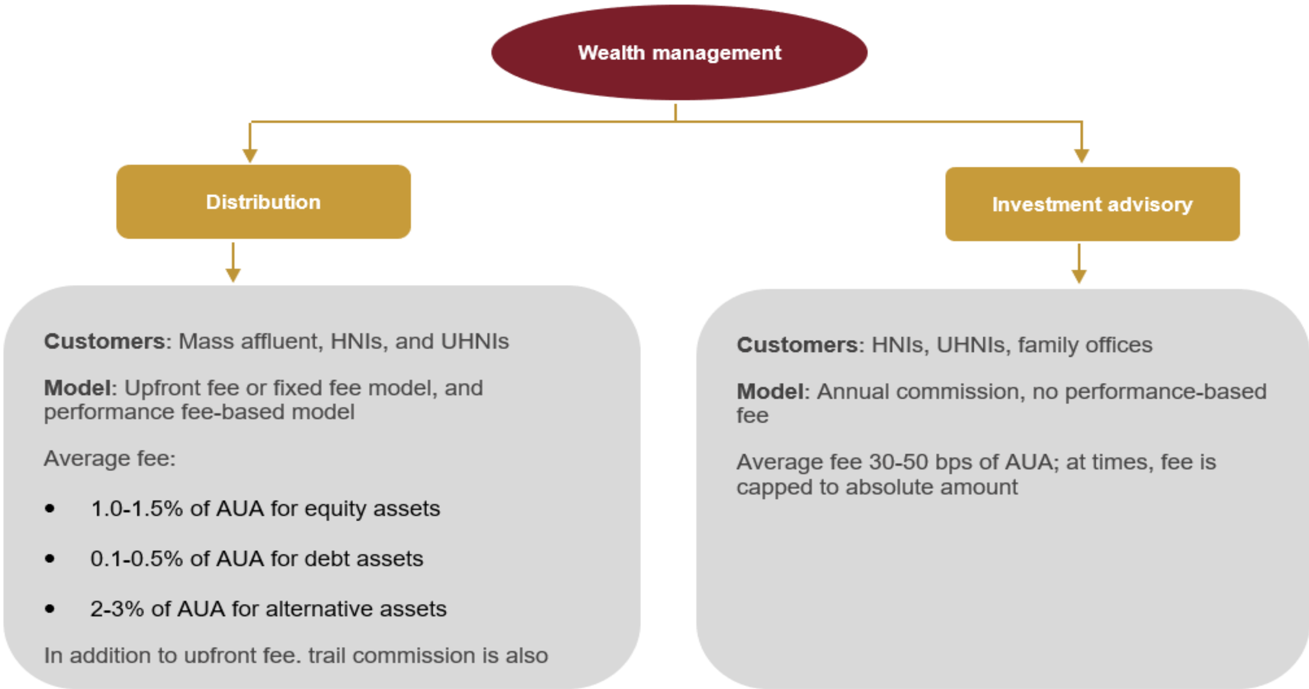
HNIs: They have an investable asset base of over ₹ 50 million, excluding their primary residence, collectibles, consumables, and consumer durables. With rising income levels, increasingly professionals and salaried individuals are able to generate surplus income, which they prefer to channel into productive investments. Thus, newer categories of customers, affluent and mass affluent, have emerged in the last few years

- **Affluent customers:** Wealth management players and brokers provide distribution and custodial services to this segment. Affluent customers are those who have investable asset base of ₹ 5.0 million to ₹ 50 million

- **Mass affluent/ retail investors:** These are customers with less than ₹ 5.0 million of investable asset base

Wealth management firms have different strategies, based on the profile of the customer. There are different teams catering to UHNIs and HNIs, and those catering to affluent and mass affluent customers. For instance, one relationship manager ("**RM**") typically services 400-700 customers in the affluent/mass affluent category; the corresponding number ranges between 50-70 clients per RM in the case of HNIs and 10-20 clients per RM for UHNIs.

Revenue model in wealth management services



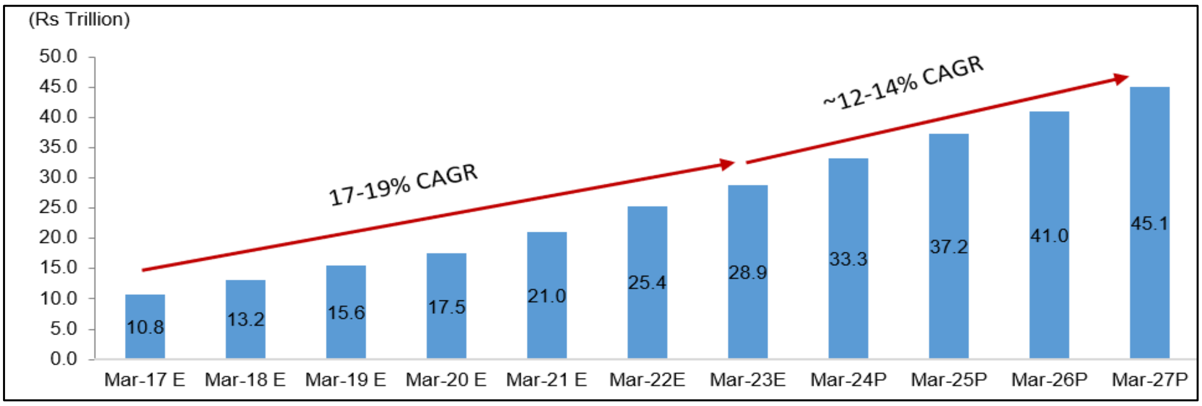
Source: CRISIL MI&A

Industry outlook for Wealth Management in India

The wealth management industry in India is still at a very nascent stage. It has huge potential to become a high-growth market supported by a young affluent investor base, improving wealth levels, strengthening regulatory environment, and an increasing share of organized players, including banks, independent wealth advisors, and brokers, who act as financial advisors. The thrust on customization, technology dependence, rising awareness, and thrust on financial assets as against physical assets is expected to create large opportunities for the wealth management industry in India. In terms of offerings, family office solutions and estate planning have been seeing increasing demand in recent years.

CRISIL Research estimates India's wealth management industry, including banks and broking companies offering such services, assets to be at around ₹ 28.9 trillion in Fiscal 2023. CRISIL Research projects the market to grow at a CAGR of 12%-14% over March 2023 to March 2027 and cross ₹ 45.1 trillion by Fiscal 2027. This is expected to be supported by significant under penetration compared to other developed economies, increasing population of affluent clients, increase shift from physical assets to financial assets and increasing complexity of assets amid rising competition.

Wealth management industry AUM to grow at 12-14% CAGR over Fiscals 2023 to 2027



E: Estimated; P: Projected, Source: CRISIL MI&A

Key growth drivers for Indian Wealth Management

- **Low penetration of organized wealth management:** The assets under administration ("**AUA**") of wealth management market in India, at approximately ₹ 28.9 trillion, is only approximately 10.5% of India's GDP. In established markets, advised wealth, as a percentage of GDP, is at 60-75%. However, there has been a rising demand for wealth managers in the tier 1 cities in India, owing to rising awareness among affluent and mass affluent customers, and increasing number of potential clients on account of growing income levels. The increase in penetration of wealth management companies into tier 2 and 3 cities is expected to help drive growth, given more than 40% of the UHNIs live in non-metros, and their wealth is majorly managed by independent financial advisors ("**IFAs**") and chartered accountants.

- **Increasing population of affluent clients with rising income levels:** With an expanding economy, middle class incomes and investable assets of UHNIs in India have increased sharply over the past few years. This, along with increasing financial literacy and growing customer awareness, has led to an increase in demand for wealth products. India has one of the world's fastest growing UHNI population, both in terms of the number of individuals and wealth levels. The rise in the UHNI population has been partly driven by e-commerce start-ups and rising income levels.

- **Increase in wealth allocated towards financial products**: Individuals and investors are increasingly moving away from traditional physical investments, such as real estate and gold, and making higher allocations into financial assets, such as equity, bonds, and alternative investments, thereby creating higher potential for wealth products. This, along with the ease in accessibility of different investment products on one platform, is expected to help propel growth.

- **Increasing complexity of products requiring advice:** There is increasing complexity of the financial products in the market, thereby requiring advice from professionals for better understanding of the products before investing. This is expected to help drive growth of the investment advisory business.

The net average fees earned by the advisory services is in the range of 30-50 bps of AUA, with the fees being on the higher side for mass affluent and HNI customers compared with UHNIs. Sometimes, these advisory fees are capped up to a fixed amount for HNIs and UHNIs customers. For distribution, the average fee is approximately 1-1.5% of the AUA for equity products with similar or marginally lower trail yields and 0.1-0.5% of AUA for debt products. For alternative assets, the average upfront distribution fee is 2-3% of AUA with no trail commission. Firms have been trying to optimize their cost to income ratios through appropriate investments in talent acquisition, technology, and tools.

Overview of Investment Banking in India

An investment bank is a financial services company or a division of a financial institutions that engages in advisory based financial transactions on behalf of individuals, other corporates, or government institutions. The investment banking market, thus consists of sales (charges on tractions, fees, and commission) of services by investment banks that undertake capital risk in the process of underwriting securities, providing corporate finance services and merger and acquisition (M&A) services.
Investment banking services is generally classified into the following:

- **Merger & Acquisition (M&A) and Private Equity (PE) Advisory Services:** It includes helping entities in identifying and implementing opportunities to merge with or acquire other businesses. It includes financial planning, fundraising, tax and legal support and other allied services support required for an entity to acquire the target. The investment bankers also provide PE services that encompassed different stages of the investment cycle, from deal to strategy, structuring and exit plan. The investment banks charge clients a fixed fee, and in addition, a proportion of the deal value.

- **Debt Capital Market Underwriting Services:** It is a process through which investment bankers raise debt capital from investors on behalf of clients that are issuing debt securities. It involves activities such as fixing coupon rate and number of bonds to be offered to the investors based on issuers current and future prospect. The investment banks charge clients, a proportion of the security's value.

- **Equity Capital Market Underwriting Services:** It is a capital underwriting process through which investment banks raise equity capital from investors on behalf of companies. It includes activities such as fixing equity pricing and number of equities offered, Equity floatation can also be either IPO, FPO or right issues of companies which have already been publicly floated. Investment banks charge clients, a proportion of security's value.

- **Financial Sponsor/Syndicated Loans:** These services include finding lenders to finance large projects. The borrowers can be a company, government, or loans from multiple parties. The investment banks charge clients, a fixed fee, or a proportion of loan value.

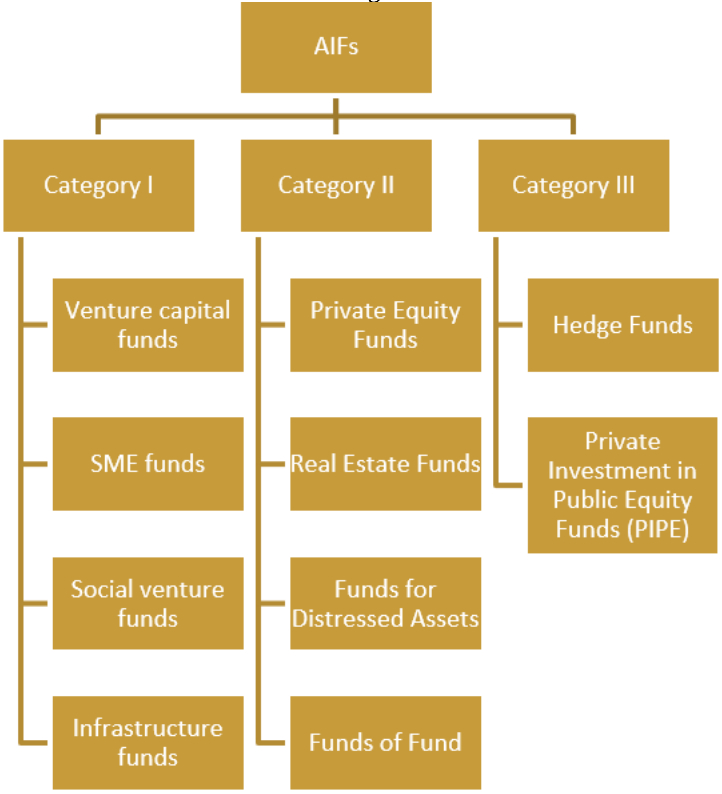
Alternative Investment Funds (AIFs)

Alternative assets include equity, private equity, private debt (dealing mainly in performing credit, distressed assets, real estate credit, and infrastructure funds), early-stage ventures, special opportunity funds, and art. However, it does not include traditional investments, such as mutual funds and life insurance. Equity AIFs cater to the UHNI/HNI clients and compete with equity PMSs for the wallet share of such clients. While the private equity industry saw strong growth over the past decade, with investors rushing to invest in start-ups in India, newer products such as social ventures, arts, small and medium enterprise (SME) funds, and real estate funds are also gaining prominence.

On the debt side, institutional investors such as insurance companies and pension funds are investing in alternative assets in search of higher yields.

AIFs are regulated by the SEBI under the Securities and Exchange Board of India (Alternative Investment Fund) Regulations, 2012. The regulator defines AIFs as privately pooled investment vehicles, which collect funds from investors for investing as per a defined policy for the benefit of its investors and are not covered by any other regulations of the SEBI that govern fund-management activities.

According to SEBI, AIFs are classified in three broad categories:



Category I AIF

Alternative Investment Funds, which are generally perceived to have positive spillover effects on economy and for which the Board or Government of India or other regulators in India may provide incentives or concessions are included, and such funds which are formed as trusts or companies are construed as "venture capital company". The following type of funds fall under category I:

(i) Infrastructure Fund
(ii) Venture Capital Fund
(iii) Social Venture Fund
(iv) SME Fund
(v) Angel Fund

Category II AIF

Alternative Investment Funds such as private equity funds or debt funds for which no specific incentives or concessions are given by the government, or any other Regulator shall be included. The following types of funds fall under category II:
(i) Private Equity (PE) Funds
(ii) Real Estate fund
(iii) Funds for distressed Assets
(iv) Debt Funds
(v) Funds of Funds

Category III AIF

Alternative Investment Funds such as hedge funds or funds which trade with a view to make short term returns or such other funds which are open ended and for which no specific incentives or concessions are given by the government, or any other Regulator shall be included. The following types of funds fall under category III:

(i) Hedge Funds
(ii) Private Investment in Public Equity Funds (PIPE)

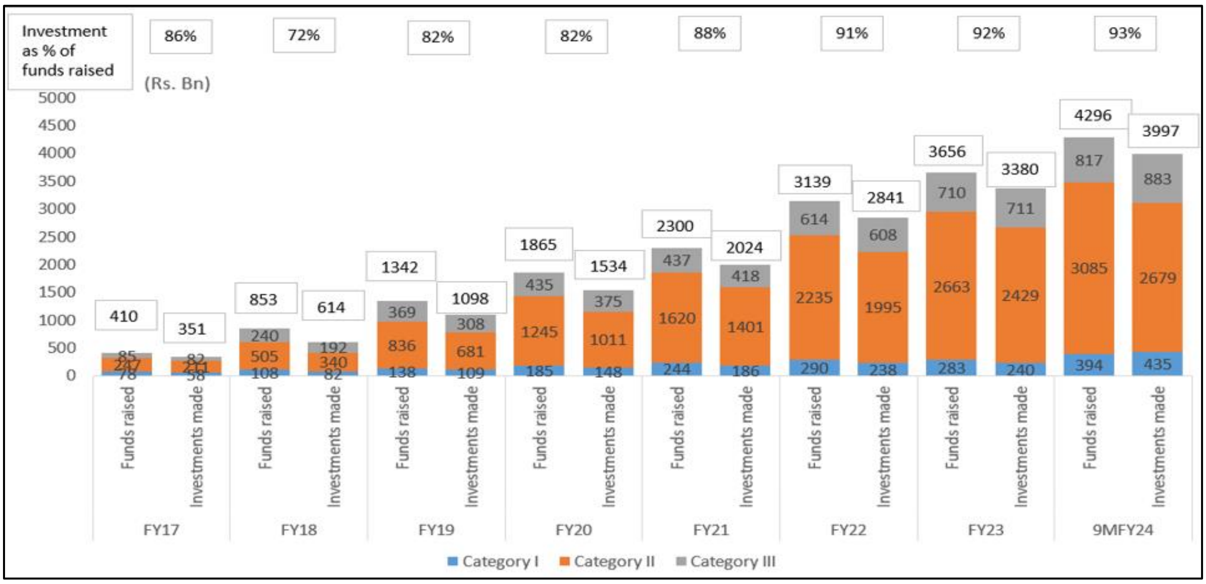
Investor Profile

Resident Indian individuals, Non-resident Indian ("**NRIs**") and foreign nationals can invest in AIFs; however, due to minimum investment requirement of ₹ 10 million (₹ 2.5 million in the case of Angel funds), only sophisticated private investors (non-retail) can invest in AIFs. Also, as per SEBI guidelines, AIFs can be marketed through private placement only. The directors, employees and Fund managers of AIFs are permitted to invest in AIFs with minimum investment of ₹ 2.5 million. Investor profile varies depending upon the investment objective of the fund and targeted market segment. Usually, UHNIs/HNIs, corporate treasuries, insurance companies, family offices, etc. invest in Alternative investment funds. (Family Offices are the personal wealth management firms of the ultra-rich families). UHNIs/HNIs and institutional investors are well informed and attuned to adopting higher risk-return strategies.

AIF has gained strong traction in recent years

In recent years, AIFs have gained significant attraction due to its ability to generate higher returns for UHNIs / HNIs by investing in funds such as real estate funds, venture capital funds and start-up funding, as well as enabling investors to take exposure to specific themes such as private debt focused on entities focused on financial inclusion. The growth in AIF industry could be attributed to the surge in investment activities and fund raising in India along with support from regulatory reforms brought by SEBI. As of December 31, 2023, AIFs overseeing over ₹ 10.84 trillion in investor commitments, as against ₹ 0.84 trillion in commitments as of March 31, 2017. Despite such a strong growth in AIF, India's AIF market is still underdeveloped as compared to rest of world. For example, in 2019, the AIF industry size in the U.S. was USD 10.3 trillion. The key factors for the underdeveloped AIF market in India are higher investment ticket size and higher returns from traditional investment options. The higher investment criteria keep a large number of potential investors away from AIF market, which in turn could bring in higher amount of funds. Pension funds and insurance companies are expected to increase their allocation to private debt as AIF market matures and generates higher yields as compared to traditional asset class. Furthermore, offshore funds and UHNIs/HNIs are expected to continue to bring in additional funds for higher returns.

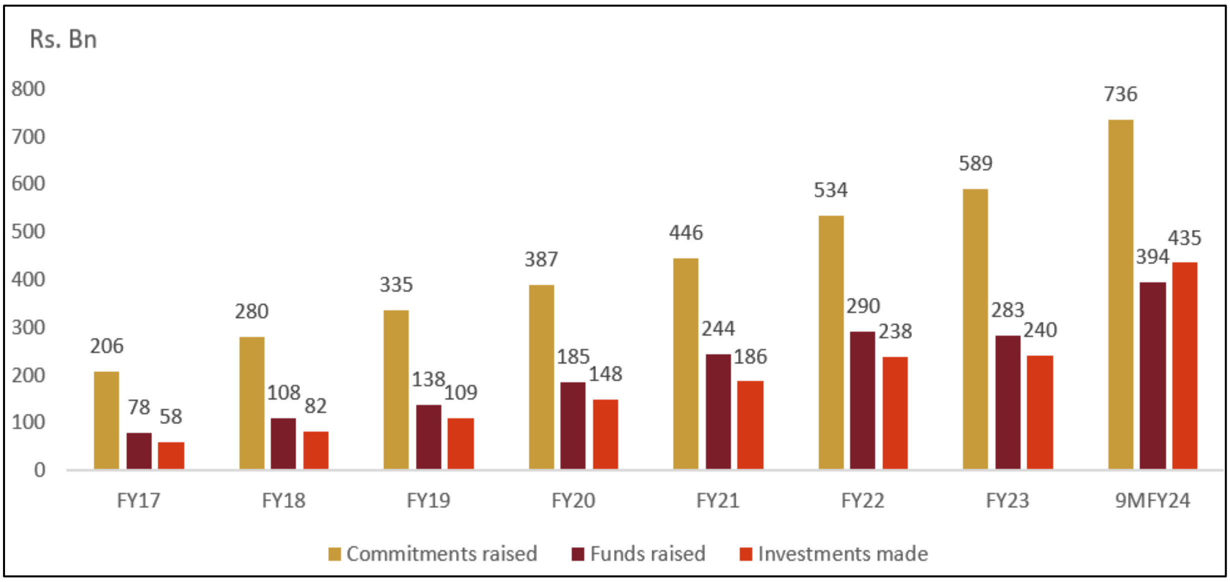
Investment made in AIFs have increased significantly



Source: SEBI Statistics, CRISIL MI&A

Around 73% of fund raised by AIFs as on March 2023 are under Category II funds, which includes real estate funds, private equity funds and debt funds. Category III funds were able to raise funds of around ₹ 710 billion which is 19% of overall fund raised by AIFs as on March 2023. Category III funds are permitted to invest in commodity derivatives until 10% of Investible funds and they are also allowed to leverage up to two times.

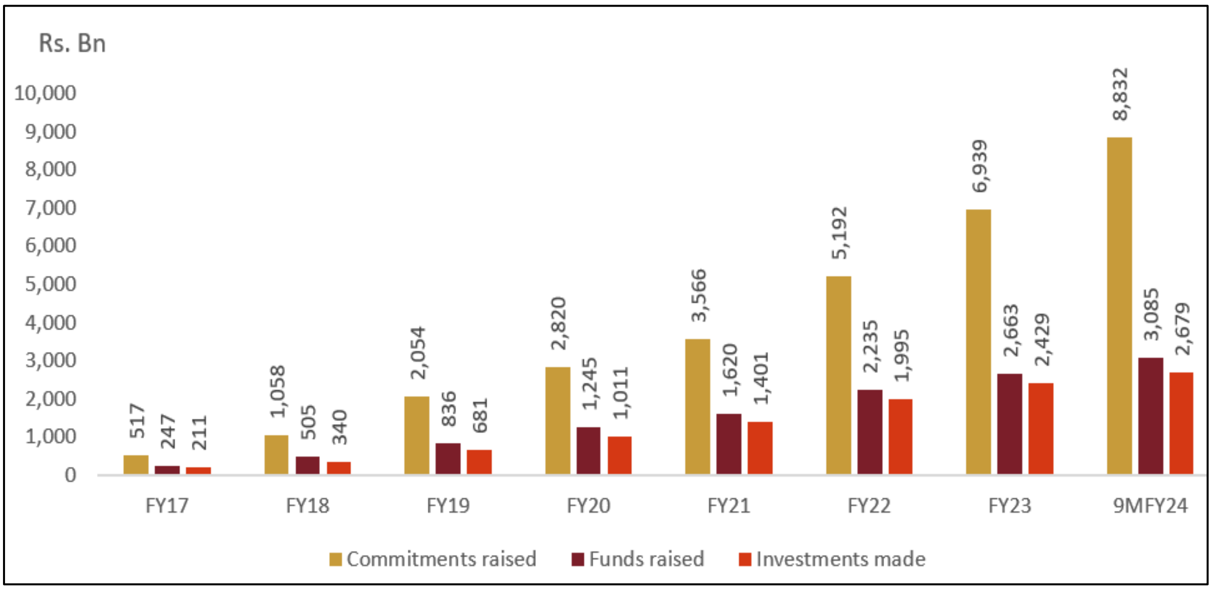
Fund raised under Category I AIF grew at CAGR 24% in last six years (Fiscal 2017 to Fiscal 2023)



Source: SEBI Statistics, CRISIL MI&A

Category I AIF has relatively slower growth as compared to Category II and III. Category I funds are largely driven with support from government incentives and concessions.

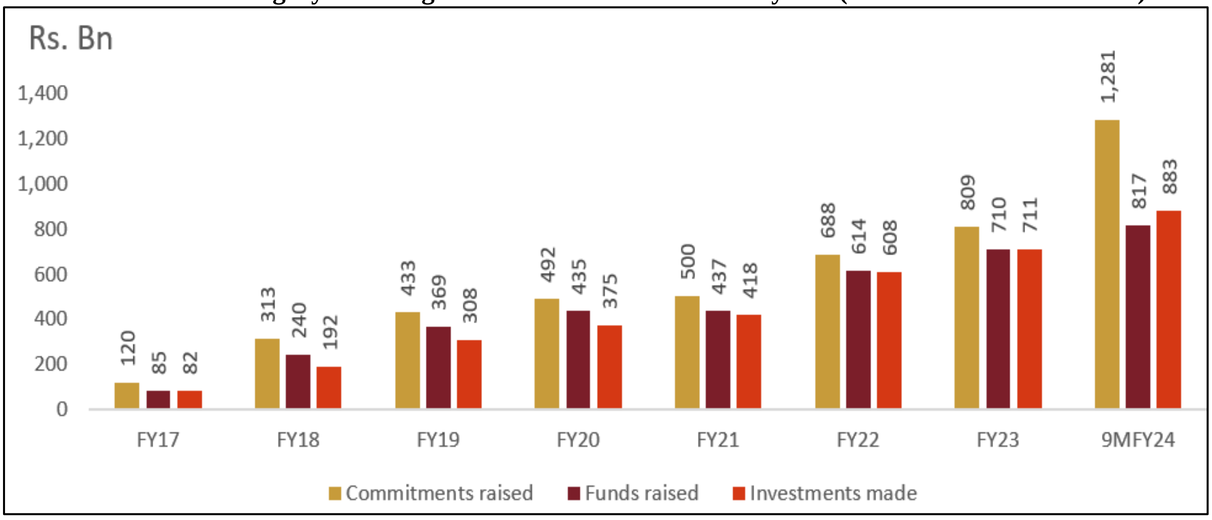
Fund raised under Category II AIF grew at CAGR 49% in last six years (Fiscal 2017 to Fiscal 2023)



Source: SEBI Statistics, CRISIL MI&A

Category II funds, which focus on private debt, real estate, and distressed assets, accounted for approximately 73% of investments in AIFs as of March 2023.

Fund raised under Category III AIF grew at CAGR 43% in last six years (Fiscal 2017 to Fiscal 2023)



Source: SEBI Statistics, CRISIL MI&A

Category III funds usually focus on complex trading strategies (e.g., long short, derivative-based, arbitrage-based strategies, other hedge fund strategies). Also, many fund houses also focus on plain vanilla debt portfolios under Category III. Strong performance of equity markets, increase in product awareness, and launch of innovative products by fund managers have led to higher investment in these funds over the years. These funds are also perceived as a great diversification option by the equity focused UHNIs individuals. Total investments in category III funds have grown from ₹ 82 billion as of March 2017 to ₹ 711 billion as of March 2023 and ₹ 883 billion as of December 2023.

Growth drivers of AIF Industry in India

RBI allowance of foreign investment

Category III AIF with foreign investment are permitted to make portfolio investments in only those securities or instruments in which an FPI can invest under the Foreign Exchange Management Act, rules or regulations made thereunder. In May 2021, SEBI, in consultation with RBI, doubled the overseas investment limit for AIFs from USD 750 million to USD 1500 million.

Simplification of procedures

The regulatory powers of four regulators, namely, RBI, SEBI, Insurance Regulatory and Development Authority ("IRDA") and Pension Fund Regulatory and Development Authority ("**PFRDA**") are vested in International Financial Services Centres Authority ("**IFSCA**"), which ensure single window approval for investors to apply for various approvals and make it easier for them to set up units. Accordingly, AIFs set up in Gujarat International Finance Tec-City ("**GIFT City**") only require approval from International Financial Services Centre ("IFSC") and not the four regulators. IFSC has permitted higher leverage level for Category II funds with the consent of the fund's investors. Additionally, the IFSC has offered flexibility to fund the managers' and investors with regards to co-investment and diversification norms for fund portfolio.

GIFT City

GIFT City is a global financial and IT services hub on the lines of globally benchmarked financial centers. It includes a special economic zone ("**SEZ**") having the status of an IFSC, set up with the objective of undertaking financial services transactions that are currently carried out outside India by overseas financial institutions and overseas branches/ subsidiaries of Indian financial institutions. As part of the overall regulatory endeavor to facilitate growth of financial services intermediaries in IFSC, various regulatory reforms have been introduced in IFSC. As a result, it is fast emerging as an attractive alternative to AIFs. GIFT City is brought under IFSCA regulations, which simplified deal structuring, provided flexibility, and allowed for allocation of more capital to opportunities and offered various tax exemptions. GIFT City AIFs have several preferential rules concerning single window clearance, leverage, diversification restrictions, absence of SEBI approval for investments outside India as well as deal structuring and capital allocation.

Tax incentives

Non-resident investors' income earned, derived, or received from offshore investments made through a Category I or II AIF is not taxable in India. Non-resident investors are exempt from filing income tax returns if they earn income solely from investments in Category I or Category II AIFs in the IFSC and tax is deducted on the distributions made by such AIFs to non-resident investors. Additionally, such non-resident investors are not required to obtain a PAN in India. Whereas Category III AIFs are taxed at the fund level and various exemptions are provided to non-resident investors. Investors are tax exempt on income accruing to, arising from, or received from the Category III AIF or on the transfer of its units. Additionally, the provisions of the alternate minimum tax do not apply to Category III AIFs. Stamp duty, securities transaction tax, and commodities transaction tax exemptions apply to transactions conducted on IFSC exchanges. These exemptions would promote higher investments from non-resident investors in AIF industry.

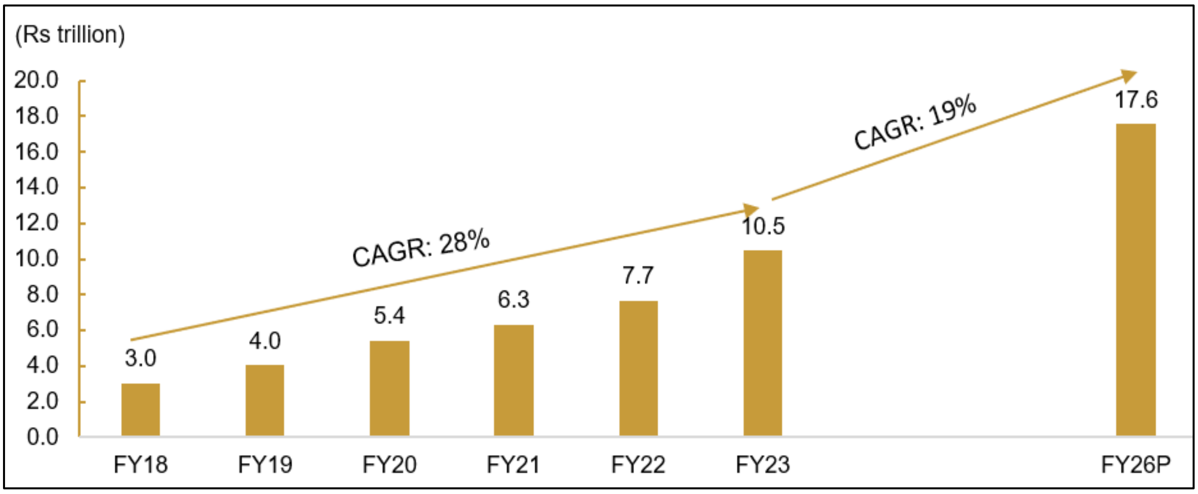
Personal Loans

Strong disbursements, especially from NBFCs, and improving collections supported personal loan book growth in Fiscal 2023

Personal loan outstanding stood at ₹ 10.5 trillion in Fiscal 2023 and is likely to touch approximately ₹17 trillion in Fiscal 2026. The growth is going to be driven by healthy growth momentum in banks supported by their high base. Parallelly, NBFCs would also continue to display aggressive growth in their personal loan book. NBFCs build their retail book through lower-ticket-size personal loans and focus on growth in tier 2 and below cities. Banks focus on the salaried middle-age group borrowers and have a higher share in tier-1 cities as compared with NBFCs.

The personal loan industry witnessed a compound annual growth rate (CAGR) of 28% from Fiscal 2018 to Fiscal 2023, exhibiting credit expansion across both banking institutions and non-banking financial companies ("**NBFCs**"). This positive trajectory was underpinned by the emergence of financial technology (fintech) and digital platforms. In response to this market trend, the Reserve Bank of India has implemented regulations concerning small ticket consumer credit. Specifically, the RBI has heightened the risk weight attached to unsecured consumer loans by 25 percentage points, raising it to 125%. By increasing the risk weight associated with unsecured consumer loans, the RBI is setting a foundation for a more secure and sustainable credit environment. While these measures are expected to impact growth in the short term, but it is expected to promote stability and resilience in the industry over the long term, ensuring a healthier growth trajectory in the future.

Personal loan outstanding to cross ₹ 17 trillion in Fiscal 2026



Note: P – Projected; Source: CRISIL MI&A

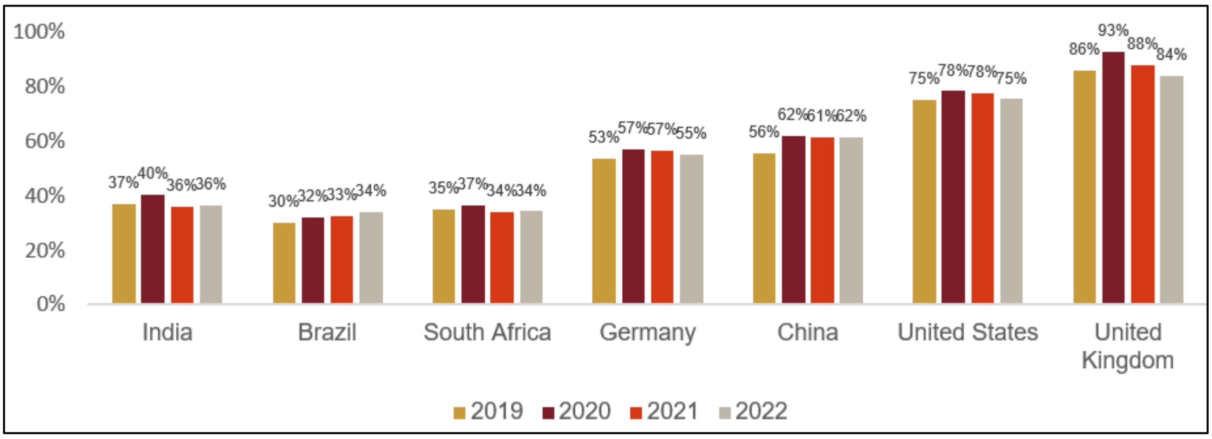
Growth Drivers

A number of factors are favourable to the growth of personal loans in the coming years:

Low penetration in India

India has the lowest household debt to gross domestic product (GDP) ratio compared to many other economies. India's household debt to GDP ratio is low at about 36% as of March 2022. The indebtedness of households, or more precisely household-debt-to-GDP ratio of a country, is a suitable indicator to measure the future potential of the personal loan segment. With lenders focusing on increasing penetration in under-penetrated areas and amongst under-penetrated customer segments and with personal loans increasingly becoming more accessible to consumers with digital customer acquisition and engagement channels, this ratio is expected to increase over the medium term.

Household Credit to GDP ratio (2019-2022)



Source: Bank of International Settlements, CRISIL MI&A

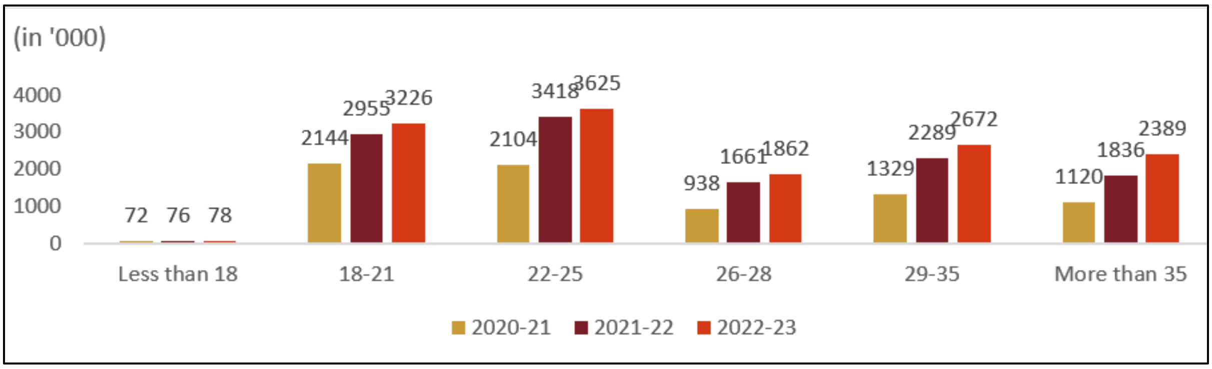
Changing lifestyles and spending habits

Favorable consumer demographics, rising incomes, and higher aspirations, coupled with increasing comfort in availing loans to meet funding needs augur well for the personal loan market. This has been one of the prominent factors in personal loan growth. With the rise in disposable incomes and favorable consumer demographics, this trend is expected to continue going forward.

Increase in potential customer base through higher formal sector employment

The number of employees registered with the Employee Provident Fund Office ("**EPFO**") has risen over the years. Another notable factor is that the proportion of employees in EPFO in the 18-35 age bracket are in majority and have registered robust growth. This uptick in the population of young individuals with purchasing power entering the formal sector has aided personal loan growth in the past and will continue doing so in the future.

Number of employees registered with EPFO



Note: The data is as of December 20, 2023
Source: EPFO, CRISIL MI&A

Reduction in turnaround time ("TAT")

Customer preference for financial institutions is driven by TAT. Tech-savvy salaried individuals prefer digital interfaces for quick and paperless experiences. The advanced technologies enables instant loan approvals, but disbursements may take 2-3 days for necessary checks. NBFCs offer faster TAT compared to banks.

Increasing usage of non-traditional data in credit decision-making, enhancing the comfort level of lenders

Digital lending has significantly reduced the document collection time, streamlining the entire lending process. The introduction of paperless procedures in India has revolutionized loan applications. Credit assessments can now be conducted without the need for physical documentation. Moreover, there is a growing trend of utilizing alternative data, such as mobile phone usage, payment behaviour, and social interactions, for credit decision-making.

NBFCs and fintechs are at the forefront of leveraging mobile phone data as a valuable source of customer information. This data provides valuable insights into customer location, travel habits, income and expenditure patterns, available cash flow, and repayment history.

Usage of personal loans for payment of credit card dues

In recent times, consumers also use personal loans to consolidate their credit card outstanding dues on account of a comparatively lower rate of interest in unsecured personal loans compared with credit card interest. Increasing credit card penetration and usage will also support personal loans growth

NBFCs market share declined in fiscal 2021; gradual increase foreseen

The personal loans segment, with its attractive risk-reward potential, has become highly competitive over the past few years with aggressive competition from both banks and NBFCs. The market is dominated by banks on account of their wide presence, large customer base which helps in cross selling and lower interest rates as compared to NBFCs. Up to Fiscal 2020, NBFCs have grown much faster than banks in this space, partly supported by low base and the advent of new players in this segment. In recent years, players are focusing more towards retaining their customer base as majority of unsecured loans are originated through cross sell. Apart from traditional lenders (banks and NBFCs), entry of several other players such as P2P lenders, fintech firms etc. in the segment makes the segment more competitive.

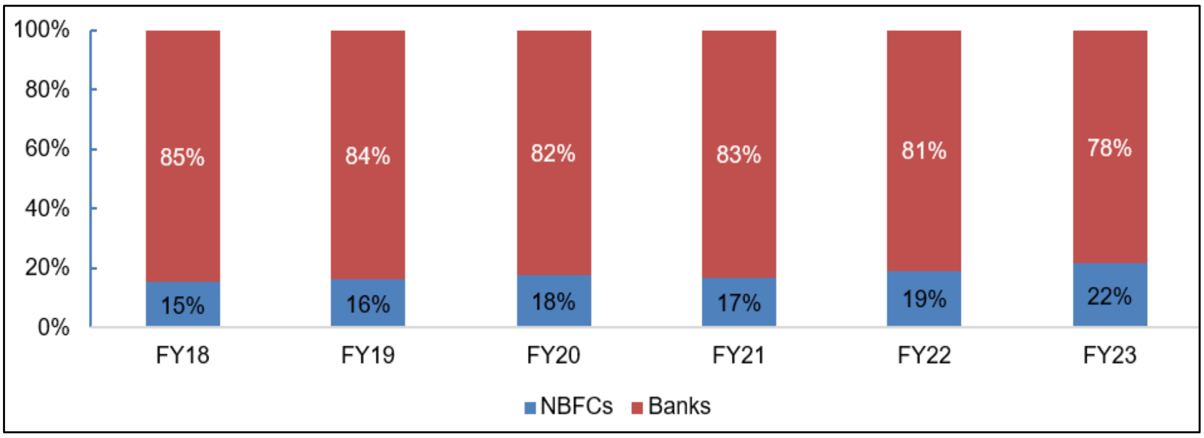
Where banks are offering pre-approved loans to their existing customers, NBFCs on the other hand are trying to increase their focus by diversifying portfolio through cross sell. New age digital NBFCs are focusing on acquiring and lending to customers which are largely underserved by the incumbents like traditional NBFCs and banks and penetrate deeper into hitherto unpenetrated segments, as they partner with fintech platforms.

Large NBFCs focus on individuals with good repayment capabilities (mostly salaried customers). However, there are many small NBFCs and fintechs that extend small ticket sized personal loans to customers with lower or no credit score and charge relatively high interest rates to compensate for the risk. Small and mid-sized NBFCs have also been innovative with products such as pay as you go, check out financing, tie-up with card companies, and very short tenure loans (3-6 months). This has helped them stay relevant despite higher interest rates, even among salaried customers. A number of NBFCs also cross sell personal loans to existing customers who have taken other loans from them and have a good repayment track record.

NBFCs have outpaced banks in terms of growth in outstanding, leveraging their specialised focus and extensive branch network to reach remote areas. This coupled with high contribution from the digital platform, drove year on year growth to a significant 54% leap in fiscal 2023. The credit growth of banks on a higher base was healthy at 32% in Fiscal 2023 spurred by credit demand and aggressive focus on retail portfolio. Additionally, with a salaried customer base coupled with relatively higher share of tier-1 cities in the portfolio, the banks' borrower segment faced lower cashflow disruptions, thereby realizing a relatively better asset quality performance compared to NBFCs. In the case of NBFCs, with a higher share of the self-employed segment coupled with higher share of tier 2 and lower cities in the portfolio, the asset quality was relatively weaker compared to banks.

With NBFCs growing faster than banks, CRISIL MI&A expects NBFCs to increase their market share further in fiscal 2024. NBFCs have seen a sharp rise on account of an aggressive strategy and a low base. CRISIL MI&A expects NBFCs to sustain the pace of growth and capture share from banks. Fintechs and NBFCs compete fiercely with banks even though they cater to different consumer segments. Banks primarily focus on salaried, higher-ticket-size borrowers, while NBFCs and fintechs focus on bridging the financing gap for self-employed, low income, younger generation, and smaller ticket size borrowers.

Share of NBFCs has increased in the past few years



Source: CRISIL MI&A

NBFCs and fintechs focus on low ticket loans for growth

With fintechs and NBFCs deepening their market penetration, the share of small-ticket personal loans ("**STPLs**") is gradually increasing. The share of STPLs, which are loans below ₹ 0.1 million, has risen gradually over the past few years. The volume of these transactions grew to 86% of the total transactions in Fiscal 2023 from 83% in Fiscal 2022. But in terms of value, these loans grew to 12% of total disbursements in Fiscal 2023 from 10% in Fiscal 2022. NBFCs and fintechs focus more on this bucket of personal loans and thus drag the overall average ticket size lower.

NBFCs account for 29% of the market share in terms of value but have 88% share in terms of the volume of transactions leading to a declining ticket size trend in the last few years.

The average ticket size is approximately ₹ 25,000 for NBFCs and ₹ 0.4 million for banks vis-à-vis an overall average of approximately ₹ 76,000 - ₹ 77,000. Hence, NBFCs are taking the average ticket size lower with their strong reach and network.

Fintechs have been rapidly expanding their base in the personal loan segment by offering small ticket and low duration loans to younger, low-income and digital-savvy customers with insufficient credit history. With the rapid adoption of technology amongst financiers and customers, personal loans form the majority segment of disbursements in digital lending. The loans disbursed are as low as ₹ 5,000 - ₹ 20,000 for aspirational customers.

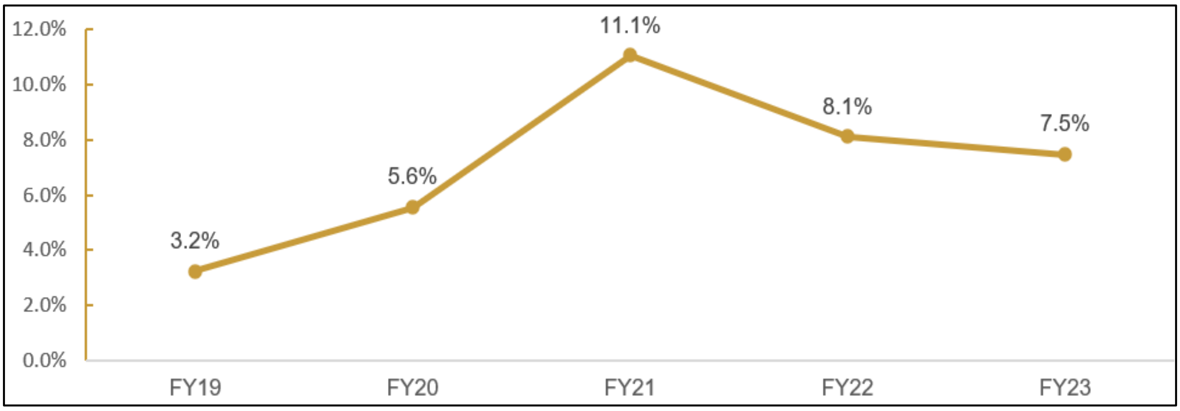
Fintechs primarily rely on the customer's mobile phone data to assess their repayment ability. Algorithms track and analyse mobile phone data for specific insights on a customer's liquid cash flow as well as repayment history, along with spending habits.

NBFCs and fintech's risk management processes and data analytics capabilities have evolved over the years along with underwriting norms and monitoring mechanisms.

NBFC asset quality closer to pre-pandemic levels in Fiscal 2023

Personal loan is an unsecured segment with minimal or no end-use monitoring. Gross non-performing assets ("**GNPAs**") of major players increased in fiscal 2022 on account of the second pandemic wave with cashflow disruptions for borrowers with already weaker credit profiles. The collection efficiency improved in second half of Fiscal 2022 and stabilized in Fiscal 2023. In line with this, GNPAs for NBFCs stood at 7.47% as of March 2023, improving from 8.11% as of March 2022. Given the unsecured nature of segment, asset quality will continue to be a key monitorable.

GNPAs trend for NBFCs in personal loan segment



Source: CRISIL MI&A

NBFC profitability estimated to improve subsequently

In the personal loans segment, the spreads remain reasonably attractive at 8%-9%. However, the impact of credit costs associated with unsecured lending continues to influence the overall profitability. In Fiscal 2020, the Return on Assets ("**RoA**") for personal loan portfolios stood at a healthy 2.56%, reflecting strong performance. However, Fiscal 2021 saw a decline to 1.32% due to elevated credit costs driven by uncertainties related to the COVID-19 pandemic.

In fiscal year 2022 and 2023, there was moderate improvement in profitability which can be attributed to recovery in demand, increasing spreads and improving credit cost. Additionally, operational efficiencies are expected to increase as players embrace technological advancements, resulting in lower operating expenses. Notably, there is a shift in sourcing practices. NBFCs are reducing their reliance on Direct Selling Agents ("**DSAs**") in favour of cross-selling strategies and digital sourcing modes. This transition aims to reduce costs and improve customer acquisition efficiency. Going forward in Fiscal 2024, profitability is expected to improve further largely on account of improvement in credit cost. Nevertheless, credit costs are expected to remain elevated in near term as players continue to expand their customer base and target tier-2 and tier-3 areas.

ROA improved in Fiscal 2023 and is expected to remain stable in near term

	FY20E	FY21E	FY22E	FY23E	FY24P
NIMs	9.78%	9.67%	9.88%	10.13%	10.13%
Opex	4.35%	4.60%	4.50%	4.40%	4.30%
Credit costs	2.70%	4.20%	3.60%	3.20%	3.00%
RoA	2.56%	1.32%	1.93%	2.43%	2.63%

Note: E = Estimated, P = Projected

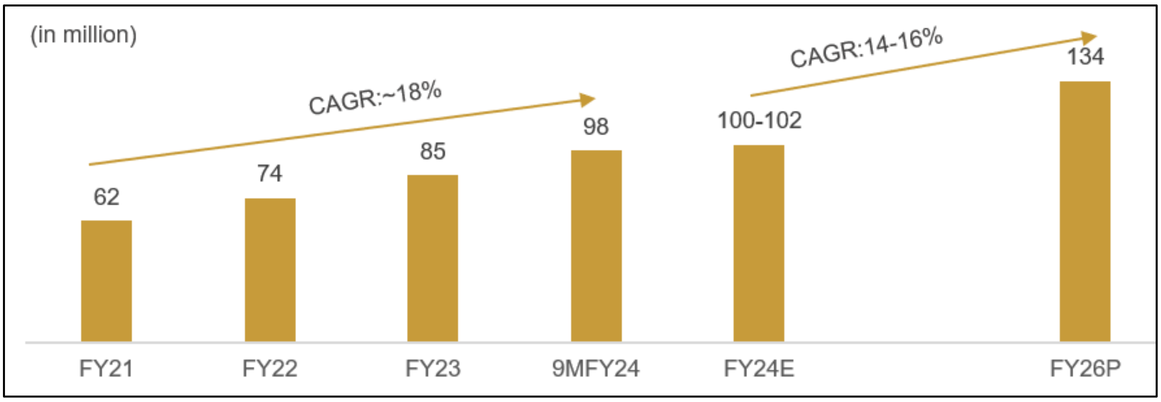
Source: Company reports, CRISIL MI&A

Credit Cards

Credit Card market has seen steady growth over the years

Credit cards have been gaining popularity in India. As per RBI data, the number of credit card outstanding stands at 98 million as of December 2023 having grown at 18% CAGR from Fiscal 2021 to the nine months of Fiscal 2024. Increasing acceptance of digital payments by Indian consumers and rise of e-commerce during this period gave a huge impetus to growth with credit-card players providing promotional-offers and EMI financing options. On the supply side, banks' focus on cross-selling to their existing customers in the form of pre-approved offers has driven growth. Co-branded cards by way of partnerships with various businesses have also pushed penetration of the product and is expected to increase going forward. Moreover, with the regulatory update from RBI on allowing NBFCs (with a minimum net owned fund of ₹1 billion and subject to RBI approval) to operate and issue credit cards, the market could see more competition and higher volumes in credit cards outstanding. The increased use cases of cards for travel, shopping, lifestyle purchases, entertainment, healthcare, utility bill payments, etc. have increased the spend per card.

Growth momentum in number of cards to continue in volumes driven by higher retail growth, increasing presence of e-commerce platforms and usage of EMI facility

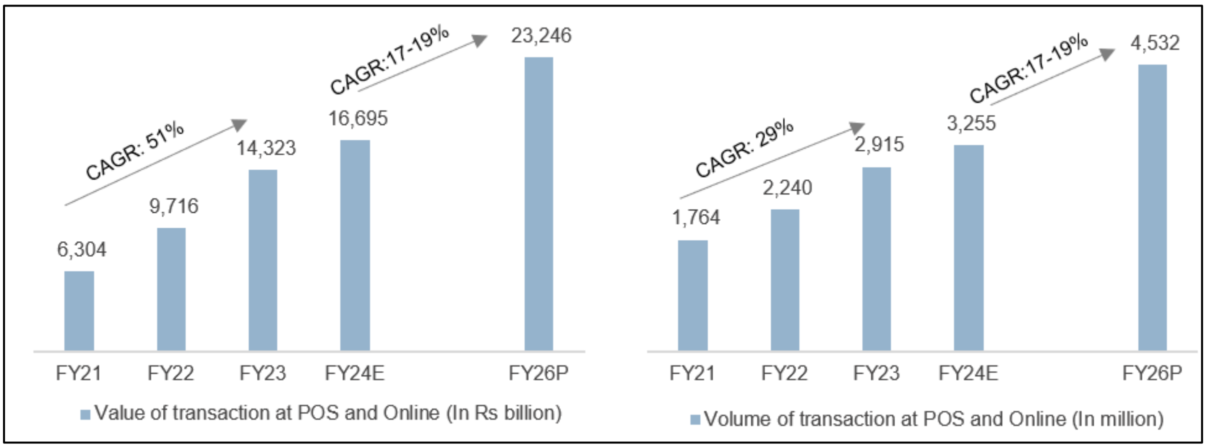


Note: E = Estimated, P = Projected; Source: RBI, CRISIL MI&A

From Fiscal 2021 to Fiscal 2023, value and volume of credit card transactions have seen a surge in growth

Value of credit card transactions has seen 51% CAGR from Fiscal 2021 to Fiscal 2023, while the volume of credit card transactions has seen a healthy 29% CAGR growth during the same period. The government's emerging version of a cash-less society, focus on digitalisation, developments in e-commerce, and availability of point-of-sale ("**PoS**") infrastructure have significantly encouraged payments through credit cards. Further, the value and volume of credit card transactions are expected to grow at approximately 17%-19% each from Fiscal 2024 to Fiscal 2026 as a result of increase in private final consumption expenditure ("**PFCE**"), growth in overall and organised retail, increasing presence of e-commerce industry and rise in digital payments.

Growth in credit cards transactions value has sped-up as a result of increase in PFCE, organised retail, while transaction volumes has grown at a moderate rate



Note: The data from November 2019 onwards for card payments (Debit/Credit cards) and Prepaid Payment Instruments (PPIs) may not be comparable with earlier months/ periods, as more granular data was published along with revision in data definitions hence numbers have been reported from Fiscal 2021; E = Estimated, P = Projected; Source: RBI, CRISIL MI&A

Metro dominance seen in credit card usage and non-metro share expected to improve moving forward

Credit cards are largely led by metro and urban districts, wherein ~55-65% of the total outstanding balance of credit cards are estimated to be from these regions as of Fiscal 2023, whereas semi-urban and rural districts contribute the remaining share. In non-metro areas, consumers who were once reliant on cash have shifted towards digital payment methods. In the past, many small-town businesses did not accept credit or debit cards. However, during the cash shortage caused by demonetization, merchants were compelled to install PoS machines for card payments. Non-metro customers, who were previously cautious about personal debt and had limited access to credit cards, are embracing credit card usage. This transformation suggests significant growth potential in the coming years.

Growth drivers

Headroom for growth given an under penetrated credit card market

Credit card spending relative to PFCE has significantly increased in recent years. In absolute terms, per-capita PFCE was approximately ₹ 1,19,277 in Fiscal 2023, of which approximately ₹ 10,356 is spending through credit cards. Credit card spending accounted for approximately 8.7% of PFCE in Fiscal 2023, compared with approximately 5.2% in Fiscal 2021. Going forward, the credit cards spend is expected to grow at a much faster pace than PFCE.

Credit card penetration of India i.e., number of cards per 100 population is quite low at approximately 5%-6% as of Fiscal 2023 compared to USA (estimated approximately 159% as of Fiscal 2023) and other developed countries. Demographic advantage, issuances of cards in smaller cities and tapping new-to-credit ("**NTC**") customer, strong investments in payment infrastructure will all aid the credit-card penetration going forward.

Rising issuance of new cards in smaller cities; E-commerce propelling growth

Credit card issuers are expanding their network in smaller cities. Going forward, rise in e-retail, physical and payment infrastructure growth will be major drivers for higher originations in credit cards in smaller cities. E-commerce has opened the gates to premium brand shopping in even smaller cities, where people have money and aspirations but may lack access to physical stores and malls. With e-commerce companies linking specific credit cards with steep discounts, a lot of the young middle and lower middle-income salaried class are opting for credit cards.

Growth from NTC customers

NTC customers are the ones who get their bureau record for the first time. With the credit card issuers expanding in smaller cities and sourcing their existing debit-card, CASA or FD customers, NTC customers are expected to rise because of the low credit penetration in smaller cities. Apart from this, players are also creating awareness among these customers about the credit cards usage and credit score.

NBFCs and Fintech given approval to operate credit cards

In April 2022, RBI had opened the door for NBFCs to apply for a license to issue credit cards and tie-up with banks to issue co-branded credit cards. This move would allow the entry of new players, and foster innovation and competition in the credit card market. A wider customer base will be addressable for credit card issuances, with a focus on untapped customer segments.

Linking of credit cards to UPI network

The RBI has allowed linking of credit cards to the UPI network in June 2022, with the initial facilitation planned for RuPay credit cards. This arrangement would further enhance convenience by providing more avenues to customers for making payments through the widely used UPI platform.

Widening the net with co-branding credit card partnerships

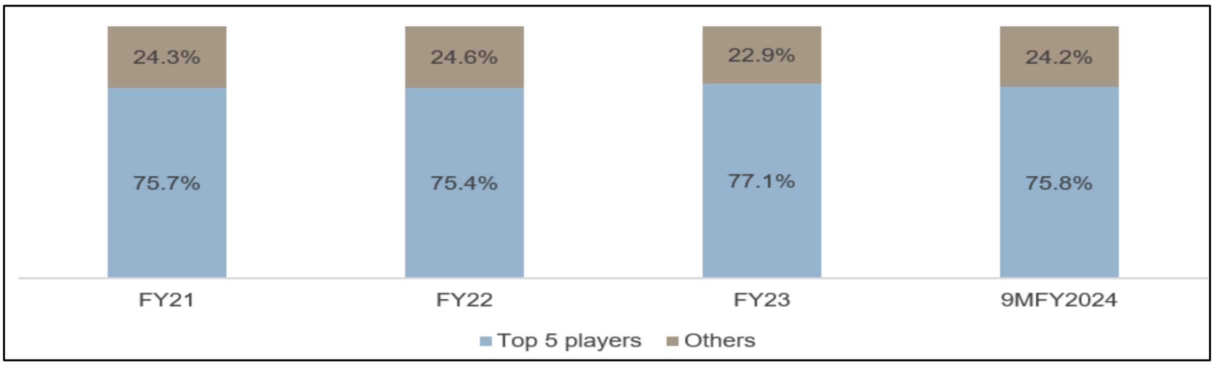
With increasing acceptance of digital payments combined with rising degree of convenience available with the customers today, players are striving to gain a fair share of consumers' wallet. Co-branded cards in such a scenario act as an important and differentiated product / tool to offer additional value to the customer. While co-branded cards have been part of the industry product offering for several years now, they have gained traction off late, as both card issuing companies as well as partner entities look at catering to a wider customer base and enhancing customer loyalty.

Competitive Scenario

Concentrated market: Top five players account for more than three-fourths of credit cards spends as of December 2023

Out of 98 million cards that are in circulation as of December 2023, the top 5 players have the largest share of approximately 76% compared to other card issuers. Other players such as RBL Bank, Bank of Baroda and IDFC First Bank have also seen an increase in market share from Fiscal 2021 to the nine months of Fiscal 2024.

Market share of top 5 players in total outstanding credit cards



Note: The top 5 players for the years have been considered basis the market share in total outstanding credit cards as of December 2023
Source: RBI, CRISIL MI&A

Profitability Scenario

Credit card business revenue is a function of interest income and fee income. With the strong growth expected in credit card spending, the interchange fee which is a percentage of fee income will rise proportionately. On the other hand, higher credit card usage will increase consumer awareness about the other costs pertaining to credit card like interest on cash withdrawal from day one, late payment, over limit charges etc. and hence will limit fee income increase. Due to this, overall fee income is expected to rise only marginally.

On the other hand, operating expenses are expected to increase on account of strong focus on market engagement programs but will be offset by reduction in sourcing, on boarding and collection costs. Credit costs are expected to increase with increasing competition and players focusing on customers in smaller cities. However, increasing analytical capabilities will help in better monitoring of portfolio thereby limiting the credit-costs increase.

Credit cards profitability is estimated at approximately 5%-6% as of Fiscal 2023

RoA Tree	Fiscal 2023E
Net Interest Margins	11-12%
Fee income	16-17%
Operating Expenses	14.5-15.5%
Credit Cost	5-6%
RoA	**5-6%**

Note: E = Estimated
Source: CRISIL MI&A Estimates

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and "Risk Factors", "Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 49, 300 and 99, respectively, for a discussion of certain factors that may affect our business, results of operations or financial condition. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

Our fiscal year ends on March 31 of each year. Accordingly, references to a "Fiscal" year are to the 12-month period ended March 31 of the relevant year. Unless otherwise indicated or the context otherwise requires, the financial information for Fiscals 2021, 2022 and 2023 included herein is derived from the Audited Consolidated Financial Statements and the financial information for the nine months ended December 31, 2022 and December 31, 2023, included herein is derived from the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements included in this Placement Document. For further information, see "Financial Information" on page 300. The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements of our Company are not indicative of our Company's annual performance and are not comparable with the Audited Consolidated Financial Statements.

Unless otherwise stated or the content otherwise requires, references in this section to "our Company" or "the Company" are to Angel One Limited on a standalone basis, while references to "we", "us", or "our" (including in the context of any financial or operational information) are to Angel One Limited on a consolidated basis. Also, see "Definitions and Abbreviations" on page 23 for certain terms used in this section.

We have included various operational and financial performance indicators in this Placement Document, some of which may not be derived from our Financial Statements and may not have been subjected to an audit or review by our Statutory Auditors and no services have been performed by the Statutory Auditors with respect to such performance indicators. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculation, may vary from that used by other financial services company in India. You should consult your own advisors and evaluate such information in the context of the Financial Statements and other information relating to our business and operations included in this Placement Document.

*Unless otherwise indicated, industry and market data used in this section has been derived from the industry report titled "Industry Report Across Various Sectors – Angel One" dated February 2024 (the "**CRISIL Report**") prepared and issued by CRISIL, which has been exclusively commissioned and paid for by us to enable the investors to understand the industry in which we operate in connection with the Issue. The data included herein includes excerpts from the CRISIL Report and may have been re-ordered by us for the purposes of presentation.*

Unless otherwise indicated, financial, operational, industry and other related information derived from the CRISIL Report and included herein with respect to any particular year refers to such information for the relevant calendar year. For further information, see "Industry Overview" on page 134. For further information, see "Risk Factors – Industry information included in this Placement Document has been derived from an industry report prepared by CRISIL exclusively commissioned and paid for by us for such purpose" on page 69. Also see "Industry and Market Data" on page 17.

Overview

Angel One Limited is a technology-led financial services company offering a suite of products and services. We are the largest listed retail broking house in India in terms of active clients on NSE ("**NSE Active Client Base**") as of March 31, 2023 and as of December 31, 2023. (*Source: CRISIL Report*) Our suite of products and services includes equity cash and derivatives, commodity and currency derivatives broking, depository operations, research services, rule-based investment recommendation services, margin trading funding, distribution of third party financial products such as insurance, mutual funds, sovereign gold bonds, credit products, facilitating applications for initial public offerings, as well as offering investor education, to our clients through our Super App on mobile, tab and web platforms under the "Angel One" brand. Our broking and allied services are offered through two business units: (i) direct business unit, where we acquire clients through digital marketing and social media platforms and (ii) through our Assisted Business unit comprising of a network of over 11,642 Authorised

Persons (the "**Authorised Persons**"), as of December 31, 2023. Our client acquisition, on-boarding, engagement and delivery of product and services is done digitally across both business units.

We believe that our experience of over 27 years has helped us to integrate our knowledge and expertise in the broking industry with the technology we provide to our retail clients through various platforms. Over the years, we have enhanced client engagement and experience through digitisation of our processes, augmentation of our technological platforms and introduction of multiple tools which we have developed in-house and through collaborations. Our retail broking, margin trading funding and distribution businesses are offered through online and digital platforms, such as our integrated Super App, launched in Fiscal 2023, replacing our erstwhile Angel Broking Mobile App. Our digital offerings, and our Super App in particular, enable our clients to have a seamless trading and investment experience, positioning us to benefit from the development of the Indian financial market, increased emphasis on digitalisation, and helping us garner better share in the digital investment landscape of their wealth creation journey.

We have received several awards, certificates and accolades for our services and products, including 'Best Performer in Equity Derivatives (Retail) 2023-24 by BSE, 'Best Customer Centric Culture in Fintech' hosted by expleo organised by Quantic at the 2nd Annual Excellence Awards 2023, Gold Winner at ImageXX Award 2023 by Adgully for BFSI Service, Best Customer Experience in Service Sector by Zendesk at The Customer Fest Leadership Awards 2023, Top performer in the Equity Retail Segment 2022-2023 by BSE, Rising Star award by Fortune India, Bronze for SmartAPI in the Trading and Exchange category for the 'Launch of a Disruptive Product' at the ET Brand Disruption Awards 2022, Gold for Marketing Analytics at E4M MarTech India Awards and Best Technology Provider for Financial Technology – SmartAPI at InnTech Awards 2021 by Inkspell.

We provide a wide range of financial services to our clients including and in relation to:

- ***Broking and Advisory***: We provide broking services across equity (cash-delivery, intra-day, futures and options), commodity and currency segments, along with depository operations through our Super App, web platform and desktop application. We facilitate participation of our clients in initial public offerings of various companies. As a part of the broking and advisory services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX, and is registered as a depository participant with CDSL. To complement our broking and advisory services, we also provide the following additional services to our clients:

  (i) *Research Services*: As of December 31, 2023, we have a dedicated research team of 57 members who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities, currencies and mutual funds.

  (ii) *Investment Advisory*: We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule-based investment engine "ARQ Prime", which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, fixed income, currency, commodities, mutual funds and insurance products. Information on initial public offerings, mutual funds and exchange traded funds ("**ETFs**") are also provided for the benefit of our clients.

  (iii) *Integrated third party services*: We leverage on our open API architecture to upgrade client experience and create new revenue streams. We have integrated the services of third party providers offering services such as basket investing, simplified options strategies, investment routes for U.S. securities, and corresponding taxation related services, with our platform to offer additional financial tools to our clients. Our Smart API enables clients to build and execute their trading strategies through our digital platform.

  (iv) *Investor Education*: The knowledge center on our website aims to empower our clients to gain understanding of trading and investing in capital markets. The digital content is developed with a focus on helping young first-time investors to learn and upskill themselves about capital markets. We also actively create content for our blogs, podcasts and videos. In addition to this, we have a dedicated website, https://www.angelone.in/smart-money/, that has curated modules for various categories of clients, such as beginners, investors and traders.

- ***Margin Trading Funding***: We offer margin trading funding (**"MTF"**) against eligible securities to our clients for their cash delivery transactions. Further, we also fund the debit position of our clients for their trades upto five days after settlement ("**T+6 Days Funding**"). The aforesaid funding is subject to clients fulfilling their margin obligations as mandated by applicable regulations.

- ***Distribution of Third-Party Financial Products:*** We distribute third-party mutual funds and sovereign gold bonds and facilitate subscribing to initial public offerings, while life, health and general insurance products are distributed through our wholly-owned Subsidiary, Angel Financial Advisors Private Limited ("**AFAPL**"). We enhance our clients' decision-making capabilities through tools and information, including our own and third-party ratings, historical performance and our in-house research recommendations through ARQ Prime.

We were amongst the leading players in terms of incremental SIPs in the period from October 1, 2023 to December 31, 2023, with over 955,000 unique SIPs registered in the period. We have introduced features such as live trading sessions on a video streaming platform, by experienced personnel to educate options traders, rolled out an MTF dashboard to enhance the visibility of MTF trades, aggregated news regarding the markets which is personalised to a client's portfolio and watchlist, as well as a targeted futures and options onboarding mechanism launched for beginners to simplify their trading journey. Owing to our focus on enhancing overall client experience, we have witnessed sustained growth in our business and operations.

Our consolidated total revenue from operations was ₹ 12,636.84 million, ₹ 22,586.05 million, ₹ 30,015.85 million, ₹ 21,758.47 million and ₹ 29,144.07 million in Fiscals 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively. Further, our profit from continuing operations was ₹ 2,980.58 million, ₹ 6,250.56 million, ₹ 8,901.92 million, ₹ 6,232.24 million and ₹ 7,856.34 million in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, respectively.

Our Strengths

Largest listed retail broking house in India, with strong brand equity

Our Company is the largest listed retail broking house in India, in terms of NSE Active Client Base as of March 31, 2023 and as of December 31, 2023. (*Source: CRISIL Report*) We had an NSE Active Client Base of 5.34 million as of December 31, 2023, representing a 14.8% share in the total NSE Active Client Base. (*Source: CRISIL Report*) Further, we had an NSE Active Client Base of 5.69 million as of January 31, 2024. In the nine months ended December 31, 2023, we had the second highest market share of incremental NSE Active Clients. (*Source: CRISIL Report*)

Our online and digital platforms, along with our vast network of Authorised Persons has enabled us to enhance our client base at a CAGR of 82.86% from 4.12 million as of March 31, 2021 to 13.78 million as of March 31, 2023. Our client base further grew to 19.45 million as of December 31, 2023. Consequently, of India's total demat accounts of 139.30 million as of December 31, 2023, (*Source: CRISIL Report*) we had a 13.96% share. We had 5.68 million incremental demat accounts (net) in the nine months ended December 31, 2023. Accordingly, of India's incremental demat accounts of 24.84 million in the nine months ended December 31, 2023, (*Source: CRISIL Report*) we had a share of 22.86%. Our client base has increased further to 20.43 million as of January 31, 2024. Set forth are certain significant parameters which demonstrate our growth trajectory:

Particulars	**As of/ For the Year Ended March 31,**			**As of/ For the Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
Total Client Base (million)	4.12	9.21	13.78	12.51	19.45
Growth in Total Client Base (Over the previous base) (%)	126.94%	123.68%	49.50%	60.69%[3]	55.54%[4]
NSE Active Client Base (million)	1.56	3.66	4.28	4.24	5.34
Growth in NSE Active Clients (Over the previous base) (%)	171.45%	133.76%	17.07%	38.69%[3]	25.78%[4]
India's Demat Accounts (million) (*Source: CRISIL Report*)	55.13	89.68	114.46	108.27	139.30
Angel One's Share in India's Demat Accounts[1] (%)	7.47%	10.27%	12.03%	11.55%	13.96%
India's Incremental Demat Accounts (million) (*Source: CRISIL Report*)	14.26	34.55	24.78	18.59	24.84
Angel One's Share in India's Incremental Demat Accounts[2] (%)	16.16%	14.75%	18.40%	17.71%	22.86%

Notes:

(1) *Share in India's Demat Accounts has been calculated as the number of our demat accounts as of the relevant date, divided by the number of total demat accounts in India as of the relevant date as per the CRISIL Report, as a percentage.*
(2) *Share in Incremental Demat Accounts has been calculated as the number of our incremental demat accounts in a period, divided by the number of incremental demat accounts during the relevant period as per the CRISIL Report, as a percentage.*
(3) *Calculated as growth from figures as of December 31, 2021.*
(4) *Calculated as growth from figures as of December 31, 2022.*

Over this period, we witnessed gross client addition of 2.36 million, 5.29 million, 4.71 million, 3.42 million and 5.90 million in Fiscal 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023. The number of orders on our platform increased from approximately 344.66 million in Fiscal 2021 to approximately 925.78 million in Fiscal 2023, and was approximately 937.34 million in the nine months ended December 2023. Set forth below are details regarding our orders:

Particulars	**Fiscal**			**Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(million)				
Total Orders	344.66	680.10	925.78	663.06	937.34
F&O	138.43	430.99	713.31	498.06	723.96
Cash	186.69	228.20	175.74	139.08	173.90
Commodity	17.72	17.68	32.59	22.74	37.60
Currency	1.81	3.23	4.14	3.18	1.89

The Indian broking industry grew by 187.55% and 142.31% in terms of incremental demat accounts in Fiscal 2021 and Fiscal 2022, from 4.96 million in Fiscal 2020 to 14.26 million in Fiscal 2021 and further to 34.55 million in Fiscal 2022. (*Source: CRISIL Report*) While the number of incremental accounts de-grew by 28.27% from Fiscal 2022 to Fiscal 2023, and was 24.78 million in Fiscal 2023, the incremental demat accounts in the nine months ended December 31, 2024 were 24.84 million. (*Source: CRISIL Report*) At the same time, our number of incremental demat accounts increased by 121.11%, from 2.30 million in Fiscal 2021 to 5.09 million in Fiscal 2022. While there was degrowth in Fiscal 2023, this was significantly better than the industry, at 10.48%, from 5.09 million in Fiscal 2022 to 4.56 million in Fiscal 2023. Further, the number of incremental demat accounts (net) in the nine months ended December 31, 2023 was higher, at 5.68 million. This led to significant improvement in our market share in incremental demat accounts from Fiscal 2021 to the nine months ended December 31, 2023, from 16.16% in Fiscal 2021, 14.75% in Fiscal 2022 to 18.40% in Fiscal 2023 and further to 22.86% in the nine months ended December 31, 2023 from 17.71% in the nine months ended December 31, 2022.

Industry NSE Active Client Base witnessed an uptrend Fiscal 2021 and Fiscal 2022 before a contraction from July 2022 till April 2023. (*Source: CRISIL Report*) Even during this period of decline, between the second quarter of Fiscal 2023 and the first quarter of Fiscal 2024, we were one of the few players to continuously grow our NSE Active Client Base. (*Source: CRISIL Report*) Our increasing market share particularly within the NSE Active Client Base in the corresponding periods is set forth below:

	December 2021	**March 2022**	**June 2022**	**September 2022**	**December 2022**	**March 2023**	**June 2023**	**September 2023**	**December 2023**
Angel One's NSE Active Client Base Market Share (*Source: CRISIL Report*)	9.70%	10.15%	10.58%	11.20%	12.02%	13.11%	14.29%	14.56%	14.75%

We believe that we have developed a dedicated client base due to our client-centric approach in respect of the services we provide, user-friendly digital interfaces and the ability to provide seamless access to all segments of the stock markets. Our increasing retail average daily turnover ("**ADTO**") across segments, as set out below, demonstrates our strong brand equity: (*Source: CRISIL Report*)

Market Share	**Fiscal**			**Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover (₹ trillion) (*Source: CRISIL Report*)	12.0	29.8	61.2	55.0	111.8

Market Share	Fiscal			Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
Angel One's Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover (₹ trillion)	1.91	6.35	13.37	11.76	29.07
Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover[(1)]	15.97%	21.27%	21.84%	21.39%	26.00%
Retail Equity Derivative Average Daily Turnover (Notional) (₹ trillion) (*Source: CRISIL Report*)	11.6	29.5	60.9	54.7	111.5
Angel One's Retail Equity Derivative Average Daily Turnover (Notional) (₹ trillion)	1.84	6.29	13.33	11.72	29.02
Angel One's Market Share - Retail Equity Derivative Average Daily Turnover (Notional)[(2)]	15.92%	21.37%	21.88%	21.43%	26.03%
Retail Equity Cash Average Daily Turnover (₹ billion) (*Source: CRISIL Report*)	371.2	369.2	262.7	278.3	316.3
Angel One's Retail Equity Cash Average Daily Turnover (₹ billion)	64.45	51.54	35.24	38.13	45.06
Angel One's Market Share - Retail Equity Cash Average Daily Turnover[(3)]	17.36%	13.96%	13.41%	13.70%	14.24%
Retail Commodity Derivatives on MCX Average Daily Turnover (₹ trillion) (*Source: CRISIL Report*)	0.21	0.21	0.30	0.29	0.51
Angel One's Retail Commodity Derivatives on MCX Average Daily Turnover (₹ trillion)	0.06	0.07	0.16	0.14	0.29
Angel One's Market Share - Retail Commodity Derivatives on MCX Average Daily Turnover[(4)]	26.56%	33.03%	51.36%	49.85%	57.52%

(1) *Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover has been calculated as our Company's Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover divided by the total Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage. Angel One's Market Share – Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover is the combined market share for cash and equity derivatives segments. From March 2023, NSE and BSE have been reporting retail category data separately for the cash segment, compared to the 'Others' category in the prior period. (Source: CRISIL Report) Data for Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover is representative of 'Others' category (excludes FIIs, mutual funds, proprietary trades) as mentioned in NSE/BSE category wise daily turnover reports and monthly reports. (Source: CRISIL Report) The corresponding change is reflected in the calculation of Angel One's Market Share - Retail Overall Equity (Cash and Equity Derivative) Average Daily Turnover for the nine months ended December 31, 2023.*

(2) *Angel One's Market Share - Retail Equity Derivative Average Daily Turnover (Notional) has been calculated as our Company's Retail Equity Derivative Average Daily Turnover (Notional) divided by total Retail Equity Derivative Average Daily Turnover (Notional) in the relevant period as per the CRISIL Report, as a percentage.*

(3) *Angel One's Market Share - Retail Equity Cash Average Daily Turnover has been calculated as our Company's Retail Equity Cash Average Daily Turnover divided by the total Retail Equity Cash Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage. From March 2023, NSE and BSE have been reporting retail category data separately, compared to the 'Others' category in the prior period. (Source: CRISIL Report) Data for Retail Equity Cash Average Daily Turnover as per the CRISIL Report is representative of the 'Others' category (excludes FIIs, mutual funds, proprietary trades) as mentioned in NSE/BSE category wise daily turnover reports and monthly reports. (Source: CRISIL Report) The corresponding change is reflected in the calculation of Angel One's Market Share - Retail Equity Cash Average Daily Turnover for the nine months ended December 31, 2023.*

(4) *Angel One's Market Share - Retail Commodity Derivatives on MCX Average Daily Turnover has been calculated as our Retail Commodity Derivatives on MCX Average Daily Turnover divided by total Retail Commodity Derivatives on MCX Average Daily Turnover in the relevant period as per the CRISIL Report, as a percentage.*

We believe that we have built a strong digital infrastructure to render our services to new age and technological savvy clients.

Originally set up under the "Angel Broking" brand over 27 years ago, we have since transformed from our role from a brick-and-mortar broking house to becoming a digitally powered 'one-solution' platform for financial needs under the "Angel One" brand, without losing sight of our core business as an online and digital broking and financial services platform, with a pan-India presence. We believe that we have a strong brand presence and we are well placed to capitalise on the expected growth in the broking sector in India due to our advanced digital presence, pricing and early mover advantage in providing broking, financial and advisory services through both, our direct and assisted business units.

Integrated, technologically advanced offerings, including our 'Super App', to address client requirements

Our Company has transformed its business into a seamless digital experience for its 20.43 million clients as on January 31, 2024. Our marketing activities have been consistently evolving with the use of advanced technology. The client on-boarding journey is largely a straight through process, without any requirement for physical documentation. In Fiscal 2023, we launched the Super App, a mobile application intended to be a one-stop solution for clients' investing needs across multiple financial instruments and asset classes such as equities, commodities, currencies, bonds and third-party mutual funds. We are in the process of evolving the Super App, to harness its full potential, as we roll out and scale up incremental products like distribution of credit and fixed income products, credit cards and insurance products. The Super App offers an array of such financial products, leveraging data and technology and is built on five foundational pillars:

Swiftness – The app offers faster interactions due to a refined and scalable broadcast, peak time order handling capabilities, biometric-driven instant login, real-time billing, among others.

Transparency – The app provides users with a detailed, jargon-free, one-tap view of trade and non-trade charges. It also features the profit and loss of trades in calendared visuals.

Availability – The app offers offline mode functionality, ensuring that clients can access their last synced portfolio, funds and order status. It has eliminated third party integrations, creating a horizontally scalable architecture.

Reliability – The app is significantly predictable, ensuring certainty of transactions. It has removed tech debt, rewritten backend services and unboxed its back office.

Simplicity – The app features modular onboarding and faster activation, triggered by easy-to-use features such as a personalized home page for higher impact and Insta Trade. It streamlines processes such as the addition of bank account details during KYC. As the Super App progressively offers more products, it is intended to facilitate a deep-rooted relationship with our clients. The analytical capabilities of the Super App helps personalise wealth journeys for our clients, offers the right product to the right client and unlocks cross-selling.

The Super App is the cornerstone of our growing business. At the same time, we have continuously upgraded and evolved our technological offerings to simplify and facilitate our clients' investment requirements. We offer advanced open interest analytics, which helps clients to analyze open interest, put and call ratios, visualize multi-strike open interest charts, and display global indices on the app. Our platform facilitates stock discovery and simplifies the initial investment experience. By offering screeners that host different varieties of stocks such as blue chips, high returns, sectoral themes, top gainers, among others, we improve engagement and encourage long-term investing through our interface. Our clients can place instant orders from charts and can swiftly execute multiple trades with a single click, directly from the chart. This improves efficiency as clients can leverage shorter opportunities almost instantaneously. We offer a simplified trading experience as well, by consolidating key data and other functions on a dedicated page, thereby eliminating the need for continuous screen switching. The access to multiple data points in one location allows for more focussed decision-making. We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has resulted in an increase in client satisfaction. Our integrated and technologically advanced offerings collectively improve clients' strategies, decision making and ease of transacting, thereby building client stickiness.

We believe that our emphasis on providing our clients with services through technological platforms has enabled us to rationalise the cost that we incur to service our clients' needs, leading to cost efficiencies. This has enabled us to not only offer a simplified and most competitive pricing to our clients but also serve them with value added services like research and advisory (at no additional cost), margin trading facility, securities as collateral and no fund transfer charges.

Digital client acquisition, leading to improvement in client value chain

We have consciously pivoted towards a digital model of client acquisition since Fiscal 2020, and have particularly augmented this client acquisition channel with the launch of our Super App. Our broking business is an annuity like model, as clients have historically provided multi-year revenues. Our transition to the digital model, with more direct clients, has led to sustained growth in client activity on our platform, as reflected in the rising number of active clients and orders. In Fiscals 2021, 2022, 2023 and the nine months ended December 31, 2022 and December 31, 2023, our direct clients accounted for 70.41%, 75.46%, 77.29%, 76.75% and 77.48% of our net broking revenue.

We have strategically focussed on the younger segment of the population, to partner with them during their investment journey and capitalize on their progressive increase in investable capital that accompanies this investment life cycle. We have historically observed a sustained share of net broking revenue from longer vintage clients, as set forth below:

Share in Net Broking Revenue	Fiscal			Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
<1 year	52.73%	51.25%	36.11%	38.47%	29.72%
1 – 2 years	15.11%	23.85%	31.11%	30.77%	24.68%
2 – 3 years	9.74%	7.20%	15.85%	14.05%	22.49%
3 – 5 years	10.44%	8.66%	8.55%	8.29%	14.19%
5+ years	11.98%	9.04%	8.37%	8.41%	8.92%

Robust business metrics building operating leverage

Our well executed strategy of being a digital first organisation enabled us to grow our business exponentially. We handled 9.51 million peak orders in a single trading session, in the third quarter of Fiscal 2024. The strong growth in our overall ADTO is set forth below:

Market Share	As of/ For the Year Ended March 31,			As of/ For the Nine Months Ended December 31,	
	2021	2022	2023	2022	2023
Overall ADTO (₹ billion)	1,983.89	6,473.98	13,623.61	12,002.27	29,442.11
Number of Orders (million)	344.66	680.10	925.78	663.06	937.34
ADTO Growth (%)	380.08%	226.33%	110.44%	108.09%[1]	145.30%[2]
Order Growth (%)	159.79%	97.33%	36.12%	41.29%[1]	41.37%[2]

(3) *Calculated as growth from figures as of December 31, 2021.*

(4) *Calculated as growth from figures as of December 31, 2022.*

The augmentation of our digital processes, technological platforms, client engagement strategy, coupled with robust client acquisition and a competitive flat pricing model has enabled us to substantially grow our ADTO, as indicated above. We also witnessed expansion in our overall retail equity turnover market share from 15.97% in Fiscal 2021 to 21.27% in Fiscal 2022, 21.84% in Fiscal 2023, and 26.00% in the nine months ended December 31, 2023. In Fiscal 2021, 2022, 2023 and in the nine months ended December 31, 2023, the number of orders placed on our platform was 344.66 million, 680.10 million, 925.78 million and 937.34 million, respectively. In the period from October 1, 2023 to December 31, 2023, we experienced the highest number of orders placed on our platform at 350.35 million, 1.55 times higher than 226.47 million orders placed in the corresponding period of Fiscal 2023.

Further, our client funding portfolio is spread across a large client base, building in granularity in the business, limiting the quantum of exposure per client and protecting us from delinquencies. As of December 31, 2022 and December 31, 2023, our client funding book size was ₹ 13,773.32 million and ₹ 19,742.07 million, respectively, and our average exposure per client as of the corresponding dates was ₹ 102,280.64 and ₹ 131,407.06, respectively. Within the client funding portfolio, a significant portion of clients have exposure of less than ₹ 0.10 million. As of December 31, 2022 and as of December 31, 2023, 87.05% and 87.53% of clients using our client funding facility had availed of less than ₹ 0.10 million, while 8.82% and 7.75% had availed of ₹ 0.10 million - ₹ 0.50 million and 4.14% and 4.73% had availed of more than ₹ 0.50 million, reflecting our strategy of minimizing risk stemming from clients with high exposure. This, as well as the security offered by clients' demat holdings, has resulted in low delinquencies in our client funding portfolio.

As a result of the increasing penetration of our platform and growth in our business metrics, our financial performance has improved consistently. Our total income increased from ₹ 12,989.82 million in Fiscal 2021 to ₹ 23,050.70 million in Fiscal 2022, ₹ 30,211.18 million in Fiscal 2023 and was ₹21,900.33 million in the nine months ended December 31, 2022 and ₹ 29,212.50 million in the nine months ended December 31, 2023. Our total net income increased from ₹ 8,970.70 million in Fiscal 2021 to ₹ 16,826.80 million in Fiscal 2022, ₹ 22,909.33 million in Fiscal 2023 and was ₹ 16,467.78 million and ₹ 22,720.30 million in the nine months ended December 31, 2022 and December 31, 2023, respectively. For information on the reconciliation of total net income, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures - Reconciliation of Non-GAAP Measures*" on page 114. Our total revenue from operations increased from ₹ 12,636.84 million in Fiscal 2021 to ₹ 22,586.05 million in Fiscal 2022, ₹ 30,015.85 million in Fiscal 2023, and was ₹ 21,758.47 million in the nine months ended December 31, 2022 and ₹ 29,144.07 million in the nine months ended December 31, 2023. Our earnings before depreciation, amortization, impairment and taxes also increased from ₹ 4,295.27 million in Fiscal 2021 to ₹ 8,553.52 million in Fiscal 2022, ₹ 12,220.82 million in Fiscal 2023 and was ₹ 8,515.44 million and ₹ 10,881.83 million in the nine months ended December 31, 2022 and December 31, 2023, respectively. For information on the reconciliation of earnings before depreciation, amortization, impairment and taxes, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Non-GAAP Measures - Reconciliation of Non-GAAP Measures*" on page 114. Our reported profit for the period / year from continuing operations has been consistently increasing from ₹ 2,980.58 million in Fiscal 2021 to ₹ 6,250.56 million in Fiscal 2022, to ₹ 8,901.92 million in Fiscal 2023 and was ₹ 6,232.24 million and ₹ 7,856.34 million in the nine months ended December 31, 2022 and December 31, 2023, respectively.

Experienced management team with robust corporate governance framework

We have built a strong franchise of retail stock market clients over the last 27 years, aided by our corporate culture and our professional management team. We have a strong corporate culture and we are run by a professional management team. We have a management team with experience across the Indian financial services and broking sectors, coupled with expertise in developing and scaling up consumer-oriented technology products. We have focussed on building a senior management team comprising individuals with expertise in our proposed areas of expansion, such as our Asset Management and wealth management businesses. The quality of our management team has been the driving force in achieving all-encompassing growth in our business. All members of our senior management team have substantial experience. One of our Promoters, Dinesh Thakkar has over 30 years of experience in the broking industry and is the founder of the Angel Group. Our senior management team comprises Dinesh Thakkar (Chairman and Managing Director); Vineet Agrawal (Chief Financial Officer); Amit Majumdar (Executive Director - Strategic Initiatives); Ravish Sinha (Chief Product and Technology Officer); Jyotiswarup Raiturkar (Chief Technology Officer); Ankit Rastogi (Chief Product Officer); Prateek Mehta (Chief Business Officer – Direct Business); Nishant Jain (Chief Business Officer – Assisted Business); Prabhakar Tiwari (Chief Growth Officer); Ketan Shah (Chief Strategy Officer); Deepak Chandani (Chief Data Officer); Anuprita Daga (Group - Chief Information Security Officer); Meenal Maheshwari Shah (Group General Counsel); Dr Pravin Bathe (Chief Legal and Compliance Officer); Subhash Menon (Chief Human Resources Officer); Saurabh Agarwal (CXO - New Business); Devender Kumar (Head of Online Revenue) and Bhavin Parekh (Head - Product Operations).

Our management team is driven by an agile mindset and has been instrumental in transforming the business from a largely physical to a completely digital model. The team is responsible for formulating our business strategy, devising and executing marketing and sales plan, managing our service areas, diversifying our business and sector mix, ensuring strong operating and technology platforms and expanding our client relationships.

Further, our management team enables us to conceptualise and develop new services, effectively market our services, and develop and maintain relationships with various stakeholders and intermediaries including our clients and Authorised Persons network.

Our credentials have helped us attract multi-faceted talent from across industries, including large-scale global technology driven consumer businesses. We have also been at the forefront of global practices in our employee engagement, including through remote working facilities, onboarding employees from diverse socio-economic backgrounds, and encouraging women to restart their professional journey following career breaks. Our engagement and employee satisfaction scores have been improving, enabling us to be certified as a Great Place To Work by The Great Place To Work Institute, for eight consecutive years.

Business Strategies

Strengthen our leadership position to become the largest retail broking house in India

We intend to strengthen our leadership position to become the largest retail broking house in India, both by broking revenue and active clients. In particular, we aim to enhance our market position in the growing retail broking segment, by continuing to focus on acquiring and retaining clients, product innovation, leveraging our web and digital broking platforms and brand to acquire clients through these platforms. Further, we intend to expand and offer all the financial services required by our retail clients, such that we can cater to their financial requirements through their lifetime.

We intend to aggressively invest in scaling up our client base, which will help our business grow across all verticals and expand our revenue pool. In particular, we aim to onboard digital natives, especially from beyond

Tier I cities, with an objective to build a strong culture of creating wealth through investment in equities, thereby making them more financially independent.

Gross Client Acquisition	**Fiscal**			**Nine Months Ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(‘000)				
Tier 1 cities	321	638	487	355	626
Tier 2 cities	770	1,707	1,370	1,045	1,348
Tier 3 cities and beyond	1,272	2,942	2,855	2,023	3,928

For acquiring direct clients from markets beyond Tier I cities, we intend to continue leveraging our diversified digital channels such as performance marketing, digital referral associates and client referrals, in addition to our robust organic throughput. We operate our business across two distinct business units: (i) direct business unit, and (ii) assisted business unit. These business units have very different client profiles, engagement journeys and growth trajectories.

As part of our future growth plans and build on multiple offerings across our Super App platform, we propose to transfer our broking business into our two wholly owned subsidiaries through a slump sale. Our broking operations, presently operated under our direct business unit will be transferred into Angel Crest Limited, while our broking operations, presently operated under our assisted business unit, will be transferred into Angel Securities Limited. This scheme of arrangement is subject to requisite Shareholder and regulatory approvals. We are in the process of obtaining prior approval from the regulators before submitting the scheme to the National Company Law Tribunal. Following the restructuring, our Company proposes to surrender our broking registration and membership of stock exchanges and depository to become an unregulated entity. As part of our continuing operations, we intend to augment our brand presence, generate new client leads for all our businesses, manage and scale up technology platforms and infrastructure including the Super App, build new product features and journeys, operate call center and contact center services. The proposed restructuring will strategically enable us to expand our product offerings across the financial services landscape of India.

While Angel One Limited is a Qualified Stock Broker (“**QSB”)** in terms of our client base and volume on the exchanges, each of the legal entities housing the direct and assisted business units would be eligible to be designated as QSBs, basis the current eligibility criteria. Both these business units have an extremely strong digitally savvy customer footprint, spanning across India. The assisted business has a very important element of customer relationship management through its Authorised Persons, who are budding entrepreneurs. The growing network of Authorised Persons is critical to the growth strategy of our Company. These Authorised Persons impart valuable support to clients who require assistance in their trading and investment journey.

We intend to widen our investor education and product features, to further strengthen the integrated consumer behaviour engagement model, which will enable us to serve our clients better and increase our engagement with them through implementation of technology, across various devices and means of communication. We also believe that we will be able to increase our retail client base by providing an open-source platform, integrate better third-party applications and offer multilingual services on our online platforms to ensure reach to a larger investor base and capitalise on the underserved client base with simplicity in advice.

We also intend to strengthen our client support systems to ensure that we are able to provide anytime, anywhere access through various modes of communication.

Augment our investment in our mobile platform, artificial intelligence, machine learning capabilities and newer technologies

We believe that we are at the forefront of application of technology and digitisation in the broking business in India and continuously strive to achieve higher benchmarks in term of services we provide to our clients. Given that a majority of our retail clients interact with us through our digital broking platform, we continuously invest in the development of technology to ensure that we provide our clients with a superior, seamless and secure experience. We aim to enhance our client engagement through focused advancements in mobile technology and delivering innovative products, improving user interface across devices and ensure time optimisation for an increase in the performance and execution of trades. We also intend to continue to ensure that we implement the best practices in respect of cybersecurity and increase our ability to operate with third parties to optimise our operations and provide our clients with a digital experience which is efficient and cost-effective. Our risk management framework is completely automated and we remain committed to enhance our systems by leveraging artificial intelligence, to meet the growing needs and requirements of regulators, market participants and clients.

Ensuring data privacy of all our stakeholders, including clients, is at the core of our business ethos. We believe that use of technology augments client relationships and enables reduction in errors and expenses, in addition to ensuring data privacy. We will continue to improve our systems to provide our clients with unified data architecture across sales, on-boarding, risk profiling, research recommendations, trade execution and settlement and generation of reports. As our client base increases, we will have access to an increasing amount of data.

We intend to continuously augment our platform with multiple new offerings like 'tick-by-tick' data on charts, to enhance accuracy and provide clients with data on the most recent market activity. This offering is also meant to sharpen technical indicators and pattern recognitions, in addition to providing real-time price triggers, in turn making trading systems more reliable. Other features that we intend to operationalize include option strategy, which improves trading efficacy through better risk management and optimized margin through hedging, creates invocations across key journeys to manage clients' favourite strategies and facilitates clients hedging and optimizing of basket orders with suggestive strategies. Our pipeline of developments also includes building a universal equity portfolio, which allows clients to have a comprehensive and holistic view of their investments across multiple service providers on a single platform, making investment more convenient and efficient, while eliminating the need to switch between different platforms. We will also continue to leverage NXT, our proprietary technology platform, to enhance the capabilities and engagement of our channel partners on our assisted business unit. We are presently beta testing distribution of consumer credit products, and are building proprietary models using internal and external consumer data, to facilitate lending partners underwrite and collect better. In connection with fixed income products as well, we aim to leverage technology to provide a seamless experience to clients.

We intend to continue investing in and augmenting our analytical capabilities to ensure that we are able to gain personalised and actionable insights from such data while ensuring compliance with the privacy requirements of our clients. We have, and will continue to, use analytics and artificial intelligence to help us understand client preferences, design new products, identify targets for cross-selling and increase transactions with our clients.

Evolve into a multi-product, multi-channel platform

We intend to continue grow our wealth ecosystem further by diversifying the suite of products that we offer to our clients. With a view to expanding on client offerings, our Company applied to SEBI to set up our own Asset Management Company ("**AMC"**), for which we received an in-principle approval in Fiscal 2023. Further, we have set up Angel One Trustee Limited as the trustee company for an AMC business. Through our Asset Management business, we intend to introduce mutual funds backed by passive investment ideology, in order to expand the reach of investing in capital market products and reduce the ticket size of SIPs to make them accessible to different segments of society. We believe that passive investment ideology along with the digital distribution capabilities will also substantially reduce the cost of distribution and the cost of managing funds, which can help improve the return on investments of our clients. In addition, we intend to scale up our distribution of third-party credit products, fixed income and insurance products, through strategic alliances with originators of these products. Within our fixed income portfolio, we propose to offer highly rated bank fixed deposits and corporate bonds. Among consumer credit products, we intend to distribute unsecured consumer loans as a precursor to our pathway of offering mortgage products. Angel One Wealth Limited (formerly known as Angel One Wealth Management Limited) is our vehicle to serve the growing base of affluent clients, emerging high net worth individuals ("**HNI"**) and ultra HNIs, through digitally powered wealth management offerings. With these new business lines, we intend to progressively build an ecosystem that serves diverse segments of the Indian population.

Further, we intend to broaden the channels through which we build the reach of our assisted business. We intend to deepen our channel partner network and geographical reach, while building efficiencies in our existing framework and channels. In order to expand our addressable market, we intend to engage with new channel partners, such as Authorised Persons, mutual fund distributors, point of sales persons ("**POSP"**), direct selling agents ("**DSAs**") and other digital platforms, to unlock growth potential within mutual funds, lending and insurance businesses, as applicable.

Our diversification across financial products and channels, coupled with our organizational structure and culture, provides us with an ability to offer various products and services from across our businesses to our expanding base of clients. We believe that this will position us well to not only enhance customer wallet share, but also bring about customer stickiness to the platform.

We provide investment advisory services through our various applications and our website, which are supplemented by "ARQ Prime", a rule-based investment engine that provides investment recommendations based on clients' investment criteria. We currently provide our clients with customized solutions to assist them achieve their investment goals across various investment asset classes such as equities, derivatives, currency and commodities, mutual funds, fixed deposits and bonds, health insurance and life insurance products.

We intend to capitalise on our existing retail client base to ensure that our wealth management business increase over time and each of our clients receive personalised and satisfactory services. We believe that our significant retail broking client base presents us with the potential to cross-sell third-party products suitable to their requirements. In particular, certain asset classes are underpenetrated among our client base, and we intend to leverage our analytics capabilities to selectively target client based on their likelihood to purchase such products.

We believe that the increase in the purchasing power of individuals in the country and shift in the need to invest in financial products will enable us to capitalise on the same and empower our clients to receive better returns over time.

Drive value creation through selective, strategic partnerships and acquisitions

We plan to selectively pursue acquisitions, partnerships and investments, when we identify suitable opportunities. Our focus is on augmenting our core capabilities to enhance clients' experience of our existing services, while preserving our corporate culture and sustainably managing our growth. We will evaluate inorganic growth opportunities, such as through mergers and acquisitions, to augment our bouquet of product and service offerings. As part of our growth strategy, we also intend to collaborate with budding innovators and technocrats to build differentiated products and services which will enhance engagement, thus empowering clients with better accessibility and diversity to improve their return on investment. We will continue to evaluate strategic partnerships, investments and acquisitions in the future.

Capitalisation of the growing investable wealth in India

As of 2022, India has one of the largest young populations in the world, with a median age of 28 years. (*Source: CRISIL Report*) Of India's population, more than 60% is in the working age group, which is 19-59 years of age, and is expected to remain above 60% for one more decade, with approximately 90% of Indians still below the age of 60 in 2021. (*Source: CRISIL Report*) With regards to long-term investment products, the increase in life expectancy and aspirations of the working population (for example, need to build a strong corpus before retirement) is also increasing, leading to more focus on equity investments in capital markets. (*Source: CRISIL Report*)

The total registered investors in the country has grown to 85.41 million in December 2023 from 27.48 million in Fiscal 2019. (*Source: CRISIL Report*) Although households' savings in physical assets has increased to 71% in Fiscal 2023 from 48% in Fiscal 2021, it constitutes a substantial share in overall savings; on the other hand, the share of financial savings has decreased to 29% in Fiscal 2023 from 52% in Fiscal 2021. (*Source: CRISIL Report*) In the long-term, with increase in financial literacy, CRISIL MI&A expects the share of financial assets as a proportion of net household savings to increase over the next five years, thereby boosting investments in assets such as insurance and mutual funds. (*Source: CRISIL Report*) The share of total demat account in India as a percentage of population has increased significantly over the years from 1.7% in Fiscal 2014 to 9.8% in the nine months of Fiscal 2024. The ratio is expected to improve at a strong pace in tandem with increased financial and market awareness. (*Source: CRISIL Report*) The share of individual investors in the cash market has seen a rise from 33.0% in Fiscal 2016 to 35.4% in the nine months ended December 31, 2023. (*Source: CRISIL Report*) Increase in awareness among retail investors, rise in interest penetration, mobile trading and drop in broking commission have aided the rising participation of retail investors across product segments. (*Source: CRISIL Report*) The Active Client Base on NSE increased at a CAGR of 30.1% from 5.2 million in March 2016 to 32.7 million in March 2023. (*Source: CRISIL Report*) As the wealth of customers and per capita income continues to rise, the demand for wealth advisers is experiencing a significant surge, and this trend emphasizes the growing complexity of financial portfolios and the increasing need for personalized wealth management services. (*Source: CRISIL Report*)

We intend to capitalise and acquire larger market share on these opportunities in the Indian financial market, given our experience in adopting technology and automation to service our clients. Further, we believe that the projected growth and the changes in the Indian financial market resulting from increased wealth and trading will result in an increase in the dependence of existing and new clients on financial services providers such as us. We believe this positions us to benefit from the growing market opportunities in the most efficient manner together with our wealth of experience, research capabilities, understanding of the financial markets, will result in us being able to capitalise on the growing investable wealth in India.

BUSINESS OPERATIONS

We are a fintech platform that aims to empower Indians to create wealth through our suite of financial products and services, which are powered by a robust digital ecosystem.

Our Offerings

Broking and Depository Operations

We provide broking services, across equity (cash-delivery, intra-day, and futures and options), commodity, and currency segments along with depository operations through our Super App, web platform, and desktop application. As a part of the broking and depository services offered by us, we also facilitate opening of demat accounts for our clients. Our Company is a member of BSE, NSE, MSEI, MCX and NCDEX, and is registered as a depository participant with CDSL. Our value propositions for our clients include zero account opening fees, a specific knowledge centre and investor education offerings, complementary in-house research, instant fund payout, free first year maintenance for depository accounts, and competitive pricing plans.

The table below provides brokerage and Income from depository operations, as a percentage of total revenue from operations for the years/ periods indicated:

Particulars	Fiscal			Nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, except percentages)				
Brokerage (I)	9,065.41	15,736.29	20,805.05	14,993.03	19,929.19
Income from depository operations (II)	888.77	1,263.56	1,000.95	793.21	1,025
Brokerage and Income from depository operations (I+II=III)	9,954.18	16,999.85	21,806.00	15,786.24	20,954.19
Total revenue from operations (IV)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Brokerage and income from depository operations, as a percentage of total revenue from operations (III/IV)	78.77%	75.27%	72.65%	72.55%	71.90%

Research Services

To complement our broking services, we also offer research services through a team of 57 members as of December 31, 2023, who cater to quantitative and qualitative research requirements relating to the stock market such as equity fundamentals, technical, derivatives, commodities, currencies and mutual funds.

Investment Advisory

We provide investment advisory services to our retail clients with customized investment recommendations aided by our rule-based investment engine, ARQ Prime, which we believe assists our clients in achieving their investment goals across various investment avenues such as equities, fixed income, currency, commodities, mutual funds and insurance products. ARQ Prime recommends stocks based on a set of rules, free from human intervention. Information on IPOs, mutual funds and ETFs is also provided for the benefit of our clients.

Integrated Third Party Services

Further, we leverage on our open API architecture to upgrade client experience and create new revenue streams. We have integrated the services of third party providers offering services such as basket investing, simplified options strategies, investment routes for U.S. securities, and corresponding taxation related services with our platform to offer additional financial tools to our clients. Our Smart API enables clients to build and execute their trading strategies through our digital platform. Our Open APIs are also consumed by algo traders to automate their trading strategies, and by start-ups and advisories to execute real-time trades through us and build full-fledged end-to-end trading systems through simple APIs. In addition, we have consumed and integrated with APIs from other players to improve the trading and investing experience for users.

Investor Education

We provide curated investor education through our Smart Money offering. Our knowledge centre on our website empowers clients to gain a better understanding of trading and investment in the capital market. Our digital content on client education is developed with a focus on helping young investors access the market. We also actively create content for our blogs, podcasts, and videos.

We have launched our Smart Store offering, which serves as a marketplace for fintech products and services, including rule-based investing solutions, investor education services, and social forums.

Margin Trading Funding

We offer margin trading funding to our clients for up to 80% of the purchase value of equities in the cash delivery business. We also fund the debit position of our clients for their trades upto five days after settlement. Risk management is a vital aspect of our margin trading funding operations. We have a real-time automated risk management system in place, which monitors mark-to-market value of underlying assets constantly to ensure adequacy of margins. The mandated margin for each stock is notified by the regulators on a periodic basis. Our additional proprietary risk and exposure parameters have further refined the list of stocks we fund to approximately 60% of the eligible ones. Prudent exposure limits on stocks and clients along with incremental risk assessed margins are further imposed, whenever necessary, to insulate our Company from being overexposed to any one client or scrip.

The table below provides Interest on margin trading funding and delayed payment as a percentage of total revenue from operations for the years/ periods indicated:

Particulars	**Fiscal**			**Nine months ended December 31,**	
	2021	**2022**	**2023**	**2022**	**2023**
	(₹ in million, except percentages)				
Interest on margin funding and delayed payment (I)	1,196.03	2,529.20	2,566.58	1,997.01	1,927.35
Total revenue from operations (II)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Interest on margin funding and delayed payment, as a percentage of total revenue from operations (I/II)	9.46%	11.20%	8.55%	9.18%	6.61%

Distribution of Third Party Financial Products

We distribute third-party mutual funds, sovereign gold bonds, along with life and non-life insurance products through our wholly owned subsidiary, AFAPL, and facilitate subscribing to initial public offerings.

For mutual fund distribution, we follow an ‘open source’ distribution model, providing clients with the industry’s entire spectrum of offerings. Our value addition lies in enhancing our clients' decision-making capabilities through tools and information, including our own and third-party ratings, historical performance, and our in-house research recommendations through ARQ Prime. In Fiscal 2023, we launched the direct mutual fund offering on our digital platforms, and in the nine months ended December 31, 2023, we registered over 2.11 million unique SIPs, compared to 0.15 million unique SIPs as of December 31, 2022. We distribute mutual fund schemes of 43 AMCs as of December 31, 2023 and our clients assets as of December 31, 2023 amounted to ₹ 39.10 billion.

We have received in-principle approval from SEBI for setting up our own Asset Management Company. The entity is proposed to provide tech-led wealth management products, including ETF and passive schemes.

The table below provides Income from distribution operations as a percentage of total revenue from operations for the years/ periods indicated:

Particulars	Fiscal			Nine months ended December 31,	
	2021	2022	2023	2022	2023
	(₹ in million, except percentages)				
Income from distribution operations (I)	155.12	323.72	313.07	238.96	283.12
Total revenue from operations (II)	12,636.84	22,586.05	30,015.85	21,758.47	29,144.07
Income from distribution operations, as a percentage of total revenue from operations (I/II)	1.23%	1.43%	1.04%	1.10%	0.97%

Client Acquisition, Sales and Marketing

Our broking and allied services are offered through two business units: (i) direct business unit, where we acquire clients through digital marketing and social media platforms, and (ii) through our Assisted Business unit, comprising of a network of over 11,642 Authorised Persons, as of December 31, 2023. Our client acquisition, on-boarding, engagement and delivery of product and services is done digitally across both business units. Acquisition of clients is done either directly by us or through our exclusive Authorised Persons network. This may be done through organic leads, paid leads or dedicated sales team through both online and offline channels. The entire process for opening the accounts is seamless with a paperless KYC process. We facilitate our clients to open a demat account and start trading shortly thereafter. Once the client signs up, the coach marks in the application helps them to navigate and understand the functionalities of the mobile application easily. These coach marks guide our clients on how to add funds and how to trade.

As part of our future growth plans, we propose to transfer our broking business into two wholly owned subsidiaries through a slump sale process. The broking operations, currently operated under our direct business unit, will be transferred to Angel Crest Limited. The broking operations, currently operated under our assisted business unit, will be transferred to Angel Securities Limited. This scheme of arrangement is subject to requisite Shareholder and regulatory approvals and we are in the process of seeking prior approval from the relevant regulators before submitting the scheme to the National Companies Law Tribunal.

Set forth below are details of our client acquisition trends in the corresponding periods:

Location	Fiscal						Nine Months Ended December 31,			
	2021		2022		2023		2022		2023	
	Gross clients acquired ('000)	Percentage of clients acquired (%)	Gross clients acquired ('000)	Percentage of clients acquired (%)	Gross clients acquired ('000)	Percentage of clients acquired (%)	Gross clients acquired ('000)	Percentage of clients acquired (%)	Gross clients acquired ('000)	Percentage of clients acquired (%)
Tier 1 cities	321	13.62%	638	12.09%	487	10.34%	355	10.37%	626	10.61%
Tier 2 cities	770	32.60%	1,707	32.30%	1,370	29.09%	1,045	30.53%	1,348	22.84%
Tier 3 cities and beyond	1,272	53.78%	2,942	55.61%	2,855	60.57%	2,023	59.11%	3,928	66.54%
Total	**2,363**	**100.00%**	**5,287**	**100.00%**	**4,712**	**100.00%**	**3,423**	**100.00%**	**5,903**	**100.00%**

Further, we have focused on acquiring younger clients, to partner with them during their investment journey and capitalize on their progressive increase in investable capital that accompanies this investment life cycle. We have been recognized for our marketing endeavours. We have received awards for these initiatives and campaigns, including ACEF Asian Leaders Award 2023 – Best Video Content for BFSI, Best Video Content for BFSI, Best Brand Packaging for BFSI and Grand Prix Award for Best Content Strategy, Silver for Product Re-Launch Category for SuperApp Campaign at ET Brand Equity Digiplus Awards 2023, Bronze for Best Branded Podcast at AFAQS BrandStoryz Awards for 'Har Stock Kuch Kehta Hai', and Gold for Best Video Content for our

YouTube Channel at DMA Asia Echo Awards 2023. We have also received the YouTube Golden Play Button, awarded upon reaching 1,000,000 subscribers.

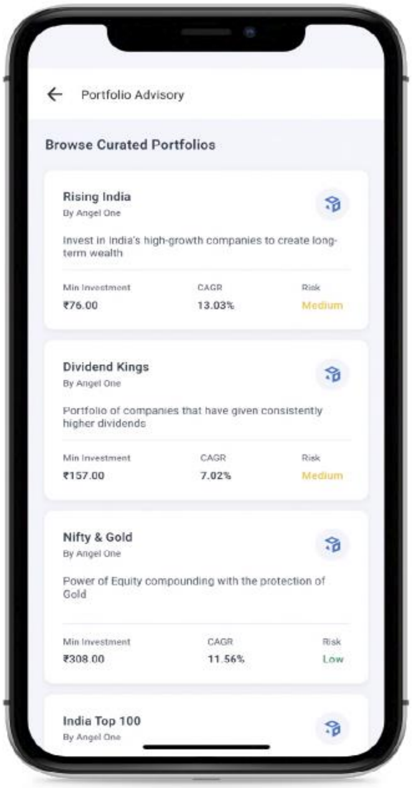
We also take branding and partnership opportunities as part of our marketing endeavours. For instance, we have entered into agreements to serve as an Associate Partner of the cricket Indian Premier League in the financial services category for five years, from 2024 to 2028. Through this alliance, we aim to reach the diverse sports audience of the Indian Premier League to promote financial awareness and empowerment in the country, especially within young Indians.

Platforms

We remain focussed on innovation and implementation of technology across various services offered by us, which we believe has increased client satisfaction and client referrals. Our mobile based applications across the broking and advisory businesses have been consistently and widely appreciated and awarded. Our backend systems provide an integrated and seamless access across all product platforms.

Set forth below are the bouquet of digital platforms offered by our Company:

Super App



We have introduced the Super App in Fiscal 2023 to serve as a single interaction point for our clients, capable of offering access to our services with a personalised home page and one tap. The Super App was rolled out in multiple phases across all platforms, starting from iOS, web and eventually on Android. The Angel One Super App is a multi-faceted, AI-driven digital platform, with an interface that is easy to navigate and core journeys comprising educating about investing and trading across multiple asset classes like equities, commodities, currencies, mutual funds, and bonds. The analytical capabilities of the app will help personalise journeys for our clients, offer the right product to the right client, unlock cross-selling, and fully utilise the potential of the platform.

Our KYC process has been strengthened for improved efficiency while onboarding clients, thereby improving ease of do-it-yourself account opening. We have introduced 'DASH', which is a post-trade interface that creates higher transparency. As of December 31, 2023, we have achieved 100.00% migration to the Super App on iOS and Android systems.

For further information, see "- *Integrated, technologically advanced offerings, including our 'Super App', to address client requirements*" on page 211.

NXT, the Next Gen Platform for Authorised Persons

NXT is a platform which uses technology to help our Authorised Persons to be an integral part of the digital ecosystem and effectively utilise the business opportunities that are generated through our various marketing initiatives. It is an advanced digital marketing and client relationship management tool, that helps the Authorised Persons digitally market their services on various social and professional networks, integrate the leads into our robust lead management system, effective engage and service clients through dashboards, track client stock performances, cross-sell mutual funds and other financial products.

Digital marketing enables our business partners to effectively utilise their social and professional networks to obtain details of potential clients from their networks. NXT offers support in terms of sharing qualified posts, tracking assistance and converting potential clients into active clients. The leads generated through digital marketing are integrated in the lead management system which tracks client's generation and client acquisition. The digital KYC process can be completed from the lead management system, which makes the process expeditious. Additionally, our Authorised Persons are able to track their business through various parameters such as revenue generated, client acquisition and mutual funds AUM and compare their performance with their peers.

Additionally, NXT offers "Customised ARQ Prime", an extension of the rule based investment engine. Authorised Persons are empowered to design their own ARQ Prime advisory, based on the clients' risk profile, allowing them to provide clients a diversified portfolio with asset allocation across various financial asset classes.

Further, NXT provides a feature "Integrated Platform for Equity and Mutual Funds", enabling Authorised Persons to offer a streamlined experience to their clients, by providing them with services such as goal planning, long term portfolio building, tracking the clients' SIP calendar and populating potential information, which may be discussed by our Authorised Persons with their clients.

Digitalisation and Information Technology

Digitalisation and information technology has revolutionised the securities and financial markets. We also believe that various Government initiatives such as Jan Dhan Yojna, Aadhaar and Rajiv Gandhi Equity Savings Scheme are aimed towards financial inclusion and digitalisation of financial services, along with easier access and acceptance to provide platform for exponential growth of digital financial services in India. We have recognised, and continue to address, the need to have sophisticated technology systems in place to meet our clients' requirements, provide personalised services, reduce costs for client acquisition, reduce costs of servicing clients and maintain and enhance a robust risk management system. We have, towards such endeavour, a dedicated information technology team that continues to develop and maintain our information technology systems to enhance our systems and innovate information technology for the securities industry. We run our critical systems on multiple data centres to avoid any service availability impact due to unforeseen events on a single location. We primarily run our systems out of data centres located in Mumbai. We also have far location disaster recovery data centres in Hyderabad and Chennai. We periodically perform mock drills to make sure our critical systems are able to function from different data centres. We have outsourced the core order management systems to third parties and have invested in high-performance trading software which are developed by our in-house team. Our technology infrastructure is aimed at ensuring that our trading and information systems are up-to-date, reliable and secure.

Our new app and ML-based data science programme have enabled us to grow our market share. Our AI-powered engines are transforming the way we onboard our clients. Using multiple sets of data points, we are able to provide our clients with an intelligent and personalised onboarding experience. Our AI engine continuously improves itself through reinforced learning, making it easier for our clients to initiate their first interaction on the platform. In Fiscal 2023, we developed intuitive and seamless onboarding processes, personalised engagement journeys, and retention programmes. We have built reinforcement-learning loops to generate better insights, deliver focused content, and enhance the client experience.

We maintain our technology by undertaking regular audit of our applications and website to test for errors, vulnerabilities, data validation, hacking, authentication and authorisation. Such audit enables us to identify and rectify any errors or vulnerabilities in order to provide our clients with a secure and seamless experience.

We are committed to the ongoing development, maintenance and use of information technology in various business activities. We expect technology developments to greatly improve client service quality and provision of customized value-added products and services. We also expect technology developments to improve our trading, execution and clearing capabilities, improve our sales targeting, aid us in effectively managing our risks and improve our overall efficiency and productivity.

Risk Management

We have an established risk management policy for all our businesses to manage and mitigate the risks, we are exposed to. The objective of our risk management framework is to regulate transactions undertaken by our clients and pre-empt various types of risks we, or our clients, are likely to face. The policy is aimed at (i) ensuring identification, measurement and mitigation of risks; (ii) providing processes and precautions that may be adapted to contain such risk; and (iii) ensuring systematic responses are adopted to address any risks that may materialise.

We have broadly classified the policy into nature of the risks, their identification, the manner in which such risks are addressed; and the responsibility to mitigate such risks. See "*Risk Factors*" on page 49 for details on risks related to our business and the financial services industry.

Risk Management Committee

We have also constituted a Risk Management Committee comprising our Directors and Senior Management, which frames and reviews risk management processes and controls. The Risk Management Committee's terms of reference include (i) monitoring and reviewing the risk management plan of our Company; (ii) identification and management of risk; (iii) monitor compliance of the risk management policy; and (iv) review and respond to business and external risks.

Compliance

Our Board, through the Audit Committee, oversees our compliance framework. We have adopted various policies and procedures related to internal compliance, including a code of practice and procedure for fair disclosure of unpublished price sensitive information, an anti-bribery and anti-corruption policy, an anti-money laundering policy and vigil mechanism policy. These policies have been adopted to ensure compliance with relevant laws and applicable regulatory guidelines issued by the relevant regulatory, statutory and enforcement authorities, from time to time. We have a standard process of identifying and addressing compliance risks and regularly review our policies and procedures related to internal compliance.

Client Support

We support our clients through our mobile applications, our online web based platform and through our network of Authorised Persons. We have entered into various arrangements with our Authorised Persons for providing broking services and client support to our clients acquired through our Authorised Persons. We also have a centralized support team and self-support tools on all our digital platforms to provide our clients with the services that are required. Our verification processes ensure a swift and secure client experience. We have a strong team to monitor the quality of our client interactions to ensure that interactions are reviewed and improved on a regular basis.

We also have a fraud detection team which, through various parameters, prevent frauds in respect of client accounts through unique systems and processes. Our robust complaint management system helps us resolve the complaints and queries within a defined turnaround time. Our ability to deliver client satisfaction is demonstrated by our 4.3 rating on the Google Play Store as of December 31, 2023.

Corporate Social Responsibility

We have adopted a Corporate Social Responsibility ("**CSR**") policy. In Fiscal 2021, we focused on facilitating immunisation against COVID-19 in co-ordination with the Ministry of Health, Government of India and other NGOs. We have also initiated programmes for financial literacy during the period. In Fiscal 2022 and Fiscal 22023, we have focussed on imparting financial literacy, skill development and employment to youths from underprivileged backgrounds, particularly from rural areas. Through our CSR programme, we have reach over 300 villages across multiple states of India, which includes 37 exclusively sponsored Livelihood Development Centers in Delhi–NCR, Maharashtra, Rajasthan and Gujarat. Our CSR initiatives have helped more than 14,000 beneficiaries gain access to Financial and Digital Literacy Training Programmes in Maharashtra and Rajasthan. Over 1,000 members have signed up for insurance schemes such Pradhan Mantri Jeevan Bima Yojna and Pradhan Mantri Suraksha Bima Yojna in Rajasthan. As part of our skill development and employment efforts, we have been able to facilitate placement of more than 7,000 youths in the informal sector in Maharashtra, Rajasthan and Gujarat. We have recently extended our efforts to help develop employable skills for persons suffering from speech, hearing and vision impairment, assisted by prominent NGOs.

Competition

We compete, directly or indirectly, with various companies in the financial services industry, including Indian and foreign brokers.

Employees

We believe that our human resources are an important contributor to the success of our business. As of December 31, 2023, the Angel Group had 3,547 full-time employees. We believe in attracting, training and retaining young talent to build a strong base of knowledge and expertise. We continue to upskill and power our employees to nurture them to become future leaders. We have also introduced 'Angel Verse', a platform for reward and recognition of our employees that also serves as a hub for social engagement among our employees. To fulfil our commitment to diversity, equity and inclusion, we conduct self-evaluations in addition to regular external diversity, equity and inclusion audits. Our programme, ‘UnPause Your Career’, is an initiative designed to empower women on a career break.

We offer our employees continuous education programmes through our in-house learning modules which are aimed at diversifying their knowledge and experience and capitalising on their potential. We have also consistently received certification as a “Great Place To Work” from The Great Place to Work Institute, India for the period between 2017 and 2024. We have been certified among India’s Best Workplaces in Fintech – 2023 by The Great Place to Work Institute.

Property

We operate from our owned Registered and Corporate Offices situated at Andheri, Mumbai. In addition, we lease a data centre in Mumbai and disaster recovery centres in Hyderabad and Chennai.

Insurance

We have insurance policies providing coverage for our assets against losses from fire, burglary and certain other risks. We also maintain insurance policies against third-party liabilities, including a group term insurance policy, a group personal accident policy and a group health insurance policy to cover the medical expenses incurred by our employees during hospitalisation. Although we believe we are adequately insured, we could suffer from losses due to unforeseeable circumstances or adverse situations which may not be insurable. For details in relation to the risks in relation to inadequate insurance, see “*Risk Factors – Our insurance coverage could prove inadequate to cover our losses. If we were to incur a serious uninsured loss or a loss that significantly exceed the limits of our insurance policies, it could have an adverse effect on our business, cash flows, results of operations and financial condition*.” on page 66.

Intellectual Property

Our intellectual property includes trademarks associated with our business, such as "*Angel One",* “*Angel Swift*”, “*Angel SpeedPro*”, and “*Angel Bee*”. We have registered various trademarks associated with our business, which we regard as important to our success. Further, our Company has entered into a trademark usage agreement dated May 29, 2023 with our subsidiaries (namely, ACL, ADSPL, AFPL, AFAPL, AOAMCL, AOTL, ASL and MSSPL), for the use of “Angel” by all parties to such agreement (“**Angel Group**”) and to allow the use of trademarks owned by any company forming part of the Angel Group by the other companies in the Angel Group.

BOARD OF DIRECTORS AND SENIOR MANAGEMENT

Board of Directors

The composition of our Board is governed by the provisions of the Companies Act, 2013, the rules prescribed thereunder, the SEBI Listing Regulations and the Articles of Association. In accordance with the Articles of Association, our Company shall not have more than 15 Directors.

As of the date of this Placement Document, our Board comprises nine Directors, comprising of one Chairman and Managing Director, two Whole-Time Directors, one Non-Executive Director and five Independent Directors, including one woman Independent Director.

The following table sets forth details regarding our Board as of the date of this Placement Document:

Sr. No.	Name, address, occupation, nationality, term and DIN	Age (in years)	Designation
1.	**Dinesh Thakkar** ***Address***: 2001 and 2101 Atlantis, Sab TV road, Laxmi Industrial Estate, Suresh Nagar, Andheri West, Mumbai 400 053, Mumbai Suburban, Maharashtra, India ***Occupation:*** Business ***Nationality:*** Indian ***Term:*** Five years with effect from January 1, 2020 to December 31, 2024 ***DIN***: 00004382	62	Chairman and Managing Director
2.	**Ketan Shah** ***Address***: 1801/1802, F Wing, Whispering Palms Xclusive, Akurli Road, Lokhandwala Complex, Kandivali East, Mumbai 400 101, Maharashtra, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from May 5, 2021 to May 4, 2026 ***DIN***: 01765743	53	Whole-time Director
3.	**Amit Majumdar** ***Address***: D-1081 Lake Lucerne, Lakes Homes, Powai, Mumbai 400 076, Maharahstra, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from April 17, 2023 to April 16, 2028 ***DIN***: 01633369	51	Whole-time Director
4.	**Muralidharan Ramachandran** ***Address***: 301/302, Mayfair Gardens, Azad Lane, Andheri West, Mumbai 400 058, Maharashtra, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from August 6, 2021 to August 5, 2026	56	Independent Director

Sr. No.	Name, address, occupation, nationality, term and DIN	Age (in years)	Designation
	DIN: 08330682		
5.	**Krishna Iyer** ***Address***: D 1601, Marvel Cascada, Balewadi, Pune 411045, Maharashtra, India ***Occupation:*** Investor, Director ***Nationality:*** Indian ***Term:*** Liable to retire by rotation ***DIN***: 01954913	47	Non Executive Director
6.	**Mala Arun Todarwal** ***Address***: 4401 B wing, Allura, Lodha Park, Lower Parel, Next to Kamala Mills Compound, Mumbai 400013, Maharashtra, India ***Occupation:*** Chartered accountant ***Nationality:*** Indian ***Term:*** Five years with effect from October 20, 2021 to October 19, 2026 ***DIN***: 06933515	38	Independent Director
7.	**Kalyan Prasath** ***Address***: 207, Dosti Lily, Dosti Acres, Antop Hill, Mumbai 400037, Maharashtra, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from January 16, 2023 to January 15, 2028 ***DIN***: 07677959	57	Independent Director
8.	**Krishnaswamy Arabadi Sridhar** ***Address***: Flat 504, Carnation Dosti Acres, Wadala East, Mumbai 400 037, Maharashtra, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from January 16, 2023 to January 15, 2028 ***DIN***: 00046719	63	Independent Director
9.	**Arunkumar Nerur Thiagarajan** ***Address***: R 301, Atrium Apartments, 22 Kalakshetra Road, Thiruvanmiyur, Chennai 600 041, Tamil Nadu, India ***Occupation:*** Service ***Nationality:*** Indian ***Term:*** Five years with effect from July 13, 2023 to July 12, 2028 ***DIN***: 02407722	54	Independent Director

Brief biographies of our Directors

Dinesh Thakkar is the Chairman and Managing Director of our Company. He has over 30 years of experience in the broking industry. He is also one of the Promoters of our Company. He has been a Director on our Board since October 23, 2007.

Ketan Shah is a Whole-time Director of our Company. He has over 30 years of experience in the broking and financial services industry. He holds a degree of bachelor of commerce from Kishinchand Chellaram College, University of Bombay. Prior to joining our Company, he was associated with Kishore Narottamdas Amerchand and KNA Securities Private Limited. He has been a Director on our Board since May 11, 2018.

Amit Majumdar is a Whole-time Director of our Company. He has over 20 years of experience in business leadership and strategy heads all the strategic initiatives in our Company. Prior to joining our Company, he held leadership positions in Wellspring Healthcare Private Limited and AGS Transact Technologies Limited. He was also associated with S.R. Batliboi & Co. LLP, Cho Hung Bank, Rabo India Finance Private Limited and Ambit Corporate Finance Pte Ltd.

Muralidharan Ramachandran is an Independent Director of the Company. He has over 34 years of experience in the technology sector. He holds a bachelor of engineering degree from Ramrao Adik Institute of Technology's College of Engineering, University of Bombay and a masters degree in financial management from the Jamnalal Bajaj Institute of Management Studies, University of Mumbai. Prior to joining our Company, he was associated with Syntel Private Limited as vice president, Epicenter Technologies Pvt. Ltd as a chief technology officer, Aditya Birla Management Corporation Ltd as vice president (corporate information technology), Satyam Computer Services Ltd. as a senior manager, Tata Consultancy Services as senior hardware engineer, Vartibra Communications Ltd as a general manager (networks), Konark Computers Pvt. Ltd as an R&D engineer. He is also currently associated with Aegis Customer Support Services Private Limited.

Krishna Iyer is a Non-Executive Director of the Company. He has over 15 years of experience in the information technology sector. He has passed the final examination held by ICAI and also holds a bachelor of commerce degree from B. M. College of Commerce, University of Pune. He is associated with Zentest Software Private Limited and Tejgyan Global Foundation as a director.

Mala Arun Todarwal is an Independent Director of the Company. She has over 17 years of experience in corporate governance controls. She is a member of the ICAI and currently hold the position as a partner at M/s. Arun Todarwal & Associates LLP. She is also on the board of directors of companies such as Welspun Sattanthapuram Nagapattinam Road Private Limited, Welspun Steel Limited, Welspun Investments and Commercials Limited and IVP Ltd.

Kalyan Prasath is an Independent Director of the Company. He has over 35 years of experience in the technology sector across Asia Pacific region. He holds a degree of bachelor of science from Madurai Kamaraj University, a diploma in business management from the ICFAI University and a post graduate diploma in systems management from National Institute of Information Technology, Hyderabad. Prior to joining our Company, he was associated with Eastspring Investments (Singapore) as a director – information technology, ICICI Prudential AMC Limited as a vice president, DGP Windsor India Limited as an assistant manager – software development and Birla Global Finance Limited as a chief manager- systems as well as Universal Luggage MFG. Co. Limited.

Krishnaswamy Arabadi Sridhar is an Independent Director of the Company. He has over 28 years of experience in the finance sector. He is a member of ICAI and holds a bachelor of science degree from Faculty of Science, University of Madras. Prior to joining our Company, he was associated with Dawnay Day AV Analytics Private Limited, Hexagram Fintech Private Limited as a chief executive officer, UTI Asset Management Company Limited as an executive director, UTI International (Singapore) Private Limited as chief executive officer and executive director, India First Life Insurance Company Limited as a director, Association of Mutual Funds in India as a director and ICRA Analytics Limited as an advisor.

Arunkumar Nerur Thiagarajan is an Independent Director of the Company. He holds a bachelor of science degree from St. Joseph's College, Tiruchirapalli, Bharathidasan University and a post graduate honours diploma in personnel management and industrial relations from XLRI Jamshedpur. Prior to joining our Company, he was associated with UBS Business Solutions (India) Private Limited as a managing director (group sourcing department), Telstra Global Business Services LLP as India delivery and innovation executive and country managing director India, Polaris Software Lab Limited as senior vice president, Pepsico India Holdings Limited as general manager (information technology), Dun & Bradstreet Predictive Sciences and Analytics Pvt Ltd as a chief executive officer, Officer Tiger Database Systems India Private Limited as a senior vice president (operations) and Citibank N.A as a vice president as well as in ITC Limited, Bahwan Cyber Technologies LLC, OrbiTech Solutions Limited, D&S TransUnion Analytic and Decision Services Private Limited at various positions.

Terms of appointment of Executive Directors

Each of the Executive Directors of our Company are entitled to the following remuneration and perquisites:

Dinesh Thakkar

Dinesh Thakkar was appointed as the Chairman and Managing Director of our Company pursuant to the resolution passed by the Board on December 30, 2009. He was re-appointed as the Managing Director of our Company, pursuant to the Board resolution dated December 16, 2014 and the Shareholder's resolution dated September 30, 2015, with effect from January 1, 2015 for a period of five years. Subsequently, he was re-appointed as the Chairman and Managing Director of our Company, pursuant to the Board resolution dated November 25, 2019 and the Shareholders' resolution dated December 17, 2019, with effect from January 1, 2020 for a period of five years. The terms of his appointment are detailed below:

<table>
<tr><th>Particulars</th><th>Remuneration</th></tr>
<tr><td>Salary</td><td>₹ 2.10 million per month shall continue from January 1, 2020 till March 2020 and effective April 1 each year the remuneration/ salary cycle would be revised with such annual increments as may be approved by the Board of Directors, on the recommendation of the Nomination and Remuneration Committee</td></tr>
<tr><td>Allowances and perquisites</td><td>(in ₹)
<table>
<tr><th>Particulars</th><th>Amount</th></tr>
<tr><td>Books and periodicals</td><td>10,000.00</td></tr>
<tr><td>Fuel allowance</td><td>25,000.00</td></tr>
<tr><td>Driver's allowance</td><td>15,000.00</td></tr>
<tr><td>Leave travel allowance</td><td>8,333.00</td></tr>
<tr><td>Vehicle maintenance allowance</td><td>5,000.00</td></tr>
<tr><td>Meeting allowance</td><td>10,000.00</td></tr>
<tr><td>Professional attire</td><td>7,500.00</td></tr>
<tr><td>Special allowance</td><td>753,763.00</td></tr>
<tr><td>Telephone allowance</td><td>5,000.00</td></tr>
<tr><td>House rent allowance</td><td>420,451.00</td></tr>
</table>
Perquisites shall be evaluated as per the income-tax rules, wherever applicable and in the absence of any such comments, perquisites shall be evaluated at actual cost.</td></tr>
<tr><td>Commission/ Performance bonus</td><td>As may be decided by the Board of Directors, based on the recommendations of the Nomination and Remuneration Committee, from year to year.</td></tr>
<tr><td>Amenities</td><td>i. Communication facilities: Our Company shall provide appropriate telephones, including cellular phones and other communication facilities at the Managing Director's residence, for discharging his functions effectively.

ii. The Company shall provide office space, if required by the Managing Director either at his residence or any other convenient place for discharging his official duties along with the required office infrastructure and facilities.

iii. The Managing Director shall be entitled to the reimbursement of expenses actually incurred on official travelling and boarding and lodging for self and also for spouse, if considered expedient to accompany him in the Company's interests, during the domestic or overseas business trips and reimbursement of entertainment expenses incurred in the course of business of the Company.

These amenities shall not be included for the purposes of computation of the Managing Directors' remuneration.</td></tr>
</table>

Amit Majumdar

Amit Majumdar is a Whole time Director of our Company. The following table sets forth the current terms of appointment of Amit Majumdar, pursuant to the Nomination and Remuneration Committee resolution dated April 17, 2023, Board resolution dated April 17, 2023, and Shareholders' resolution dated June 23, 2023:

Sr. No.	Category	Remuneration (in ₹)
1.	Remuneration, perquisites and allowances of FY 2024:	
	a. Basic	8,000,000
	b. House rent allowance	4,000,000
	c. Special allowance	8,000,000
	d. Mediclaim	30,000
	e. Term plan	38,004
	f. Flexi benefits	1,029,996
	Total (Gross salary for the year)	20,068,004

Ketan Shah

Ketan Shah is a Whole time Director of our Company. The following table sets forth the current terms of appointment of Ketan Shah, pursuant to the Nomination and Remuneration Committee resolution dated May 5, 2021, Board resolution dated May 5, 2021, and Shareholders' resolution dated June 29, 2021:

Sr. No.	Category	Remuneration (in ₹)
1.	Remuneration, perquisites and allowances of FY 2021-2022:	
	a. Basic	6,001,028
	b. House rent allowance	3,000,514
	c. Special allowance	4,955,359
	d. Mediclaim	6,996
	e. Term plan	8,676
	f. Flexi benefits	1,029,996
	Total (Gross salary for the year)	15,002,569

Remuneration to Independent Directors and Non-Executive Directors

Sitting fees

Our Independent Directors and Non-Executive Director are entitled to receive sitting fees for attending meetings of our Board of Directors or any of its committees and reimbursements of expenses. Pursuant to the Board resolution dated May 14, 2018, and May 8, 2023, our Independent Directors are entitled to sitting fees of ₹ 100,000 for attending each meeting of the Board and ₹ 40,000 for attending each meeting of all committees of the Board.

Commission

Our Independent Directors and Non-Executive Directors are entitled to receive remuneration by way of commission in terms of Independent and Non-Executive Director Commission Policy approved by the Board of Directors of the Company on January 9, 2023. In terms of the policy the commission is to be paid on an annual basis to the Independent Directors and Non-Executive Directors after finalization of the audited financials. The target commission is set at ₹ 1.00 million per annum per Independent and Non-Executive Director and the commission to be paid will be 0% to 150% of the target commission based on parameters set in the Independent and Non-Executive Director Commission Policy.

Remuneration paid to Executive Directors

The following tables set forth the details of remuneration paid by our Company to the Executive Directors of our Company for the nine months period ended December 31, 2023, Fiscal 2021, Fiscal 2022 and Fiscal 2023:

Sr. No.	Name of the Executive Director	Remuneration from April 1, 2023, to December 31, 2023	Remuneration (₹ in million) for		
			Fiscal 2023	Fiscal 2022	Fiscal 2021
1.	Dinesh Thakkar	54.05	57.44	42.56	31.55
2.	Amit Majumdar	14.96	-	-	-
3.	Ketan Shah	19.42	17.55	15.00*	12.92*

**Ketan Shah was appointed as a Whole-time Director of our Company with effect from May 5, 2021. Accordingly, his total remuneration for Fiscals 2022 and 2021 includes remuneration received by him in his capacity as chief revenue officer of our Company.*

Independent Directors and Non-Executive Director:

The following tables set forth the details of sitting fees and commission paid by our Company to the Independent Directors of our Company for the nine months period ended December 31, 2023, Fiscal 2023, Fiscal 2022 and Fiscal 2021:

Sr. No.	Name of the Director	Sitting fees and commission (₹ in million) from April 1, 2023, to December 31, 2023	Sitting fees and commission (₹ in million) for		
			Fiscal 2023	Fiscal 2022	Fiscal 2021
1.	Uday Sankar Roy*	1.13	0.98	1.12	0.80
2.	Kamalji Sahay*	1.09	0.78	1.16	0.84
3.	Anisha Motwani**	-	-	0.56	0.64
4.	Muralidharan Ramachandran	2.01	1.10	0.40	-
5.	Mala Arun Todarwal	1.81	1.10	0.30	-
6.	Krishna Iyer	1.65	1.14	0.48	-
7.	Kalyan Prasath	0.74	0.10	-	-
8.	Krishnaswamy Arabadi Sridhar	0.82	0.10	-	-
9.	Arunkumar Nerur Thiagarajan#	0.32	-	-	-

**Uday Sankar Roy and Kamalji Sahay ceased to be Independent Directors of the Company upon completion of their term of five consecutive years on May 14, 2023.*
***Anisha Motwani resigned from our Board with effect from September 15, 2021.*
#Appointed on our Board in Fiscal 2024 and accordingly did not receive any sitting fees/ commission in earlier fiscals.

Shareholding of Directors

Except as disclosed below, none of our Directors hold Equity Shares in our Company as of the date of this Placement Document:

Sr. No.	Name of the Director	Designation	Number of Equity Shares	Percentage (%) shareholding
1.	Dinesh Thakkar	Chairman & Managing Director	16,768,805	19.97
2.	Amit Majumdar	Whole Time Director	12,206	0.01
3.	Ketan Shah	Whole Time Director	162,500	0.19
4.	Mala Arun Todarwal	Independent Director	29	*Negligible*

Except as disclosed below, none of our Directors hold any stock options in our Company as of the date of this Placement Document:

Sr. No.	Name of the Director	Designation	Number of Employee Stock Options Granted	Number of Employee Stock Options Vested	Number of Employee Stock Options Exercised
1.	Ketan Shah	Whole Time Director	261,504	171,023	167,026
2.	Amit Majumdar	Whole Time Director	86,897	-	-

Relationship with other Directors

None of our other Directors are related to each other.

Borrowing powers of our Board

In accordance with the Articles of Association of our Company, our Board of Directors has been empowered to borrow funds in accordance with applicable law. Pursuant to the resolution dated August 19, 2022, passed by our Shareholders through a postal ballot, our Board is authorized to borrow from time to time any sum or sums of monies from any one or more persons, firms, bodies corporate, banks, financial institutions or from any others by way of advances, deposits, loans, debentures or otherwise and whether unsecured or secured by mortgage, charge, hypothecation, lien or pledge of our Company's assets and properties, whether movable or immovable including stock-in-trade and debts and advances notwithstanding that the sum or sums of monies so borrowed together with the monies already borrowed by our Company (apart from temporary loans obtained or to be obtained from our Company's bankers in the ordinary course of business) in excess of the aggregate of the paid up share capital of our Company and its free reserves provided further that total amount up to which monies may be borrowed shall not at any one time exceed ₹ 80,000 million. Our borrowing limits may be changed from time to time, subject to approval of the Board and our Shareholders.

Interest of our Directors

Our Directors may be deemed to be interested to the extent of their remuneration, fees and commission, if any, payable to them for attending meetings of our Board or committees thereof, as well as to the extent of reimbursement of expenses payable to them, and the Executive Directors of our Company may be deemed to be interested to the extent of remuneration paid to them for services rendered.

Except for Dinesh Thakkar who is the Chairman and Managing Director of our Company, none of our other Directors have any interest in the promotion of our Company.

Our Directors may also be regarded as interested in the Equity Shares held by them, if any, or held by or that which may be subscribed by or allotted to their relatives or the companies, firms or trusts, in which they are interested as directors, members, partners, trustees or promoters. Our Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares and any other benefits arising out of such holding.

None of our Directors have any interest in any property acquired or proposed to be acquired of our Company or by our Company.

Except as provided in "*Related Party Transactions*" on page 97, our Company has not entered into any contract, agreement or arrangement during the three Fiscals immediately preceding the date of this Placement Document, in which any of the Directors are interested, directly or indirectly, and no payments have been made to them in respect of any such contracts, agreements, arrangements which are proposed to be made with them. For further details relating to contracts, agreements or arrangements entered into by our Company during the last three Fiscals, in which the Directors are interested directly or indirectly and for payments made to them in respect of such contracts, agreements or arrangements and for other interest of Directors in respect to the related party transactions, during the last three Fiscals, see "*Related Party Transactions*" on page 97.

Other than as disclosed in this Placement Document, there are no outstanding transactions other than in the ordinary course of business undertaken by our Company, in which the Directors are interested.

Bonus or profit-sharing plan of the Directors

Except as disclosed in "– *Terms of Appointment of Executive Directors*" on page 227, none of our Directors are party to any bonus or profit-sharing plan.

Service contracts with Directors

Our Company has not entered into any service contracts with any Director, which provide for benefits upon termination of employment.

Corporate governance

Our Board presently consists of nine Directors. In compliance with the requirements of the SEBI Listing Regulations, the Board of Directors has five Independent Directors (including one woman Independent Director) and one Non-Executive Director.

Our Company is in compliance with the requirements of the applicable regulations, including the SEBI Listing Regulations, the Companies Act, 2013 and the SEBI ICDR Regulations, in respect of corporate governance, including constitution of our Board and committees thereof. The corporate governance framework is based on an effective independent Board, separation of our Board's supervisory role from the executive management team and constitution of our Board committees, as required under law.

Our Board functions either as a full board or through various committees constituted to oversee specific functions. Our Company's executive management provides our Board with detailed reports on its performance periodically.

Committees of our Board of Directors

Our Board has constituted statutory committees, which function in accordance with the relevant provisions of the Companies Act, 2013 and the SEBI Listing Regulations.

The statutory committees of our Board are: (i) Audit Committee; (ii) Nomination and Remuneration Committee; (iii) Stakeholders' Relationship Committee; (iv) Risk Management Committee; and (v) Corporate Social Responsibility Committee.

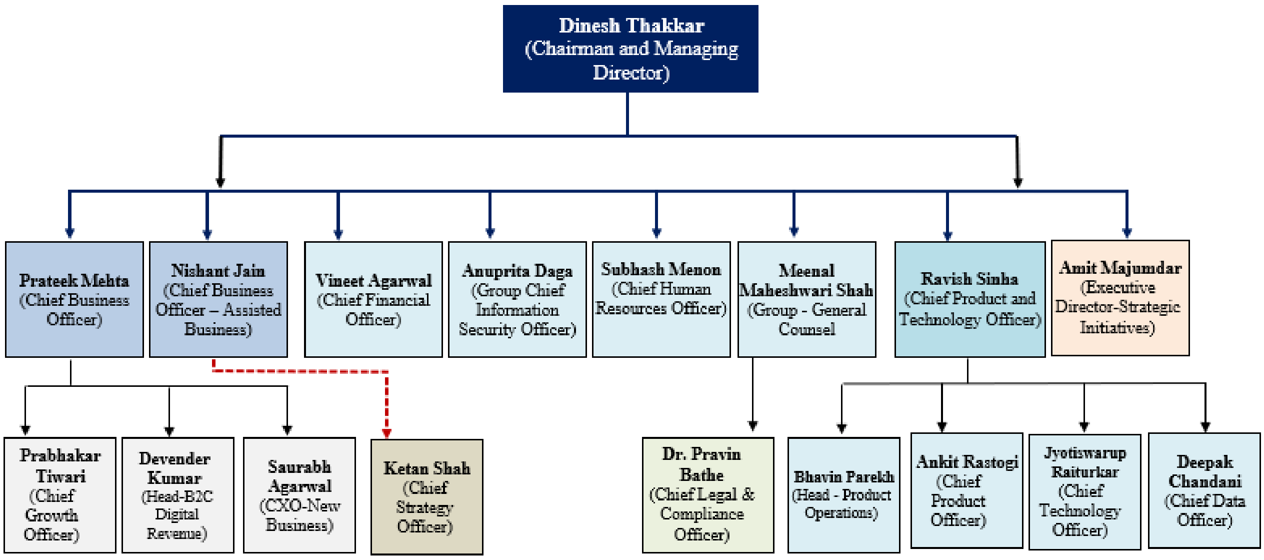
The following table sets forth details of members of the aforesaid committees, as on the date of this Placement Document:

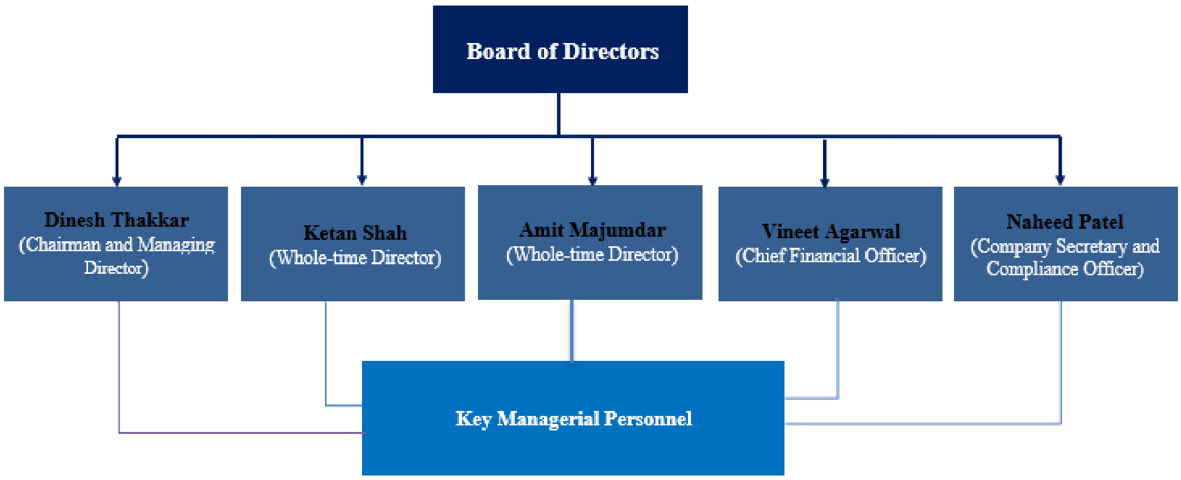
Sr. No.	Committee	Name and Designation of Members
1.	Audit Committee	(i) Mala Arun Todarwal, Chairperson (ii) Muralidharan Ramachandran, Member (iii) Krishna Iyer, Member
2.	Nomination and Remuneration Committee	(i) Krishnaswamy Arabadi Sridhar, Chairperson (ii) Dinesh Thakkar, Member (iii) Mala Arun Todarwal, Member (iv) Arunkumar Nerur Thiagarajan, Member
3.	Stakeholders Relationship Committee	(i) Mala Arun Todarwal, Chairperson (ii) Krishnaswamy Arabadi Sridhar, Member (iii) Amit Majumdar, Member
4.	Risk Management Committee	(i) Muralidharan Ramachandran, Chairperson (ii) Krishnaswamy Arabadi Sridhar, Member (iii) Ketan Shah, Member (iv) Kalyan Prasath, Member
5.	Corporate Social Responsibility Committee	(i) Dinesh Thakkar, Chairperson (ii) Kalyan Prasath, Member (iii) Krishna Iyer, Member

Prohibition by SEBI or other governmental authorities

Neither our Company, nor our Directors or Promoters are debarred from accessing capital markets under any order or direction made by SEBI or any other governmental authority. None of the Directors of the companies with which they are or were associated as promoters, directors or persons in control have been debarred from accessing the capital market under any order or direction passed by SEBI or any other governmental authority.

Organisation Chart





Key Managerial Personnel and Senior Management

In addition to the Chairman and Managing Director and Whole Time Directors, the details of our Key Managerial Personnel in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below:

Sr. No.	Name	Designation
Key Managerial Personnel		
1.	Vineet Agrawal	Chief Financial Officer
2.	Naheed Patel	Company Secretary and Compliance Officer

In addition to the Chairman and Managing Director, Whole Time Directors and the Key Managerial Personnel, the details of our Senior Management in terms of the Companies Act, 2013 and the SEBI ICDR Regulations as on the date of this Placement Document are set forth below:

Sr. No.	Name	Designation
Senior Management		
1.	Ravish Sinha	Chief Product and Technology Officer

Sr. No.	Name	Designation
Senior Management		
2.	Prateek Mehta	Chief Business Officer
3.	Jyotiswarup Raiturkar	Chief Technology Officer
4.	Ankit Rastogi	Chief Product Officer
5.	Deepak Chandani	Chief Data Officer
6.	Prabhakar Tiwari	Chief Growth Officer
7.	Ketan Shah	Chief Strategy Officer
8.	Nishant Jain	Chief Business Officer - Assisted Business
9.	Meenal Maheshwari Shah	Group - General Counsel
10.	Dr. Pravin Bathe	Chief Legal and Compliance Officer
11.	Subhash Menon	Chief Human Resources Officer
12.	Anuprita Daga	Group - Chief Information Security Officer
13.	Saurabh Agarwal	CXO - New Business
14.	Devender Kumar	Head - B2C Digital Revenue
15.	Bhavin Parekh	Head - Product Operations

Brief biographies of the Key Managerial Personnel and Senior Management

For details of Dinesh Thakkar, Ketan Shah and Amit Majumdar, see "*Brief biographies of our Directors*" on page 226. The details of our other Key Managerial Personnel are set out below:

Key Managerial Personnel

Vineet Agrawal is the Chief Financial Officer of our Company. He holds a bachelor's degree of commerce from the University of Calcutta. He is an associate of the Institute of Chartered Accountants of India, an associate of the Institute of Company Secretaries of India and an associate of the Institute of Cost and Works Accountants of India. He has over 27 years of experience in the manufacturing, financial and telecommunication sectors. He heads the treasury, corporate finance, accounts, secretarial, statutory and management reporting, taxation, audit, business finance, commercial and controlling teams in our Company. Previously, he has worked with STP Limited, Reliance Infocomm Limited, Kitply Industries Limited, Reliance Communications Limited, Bharti Airtel Limited, Suzlon Energy Limited, Secure Meters Limited and Bergwerff Organic (India) Private Limited. He has been associated with our Company since September 22, 2015.

Naheed Patel is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree of laws and a bachelor's degree of commerce from the University of Mumbai. She has obtained the diploma in business management from Prin. L. N. Welingkar Institute of Management Development & Research and a diploma in corporate governance from Institute of Company Secretaries of India. She is an associate of the Institute of Company Secretaries of India. She has over 18 years of experience in the secretarial, accounts and finance departments. She is responsible for the secretarial function in our Company. Previously, she has worked at Decimal Point Analytics Private Limited and Ananta Landmarks Private Limited. She has been associated with our Company since August 31, 2016.

All our Key Managerial Personnel are permanent employees of our Company.

Senior Management

In addition to Vineet Agrawal, the Chief Financial Officer of our Company and Naheed Patel, the Company Secretary and Compliance Officer of our Company who are also our Key Managerial Personnel and whose details are provided above in "*Key Managerial Personnel*", the details of our Senior Management are as set forth below:

Ravish Sinha is the Chief Product and Technology Officer of the Company. He has been associated with our Company since September 4, 2023. He holds a bachelor of computer engineering degree from Mangalore University. Prior to joining our Company, he was associated with Yahoo Web Services India Private Limited as senior software engineer and Flipkart India Private Limited as senior vice president.

Prateek Mehta is the Chief Business Officer of the Company. He has been associated with our Company since November 11, 2022. He holds a bachelor of engineering (technology) degree from Indian Institute of Technology Bombay and a masters in business administration from Indian Institute of Management Ahmedabad. Prior to joining our Company, he was associated with Sapient Technologies Private Limited, Dell India Private Limited, Dell International Services, CitiBank, Myntra Designs Private Limited as head – men's and sports category and Robemall Apparels Private Limited as president – category.

Jyotiswarup Raiturkar is the Chief Technology Officer of the Company. He has been associated with our Company since July 26, 2021. He holds a bachelor degree of computer science engineering from Nagpur University and a masters of computer science degree from Illinois Institute of Technology, Chicago, USA. Prior to joining our Company, he was associated with Walmart Global Technology Services India Private Limited as a senior distinguished technical architect, Inutit India Product Development Centre Private Limited as an architect, ibibo Group Private Limited as chief architect, Samsung Digital Imaging Co. Limited as an assistant development manager, Microsoft India (R&D) Private Limited as a program manager as well as with Tata Power Company Limited, Honeywell Technology Solutions Private Limited and 8kpc India Private Limited.

Ankit Rastogi is the Chief Product Officer of the Company. He has been associated with our Company since February 8, 2021. He holds a bachelor of computer engineering degree from Sardar Vallabhbhai National Institute of Technology, Surat. Prior to joining our Company, he was associated with Infosys Technologies Limited, Vriti Infocom Private Limited, MakeMyTrip (India) Private Limited as senior vice president – product management, Cleartrip Private Limited as vice president - hotels, Inasra Technologies Private Limited as a vice president - marketplace and ibibo Group Private Limited as business head – hotels and holidays.

Deepak Chandani is the Chief Data Officer of the Company. He has been associated with our Company since July 14, 2023. He holds a bachelor degree of technology in ceramic engineering from Banaras Hindu University and a post graduate certificate in business management from Xavier Institute of Management, Bhubaneshwar. Prior to joining our Company, he was associated with Apple Inc. Infosys Technologies Limited as senior principal – business consulting group project manager, AppDirect India Private Limited as head of India, Global Logic as director engineering, BP Business Solutions Private Limited as head of data, business intelligence & analytics, Teradata India Private Limited, and UBS Business Solutions (India) Private Limited as an executive director in technology department.

Prabhakar Tiwari is the Chief Growth Officer of the Company. He has been associated with our Company since March 18, 2019. He holds a bachelor degree of technology from Oriental Institute of Science and Technology, Bhopal and a post graduate diploma in management from Indian Institute of Management, Bangalore. Prior to joining our Company, he was associated with Avon Beauty Products India Private Limited as senior manager – category marketing, CEAT Limited as GM – category marketing passenger.

Ketan Shah is the Chief Strategy Officer of the Company. For details of his profile, please see "- *Brief biographies of our Directors"* above.

Nishant Jain is the Chief Business Officer – Assisted Business of the Company. He has been associated with our Company since September 1, 2023. He holds a certificate in executive education programme from Indian Institute of Management, Bangalore and a post graduate diploma in management from Lal Bahadur Shastri Institute of Management, Delhi. Prior to joining our Company, he was associated with Coca Cola India Private Limited as director - NKA, PepsiCo as vice president GTM solutions, Zomato Media Private Limited as head of sales, BharatPe (Resilient Innovations Private Limited) as chief business officer – network.

Meenal Maheshwari Shah is the Group General Counsel of the Company. She has been associated with our Company since February 1, 2024. She holds a bachelor of laws degree from ILS Law College Pune and has received the Chevening India cyber security fellowship from Cranfield University. She has completed the Oxford Artificial Intelligence Programme from Said Business School, University of Oxford and has also been recognised as a data protection professional by Foundation of Data Protection Professionals in India. Prior to joining our Company, she was associated with Lemmatree Pte Ltd as group legal director, Essar Capital Advisory India Private Limited, Bennet, Coleman & Co. Limited (Times of India) and Khaitan & Co.

Dr. Pravin Bathe is the Chief Legal and Compliance Officer of the Company. He has been associated with our Company since March 2, 2022. He holds a bachelor degree in law from Asmita College of Law, University of Mumbai, masters of arts degree in economics from Savitribai Phule College, Pune University and masters in business administration in marketing and finance from Savitribai Phule College, Pune University and a doctorate of philosophy in banking and finance from Savitribai Phule College, Pune University. Prior to joining our Company, he was associated with SEBI as an assistant general manager, Edelweiss Business Services Limited as a senior vice president and CitiGroup Global Markets India Private Limited as a senior vice president.

Subhash Menon is the Chief Human Resources Officer of the Company. He has been associated with our Company since November 17, 2015. He holds a bachelor's degree of science from University of Mumbai and master of human resources development management from Narsee Monjee Institute of Management Studies. Prior to joining our Company, he was associated with IndiaFirst Life Company Limited, SBI Life and USV Limited.

Anuprita Daga is the Group Chief Information Security Officer of the Company. She has been associated with our Company since January 8, 2024. She holds a bachelor degree of engineering (computer) from Amravati University. Prior to joining our Company, she was associated with Reliance Capital Limited as chief information security officer – risk and YES Bank Limited.

Saurabh Agarwal is the CXO - New Business of the Company. He has been associated with our Company since November 15, 2022. He holds a bachelor degree of Technology (Honours) in Computer Science and Engineering from Indian Institute of Technology, Kharagpur and a Post graduate diploma in management from Indian Institute of Management Society, Lucknow. Prior to joining our Company, he was associated with Nomura Structured Finance Services Private Limited as an analyst – exotic derivatives, Locon Solutions Private Limited as category head, plot projects in innovation.

Devender Kumar is the Head B2C Digital Revenue – Online Revenue Management of the Company. He has been associated with our Company since October 10, 2018. He holds a bachelor's degree of engineering from Netaji Subhas Institute of Technology and a post graduate diploma in management from Indian Institute of Management, Bangalore. Prior to joining our Company, he was associated with FunOnGo Media and Entertainment LLP as chief technology officer and Motilal Oswal Financial Services Limited as vice president – corporate planning.

Bhavin Parekh is Head - Product Operations of the Company. He has been associated with our Company since March 5, 2001. He holds a masters of business administration – part time (finance) from Narsee Monjee Institute of Management Studies.

Relationship

Other than our Directors, none of our Key Managerial Personnel or members of Senior Management are related to each other or to the Directors of our Company.

All our Key Managerial Personnel and members of Senior Management are permanent employees of our Company.

Bonus or profit-sharing plan of the Key Managerial Personnel and Senior Management

Except as disclosed in "- *Terms of appointment of our Executive Directors*" on page 227, our Company does not have any bonus or profit-sharing plan with the Key Managerial Personnel or Senior Management.

Service Contracts with Key Managerial Personnel and Senior Management

Our Key Managerial Personnel and Senior Management have not entered into any service contracts with our Company providing any termination or retirement benefits.

Interest of our Key Managerial Personnel and Senior Management

Other than as disclosed in the " – *Interest of our Directors*" on page 230, our Key Managerial Personnel and Senior Management do not have any interest in our Company other than to the extent of the remuneration, benefits or stock options to which they are entitled as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business and to the extent of the Equity Shares held by them or their dependents in our Company, if any. The Key Managerial Personnel and Senior Management may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of Equity Shares held in our Company, if any.

Our Key Managerial Personnel and members of Senior Management may also be entitled to participate in the Employee Long Term Incentive Plan 2021.

None of our Key Managerial Personnel and members of Senior Management have been paid any consideration of any nature from our Company, other than their remuneration. There is no arrangement or understanding with the major shareholders, customers, suppliers or others, pursuant to which any Key Managerial Personnel and members of Senior Management was selected as member of senior management.

Shareholding of our Key Managerial Personnel and Senior Management

Except as disclosed above under "– *Shareholding of Directors*" and below, none of our Key Managerial Personnel and Senior Management hold Equity Shares in our Company as of the date of this Placement Document:

Sr. No.	Name of the Key Managerial Personnel / Senior Management	Designation	Number of Equity Shares	Percentage (%) shareholding
1.	Naheed Patel	Company Secretary and Compliance Officer	2,037	*Negligible*
2.	Vineet Agrawal	Chief Financial Officer	100,000	0.11
3.	Ankit Rastogi	Chief Product Officer	25,000	0.03
4.	Bhavin Parekh	Head - Product Operations	56,600	0.07
5.	Devender Kumar	Head B2C Digital Revenue – Online Revenue Management	44,178	0.05
6.	Dr. Pravin Bathe	Chief Legal and Compliance Officer	60	*Negligible*
7.	Jyotiswarup Raiturkar	Chief Technology Officer	12,000	0.01
8.	Nishant Jain	Chief Business Officer – Assisted Business	150	*Negligible*
9.	Prabhakar Tiwari	Chief Growth Officer	106,107	0.13
10.	Prateek Mehta	Chief Business Officer – Direct Business	10,000	0.01
11.	Saurabh Agarwal	CXO - New Business	7,709	0.01
12.	Subhash Menon	Chief Human Resources Officer	43,430	0.05

Other Confirmations

1. Other than disclosed in this Placement Document, none of the Directors, Promoters, Key Managerial Personnel or Senior Management of our Company have any financial or other material interest in the Issue.

2. Our Promoters, Directors and Key Managerial Personnel or Senior Management will not participate in the Issue.

3. Neither our Company, nor any of our Directors or Promoters have been identified as a Wilful Defaulter or as a Fraudulent Borrower by any lending banks or financial institutions or consortiums.

4. Neither our Company, nor our Directors or Promoters are currently debarred from accessing capital markets under any offence under any order or direction made by SEBI. Further, none of our Directors or Promoters have been declared as a Fugitive Economic Offender.

5. No change in control in our Company will occur consequent to the Issue.

6. No loans have been availed or extended by our Directors, Key Managerial Personnel or Senior Management from, or to, our Company or the Subsidiaries.

Policy on disclosures and internal procedure for prevention of insider trading

The SEBI Insider Trading Regulations applies to our Company and our employees and requires our Company to implement a code of practices and procedures for fair disclosure of unpublished price sensitive information and conduct for the prevention of insider trading. Our Company has implemented a code of practices and procedures for fair disclosure of unpublished price sensitive information in accordance with the SEBI Insider Trading Regulations.

Related Party Transactions

For details in relation to the related party transactions entered by our Company during the last three fiscals immediately preceding the date of this Placement Document, see "*Related Party Transactions*" on page 97.

ORGANISATIONAL STRUCTURE OF OUR COMPANY

Corporate History

Angel One Limited was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, the Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term "private" was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term "private" was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. Further, the name of our Company was subsequently changed to 'Angel One Limited' pursuant to a fresh certificate of incorporation consequent upon change of name issued by the RoC on September 23, 2021. For further details regarding changes in the name and registered office of our Company, see "*General Information*" on page 533.

Our Company's CIN is L67120MH1996PLC101709. The Registered and Corporate Office of our Company is located at 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India.

Subsidiaries

As on date of this Placement Document, our Company has nine Subsidiaries, namely:

1. Angel Financial Advisors Private Limited,
2. Angel Fincap Private Limited,
3. Angel Securities Limited,
4. Angel Digitech Services Private Limited,
5. Mimansa Software Systems Private Limited,
6. Angel Crest Limited,
7. Angel One Asset Management Company Limited,
8. Angel One Trustee Limited, and
9. Angel One Wealth Limited *(formerly known as Angel One Wealth Management Limited)*.

Holding company

As on date of this Placement Document, our Company does not have any holding company.

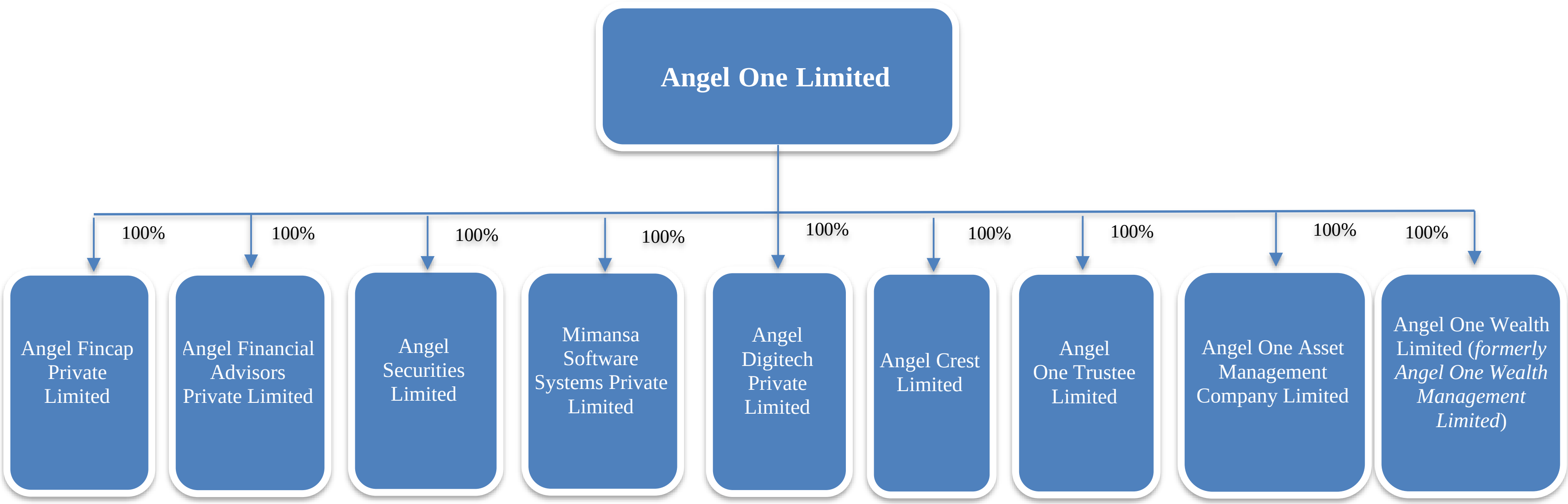
Associate company

As on the date of this Placement Document, our Company does not have any associate companies.

Joint Ventures

As on the date of this Placement Document, our Company does not have any joint ventures.

The organisational structure of our Company as on date of this Placement Document is as follows:


Angel One Limited
100%
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100%
Angel Fincap Private Limited
Angel Financial Advisors Private Limited
Angel Securities Limited
Mimansa Software Systems Private Limited
Angel Digitech Private Limited
Angel Crest Limited
Angel One Trustee Limited
Angel One Asset Management Company Limited
Angel One Wealth Limited (*formerly Angel One Wealth Management Limited*)

SHAREHOLDING PATTERN OF OUR COMPANY

The shareholding pattern of our Company, as on December 31, 2023 is set forth below:

Table I – Summary Statement holding of Specified securities:

Category	Category of Shareholders	No. of Shareholders	No. of fully paid up equity shares held	Total no. of Shares held	Shareholding as a % of total no of shares (calculate as per SCRR, 1957) As a % of (A+B+C2)	No. of voting rights	Total as a % of Total Voting right	No. of Locked in Shares		No. of equity shares held in dematerialized form
								No.	As a % of total Shares held	
(A)	Promoter & Promoter Group	14	3,21,01,527	3,21,01,527	38.23	3,21,01,527	38.23	-	-	3,21,01,527
(B)	Public	1,55,180	5,18,48,927	5,18,48,927	61.76	5,18,48,927	61.76	-	-	5,18,42,271
(C)	Non Promoter-Non Public									
(C1)	Shares underlying DRs	-	-	-	-	-	-	-	-	-
(C2)	Shares held by Employes Trusts	-	-	-	-	-	-	-	-	-
	Total	**155194**	**8,39,50,454**	**8,39,50,454**	**100.00**	**8,39,50,454**	**100.00**	-	-	**8,39,43,798**

Table II - Statement showing shareholding pattern of our Promoters and Promoter Group:

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	Total No of Shares Held	Shareholding as a % of total no of shares (calculated as per SCRR, 1957 (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						No. (a)	As a % of total Shares held (b)	
(1)	Indian							
(a)	Individuals/Hindu undivided Family	13	2,60,36,217	2,60,36,217	31.01	2,60,36,217	31.01	2,60,36,217
	Dinesh Dariyanumal Thakkar	1	1,67,68,805	1,67,68,805	19.97	1,67,68,805	19.97	1,67,68,805
	Deepak Tarachand Thakkar	1	26,93,541	26,93,541	3.21	26,93,541	3.21	26,93,541
	Ashok Daryanimal Thakkar	1	26,00,747	26,00,747	3.10	26,00,747	3.10	26,00,747
	Lalit Tarachand Thakkar	1	24,92,234	24,92,234	2.97	24,92,234	2.97	24,92,234
	Dinesh D Thakkar HUF	1	6,16,940	6,16,940	0.73	6,16,940	0.73	6,16,940
	Sunita Magnani	1	6,02,942	6,02,942	0.72	6,02,942	0.72	6,02,942
	Bhagwani Tarachand Thakkar	1	85,000	85,000	0.10	85,000	0.10	85,000
	Tarachand Daryanumal Thakker	1	85,000	85,000	0.10	85,000	0.10	85,000
	Mohit Jairam Chanchlani	1	51,000	51,000	0.06	51,000	0.06	51,000
	Ramchandani Jaya Prakash	1	30,770	30,770	0.04	30,770	0.04	30,770
	Kanta Dinesh Thakkar	1	5,420	5,420	0.01	5,420	0.01	5,420
	Raaj Ashok Magnani	1	2,835	2,835	0.00	2,835	0.00	2,835
	Mahesh Daryanumal Thakkar	1	983	983	0.00	983	0.00	983
(b)	Central Government/ State Government(s)	-	-	-	-	-	-	-
(c)	Financial Institutions/ Banks	-	-	-	-	-	-	-
(d)	Any Other (specify)	1	60,65,310	60,65,310	7.22	60,65,310	7.22	60,65,310
	Bodies Corporate							
	Nirwan Monetary Services Pvt Ltd	1	60,65,310	60,65,310	7.22	60,65,310	7.22	60,65,310
	Sub-Total (A)(1)	14	3,21,01,527	3,21,01,527	38.24	3,21,01,527	38.24	3,21,01,527
(2)	Foreign							
	Sub-Total (A)(2)	-	-	-	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)=(A)(1) +(A)(2)	14	3,21,01,527	3,21,01,527	38.24	3,21,01,527	38.24	3,21,01,527

Table III - Statement showing shareholding pattern of the public shareholder:

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	Total No of shares held	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						No of Voting Rights	Total as a % of (A+B+C)	
(1)	Institutions (Domestic)							
(a)	Mutual Funds	19	60,97,913	60,97,913	7.26	60,97,913	7.26	60,97,913
	Nippon Life India Trustee Ltd-A/C Nippon India Growth Fund	1	33,18,123	33,18,123	3.95	33,18,123	3.95	33,18,123
(b)	Alternate Investment Funds	25	13,17,009	13,17,009	1.57	13,17,009	1.57	13,17,009
(c)	Banks	1	63	63	0.00	63	0.00	63
(d)	Insurance Companies	4	4,09,594	4,09,594	0.49	4,09,594	0.49	4,09,594
	Sub Total (B)(1)	**49**	**78,24,579**	**78,24,579**	**9.32**	**78,24,579**	**9.32**	**78,24,579**
(2)	Institutions (Foreign)							
(a)	Foreign Portfolio Investors Category I	215	1,56,07,724	1,56,07,724	18.59	1,56,07,724	18.59	1,56,07,724
	Hornbill Orchid India Fund	1	9,00,000	9,00,000	1.07	9,00,000	1.07	9,00,000
	Government Pension Fund Global	1	9,37,420	9,37,420	1.12	9,37,420	1.12	9,37,420
	Smallcap World Fund, Inc	1	23,54,562	23,54,562	2.80	23,54,562	2.80	23,54,562
	Foreign Portfolio Investors Category II	21	4,32,407	4,32,407	0.52	4,32,407	0.52	4,32,407
	Sub Total (B)(2)	**236**	**1,60,40,131**	**1,60,40,131**	**19.11**	**1,60,40,131**	**19.11**	**1,60,40,131**
(3)	Central Government/ State Government/ President of India							
	Central Government / President of India	1	140	140	-	140	-	140
	Sub Total (B)(3)	**1**	**140**	**140**	**-**	**140**	**-**	**140**
(4)	Non-Institutions							
(a)	Directors and their relatives (excluding independent directors and nominee directors)	3	1,75,466	1,75,466	0.21	1,75,466	0.21	1,75,466
(b)	Key Managerial Personnel	2	1,02,037	1,02,037	0.12	1,02,037	0.12	1,02,037
(c)	Resident Individuals holding nominal share capital up to Rs. 2 lakhs	1,49,288	71,33,905	71,33,905	8.50	71,33,905	8.50	71,27,249
(d)	Resident Individuals holding nominal share capital in excess of Rs. 2 lakhs	39	1,83,19,053	1,83,19,053	21.82	1,83,19,053	21.82	1,83,19,053
	Rahul Lalit Thakkar	1	21,58,800	21,58,800	2.57	21,58,800	2.57	21,50,000
	Nishith Jitendra Shah	1	21,50,000	21,50,000	2.56	21,50,000	2.56	21,50,000
	Mukesh Ramanlal Gandhi	1	47,10,000	47,10,000	5.61	47,10,000	5.61	47,10,000

Category	Category & Name of the Shareholder	No of Shareholders	No of fully paid up equity shares held	Total No of shares held	Shareholding as a % of total no of shares (A+B+C2)	Number of Voting Rights held in each class of securities		Number of equity shares held in dematerialized form
						No of Voting Rights	Total as a % of (A+B+C)	
	Bharat C Shah	1	21,92,148	21,92,148	2.61	21,92,148	2.61	21,92,148
	Bela Mukesh Gandhi	1	19,31,527	19,31,527	2.30	19,31,527	2.30	19,31,527
	Anuradha Lalit Thakkar	1	21,00,000	21,00,000	2.50	21,00,000	2.50	21,00,000
(e)	Non Resident Indians (NRIs)	3,114	7,54,104	7,54,104	0.90	7,54,104	0.90	7,54,104
(f)	Bodies Corporate	658	11,68,633	11,68,633	1.39	11,68,633	1.39	11,68,633
(g)	Any other (specify)	1,790	3,30,879	3,30,879	0.39	3,30,879	0.39	3,30,879
	Clearing Members	8	1,808	1,808	0.00	1,808	0.00	1,808
	HUF	1,718	1,78,591	1,78,591	0.21	1,78,591	0.21	1,78,591
	LLP	58	1,29,670	1,29,670	0.15	1,29,670	0.15	1,29,670
	Trusts	6	20,810	20,810	0.02	20,810	0.02	20,810
	Sub Total (B)(4)	**1,54,894**	**2,79,84,077**	**2,79,84,077**	**33.33**	**2,79,84,077**	**33.33**	**2,79,77,421**
	Total Public Shareholding (B) = (B)(1)+(B)(2)+(B)(3)+(B)(4)	**1,55,180**	**5,18,48,927**	**5,18,48,927**	**61.76**	**5,18,48,927**	**61.76**	**5,18,42,271**

ISSUE PROCEDURE

The following is a summary intended to present a general outline of the procedure relating to the Bidding, application, payment of Bid Amount, Allocation and Allotment of the Equity Shares. The procedure followed in the Issue may differ from the one mentioned below and Bidders are assumed to have apprised themselves of the same from our Company or the BRLMs. Prospective Bidders are advised to inform themselves of any restrictions or limitations that may be applicable to them and are required to consult their respective advisers in this regard. Bidders that apply in the Issue will be required to confirm and will be deemed to have represented to our Company, the BRLMs and their respective directors, officers, agents, employees, counsels, shareholders, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Also see "Selling Restrictions" and "Purchaser Representations and Transfer Restrictions" on pages 260 and 267, respectively.

Our Company, the BRLMs and their respective directors, officers, agents, advisors, shareholders, employees, counsels, affiliates and representatives are not liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Bidders are advised to make their independent investigations and satisfy themselves that they are eligible to apply. Bidders are advised to ensure that any single Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs are required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations and shall be solely responsible for compliance with all the applicable provisions of the SEBI Takeover Regulations, the SEBI Insider Trading Regulations, and other applicable laws.

Qualified Institutions Placement

THE ISSUE IS MEANT ONLY FOR ELIGIBLE QIBS ON A PRIVATE PLACEMENT BASIS AND IS NOT AN OFFER TO THE PUBLIC OR TO ANY OTHER CLASS OF INVESTORS.

The Preliminary Placement Document and this Placement Document have not been, and will not be, filed as a prospectus with the RoC and, no Equity Shares will be offered in India or overseas to the public or any members of the public or any other class of investors, other than Eligible QIBs.

The Issue is being made to Eligible QIBs in reliance upon Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 and other applicable provisions of the Companies Act, 2013 and rules issued thereunder, through the mechanism of a QIP. Under Chapter VI of the SEBI ICDR Regulations and Sections 42 and 62 of the Companies Act, 2013 read with Rule 14 of the PAS Rules, our Company, being a listed company in India, may issue Equity Shares to Eligible QIBs, provided that certain conditions are met by us. Some of these conditions are set out below:

- the Shareholders have passed a special resolution approving the Issue. Such special resolution must *inter alia* specify that, (a) the allotment of the Equity Shares is proposed to be made pursuant to the QIP; and (b) the relevant date for the QIP;

- the explanatory statement to the notice to the shareholders for convening the general meeting must disclose, among other things, the particulars of the issue including the date of passing the board resolution, the kind of securities being offered and the price at which they are offered, amount which the company intends to raise by way of such securities and the material terms of raising such securities, proposed issue schedule, the purpose or objects of offer, the contribution made by the Promoters or directors either as part of the offer or separately in furtherance of the objects, and the basis or justification for the price (including premium, if any) at which the offer or invitation is being made;

- under Regulation 172(1)(b) of the SEBI ICDR Regulations, the Equity Shares of the same class of such issuer, which are proposed to be allotted through the Issue, are listed on the Stock Exchange, for a period of at least one year prior to the date of issuance of notice to our shareholders for convening the meeting to seek approval of the shareholders for the above-mentioned special resolution;

- invitation to apply in the Issue must be made through a private placement offer-cum-application (i.e., the Preliminary Placement Document) and an Application Form serially numbered and addressed specifically to the Eligible QIBs to whom the Issue is made either in writing or in electronic mode, within 30 days of recording the name of such person in accordance with applicable law;

- our Company shall have completed allotments with respect to any earlier offer or invitation made by our Company or has withdrawn or abandoned such invitation or offer made by our Company, except as permitted under the Companies Act;

- our Company shall not make any subsequent QIP until the expiry of two weeks from the date of this Issue;

- an offer to Eligible QIBs will not be subject to a limit of 200 persons. Prior to circulating the private placement offer-cum-application (i.e., the Preliminary Placement Document and the Application Form), our Company must prepare and record a list of Eligible QIBs to whom the Issue will be made. The Issue must be made only to such Eligible QIBs whose names are recorded by the issuer prior to the invitation to subscribe;

- our Company acknowledges that the offering of securities by issue of public advertisements or utilisation of any media, marketing or distribution channels or agents to inform the public about the Issue is prohibited. In accordance with the SEBI ICDR Regulations, securities will be issued and allotment shall be made only in dematerialized form to the allottees; and

- the Promoters and Directors of our Company are not Fugitive Economic Offenders.

At least 10% of the Equity Shares issued pursuant to this Issue to Eligible QIBs shall be available for Allocation to Mutual Funds, provided that, if this portion, or any part thereof to be allotted to Mutual Funds remains unsubscribed, it may be allotted to other Eligible QIBs.

Bidders are not allowed to withdraw or revise downwards their Bids after the Bid/ Issue Closing Date.

Additionally, there is a minimum pricing requirement under the SEBI ICDR Regulations. The floor price of the equity shares issued under the QIP shall not be less than the average of the weekly high and low of the closing prices of the issuer's equity shares of the same class quoted on the stock exchanges during the two weeks preceding the relevant date as calculated in accordance with Chapter VI of the SEBI ICDR Regulations.

The "Relevant Date" mentioned above in case of allotment of Equity Shares, refers to the date of the meeting in which the board of directors or the committee of directors duly authorised by the board of the issuer decides to open the proposed issue and "stock exchange" means any of the recognised stock exchanges in India on which the Equity Shares of the same class are listed and on which the highest trading volume in such shares has been recorded during the two weeks immediately preceding the relevant date.

The Equity Shares must be Allotted within 365 days from the date of the shareholders' resolution approving the Issue and also within 60 days from the date of receipt of Bid Amount from the relevant Eligible QIBs failing which our Company shall refund the Bid Amount in accordance with applicable laws. For details of refund of Bid Amount, see "*– Pricing and Allocation – Designated Date and Allotment of Equity Shares*" on page 255.

The Equity Shares issued pursuant to the Issue must be issued on the basis of the Preliminary Placement Document and this Placement Document that shall contain all material information including the information specified in Schedule VII of the SEBI ICDR Regulations and the requirements prescribed under PAS Rules and Form PAS-4. The Preliminary Placement Document and this Placement Document are private documents provided to only select Eligible QIBs through serially numbered copies and are required to be placed on the website of the concerned Stock Exchanges and of our Company with a disclaimer to the effect that it is in connection with an issue to Eligible QIBs and no offer is being made to the public or to any other category of investors. Please note that if you did not receive a serially numbered copy of the Preliminary Placement Document addressed to you, you may not rely on the Preliminary Placement Document or this Placement Document uploaded on the website of the Stock Exchanges or our Company for making an application to subscribe to Equity Shares pursuant to the Issue.

The minimum number of Allottees for each QIP shall not be less than:

- two, where the issue size is less than or equal to ₹ 2,500 million; and

- five, where the issue size is greater than ₹ 2,500 million.

No single Allottee shall be Allotted more than 50% of the Issue Size. Eligible QIBs that belong to the same group or that are under common control shall be deemed to be a single Allottee for the purpose of the Issue. For details of what constitutes "same group" or "common control", see "*–Bid Process - Application Form*" on page 251.

Equity Shares being Allotted pursuant to the Issue shall not be sold for a period of one year from the date of Allotment, except on the floor of a recognised stock exchange.

Our Company received the in-principle approval of the Stock Exchanges, each on March 26, 2024, under Regulation 28(1)(a) of the SEBI Listing Regulations for listing of the Equity Shares to be issued pursuant to this Issue. We have filed a copy of the Preliminary Placement Document and this Placement Document with the Stock Exchanges.

We shall also make the requisite filings with the RoC within the stipulated period as required under the Companies Act and the PAS Rules.

The Issue has been authorised and approved by our Board on February 22, 2024 and a special resolution passed by our Shareholders at the extraordinary general meeting dated March 15, 2024.

Allotments made to VCFs and AIFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. VCFs and AIFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States, in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain other jurisdictions, see "*Selling Restrictions*" page 260. See "*Purchaser Representations and Transfer Restrictions*" on page 267 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

Issue Procedure

1. On the Issue Opening Date, our Company and the BRLMs had circulated serially numbered copies of the Preliminary Placement Document and the serially numbered Application Form and shall circulate serially numbered copies of this Placement Document, either in electronic or physical form to identified Eligible QIBs and the Application Form has been specifically addressed to each such Eligible QIBs. In terms of Section 42(3) of the Companies Act, 2013, our Company shall maintain complete records of such Eligible QIBs in the form and manner prescribed under the PAS Rules, to whom the Preliminary Placement Document, this Placement Document and the serially numbered Application Form have been dispatched or circulated, as the case may be. Our Company will make the requisite filings with RoC within the stipulated time period as required under the Companies Act and PAS Rules.

2. **The list of Eligible QIBs to whom the Preliminary Placement Document, this Placement Document and the serially numbered Application Form have been delivered has been determined by our Company in consultation with the BRLMs. Unless a serially numbered Preliminary Placement Document along with the serially numbered Application Form, which included the details of the bank account wherein the Bid Amount was to be deposited, were addressed to a particular Eligible QIB, no invitation to make an offer to subscribe shall be deemed to have been made to such Eligible QIB. Even if such documentation were to come into the possession of any person other than the intended recipient, no offer or invitation to offer shall be deemed to have been made to such person and any application that does not comply with this requirement shall be treated as invalid. The Application Form may be signed physically or digitally, if required under applicable law in the relevant jurisdiction applicable**

to each Eligible QIB and as permitted under such applicable law. An Eligible QIB may submit an unsigned copy of the Application Form, as long as the Bid Amount is paid along with submission of the Application Form within the Bid/Issue Period. Once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Bid Amount has been transferred to the Escrow Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so.

3. Eligible QIBs were required to submit an Application Form, including any revisions thereof, along with the Bid Amount transferred to the Escrow Account specified in the Application Form and a copy of the PAN card or PAN allotment letter and/or any other documents mentioned in the Application Form, during the Bid/ Issue Period to the BRLMs.

4. Bidders were required to indicate the following in the Application Form:

   - full official name of the Eligible QIB to whom Equity Shares are to be Allotted, complete address, e-mail id, PAN details (if applicable), phone number and bank account details;

   - number of Equity Shares Bid for;

   - price at which they were agreeable to subscribe to the Equity Shares and the aggregate Bid Amount for the number of Equity Shares Bid for;

   - details of the beneficiary account maintained by the Depository Participant to which the Equity Shares should be credited pursuant to the Issue;

   - Equity Shares held by the Bidder in our Company prior to the Issue;

   - it has agreed to certain other representations set forth in the Application Form and the Preliminary Placement Document; and

   - A representation that it is outside the United States acquiring the Equity Shares in an "offshore transaction" as defined in, and in reliance on, Regulation S, and the applicable laws of the jurisdiction where those offers and sales are made, and it has agreed to certain other representations set forth in the section "*Representations by Investors*" on page 6 and "*Purchaser Representations and Transfer Restrictions*" on page 270 and certain other representations made in the Application Form.

   NOTE**:** *Eligible FPIs were required to indicate their SEBI FPI registration number in the Application Form. The Bids made by the asset management companies or custodian of Mutual Funds specifically required to state the names of the concerned schemes for which the Bids were made. In case of a Mutual Fund, a separate Bid could be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund were not required to be treated as multiple Bids provided that the Bids clearly indicated the scheme for which the Bid was made. Application by various schemes or funds of a Mutual Fund were required to be treated as one application from the Mutual Fund. Bidders were advised to ensure that any single Bid from them did not exceed the investment limits or maximum number of Equity Shares that could be held by them under applicable laws.*

5. Eligible QIBs were required to make the entire payment of the Bid Amount for the Equity Shares Bid for, along with the Application Form, only through electronic transfer to the Escrow Account opened in the name of *"**Angel One Limited-QIP Escrow Account 2024**"* with the Escrow Bank, within the Bid/Issue Period as specified in the Application Form sent to the respective Bidders. Please note that any payment of Bid Amount for the Equity Shares was required to be made from the bank accounts of the relevant Bidders and our Company shall keep a record of the bank account from where such payment has been received. No payment shall be made in the Issue by the Bidders in cash. Bid Amount payable on Equity Shares to be held by joint holders was required to be paid from the bank account of the person whose name appears first in the Application Form. Until Allotment, and the filing of return of Allotment by our Company with the RoC, or receipt of final listing and trading approvals from the Stock Exchanges, whichever is later, Bid Amount received for subscription of the Equity Shares shall be kept by our Company in a separate bank account with

a scheduled bank and shall be utilised only for the purposes permitted under the Companies Act, 2013. Notwithstanding the above, in the event (a) any Bidder was not Allocated Equity Shares in the Issue, (b) the number of Equity Shares Allotted to a Bidder was lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, (c) the Bid Amount has been arrived at using an indicative price higher than the Issue Price, or (d) any Eligible QIB lowers or withdraws their Bid after submission of the Application Form but on or prior to the Issue Closing Date, the excess Bid Amount will be refunded to the same bank account from which it was remitted, in the form and manner set out in "– *Refunds*" on page 255.

6. Once a duly completed Application Form was submitted by a Bidder, whether signed or not, and the Bid Amount was transferred to the Escrow Account, such Application Form constituted an irrevocable offer and the Bid could not be withdrawn or revised downwards after the Bid/ Issue Closing Date. In case of an upward revision before the Bid/ Issue Closing Date, an additional amount was required to be deposited towards the Bid Amount in the Escrow Account along with the submission of such revised Bid. The Bid/ Issue Closing Date has been notified to the Stock Exchanges and the Eligible QIBs have been given notice of such date after receipt of the Application Form.

7. Upon receipt of the duly completed Application Form and the Bid Amount in the Escrow Account, on or before the Bid/ Issue Closing Date, our Company has, in consultation with BRLMs determined the final terms, including the Issue Price of the Equity Shares to be issued pursuant to the Issue and Allocation. Upon such determination, the BRLMs, on behalf of our Company, sent the serially numbered CAN and this Placement Document to the Successful Bidders. The dispatch of a CAN, and this Placement Document to a Successful Bidder shall be deemed a valid, binding and irrevocable contract for the Successful Bidders to subscribe to the Equity Shares Allocated to such Successful Bidders at an aggregate price equivalent to the product of the Issue Price and Equity Shares Allocated to such Successful Bidders. The CAN contains details such as the number of Equity Shares Allocated to the Successful Bidders, Issue Price and the aggregate amount received towards the Equity Shares Allocated. In case of Bids being made on behalf of the Eligible QIB where the Application Form is unsigned, it shall be assumed that the person submitting the Application Form and providing necessary instructions for transfer of the Bid Amount to the Escrow Account, on behalf of the Eligible QIB is authorised to do so. The Bid/Issue Closing Date has been notified to the Stock Exchanges and the Eligible QIBs have been given notice of such date after receipt of the Application Form. **Please note that the Allocation has been at the absolute discretion of our Company and shall be in consultation with the BRLMs.**

8. The Bidder acknowledged that in terms of the requirements of the Companies Act, 2013, upon Allocation, our Company disclosed the names of proposed allottees and the percentage of their post-Issue shareholding in this Placement Document and consented to such disclosure, if any Equity Shares are allocated to it.

9. Upon determination of the Issue Price and the issuance of CAN and before Allotment of Equity Shares to the Successful Bidders, the BRLMs, shall, on our behalf, sent a serially numbered Placement Document either in electronic form or through physical delivery to each of the Successful Bidders who have been Allocated Equity Shares pursuant to dispatch of a serially numbered CAN.

10. Upon dispatch of the serially numbered Placement Document, our Company shall Allot Equity Shares as per the details in the CANs sent to the Successful Bidders. Our Company will inform the Stock Exchanges of the details of the Allotment.

11. After passing the resolution passed by the Board or capital issue committee approving the Allotment and prior to crediting the Equity Shares into the beneficiary account of the Successful Bidders maintained by the Depository Participant, as specified in the records of the depositories or as indicated in their respective Application Form, our Company shall apply to the Stock Exchanges for listing approvals in respect of the Equity Shares Allotted pursuant to the Issue.

12. After receipt of the listing approvals of the Stock Exchanges, our Company shall credit the Equity Shares Allotted pursuant to this Issue into the beneficiary accounts of the respective Allottees.

13. Our Company will then apply for the final trading approvals from the Stock Exchanges.

14. The Equity Shares that would have been credited to the beneficiary account with the Depository Participant of the Successful Bidders shall be eligible for trading on the Stock Exchanges only upon the receipt of final trading and listing approvals from the Stock Exchanges.
15. As per applicable law, the Stock Exchanges will notify the final listing and trading approvals, which are ordinarily available on their websites, and our Company may communicate the receipt of the listing and trading approvals to those Eligible QIBs to whom the Equity Shares have been Allotted. Our Company and the BRLMs shall not be responsible for any delay or non-receipt of the communication of the final trading and listing permissions from the Stock Exchanges or any loss arising from such delay or non-receipt. Bidders are advised to apprise themselves of the status of the receipt of the permissions from the Stock Exchanges or our Company.

Eligible QIBs

16. Only Eligible QIBs as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, and not otherwise restricted from participating in the Issue under the applicable law, have been considered as Eligible QIBs. However, with respect to FPIs, only Eligible FPIs applying under Schedule II of the FEMA Rules have been considered as Eligible QIBs. FVCIs were not permitted to participate in the Issue. Currently, QIBs, who were eligible to participate in the Issue and also as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations, are set forth below:

- Eligible FPIs;
- insurance companies registered with the Insurance Regulatory and Development Authority of India;
- insurance funds set up and managed by army, navy or air force of the Union of India;
- insurance funds set up and managed by the Department of Posts, India.
- multilateral and bilateral development financial institutions eligible to invest in India;
- Mutual Funds, VCFs, AIFs;
- pension funds with minimum corpus of ₹ 25 crore registered with PFRDA;
- provident funds with minimum corpus of ₹ 25 crore;
- public financial institutions as defined under Section 2(72) of the Companies Act;
- scheduled commercial banks;
- state industrial development corporations;
- systemically important non-banking financial companies;
- the National Investment Fund set up by resolution no. F. No. 2/3/2005-DDII dated November 23, 2005 of the Government published in the Gazette of India; and
- subject to such QIB not being excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations.

ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE IN THE ISSUE THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF FEMA RULES. ELIGIBLE FPIs WERE PERMITTED TO PARTICIPATE IN THE ISSUE SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND CONDITIONS AND RESTRICTIONS WHICH MAY BE SPECIFIED BY THE GOVERNMENT FROM TIME TO TIME, AND SUCH THAT THE SHAREHOLDING OF THE FPIs DID NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. FVCI'S WERE NOT PERMITTED TO PARTICIPATE IN THIS ISSUE.

Other eligible non-resident QIBs shall participate in the Issue under Schedule II of the FEMA Rules.

In terms of the SEBI FPI Regulations, the Equity Shares issued to a single Eligible FPI or an investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) should not exceed 10% of post-Issue Equity Share capital of our Company. Further, in terms of the FEMA Rules, the total holding of each FPI or its investor group shall be below 10% of the total post issue paid-up Equity Share capital of our Company on a fully diluted basis. With effect from April 1, 2020, the aggregate limit for FPI investments is the sectoral cap applicable to our Company i.e. 100% on a fully diluted basis. Hence, Eligible FPIs may invest in such number of Equity Shares in the Issue such that the individual investment of the FPI in our Company does not exceed 10% of the post -Issue paid-up capital of our Company on a fully diluted basis.

In case the holding of an FPI including its investor group increases to 10% or more of the total post-Issue paid-up equity capital, on a fully diluted basis, the FPI including its investor group is required to divest the excess holding within five trading days from the date of settlement of the trades resulting in the breach. In the event that such divestment of excess holding is not done within the above prescribed time, the total investment made by such FPI together with its investor group will be re-classified as FDI as per procedure specified by SEBI and the FPI and its investor group will be prohibited from making any further portfolio investment in our Company under the SEBI FPI Regulations. However, in accordance with Regulation 22(4) of the SEBI FPI Regulations, the FPIs who are: (i) appropriately regulated public retail funds; (b) public retail funds where the majority is owned by appropriately regulated public retail fund on look through basis; or (c) public retail funds and investment managers of such foreign portfolio investors are appropriately regulated, the aggregation of the investment limits of such FPIs having common control, shall not be applicable. Further, the aggregate permissible limit of all FPIs investments, with effect from April 1, 2020, is the sectoral cap applicable to the sector in which our Company operates.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of P- Notes. Two or more subscribers of P-Notes having a common beneficial owner shall be considered together as a single subscriber of the P-Note. In the event an investor has investments as an FPI and as a subscriber of P-Notes, these investment restrictions shall apply on the aggregate of the FPI and P-Note investments held in the underlying company.

Pursuant to the SEBI Circular dated April 5, 2018 (Circular No: IMD/FPIC/CIR/P/2018/61), our Company has appointed National Securities Depository Limited as the designated depository to monitor the level of FPI / NRI shareholding in our Company on a daily basis and once the aggregate foreign investment of a company reaches a cut-off point, which is 3% below the overall limit a red flag shall be activated. SEBI however, pursuant to its Circular dated May 17, 2018 (Circular No: SEBI/HO/IMD/FPIC/CIR/P/2018/81), directed that this system of monitoring foreign investment limits in Indian listed companies be made operational with effect from June 1, 2018. The depository is then required to inform the Stock Exchanges about the activation of the red flag. The stock exchanges are then required to issue the necessary circulars/ public notifications on their respective websites. Once a red flag is activated, the FPIs must trade cautiously, because in the event that there is a breach of the sectoral cap, the FPIs will be under an obligation to disinvest the excess holding within five trading days from the date of settlement of the trades.

Eligible FPIs were permitted to participate in the Issue subject to compliance with conditions and restrictions which may be specified by the Government from time to time.

In terms of the FEMA Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain jurisdictions, see "*Selling Restrictions*" and "*Purchaser Representations and Transfer Restrictions*" on pages 260 and 267, respectively.

Restriction on Allotment

Pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations, no Allotment shall be made pursuant to the Issue, either directly or indirectly, to any Eligible QIB being a promoter, or any person related to, the Promoters. QIBs, which have all or any of the following rights, shall be deemed to be persons related to the Promoters:

- rights under a shareholders' agreement or voting agreement entered into with the Promoters or members of the Promoter group;
- veto rights; or
- a right to appoint any nominee director on the board of the issuer.

Provided, however, that an Eligible QIB which does not hold any Equity Shares in our Company and which has acquired the aforesaid rights in the capacity of a lender shall not be deemed to be related to the Promoters.

Our Company, the BRLMS and any of their respective shareholders, employees, counsels, officers, directors, representatives, agents, advisors or affiliates shall not be liable for any amendment or modification or change to applicable laws or regulations, which may occur after the date of this Placement Document. Eligible QIBs were advised to make their independent investigations and satisfy themselves that they are eligible to apply. Eligible QIBs were advised to ensure that any single application from them did not exceed the investment limits or maximum number of Equity Shares that can be held by them under

applicable law or regulation or as specified in this Placement Document. Further, Eligible QIBs were required to satisfy themselves that their Bids would not result in triggering an open offer under the SEBI Takeover Regulations.
A minimum of 10% of the Equity Shares offered in the Issue shall be Allotted to Mutual Funds. In case of undersubscription in such portion, such portion or part thereof may be Allotted to other Eligible QIBs.

Note: *Affiliates or associates of the BRLMs who are Eligible QIBs may participate in the Issue in compliance with applicable laws.*

Bid Process

Application Form

Eligible QIBs could only use the serially numbered Application Forms (which were addressed to them) supplied by our Company and the BRLMs in either electronic form or by physical delivery for the purpose of making a Bid (including revision of a Bid) in terms of the Preliminary Placement Document and this Placement Document.

By making a Bid (including the revision thereof) for Equity Shares through Application Forms and pursuant to the terms of the Preliminary Placement Document, a Bidder were deemed to have made all the representations, warranties, acknowledgements and agreements made under "*Notice to Investors*", "*Representations by Investors*", "*Selling Restrictions*" *and "Purchaser Representations and Transfer Restrictions"* on pages 3, 6, 260 and 267, respectively, including as follows:

1. The Eligible QIB confirms that it is a QIB in terms of Regulation 2(1)(ss) of the SEBI ICDR Regulations and is not excluded under Regulation 179(2)(b) of the SEBI ICDR Regulations, has a valid and existing registration under the applicable laws in India (as applicable) and is eligible to participate in this Issue;

2. The Eligible QIB confirms that it is not a Promoter and is not a person related to the Promoter(s), either directly or indirectly and its Application Form does not directly or indirectly represent the Promoter(s) or members of the Promoter Group or persons related to the Promoter(s);

3. The Eligible QIB confirms that it has no rights under a shareholders' agreement or voting agreement with the Promoters or members of the Promoter Group, no veto rights or right to appoint any nominee director on the Board other than those acquired in the capacity of a lender not holding any Equity Shares which shall not be deemed to be a person related to the Promoters;

4. The Bidder confirms that in the event it is resident outside India, it is an Eligible FPI, having a valid and existing registration with SEBI under the applicable laws in India or a multilateral or bilateral development financial institution, and is eligible to invest in India under applicable law, including the FEMA Rules, as amended, and any notifications, circulars or clarifications issued thereunder, and has not been prohibited by SEBI or any other regulatory authority, from buying, selling, dealing in securities or otherwise accessing the capital markets and is not an FVCI;

5. The Eligible QIB acknowledges that it has no right to withdraw or revise its Bid downwards after the Bid / Issue Closing Date;

6. The Eligible QIB confirms that if Equity Shares are Allotted through this Issue, it shall not, for a period of one year from Allotment, sell such Equity Shares otherwise than the floor of a recognised Stock Exchange;

7. The Eligible QIB confirms that the Bidder is eligible to Bid and hold Equity Shares so Allotted together with any Equity Shares held by it prior to the Issue, if any. The Bidder further confirms that the holding of the Bidder, does not and shall not, exceed the level permissible as per any applicable regulations applicable to the Bidder;

8. The Eligible QIB confirms that its Bids would not eventually result in triggering an open offer under the SEBI Takeover Regulations;

9. The Eligible QIB agrees that it will make payment of its Bid Amount along with submission of the Application Form within the Issue Period. The Bidder agrees that once a duly filled Application Form is submitted by a Bidder, whether signed or not, and the Bid Amount has been transferred to the Escrow

Account, such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Bid/Issue Closing Date;

10. The Eligible QIB agrees that although the Bid Amount is required to be paid by it along with the Application Form within the Issue Period in terms of provisions of the Companies Act, our Company reserves the right to Allocate and Allot Equity Shares pursuant to this Issue on a discretionary basis in consultation with the BRLMs. The Eligible QIB further acknowledges and agrees that the payment of Bid Amount does not guarantee Allocation and/or Allotment of Equity Shares Bid for in full or in part;

11. The Eligible QIB acknowledges that in terms of the requirements of the Companies Act, upon Allocation, our Company has disclosed names as "proposed Allottees" and percentage of post-Issue shareholding of the proposed Allottees in this Placement Document and such QIB consents of such disclosure, if any Equity Shares are Allocated to it. However, the Eligible QIB further acknowledges and agrees that, disclosure of such details as "proposed Allottees" in this Placement Document will not guarantee Allotment to them, as Allotment in the Issue shall continue to be at the sole discretion of our Company, in consultation with the BRLMs;

12. The Eligible QIB confirms that the number of Equity Shares Allotted to it pursuant to the Issue, together with other Allottees that belong to the same group or are under common control, shall not exceed 50% of the Issue. For the purposes of this representation:

    (a) QIBs "belonging to the same group" shall mean entities where (a) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15% of the voting rights in the other; (b) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (c) there is a common director, excluding nominee and Independent Directors, amongst an Bidder, its subsidiary(ies) or holding company and any other Bidder; and

    (b) 'Control' shall have the same meaning as is assigned to it by Regulation 2(1)(e) of the SEBI Takeover Regulations;

13. The Eligible QIB acknowledge that no Allocation shall be made to them if the price at which they have Bid for in the Issue is lower than the Issue Price;

14. The Eligible QIB confirms that it shall not undertake any trade in the Equity Shares credited to its beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchanges;

15. Each Eligible FPI, confirms that it will participate in the Issue only under and in conformity with Schedule II of FEMA Rules. Further, each Eligible FPI acknowledges that Eligible FPIs may invest in such number of Equity Shares such that the individual investment of the Eligible FPI or its investor group (multiple entities registered as FPIs and directly or indirectly, having common ownership of more than fifty per cent or common control) in our Company does not exceed 10% of the post-Issue paid-up capital of our Company on a fully diluted basis. The Bidder confirms that it, individually or together with its investor group, is not restricted from making further investments in our Company through the portfolio investment route, in terms of Regulation 22(3) of the SEBI FPI Regulations; and

16. A representation that it is outside the United States, is acquiring the Equity Shares in an "offshore transaction" as defined in and in reliance on Regulation S and is not an affiliate of the Company or a person acting on behalf of such an affiliate and it has agreed to certain other representations set forth in the Application Form.

ELIGIBLE QIB WERE REQUIRED TO PROVIDE THEIR NAME, COMPLETE ADDRESS, PHONE NUMBER, EMAIL ID, BANK ACCOUNT DETAILS, BENEFICIARY ACCOUNT DETAILS, PAN OR PAN ALLOTMENT LETTER, DEPOSITORY PARTICIPANT'S NAME, DEPOSITORY PARTICIPANT IDENTIFICATION NUMBER AND BENEFICIARY ACCOUNT NUMBER IN THE APPLICATION FORM. ELIGIBLE QIBs WERE REQUIRED TO ENSURE THAT THE NAME GIVEN IN THE APPLICATION FORM IS EXACTLY THE SAME AS THE NAME IN WHICH THEIR BENEFICIARY ACCOUNT IS HELD.

IF SO REQUIRED BY THE BRLMs, THE ELIGIBLE QIBs SUBMITTING A BID, ALONG WITH THE APPLICATION FORM, WERE ALSO REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO THE BRLMs TO EVIDENCE THEIR STATUS AS A "QIB" AS DEFINED HEREINABOVE.

IF SO REQUIRED BY THE BRLMs, ESCROW BANK OR ANY STATUTORY OR REGULATORY AUTHORITY IN THIS REGARD, INCLUDING AFTER BID/ISSUE CLOSING DATE, THE ELIGIBLE QIBs SUBMITTING A BID AND/OR BEING ALLOTTED EQUITY SHARES IN THE ISSUE, WERE ALSO REQUIRED TO SUBMIT REQUISITE DOCUMENT(S) TO FULFILL THE APPLICABLE KNOW YOUR CUSTOMER (KYC) NORMS.

Demographic details such as address and bank account will be obtained from the Depositories as per the Depository Participant account details provided in the Application Form. However, for the purposes of refund of all or part of the Bid Amount submitted by the Bidder, the bank details as mentioned in the Application Form from which the Bid Amount shall be remitted for the Equity Shares applied for in the Issue, will be considered.

The submission of an Application Form and payment of the Bid Amount pursuant to the Application Form by a Bidder shall be deemed a valid, binding and irrevocable offer for such Bidder and becomes a binding contract on a Successful Bidder upon issuance of the CAN and this Placement Document by our Company (by itself or through the BRLMs) in favour of the Successful Bidder.

Submission of Application Form

All Application Forms were required to be duly completed with information including the number of Equity Shares applied for along with proof of payment and a copy of the PAN card or PAN allotment letter (as applicable). The Bid Amount was deposited in the Escrow Account as is specified in the Application Form and the Application Form was submitted to the BRLMs either through electronic form or through physical delivery at the following address:

Name of BRLMs	Address	Contact person	E-mail	Contact number
ICICI Securities Limited	ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India	Rupesh Khant	angeloneqip@icicisecurities.com	+91 22 6807 7100
Motilal Oswal Investment Advisors Limited	Motilal Oswal Tower, Rahimtullah Sayani Road, Opposite Parel ST Depot, Prabhadevi, Mumbai 400 025 Maharashtra, India	Ritu Sharma/ Sankita Ajinkya	project.mars@motilaloswal.com	+91 22 7193 4380

The BRLMs were not required to provide any written acknowledgement of the receipt of the Application Form and the Bid Amount.

All Application Forms were required to be duly completed and Bidders Bidding in the Issue were required to pay the entire Bid Amount along with the submission of the Application Form, within the Issue Period.

Bank account for Payment of Bid Amount

Our Company has opened the Escrow Account in the name of "***Angel One Limited-QIP Escrow Account 2024***" with the Escrow Bank, in terms of the Escrow Agreement. Each Bidder were required to deposit the Bid Amount payable for the Equity Shares Bid by it along with the submission of the Application Form and during the Bidding Period. Bidders can make payment of the Bid Amount only through electronic transfer of funds from their own bank account.

Note: Payments were to be made only through electronic fund transfer. Payments made through cash, demand draft or cheques were liable to be rejected. Further, if the payment is not made favouring the Escrow Account, the Application Form was liable to be rejected.

Pending Allotment, our Company undertakes to utilise the amount deposited in "***Angel One Limited-QIP Escrow Account 2024***" only for the purposes of (i) adjustment against Allotment of Equity Shares in the Issue; or (ii) repayment of Bid Amount if our Company is not able to Allot Equity Shares in the Issue.

Pricing and Allocation

There is a minimum pricing requirement under the SEBI ICDR Regulations. The Floor Price shall not be less than the average of the weekly high and low of the closing prices of the Equity Shares quoted on the Stock Exchanges during the two weeks preceding the Relevant Date.

The "Relevant Date" referred to above will be the date of the meeting in which the Board (or a duly constituted committee thereof) decides to open the Issue and "stock exchange" means any of the recognized stock exchanges in India on which the Equity Shares are listed and on which the highest trading volume in such Equity Shares has been recorded during the two weeks immediately preceding the Relevant Date. After finalisation of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and has filed such document as this Placement Document with the Stock Exchanges.

Build-up of the Book

The Bidders were required to submit their Bids (including any revision thereof) through the Application Forms within the Issue Period to the BRLMs. Such Bids cannot be withdrawn or revised downwards after the Bid/ Issue Closing Date. The book shall be maintained by the BRLMs.

Method of Allocation

Our Company has determined the Allocation in consultation with the BRLMs on a discretionary basis and in compliance with Chapter VI of the SEBI ICDR Regulations.

Bids received from the Eligible QIBs at or above the Issue Price have been grouped together to determine the total demand. The Allocation to all such Eligible QIBs was required be made at the Issue Price. Allocation to Mutual Funds for up to a minimum of 10% of the Issue Size was required to be undertaken subject to valid Bids being received at or above the Issue Price.

In case of cancellations or default by the Bidders, our Company in consultation with BRLMs has the right to reallocate the Equity Shares at the Issue Price among existing or new Bidders at their sole and absolute discretion subject to the applicable laws.

THE DECISION OF OUR COMPANY IN CONSULTATION WITH THE BRLMs IN RESPECT OF ALLOCATION IS FINAL AND BINDING ON ALL ELIGIBLE QIBs. ELIGIBLE QIBs MAY NOTE THAT ALLOCATION OF EQUITY SHARES WAS AT THE SOLE AND ABSOLUTE DISCRETION OF OUR COMPANY IN CONSULTATION WITH THE BRLMs AND ELIGIBLE QIBs MAY NOT RECEIVE ANY ALLOCATION EVEN IF THEY HAVE SUBMITTED VALID APPLICATION FORMS AND PAID THE ENTIRE BID AMOUNT AT OR ABOVE THE ISSUE PRICE WITHIN THE ISSUE PERIOD. NEITHER OUR COMPANY NOR THE BRLMs ARE OBLIGED TO ASSIGN ANY REASON FOR ANY NON-ALLOCATION.

CAN

Based on receipt of the serially numbered Application Forms and Bid Amount, our Company, in consultation with the BRLMs, in their sole and absolute discretion, have decided the Successful Bidders. Our Company has dispatched a serially numbered CAN to all the Bidders pursuant to which the details of the Equity Shares Allocated to them (if any), the Issue Price and the Bid Amount for the Equity Shares Allocated to them has been notified to such Successful Bidders. The CAN shall also include details of amount to be refunded, if any, to such Bidders. Additionally, the CAN will include the probable Designated Date, being the date of credit of the Equity Shares to the Bidders' account, as applicable to the respective Bidder.

The Successful Bidders have also been sent a serially numbered Placement Document (which includes the names of the proposed Allottees along with the percentage of their post-Issue Shareholding in our Company) either in electronic form or by physical delivery.

The dispatch of the serially numbered CAN and this Placement Documents, to the Eligible QIBs shall be deemed a valid, binding and irrevocable contract for the Eligible QIBs to subscribe to the Equity Shares Allocated to such Successful Bidders. Subsequently, our Board / its committee will approve the Allotment of the Equity Shares to the Allottees in consultation with the BRLMs.

Eligible QIBs are advised to instruct their Depository Participant to accept the Equity Shares that may be Allotted to them pursuant to the Issue.

By submitting the Application Form, an Eligible QIB would have deemed to have made the representations and warranties as specified in section "*Notice to Investors*" on page 3 and further that such Eligible QIB shall not undertake any trade on the Equity Shares credited to its Depository Participant account pursuant to the Issue until such time as the final listing and trading approval is issued by Stock Exchanges.

Designated Date and Allotment of Equity Shares

1. Subject to the satisfaction of the terms and conditions of the Placement Agreement, our Company will ensure that the Allotment of the Equity Shares is completed by the Designated Date provided in the CAN.

2. In accordance with the SEBI ICDR Regulations, Equity Shares will be issued and Allotment shall be made only in the dematerialized form to the Allottees. Allottees will have the option to re-materialize the Equity Shares, if they so desire, as per the provisions of the Companies Act and the Depositories Act. However, transfer of securities of listed companies in physical form is not permitted pursuant to Regulation 40 of the SEBI Listing Regulations.

3. Our Company, at its sole discretion, reserves the right to cancel the Issue at any time up to Allotment without assigning any reasons whatsoever.

4. Following the Allotment of the Equity Shares pursuant to the Issue, our Company shall apply to the Stock Exchanges for listing approvals and post receipt of the listing approvals from the Stock Exchanges, our Company shall credit the Equity Shares into the beneficiary accounts of the Eligible QIBs.

5. Following the credit of Equity Shares into the Successful Bidders' beneficiary accounts with the Depository Participants, our Company will apply for the final listing and trading approvals from the Stock Exchanges.

6. The monies lying to the credit of the Escrow Account shall not be released until the final listing and trading approvals for the listing and trading of the Equity Shares issued pursuant to this Issue are received by our Company from the Stock Exchanges and our Company files the return of Allotment in connection with the Issue with the RoC within the prescribed timelines under the Companies Act.

7. After finalization of the Issue Price, our Company has updated the Preliminary Placement Document with the Issue details and has filed it with the Stock Exchanges as this Placement Document, which includes names of the proposed Allottees and the percentage of their post-Issue shareholding in the Company. Pursuant to a circular dated March 5, 2010 issued by the SEBI, Stock Exchanges are required to make available on their websites the details of those Allottees in Issue who have been allotted more than 5% of the Equity Shares offered in the Issue, namely, names of the Allottees, and number of Equity Shares Allotted to each of them, pre and post Issue shareholding pattern of our Company along with this Placement Document.

8. Our Company shall make the requisite filings with the RoC within the stipulated period as required under the Companies Act, 2013 and the PAS Rules. Further, as required in terms of the PAS Rules, names of the proposed Allottees, and the percentage of their post-Issue shareholding in our Company has been disclosed in this Placement Document.

Refunds

In the event that the number of Equity Shares Allocated to a Bidder was lower than the number of Equity Shares applied for through the Application Form and towards which Bid Amount has been paid by such Bidder, or the Bidder has deposited the Bid Amount arrived at using a price higher than the Issue Price or Equity Shares are not Allocated to a Bidder for any reasons or the Issue is cancelled prior to Allocation, or a Bidder lowers or withdraws the Bid prior to the Bid/ Issue Closing Date, any excess Bid Amount paid by such Bidder will be refunded to the same bank account from which Bid Amount was remitted. The Refund Amount will be transferred to the relevant

Bidders within two Working Days from the issuance of the CAN in the manner set out in the refund intimation which will be dispatched to the Bidder.

In the event that we are unable to issue and Allot the Equity Shares offered in the Issue or if the Issue is cancelled within 60 days from the date of receipt of Bid Amount, our Company shall repay the Bid Amount within 15 days from the expiry of 60 days, failing which our Company shall repay that monies with interest at the rate of 12% p.a. from expiry of the sixtieth day. The Bid Amount to be refunded by us shall be refunded to the same bank account from which Bid Amount was remitted by the Bidders, as mentioned in the Application Form.

We, at our sole discretion, reserve the right to cancel the Issue at any time up to Allotment without assigning any reason whatsoever.

Following the Allotment and credit of Equity Shares into the Eligible QIBs' Depository Participant accounts, we will apply for final trading and listing approvals from the Stock Exchanges. In the event of any delay in the Allotment or credit of Equity Shares, or receipt of trading or listing approvals or cancellation of the Issue, no interest or penalty would be payable by us.

Release of Funds to our Company

The monies lying to the credit of the Escrow Account shall not be released until receipt of notice from the BRLMs the final listing and trading approvals of the Stock Exchanges and our Company files the return of Allotment in connection with the Issue with the RoC, whichever is later.

Other Instructions

Submission of Documents

A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted with the Company/BRLMs as soon as practicable.

Permanent Account Number or PAN

Each Bidder was required to mention its PAN allotted under the IT Act. A copy of PAN card was required to be submitted with the Application Form. However, this requirement may not apply to certain Bidders who were exempted from the requirement of obtaining a PAN under the IT Act. Further, the Application Forms without this information were considered incomplete and were liable to be rejected. It is to be specifically noted that applicants should not submit the GIR number instead of the PAN as the Application Form is liable to be rejected on this ground.

Bank account details

Each Bidder was required to mention the details of the bank account from which the payment of Bid Amount was being made along with confirmation that such payment has been made from such account.

Right to Reject Applications

Our Company, in consultation with the BRLMs, could reject Bids, in part or in full, without assigning any reason whatsoever. The decision of our Company in consultation with the BRLMs in relation to the rejection of Bids shall be final and binding. In the event the Bid is rejected by our Company, the Bid Amount paid by the Bidder is refunded to the same bank account from which the Bid Amount was remitted by such Bidder as set out in the Application Form. For details, see "- *Bid Process*" and "- *Refunds*" on pages 251 and 255, respectively.

Equity Shares in dematerialised form with NSDL or CDSL

The Allotment of the Equity Shares in this Issue shall be only in dematerialised form (i.e., not in physical certificates but be fungible and be represented by the statement issued through the electronic mode).

An Eligible QIB applying for Equity Shares to be issued pursuant to the Issue was required to have at least one beneficiary account with a Depository Participant of either NSDL or CDSL prior to making the Bid. Equity

Shares Allotted to a Successful Bidder will be credited in electronic form directly to the beneficiary account (with the Depository Participant) of the Successful Bidder, as indicated in the Application Form.

Equity Shares in electronic form can be traded only on the stock exchanges having electronic connectivity with NSDL and CDSL. The Stock Exchanges have electronic connectivity with NSDL and CDSL.

The trading of the Equity Shares to be issued pursuant to the Issue would be in dematerialised form only for all QIBs in the demat segment of the respective Stock Exchanges.

Our Company and the BRLMs shall not be responsible or liable for the delay in the credit of Equity Shares to be issued pursuant to the Issue due to errors in the Application Form or otherwise on the part of the Bidders.

PLACEMENT AND LOCK-UP

Placement Agreement

The BRLMs has entered into the Placement Agreement dated March 26, 2024 with our Company, pursuant to which the BRLMs have agreed, subject to certain conditions, to manage this Issue and to act as placement agents in connection with the proposed Issue and procure subscription to Equity Shares to be placed with the Eligible QIBs, pursuant to Chapter VI of the SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules, to the extent applicable, as amended and other applicable provisions of the Companies Act and the rules made thereunder. The Placement Agreement contains customary representations, warranties and indemnities from our Company, and it is subject to satisfaction of certain conditions and subject to termination in accordance with the terms contained therein.

This Placement Document has not been, and will not be, registered as a prospectus with the RoC and, no Equity Shares offered pursuant to the Issue will be offered in India or overseas to the public or any members of the public or any other class of prospective investors, other than Eligible QIBs.

The Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold outside the United States, in "offshore transactions" as defined in and in reliance on Regulation S under the U.S. Securities Act and the applicable laws of the jurisdictions where those offers and sales occur. For a description of the restrictions applicable to the offer and sale of the Equity Shares in the Issue in certain other jurisdictions, see "*Selling Restrictions*" page 260. See "*Purchaser Representations and Transfer Restrictions*" on page 267 for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

No assurance can be given as to the liquidity or sustainability of the trading market for such Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Applications shall be made to list the Equity Shares issued pursuant to the Issue and admit them to trading on the Stock Exchanges. No assurance can be given as to the liquidity or sustainability of the trading market for the Equity Shares, the ability of holders of the Equity Shares to sell their Equity Shares or the price at which holders of the Equity Shares will be able to sell their Equity Shares.

Relationship with the Book Running Lead Managers

In connection with the Issue, the BRLMs (or its affiliates) may, for their own account, subscribe to the Equity Shares or enter into asset swaps, credit derivatives or other derivative transactions relating to the Equity Shares to be offered pursuant to the Issue at the same time as the offer and subscription or sale of the Equity Shares, or in secondary market transactions. As a result of such transactions, the BRLMs may hold long or short positions in such Equity Shares. These transactions may comprise a substantial portion of the Issue and no specific disclosure will be made of such positions. The Affiliates of the BRLMs may purchase Equity Shares and be Allotted Equity Shares for proprietary purposes and not with a view to distribute or in connection with the issuance of P-Notes. For further details, see "*Offshore Derivative Instruments*" on page 12.

From time to time, the BRLMs, its affiliates and its associates have been engaged in or may in the future engage in transactions with and perform services, including but not limited to investment banking, advisory, commercial banking, trading services for our Company, our Subsidiary, Group Companies, affiliates and the Shareholders, as well as to their respective associates and affiliates, pursuant to which fees and commissions have been paid or will be paid to the BRLMs and its respective affiliates and associates.

Lock-up

Under the Placement Agreement, our Company undertakes that it will not for a period of 60 days from the date of Allotment under the Issue, without the prior written consent of the BRLMs, directly or indirectly:

(i) purchase, lend, sell, offer, issue, contract to issue, issue or offer any option or contract to purchase, purchase any option or contract to sell, grant any option, right or warrant to purchase, or otherwise transfer or dispose of, any Equity Shares or any securities convertible into or exercisable for Equity Shares (including, without limitation, securities convertible into or exercisable or exchangeable for Equity Shares which may be deemed to be beneficially owned), or file any registration statement under the U.S. Securities Act, with respect to any of the foregoing; or

(ii) enter into any swap or other agreement or any transaction that transfers, in whole or in part, directly or indirectly, any of the economic consequences associated with the ownership of any of the Equity Shares or any securities convertible into or exercisable or exchangeable for Equity Shares (regardless of whether any of the transactions described in clause (a) or (b) is to be settled by the delivery of Equity Shares or such other securities, in cash or otherwise); or

(iii) deposit Equity Shares with any other depositary in connection with a depositary receipt facility;

(iv) enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue, offer, sale or deposit of the Equity Shares in any depository receipt facility; or

(v) publicly announce any intention to enter into any transaction falling within (a) to (d) above or enter into any transaction (including a transaction involving derivatives) having an economic effect similar to that of an issue or offer or deposit of Equity Shares in any depositary receipt facility or publicly announce any intention to enter into any transaction falling within (a) to (d) above.

Provided that, the foregoing restriction shall not apply to (i) the issuance of Equity Shares pursuant to the Issue; (ii) issuance of non-convertible securities; (iii) grant of options pursuant to Employee stock option plan 2018 and/or Angel Broking Employee Long-Term Incentive Plan 2021; (iv) issuance of Equity Shares pursuant to conversion of ESOPs; and (iv) any transaction required by law or an order of a court of law or a statutory authority. Further, the Company confirms that as on the date of this Placement Agreement, it has not entered into any agreements, schemes of mergers, demergers or amalgamations or any other similar arrangements.

Promoter's Lock-up

Under the Placement Agreement, to facilitate the BRLMs to enter into the Agreement and continue its efforts in connection with the Issue and for other good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Promoters have agreed that they will not without the prior written consent of the BRLMs, for a period of 60 days from the date of allotment under this Issue (the "**Lock-up Period**"), directly or indirectly:

(i) sell, lend, contract to sell any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any Lock-up Shares, or any securities convertible into or exercisable or exchangeable for Lock-up Shares or file any registration statement under the U.S. Securities Act of 1933, as amended, or publicly announce an intention with respect to any of the foregoing;

(ii) enter into any swap or other agreement that transfers, directly or indirectly, in whole or in part, any of the economic consequences of ownership of Lock-up Shares or any securities convertible into or exercisable or exchangeable for Lock-up Shares;

(iii) sell, lend, contract to sell any option or contract to sell, grant any option, right or warrant to purchase, lend or otherwise transfer or dispose of, directly or indirectly, any shares or interest in an entity which holds any Lock-up Shares; or

(iv) publicly announce any intention to enter into any transaction whether any such transaction described in (a), (b) or (c) above is to be settled by delivery of Lock-up Shares, or such other securities, in cash or otherwise.

Further the provisions of this paragraph will not be applicable for (a) any pledge or non-disposal undertaking of any of the Lock-up Shares held by the Promoters as collateral for loans on normal commercial terms entered or to be entered into in the ordinary course of business of the Company; or (b) any sale, transfer or disposition of any of the Lock-up Shares by the Promoters with prior written consent of all the BRLMs to the extent such sale, transfer or disposition is required by Applicable law; the Promoters have agreed that any Equity Shares acquired by any of the Promoters during the Lock-up Period, either from the open market or inter-se transfer, shall constitute Lock-up Shares, and shall be subject to the restrictions in the lock-up letter. The Promoters undertake that the restrictions in the lock-up letter shall be applicable to all the Lock-up Shares.

SELLING RESTRICTIONS

The distribution of this Placement Document or any offering material and the offering, sale or delivery of the Equity Shares in this Issue is restricted by law in certain jurisdictions. Therefore, persons who may come into possession of this Placement Document or any offering material are advised to consult with their own legal advisors as to what restrictions may be applicable to them and to observe such restrictions. This Placement Document may not be used for the purpose of an offer or invitation in any circumstances in which such offer or invitation is not authorised.

General

No action has been taken or will be taken by our Company or the BRLMs that would permit a public offering of the Equity Shares to occur in any jurisdiction, or the possession, circulation or distribution of the Preliminary Placement Document and this Placement Document or any other material relating to our Company or the Equity Shares in any jurisdiction where action for such purpose is required (including filing of prospectus in India with SEBI or any other authority in connection with the Issue). Accordingly, the Equity Shares may not be offered or sold, directly or indirectly, and neither the Preliminary Placement Document, this Placement Document nor any offering materials or advertisements in connection with the Equity Shares may be distributed or published in or from any country or jurisdiction except under circumstances that will result in compliance with any applicable rules and regulations of any such country or jurisdiction. The Issue will be made in compliance with the applicable SEBI ICDR Regulations, Section 42 of the Companies Act read with Rule 14 of the PAS Rules and other applicable provisions of the Companies Act and the rules made thereunder. Each purchaser of the Equity Shares in the Issue will be deemed to have made acknowledgments and agreements as described under "*Purchaser Representations and Transfer Restrictions*", "*Notice to Investors*" and "*Representations by Investors*" on page 267, 3 and 6 respectively.

Republic of India

The Preliminary Placement Document and this Placement Document may not be distributed directly or indirectly in India or to residents of India and any Equity Shares may not be offered or sold directly or indirectly in India to, or for the account or benefit of, any resident of India except as permitted by applicable Indian laws and regulations, under which an offer is strictly on a private and confidential basis and is limited to Eligible QIBs and is not an offer to the public. The Preliminary Placement Document and this Placement Document has not been and will not be registered as a prospectus with the RoC and will not be circulated or distributed to the public in India or any other jurisdiction, and will not constitute a public offer in India or any other jurisdiction.

Bahrain

All marketing and offering of the Equity Shares in the Issue has been made and will be made outside the Kingdom of Bahrain. This Placement Document and the Equity Shares that shall be offered pursuant to this Placement Document have not been registered, filed, approved or licensed by the Central Bank of Bahrain ("**CBB**"), the Bahrain Bourse, the Ministry of Industry, Commerce and Tourism ("**MOICT**") or any other relevant licensing authorities in the Kingdom of Bahrain.

The CBB, the Bahrain Bourse and the MOICT of the Kingdom of Bahrain takes no responsibility for the accuracy of the statements and information contained in this Placement Document, nor shall they have any liability to any person, investor or otherwise for any loss or damage resulting from reliance on any statements or information contained herein. This Placement Document is only intended for Accredited Investors as defined by the CBB and the Equity Shares offered by way of private placement may only be offered in minimum subscriptions of USD 100,000 (or equivalent in other currencies). No invitation to the public in the Kingdom of Bahrain to subscribe to the Equity Shares is being made and this Placement Document will not be issued to, passed to, or made available to the public generally in the Kingdom of Bahrain. The CBB has not reviewed, nor has it approved this Placement Document and any related offering documents or the marketing thereof in the Kingdom of Bahrain. The CBB is not and will not be responsible for the performance of the Equity Shares.

Cayman Islands

No offer or invitation to subscribe for Equity Shares may be made to the public in the Cayman Islands to subscribe for any of the Equity Shares but an invitation or offer may be made to sophisticated persons (as defined in the Cayman Islands Securities Investment Business Law (the "**SIBL**"), high net worth persons (as defined in the SIBL) or otherwise in accordance with the SIBL. This Placement Document does not constitute an invitation or offer to the public in the Cayman Islands of the Equity Shares, whether by way of sale or subscription. The Equity Shares are not being offered or sold, and will not be offered or sold, directly or indirectly, to the public in the Cayman Islands.

Dubai International Financial Centre

This Placement Document relates to an Exempt Offer in accordance with the Markets Rules Module of the Dubai Financial Services Authority ("**DFSA**") Rulebook. This Placement Document is intended for distribution only to persons of a type specified in the Markets Rules Module. It must not be delivered to, or relied on by, any other person. The DFSA has no responsibility for reviewing or verifying any documents in connection with Exempt Offers. The DFSA has not approved this Placement Document nor taken steps to verify the information set forth herein and has no responsibility for this Placement Document. The securities to which this Placement Document relates may be illiquid and/or subject to restrictions on their resale. Prospective purchasers of the securities offered should conduct their own due diligence on the securities. If you do not understand the contents of this Placement Document, you should consult an authorized financial advisor.

In relation to its use in the DIFC, this Placement Document is strictly private and confidential and is being distributed to a limited number of investors and must not be provided to any person other than the original recipient, and may not be reproduced or used for any other purpose. The interests in the securities may not be offered or sold directly or indirectly to the public in the DIFC.

European Economic Area

In relation to each Member State of the European Economic Area (each a "**Member State**"), no Equity Shares have been offered or will be offered pursuant to the Issue to the public in that Member State prior to the publication of a prospectus in relation to the Equity Shares which has been approved by the competent authority in that Member State or, where appropriate, approved in another Member State and notified to the competent authority in that Member State, all in accordance with the Prospectus Regulation), except that offers of Equity Shares may be made to the public in that Member State at any time under the following exemptions under the Prospectus Regulation:

- to any legal entity which is a qualified investor as defined under the Prospectus Regulation;
- to fewer than 150 natural or legal persons (other than qualified investors as defined under the Prospectus Regulation), subject to obtaining the prior consent of Lead Managers for any such offer; or
- in any other circumstances falling within Article 1(4) of the Prospectus Regulation,

provided that no such offer of Equity Shares shall result in a requirement for the publication by the Company or the Lead Managers of a prospectus pursuant to Article 3 of the Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the Prospectus Regulation.

For the purposes of this section, the expression an "offer of Equity Shares to the public" in relation to any Equity Shares in any Relevant State means a communication to persons in any form and by any means presenting sufficient information on the terms of the offer and the Equity Shares to be offered so as to enable an investor to decide to purchase or subscribe for the Equity Shares.

Except for each person who is not a qualified investor and who has notified the Lead Managers of such fact in writing and has received the consent of the Lead Managers in writing to subscribe for or purchase Equity Shares in the Issue, each person in a Relevant State who acquires Equity Shares in the Issue or to whom any offer is made shall be deemed to have represented that it is a "qualified investor" as defined in the Prospectus Regulation.

In the case of any Equity Shares being offered to a financial intermediary, as that term is used in Article 5 of the Prospectus Regulation, such financial intermediary will also be deemed to have represented, acknowledged and agreed that the Equity Shares subscribed for or acquired by it in the Issue have not been subscribed for or acquired on a non-discretionary basis on behalf of, nor have they been subscribed for or acquired with a view to their offer or resale to persons in circumstances which may give rise to an offer of any Equity Shares to the public other than their offer or resale in a Relevant State to qualified investors (as so defined) or in circumstances in which the prior consent of the Lead Managers has been obtained to each such proposed offer or resale.

Our Company, the Lead Managers and their affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, acknowledgements and agreements.

Hong Kong

The Equity Shares have not been offered or sold and will not be offered or sold in Hong Kong, by means of any document, other than (a) to "professional investors" as defined in the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) (the "**SFO**") and any rules made under the SFO; or (b) in other circumstances which do not result in the document being a "prospectus" as defined in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Cap. 32) of Hong Kong (the "**C(WUMP)O**") or which do not constitute an offer to the public within the meaning of the C(WUMP)O.

No advertisement, invitation or document relating to the Equity Shares, which is directed at, or the contents of which are likely to be accessed or read by, the public of Hong Kong (except if permitted to do so under the securities laws of Hong Kong) other than with respect to Equity Shares which are or are intended to be disposed of only to persons outside Hong Kong or only to "professional investors" as defined in the SFO and any rules made under the SFO has been or will be issued, whether in Hong Kong or elsewhere.

Japan

The Equity Shares offered hereby have not been and will not be registered under the Financial Instruments and Exchange Act of Japan (Act No. 25 of 1948, as amended, the "**Financial Instruments and Exchange Act**"). This Placement Document is not an offer of shares for sale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used in this Placement Document means any person resident in Japan, including any corporation or entity organized under the laws of Japan) or to others for reoffer or resale, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan, except pursuant to an exemption from the registration requirements of, and otherwise in compliance with, the Financial Instruments and Exchange Act and other relevant laws and regulations of Japan.

Republic of Korea

The Equity Shares have not been and will not be registered under the Financial Investments Services and Capital Markets Act of Korea and the decrees and regulations thereunder (the "**FSCMA**"), and the Equity Shares have been and will be offered in Korea as a private placement under the FSCMA. None of the Equity Shares may be offered, sold or delivered directly or indirectly, or offered or sold to any person for re-offering or resale, directly or indirectly, in Korea or to any resident of Korea except pursuant to the applicable laws and regulations of Korea, including the FSCMA and the Foreign Exchange Transaction Law of Korea and the decrees and regulations thereunder (the "**FETL**"). Furthermore, the purchaser of the Equity Shares shall comply with all applicable regulatory requirements (including but not limited to requirements under the FETL) in connection with the purchase of the Equity Shares. By the purchase of the Equity Shares, the relevant holder thereof will be deemed to represent and warrant that if it is in Korea or is a resident of Korea, it purchased the Equity Shares pursuant to the applicable laws and regulations of Korea.

Kuwait

This document and does not constitute an offer to sell, or the solicitation of an offer to subscribe for or buy, the Equity Shares in the State of Kuwait. The Equity Shares have not been licensed for offering, promotion, marketing, advertisement or sale in the State of Kuwait by the Capital Markets Authority or any other relevant Kuwaiti government agency. The offering, promotion, marketing, advertisement or sale of the Equity Shares in State of Kuwait on the basis of a private placement or public offering is, therefore, prohibited in accordance with Law No. 7 of 2010 and the Executive Bylaws for Law No. 7 of 2010, as amended, which govern the issue, offer, marketing and sale of financial services/products in the State of Kuwait. No private or public offering of the Equity Shares is or will be made in the State of Kuwait, and no agreement relating to the sale of the Equity Shares will be concluded in the State of Kuwait and no marketing or solicitation or inducement activities are being used to offer or market the Equity Shares in the State of Kuwait.

Malaysia

No approval from the Securities Commission of Malaysia has been applied for or will be obtained for the offer or invitation in respect of the Issue under the Capital Markets and Services Act 2007. Neither has a prospectus been nor will be registered with the Securities Commission of Malaysia in connection with the Issue in Malaysia. Accordingly, this Placement Document or any amendment or supplement hereto or any other offering document in relation to the Issue may not be distributed in Malaysia directly or indirectly for the purpose of any offer of the Equity Shares. The Equity Shares may not be offered or sold in Malaysia except pursuant to, and to persons prescribed under, Part I of Schedule 6 of the Malaysian Capital Markets and Services Act and no person may offer for subscription or purchase any of the Equity Shares directly or indirectly to anyone in Malaysia.

Mauritius

The public of the republic of Mauritius is not invited to subscribe for the interests offered hereby. This memorandum relates to a private placement and does not constitute an offer to the public in Mauritius to subscribe for the interests offered hereby. the interests are only being offered to a limited number of sophisticated investors meeting the eligibility criteria. no regulatory approval has been sought for the offer in Mauritius and it must be distinctly understood that the Mauritius financial services commission does not accept any responsibility for the financial soundness of or any representations made in connection with the issue. The memorandum is for the use only of the named addressee and should not be given or shown to any other person.

Qatar (excluding the Qatar Financial Centre)

This Placement Document did not, and was not intended to, constitute an invitation or an offer of securities in the State of Qatar (including the Qatar Financial Centre) and accordingly should not be construed as such. The Equity Shares have not been, and shall not be, offered, sold or delivered at any time, directly or indirectly, in the State of Qatar. Any offering of the Equity Shares shall not constitute a public offer of securities in the State of Qatar.

By receiving this document, the person or entity to whom it has been provided to understands, acknowledges and agrees that: (a) neither this Placement Document nor the Equity Shares have been registered, considered, authorised or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority or any other authority or agency in the State of Qatar; (b) neither the Company nor the Lead Managers are authorised or licensed by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Financial Centre Regulatory Authority, or any other authority or agency in the State of Qatar, to market or sell the Equity Shares within the State of Qatar; (c) this Placement Document may not be provided to any person other than the original recipient and is not for general circulation in the State of Qatar; and (d) no agreement relating to the sale of the Equity Shares shall be consummated within the State of Qatar.

No marketing of the Equity Shares has been or will be made from within the State of Qatar and no subscription to the Equity Shares may or will be consummated within the State of Qatar. Any applications to invest in the Equity Shares shall be received from outside of Qatar. This Placement Document shall not form the basis of, or be relied on in connection with, any contract in Qatar. The persons representing the Lead Managers are, by distributing this document, not advising individuals resident in the State of Qatar as to the appropriateness of investing in or purchasing or selling securities or other financial products. Nothing contained in this Placement Document is intended to constitute investment, legal, tax, accounting or other professional advice in, or in respect of, the State of Qatar.

Qatar and Qatar Financial Centre

Nothing in this Placement Document is intended to constitute, shall be treated as constituting or shall be deemed to constitute, any offer or sale of securities in the State of Qatar or in the Qatar Financial Centre or the inward marketing of securities or an attempt to do business, as a bank, an investment company or otherwise in the State of Qatar or in the Qatar Financial Centre other than in compliance with any laws applicable in the State of Qatar or in the Qatar Financial Centre governing the issue, offering and sale of securities under the laws of the State of Qatar and the Qatar Financial Centre.

This Placement Document and any underlying instruments or securities have not been and will not be filed with, reviewed or approved by the Qatar Central Bank, the Qatar Financial Markets Authority, the Qatar Exchange or any other relevant Qatar governmental body or securities exchange. The Company has not been authorised or licenced by any Qatari governmental body or regulator to market, offer or sell the Equity Shares in the State of Qatar or in the Qatar Financial Centre.

This Placement Document is strictly private and confidential. This Placement Document is provided on an exclusive basis to the specifically intended recipient of such document, upon that person's request and initiative, and for the recipient's personal use only. It is being distributed to a limited number of qualified investors and must not be provided to any person other than the original recipient. It is not for general circulation in the State of Qatar or the Qatar Financial Centre and may not be reproduced or used for any other purpose. Any distribution of this document by the recipient to third parties in the State of Qatar or the Qatar Financial Centre is not authorised and shall be at the liability of such recipient.

Recourse against the Company and/or its affiliates may be limited or difficult and may have to be pursued in a jurisdiction outside the State of Qatar and/or the Qatar Financial Centre.

Saudi Arabia

This Placement Document may not be distributed in the Kingdom of Saudi Arabia except to such persons as are permitted under the Rules on the Offer of Securities and Continuing Obligations issued by the Capital Market Authority ("**CMA**"). The CMA does not make any representation as to the accuracy or completeness of this Placement Document and expressly disclaims any liability whatsoever for any loss arising from, or incurred in reliance upon, any part of this Placement Document. Prospective purchasers of the Equity Shares offered hereby should conduct their own due diligence on the accuracy of the information relating to the Equity Shares. If you do not understand the contents of this Placement Document, you should consult an authorised financial adviser.

Singapore

This Placement Document has not been registered as a prospectus with the Monetary Authority of Singapore. Accordingly, this Placement Document and any other document or material in connection with the offer or sale, or invitation for subscription or purchase, of Equity Shares may not be circulated or distributed, nor may the Equity Shares be offered or sold, or be made the subject of an invitation for subscription or purchase, whether directly or indirectly, to persons in Singapore other than (i) to an institutional investor under Section 274 of the Securities and Futures Act, Chapter 289 of Singapore (the "**SFA**"), (ii) to a relevant person pursuant to Section 275(1), or any person pursuant to Section 275(1A), and in accordance with the conditions specified in Section 275 of the SFA, or (iii) otherwise pursuant to, and in accordance with the conditions of, any other applicable provision of the SFA.

Where the Equity Shares are subscribed or purchased under Section 275 of the SFA by a relevant person which is:

(i) a corporation (which is not an accredited investor (as defined in Section 4A of the SFA)) the sole business of which is to hold investments and the entire share capital of which is owned by one or more individuals, each of whom is an accredited investor; or
(ii) a trust (where the trustee is not an accredited investor) whose sole purpose is to hold investments and each beneficiary of the trust is an individual who is an accredited investor,

securities (as defined in Section 239(1) of the SFA) of that corporation or the beneficiaries' rights and interest (howsoever described) in that trust shall not be transferred within six months after that corporation or that trust has acquired the Equity Shares pursuant to an offer made under Section 275 of the SFA except:

(a) to an institutional investor or to a relevant person defined in Section 275(2) of the SFA, or to any person arising from an offer referred to in Section 275(1A) or Section 276(4)(i)(B) of the SFA;
(b) where no consideration is or will be given for the transfer;
(c) where the transfer is by operation of law;
(d) as specified in Section 276(7) of the SFA; or
(e) as specified in Regulation 32 of the Securities and Futures (Offers of Investments) (Shares and Debentures) Regulations 2005 of Singapore.

Notification under Sections 309B(1)(a) and 309B(1)(c) of the SFA: We have determined, and hereby notify all relevant persons (as defined in Section 309A of the SFA) that the Equity Shares are: (A) prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and (B) Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment: Notice on Recommendations on Investment Products).

Singapore SFA Product Classification: In connection with Section 309B of the Securities and Futures Act (Chapter 289) of Singapore (the "**SFA**") and the Securities and Futures (Capital Markets Products) Regulations 2018 of Singapore (the "**CMP Regulations 2018**"), the Company has determined, and hereby notifies all relevant persons (as defined in Section 309A(1) of the SFA), that the Equity Shares are 'prescribed capital markets products' (as defined in the CMP Regulations 2018) and Excluded Investment Products (as defined in MAS

Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products).

Sultanate of Oman

The information contained in this Placement Document does not constitute a public offer of securities in Oman as contemplated by the Oman Commercial Companies Law (Sultani Decree 18/2019, as amended) or Article 3 of the Capital Market Authority Law (Sultani Decree 80/98, as amended). This Placement Document will only be made available to investors in Oman in accordance with the provisions of Article 139 of the Executive Regulations of the Capital Markets Law (Capital Markets Law Decision No. 1/2009, as amended) (the "**Executive Regulations**") by an entity duly licenced by the Capital Market Authority of Oman to market non-Omani securities in Oman.

This Placement Document is strictly private and confidential. It is being provided to a limited number of sophisticated investors solely to enable them to decide whether or not to invest in the Equity Shares outside of Oman, upon the terms and subject to the restrictions set out herein and may not be reproduced or used for any other purpose or provided to any person other than the original recipient. Additionally, this Placement Document is not intended to lead to the making of any contract within the territory or under the laws of Oman.

This Placement Document has not been (and will not be) filed with the Capital Market Authority of Oman (except in accordance with Article 139 of the Executive Regulations) or any other regulatory authority in Oman and the Capital Market Authority of Oman neither assumes responsibility for the accuracy and adequacy of the statements and information contained in this Placement Document nor shall have any liability to any person for damage or loss resulting from reliance on any statements or information contained herein.

Switzerland

The Equity Shares may not be publicly offered, directly or indirectly, in Switzerland within the meaning of the Swiss Financial Services Act ("**FinSA**") and no application has or will be made to admit the Equity Shares to trading on any trading venue (exchange or multilateral trading facility) in Switzerland. Neither this Placement Document nor any other offering or marketing material relating to the Equity Shares constitutes a prospectus pursuant to the FinSA, and neither this Placement Document nor any other offering or marketing material relating to the Equity Shares may be publicly distributed or otherwise made publicly available in Switzerland.

The Equity Shares may, however, be offered in Switzerland to professional clients within the meaning of the FinSA, without any public offer and only to investors who do not purchase the Equity Shares with the intention to distribute them to the public. The investors will be individually approached from time to time. This Placement Document may only be used by those investors to whom it has been handed out in connection with the Offer described herein and may neither directly nor indirectly be distributed or made available to other persons without our express consent.

United Arab Emirates (excluding the Dubai International Financial Centre)

This Placement Document does not constitute or contain an offer of securities to the general public in the UAE. No offering, marketing, promotion, advertising or distribution (together, "Promotion") of this document or the Equity Shares may be made to the general public in the United Arab Emirates (the "**UAE**") unless: (a) such Promotion has been approved by the UAE Securities and Commodities Authority (the "**SCA**") and is made in accordance with the laws and regulations of the UAE, including SCA Board of Directors' Chairman Decision no. (3/R.M.) of 2017 (the "**Promotion and Introduction Regulations**"), and is made by an entity duly licensed to conduct such Promotion activities in the UAE; or (b) such Promotion is conducted by way of private placement made: (i) only to "Qualified Investors" (excluding "**High Net Worth Individuals**") (as such terms are defined in the Promotion and Introduction Regulations); or (ii) otherwise in accordance with the laws and regulations of the UAE; or (c) such Promotion is carried out by way of reverse solicitation only upon an initiative made in writing by an investor in the UAE. None of the SCA, the UAE Central Bank, the UAE Ministry of Economy or any other regulatory authority in the UAE has reviewed or approved the contents of this document nor does any such entity accept any liability for the contents of this document.

United Kingdom

No Shares have been offered or will be offered pursuant to the Offering to the public in the United Kingdom prior to the publication of a prospectus in relation to the Shares which is to be treated as if it had been approved by the Financial Conduct Authority in accordance with the transitional provisions in Article 74 (transitional provisions) of the Prospectus Amendment etc (EU Exit) Regulations 2019/1234, except that it may make an offer to the public in the United Kingdom of any Shares at any time:

(a) to any legal entity which is a qualified investor as defined under Article 2 of the UK Prospectus Regulation;
(b) to fewer than 150 natural or legal persons (other than qualified investors as defined under Article 2 of the UK Prospectus Regulation), subject to obtaining the prior consent of the Lead Managers for any such offer; or
(c) in any other circumstances falling within Article 1(4) of the UK Prospectus Regulation,

provided that no such offer of the Shares shall require the Company or any Lead Managers to publish a prospectus pursuant to Article 3 of the UK Prospectus Regulation or supplement a prospectus pursuant to Article 23 of the UK Prospectus Regulation. For the purposes of this provision, the expression an "offer to the public" in relation to the Shares in the United Kingdom means the communication in any form and by any means of sufficient information on the terms of the offer and any Shares to be offered so as to enable an investor to decide to purchase or subscribe for any Shares and the expression "UK Prospectus Regulation" means Regulation (EU) 2017/1129 as it forms part of domestic law by virtue of the European Union (Withdrawal) Act 2018.

This Placement Document may not be distributed or circulated to any person in the United Kingdom other than to (i) persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the "Financial Promotion Order"); and (ii) high net worth entities falling within Article 49(2)(a) to (d) of the Financial Promotion Order (all such persons together being referred to as "relevant persons"). This Placement Document is directed only at relevant persons. Other persons should not act on this Placement Document or any of its contents. This Placement Document is confidential and is being supplied to you solely for your information and may not be reproduced, redistributed or passed on to any other person or published, in whole or in part, for any other purpose.

United States of America

The Equity Shares have not been and will not be registered under the U.S. Securities Act, or the securities laws of any state of the United States and, unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold only outside the United States in '*offshore transactions*', as defined in and in reliance on Regulations S and the applicable laws of the jurisdiction where such offers and sales are made. For further information, see "*Purchaser Representations and Transfer Restrictions*" on page 267.

Other Jurisdictions

The distribution of this Placement Document and the offer and sale of the Equity Shares may be restricted by law in certain jurisdictions. Persons into whose possession this Placement Document comes are required to inform themselves about, and to observe, any such restrictions to the extent applicable.

PURCHASER REPRESENTATIONS AND TRANSFER RESTRICTIONS

Due to the following restrictions, investors are advised to consult their legal counsel prior to subscribing for Equity Shares or making any resale, pledge or transfer of the Equity Shares.

Pursuant to Chapter VI of the SEBI ICDR Regulations, the Equity Shares Allotted in the Issue are not permitted to be sold for a period of one year from the date of Allotment, except on floor of the BSE or the NSE. Due to the following restrictions, investors are advised to consult legal counsel prior to making any resale, pledge or transfer of our Equity Shares. In addition to the above, allotments made to Eligible QIBs, including VCFs and AIFs, in the Issue may be subject to lock-in requirements, if any, under the rules and regulations that are applicable to them. For more information, see "*Selling Restrictions*" on page 260.

Purchaser Representations and Transfer Restrictions

Each purchaser of the Equity Shares offered in the Issue shall be deemed to have represented, warranted and acknowledged to and agreed with our Company and the Book Running Lead Managers as follows:

- It understands that the Equity Shares offered in the Issue have not been and will not be registered under the U.S. Securities Act or the securities laws of any state of the United States and are being offered and sold to it in reliance on Regulation S.

- It was outside the United States at the time the offer of the Equity Shares offered in the Issue was made to it and it was outside the United States when its buy order for the Equity Shares offered in the Issue was originated.

- It did not purchase the Equity Shares offered in the Issue as a result of any "directed selling efforts" (as defined in Regulation S).

- It is buying the Equity Shares offered in the Issue for investment purposes and not with a view to the distribution thereof. If in the future it decides to offer, resell, pledge or otherwise transfer any of the Equity Shares offered in the Issue, it agrees that it will not offer, sell, pledge or otherwise transfer the Equity Shares offered in the Issue except in transactions complying with Rule 903 or Rule 904 of Regulation S or an available exemption from registration under the U.S. Securities Act and in accordance with all applicable securities laws of the states of the United States and any other jurisdiction, including India.

- Where it is subscribing to the Equity Shares offered in the Issue as fiduciary or agent for one or more investor accounts, it has sole investment discretion with respect to each such account and it has full power to make the representations, warranties, agreements and acknowledgements herein.

- Where it is subscribing to the Equity Shares offered in the Issue for one or more managed accounts, it represents and warrants that it was authorised in writing by each such managed account to subscribe to the Equity Shares offered in the Issue for each managed account and to make (and it hereby makes) the representations, warranties, agreements and acknowledgements herein for and on behalf of each such account, reading the reference to "it" to include such accounts.

- It agrees to indemnify and hold our Company and the Book Running Lead Managers harmless from any and all costs, claims, liabilities and expenses (including legal fees and expenses) arising out of or in connection with any breach of these representations, warranties or agreements. It agrees that the indemnity set forth in this paragraph shall survive the resale of the Equity Shares purchased in the Issue.

- It acknowledges that our Company, the Book Running Lead Managers and their respective affiliates and others will rely upon the truth and accuracy of the foregoing representations, warranties, agreements and acknowledgements.

Our Company, our representatives and our agents will not be obligated to recognize any acquisition, transfer or resale of the Equity Shares made other than in compliance with the restrictions set forth herein.

THE SECURITIES MARKET OF INDIA

The information in this section has been extracted from documents available on the website of SEBI and the Stock Exchanges and has not been prepared or independently verified by our Company, or the BRLMs or any of their respective affiliates or advisors.

The Indian Securities Market

India has a long history of organised securities trading. In 1875, the first stock exchange was established in Mumbai. BSE and the NSE are the significant stock exchanges in terms of the number of listed companies, market capitalisation and trading activity.

Stock Exchanges Regulation

Indian stock exchanges are regulated primarily by SEBI, as well as by the Government acting through the Ministry of Finance, Capital Markets Division, under the SCRA and the SCRR. On October 3, 2018, SEBI, in exercise of its powers under the SCRA and the SEBI Act, notified the Securities Contracts (Regulation) (Stock Exchanges and Clearing Corporations) Regulations, 2018 (the "**SECC Regulations**"), which regulate *inter alia* the recognition, ownership and internal governance of stock exchanges and clearing corporations in India together with providing for minimum net worth requirements for stock exchanges. The SCRA, the SCRR and the SECC Regulations along with various rules, bye-laws and regulations of the respective stock exchanges, regulate the recognition of stock exchanges, the qualifications for membership thereof and the manner, in which contracts are entered into, settled and enforced between members of the stock exchanges.

The SEBI Act empowers SEBI to regulate the Indian securities markets, including stock exchanges and intermediaries in the capital markets, promote and monitor self-regulatory organisations and prohibit fraudulent and unfair trade practices. Regulations and guidelines concerning minimum disclosure requirements by public companies, rules and regulations concerning investor protection, insider trading, substantial acquisitions of shares and takeover of companies, buy-backs of securities, employee stock option schemes, stockbrokers, merchant bankers, underwriters, mutual funds, foreign portfolio investors, credit rating agencies and other capital market participants have been notified by the relevant regulatory authority.

BSE

Established in 1875, it is the oldest stock exchange in India and was the first stock exchange in India to obtain permanent recognition from the Government under the SCRA. Pursuant to the BSE (Corporatization and Demutualization) Scheme 2005 of SEBI, the BSE was incorporated as a company under the Companies Act, 1956. BSE was listed on NSE with effect from February 3, 2017.

NSE

The NSE was established by financial institutions and banks to provide nationwide online, satellite-linked, screen-based trading facilities with market-makers and electronic clearing and settlement for securities including government securities, debentures, public sector bonds and units. The NSE was recognised as a stock exchange under the SCRA in April 1993 and commenced operations in the wholesale debt market segment in June 1994. The capital market (equities) segment commenced operations in November 1994 and operations in the derivatives segment commenced in June 2000. NSE launched the NSE 50 Index, now known as S&P CNX NIFTY, on April 22, 1996 and the Mid-cap Index on January 1, 1996.

Listing and delisting of Securities

The listing of securities on a recognised Indian stock exchange is regulated by the applicable Indian laws including the Companies Act, the SCRA, the SCRR, the SEBI Act, and various guidelines and regulations issued by SEBI including the SEBI ICDR Regulations, SEBI Listing Regulations. The SCRA and the SCRR empowers the governing body of each recognised stock exchange to suspend trading of or withdraw admission to dealings in a listed security for breach of or non-compliance with any conditions or breach of company's obligations under the SEBI Listing Regulations or for any reason, subject to the issuer receiving prior written notice of the intent of the exchange and upon granting of a hearing in the matter. SEBI also has the power to amend the SEBI Listing Regulations and bye-laws of the stock exchanges in India, to overrule a stock exchange's governing body and withdraw recognition of a recognized stock exchange.

Further, the SEBI has notified the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021, to govern the voluntary and compulsory delisting of equity shares from the stock exchanges. In addition, certain amendments to the SCRR have also been notified in relation to delisting.

Minimum Level of Public Shareholding

All listed companies (except public sector undertakings) are required to maintain a minimum public shareholding at 25%. In this regard, SEBI has provided several mechanisms to comply with this requirement. Where the public shareholding in a listed company falls below 25% (except public sector undertakings) at any time, such company is required to bring the public shareholding to 25% within a maximum period of 12 months from the date of such fall. Consequently, a listed company may be delisted from the Stock Exchanges for not complying with the above-mentioned requirements. Our Company is in compliance with this minimum public shareholding requirement.

Index-Based Market-Wide Circuit Breaker System

In order to restrict abnormal price volatility in any particular stock, the SEBI has instructed stock exchanges to apply daily circuit breakers which do not allow transactions beyond a certain level of price volatility. The index-based market-wide circuit breaker system (equity and equity derivatives) applies at four stages of the index movement, at 5%, 10%, 15% and 20%. The stock exchanges on a daily basis translate the circuit breaker limits based on previous day's closing level of the index. These circuit breakers, when triggered, bring about a co-ordinated trading halt in all equity and equity derivative markets nationwide. The market-wide circuit breakers are triggered by movement of either the SENSEX of the BSE or the S&P CNX NIFTY of the NSE, whichever is breached earlier. If any of these circuit breaker thresholds are reached, trading in all equity and equity derivatives markets nationwide is halted. The markets are required to re-open, after a circuit breaker threshold is hit, with a pre-open call auction session. The timing of the halt and the pre-open call auction session varies depending on the time of day and the circuit breaker breached.

In addition to the market-wide index-based circuit breakers, there are currently in place individual scrip-wise circuit breakers. However, no price bands are applicable on scrips on which derivative products are available or scrips included in indices on which derivative products are available.

The stock exchanges in India can also exercise the power to suspend trading during periods of market volatility. Margin requirements are imposed by stock exchanges that are required to be paid by the stockbrokers.

Internet-based Securities Trading and Services

Internet trading takes place through order routing systems, which route client orders to exchange trading systems for execution. Stockbrokers interested in providing this service are required to apply for permission to the relevant stock exchange and also have to comply with certain minimum conditions stipulated by SEBI. The NSE became the first exchange to grant approval to its members for providing internet-based trading services. Internet trading is possible on both the "equities" as well as the "derivatives" segments of the NSE.

Trading Hours

Trading on both the NSE and the BSE occurs from Monday to Friday, between 9:15 a.m. and 3:30 p.m. IST (excluding the 15 minutes pre-open session from 9:00 a.m. to 9:15 a.m.). The BSE and the NSE are closed on public holidays. The recognised stock exchanges have been permitted to set their own trading hours (in the cash and derivatives segments) subject to the condition that (i) the trading hours are between 9.00 a.m. and 5.00 p.m.; and (ii) the stock exchange has in place a risk management system and infrastructure commensurate to the trading hours.

Trading Procedure

In order to facilitate smooth transactions, the BSE replaced its open outcry system with BSE On-line Trading ("**BOLT**") facility in 1995. This totally automated screen based trading in securities was put into practice nation-wide. This has enhanced transparency in dealings and has assisted considerably in smoothening settlement cycles and improving efficiency in back-office work. In the year 2014, BSE introduced its new generation trading platform, BOLT Plus

NSE has introduced a fully automated trading system called National Exchange for Automated Trading ("**NEAT**"), which operates on strict time/price priority besides enabling efficient trade. NEAT has provided depth in the market by enabling large number of members all over India to trade simultaneously, narrowing the spreads.

SEBI Listing Regulations

Public listed companies are required under the SEBI Listing Regulations to inter alia prepare and circulate to their shareholders audited annual accounts which comply with the disclosure requirements and regulations governing their manner of presentation and which include sections relating to corporate governance, related party transactions and management's discussion and analysis as required under the SEBI Listing Regulations. In addition, a listed company is subject to, *inter alia*, continuing disclosure requirements pursuant to the terms of the SEBI Listing Regulations.

SEBI Takeover Regulations

Disclosure and mandatory bid obligations for listed Indian companies are governed by the SEBI Takeover Regulations which provide specific regulations in relation to substantial acquisition of shares and takeover. Once the equity shares of a company are listed on a stock exchange in India, the provisions of the SEBI Takeover Regulations will apply to any acquisition of the company's shares/voting rights/control. The SEBI Takeover Regulations prescribe certain thresholds or trigger points in the shareholding a person or entity has in the listed Indian company, which give rise to certain obligations on part of the acquirer. Acquisitions up to a certain threshold prescribed under the SEBI Takeover Regulations mandate specific disclosure requirements, while acquisitions crossing particular thresholds may result in the acquirer having to make an open offer of the shares of the target company. The SEBI Takeover Regulations also provide for the possibility of indirect acquisitions, imposing specific obligations on the acquirer in case of such indirect acquisition. The SEBI Takeover Regulations also provides certain general exemptions which exempt certain acquisitions from the obligation to make an open offer. The SEBI Takeover Regulations were further amended on June 22, 2020 to exempt any acquisitions by way of preferential issue from the obligation to make an open offer.

SEBI Insider Trading Regulations

SEBI had earlier notified the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 to prohibit and penalise insider trading in India. The regulations, among other things, prohibited an 'insider' from dealing in the securities of a listed company when in possession of unpublished price sensitive information ("**UPSI**").

The SEBI Insider Trading Regulations were notified on January 15, 2015 and came into effect on May 15, 2015, which repealed the erstwhile regulations of 1992. The SEBI Insider Trading Regulations, *inter alia*, impose certain restrictions on the communication of information by listed companies. Under the SEBI Insider Trading Regulations, (i) no insider shall communicate, provide or allow access to any UPSI relating to such companies and securities to any person including other insiders; and (ii) no person shall procure or cause the communication by any insider of UPSI relating to such companies and securities, except in furtherance of legitimate purposes, performance of duties or discharge of legal obligations. However, UPSI may be communicated, provided or allowed access to or procured, under certain circumstances specified in the SEBI Insider Trading Regulations.

The SEBI Insider Trading Regulations make it compulsory for listed companies and certain other entities that are required to handle UPSI in the course of business operations to establish an internal code of practices and procedures for fair disclosure of UPSI and to regulate, monitor and report trading by insiders. To this end, the SEBI Insider Trading Regulations provide principles of fair disclosure for purposes of code of practices and procedures for fair disclosure of UPSI and minimum standards for code of conduct to regulate, monitor and report trading by insiders. There are also initial and continuing shareholding disclosure obligations under the SEBI Insider Trading Regulations. The SEBI Insider Trading Regulations also provide for disclosure obligations for promoters, employees, and directors, with respect to their shareholding in the company, and the changes therein.

Further, the board of directors or head(s) of the listed entities are required to maintain a structured digital database containing, inter alia, the nature of UPSI, the names of such persons who have shared the UPSI and the names of persons with whom such UPSI is shared under the SEBI Insider Trading Regulations.

Depositories

The Depositories Act provides a legal framework for the establishment of depositories to record ownership details and effect transfer in book-entry form. Further, SEBI framed regulations in relation to the formation and registration of such depositories, the registration of participants as well as the rights and obligations of the depositories, participants, companies and beneficial owners. The depository system has significantly improved the operation of the Indian securities markets.

Derivatives (Futures and Options)

Trading in derivatives is governed by the SCRA, the SCRR and the SEBI Act. The SCRA was amended in February 2000 and derivatives contracts were included within the term "securities", as defined by the SCRA. Trading in derivatives in India takes place either on separate and independent derivatives exchanges or on a separate segment of an existing stock exchange. The derivatives exchange or derivatives segment of a stock exchange functions as a self-regulatory organisation under the supervision of SEBI.

DESCRIPTION OF THE EQUITY SHARES

The following is the information relating to the Equity Shares including a brief summary of the Memorandum of Association and Articles of Association and the Companies Act. Bidders are urged to read the Memorandum of Association and Articles of Association carefully, and consult with their advisers, as the Memorandum of Association and Articles of Association and applicable Indian law, and not this summary, govern the rights attached to the Equity Shares.

Share Capital

The authorised share capital of our Company is ₹ 1200,000,000 comprising of 120,000,000 Equity Shares (of face value of ₹ 10 each). As on the date of this Placement Document, the issued, subscribed and paid-up share capital of our Company is ₹ 840,081,880 comprising of 84,008,188 Equity Shares (of face value of ₹ 10 each). The Equity Shares are listed on BSE and NSE.

Dividends

Under the Companies Act, 2013, an Indian company pays dividend upon a recommendation by its board of directors and subject to approval by a majority of the shareholders at the AGM held each fiscal year. The dividend on equity shares can be declared/paid only after declaration/payment of applicable dividend on preference shares. Subject to certain conditions laid down by Section 123 of the Companies Act, 2013, no dividend can be declared or paid by a company for any fiscal except, among other things, out of the profits of the company for that year, calculated in accordance with the provisions of the Companies Act, 2013 or out of the profits of the company for any previous fiscal arrived at as laid down by the Companies Act, 2013. Further, under the Companies Act, 2013, a company is not permitted to declare any dividends unless carried over previous losses and depreciation not provided in previous year or years are set off against the profit of the company for the current year.

Further, as per the Companies Act read with the Companies (Declaration and Payment of Dividend) Rules, 2014, in the event of inadequacy or absence of profits in any year, a company may declare dividend out of free reserves, provided: (a) the rate of dividend declared shall not exceed the average of the rates at which dividend was declared by it in the three years immediately preceding that year; provided, this shall not apply to a company, which has not declared any dividend in each of the three preceding financial years; (b) the total amount to be drawn from such accumulated profits shall not exceed one-tenth of the sum of the paid up share capital of the company and free reserves of the company as per the most recent audited financial statement; (c) the amount so drawn shall be first utilised to set off the losses incurred by the company in the financial year in which the dividend is declared before any dividend in respect of equity shares is declared; and (d) the balance of reserves of the company after such withdrawal shall not fall below 15.00% of the company's paid up share capital as per the most recent audited financial statement of the company.

According to the Articles of Association, the Company in general meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. In addition, subject to the provisions of Section 123 of the Companies Act, 2013, the Board may from time to time pay to the members such interim dividend as appear to it to be justified by the profits of the Company. The Board may, before recommending any dividend, set aside out of the profits of the Company such sums as it thinks fit as a reserve or reserves which shall, at the discretion of the Board, be applicable for any purpose to which the profits of the Company may be properly applied, including provision for meeting contingencies or for equalizing dividends; and pending such application, may, at the like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the Board may, from time to time, thinks fit.

Capitalisation of profits and issue of bonus shares

In addition to permitting dividends to be paid as described above, the Companies Act permits the Board, subject to the approval of the Shareholders of our Company, to distribute to the Shareholders, in the form of fully paid-up bonus shares, an amount transferred from the company’s free reserves, securities premium account or the capital redemption reserve account. These bonus equity shares must be distributed to the Shareholders in proportion to the number of equity shares owned by them.

Bonus shares can only be issued if the company has not defaulted in payments of statutory dues of the employees, such as, contribution to provident fund, gratuity and bonus or principal/interest payments on fixed deposits or debt securities issued by it. Bonus shares shall not be issued in lieu of dividend.

Pre-Emptive Rights and Alteration of share capital

Subject to the provisions of the Companies Act, our Company may increase its share capital by issuing new shares on such terms and with such rights as it, by action of its shareholders in a general meeting may determine. According to Section 62(1)(a) of the Companies Act such new shares shall be offered to existing shareholders in proportion to the amount paid-up on those shares at that date. The offer shall be made by notice specifying the number of shares offered and the date (being not less than 15 days and not exceeding 30 days from the date of the offer or as may be permitted by applicable law) within which the offer, if not accepted, will be deemed to have been declined. After such date, the board may dispose of the shares offered in respect of which no acceptance has been received which shall not be disadvantageous to the Shareholders. The offer is deemed to include a right exercisable by the person concerned to renounce the shares offered to him in favour of any other person.

Our Articles of Association provide that our Company may, from time to time, by ordinary resolution, undertake any of the following:

- consolidate and divide all or any of its share capital into shares of larger amount than its existing shares;

- convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination;

- sub-divide its shares, or any of them, into shares of smaller amount, such that the proportion between the amount paid and the amount, if any, unpaid on each reduced share shall be the same as it was in case of the Share from which the reduced share is derived; or

- cancel any shares which, at the date of the passing of the resolution in that behalf have not been taken or agreed to be taken by any person, and diminish the amount of its share capital by the amount of shares so cancelled. A cancellation of shares pursuant to the Article of Association shall not be deemed to be a reduction of the share capital within the meaning of the Companies Act, 2013.

Issuance of Preference Shares

Subject to Section 55 of the Companies Act, any new shares may be issued as preference shares or convertible preference shares which are liable to be redeemed in any manner permissible under the Companies Act.

General meetings of shareholders

There are two types of general meetings of shareholders: (i) AGM; and (ii) EGM. Our Company must hold its AGM within six months after the expiry of each Fiscal provided that not more than 15 months shall elapse between the AGM and next one, unless extended by the RoC at its request for any special reason for a period not exceeding three months. Our Board may convene an EGM when necessary or at the request of a shareholder in accordance with the Companies Act. Written notice or notice via electronic mode means setting out the business to be transacted at the meeting must be given at least 21 days prior to the date set for the general meeting to the Shareholders. Shorter notice is permitted if consent is received from 95% of the Shareholders entitled to vote at such meeting.

As per the provisions of the Companies Act and the Articles of Association, all general meetings other than Annual General Meetings shall be called Extraordinary General Meetings. The Board may, whenever it thinks fit, call an Extraordinary General Meeting. No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business. The quorum for a general meeting shall be a provided in the Companies Act. The Chairperson of the Company shall preside as Chairperson at every general meeting of the Company.

Voting rights

Subject to provisions of the Companies Act and in accordance with the Articles of Association, subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands, every member present in personal shall have one vote and on a poll, the voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company. A member may exercise his vote at a meeting by electronic means in accordance with the Companies Act and shall vote only once. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders.

Transfer of shares

Shares held through depositories are transferred in the form of book entries or in electronic form in accordance with the regulations laid down by the SEBI. These regulations provide the regime for the functioning of the depositories and the participants and set out in the manner in which the records are to be kept and maintained and the safeguards to be followed in this system. We have entered into an agreement for such depository services with NSDL and CDSL. SEBI requires that our shares for trading and settlement purposes be in book-entry form for all investors, except for transactions that are not made on a stock exchange and transactions that are not required to be reported to the stock exchange. The registrar and transfer agent shall maintain a register in which every transfer or transmission of shares will be entered. In addition to complying with the Companies Act, 2013 and the other applicable laws, our Company is also required to comply with the provisions of the SEBI Listing Regulations for effecting the transfer of shares. In terms of the SEBI Listing Regulations, except in case of transmission or transposition of shares, requests for effecting transfer of shares shall not be processed unless the shares are held in the dematerialized form with a depository and that transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. The Equity Shares shall be freely transferable, subject to applicable laws.

Winding up

Our Articles of Association provide that subject to the provisions of the Companies Act and the Rules made thereunder, If the Company shall be wound up, the liquidator may, with the sanction of a special resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the members or different classes of members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability.

TAXATION

STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS UNDER THE APPLICABLE LAWS IN INDIA

The Board of Directors
Angel One Limited
6th Floor, Ackruti Star, Central Road, MIDC
Andheri (E), Mumbai – 400 093

Dear Sirs,

Statement of Possible Tax Benefits available to Angel One Limited and its shareholders under the Indian tax laws

1. We hereby confirm that the enclosed Annexure, prepared by Angel One Limited (the "**Company**"), provides the possible tax benefits available to the Company and to the shareholders of the Company under the Income-tax Act, 1961 (the "**Act**"), as amended by the Finance Act 2023, the Income-tax Rules, 1962, applicable for the Financial Year 2023-24 relevant to the assessment year 2024-25, presently in force in India (the "**Statement**"). Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company and/or its shareholders to derive the tax benefits is dependent upon their fulfilling such conditions which, based on business imperatives the Company faces in the future, the Company or its shareholders may or may not choose to fulfil.

2. The benefits discussed in the enclosed Statement are not exhaustive and the preparation of the contents stated is the responsibility of the Company's management. We are informed that this Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed offering of equity shares of face value of Rs. 10 each by the Company in a Qualified Institutions Placement in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the "**Offering**"). We are neither suggesting nor advising the investors to invest in the Offering relying on this Statement.

3. We do not express any opinion or provide any assurance as to whether:

   (i) the Company or its shareholders will continue to obtain these benefits in future;
   (ii) the conditions prescribed for availing the benefits have been/would be met with; and
   (iii) the revenue authorities/courts will concur with the views expressed herein.

4. We assume no obligation to update the Statement on any events subsequent to this date, which may have a material effect on the discussions herein.

5. The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of their understanding of the business activities and operations of the Company.

6. This Statement is issued solely for inclusion in the Preliminary Placement Document (the "**PPD**") and the Placement Document (the "**PD**") in connection with the Offering, to be filed by the Company with the National Stock Exchange of India Limited, BSE Limited and the Securities and Exchange Board of India, and is not to be used, referred to or distributed for any other purpose.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749

UDIN: 24048749BKFGXU4422
Place of Signature: Mumbai
Date: March 26, 2024

ANNEXURE

THE STATEMENT OF POSSIBLE TAX BENEFITS AVAILABLE TO ANGEL ONE LIMITED (‘THE COMPANY’) AND ITS SHAREHOLDERS UNDER THE APPLICABLE TAX LAWS IN INDIA

The information provided below sets out the possible tax benefits available to the Company and its Shareholders under the Act presently in force in India. It is not exhaustive or comprehensive and is not intended to be a substitute for professional advice. Investors are advised to consult their own tax consultant with respect to the tax implications of an investment in the equity shares particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the benefits, which an investor can avail.

You should consult your own tax advisors concerning the Indian tax implications and consequences of purchasing, owning and disposing of equity shares in your particular situation.

TAXABILITY UNDER THE INCOME-TAX ACT, 1961 (HEREINAFTER REFERRED TO AS ‘THE ACT’)

I. POSSIBLE TAX BENEFITS AVAILABLE TO THE COMPANY UNDER THE ACT

The following benefits are available to the Company after fulfilling conditions as per the applicable provisions of the Act:

1. Lower corporate tax rate under Section 115BAA of the Act

A new Section 115BAA had been inserted by the Taxation Laws (Amendment) Act, 2019 (“the Amendment Act, 2019”) w.e.f. F.Y. 2019-20 granting an option to domestic companies to compute corporate tax at a reduced rate of 25.17% (22% increased by surcharge of 10% and cess of 4%), provided such domestic companies do not avail specified exemptions/incentives, the same being as follows:

(i) Deduction under the provisions of section 10AA (deduction for units in Special Economic Zone);

(ii) Deduction under clause (iia) of sub-section (1) of section 32 (Additional depreciation);

(iii) Deduction under section 32AD or section 33AB or section 33ABA (Investment allowance in backward areas, Investment deposit account, site restoration fund);

(iv) Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-section (1) or sub-section (2AA) or sub-section (2AB) of section 35 (Expenditure on scientific research);

(v) Deduction under section 35AD or section 35CCC (Deduction for specified business, agricultural extension project);

(vi) Deduction under section 35CCD (Expenditure on skill development)

(vii) Deduction under any provisions of Chapter VI-A other than the provisions of section 80JJAA or Section 80M;

(viii) No set off of any loss carried forward or depreciation from any earlier assessment years is permissible, if such loss or depreciation is attributable to any of the deductions referred from clause i to vii above; and

(ix) No set off of any loss or allowance for unabsorbed depreciation deemed so under section 72A is permissible, if such loss or depreciation is attributable to any of the deductions referred from clause i to vii above.

The Amendment Act, 2019 further provided that domestic companies availing such option will not be required to pay Minimum Alternate Tax (“MAT”) under section 115JB of the Act. The CBDT had further issued Circular 29/2019 dated October 2, 2019 clarifying that since the MAT provisions under section 115JB of the Act itself would not apply where a domestic company exercises option of lower tax rate under section 115BAA of the Act, MAT credit would not be available. Further, the circular also clarifies that the brought forward losses attributable to additional depreciation and MAT credit of earlier years will not be eligible to be set off against income under Section 115BAA of the Act.

As per Section 115BAA(5) of the Act, the Company is required to file Form 10-IC with the department by declaring its option to avail the concessional tax rate by due date of filing return of income under Section 139(1) of the Act. Further, the option once exercised by the Company cannot be subsequently withdrawn for the same or any other financial year.

2. <u>Benefits while computing total taxable income.</u>

(i) Section 32 of the Act – Depreciation Allowance

As per section 32(1) of the Act, the Company can claim depreciation allowance at the prescribed rates as a percentage of written down value of assets.

As per CBDT Circular No 103/2016/F.No. 370142/29/2016 dated 7 November 2016 the highest rate of depreciation has been restricted to 40% for all the taxpayers from AY 2018-19 onwards. In the case of the Company, we understand that it has considered depreciation as per the restricted rates as provided by the said Circular. Further, we understand that the Company has claimed depreciation @ 30% on motor vehicles acquired on or after 23 August 2019 in the IT depreciation schedule in accordance with Notification no. 69 / 2019. We have been given to understand by the audit team that the Company has satisfied the conditions mentioned in the said notification (i.e., depreciation @ 30% has been claimed on motor cars acquired on or after 23 August 2019 but before 01 April 2020 and it has been put to use before 01 April 2020).

The Finance Act, 2021 amended the definition of block of assets provided under section 2(11) of the Act, section 32(1)(ii) of the Act and Explanation 3 to Section 32 of the Act to specifically exclude goodwill of business or profession from being eligible for depreciation. Further, the said amendments are made applicable from A.Y. 2021-22 and thus, taxpayers are not eligible to claim depreciation on goodwill from A.Y. 2021-22 onwards.

(ii) Deduction against/with respect to income by way of dividends

As per amendment vide Finance Act, 2020 with effect from April 1, 2020, dividend income is taxable in the hands of shareholders/unitholders at the applicable rates and the domestic company or specified company or mutual funds is not required to pay dividend distribution tax. Further, by virtue of Section 56(2)(i) of the Act, the dividend income is taxable in hands of shareholders/unitholders under the head ‘income from other sources’.

Further, as per Section 57(i) of the Act, any reasonable sum paid by way of commission or remuneration to a banker or any other person for the purpose of realising such dividend is allowed as deduction from such dividend income. Further, as per Section 57(iii) of the Act, any other expenditure (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of making or earning such income is allowed as deduction from such dividend income.

Further, as per proviso to Section 57, a deduction to the extent of 20% of dividend income is available on account of interest expense.

Further, the Finance Act, 2020 has inserted Section 80M to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date (the explanation to Section 80M of the Act defines the term due date as one month prior to filing return of income under Section 139(1) of the Act) for such year. The Company shall continue to be entitled for this deduction even if it opts for the benefit of lower rate of tax under section 115BAA of the Act.

(iii) Section 36(1)(vii) of the Act – Allowance of bad debts written off

Under section 36(1)(vii), any bad debt or part thereof which has been written off as irrecoverable in the books of accounts is allowable as a deduction for computing the income under the head "Profits and gains of business or profession", subject to the fulfilment of the conditions as specified in section 36(2) read with section 36(1)(vii) of the Act. Further, as per Section 36(2) of the Act, in order to claim deduction of bad debts, following conditions must be satisfied;

- no such deduction shall be allowed unless such debt or part thereof has been taken into account in computing the income of the assessee of the previous year in which the amount of such debt or part thereof is written off or of an earlier previous year, or represents money lent in the ordinary course of the business of banking or money-lending which is carried on by the assessee;

- if the amount ultimately recovered on any such debt or part of debt is less than the difference between the debt or part and the amount so deducted, the deficiency shall be deductible in the previous year in which the ultimate recovery is made.

- any such debt or part of debt may be deducted if it has already been written off as irrecoverable in the accounts of an earlier previous year (being a previous year relevant to the assessment year commencing on the 1st day of April, 1988, or any earlier assessment year), but the Assessing Officer had not allowed it to be deducted on the ground that it had not been established to have become a bad debt in that year

- where such debt or part of debt relates to advances made by an assessee to which clause (viia) of sub-section (1) applies, no such deduction shall be allowed unless the assessee has debited the amount of such debt or part of debt in that previous year to the provision for bad and doubtful debts account made under that clause.

(iv) Taxability of income from capital gains

- As per Section 2(14) of the Act, capital asset means:

    - property of any kind held by an assessee, whether or not connected with his business or profession
    - any securities held by a Foreign Institutional Investor which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992
    - any unit linked insurance policy to which exemption under clause (10D) of section 10 does not apply on account of the applicability of the fourth and fifth provisos thereof

- As per Section 2(47) of the Act, "transfer", in relation to a capital asset, includes,—

  (*i*) the sale, exchange or relinquishment of the asset ; or
  (ii) the extinguishment of any rights therein ; or
  (iii) the compulsory acquisition thereof under any law ; or
  (iv) in a case where the asset is converted by the owner thereof into, or is treated by him as, stock-in-trade of a business carried on by him, such conversion or treatment ; or
  (iva) the maturity or redemption of a zero coupon bond; or
  (v) any transaction involving the allowing of the possession of any immovable property to be taken or retained in part performance of a contract of the nature referred to in section 53A of the Transfer of Property Act, 1882 (4 of 1882) ; or
  (vi) any transaction (whether by way of becoming a member of, or acquiring shares in, a co-operative society, company or other association of persons or by way of any agreement or any arrangement or in any other manner whatsoever) which has the effect of transferring, or enabling the enjoyment of, any immovable property.

- As per Section 2(42A) of the Act, short term capital asset means a capital asset held by an assessee for not more than thirty-six months immediately preceding the date of its transfer, subject to following exceptions:

- In case of a security (other than a unit) listed in a recognized stock exchange in India or a unit of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In case of a share of a company (not being a share listed in a recognised stock exchange) or a unit of a Mutual Fund specified under clause (*23D*) of section 10, which is transferred during the period beginning on the 1st day of April, 2014 and ending on the 10th day of July, 2014, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In the case of a share of a company (not being a share listed in a recognised stock exchange in India), or an immovable property, being land or building or both, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twenty-four months" had been substituted.

- As per Section 2(29AA) of the Act, long-term capital asset" means a capital asset which is not a short-term capital asset.

- As per Section 111A of the Act, STCG (Short Term Capital Gains) arising on transfer of a short-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be taxable at 15%. In other cases (other than those covered in Section 111A), The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

- As per Section 112A of the Act, LTCG (Long Term Capital Gains) arising on transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be exempt from tax.

- As per Section 112 of the Act, any LTCG, other than that covered under Section 112A of the Act will be subject to tax as follows:

  1. In case of listed securities (other than a unit) or zero coupon bond, at 10% (without indexation benefit) or at 20% (with indexation benefit, as per Section 48) (whichever is lower)
  2. at 20% (with indexation benefit) in other cases

- Separately, section 55(2)(ac) of the Act provides that cost of acquisition of the specified capital asset (referred to in the aforesaid section 112A of the Act) acquired prior to February 1, 2018, shall be higher of –

  (a) Cost of acquisition of asset; and
  (b) Lower of –

    - the fair market value of the asset (as defined in Explanation to section 55(2)(ac)); and
    - the full value of consideration received or accruing as a result of the transfer of the capital asset.

- As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. However, the Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

- The long term capital gains may be invested in various exemption schemes as notified under Section 54, 54B, 54D, 54F, 54GA, 54EC, 54G & 54GB etc. of the Act (subject to fulfilment of conditions as specified there) in order to avail the exemption benefit and save taxes.

(v) Income from House property

- Under section 24(a) of the Act, a sum equal to 30% of the annual value is allowed as Standard Deduction from income under the head house property. This 30% is allowed as deduction irrespective of actual expenditure.

- Under section 24(b) of the Act, a deduction in respect of borrowed capital for acquisition / construction / repair / maintenance of property will be allowed as deduction upto Rs. 30,000 (for self occupied property as covered in Section 23(2) of the Act), and Rs. 2 Lakhs (in other cases) (subject to fullment of conditions as specified under Section 24(b) of the Act).

II. POSSIBLE TAX BENEFITS AVAILABLE TO SHAREHOLDERS OF THE COMPANY

The following tax benefits are generally available to the shareholders of all companies subject to the fulfilment of the conditions specified in the Act:

1. For resident shareholders

(i) *Taxability of dividend income from shares of the Company*

- As per amendment vide Finance Act, 2020 with effect from April 1, 2020, dividend income is taxable in the hands of shareholders/unitholders at the applicable rates and the domestic company or specified company or mutual funds is not required to pay dividend distribution tax. Further, by virtue of Section 56(2)(i) of the Act, the dividend income is taxable in hands of shareholders/unitholders under the head 'income from other sources'.

- Further, as per Section 57(i) of the Act, any reasonable sum paid by way of commission or remuneration to a banker or any other person for the purpose of realising such dividend is allowed as deduction from such dividend income. Further, as per Section 57(iii) of the Act, any other expenditure (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of making or earning such income is allowed as deduction from such dividend income.

- Further, as per proviso to Section 57, a deduction to the extent of 20% of dividend income is available on account of interest expense.

- Further, the Finance Act, 2020 has inserted Section 80M to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date (the explanation to Section 80M of the Act defines the term due date as one month prior to filing return of income under Section 139(1) of the Act) for such year. The Company shall continue to be entitled for this deduction even if it opts for the benefit of lower rate of tax under section 115BAA of the Act.

(ii) *Taxability of gain/loss arising from sale of shares of the Company*

- As per Section 2(14) of the Act, capital asset means:

  (a) property of any kind held by an assessee, whether or not connected with his business or profession
  (b) any securities held by a Foreign Institutional Investor which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992
  (c) any unit linked insurance policy to which exemption under clause (10D) of section 10 does not apply on account of the applicability of the fourth and fifth provisos thereof

- As per Section 2(47) of the Act, "transfer", in relation to a capital asset, includes,—

  (i) the sale, exchange or relinquishment of the asset ; or

(ii) the extinguishment of any rights therein ; or

(iii) the compulsory acquisition thereof under any law ; or

(iv) in a case where the asset is converted by the owner thereof into, or is treated by him as, stock-in-trade of a business carried on by him, such conversion or treatment ; or

(iva) the maturity or redemption of a zero coupon bond; or

(v) any transaction involving the allowing of the possession of any immovable property to be taken or retained in part performance of a contract of the nature referred to in section 53A of the Transfer of Property Act, 1882 (4 of 1882) ; or

(vi) any transaction (whether by way of becoming a member of, or acquiring shares in, a co-operative society, company or other association of persons or by way of any agreement or any arrangement or in any other manner whatsoever) which has the effect of transferring, or enabling the enjoyment of, any immovable property.

- As per Section 2(42A) of the Act, short term capital asset means a capital asset held by an assessee for not more than thirty-six months immediately preceding the date of its transfer, subject to following exceptions:

- In case of a security (other than a unit) listed in a recognized stock exchange in India or a unit of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In case of a share of a company (not being a share listed in a recognised stock exchange) or a unit of a Mutual Fund specified under clause (*23D*) of section 10, which is transferred during the period beginning on the 1st day of April, 2014 and ending on the 10th day of July, 2014, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In the case of a share of a company (not being a share listed in a recognised stock exchange in India), or an immovable property, being land or building or both, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twenty-four months" had been substituted.

- As per Section 2(29AA) of the Act, long-term capital asset" means a capital asset which is not a short-term capital asset.

- As per Section 111A of the Act, STCG (Short Term Capital Gains) arising on transfer of a short-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be taxable at 15%. In other cases (other than those covered in Section 111A), The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

- As per Section 112A of the Act, LTCG (Long Term Capital Gains) arising on transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be exempt from tax.

- Separately, section 55(2)(ac) of the Act provides that cost of acquisition of the specified capital asset (referred to in the aforesaid section 112A of the Act) acquired prior to February 1, 2018, shall be higher of –

  (a) Cost of acquisition of asset; and
  (b) Lower of –

    - the fair market value of the asset (as defined in Explanation to section 55(2)(ac)); and

- the full value of consideration received or accruing as a result of the transfer of the capital asset.

- As per Section 112 of the Act, any LTCG, other than that covered under Section 112A of the Act will be subject to tax as follows:

  1. In case of listed securities (other than a unit) or zero coupon bond, at 10% (without indexation benefit) or at 20% (with indexation benefit, as per Section 48) (whichever is lower)

  2. at 20% (with indexation benefit) in other cases

- As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. However, the Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

- The long term capital gains may be invested in various exemption schemes as notified under Section 54, 54B, 54D, 54F, 54GA, 54EC, 54G & 54GB etc. of the Act (subject to fulfilment of conditions as specified there) in order to avail the exemption benefit and save taxes.

2. <u>For non-resident shareholders being Foreign Portfolio Investors ('FPIs')/Foreign Institutional Investors ('FIIs')</u>

(i) *Taxability of dividend income from shares of the Company*

- As per amendment vide Finance Act, 2020 with effect from April 1, 2020, dividend income is taxable in the hands of shareholders/unitholders at the applicable rates and the domestic company or specified company or mutual funds is not required to pay dividend distribution tax. Further, by virtue of Section 56(2)(i) of the Act, the dividend income is taxable in hands of shareholders/unitholders under the head 'income from other sources'.

- Further, as per Section 57(i) of the Act, any reasonable sum paid by way of commission or remuneration to a banker or any other person for the purpose of realising such dividend is allowed as deduction from such dividend income. Further, as per Section 57(iii) of the Act, any other expenditure (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of making or earning such income is allowed as deduction from such dividend income.

- Further, as per proviso to Section 57, a deduction to the extent of 20% of dividend income is available on account of interest expense.

- Further, the Finance Act, 2020 has inserted Section 80M to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date (the explanation to Section 80M of the Act defines the term due date as one month prior to filing return of income under Section 139(1) of the Act) for such year. The Company shall continue to be entitled for this deduction even if it opts for the benefit of lower rate of tax under section 115BAA of the Act.

(ii) *Taxability of gain/loss arising from sale of shares of the Company*

- As per Section 2(14) of the Act, capital asset means:
  - property of any kind held by an assessee, whether or not connected with his business or profession
  - any securities held by a Foreign Institutional Investor which has invested in such securities in accordance with the regulations made under the Securities and Exchange Board of India Act, 1992

- any unit linked insurance policy to which exemption under clause (10D) of section 10 does not apply on account of the applicability of the fourth and fifth provisos thereof

- As per Section 2(47) of the Act, "transfer", in relation to a capital asset, includes,—

  (i) the sale, exchange or relinquishment of the asset ; or

  (ii) the extinguishment of any rights therein ; or

  (iii) the compulsory acquisition thereof under any law ; or

  (iv) in a case where the asset is converted by the owner thereof into, or is treated by him as, stock-in-trade of a business carried on by him, such conversion or treatment ; or

  (iva) the maturity or redemption of a zero coupon bond; or

  (v) any transaction involving the allowing of the possession of any immovable property to be taken or retained in part performance of a contract of the nature referred to in section 53A of the Transfer of Property Act, 1882 (4 of 1882) ; or

  (vi) any transaction (whether by way of becoming a member of, or acquiring shares in, a co-operative society, company or other association of persons or by way of any agreement or any arrangement or in any other manner whatsoever) which has the effect of transferring, or enabling the enjoyment of, any immovable property.

- As per Section 2(42A) of the Act, short term capital asset means a capital asset held by an assessee for not more than thirty-six months immediately preceding the date of its transfer, subject to following exceptions:

- In case of a security (other than a unit) listed in a recognized stock exchange in India or a unit of the Unit Trust of India established under the Unit Trust of India Act, 1963 (52 of 1963) or a unit of an equity oriented fund or a zero coupon bond, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In case of a share of a company (not being a share listed in a recognised stock exchange) or a unit of a Mutual Fund specified under clause (*23D*) of section 10, which is transferred during the period beginning on the 1st day of April, 2014 and ending on the 10th day of July, 2014, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twelve months" had been substituted:

- In the case of a share of a company (not being a share listed in a recognised stock exchange in India), or an immovable property, being land or building or both, the provisions of this clause shall have effect as if for the words "thirty-six months", the words "twenty-four months" had been substituted.

- As per Section 2(29AA) of the Act, long-term capital asset" means a capital asset which is not a short-term capital asset.

- As per Section 111A of the Act, STCG (Short Term Capital Gains) arising on transfer of a short-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be taxable at 15%. In other cases (other than those covered in Section 111A), The short-term capital gains are chargeable to tax at a normal tax rate (plus applicable surcharge and cess).

- As per Section 112A of the Act, LTCG (Long Term Capital Gains) arising on transfer of a long-term capital asset, being an equity share in a company or a unit of an equity oriented fund or a unit of a business trust, on which the STT has been levied, shall be exempt from tax.

- As per Section 112 of the Act, any LTCG, other than that covered under Section 112A of the Act will be subject to tax as follows:

  1. In case of listed securities (other than a unit) or zero coupon bond, at 10% (without indexation benefit) or at 20% (with indexation benefit, as per Section 48) (whichever is lower)

  2. at 20% (with indexation benefit) in other cases

- As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. However, the Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

- The long term capital gains may be invested in various exemption schemes as notified under Section 54, 54B, 54D, 54F, 54GA, 54EC, 54G & 54GB etc. of the Act (subject to fulfilment of conditions as specified there) in order to avail the exemption benefit and save taxes.

- Under Section 115AD of the Act, tax on income from securities or capital gain arising from transfer of securities of approved Foreign Institutional Investor (FII) is as follows:

  - Income by way of interest on securities – 20%
  - Short-term capital gain sale of other securities – 30%
  - Short-term capital gain sale of listed shares with STT – 15%
  - Long-term capital gain sale of other securities – 10%
  - Long-term capital gain sale of listed shares with STT – 10% on income exceeding one lakh rupees.

(iii) ***Other aspects***

- Pursuant to CBDT press release dated September 24, 2015, the Government has clarified the inapplicability of Minimum Alternate Tax provisions to FIIs/FPIs.

- Under the provisions of section 90(2) of the Act, a non-resident will be governed by the provisions of the Double Taxation Avoidance Agreement ('DTAA') between India and the country of tax residence of the FII/FPI or the provisions of the Act, to the extent they are more beneficial to the FII/FPI.

- Note as Rule 37BC of the Income Tax Rules, 1962 higher rate of TDS as per section 206AA shall not apply to a foreign company / non-resident in respect of payments in the nature of Fee for technical services if the deductee furnishes the following details and documents to the deductor:

  - name, e-mail id, contact number;
  - address in the country or specified territory outside India of which the deductee is a resident;
  - a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
  - Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

- *Documents required for claiming the beneficial provision of DTAA*

  1. Tax Residency Certificate issued by government of Malaysia.

2. Form 10F (electronic filing mandatory post 30 September 2023)

3. No PE declaration signed and stamped on letterhead of Bursa Malaysia Derivatives.

3. <u>For non-resident shareholders, other than FPIs/ FIIs</u>

(i) *Taxability of dividend income from shares of the Company*

- As per amendment vide Finance Act, 2020 with effect from April 1, 2020, dividend income is taxable in the hands of shareholders/unitholders at the applicable rates and the domestic company or specified company or mutual funds is not required to pay dividend distribution tax. Further, by virtue of Section 56(2)(i) of the Act, the dividend income is taxable in hands of shareholders/unitholders under the head 'income from other sources'.

- Further, as per Section 57(i) of the Act, any reasonable sum paid by way of commission or remuneration to a banker or any other person for the purpose of realising such dividend is allowed as deduction from such dividend income. Further, as per Section 57(iii) of the Act, any other expenditure (not being in the nature of capital expenditure) laid out or expended wholly and exclusively for the purpose of making or earning such income is allowed as deduction from such dividend income.

- Further, as per proviso to Section 57, a deduction to the extent of 20% of dividend income is available on account of interest expense.

- Further, the Finance Act, 2020 has inserted Section 80M to eliminate the cascading tax effect in case of inter-corporate dividends by providing a deduction in respect of dividends received by a domestic company, to the extent such dividend is distributed by it on or before the due date (the explanation to Section 80M of the Act defines the term due date as one month prior to filing return of income under Section 139(1) of the Act) for such year. The Company shall continue to be entitled for this deduction even if it opts for the benefit of lower rate of tax under section 115BAA of the Act.

(ii) *Taxability of gain/loss arising from sale of shares of the Company*

(a) Taxability under the head 'capital gains'

Income arising from transfer of shares of the Company held for more than 12 months and subject to securities transaction tax, shall be considered as long-term capital assets. The shares which are not considered as long-term capital assets shall be considered as short-term capital assets.

Section 112A of the Act provides for concessional rate of 10% (plus applicable surcharge and cess) on long term capital gains (exceeding Rs. 1,00,000) arising from equity shares of the Company, if STT has been paid on both acquisition and transfer of such shares. The benefit of indexation under the second proviso to section 48 of the Act shall not be applicable for computing long term capital gains taxable under section 112A of the Act.

Separately, section 55(2)(ac) of the Act provides that cost of acquisition of the specified capital asset (referred to in the aforesaid section 112A of the Act) acquired prior to February 1, 2018, shall be higher of –

(a) Cost of acquisition of asset; and
(b) Lower of –

- the fair market value of the asset (as defined in Explanation to section 55(2)(ac)); and
- the full value of consideration received or accruing as a result of the transfer of the capital asset.

As per section 112 of the Act, the tax on long term capital gains resulting on transfer of listed shares of the Company (other than those covered under section 112A) shall be the lower of the following:

(a) 20% (plus applicable surcharge and cess) with indexation benefit; or
(b) 10% (plus applicable surcharge and cess) without indexation benefit.

As per the provisions of section 111A of the Act, short term capital gain arising from transfer of equity share in the Company through a recognized stock exchange and subject to STT shall be taxable at a concessional rate of 15% (plus applicable surcharge and cess if any).

As per section 70 read with section 74 of the Act, short term capital loss arising during a year is allowed to be set-off against short term capital gains as well as long term capital gains. Balance loss, if any, shall be carried forward and set-off against any capital gains arising during subsequent eight assessment years. Long term capital loss arising during a year is allowed to be set-off only against long term capital gains. Balance loss, if any, shall be carried forward and set-off against long term capital gains arising during subsequent eight assessment years.

(b) Taxability under the head 'income from business and profession'

Where the gains arising on the transfer of shares of the Company are included in the business income of a shareholder and assessable under the head "Profits and Gains from Business or Profession" and on such transfer is subjected to STT, then such STT shall be a deductible expense from the business income as per the provisions of section 36(1)(xv) of the Act.

(iii) ***Other aspects***

Section 90 r.w.s 91 of the Act introduces Double Taxation Avoidance Agreements ('DTAA') under the provisions of the Act and provides that the provision of DTAA, if beneficial to the assessee, would override the domestic provision under the Act. Further, as per Rule 21AB of the rules r.w.s. 90(5) of the Act, in order to avail treaty benefits, following documents must be furnished:

1. Tax Residency Certificate issued by Government of foreign country.
2. Form 10F (electronic filing mandatory post 30 September 2023)
3. No PE declaration signed and stamped on letterhead of foreign country.

As per Section 206AA, any person entitled to receive any sum or income or amount, on which tax is deductible under Chapter XVIIB (hereafter referred to as deductee) shall furnish his Permanent Account Number to the person responsible for deducting such tax (hereafter referred to as deductor), failing which tax shall be deducted at the higher of the following rates, namely:—

(i) at the rate specified in the relevant provision of this Act; or
(ii) at the rate or rates in force; or
(iii) at the rate of twenty per cent:

Further Rule 37BC of the Income Tax Rules, 1962 higher rate of TDS as per section 206AA shall not apply to a foreign company / non-resident in respect of payments in the nature of Fee for technical services if the deductee furnishes the following details and documents to the deductor:

- name, e-mail id, contact number;
- address in the country or specified territory outside India of which the deductee is a resident;
- a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
- Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

As per Explanation 4 to section 115JB(2) of the Act, the provisions of section 115JB of the Act shall not be applicable to a foreign company if the foreign company is a resident of a country having DTAA with India and such foreign company does not have a permanent establishment within the definition of the term in the relevant DTAA, or the foreign company is a resident of a country which does not have a DTAA with India and such foreign company is not required to seek registration under section 592 of the Companies Act, 1956 or section 380 of the Companies Act, 2013.

4. **For shareholders who are Mutual Funds**

Under section 10(23D) of the Act, any income earned by a Mutual Fund registered under the Securities and Exchange Board of India Act, 1992, or a Mutual Fund set up by a public sector bank or a public financial institution, or a Mutual Fund authorised by the Reserve Bank of India would be exempt from income-tax, subject to such conditions as the Central Government may by notification in the Official Gazette specify in this behalf.

5. **For shareholders who are Venture Capital Companies/Funds**

Under Section 10(23FB) of the Act, any income of Venture Capital Company to whom the certificate of registration is granted under SEBI (Venture Capital Funds) Regulations, 1996 before May 21, 2012 or as a sub-category I Alternative Investment Fund and is regulated under SEBI (Alternative Investment Funds Regulations) 2012, under the SEBI Act, 1992, from a Venture Capital Undertaking would be exempt from income tax, subject to conditions specified therein.

As per Section 115U of the Act, any income derived by a person from his investment in Venture Capital Company/Venture Capital Fund would be taxable in the hands of the person making an investment in the same manner as if it were the income accruing or arising to or received by such person had the investments been made directly in the Venture Capital Undertaking.

6. **For shareholders who are Investment Funds**

Income of an Investment Fund, being a Trust, Company, Limited Liability Partnership or a body corporate which has been granted a certificate of registration is granted under and is regulated under SEBI (Alternative Investment Funds Regulations), 2012 as Category I or Category II Alternate Investment Fund, other than the income chargeable under the head 'profits and gains of business and profession', shall be exempt from tax under 10(23FBA).

As per Section 115UB of the Act, any income derived by a person from his investment in an Investment Fund covered under section 10(23FBA) of the Act, other than that proportion which is of the same nature as 'profits and gains of business and profession', would be taxable in the hands of the person making such investment in the same manner as if it were the income accruing or arising to or received by such person had the investments made by the Investment Fund been made directly by him.

TAX DEDUCTION AT SOURCE UNDE R THE ACT

I. Section 194 – Dividend distribution by the Company to resident shareholders

As per section 194 of the Act, dividend income distributed/paid by the Company shall be subject to withholding tax at the rate of 10%. However, such withholding tax requirement is not applicable in case of distribution/payment of dividend to Life Insurance Corporation of India, General Insurance Corporation of India and any other insurer. Also, in case of individual resident shareholders where the amount does not exceed INR 5,000, no TDS is required to be deducted.

II. Section 195 – Dividend distribution by the Company to non-resident shareholders

As per the provisions of Section 195 of the Act, any income by way of dividend payable to non-residents may be subject to withholding of tax at the rate of 20% (with applicable surcharge and cess) under the domestic tax laws or under the DTAA, whichever is beneficial to the non-resident, unless a lower withholding tax certificate is obtained from the tax authorities.

III. Section 196 – Dividend distribution by the Company to Mutual Funds

As per section 196 of the Act, no tax is to be deducted from dividend income distributed/paid by the Company to a Mutual Fund specified under section 10(23D) of the Act.

IV. Section 196D – Dividend distribution by the Company to Foreign Institutional Investors

As per the provisions of Section 196D of the Act, any income by way of dividend payable to non-residents may be subject to withholding of tax at the rate of 20% (with applicable surcharge and cess) under the domestic tax laws or under the DTAA, whichever is beneficial to the non-resident, unless a lower withholding tax certificate is obtained from the tax authorities.

V. **<u>Withholding tax provisions for capital gains</u>**

No income tax is required to be withheld at source from income by way of capital gains arising to a resident shareholder under the present provisions of the Act.

As per the provisions of Section 195 of the Act, any income by way of capital gains payable to non-residents may be subject to withholding of tax at the rate under the domestic tax laws or under the DTAA, whichever is beneficial to the non-resident, unless a lower withholding tax certificate is obtained from the tax authorities.

VI. **<u>Other aspects</u>**

1. Double Taxation Avoidance Agreement

Section 90 r.w.s 91 of the Act introduces Double Taxation Avoidance Agreements ('DTAA') under the provisions of the Act and provides that the provision of DTAA, if beneficial to the assessee, would override the domestic provision under the Act. Further, as per Rule 21AB of the rules r.w.s. 90(5) of the Act, in order to avail treaty benefits, following documents must be furnished:

1. Tax Residency Certificate issued by Government of foreign country.

2. Form 10F (electronic filing mandatory post 30 September 2023)

3. No PE declaration signed and stamped on letterhead of foreign country.

As per Section 206AA, any person entitled to receive any sum or income or amount, on which tax is deductible under Chapter XVIIB (hereafter referred to as deductee) shall furnish his Permanent Account Number to the person responsible for deducting such tax (hereafter referred to as deductor), failing which tax shall be deducted at the higher of the following rates, namely:—
(i) at the rate specified in the relevant provision of this Act; or
(ii) at the rate or rates in force; or
(iii) at the rate of twenty per cent:

Further Rule 37BC of the Income Tax Rules, 1962 higher rate of TDS as per section 206AA shall not apply to a foreign company / non-resident in respect of payments in the nature of Fee for technical services if the deductee furnishes the following details and documents to the deductor:

- name, e-mail id, contact number;
- address in the country or specified territory outside India of which the deductee is a resident;
- a certificate of his being resident in any country or specified territory outside India from the Government of that country or specified territory if the law of that country or specified territory provides for issuance of such certificate;
- Tax Identification Number of the deductee in the country or specified territory of his residence and in case no such number is available, then a unique number on the basis of which the deductee is identified by the Government of that country or the specified territory of which he claims to be a resident.

2. Other benefits available to individual

- Maximum surcharge @ 15% shall be levied on individuals/HUF/AOP/BOI/AJP where the total income includes any income by way of dividend or income referred to in section 115AD(1)(b) of the Act or income chargeable under sections 111A, 112 and 112A of the Act.

- The Finance Act 2023 has capped surcharge on total income of individual assessee's opting for concessional tax regime under section 115BAC of the Act to 25% (instead of earlier surcharge of 37% for individuals having total income exceeding Rs. 5 crores).

<u>Notes:</u>

1. The above Statement sets out the provisions of law in a summary manner only and is not a complete analysis or listing of all potential tax consequences of the purchase, ownership and disposal of shares.

2. The above statement covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law in force in India. This statement also does not discuss any tax consequences, in the country outside India, of an investment in the shares of an Indian company.

The above are based on the existing provisions of the tax laws and its interpretations, which are subject to change or modification by subsequent legislative, regulatory, administrative or judicial decisions. Any such change, which could also be retrospective, could have an effect on the validity of the above.

3. ***The above statement of possible tax benefits is as per the current direct tax laws relevant for the A.Y. 2024-25. Several of these benefits are dependent on the Company or its shareholder fulfilling the conditions prescribed under the relevant tax laws.***

4. ***In respect of non-residents, the tax rates and consequent taxation mentioned above will be further subject to any benefits available under the relevant DTAA, if any, between India and the country in which the non-resident has fiscal domicile.***

5. ***This statement is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor is advised to consult his/her own tax advisor with respect to specific tax consequences of his/her investment in the shares of the Company.***

6. ***No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.***

LEGAL PROCEEDINGS

We are involved in various legal proceedings from time to time, including those which arise in the ordinary course of business. These legal proceedings are primarily in the nature of, amongst others, tax disputes, criminal proceedings, regulatory actions and civil proceedings, which are pending before various adjudicating forums.

As on the date of this Placement Document, except as disclosed below, there is no outstanding legal proceeding which has been considered material in accordance with our Company's policy in relation to disclosure of material events framed in accordance with Regulation 30 of the SEBI Listing Regulations, as approved by the Board in its meeting held on July 11, 2018 and last amended on January 15, 2024.

*Additionally, solely for the purpose of the Issue, our Company has disclosed in this section, to the extent applicable (i) all outstanding criminal proceedings involving our Company, our Subsidiaries, our Directors and our Promoters; (ii) all outstanding actions (including show-cause notices) by any statutory or regulatory authority against our Company, our Subsidiaries, our Directors and our Promoters; (iii) other material outstanding proceedings involving our Company and its Subsidiaries, where the amount involved in such proceeding exceeds ₹ 301.94 million i.e., 5% of the average of the absolute value of profit after tax, as per our Audited Consolidated Financial Statements for the last three years ("**Materiality Threshold**"). The Materiality Threshold was approved by our Board pursuant to its resolution dated March 15, 2024; (iv) consolidated disclosure of the direct and indirect tax matters involving our Company and our Subsidiaries; (v) any other outstanding litigation involving our Company and our Subsidiaries wherein the amount involved cannot be determined or is below the Materiality Threshold, but an adverse outcome of which could materially and adversely affect business, prospects, reputation, operations or financial position of our Company or its Subsidiaries and (vi) any other outstanding litigation involving our Promoters and our Directors wherein an adverse outcome could materially and adversely affect business, prospects, reputation, operations or financial position of our Company and our Subsidiaries, on a consolidated basis.*

Further, except as disclosed below and in the other sections of this Placement Document, as on the date of this Placement Document, (i) there is no litigation or legal action pending or taken by any ministry or department of the Government or a statutory authority against our Promoters during the last three years immediately preceding the year of circulation of this Placement Document and no directions have been issued by any ministry or department of the Government or statutory authority upon conclusion of such litigation or legal action; (ii) there are no inquiries, inspections or investigations initiated or conducted under the Companies Act, 2013 or the Companies Act, 1956 in the last three years immediately preceding the year of circulation of this Placement Document involving our Company or our Subsidiaries, nor are there any prosecutions filed (whether pending or not), fines imposed, compounding of offences in the last three years immediately preceding the year of this Placement Document involving our Company or Subsidiaries; (iii) there are no defaults in repayment of (a) statutory dues; (b) debentures and interest thereon; (c) deposits and interests thereon and (d) any loan obtained from any bank or financial institution and interest thereon by our Company, as of the date of this Placement Document; (iv) there are no material frauds committed against us in the last three years; (v) there are no defaults in annual filing of our Company under the Companies Act, 2013 and the rules made thereunder; (vi) there are no significant and material orders passed by the regulators, courts and tribunals impacting the going concern status of our Company and its future operations; or (vii) there are no reservations, qualifications or adverse remarks of auditors in the last five Fiscal Years immediately preceding the year of circulation of this Placement Document.

It is clarified that for the purposes of the above, pre-litigation notices received by any of our Company, our Subsidiaries, our Directors and/or our Promoters from third parties (excluding statutory / regulatory / governmental authorities or notices threatening criminal action) shall, not be considered as litigation proceedings till such time that any of our Company, our Subsidiaries, our Directors and/or our Promoters, are impleaded as parties in any such litigation proceedings before any court, tribunal or governmental authority, or is notified by any governmental, statutory or regulatory authority of any such proceeding that may be commenced.

Litigation involving our Company

Criminal proceedings involving our Company

By our Company

1. Our Company (erstwhile Angel Broking Limited, which was subsequently amalgamated with our Company) filed a complaint before the Metropolitan Magistrate, Andheri, Mumbai against Sharda Shrikant Sawant and Abhijeet Shrikant Sawant (the "**Accused**") under Sections 406, 420, 465, 467, 468, 471, 474, 475 read with Section 120B of the IPC in relation to criminal breach of trust, cheating, dishonesty, forgery and criminal conspiracy. The Accused misappropriated funds of ₹ 0.9 million by depositing a forged bank pay-in slip in the account maintained by our Company. The matter is currently pending.

2. Our Company filed a complaint against R. Saravanan (the "**Accused**"), a sub-broker associated with our Company, before the Judicial Magistrate, Dharmapuri under Sections 406 and 420 of the IPC read with Section 200 of the Cr.P.C. in relation to criminal breach of trust, cheating and dishonesty ("**Complaint**"). The Accused deposited the cheque of a client of our Company and fraudulently secured credit for the payment made in his own trading account instead of the trading account of the client. The Accused filed a criminal original petition under Section 482 of the Cr.P.C. before the High Court of Judicature at Madras ("**Court**") to quash the Complaint, which was dismissed by the Court on account of non-appearance. The matter is currently pending.

3. Our Company filed an application for return of property before the Court of Metropolitan Magistrate, Andheri in a dispute involving Nalonnil Geevarghese Chacko ("**Applicant**") against the State of Maharashtra, Hitesh D. Shah and National Securities Depository Limited ("**Respondent**") in relation to fraudulent transfer of shares held in a demat account opened with our Company. The matter is currently pending.

4. Our Company filed three separate FIRs against Arjeet Vishwaranjan Saxena, Sunita Satishkumar Suvarna and Bhomisingh Bhatti, in relation to a forged website, stolen cheques and vandalism at our Company's office at Bikaner, respectively. The police investigation in such matters was concluded and the matters were presented before the relevant courts. These matters are currently pending.

5. 96 criminal complaints have been filed by our Company against customer or borrowers of our Company before various judicial forums under Section 138 of the Negotiable Instruments Act, 1881 for cheques that bounced on presentation. The aggregate amount involved in these matters is ₹ 183.31 million. These matters are currently pending.

6. Our Company conducted an internal investigation based on a complaint received from one Surendra Prakash Kayal regarding the transfer of physical shares held by him in Arshiya International Limited and the subsequent credit of such shares to a fake account opened with our Company held in the name of one Surendra Prakash Kayal. Our Company addressed a notice dated April 23, 2013 to the Economic Offences Wing, Mumbai ("**EOW**") in relation to the transfer of physical shares as stated above. Our Company, upon inquiry, filed an FIR with the MIDC Police Station, Andheri dated August 1, 2013 against Surendra Prakash Kayal, Samir Raju Shah and others (the "**Accused**") under Sections 420, 465, 467, 468 and 471 read with Section 120B of the IPC, alleging that the Accused, using fabricated documents, opened 26 bogus demat trading accounts ("**Bogus accounts**") with our Company and traded in the dematerialized equity shares of various listed companies, in an illegal and unauthorized manner, thereby causing loss to the rightful owners of the shares. In total, shares amounting to ₹ 46 million were acquired through these Bogus accounts in a fraudulent manner. During the course of the investigation by EOW, our Company has produced documents and participated in personal hearing before the EOW. Our Company also immediately froze all the Bogus accounts on April 18, 2013 and April 23, 2013. Separately, our Company has intimated the Financial Intelligence Unit – India ("**FIU**"), by its letter dated May 15, 2013, reported suspicious transactions identified in their transactions with the clients. These matters are currently pending.

Against our Company

1. Anil Agarwal ("**Complainant**") filed a complaint against our Company (erstwhile, Angel Infin Private Limited), the erstwhile Angel Infin Private Limited, Dinesh Thakkar, Amit Majumdar, Lalit Thakkar, Vinay Agrawal, Nikil Daxini, Santanu Syam (the "**Accused**") under Sections 415, 416, 417, 418, 419, 420, 425, 426, 463, 464, 465, 467, 468, 471, 477 read with Sections 34 and 120-B of the Indian Penal Code, 1860, for offences relating to cheating, mischief, forgery and criminal conspiracy before the Metropolitan Magistrate, Esplanade Court at Mumbai (the "**Magistrate**") alleging, amongst others, fraudulent trading, overcharging of interest and brokerage and forgery of promissory notes. The Complainant alleged that due to a shortage

of margin in his account maintained with our Company, the Accused deliberately sold only a part of the shares worth ₹ 1.50 million, and accordingly, violated our Company's legal and contractual obligation to liquidate the requisite shares to the extent of the deficit margin. He further alleged that the Accused have acted in a fraudulent and dishonest manner by inducing him to sign an undated promissory note and engineered the rate of interest from 10.00% to 16.00% without his knowledge or consent.

The Complainant further alleged that high financial losses were incurred by him. The Additional Chief Metropolitan Magistrate, by an order dated April 13, 2015 (the "**Order**"), issued the process before the receipt of the report under Section 202 of the Cr.P.C. Our Company, Angel Fincap Private Limited and others through criminal application dated September 23, 2015 filed before the Bombay High Court, refuted all allegations made by the Complainant. Subsequently, the Bombay High Court through its order dated February 2, 2018 quashed the Order. Thereafter, on January 19, 2019, the Magistrate issued a process against the Accused, which was challenged by the Accused before the Court of Sessions, Greater Bombay (the "**Court**"), by way of a criminal revision application. However, the criminal revision application was rejected by the Court by way of its order dated December 2, 2019. Further, the Accused filed a bail application dated December 27, 2019 before the Magistrate, subsequent to which bail was granted. The amount involved in the matter is ₹ 4.77 million. The matter is currently pending.

2. Naval Kishore Nathani (the "**Complainant**") filed a criminal complaint (the "**Complaint**") against our Company, Dinesh Thakkar, Rajani Ram Rayaka and Suresh Ram Rayaka (the "**Accused**") under Sections 406, 419 and 420 of the IPC, before the Judicial Magistrate First Class, Gorakhpur (the "**JMFC**") alleging that the Accused had caused wrongful loss to the Complainant and prayed that a case be registered and proceedings be initiated against the Accused. The JMFC, by its order dated April 7, 2011 (the "**Order**"), issued summons to the Accused in relation to offences allegedly committed under Sections 406, 419 and 420 of the IPC.

   Further, an application was filed by Dinesh Thakkar under Section 205 of the Cr.P.C. before the JMFC requesting for an exemption from personally appearing before the JMFC. Additionally, he filed an application under Section 482 of Cr.P.C. before the Allahabad High Court ("**High Court**"). Pursuant to the order of the High Court dated July 11, 2011, the High Court directed Dinesh Thakkar to file a discharge application before the JMFC. Subsequently, an application dated August 1, 2011 under Section 245 of the Cr.P.C. was filed by Dinesh Thakkar before the JMFC requesting for discharging Dinesh Thakkar from the said criminal proceedings (the "**Discharge Application**"). The Complainant filed a complaint before the Additional Chief Judicial Magistrate, Gorakhpur ("**CJM**"), under Sections 408, 419 and 420 of the IPC, praying that the objection of the Complainant be accepted and Discharge Application be dismissed by the CJM. Dinesh Thakkar filed a criminal revision petition under Section 397 of the Cr.P.C. before the Allahabad High Court challenging the proceedings arising out of the Complaint and the order dated September 29, 2016. The High Court, by its order dated November 17, 2016 and subsequent orders dated February 3, 2017 and December 11, 2017, stayed further proceedings, only against Dinesh Thakkar. The matter is currently pending.

3. Subsequent to the disposal of an application under Section 156(3) of the Cr.P.C. filed by Nardev Singh Tyagi by the Metropolitan Magistrate, Tis Hazari Delhi, Nardev Singh Tyagi (the "**Complainant**") filed a complaint (the "**Complaint**") under Section 200 of the Cr.P.C. against our Company and Dinesh Thakkar ("**Accused**") under Sections 406, 419, 420, 467, 471 and 506 of the IPC before the Chief Metropolitan Magistrate, Delhi (the "**Magistrate**") alleging that our Company had without authorisation forfeited equity shares of certain entities held in the demat account of the Complainant maintained with our Company. Subsequently, evidence was led and examination-in-chief was filed on May 11, 2017, pursuant to the Complaint. Further, the Accused filed a petition dated November 21, 2021 under Section 482 of the Cr.P.C. to quash the Complaint. The High Court of Delhi, by its order dated November 24, 2021 stayed further proceedings against the Accused. The matter is currently pending.

4. Inderjeet Singh, Umesh Kumar and another (the "**Complainants**") filed a complaint (the "**Complaint**") before the Court of Chief Metropolitan Magistrate, Delhi (the "**Magistrate**") against our Company, Angel Capital and Debt Market Limited (erstwhile group company of our Company), through its directors, Dinesh Thakkar and erstwhile director, Mukesh Gandhi under Sections 120B, 409, 420, 468, 471 and 477A of the IPC alleging criminal conspiracy, criminal breach of trust, cheating and dishonestly inducing delivery of property, forgery and falsification, alleging fabrication of accounts and misappropriation of equity shares held by the Complainants against our Company and others. The Magistrate passed an order dated February 18, 2014 for the matter to be sent for investigation under Section 202 of the Cr.P.C. The investigating officer

filed a report along with documents which was perused by the Court of the Additional Chief Metropolitan Magistrate, East District, Karkardooma Courts, Delhi (the "**Court**"), which passed an order stating that there is no sufficient material on record to proceed with the matter. The Complainants subsequently filed a criminal revision petition on August 21, 2017 before the District/Sessions Judge, Karkardooma Courts, Delhi. The Special Judge, Central Bureau of Investigation had, by its order dated March 13, 2018, requested the Complainants to appear before the Court on March 16, 2018. Thereafter, the Complaint was placed by the Court for mediation, by way of its order dated October 16, 2018, before the Mediation Centre, KKD Courts, Delhi, for settlement, to be held on October 23, 2018. However, the Court by way of its order dated December 22, 2018, stated that the mediation proceedings conducted between the parties failed. The Complainant filed an application before the Court to summon Dinesh Thakkar, director of our Company and Mukesh Gandhi, erstwhile director of our Company ("**Application**"). The Application was dismissed *vide* order dated March 14, 2022. The matter is currently pending.

5. A complaint was filed by Mohammad Jahan Khan (the "**Complainant**") against our Company and Dinesh Thakkar (the "**Accused**") before the police station at Piplani, Bhopal under Sections 406, 409, 420, 467, 468, 469, 471 and 120B of the IPC in relation to criminal breach of trust, cheating, dishonesty, forgery and criminal conspiracy committed by the Accused. Thereafter, the Complainant filed a complaint under Section 156(3) of the Cr. P.C. before the Judicial Magistrate, First Class, Bhopal (the "**JMFC**" and the complaint, the "**Complaint**"). The Complainant alleged that there was criminal conspiracy and collusion on part of the Accused to force the Complainant to part with his shares. The Complaint was dismissed through order dated August 17, 2015 for lack of jurisdiction, which was set aside by an order of the Sessions Judge, Bhopal dated November 4, 2015, directing that an FIR be filed against the Accused. The JMFC through its order dated November 19, 2015 directed the police officials to file an FIR against the Accused. The JMFC directed the Police to file a charge sheet. During the investigation, the person in charge at the police station at Piplani, Bhopal ("**Police**") issued a notice dated February 21, 2018 to the Accused, requesting for certain documents, which were produced by our Company before the Police. The matter was listed before the JMFC, where the JMFC again directed the Police to file a charge sheet. Further, our Company filed an application for granting interim relief in the matter before the High Court, which was allowed through an order dated March 23, 2018 (the "**Interim Order**").

   Pursuant to the Interim Order, the Police was directed not to take further action against our Company. Separately, our Company filed a petition before the High Court of Madhya Pradesh (the "**High Court**") under Section 482 of the Cr.P.C. against the State of Madhya Pradesh and Mohammad Jahan Khan for abuse of process of the court. These matters are currently pending.

6. An FIR dated December 29, 2011 was filed at the Manek Chowk Police Station in Ratlam, by the Ashok Hiralal HUF. Ashok Kumar Hiralal HUF ("**Complainant**") filed a complaint before the Judicial Magistrate Court, Ratlam (the "**Magistrate**") against our Company and another under Sections 406, 420, 467, 468 and 471 of the IPC, alleging discrepancies noticed in the Complainant's trading account held with our Company (the "**Complaint**"). The Magistrate passed an order dismissing the Complaint. Further, a criminal revision petition under Section 397 of the Cr.P.C. was filed by the Complainant to revise the order of the trial court dismissing the claim of the Complainant, which was rejected ("**Petition**"). Further, the Complainant filed an application under Section 482 of the Cr.P.C. before High Court of Madhya Pradesh, Indore bench to set aside the order of the Petition. Subsequently, our Company received notice of summons from the High Court of Madhya Pradesh. The matter is currently pending.

7. Amit Ramesh Aswani ("**Applicant**") filed a complaint under Section 156(3) of Cr.P.C. before the Additional Chief Metropolitan Magistrate, Mumbai ("**Metropolitan Court**") in order to direct the Azad Maidan Police Station ("**Police Station**") to lodge a FIR against Ashish Vimalchand Jain ("**Respondent no. 2**"), Reema Castelino, ("**Respondent no. 3**") Dinesh Thakkar ("**Respondent no. 4**") and Vijay Agrawal ("**Respondent no. 5**"), collectively referred to as (the "**Respondents**") for offences committed by the Respondents under Sections, 406, 409, 420, 465, 467, 471 read with 34, 109 and 120B of the IPC in relation to unauthorized trades carried out through the trading accounts of the Applicant and his family members. The Metropolitan Court by way of its order dated March 30, 2016, directed the Police Station to register the crime and to investigate the complaint. The FIR was lodged on April 8, 2016 ("**FIR**") by the Police Station and the Applicant contended that after lodging the FIR there was no further investigation carried out for four months.

   On August 20, 2016, the Applicant wrote a letter to the Senior Inspector of the Police Station demanding for information regarding the investigation. Thereafter, the Applicant filed a R.T.I on October 6, 2016 seeking information regarding progress in the investigation. Since there was no response, the Applicant filed two appeals under sections 19(1) and 19 (3) of the R.T.I Act, 2005 on November 22, 2016 and January 24, 2017 respectively, stating that despite demanding the information from the Senior Inspector of the Police Station, no information was provided. Thereafter, the Applicant filed another complaint, bearing no. 627/Misc/2016, before the Metropolitan Court, praying, amongst others, to direct the Senior Inspector of the Police Station to file detailed reports on the investigation carried out by them and to appoint a new investigation officer to conduct the investigation. The Metropolitan Court, by way of its order dated November 17, 2016 rejected the Applicant's complaint. Subsequently, Respondent no. 3 filed a Criminal Writ Petition, bearing no. 2386 of 2017, before the Bombay High Court for quashing the FIR lodged by the Applicant. The Applicant further filed a Writ Petition, bearing no. 3435 of 2017, before the Bombay High Court seeking transfer of investigation to an appropriate investigating agency from the Police Station. The aforesaid writ petitions are currently pending. The office of Respondent no. 1 through their communication dated October 30, 2017 ("**Notice**") notified the Applicant their intention to file a "B summary report" in relation to the FIR filed by the Applicant. Aggrieved by the Notice, the Applicant protested and challenged it by way of a protest petition, bearing no. 1529/Misc/2017 ("**Protest Petition**"), which was subsequently rejected by the Metropolitan Court.

Thereafter, being aggrieved and dissatisfied by the order of the Metropolitan Court for rejecting the Protest Petition, the Applicant filed a Criminal Revision Application, bearing no. 821 of 2019, before the Sessions Court, Greater Mumbai against the Respondents, praying, amongst others, (i) to set aside the order dated June 22, 2019 passed by the Metropolitan Court and to pass an order for further investigation under Section 173 (8) of the Cr.P.C.; (ii) to assign the said investigation to an appropriate police station; and (iii) to conduct the investigation under the supervision of DCP Zone -1 and to file a report within eight weeks from the receipt of the order. The matter is currently pending.

8. Poonam Abhijit Patil filed a complaint under Section 138 of the Negotiable Instruments Act, 1881 against our Company and Kunal Kamat before the Judicial Magistrate First Class, Kolhapur (the "**JMFC**") as Kunal Kamat, a sub-broker of our Company had issued a cheque from his personal account in favour of Poonam Abhijit Patil, which was declared dishonoured. Subsequently, the JMFC issued summons to our Company and Kunal Kamat (the "**Summons**"). Our Company filed a criminal revision petition before the Court of Sessions Judge, Kolhapur under Section 397 of the Cr.P.C. against Poonam Abhijit Patil aggrieved by the Summons (the "**Revision Petition**"). Separately, our Company also filed an application before the Sessions Judge, Kolhapur for condonation of delay under Section 5 of the Limitation Act, 1963 in relation to the filing of the Revision Petition and same was allowed by order dated February 28, 2019. The matter is currently pending.

9. Sudhir Shamrao Khandurkar and Rajaram Keshavrao Botre filed two separate complaints against our Company and others under Section 138 of the Negotiable Instruments Act, 1881, before the Metropolitan Judicial Magistrate, Kolhapur ("**Magistrate**") alleging dishonour of the cheques which were issued by third parties. Further, the Magistrate transferred the complaint to the court having appropriate jurisdiction and our Company has not received any notice of summons in the matter of Rajaram K Botre. However, our Company is in receipt of notice of summons from the Chief Magistrate, Kolhapur in the matter of Sudhir Shamrao Kandurkar. The aggregate amount involved in these matters is ₹ 0.45 million. These matters are currently pending.

10. Rajesh Shukla ("**Applicant**") filed an application dated August 29, 2016 under Section 156(3) of the Cr.P.C. before the Special Additional Chief Judicial Magistrate C.B.I., Lucknow (the "**ACJM**") against Dinesh Thakkar, Lalit Thakkar, Vinay Agarwal, our Company and certain other employees of our Company, alleging, amongst others, misappropriation of certain funds and false assurances of return on investment. The Applicant by way its application, requested the ACJM to direct the concerned officer of the police to investigate the matter. Further, our Company received a notice under Section 160 of the Cr.P.C, in relation to an investigation under Section 202 of the Cr.P.C, to which our Company has responded through their counsel by way of a letter dated May 15, 2019. The matter is currently pending.

11. Our Company was made party to a criminal writ petition filed before the Bombay High Court by Nitin Sadanand Palekar ("**Petitioner**") against Sujay Prakash Gore and others (the "**Respondents**"). Sujay Prakash Gore, a sub-broker at our Company, along with his father, Prakash Ganesh Gore, misappropriated shares that were held in a demat account of the Petitioner opened with our Company. The Petitioner had filed a complaint before the police station at Kandivali, where the police asked the Petitioner to obtain information from our Company and refused to register the FIR. Further, the Petitioner filed the criminal writ petition before the Bombay High Court. An interim application was filed by Ankit Nitin Palekar, the legal heir of the Petitioner,

to bring his name on record, pursuant to the Petitioner's death and the same was allowed *vide* High Court order dated February 10, 2021. The matter is currently pending.

12. An FIR dated January 27, 2018 was filed at the Shahupura police station in Kolhapur, Maharashtra by Abhijeet Appasaheb Patil ("**Complainant**") under Sections 34, 406, 409 and 420 of the IPC, against our Company alleging *inter alia* cheating and misappropriation in relation to the funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is ₹ 2.89 million. The matter is currently pending.

13. An FIR dated February 5, 2019 was filed at the Perumbavoor police station in Ernakulam, Kerala by Basil Babu and others ("**Complainant**") under Sections 34, 420, 468 and 471 of the IPC, against our Company, our director Dinesh Thakkar and others alleging *inter alia* fraud, fabrication of digital account opening forms and forgery in relation to the Complainant's trading account held with our Company. The aggregate amount involved in this matter is ₹ 0.60 million. The matter is currently pending.

14. An FIR dated June 17, 2019 was filed at the Jeevan Bheemanagar police station in Halasur, Bangalore by Gangadhar Hegde ("**Complainant**") under Sections 406 and 420 of IPC, against our Company alleging *inter alia* dishonesty, breach of trust and cheating in relation to funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is ₹ 2.40 million. The matter is currently pending.

15. An FIR dated July 20, 2013 was filed at the Cubbon Park police station in Bangalore by Somashekar ("**Complainant**") under Sections 34, 420, 465, 468 of IPC, against our Company alleging *inter alia* forgery and illegal act in relation to funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is ₹ 0.63 million. The matter is currently pending.

16. An FIR dated May 12, 2013 was filed at the Kotegate police station in Bikaner by Bhom Singh Bhati ("**Complainant**") under Sections 406 and 420 of the IPC, against our Company alleging *inter alia* fraud and unauthorised trades with shares in Complainant's trading account held with our Company. The matter is currently pending.

17. An FIR dated May 28, 2020 was filed at the Baradari Police Station in Bareilly by Navneet Agrawal ("**Complainant**") under Section 406 and 420 of the IPC, against our Company, our Director Dinesh Thakkar and others alleging *inter alia* criminal breach of trust, fraud, embezzlement and unauthorised trades in relation to funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is approximately ₹ 0.50 million. The matter is currently pending.

18. An FIR dated December 11, 2018 was filed at the MIDC police station in Mumbai, Maharashtra by Rohitan Fema ("**Complainant**") under Section 34, 406, 408, 420, 467, 468 and 471 of the IPC, against our Company and other alleging *inter alia* unauthorised trades of funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is approximately ₹ 12.56 million. The matter is currently pending.

19. An FIR dated December 18, 2016 was filed at the Sardarpura Police Station in Jodhpur, by Teju Leelaram Lulla ("**Complainant**") under Section 406 and 420 of the IPC, against our Company alleging *inter alia* cheating, fraud, dishonesty and criminal breach of trust in relation to funds in Complainant's trading account held with our Company. The aggregate amount involved in this matter is approximately ₹ 1.58 million. The matter is currently pending.

Statutory or regulatory proceedings

1. SEBI, pursuant to its investigation regarding the dealings in the scrip of Sun Infoways Limited by our Company for the period between February 5, 2001 and May 2, 2001, alleged that our Company had indulged in circular and synchronised trades on behalf of its client, Heerachand Salecha (who was also a director of Sun Infoways Limited), thereby creating artificial volumes in the market for the scrip of Sun Infoways Limited. Further, SEBI issued a summons under Section 11C of the SEBI Act on October 30, 2002, inter alia, directing our Company to appear before the investigating officer along with additional information. Our Company appeared before SEBI on December 18, 2002 and by its response dated December 23, 2002, provided the required documents and stated that there was no adverse comments from the stock exchanges, and accordingly, there was no suspicion of syndication of trades conducted by Heerachand Salecha.

Further, SEBI sought comments from our Company on January 4, 2008 regarding the allegations in the investigation report prepared by the investigating officer, including synchronised trades and the alleged violation of the provisions of the SEBI PFUTP Regulations, and our Company, by way of its response dated February 12, 2008, denied all allegations. Our Company, through its reply dated July 31, 2008, denied all allegations relating to synchronised and circular trades by SEBI in its notice dated June 18, 2008 and stated that it had acted on the basis of instructions received from the client. Subsequently, the Enquiry Officer issued a recommendation on May 31, 2010 in his Enquiry Report concluding that the Company had violated the SEBI PFUTP Regulations. Further, the Designated Authority appointed by SEBI, issued a show cause notice dated July 22, 2010 (the "**Notice**"), directing our Company to provide reasons for not implementing the proposed recommendation of restraining the Company from undertaking any new client, or such other action as may be considered fit in terms of the enquiry report. An addendum show cause notice dated January 3, 2012 was issued by SEBI stating that the recommendation of prohibiting the Company from taking up any new assignment for a period of one week, in respect of the charges levied against the Company may not be commensurate with the alleged violations and directed the Company to file further responses, if any, within 21 days of this addendum show cause notice. Our Company, by its letter dated March 15, 2012 filed its reply to the Notice. SEBI, by way of its order dated January 30, 2013 (the "**SEBI Order**"), prohibited our Company from undertaking any new assignment for a period of two weeks. Our Company filed an appeal dated February 7, 2013 before the Securities Appellate Tribunal ("**SAT**") praying that, amongst other things, (i) the SEBI Order be set aside; and (ii) costs be awarded to the Company for challenging the SEBI Order. SAT, by its order dated February 8, 2013, stayed the SEBI Order until further instructions. Subsequently, SAT, by its order dated October 22, 2013 (the "**SAT Order**"), upheld the SEBI Order and granted a stay on the operation of the SAT Order for four weeks. Our Company filed an appeal under Section 15Z of the SEBI Act before the Supreme Court dated November 15, 2013 (the "**Appeal**") against the SEBI Order and the SAT Order, alleging that the SEBI Order and the SAT Order are arbitrary, unreasonable and in violation of the principles of natural justice, amongst others, and prayed that the (i) the Appeal be admitted and allowed, and (ii) the SEBI Order and the SAT Order be set aside. The Supreme Court, by its order dated November 22, 2013 stayed the SEBI Order. The matter is currently pending.

2. Our Company has, pursuant to periodic inspections conducted by SEBI and the Stock Exchanges on the books of accounts and other documents of our Company, received notices from SEBI and NSE in relation to certain deficiencies and alleged non-compliances under SCRR, SEBI Stock Brokers Regulations and circulars issued by SEBI and Stock Exchanges. Our Company has provided and/or is in the process of providing responses to such notices.

Other material proceedings involving our Company

<u>By our Company</u>

Nil

<u>Against our Company</u>

Nil

Litigation involving our Subsidiaries

Criminal proceedings involving our Subsidiaries

<u>By our Subsidiaries</u>

(i) Angel Digitech Services Private Limited

1. Angel Digitech Services Private Limited (*formerly known as Angel Wellness Private Limited*) (the "**Complainant**") filed a criminal complaint against Salman Sheikh (the "**Accused**") under Section 200 read with Section 155 of the Cr.P.C. before the 66th Metropolitan Magistrate, Andheri (the "**Court**") alleging offences under Sections 323, 327, 352 and 355 of the IPC in relation to an assault carried out by the Accused on one of the employees of the Complainant. On September 19, 2017, the Court ordered the police to investigate the matter under Section 202 of the Cr.P.C. The matter is still pending.

Against our Subsidiaries

Nil

Other material proceedings involving our Subsidiaries

Nil

Statutory or regulatory proceedings involving our Subsidiaries

Nil

Litigation involving our Directors

Criminal proceedings involving our Directors

By our Directors

Nil

Against our Directors

1. For further details of litigation involving Dinesh Thakkar, please see the section entitled " – *Litigation involving our Company – Criminal proceedings involving our Company - Against our Company*" on page 291.

2. A complaint was filed by Ramadhar Singh ("**Complainant**") against our director, Dinesh Thakkar and others ("**Accused**") under Section 120(b), 147, 148, 307, 323, 324, 334, 379, 406 and 420 of the IPC before the Court Chief Judicial Magistrate, Muzaffarpur, alleging *inter alia* criminal conspiracy, breach of trust and fraud ("**Complaint**"). Pursuant to the Complaint, an FIR dated November 28, 2019 was filed at the Nagar police station, Muzaffarpur. The Accused filed a writ petition under the High Cour of Judicature at Patna ("**Court**") to quash the Complaint. Subsequently, the Court stayed the proceedings *vide* order dated March 18, 2023. The aggregate amount involved in this matter is ₹ 0.07 million. The matter is currently pending.

Other material proceedings involving our Directors

Nil

Statutory or regulatory proceedings involving our Directors

Nil

Litigation involving our Promoters

Criminal proceedings involving our Promoters

For further details of litigation involving Dinesh Thakkar, please see the section entitled " – *Litigation involving our Company – Criminal proceedings involving our Company - Against our Company*" on page 291 and "– *Litigation involving our Directors – Criminal proceedings involving our Company - Against our Directors"* above.

Other material proceedings involving our Promoters

Nil

Statutory or regulatory proceedings involving our Promoters

Nil

Tax proceedings

We have set out below claims relating to direct and indirect taxes involving our Company and our Subsidiaries in a consolidated manner giving details of number of cases and total amount involved in such claims:

(₹ in million)

Nature of case	Number of cases	Amount involved*
Company		
Direct Tax	3	103.43
Indirect Tax	2	1.53
Total	**5**	**104.96**
Subsidiaries		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Total	**Nil**	**Nil**

* *To the extent quantifiable*

Defaults in repayment of statutory dues*

As on date of this Placement Document, the details of defaults in repayment of statutory dues are as below:

Nature of dues	Amount involved (₹ in million)	Period to which the amount relates	Present status
Stamp duty on transfer of shares under the Indian Stamp Act, 1899	53.89	2011-2016	Unpaid

**Tax litigations of income tax, GST, sales tax, custom, etc. involving tax liabilities, if any and pending at various forums are sub judice and therefore not considered as defaults until the final order is received.*

STATUTORY AUDITORS

M/s S. R. Batliboi & Co. LLP, Chartered Accountants, are Statutory Auditors with respect to our Company, as required by the Companies Act and in accordance with the guidelines issued by the ICAI.

The Audited Consolidated Financial Statements have been audited by our Statutory Auditors, M/s S. R. Batliboi & Co. LLP, Chartered Accountants.

The peer review certificate of our Statutory Auditors is valid as of the date of this Placement Document.

FINANCIAL INFORMATION

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

Report on Review of Financial Information

To,
The Board of Directors,
Angel One Limited

We have reviewed the accompanying Special Purpose Interim Condensed Consolidated Financial Statements of Angel One Limited- (the "Company" or "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") which comprise the special purpose interim condensed consolidated Balance Sheet as at December 31, 2023 and the related special purpose interim condensed consolidated Statement of Profit and Loss (including the special purpose interim condensed consolidated statement of other comprehensive income), special purpose interim condensed consolidated Statement of Changes in Equity and special purpose interim condensed consolidated Statement of Cash Flows for the nine month period ended December 31, 2023, and other explanatory information (together hereinafter referred to as " Special Purpose Interim Condensed Consolidated Financial Statements").

Management's Responsibility for the Special Purpose Interim Condensed Consolidated Financial Statements

This Special Purpose Interim Condensed Consolidated Financial Statements, which is the responsibility of the Holding Company's management and have been approved by the Board of Directors of the Holding Company, has been prepared in accordance with the principles laid down in Indian Accounting Standard 34, ("Ind AS 34") Interim Financial Reporting Prescribed under Section 133 of the Companies Act, 2013, as amended. Our responsibility is to express a conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements based on our review.

Scope of Review

We conducted our review in accordance with Standard on Review Engagements ("SRE") 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by ICAI. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Special Purpose Interim Condensed Consolidated Financial Statements are not prepared, in all material respects, in accordance with Ind AS 34 specified under Section 133 of the Companies Act, 2013 as amended.

Other Matters

1. We did not review the unaudited special purpose interim condensed standalone financial statements of five subsidiaries, whose unaudited special purpose interim condensed standalone financial statements include total assets of Rs. 1,634.79 million as at December 31, 2023, total revenues of Rs. 160.66 million, total net profit after tax of Rs. 22.17 million, net cash outflows of Rs. 6.61 million and total comprehensive income of Rs. 21.70 million, for the nine-month period ended on that date respectively, as included in the Special Purpose Interim Condensed Consolidated Financial Statements which have been reviewed by their respective independent auditors.

   The independent auditor's reports on unaudited Special Purpose Interim Condensed Standalone Financial Statements of these entities have been furnished to us by the Management and our conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements, in so

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far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph above.

2. The accompanying Special Purpose Interim Condensed Consolidated Financial Statements include unaudited special purpose interim condensed standalone financial statements of four subsidiaries, whose unaudited special purpose interim condensed standalone financial statements reflect total assets of Rs. 740.07 million as at December 31, 2023, total revenues of Rs. 12.67 million, total net loss after tax of Rs. 36.82 million, net cash inflows of Rs. 146.83 million and total comprehensive income of Rs. (36.82) million, for the nine-months period ended on that date respectively.

   The unaudited special purpose interim condensed standalone financial statements of these entities have been approved and furnished to us by the Management and our conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements, in so far as it relates to the affairs of these subsidiaries is based solely on such unaudited special purpose interim condensed standalone financial statements. According to the information and explanations given to us by the Management, these unaudited special purpose interim condensed standalone financial statements are not material to the Group.

3. Our conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements in respect of matters stated in paras 1 and 2 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the unaudited special purpose interim condensed standalone financial statements certified by the Management.

4. As mentioned in Note 2 of the accompanying Special Purpose Interim Condensed Consolidated Financial Statements, these financial statements are prepared in accordance with Ind-AS 34, in connection with the Holding Company's proposed fund raise. Accordingly, we have issued this report solely for such purpose, and this report should not be used or referred to for any other purpose.

5. The Group has prepared separate Statement of Unaudited Consolidated Financial Results (the "Unaudited Consolidated Financial Results") for the quarter and nine month period ended December 31, 2023, in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting", on which we have issued a separate auditor's review report dated January 15, 2024. These Unaudited Consolidated Financial Results are prepared for submission by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

For S.R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No.: 048749
UDIN: 24048749BKFGXT4560
Place: Mumbai
Date: March 26, 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Balance Sheet as at 31 December 2023 (Rs. in million)

	Note No.	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	4	1,692.44	1,330.61
(b) Bank balance other than cash and cash equivalents	5	88,910.55	53,580.22
(c) Trade receivables	6	4,324.10	3,741.84
(d) Loans	7	16,967.40	10,051.94
(e) Investments	8	1,213.16	1,094.74
(f) Other financial assets	9	7,660.80	1,861.99
Non-financial Assets			
(a) Current tax assets (Net)		260.64	16.76
(b) Investment property		32.34	32.78
(c) Property, plant and equipment	10	2,156.65	1,463.47
(d) Capital work-in-progress		507.18	615.23
(e) Intangible assets under development		6.10	1.08
(f) Intangible assets		478.05	331.21
(g) Right of use assets		53.26	37.87
(h) Other non-financial assets	11	781.65	616.97
Total Assets		**1,25,044.32**	**74,776.71**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Trade payables	12		
(i) total outstanding dues of micro enterprises and small enterprises		14.75	23.09
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		75,105.95	40,691.98
(b) Debt securities	13	1,831.81	278.28
(c) Borrowings (other than debt securities)	14	15,573.17	7,600.24
(d) Other financial liabilities	15	3,873.59	3,872.04
Non-Financial Liabilities			
(a) Current tax liabilities (Net)		6.07	76.28
(b) Provisions		210.85	163.39
(c) Deferred tax liabilities (Net)		85.46	39.13
(d) Other non-financial liabilities		480.17	416.70
EQUITY			
(a) Equity share capital	16	839.50	834.20
(b) Other equity		27,023.00	20,781.38
Total Liabilities and Equity		**1,25,044.32**	**74,776.71**

The accompanying notes are an integral part of the Unaudited Special Purpose Interim Condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Profit and Loss for the Nine months period ended 31 December 2023

(Rs. in million)

	Note No.	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Revenue from operations			
(a) Interest Income	17	5,383.23	3,825.00
(b) Fees and Commission Income	18	23,702.51	17,896.44
(c) Net gain on fair value changes	19	58.34	37.03
Total Revenue from operations (I)		29,144.07	21,758.47
(d) Other Income (II)	20	68.43	141.86
Total Income (I+II=III)		29,212.50	21,900.33
Expenses			
(a) Finance Costs	21	803.08	697.39
(b) Fees and commission expense		5,689.12	4,735.16
(c) Impairment on financial instruments	22	57.78	21.88
(d) Employee Benefits Expenses	23	3,977.17	3,224.46
(e) Depreciation, amortization and impairment	24	332.40	213.30
(f) Others expenses	25	7,803.52	4,706.00
Total Expenses (IV)		18,663.07	13,598.19
Profit before tax (III-IV=V)		10,549.43	8,302.14
Tax Expense:			
(a) Current Tax		2,648.23	2,044.62
(b) Deferred Tax		51.64	28.63
(c) Taxes for earlier years		(6.78)	(3.35)
Total Income tax expense (VI)		2,693.09	2,069.90
Profit for the period from continuing operations (V-VI=VII)		7,856.34	6,232.24
Loss before tax from discontinued operations (before tax) (VIII)		(0.42)	(2.16)
Tax expense on discontinued operations (IX)		0.07	(0.34)
Loss after tax from discontinued operations (VIII-IX=X) (Refer Note 36)		(0.49)	(1.82)
Profit for the period (VII+X=XI)		7,855.85	6,230.42
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gains / (losses) on defined benefit plans		(21.31)	(16.67)
(b) Income tax relating to above items		5.38	4.20
Other Comprehensive Income for the period (XII)		(15.93)	(12.47)
Total Comprehensive Income for the period (XI+XII)		7,839.92	6,217.95
Earnings / (loss) per equity share (FV Rs. 10 each) (not annualised for interim period)			
Earnings per equity share from continuing operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		93.73	74.89
Diluted EPS - (Rs.)		92.09	73.20
Loss per equity share from discontinued operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		(0.01)	(0.02)
Diluted EPS - (Rs.)		(0.01)	(0.02)
Earnings per equity share from total operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		93.72	74.87
Diluted EPS - (Rs.)		92.08	73.17

The accompanying notes are an integral part of the Unaudited Special Purpose Interim Condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

S.R. BATLIBOI & CO. LLP
MUMBAI
CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Cash Flow for the Nine months period ended 31 December 2023

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
A. Cash flow from operating activities		
Profit before tax	10,549.01	8,299.98
Adjustments for non cash and non-operating activities:		
Depreciation and amortisation expense	332.82	215.46
(Gain) / Loss on cancellation of lease	(0.36)	-
Expense on Employee Stock option scheme	462.10	612.34
Income from leased property	(1.21)	(1.08)
Interest expense on borrowings	619.03	558.99
Interest on Income tax	(0.16)	(0.68)
Provision of expected credit loss on trade receivable	4.35	0.49
Provision of expected credit loss on loans	-	(5.57)
Interest income on financial assets	(3.39)	(3.80)
Bad debt written off (Net)	53.43	26.96
(Profit) / loss on sale of property, plant and equipment	0.56	(101.06)
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(58.34)	(37.03)
Operating profit before working capital changes	**11,957.84**	**9,565.00**
Changes in working capital		
Increase/ (decrease) in trade payables	34,405.63	5,735.31
Increase/ (decrease) in other financial liabilities	1.55	280.98
Increase/ (decrease) in other non-financial liabilities	63.47	(49.02)
Increase/ (decrease) in provisions	26.15	15.91
(Increase)/ decrease in trade receivables	(636.94)	3,226.83
(Increase)/ decrease in loans	(6,915.46)	1,954.84
(Increase)/ decrease in Other Bank Balances	(35,330.33)	(16,414.45)
(Increase)/ decrease in other financial assets	(5,798.70)	(3,929.14)
(Increase)/ decrease in other non-financial assets	(164.72)	(66.45)
Cash generated from / (used in) operations	**(2,391.51)**	**319.81**
Income tax paid (net of refunds)	(2,955.38)	(1,998.79)
Net cash (used in) / generated from operating activities (A)	**(5,346.89)**	**(1,678.98)**
B. Cash flow from Investing activities		
Purchase of property, plant and equipment, intangible assets	(1,055.71)	(895.28)
Proceeds from sale of property, plant and equipment, intangible assets	1.07	131.06
Income from lease property	1.21	1.08
Payment for purchase of mutual funds	(3,256.06)	(6,591.54)
Proceeds from sale of mutual funds	3,195.98	5,778.40
Net cash (used in) / generated from investing activities (B)	**(1,113.51)**	**(1,576.28)**
C. Cash flow from Financing activities		
Proceeds from / (repayments) of borrowings other than debt securities	7,934.51	2,600.65
Proceeds from / (repayments) of debt securities	1,553.53	249.45
Proceeds from long term borrowings - vehicle loan	25.45	-
Repayment of long term borrowings - vehicle loan	(3.14)	(2.32)
Proceeds from issue of equity shares	120.93	104.67
Interest paid on borrowings	(615.93)	(557.59)
Dividend paid	(2,176.03)	(2,154.51)
Repayment of lease liabilities including interest	(17.09)	(14.11)
Net cash (used in) / generated from financing activities (C)	**6,822.23**	**226.24**
Net increase / (decrease) in cash and cash equivalents (A+B+C)	361.83	(3,029.02)
Cash and cash equivalents at the beginning of the period	1,330.61	4,221.07
Cash and cash equivalents at the end of the period	1,692.44	1,192.05
Cash and cash equivalents comprise		
Balances with banks		
in current accounts	1,692.42	1,190.78
Cash on hand	0.02	0.02
Cheques on hand	-	1.25
Total cash and bank balances at end of the period	**1,692.44**	**1,192.05**

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS MUMBAI

ANGEL ONE LIMITED

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Cash Flow for the Nine months period ended 31 December 2023

Notes:

1. Changes in liabilities arising from financing activities

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Opening balance	7,878.52	12,577.32
Addition / (repayment) during the period	9,522.90	2,867.21
Proceeds from vehicle loan	25.45	-
Amortisation of interest and other charges on borrowings	3.10	1.40
Repayments during the period other than above	(20.23)	(16.43)
Other adjustments	(4.76)	-
Closing balance	17,404.98	15,429.49

2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

The accompanying notes are an integral part of the Unaudited Special Purpose Interim Condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Statement of Changes in Equity for the Nine months period ended 31 December 2023

A Equity Share Capital

(Rs. in million)

	No. of shares	Amount
Equity Shares of Rs.10 issued, subscribed and fully paid up		
Balance as at 01 April 2023	8,34,19,741	834.20
Changes in Equity Share Capital during the period	5,30,713	5.31
Balance as at 31 December 2023	8,39,50,454	839.50
Balance as at 01 April 2022	8,28,58,722	828.59
Changes in Equity Share Capital during the period	5,12,338	5.12
Balance as at 31 December 2022	8,33,71,060	833.71

B Other Equity

(Rs. in million)

	Reserves and Surplus							Total
	General Reserve	Securities Premium	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment reserve	Equity-Settled share-based payment reserve	
Balance as at 01 April 2023	132.85	4,205.38	15,717.02	93.32	53.59	1.13	578.11	20,781.38
Profit for the period	-	-	7,855.85	-	-	-	-	7,855.85
Other Comprehensive Income for the period	-	-	(15.93)	-	-	-	-	(15.93)
Premium on equity shares issued	-	502.46	-	-	-	-	-	502.46
Utilised towards equity share option exercised	-	-	-	-	-	-	(386.83)	(386.83)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	2.32	-	-	-	(2.32)	-
Addition for equity share options granted	-	-	-	-	-	-	462.10	462.10
Transfer from retained earnings to Statutory Reserve	-	-	(5.03)	5.03	-	-	-	-
Dividends paid	-	-	(2,176.03)	-	-	-	-	(2,176.03)
Balance as at 31 December 2023	132.85	4,707.84	21,378.20	98.35	53.59	1.13	651.06	27,023.00
Balance as at 01 April 2022	132.85	4,012.96	10,596.06	84.13	53.59	1.13	134.46	15,015.18
Profit for the year	-	-	6,230.42	-	-	-	-	6,230.42
Other Comprehensive Income for the period	-	-	(12.47)	-	-	-	-	(12.47)
Premium on equity shares issued	-	170.02	-	-	-	-	-	170.02
Utilised towards equity share option exercised	-	-	-	-	-	-	(70.47)	(70.47)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	1.10	-	-	-	(1.10)	-
Addition for equity share options granted	-	-	-	-	-	-	612.34	612.34
Transfer from retained earnings to Statutory Reserve	-	-	(5.85)	5.85	-	-	-	-
Dividends paid	-	-	(2,154.51)	-	-	-	-	(2,154.51)
Balance as at 31 December 2022	132.85	4,182.98	14,654.75	89.99	53.59	1.13	675.23	19,790.51

The accompanying notes are an integral part of the Unaudited Special Purpose Interim Condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

1 Corporate information

Angel One Limited ('AOL' or the 'Company') is the holding Company, and its subsidiaries together referred as 'Group'. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, Institutional broking, providing margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. The registered office address of the company is 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai - 400093.

2 Basis of Preparation and presentation

The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements of the company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the periods presented in the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Unaudited Special Purpose Interim Condensed Consolidated Balance Sheet, the Unaudited Special Purpose Interim Condensed consolidated Statements of Changes in Equity, the Unaudited Special Purpose Interim Condensed Consolidated Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Unaudited Special Purpose Interim Condensed Consolidated Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

These Unaudited Special Purpose Interim Condensed Consolidated Financial Statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

These Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the period 01 April 2023 to 31 December 2023 have been prepared in accordance with the Ind AS 34 Interim Financial Reporting, notified under the Companies (Accounting Standards) Rules, 2021 (as amended) specified under Section 133 of the Companies Act, 2013 to the extent applicable to the Group. The interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual consolidated financial statements as at 31 March 2023.

These Unaudited Special Purpose Interim Condensed Consolidated Financial Statements are prepared solely for the purpose of proposed fund raise, as approved by Board of Directors of the Company, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI'), as amended from time to time (the 'Guidance Note').

Standards issued but not effective

There are no standards issued but not yet effective up to the date of issuance of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements.

Changes in accounting policies and disclosures

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2023 dated 31 March 2023 to amend the following Ind AS which are effective from 01 April, 2023. However, these amendments does not have an impact on Unaudited Special Purpose Interim Condensed Consolidated Financial Statements and material accounting policy information.

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statement.

Basis of Consolidation

The Unaudited Special Purpose Interim Condensed Consolidated Financial Statements comprise the Condensed financial statements of the Company and its subsidiaries as at 31 December 2023. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Unaudited Special Purpose Interim Condensed Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The condensed financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended on 31 December 2023.

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ANGEL ONE LIMITED

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received ¤
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

3 Critical accounting estimates and judgements

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period. The area where estimates are significant to the Unaudited Special Purpose Interim Condensed consolidated Financial Statements, or areas involving high degree of judgement or complexity, are same as those disclosed in the annual financial statements for the year ended 31st March 2023.

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Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2023

4 Cash and cash equivalents

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Cash on hand	0.02	0.02
Balances with banks		
-in current accounts	1,692.42	1,329.67
Cheques on hand	-	0.92
Total	**1,692.44**	**1,330.61**

5 Bank balance other than cash and cash equivalents

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Earmarked balances with banks towards unclaimed dividend	2.22	802.66
Fixed deposit with maturity for less than 12 months *	87,953.39	52,120.77
Fixed deposit with maturity for more than 12 months*	12.88	149.23
Interest accrued on fixed deposits	942.06	507.56
Total	**88,910.55**	**53,580.22**

* Breakup of deposits

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Fixed deposits under lien with stock exchanges**	68,500.99	23,792.94
Fixed deposits against credit facilities of the Group	8,171.76	10,600.86
Fixed deposits for bank guarantees	10,676.50	17,534.95
Fixed deposits free from charge	615.02	339.25
Fixed deposits with government authorities	2.00	2.00
Total	**87,966.27**	**52,270.00**

**The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

6 Trade receivables

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Receivables considered good - Secured*	4,311.98	3,721.65
Receivables considered good - Unsecured*	22.86	29.68
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(10.74)	(9.49)
Total	4,324.10	3,741.84

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes Rs. 1,302.86 million as on 31 December 2023 (31 March 2023: Rs. 2,051.60 million) receivable from stock exchanges on account of trades executed by clients.

S.R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS MUMBAI

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7 Loans

(Rs. in million)

		As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
(A)	**Loans measured at Amortised Cost**		
	(i) Margin trading facility	16,822.92	9,953.78
	Add: Accrued interest on margin trading fund	144.48	98.16
	Total - Gross	**16,967.40**	**10,051.94**
(B)	(i) Secured by shares/securities	16,958.81	10,046.81
	(ii) Unsecured	8.59	5.13
	Total (B) Gross	**16,967.40**	**10,051.94**
	Less: Provision for expected credit loss	-	-
	Total (B) Net	**16,967.40**	**10,051.94**
(C)	**Loans in India**		
	(i) Public Sector	-	-
	(ii) Others		
	-Body corporates	64.98	41.69
	-Others (Includes Firms, Trusts, HUFs)	16,902.42	10,010.25
	Total (C) Gross	**16,967.40**	**10,051.94**
	Less: Provision for expected credit loss	-	-
	Total (C) Net	**16,967.40**	**10,051.94**

8 Investments

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Investment in India		
Measured at Fair Value through Profit or Loss		
Equity instruments	0.00	0.00
Mutual funds	1,213.16	1,094.74
Total	1,213.16	1,094.74

A Investments measured at Fair Value through Profit or Loss

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Investment in Equity Instruments (fully paid-up)		
Unquoted		
Equity Shares in Hubtown Limited (Represents ownership of Premises as a member in co-operative society) (face value of Rs. 350 each, 01 share (01 share as on 31 March 2023)	0.00	0.00

9 Other Financial assets (Unsecured, considered good)

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Security Deposits (Refer note (a) below)	7,387.71	1,531.43
Accrued delayed payment charges	1.83	1.30
Deposits against arbitrations*	14.00	13.53
Less: Provision against arbitrations	(14.00)	(13.53)
Other Receivables	271.26	329.26
Total	7,660.80	1,861.99

* Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

(a) Security Deposits

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Security deposits - stock exchanges**	7,328.43	1,477.41
Security deposits - Premises	16.44	15.93
Security deposits - Others	42.84	38.09
Total	7,387.71	1,531.43

** The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

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10 Property, plant and equipment

(Rs. in million)

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount									
As at 01 April 2022	809.83	5.61	46.32	5.45	811.85	82.92	39.92	16.08	1,817.98
Additions/ Adjustments	-	-	2.08	0.10	331.70	0.55	-	-	334.43
Deductions/ Adjustments	(29.87)	(2.95)	(1.28)	(0.54)	(20.88)	(0.53)	(18.83)	-	(74.88)
As at 31 March 2023	779.96	2.66	47.12	5.01	1,122.67	82.94	21.09	16.08	2,077.53
Additions/ Adjustments	-	-	1.49	1.11	910.79	0.01	25.24	-	938.64
Deductions/ Adjustments	-	(1.11)	(5.25)	(0.29)	(16.83)	(18.60)	-	-	(42.08)
As at 31 December 2023	779.96	1.55	43.36	5.83	2,016.63	64.35	46.33	16.08	2,974.09
Accumulated depreciation									
As at 01 April 2022	64.28	3.72	32.26	3.88	218.33	61.76	20.21	11.47	415.91
Depreciation for the year	15.14	1.38	7.41	0.79	200.69	8.38	4.80	2.81	241.40
Disposals	(2.95)	(2.95)	(1.27)	(0.46)	(19.96)	(0.43)	(15.23)	-	(43.25)
As at 31 March 2023	76.47	2.15	38.40	4.21	399.06	69.71	9.78	14.28	614.06
Depreciation for the period	11.04	0.18	4.09	0.44	222.59	2.55	2.53	0.42	243.84
Disposals	-	(0.91)	(4.83)	(0.29)	(16.67)	(17.76)	-	-	(40.46)
As at 31 December 2023	87.51	1.42	37.66	4.36	604.98	54.50	12.31	14.70	817.44
Net block									
As at 31 March 2023	703.49	0.51	8.72	0.80	723.61	13.23	11.31	1.80	1,463.47
As at 31 December 2023	692.45	0.13	5.70	1.47	1,411.65	9.85	34.02	1.38	2,156.65

(a) Includes value of shares in the co-operative society, aggregating to Rs. 0.0005 million (31 March 2022: Rs. 0.0005 million) registered in the name of the Group.
Lien / charge is created against buildings and vehicles. Refer Note (14)

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ANGEL ONE LIMITED

11 Other Non Financial Assets (Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Prepaid expenses	375.21	248.72
Advance to vendor	48.01	90.31
Balance with government authorities	348.16	275.25
Advance to employee	10.25	2.69
Others	0.02	-
Total	781.65	616.97

12 Trade Payables (Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Total outstanding dues of micro enterprises and small enterprises*	14.75	23.09
Total outstanding dues of creditors other than micro enterprises and small enterprises:		
Trade payables - Clients**	74,634.23	40,392.55
Trade payables - Expenses	471.72	299.43
Total	75,120.70	40,715.07

*No interest was paid during the year / previous years in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Rs. Nil (previous year Rs. Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditors.

**Includes Rs. 2,100.12 million as on 31 December 2023 (31 March 2023: Rs. 1,213.15 million) payable to stock exchanges on account of trades executed by clients.

13 Debt Securities (Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Measured at amortised cost (in India)		
Unsecured		
Commercial Paper (Refer note a)	1,850.00	280.00
Less : Discount on Commercial Paper	(18.19)	(1.72)
Total	1,831.81	278.28

(a) Rate of interest is ranging from 8.50% to 8.80% (as at 31 March 2023: 7.60% to 8.20%) for commercial papers outstanding.
Terms of repayment
The aforesaid debt securities are repayable on maturity and tenure is 90 days to 92 days (as at 31 March 2023: 90 days to 91 days).

14 Borrowings (other than debt securities) (Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Borrowings measured at Amortised Cost (In India)		
(i) Secured		
(a) Loan from banks and financial institution		
- Secured against hypothecation of vehicles (Refer note a)	27.28	4.97
(b) Loans repayable on demand (Refer note b)		
- Overdraft / Loan from banks / NBFCs	626.73	2,399.63
- Working Capital Demand Loan	14,845.91	5,149.98
(c) Interest accrued but not due on borrowings	18.14	6.66
(ii) Unsecured		
(a) Lease liability payable over the period of the lease	55.11	39.00
Total	15,573.17	7,600.24

Rate of interest is ranging from 6.75% to 10.00% (as at 31 March 2023: 5.35% to 9.90%) for above borrowings.

(a) Security and terms of repayment of borrowings from banks:
The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except one loan which is repayable in 48 monthly instalments from the start of the loan.

(b) Security and terms of repayment of borrowings from banks repayable on demand:
Secured against hypothecation of book debts / mortgage of property / lien on fixed deposits / personal guarantee of directors.

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15 Other Financial liabilities

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Book Overdraft	0.43	0.00
Payable to Sub broker	1,962.85	1,863.35
Employee benefits payable	487.58	368.44
Expenses payable	1,380.58	796.43
Refund payable to customers	1.28	1.28
Dividend payable	-	800.83
Other payables	40.87	41.71
Total	**3,873.59**	**3,872.04**

16 Equity share capital

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Authorized		
10,00,00,000 (31 March 2023 : 10,00,00,000) Equity shares of Rs. 10/- each.	1,000.00	1,000.00
Total	1,000.00	1,000.00
Issued, Subscribed and paid up		
8,39,50,454 (31 March 2023 : 8,34,19,741) Equity shares of Rs. 10/- each.	839.50	834.20
Total	839.50	834.20

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the period

(Rs. in million)

	No. of shares	Amount
As at 01 April 2022	8,28,58,722	828.59
Issued during the year - ESOP	5,61,019	5.61
As at 31 March 2023	8,34,19,741	834.20
Issued during the period - ESOP	5,30,713	5.31
As at 31 December 2023	8,39,50,454	839.50

S. R. BATLIBOI & CO. LLP ★ MUMBAI ★ CHARTERED ACCOUNTANTS

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Angel One Limited
Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2023

17 Interest Income (Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
On Financial Assets measured at Amortised Cost		
Interest on margin funding and delayed payment	1,927.35	1,997.01
Interest Income from lending Activities	-	46.62
Interest on fixed deposits with banks	3,455.88	1,781.37
Total	5,383.23	3,825.00

18 Fees and Commission Income (Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Brokerage	19,929.19	14,993.03
Income from depository operations	1,025.00	793.21
Income from distribution operations	283.12	238.96
Other operating income	2,465.20	1,871.24
Total	23,702.51	17,896.44

19 Net gain on fair value changes* (Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
On financial instruments designated at fair value through profit or loss on Investments in mutual funds	58.34	37.03
Total Net gain/(loss) on fair value changes	58.34	37.03
Fair Value changes:		
-Realised	38.32	27.75
-Unrealised	20.02	9.28

* Fair value changes in this note are other than those arising on account of interest income/expense.

20 Other Income (Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Income from co-branding	30.72	15.40
Gain on cancellation of operating leases	0.36	-
Profit on sale of Property, plant and equipment (net)	-	101.06
Lease income from director	1.21	1.08
Interest on security deposits measured at amortised cost	0.29	0.46
Interest on trade receivables at amortised cost	3.10	3.34
Interest on income tax refund	0.49	0.68
Writeback of excess provision on loans	0.01	-
Miscellaneous Income	32.25	19.84
Total	68.43	141.86

21 Finance Costs (Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	479.68	460.57
Interest on debt securities	136.25	97.02
Interest on lease liabilities	3.10	1.40
Bank guarantee, commission and other charges	184.05	138.40
Total	803.08	697.39

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22 Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Financial instruments measured at Amortised cost		
Expected credit loss on trade receivable	4.35	0.49
Expected credit loss on loans	-	(5.57)
Bad debts written off (net)	53.43	26.96
Total	57.78	21.88

23 Employee benefits expenses

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Salaries and wages	3,221.99	2,406.91
Contribution to provident and other funds	91.15	69.77
Gratuity and compensated absences expenses	44.61	31.41
Training and Recruitment expenses	100.57	60.45
Expense on employee stock option scheme	462.10	612.34
Staff welfare expenses	56.75	43.58
Total	3,977.17	3,224.46

24 Depreciation, amortization and impairment

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Depreciation on property plant and equipment	243.42	174.98
Depreciation on investment property	0.44	0.44
Amortization of intangible assets	73.28	24.28
Depreciation on right to use assets	15.26	13.60
Total	332.40	213.30

25 Other expenses

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Rent, rates and taxes	56.49	51.63
Communication Costs	190.98	188.43
Printing and stationery	10.80	13.96
Advertisement and publicity	4,731.03	2,600.18
Directors' sitting fees	10.07	2.98
Legal and Professional charges	253.96	161.56
Insurance	6.37	5.56
Software connectivity license/maintenance expenses	1,426.42	880.33
Travel and conveyance	138.90	155.42
Electricity	9.98	10.40
Administrative support services	31.59	26.24
Demat Charges	242.80	254.32
Bank charges	5.29	3.98
Interest on income tax	0.33	-
Membership and subscription fees	2.95	3.44
Loss on account of Error Trades (Net)	15.56	9.85
Repairs and maintenance		
- Buildings	8.18	8.13
- Others	3.48	17.95
Auditors' remuneration	5.95	3.40
Loss on sale/write off of Property, Plant and Equipment (net)	0.56	-
Office Expenses	12.68	14.34
Security guards expenses	6.07	5.32
Corporate social responsibility expenses	128.72	54.06
Miscellaneous Expenses	504.36	234.52
Total	7,803.52	4,706.00

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26 Earning Per Share (EPS)

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Profits attributable to equity holders - from continuing operations	7,856.34	6,232.24
Weighted average number of equity shares used in computing Basic Earnings per Equity Share (A)	8,38,22,272	8,32,18,663
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	93.73	74.89
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,93,280	19,25,859
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,53,15,552	8,51,44,522
Diluted earnings per share (Rs.) (FV of Rs. 10 each)(not annualised for interim period)	92.09	73.20

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Profits attributable to equity holders - from discontinued operations	(0.49)	(1.82)
Weighted average number of equity shares outstanding (A)	8,38,22,272	8,32,18,663
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	(0.01)	(0.02)
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,93,280	19,25,859
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,53,15,552	8,51,44,522
Diluted earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	(0.01)	(0.02)

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Profits attributable to equity holders - from total operations	7,855.85	6,230.42
Weighted average number of equity shares outstanding (A)	8,38,22,272	8,32,18,663
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	93.72	74.87
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,93,280	19,25,859
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,53,15,552	8,51,44,522
Diluted earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	92.08	73.17

27 Contingent Liability

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Guarantees		
(i) Bank guarantees with exchanges as margin / government authorities	21,231.30	35,051.50
Others		
(i) Claims against the Group not acknowledged as debts*	75.82	77.49
(ii) Disputed income tax and GST demands not provided for (Refer note (a) below)	104.96	103.43

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

(i) Rs. 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);

(ii) Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

(iii) Rs. 1.99 million on account of disallowance made as section 14A for Assessment Year 2020-21 vide assessment order dated September 27, 2022 passed by Assessing Officer. Company filed an appeal before CIT(A);

(iv) Rs. 0.11 million on account of ITC disallowance made by GST officer - Punjab as per section 16 of CGST Act, 2017 vide order dated December 20, 2023 passed by Officer. Company will file an appeal before Appellate Authority;

(v) Rs. 1.42 million on account of ITC disallowance made by GST officer - Telangana as per section 17 of CGST Act, 2017 vide order dated December 22, 2023 passed by Officer. Company will file an appeal before Appellate Authority.

Above disputed income tax demands does not include interest under the Income Tax Act, 1961 and CGST Act 2017 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

28 Capital Commitments

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Capital commitment for purchase of property, plant and equipment and intangible assets	96.91	18.16

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29 Related Party Disclosures

(A) Names of related parties and nature of relationship

Name of Related Party	
(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
(b) Relatives of above individuals	
Ms. Kanta Thakkar	Spouse of Mr. Dinesh Thakkar
Mr. Vinay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Vijay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Ashok Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Mahesh Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Shobraj Thakkar	Brother of Mr. Dinesh Thakkar
Dinesh Thakkar HUF	HUF
(c) Key Management Personnel	
Mr. Narayan Gangadhar (Resigned with effect from 16 May 2023)	Chief Executive Officer
Mr. Ketan Shah	Director and KMP
Mr. Krishna Iyer	Director
Mr. Amit Majumdar (From 17 April 2023)	Whole time Director
Mr. Kamalji Jagat Bhushan Sahay (Upto 13 May 2023)	Independent Director
Mr. Uday Sankar Roy (Upto 13 May 2023)	Independent Director
Ms. Mala Todarwal	Independent Director
Mr. Muralidharan Ramachandran	Independent Director
Mr. Kalyan Prasath (From 16 January 2023)	Independent Director
Mr. Sridhar Arabadi Krishnaswamy (From 16 January 2023)	Independent Director
Mr. Nerur Thiagarajan Arunkumar(From 13 July 2023)	Independent Director
Mr. Vineet Agrawal	Chief Financial Officer
Ms. Naheed Patel	Company Secretary
(d) Relatives of Key Management Personnel as above	
Ms. Priti Shah	Spouse of Mr. Ketan Shah
Mr. Rajendra Kumar Agrawal	Father of Mr. Vineet Agrawal
Ms. Shalini Agarwal	Spouse of Mr. Vineet Agrawal
Ms. Nishika Vineet Agrawal	Daughter of Mr. Vineet Agrawal
Ms. Aruna Narayan (Upto 16 May 2023)	Spouse of Mr. Narayan Gangadhar
Mr. Ganesh Iyer	Brother of Mr. Krishna Iyer
Ms. Chandra Shah	Mother of Mr. Ketan Shah
Mr. Deven Bharat Shah	Brother of Mr. Ketan Shah
(e) Enterprises in which director and its relatives are member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the period ended:

(Rs. in million)

Nature of Transactions	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Interest Received		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.01
Income from broking activities		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	0.77	0.02
Dinesh Thakkar HUF	0.05	-
Shobraj Thakkar	-	-
Vijay Thakkar	0.11	0.00
Kanta Thakkar	0.48	0.26
Vinay Thakkar	0.15	0.00
Key Management Personnel		
Narayan Gangadhar	0.00	0.00
Amit Majumdar	0.00	-
Ketan Shah	-	0.00
Vineet Agrawal	0.06	0.06
Krishna Iyer	0.03	0.04
Relatives of Key Management Personnel		
Shalini Agarwal	0.00	0.03
Rajendra Kumar Agrawal	0.00	-
Priti Shah	-	0.00
Chandra Shah	0.00	0.00
Deven Bharat Shah	0.19	0.06
Aruna Narayan	-	0.00
Nerur Thiagarajan Arunkumar	0.00	-
Ganesh Iyer	0.01	0.01
Nishika Vineet Agrawal	-	0.00
Enterprises in which director and its relatives are member		
Nirwan Monetary Service Private Limited	1.31	0.09
Jack and Jill Apparel Private Limited	-	0.00
Lease income from furnished property		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence		
Dinesh Thakkar	1.21	1.08

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Nature of Transactions	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Remuneration Paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence		
Dinesh Thakkar	54.05	43.08
Key management personnel and their relatives		
Narayan Gangadhar	3.07	27.59
Amit Majumdar	14.96	-
Ketan Shah	19.42	13.16
Vineet Agrawal	19.42	13.16
Naheed Patel	3.23	2.35
Relatives of Key Management Personnel		
Vinay Thakkar	1.43	1.21
Professional Fees		
Key management personnel and their relatives		
Vijay Thakkar	1.43	-
Directors' sitting fees		
Key Management Personnel		
Kamalji Jagat Bhushan Sahay	0.14	0.42
Uday Sankar Roy	0.18	0.54
Krishna Iyer	0.70	0.74
Mala Todarwal	0.86	0.66
Muralidharan Ramachandran	1.06	0.62
Kalyan Prasath	0.74	-
Sridhar Arabadi Krishnaswamy	0.82	-
Nerur Thiagarajan Arunkumar	0.32	-
Commission to non executive directors		
Key Management Personnel		
Kamalji Sahay	0.95	-
Krishna Iyer	0.95	-
Mala Todarwal	0.95	-
Murlidharan Ramchandran	0.95	-
Uday Roy	0.95	-
Business support services		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.00
Dividend paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	596.13	434.31
Dinesh Thakkar HUF	21.93	15.98
Kanta Thakkar	0.19	0.14
Ashok Thakkar	92.46	67.36
Mahesh Thakkar	0.03	0.03
Enterprises in which director and its relatives are member		
Nirwan Monetary Services Private Limited	215.62	157.09
Key Management Personnel and their relatives		
Amit Majumdar	0.32	-
Vinay Agrawal	-	-
Ketan Shah	5.59	3.26
Vineet Agrawal	4.27	3.57
Naheed Patel	0.06	0.03
Loan Given		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.09
Repayment of Loan Given		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	-	0.31

(C) Amount due to/from related party:

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Other Receivables		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence		
Dinesh Thakkar	7.50	7.50
Other Payables		
Key Management Personnel and their relatives		
Vijay Thakkar	-	0.50

No rent is charged on property taken from one of the directors which is used as an office by the Group. Rs. 7.50 million pertains to security deposits paid against the same property.
Provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Group basis are not included in remuneration to key management personnel.
Amounts recoverable as mentioned above are unsecured and receivable in cash.

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30 Revenue from contracts with customers

The Group has recognised following amounts relating revenue in the statement of profit and loss

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Type of services		
Total revenue from contract with customers	23,702.51	17,896.44

Disaggregation of revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

(Rs. in million)

	Nine Months period ended 31 December 2023 (Unaudited)	Nine Months period ended 31 December 2022 (Unaudited)
Primary geographical market		
Within India	23,702.51	17,896.44
Outside India	-	-
Total	23,702.51	17,896.44
Timing of revenue recognition		
Services transferred at a point in time	23,514.51	17,740.18
Services transferred over a period of time	188.00	156.26
Total	23,702.51	17,896.44

Contract Balances

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Trade Receivables	4,324.10	3,741.84
Revenue received in advance (contract liability)*	2.89	6.64

(Rs. in million)

	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Amounts included in contract liability at the beginning of the period	6.64	30.60

* Applying practical expedient as given in Ind AS 115, the Group has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

31 Fair value measurement

(A) Financial instrument by category

(Rs. in million)

	FVOCI	FVTPL	Amortised Cost
As at 31 December 2023			
Financial Assets			
Cash and cash equivalents	-	-	1,692.44
Bank Balance other than cash and cash equivalent	-	-	88,910.55
Trade Receivables	-	-	4,324.10
Loans	-	-	16,967.40
Investments	-	1,213.16	-
Other Financial assets	-	-	7,660.80
Total Financial Assets	-	1,213.16	1,19,555.29
Financial Liabilities			
Trade payables	-	-	75,120.70
Debt securities	-	-	1,831.81
Borrowings (other than debt securities)	-	-	15,573.17
Other financial liabilities	-	-	3,873.59
Total Financial liabilities	-	-	96,399.27
As at 31 March 2023			
Financial Assets			
Cash and cash equivalents	-	-	1,330.61
Bank Balance other than cash and cash equivalent	-	-	53,580.22
Trade Receivables	-	-	3,741.84
Loans	-	-	10,051.94
Investments	-	1,094.74	-
Other Financial assets	-	-	1,861.99
Total Financial Assets	-	1,094.74	70,566.60
Financial Liabilities			
Trade payables	-	-	40,715.07
Debt securities	-	-	278.28
Borrowings (other than debt securities)	-	-	7,600.24
Other financial liabilities	-	-	3,872.04
Total Financial liabilities	-	-	52,465.63

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(B) **Fair Value hierarchy**

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis: (Rs. in million)

	Level 1	Level 2	Level 3	Total
As at 31 December 2023				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	1,213.16	-	-	1,213.16
As at 31 March 2023				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	1,094.74	-	-	1,094.74

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality and investment in mutual fund at closing NAV as at reporting period.

32 **Maturity analysis of assets and liabilities**

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs. in million)

	As at 31 December 2023 (Unaudited)		
	Current (Less than 12 months)	Non-Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	1,692.44	-	1,692.44
Bank Balance other than cash and cash equivalents	88,896.31	14.24	88,910.55
Trade Receivables	4,324.10	-	4,324.10
Loans	16,967.40	-	16,967.40
Investments	1,213.16	0.00	1,213.16
Other Financial assets	7,527.43	133.37	7,660.80
Current tax assets (Net)	-	260.64	260.64
Investment Property	-	32.34	32.34
Property, Plant and Equipment	-	2,156.65	2,156.65
Capital work-in-progress	-	507.18	507.18
Intangible assets under development	-	6.10	6.10
Intangible assets	-	478.05	478.05
Right of use assets	-	53.26	53.26
Other non-financial assets	410.31	371.34	781.65
Total Assets	1,21,031.15	4,013.17	1,25,044.32
Liabilities			
Trade Payables	75,120.70	-	75,120.70
Debt securities	1,831.81		1,831.81
Borrowings (other than debt securities)	15,520.84	52.33	15,573.17
Other financial liabilities	3,852.34	21.25	3,873.59
Current tax liabilities (Net)	6.07	-	6.07
Provisions	70.08	140.77	210.85
Deferred tax liabilities (Net)	-	85.46	85.46
Other non-financial liabilities	480.17	-	480.17
Total Liabilities	96,882.01	299.81	97,181.82

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Angel One Limited
Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2023

(Rs. in million)

	As at 31 March 2023 (Audited)		
	Current (Less than 12 months)	Non-Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	1,330.61	-	1,330.61
Bank Balance other than cash and cash equivalents	53,427.82	152.40	53,580.22
Trade Receivables	3,741.84	-	3,741.84
Loans	10,051.94	-	10,051.94
Investments	1,094.74	0.00	1,094.74
Other Financial assets	1,736.55	125.44	1,861.99
Current tax assets (Net)	-	16.76	16.76
Investment Property	-	32.78	32.78
Property, Plant and Equipment	-	1,463.47	1,463.47
Capital work-in-progress	-	615.23	615.23
Intangible assets under development	-	1.08	1.08
Intangible assets	-	331.21	331.21
Right of use assets	-	37.87	37.87
Other non-financial assets	302.48	314.49	616.97
Total Assets	71,685.98	3,090.73	74,776.71
Liabilities			
Trade Payables	40,715.07	-	40,715.07
Debt securities	278.28	-	278.28
Borrowings (other than debt securities)	7,575.12	25.12	7,600.24
Other Financial liabilities	3,854.54	17.50	3,872.04
Current tax liabilities (Net)	76.28	-	76.28
Provisions	56.92	106.47	163.39
Deferred tax liabilities (Net)	-	39.13	39.13
Other non-financial liabilities	416.70	-	416.70
Total Liabilities	52,972.91	188.22	53,161.13

33 Pursuant to SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 to the extent applicable to Commercial Papers, information as required under Regulation 52(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the period ended 31 December 2023 is as mentioned below:

Key Financial Information

Particulars	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Debt Equity Ratio [1]	0.62 Times	0.36 Times
Debt Service Coverage ratio [2]	15.07 Times	15.15 Times
Interest Service Coverage ratio [3]	14.19 Times	14.35 Times
Net worth [4]	₹ 27,862.50 million	₹ 21,615.58 million
Net Profit after tax	₹ 7,856.34 million	₹ 8,901.92 million
Earning per share (Basic)	₹ 93.72	₹ 106.88
Earning per share (Diluted)	₹ 92.08	₹ 105.09
Outstanding redeemable preference shares	Not Applicable	Not Applicable
Capital redemption reserve/Debenture redemption reserve	Not Applicable	Not Applicable
Current Ratio	1.25 Times	1.35 Times
Long term debt to Working Capital Ratio [5]	0.00 Times	0.00 Times
Bad debts to Accounts Receivable Ratio	0.00 Times	0.00 Times
Current Liability Ratio [6]	1.00 Times	1.00 Times
Total Debt to Total Assets	0.14 Times	0.11 Times
Debtors Turnover Ratio [7]	5.48 Times	6.60 Times
Inventory Turnover Ratio	Not Applicable	Not Applicable
Operating Margin (%) [8]	36.20%	39.71%
Net profit Margin (%) [9]	26.96%	29.66%

[1] *Debt Equity Ratio = Debt(Borrowing (excluding lease liability) + Accrued interest) / Equity (Equity share capital + Other equity)*

[2] *Debt Service coverage ratio = Operating Cash Profit + Interest Expenses (excludes interest costs on leases as per IND AS 116)/ (Interest Expenses (excludes interest costs on leases as per IND AS 116) + Current maturity of Long term Loans)*

[3] *Interest Service coverage ratio = Profit before interest (excludes interest costs on leases as per IND AS 116) and tax / (interest Expenses (excludes interest costs on leases as per IND AS 116 on leases)*

[4] *Net worth = Equity share capital + Other equity*

[5] *Long term debt to working capital = Long term debt (excluding lease liability) / (Current assets - Current Liabilities)*

[6] *Current Liability Ratio = Current Liabilities / Total Liabilities*

[7] *Debtors turnover = Fees and Commission Income / Trade Receivables*

[8] *Operating margin (%) = Profit before tax / Total revenue from operations*

[9] *Net profit margin (%) = Profit for the year from continuing operations / Total revenue from operations*

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34 Disclosure of interest in Subsidiaries

The Unaudited Special Purpose Interim Condensed consolidated Financial Statements include the financial statements of the Company and its subsidiaries. Group does not have any joint ventures or associates. Angel One Limited is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/ Country of incorporation	As at 31 December 2023 (Unaudited)	As at 31 March 2023 (Audited)
Angel Financial Advisors Private Limited	India	100%	100%
Angel Fincap Private Limited	India	100%	100%
Angel Securities Limited	India	100%	100%
Angel Digitech Services Private Limited	India	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%
Angel Crest Limited	India	100%	NA
Angel One Asset Management Limited	India	100%	NA
Angel One Trustee Limited	India	100%	NA
Angel One Wealth Limited (formerly known as Angel One Wealth Management Limited)	India	100%	NA

35 Segment Reporting

The Group's operations predominantly relate to equity, currency and commodity broking and its related activities business and is the only operating segment of the Group. The Chief Operating Decision Maker (CODM) reviews the operations of the Group as one operating segment. Hence no separate segment information has been furnished herewith.

The Group operates in one geographic segment namely "within India" and hence no separate information for geographic segment wise disclosure is required.

36 Discontinued Operations

The economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated 23 June 2020 to discontinue/abandon this line of business with effect from 30 June 2020.

However, Management of subsidiary company has entered into new business activities and is using existing resources to continue for the foreseeable future. Management of subsidiary company is using the assets pertaining to Gym and Healthcare business as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

37 Distribution made and proposed

Dividends on equity shares declared and paid:	Nine Months period ended 31 December 2023 (Unaudited)		Nine Months period ended 31 December 2022 (Unaudited)	
	Per share	(Rs. in million)	Per share	(Rs. in million)
Final dividend for the year ended 31 March 2023 and 31 March 2022	4.00	335.25	2.25	186.91
Fourth Interim dividend for the year ended 31 March 2022	-	-	7.00	580.43
First Interim dividend for the period ended 31 December 2023 and 31 December 2022	9.25	775.33	7.65	637.33
Second Interim dividend for the period ended 31 December 2023 and 31 December 2022	12.70	1,065.45	9.00	749.84
Total	25.95	2,176.03	25.90	2,154.51
Proposed dividends on Equity shares				
Third Interim dividend for the period ended 31 December 2023 and 31 December 2022	12.70	1,066.17	9.60	800.36

38 ESOPs

The Nomination and Remuneration Committee during the period ended 31 December 2023 granted 27,411 stock options, 8,68,247 Restricted stock units and 7,84,080 Performance Stock units to the eligible employees of the Group under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).

As on 31 December 2023, the Group has 37,708 stock options outstanding under Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018), 11,37,536 Restricted stock units, 11,48,412 Performance stock units and 5,49,218 stock options outstanding under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).

Expense on employee stock option scheme included in Employee benefits expenses, is net of expenses reversed on account of lapsed options during the period/year.

39 Restructuring

The Board of Directors of the holding Company, at their meeting held on 09 August 2023, approved the scheme of arrangement ("Scheme") for transferring and vesting certain business undertakings of the Company, to its two wholly owned subsidiaries, Angel Securities Limited ("ASL") and Angel Crest Limited ("ACL") as a going concern, on slump sale basis, pursuant to which the broking business and depository participant operations of the Company being conducted through its two Business Undertakings (as defined in the said Scheme document), shall be transferred to Angel Securities Limited and Angel Crest Limited, respectively. The Scheme is subject to receipt of requisite approvals from the Stock Exchanges, the shareholders of the Company, its creditors, National Company Law Tribunal and other regulatory and statutory authorities, if any, under applicable laws.

S. R. BATLIBOI & CO. LLP CHARTERED ACCOUNTANTS MUMBAI

Angel One Limited

Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2023

40 The Group had prepared separate Statement of Unaudited Consolidated Financial Results (the "Consolidated Financial Results") for the quarter and nine months period ended 31 December 2023, in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting". These Consolidated Financial Results were prepared for submission by the Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

41 **Subsequent events:**
The Board of Directors of the holding company at its meeting held on 15 January 2024, has declared third interim dividend of Rs. 12.70 per equity share (total amounting to Rs. 1,066.17 millions).

42 The financial statements of the Group were approved for issue vide a circular resolution of the Board of Directors on 26 March 2024.

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

S.R. BATLIBOI & CO. LLP ★ MUMBAI ★ CHARTERED ACCOUNTANTS

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

Report on Review of Financial Information

To,
The Board of Directors,
Angel One Limited

We have reviewed the accompanying Special Purpose Interim Condensed Consolidated Financial Statements of Angel One Limited- (the "Company" or "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as the "Group") which comprise the special purpose interim condensed consolidated Balance Sheet as at December 31, 2022 and the related special purpose interim condensed consolidated Statement of Profit and Loss (including the special purpose interim condensed consolidated statement of other comprehensive income), special purpose interim condensed consolidated Statement of Changes in Equity and special purpose interim condensed consolidated Statement of Cash Flows for the nine month period ended December 31, 2022, and other explanatory information (together hereinafter referred to as " Special Purpose Interim Condensed Consolidated Financial Statements").

Management's Responsibility for the Special Purpose Interim Condensed Consolidated Financial Statements

This Special Purpose Interim Condensed Consolidated Financial Statements, which is the responsibility of the Holding Company's management and have been approved by the Board of Directors of the Holding Company, has been prepared in accordance with the principles laid down in Indian Accounting Standard 34, ("Ind AS 34") Interim Financial Reporting Prescribed under Section 133 of the Companies Act, 2013, as amended. Our responsibility is to express a conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements based on our review.

Scope of Review

We conducted our review in accordance with Standard on Review Engagements ("SRE") 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by ICAI. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

Conclusion

Based on our review, nothing has come to our attention that causes us to believe that the accompanying Special Purpose Interim Condensed Consolidated Financial Statements are not prepared, in all material respects, in accordance with Ind AS 34 specified under Section 133 of the Companies Act, 2013 as amended.

Other Matters

1. We did not review the unaudited special purpose interim condensed standalone financial statements of five subsidiaries, whose unaudited special purpose interim condensed standalone financial statements include total assets of Rs. 1,552.79 million as at December 31, 2022, total revenues of Rs. 166.38 million, total net profit after tax of Rs. 58.75 million, net cash inflows of Rs. 15.76 million and total comprehensive income of Rs. 58.34 million, for the nine-month period ended on that date respectively, as included in the Special Purpose Interim Condensed Consolidated Financial Statements which have been reviewed by their respective independent auditors.

The independent auditor's reports on unaudited special purpose interim condensed standalone financial statements of these entities have been furnished to us by the Management and our conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph above.

2. Our conclusion on the Special Purpose Interim Condensed Consolidated Financial Statements in respect of matters stated in paras 1 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the unaudited special purpose interim condensed standalone financial statements certified by the Management.

3. The comparative interim financial information of the Company for the corresponding period ended December 31, 2021, included in these interim condensed consolidated financial statements have been approved and furnished to us by the Management.

4. As mentioned in Note 2 of the accompanying Special Purpose Interim Condensed Consolidated Financial Statements, these financial statements are prepared in accordance with Ind-AS 34, in connection with the Holding Company's proposed fund raise. Accordingly, we have issued this report solely for such purpose, and this report should not be used or referred to for any other purpose.

5. The Group has prepared separate Statement of Unaudited Consolidated Financial Results (the "Unaudited Consolidated Financial Results") for the quarter and nine month period ended December 31, 2022, in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting", on which we have issued a separate auditor's review report dated January 16, 2023. These Unaudited Consolidated Financial Results are prepared for submission by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

For S.R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No.: 048749
UDIN: 24048749BKFGXR5784
Place: Mumbai
Date: March 26, 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Balance Sheet as at 31 December 2022

(Rs. in million)

	Note No.	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	4	1,192.05	4,221.07
(b) Bank balance other than cash and cash equivalents	5	60,942.95	44,528.50
(c) Trade receivables	6	2,402.30	5,653.24
(d) Loans	7	11,625.73	13,575.00
(e) Investments	8	1,036.69	186.52
(f) Other financial assets	9	5,875.85	1,947.15
Non-financial Assets			
(a) Current tax assets (Net)		14.70	21.41
(b) Deferred tax assets (Net)		-	18.47
(c) Investment property		32.92	33.36
(d) Property, plant and equipment	10	1,465.14	1,402.07
(e) Capital work-in-progress		466.98	-
(f) Intangible assets under development		0.75	119.96
(g) Intangible assets		318.64	65.63
(h) Right of use assets		34.26	17.20
(i) Other non-financial assets	11	476.30	409.85
Total Assets		**85,885.26**	**72,199.43**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Trade payables	12		
(i) total outstanding dues of micro enterprises and small enterprises		5.79	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		46,397.62	40,668.10
(b) Debt securities	13	495.12	245.67
(c) Borrowings (other than debt securities)	14	14,950.67	12,335.31
(d) Other financial liabilities	15	2,811.24	2,530.26
Non-Financial Liabilities			
(a) Current tax liabilities (Net)		44.96	9.87
(b) Provisions		153.61	121.03
(c) Deferred tax liabilities (Net)		5.63	-
(d) Other non-financial liabilities		396.40	445.42
EQUITY			
(a) Equity share capital	16	833.71	828.59
(b) Other equity		19,790.51	15,015.18
Total Liabilities and Equity		**85,885.26**	**72,199.43**

The accompanying notes are an integral part of unaudited special purpose interim condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

S.R. BATLIBOI & CO. LLP * CHARTERED ACCOUNTANTS * MUMBAI

Viren H. Mehta
Partner
Membership No : 04874[illegible]

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole Time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Profit and Loss for Nine months period ended 31 December 2022

(Rs. in million)

	Note No.	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Revenue from operations			
(a) Interest Income	17	3,825.00	2,590.55
(b) Fees and Commission Income	18	17,896.44	13,221.93
(c) Net gain on fair value changes	19	37.03	290.57
Total Revenue from operations (I)		**21,758.47**	**16,103.05**
(d) Other Income **(II)**	20	141.86	33.23
Total Income (I+II=III)		**21,900.33**	**16,136.28**
Expenses			
(a) Finance Costs	21	697.39	526.29
(b) Fees and commission expense		4,735.16	3,938.16
(c) Impairment on financial instruments	22	21.88	30.49
(d) Employee Benefits Expenses	23	3,224.46	2,060.29
(e) Depreciation, amortization and impairment	24	213.30	134.15
(f) Others expenses	25	4,706.00	3,822.93
Total Expenses (IV)		**13,598.19**	**10,512.31**
Profit before tax (III-IV=V)		**8,302.14**	**5,623.97**
Tax Expense:			
(a) Current Tax		2,044.62	1,410.10
(b) Deferred Tax		28.63	10.87
(c) Taxes for earlier years		(3.35)	-
Total Income tax expense (VI)		**2,069.90**	**1,420.97**
Profit for the period from continuing operations (V-VI=VII)		**6,232.24**	**4,203.00**
Loss before tax from discontinued operations (before tax) (VIII)		(2.16)	(2.20)
Tax expense on discontinued operations (IX)		(0.34)	(0.31)
Loss after tax from discontinued operations (VIII-IX=X) (Refer note 35)		**(1.82)**	**(1.89)**
Profit for the period (VII+X=XI)		**6,230.42**	**4,201.11**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gains / (losses) on defined benefit plans		(16.67)	(13.03)
(b) Income tax relating to items that will not be reclassified to profit or loss		4.20	3.28
Other Comprehensive Income for the period (XII)		**(12.47)**	**(9.75)**
Total Comprehensive Income for the period (XI+XII)		**6,217.95**	**4,191.36**
Earnings / (loss) per equity share (FV Rs. 10 each) (not annualised for interim period)			
Earnings per equity share from continuing operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		74.89	51.00
Diluted EPS - (Rs.)		73.20	50.08
Loss per equity share from discontinued operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		(0.02)	(0.02)
Diluted EPS - (Rs.)		(0.02)	(0.02)
Earnings per equity share from total operations (FV Rs. 10 each) (not annualised for interim period)	26		
Basic EPS - (Rs.)		74.87	50.98
Diluted EPS - (Rs.)		73.17	50.06

The accompanying notes are an integral part of unaudited special purpose interim condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole Time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Cash Flow for the Nine months period ended 31 December 2022

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
A. Cash flow from operating activities		
Profit before tax	8,299.98	5,621.77
Adjustments for non cash and non-operating activities:		
Depreciation and amortisation expense	215.46	136.35
(Gain) / Loss on cancellation of lease	-	1.57
Expense on Employee Stock option scheme	612.34	108.71
Income from leased property	(1.08)	(1.21)
Interest expense on borrowings	558.99	488.43
Interest on Income tax	(0.68)	-
Provision of expected credit loss on trade receivable	0.49	5.95
Provision of expected credit loss on loans	(5.57)	(0.97)
Interest income on financial assets	(3.80)	(5.22)
Bad debt written off (Net)	26.96	25.51
(Profit) / Loss on sale of property, plant and equipment	(101.06)	(0.26)
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(37.03)	(290.57)
Operating profit before working capital changes	**9,565.00**	**6,090.06**
Changes in working capital		
Increase/ (decrease) in trade payables	5,735.31	12,458.06
Increase/ (decrease) in other financial liabilities	280.98	814.31
Increase/ (decrease) in other non-financial liabilities	(49.02)	40.59
Increase/ (decrease) in provisions	15.91	11.72
(Increase)/ decrease in trade receivables	3,226.83	(2,352.00)
(Increase)/ decrease in loans	1,954.84	(786.32)
(Increase)/ decrease in Other Bank Balances	(16,414.45)	(26,078.73)
(Increase)/ decrease in other financial assets	(3,929.14)	13,915.38
(Increase)/ decrease in other non-financial assets	(66.45)	(25.05)
Cash generated from operations	**319.81**	**4,088.02**
Income tax paid (net of refund)	(1,998.79)	(1,573.64)
Net cash (used in) / generated from operating activities (A)	**(1,678.98)**	**2,514.38**
B. Cash flow from Investing activities		
Purchase of property, plant and equipment and intangible assets	(895.28)	(427.68)
Proceeds from sale of property, plant and equipment and intangible assets	131.06	5.10
Income from lease property	1.08	1.21
Payment for purchase of mutual funds	(6,591.54)	(67,981.90)
Proceeds from sale of mutual funds	5,778.40	67,560.03
Net cash (used in) investing activities (B)	**(1,576.28)**	**(843.24)**
C. Cash flow from Financing activities		
Proceeds from / (repayments) of borrowings other than debt securities	2,600.65	(1,122.26)
Proceeds from / (repayments) of debt securities	249.45	1,737.87
Repayment of long term borrowings - vehicle loan	(2.32)	(3.30)
Proceeds from issue of equity shares	104.67	212.57
Interest paid on borrowings	(557.59)	(485.80)
Dividend paid	(2,154.51)	(1,509.35)
Repayment of lease liabilities including interest	(14.11)	(21.36)
Net cash generated from / (used in) financing activities (C)	**226.24**	**(1,191.63)**
Net (decrease) / increase in cash and cash equivalents (A+B+C)	(3,029.02)	479.51
Cash and cash equivalents at the beginning of the period	4,221.07	820.44
Cash and cash equivalents at the end of the period	**1,192.05**	**1,299.95**
Cash and cash equivalents comprise		
Balances with banks		
In current accounts	1,190.78	1,295.89
Cash on hand	0.02	0.04
Cheques on hand	1.25	4.02
Total cash and bank balances at end of the period	**1,192.05**	**1,299.95**

S.R. BATLIBOI & CO. LLP ★ CHARTERED ACCOUNTANTS ★ MUMBAI

ANGEL ONE LIMITED

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Cash Flow for the Nine months period ended 31 December 2022

Notes

1. Changes in liabilities arising from financing activities

(Rs. in million)

	Period ended Nine months period ended 31 December 2022 (Unaudited)	Period ended Nine months period ended 31 December 2021 (Refer note 2)
Opening balance	12,580.98	11,714.69
Addition / (repayment) during the period	2,879.84	623.59
Amortisation of interest and other charges on borrowings	1.40	2.63
Repayments during the period other than above	(16.43)	(24.66)
Other adjustments	-	(19.90)
Closing balance	**15,445.79**	**12,296.36**

The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

The accompanying notes are an integral part of unaudited special purpose interim condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

S.R. BATLIBOI & CO. LLP ★ MUMBAI ★ CHARTERED ACCOUNTANTS

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole Time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

Angel One Limited

Unaudited Special Purpose Interim Condensed Consolidated Statement of Changes in Equity for the Nine months period ended 31 December 2022

A Equity Share Capital

(Rs. in million)

	No. of shares	Amount
Equity Shares of Rs.10 issued, subscribed and fully paid up		
Balance as at 01 April 2022	8,28,58,722	828.59
Changes in Equity Share Capital during the period	5,12,338	5.12
Balance as at 31 December 2022	8,33,71,060	833.71
Balance as on 01 April 2021	8,18,26,507	818.27
Changes in Equity Share Capital during the period	9,55,558	9.56
Balance as at 31 December 2021	8,27,82,065	827.83

B Other Equity

(Rs. in million)

	Reserves and Surplus							
	General Reserve	Securities Premium	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment Reserve	Equity-Settled share-based payment reserve	Total
Balance as at 01 April 2022	132.85	4,012.96	10,596.06	84.13	53.59	1.13	134.46	15,015.18
Profit for the period	-	-	6,230.42	-	-	-	-	6,230.42
Other Comprehensive Income for the period	-	-	(12.47)	-	-	-	-	(12.47)
Premium of equity shares issued	-	170.02	-	-	-	-	-	170.02
Utilised towards equity share option excercised	-	-	-	-	-	-	(70.47)	(70.47)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	1.10	-	-	-	(1.10)	-
Addition for equity share options granted	-	-	-	-	-	-	612.34	612.34
Transfer from retained earnings to Statutory Reserve	-	-	(5.85)	5.85	-	-	-	-
Dividends paid	-	-	(2,154.51)	-	-	-	-	(2,154.51)
Balance at 31 December 2022	132.85	4,182.98	14,654.75	89.99	53.59	1.13	675.23	19,790.51
Balance at 01 April 2021	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70
Profit for the period	-	-	4,201.11	-	-	-	-	4,201.11
Other Comprehensive Income for the period	-	-	(9.75)	-	-	-	-	(9.75)
Premium of equity shares issued	-	259.10	-	-	-	-	-	259.10
Utilised towards IPO expenses	-	(0.18)	-	-	-	-	-	(0.18)
Utilised towards equity share option excercised	-	-	-	-	-	-	(56.08)	(56.08)
Addition for equity share options granted	-	-	-	-	-	-	108.70	108.70
Transfer from retained earnings to Statutory Reserve	-	-	(11.10)	11.10	-	-	-	-
Dividends paid (including dividend distribution tax)	-	-	(1,509.35)	-	-	-	-	(1,509.35)
Balance as at 31 December 2021	132.85	3,992.59	9,131.07	82.22	53.59	1.13	91.81	13,485.25

The accompanying notes are an integral part of unaudited special purpose interim condensed consolidated financial statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

S.R. BATLIBOI & CO. LLP ★ MUMBAI ★ CHARTERED ACCOUNTANTS

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
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Din : 00004382

Ketan Shah
Whole Time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

1 Corporate information

Angel One Limited ('AOL' or the 'Company') is the holding Company, and its subsidiaries together referred as 'Group'. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, Institutional broking, providing margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. The registered office address of the company is 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai - 400093.

2 Basis of preparation and presentation

The unaudited special purpose interim condensed consolidated financial statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the periods presented in the unaudited special purpose interim condensed consolidated financial statements except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The unaudited special purpose interim condensed consolidated balance sheet, the unaudited special purpose interim condensed consolidated statement of changes in equity, the unaudited special purpose interim condensed consolidated statement of profit and loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The unaudited special purpose interim condensed consolidated statement of cash flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The unaudited special purpose interim condensed consolidated financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

These unaudited special purpose interim condensed consolidated financial statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

In preparing these unaudited special purpose interim condensed consolidated financial statements, the comparative figures included in unaudited special purpose interim condensed consolidated statement of profit and loss have been compiled/extracted from the statement of unaudited consolidated financial results as at and for the quarter ended 31 December 2021, prepared as per the requirements of Regulation 33 and 52 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, which had been approved by the Board of Directors of the Company on 17 January 2022 and on which our auditors had issued unmodified review report dated 17 January 2022.

Unaudited special purpose interim condensed consolidated balance sheet, unaudited special purpose interim condensed consolidated statement of cash flow and unaudited special purpose interim condensed statement of changes in equity and the selected explanatory notes included in the unaudited special purpose interim condensed consolidated financial statements for the period ended 31 December 2021 have not been subjected to any review / audit by our auditors. Certain comparative figures included in unaudited special purpose interim condensed consolidated financial statements have been reclassified to make them comparable to the classification in the corresponding unaudited special purpose interim condensed consolidated financial statements as at and for the nine months ended 31 December 2022. The comparative figures have not been adjusted to reflect adjusting events after 17 January 2022, as these are intended to be read in conjunction with the comparative figures in the said unaudited special purpose interim condensed consolidated balance sheet, unaudited special purpose interim condensed consolidated statement of profit and loss and unaudited special purpose interim condensed consolidated statement of cash flows.

These unaudited special purpose interim condensed consolidated financial statements for the period 01 April 2022 to 31 December 2022 have been prepared in accordance with the Ind AS 34 Interim Financial Reporting, notified under the Companies (Accounting Standards) Rules, 2021 (as amended) specified under Section 133 of the Companies Act, 2013 to the extent applicable to the Group. Unaudited special purpose interim condensed consolidated financial statements do not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Company's annual consolidated financial statements as at 31 March 2023.

These unaudited special purpose interim condensed consolidated financial statements are prepared solely for the purpose of proposed fund raise, as approved by Board of Directors of the Company, in accordance with the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended (the 'SEBI ICDR Regulations') and the Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ('ICAI'), as amended from time to time (the 'Guidance Note').

Standards issued but not effective

There are no standards issued but not yet effective up to the date of issuance of the unaudited special purpose interim condensed consolidated financial statements.

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Changes in accounting policies and disclosures

Ministry of Corporate Affairs ("MCA") has notified the Companies (Indian Accounting Standards) Amendment Rules, 2022 dated 23 March 2022 to amend the following Ind AS which are effective from 01 April, 2022. However, these amendments does not have an impact on unaudited special purpose interim condensed consolidated financial statements and material accounting policy information.

Ind AS 16 - Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 – Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment there is no impact on its financial statements.

Basis of Consolidation

The unaudited special purpose interim condensed consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 December 2022. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the period are included in the unaudited special purpose interim condensed consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Unaudited special purpose interim condensed consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The condensed financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., period ended on 31 December 2022.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

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3 Critical accounting estimates and judgements

In the course of applying the accounting policies, the Company is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period, or in the period of the revision and future period, if the revision affects current and future period. The area where estimates are significant to the unaudited special purpose interim condensed consolidated financial statements, or areas involving high degree of judgement or complexity, are same as those disclosed in the annual financial statements for the year ended 31st March 2022.

Angel One Limited

Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2022

4 Cash and cash equivalents

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Cash on hand	0.02	0.02
Balances with banks		
- in current accounts	1,190.78	4,219.22
Cheques on hand	1.25	1.83
Total	1,192.05	4,221.07

5 Bank balances other than cash and cash equivalent

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Earmarked balances with banks towards unclaimed dividend	1.31	0.76
Fixed deposit with maturity for less than 12 months *	60,384.31	43,677.37
Fixed deposit with maturity for more than 12 months*	29.98	674.05
Interest accrued on fixed deposits	527.35	176.32
Total	60,942.95	44,528.50

* Breakup of deposits

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Fixed deposits under lien with stock exchanges**	31,401.83	31,653.02
Fixed deposits against credit facilities of the Group	14,877.53	7,612.83
Fixed deposits for bank guarantees	14,093.78	4,902.02
Fixed deposits free from charges	39.15	160.75
Fixed deposits with government authorities	2.00	2.00
Fixed deposits lien with banks	-	20.80
Total	60,414.29	44,351.42

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

6 Trade receivable

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Receivables considered good - Secured*	2,397.89	5,651.90
Receivables considered good - Unsecured*	13.30	13.08
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(8.89)	(11.74)
Total	2,402.30	5,653.24

No trade or other receivable are due from directors or others officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes Rs. 52.60 million as on 31 December 2022 (31 March 2022: Rs. 2,521.20 million) receivable from stock exchanges on account of trades executed by clients.

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7 Loans (Rs. in million)

		As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
(A)	**Loans measured at Amortised Cost**		
	(i) Margin trading facility	11,483.42	12,591.36
	Add: Accrued interest on margin trading fund	108.65	112.26
	(ii) Loans against securities	39.37	882.43
	(iii) Loan to Others*	-	0.23
	Total (A) Gross	**11,631.44**	**13,586.28**
	Less: Provision for expected credit loss	(5.71)	(11.28)
	Total (A) Net	**11,625.73**	**13,575.00**
(B)	(i) Secured by shares/securities	11,620.25	13,566.64
	(ii) Unsecured	11.19	19.64
	Total (B) Gross	**11,631.44**	**13,586.28**
	Less: Provision for expected credit loss	(5.71)	(11.28)
	Total (B) Net	**11,625.73**	**13,575.00**
(C)	**Loans in India**		
	(i) Public Sector	-	-
	(ii) Others		
	- Body corporates	59.85	20.55
	- Others	11,571.59	13,565.73
	Total (C) Gross	**11,631.44**	**13,586.28**
	Less: Provision for expected credit loss	(5.71)	(11.28)
	Total (C) Net	**11,625.73**	**13,575.00**

* Loan is given to related party amounting to Rs. Nil (previous year 0.23 million) (refer note 29 (c)) the same is 0.00% (previous year 0.00%) of total loans.

8 Investments (Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Investment in India		
Investments measured at Fair Value through Profit or Loss		
Equity instruments (refer note A)	0.00	0.00
Mutual funds	1,036.69	186.52
Total	**1,036.69**	**186.52**

A Investments measured at Fair Value through Profit or Loss (Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Investment in Equity Instruments (fully paid-up)		
Unquoted		
Equity Shares in Hubtown Limited (face value of Rs. 350 each, 01 share (01 share as on 31 March 2022)	0.00	0.00
(Represents ownership of Premises as a member in co-operative society)		

9 **Other Financial assets (Unsecured, considered good)** (Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Security Deposits (Refer note (a) below)	5,578.53	1,685.99
Accrued delayed payment charges	2.06	1.63
Deposits against arbitrations*	12.56	36.23
Less: Provision against arbitrations	(12.56)	(16.74)
Other Receivables	295.26	240.04
Total	**5,875.85**	**1,947.15**

* Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

(a) **Security Deposits** (Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Security deposits - stock exchanges**	5,523.48	1,627.86
Security deposits - Premises	16.66	16.64
Security deposits - Others	38.39	41.49
Total	**5,578.53**	**1,685.99**

** The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

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10 Property, plant and equipment

(Rs. in million)

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount									
As at 01 April 2021	809.83	6.33	62.91	6.90	295.04	83.23	46.16	16.21	1,326.61
Additions/ Adjustments	-	-	4.83	0.04	534.22	3.48	-	-	542.57
Deductions/ Adjustments	-	(0.72)	(21.42)	(1.49)	(17.41)	(3.79)	(6.24)	(0.13)	(51.20)
As at 31 March 2022	809.83	5.61	46.32	5.45	811.85	82.92	39.92	16.08	1,817.98
Additions/ Adjustments	-	-	1.72	0.10	267.84	0.55	-	-	270.21
Deductions/ Adjustments	(28.24)	-	(0.07)	(0.33)	(14.72)	(0.26)	(18.83)	-	(62.45)
As at 31 December 2022	781.59	5.61	47.97	5.22	1,064.97	83.21	21.09	16.08	2,025.74
Accumulated depreciation									
As at 01 April 2021	47.85	2.93	43.32	4.12	141.65	56.30	17.32	8.69	322.18
Depreciation for the year	16.43	1.45	10.09	1.00	92.33	8.88	6.18	2.91	139.27
Disposals	-	(0.66)	(21.15)	(1.24)	(15.65)	(3.42)	(3.29)	(0.13)	(45.54)
As at 31 March 2022	64.28	3.72	32.26	3.88	218.33	61.76	20.21	11.47	415.91
Depreciation for the period	11.51	1.30	5.70	0.61	145.25	6.48	4.13	2.16	177.14
Disposals	(2.79)	-	(0.07)	(0.31)	(13.80)	(0.25)	(15.23)	-	(32.45)
As at 31 December 2022	73.00	5.02	37.89	4.18	349.78	67.99	9.11	13.63	560.60
Net block									
As at 31 March 2022	745.55	1.89	14.06	1.57	593.52	21.16	19.71	4.61	1,402.07
As at 31 December 2022	708.59	0.59	10.08	1.04	715.19	15.22	11.98	2.45	1,465.14

(a) Includes value of shares in the co-operative society, aggregating to Rs. 0.0005 million (31 March 2022: Rs. 0.0005 million) registered in the name of the Group.
(b) Lien / charge is created against buildings and vehicles. Refer Note (14)

Angel One Limited

Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2022

11 Other Non Financial Assets

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Prepaid expenses	260.58	151.00
Advance to vendor	15.12	62.90
Balance with government authorities	196.54	193.20
Advance to employee	4.06	2.43
Others	-	0.32
Total	476.30	409.85

12 Trade Payables

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Total outstanding dues of micro enterprises and small enterprises*	5.79	-
Total outstanding dues of creditors other than micro enterprises and small enterprises:		
Trade payables - Clients**	46,185.38	40,461.06
Trade payables - Expenses	212.24	207.04
Total	46,403.41	40,668.10

**Includes Rs. 1,878.09 million as on 31 December 2022 (31 March 2022: Rs. 1,460.39 million) payable to stock exchanges on account of trades executed by clients.

*No interest was paid during the period / previous periods in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous period: Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditors.

13 Debt Securities

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Measured at Amortised Cost (in India)		
Unsecured		
Commercial Paper	500.00	250.00
Less : Discount on Commercial Paper	(4.88)	(4.33)
Total	495.12	245.67

(a) Rate of interest is ranging from 7.85% to 8.10% (as at 31 March 2022: 7.15%) for commercial papers outstanding.

(b) Terms of repayment

The aforesaid debt securities are repayable on maturity and tenure is 90 days to 91 days (as at 31 March 2022: 92 days).

14 Borrowings

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Borrowings measured at Amortised Cost (In India)		
(i) Secured		
(a) Loan from banks and financial institution		
- Secured against hypothecation of vehicles	5.77	8.09
(b) Loans repayable on demand		
- Overdraft / Loan from banks / NBFCs	7,797.75	2,546.39
- Working Capital Demand Loan	7,095.83	9,759.17
(c) Interest accrued but not due on borrowings	16.29	3.66
(ii) Unsecured		
(a) Lease liability payable over the period of the lease	35.03	18.00
Total	14,950.67	12,335.31

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Rate of interest is ranging from 5.36% to 8.65% (as at 31 March 2022: 2.41% to 8.90%) for above borrowings.

(a) Security and terms of repayment of borrowings from banks and financial institution:

The aforesaid term loans from banks and financial institutions are secured by hypothecation of vehicles, repayable in 60 monthly instalments except one loan which is repayable in 48 monthly instalments from the start of the loan.

(b) Security and terms of repayment of borrowings from banks repayable on demand:

Secured against hypothecation of book debts / mortgage of property / lien on fixed deposits / personal guarantee of directors.

Angel One Limited

Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2022

15 Other Financial liabilities

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Book overdraft	-	1.72
Payable to sub-brokers	1,805.18	1,518.54
Employee benefits payable	327.46	245.47
Expenses payable	619.99	721.31
Refund payable to customers	1.28	1.38
Other payables	57.33	41.84
Total	**2,811.24**	**2,530.26**

16 Equity share capital

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Authorized		
10,00,00,000 (31 March 2022 : 10,00,00,000) Equity shares of Rs. 10/- each.	1,000.00	1,000.00
Total	**1,000.00**	**1,000.00**
Issued, Subscribed and paid up		
8,33,71,060 (31 March 2022 : 8,28,58,722) Equity shares of Rs. 10/- each.	833.71	828.59
Total	**833.71**	**828.59**

(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year/period.

(Rs. in million)

	No. of shares	Amount
As at 01 April 2021	**8,18,26,507**	**818.27**
Issued during the year - ESOP	10,32,215	10.32
As at 31 March 2022	**8,28,58,722**	**828.59**
Issued during the period - ESOP	5,12,338	5.12
As at 31 December 2022	**8,33,71,060**	**833.71**

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ANGEL ONE LIMITED

17 Interest Income (Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
On Financial Assets measured at Amortised Cost		
Interest on margin funding and delayed payment	1,997.01	1,862.31
Interest Income from lending Activities	46.62	93.98
Interest on fixed deposits with banks	1,781.37	634.26
Total	**3,825.00**	**2,590.55**

18 Fees and Commission Income (Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Brokerage	14,993.03	10,976.34
Income from depository operations	793.21	958.94
Income from distribution operations	238.96	250.57
Other operating income	1,871.24	1,036.08
Total	**17,896.44**	**13,221.93**

19 Net gain on fair value changes* (Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
On financial instruments designated at fair value through profit or loss on Investments in mutual funds	37.03	290.57
Total Net gain/(loss) on fair value changes	**37.03**	**290.57**
Fair Value changes:		
-Realised	27.75	287.95
-Unrealised	9.28	2.62

* Fair value changes in this note are other than those arising on account of interest income/expense.

20 Other Income (Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Income from co-branding	15.40	14.52
Profit on sale of Property, plant and equipment (net)	101.06	0.26
Lease income from director	1.08	1.21
Interest on security deposits measured at amortised cost	0.46	1.99
Interest on trade receivables at amortised cost	3.34	3.23
Interest on income tax refund	0.68	-
Writeback of excess provision on loans	-	1.26
Miscellaneous Income	19.84	10.76
Total	**141.86**	**33.23**

21 Finance Costs (Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	460.57	454.60
Interest on debt securities	97.02	31.20
Interest on lease liabilities	1.40	2.63
Bank guarantee, commission and other charges	138.40	37.86
Total	**697.39**	**526.29**

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22 Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Financial instruments measured at Amortised cost		
Expected credit loss on trade receivable	0.49	5.95
Expected credit loss on loans	(5.57)	(0.97)
Bad debts written off (net)	26.96	25.51
Total	21.88	30.49

23 Employee benefits expenses

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Salaries and wages	2,406.91	1,776.96
Contribution to provident and other funds	69.77	49.93
Gratuity and compensated absences expenses	31.41	32.56
Training and Recruitment expenses	60.45	59.56
Expense on employee stock option scheme	612.34	108.71
Staff welfare expenses	43.58	32.57
Total	3,224.46	2,060.29

24 Depreciation, amortization and impairment

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Depreciation on property plant and equipment	174.98	94.43
Depreciation on investment property	0.44	0.43
Amortization of intangible assets	24.28	20.01
Depreciation on right to use assets	13.60	19.28
Total	213.30	134.15

25 Other expenses

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Rent, rates and taxes	51.63	29.36
Communication Costs	188.43	155.61
Printing and stationery	13.96	10.37
Advertisement and publicity	2,600.18	2,137.30
Directors' sitting fees	2.98	2.76
Legal and Professional charges	161.56	337.79
Insurance	5.56	4.22
Software connectivity license/maintenance expenses	880.33	478.78
Travel and conveyance	155.42	74.04
Electricity	10.40	13.14
Administrative support services	26.24	21.95
Demat Charges	254.32	356.93
Bank charges	3.98	18.99
Membership and subscription fees	3.44	19.39
Loss on cancellation of leases	-	1.57
Loss on account of Error Trades (Net)	9.85	56.57
Repairs and maintenance		
- Buildings	8.13	8.57
- Others	17.95	10.68
Auditors' remuneration	3.40	4.12
Office Expenses	14.34	10.76
Security guards expenses	5.32	5.37
Corporate social responsibility expenses	54.06	33.39
Miscellaneous Expenses	234.52	31.27
Total	4,706.00	3,822.93

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Angel One Limited

Notes forming part of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements for the Nine months period ended 31 December 2022

26 Earning Per Share (EPS)

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Profits attributable to equity holders - from continuing operations	6,232.24	4,203.00
Weighted average number of equity shares used in computing Basic Earnings per Equity Share (A)	8,32,18,663	8,24,15,174
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	74.89	51.00
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	19,25,859	15,02,427
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,51,44,522	8,39,17,601
Diluted earnings per share (Rs.) (FV of Rs. 10 each)(not annualised for interim period)	73.20	50.08

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Profits attributable to equity holders - from discontinued operations	(1.82)	(1.89)
Weighted average number of equity shares outstanding (A)	8,32,18,663	8,24,15,174
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	(0.02)	(0.02)
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	19,25,859	15,02,427
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,51,44,522	8,39,17,601
Diluted earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	(0.02)	(0.02)

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Profits attributable to equity holders - from total operations	6,230.42	4,201.11
Weighted average number of equity shares outstanding (A)	8,32,18,663	8,24,15,174
Basic earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	74.87	50.98
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	19,25,859	15,02,427
Weighted average number of shares used in computing Diluted Earnings per Equity Share (A+B)	8,51,44,522	8,39,17,601
Diluted earnings per share (Rs.) (FV of Rs. 10 each) (not annualised for interim period)	73.17	50.06

27 Contingent Liability

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Guarantees		
(i) Bank guarantees with exchanges as margin / government authorities	28,151.50	9,801.50
Others		
(i) Claims against the Group not acknowledged as debts*	91.73	91.06
(ii) Disputed income tax demands not provided for (Refer note (a) below)	103.43	101.44

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

(i) Rs. 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);

(ii) Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

(iii) Rs. 1.99 million - Assessing Officer passed an order u/s 143(3) wherein he disallowed an amount of Rs. 85,71,447/- towards section 14A. Company will file an appeal against the said order before Hon'ble CIT(A).

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

28 Capital Commitments

(Rs. in million)

	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Capital commitment for purchase of property, plant and equipment and intangible assets	122.38	85.43

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29 Related Party Disclosures

(A) Names of related parties and nature of relationship

Name of Related Party	
(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
(b) Relatives of above individuals	
Ms. Kanta Thakkar	Spouse of Mr. Dinesh Thakkar
Mr. Vijay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Vinay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Ashok Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Mahesh Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Shobraj Thakkar	Brother of Mr. Dinesh Thakkar
Dinesh Thakkar HUF	HUF
(c) Key Management Personnel	
Mr. Vinay Agrawal (Upto 17 April 2021)	Chief Executive Officer and Director
Mr. Narayan Gangadhar (From 26 April 2021)	Chief Executive Officer
Mr. Ketan Shah (From 05 May 2021)	Director and KMP
Mr. Krishna Iyer (From 15 July 2021)	Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms. Anisha Motwani (Upto 15 September 2021)	Independent Director
Ms. Mala Todarwal (From 20 October 2021)	Independent Director
Mr. Muralidharan Ramachandran (From 06 August 2021)	Independent Director
Mr. Vineet Agrawal	Chief Financial Officer
Ms. Naheed Patel	Company Secretary
(d) Relatives of above individuals	
Ms. Priti Shah (From 05 May 2021)	Spouse of Mr. Ketan Shah
Mr. Rajendra Kumar Agrawal	Father of Mr. Vineet Agrawal
Ms. Shalini Agarwal	Spouse of Mr. Vineet Agrawal
Ms. Nishika Vineet Agrawal	Daughter of Mr. Vineet Agrawal
Ms. Aruna Narayan (From 26 April 2021)	Spouse of Mr. Narayan Gangadhar
Mr. Ganesh Iyer (From 15 July 2021)	Brother of Mr. Krishna Iyer
Ms. Chandra Shah (From 05 May 2021)	Mother of Mr. Ketan Shah
Mr. Deven Bharat Shah (From 05 May 2021)	Brother of Mr. Ketan Shah
(e) Enterprises in which director and its relatives are member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the period ended: (Rs. in million)

Nature of Transactions	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Interest Received		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.01	0.01
Remuneration Paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	43.08	31.92
Key management personnel and their relatives		
Vinay Agrawal	-	1.92
Narayan Gangadhar	27.59	24.00
Ketan Shah	13.16	11.25
Vineet Agrawal	13.16	10.75
Naheed Patel	2.35	2.05
Vinay Thakkar	1.21	-
Lease income from furnished property		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence		
Dinesh Thakkar	1.08	1.21
Business support services		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.00	-

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(Rs. in million)

Nature of Transactions	Nine months period ended 31 December 2022 (Unaudited)	Nine months period ended 31 December 2021 (Refer note 2)
Income from broking activities		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	0.02	0.04
Shobraj Thakkar	-	0.00
Vijay Thakkar	0.00	-
Kanta Thakkar	0.26	-
Vinay Thakkar	0.00	0.00
Key Management Personnel		
Narayan Gangadhar	0.00	-
Ketan Shah	0.00	0.00
Vineet Agrawal	0.06	0.01
Krishna Iyer	0.04	0.01
Naheed Patel	-	0.00
Relatives of Key Management Personnel		
Shalini Agarwal	0.03	0.24
Rajendra Kumar Agrawal	-	0.00
Priti Shah	0.00	0.00
Chandra Shah	0.00	-
Deven Bharat Shah	0.06	-
Aruna Narayan	0.00	-
Ganesh Iyer	0.01	0.01
Nishika Vineet Agrawal	0.00	-
Enterprises in which director and its relatives are member		
Nirwan Monetary Service Private Limited	0.09	0.06
Jack and Jill Apparel Private Limited	0.00	-
Directors' sitting fees		
Key Management Personnel		
Anisha Motwani	-	0.56
Kamalji Jagat Bhushan Sahay	0.42	0.90
Uday Sankar Roy	0.54	0.86
Krishna Iyer	0.74	0.22
Mala Todarwal	0.66	0.04
Muralidharan Ramachandran	0.62	0.18
Dividend paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	434.31	295.13
Dinesh Thakkar HUF	15.98	10.86
Kanta Thakkar	0.14	0.10
Ashok Thakkar	67.36	45.77
Mahesh Thakkar	0.03	0.02
Enterprises in which director and its relatives are member		
Nirwan Monetary Services Private Limited	157.09	106.75
Key Management Personnel and their relatives		
Vinay Agrawal	-	1.48
Ketan Shah	3.26	0.25
Vineet Agrawal	3.57	0.80
Naheed Patel	0.03	0.00
Loan Given		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.09	0.03
Repayment of Loan Given		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.31	-

(C) Amount due to/from related party:

(Rs. in million)

	Nine months period ended 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Other Receivables		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence		
Dinesh Thakkar	7.50	7.50
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.23

No rent is charged on property taken from one of the directors which is used as an office by the Group. Rs. 7.50 million pertains to security deposits paid against the same property.
Provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Group basis are not included in remuneration to key management personnel.
Amounts recoverable as mentioned above are unsecured and receivable in cash.

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30 Fair value measurement

(A) Financial instrument by category

(Rs. in million)

	FVOCI	FVTPL	Amortised Cost
As at 31 December 2022			
Financial Assets			
Cash and cash equivalents	-	-	1,192.05
Bank Balance other than cash and cash equivalent	-	-	60,942.95
Trade Receivables	-	-	2,402.30
Loans	-	-	11,625.73
Investments	-	1,036.69	-
Other Financial assets	-	-	5,875.85
Total Financial Assets	**-**	**1,036.69**	**82,038.88**
Financial Liabilities			
Trade payables	-	-	46,403.41
Debt securities	-	-	495.12
Borrowings (other than debt securities)	-	-	14,950.67
Other financial liabilities	-	-	2,811.24
Total Financial liabilities	**-**	**-**	**64,660.44**
As at 31 March 2022			
Financial Assets			
Cash and cash equivalents	-	-	4,221.07
Bank Balance other than cash and cash equivalent	-	-	44,528.50
Trade Receivables	-	-	5,653.24
Loans	-	-	13,575.00
Investments	-	186.52	-
Other Financial assets	-	-	1,947.15
Total Financial Assets	**-**	**186.52**	**69,924.96**
Financial Liabilities			
Trade payables	-	-	40,668.10
Debt securities	-	-	245.67
Borrowings (other than debt securities)	-	-	12,335.31
Other financial liabilities	-	-	2,530.26
Total Financial liabilities	**-**	**-**	**55,779.34**

(B) Fair Value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis: (Rs. in million)

	Level 1	Level 2	Level 3	Total
As at 31 December 2022				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	**0.00**
Investment in mutual funds	1,036.69	-	-	**1,036.69**
As at 31 March 2022				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	**0.00**
Investment in mutual funds	186.52	-	-	**186.52**

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality and investment in mutual fund at closing NAV as at reporting period.

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ANGEL ONE LIMITED

31 Maturity analysis of assets and liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs. in million)

	As at 31 December 2022 (Unaudited)		
	Current (Less than 12 months)	Non-Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	1,192.05	-	1,192.05
Bank Balance other than cash and cash equivalents	60,910.75	32.20	60,942.95
Trade Receivables	2,402.30	-	2,402.30
Loans	11,625.73	-	11,625.73
Investments	1,036.69	0.00	1,036.69
Other Financial assets	5,758.73	117.12	5,875.85
Current tax assets (Net)	-	14.70	14.70
Deferred tax assets (Net)	-	-	-
Investment Property	-	32.92	32.92
Property, Plant and Equipment	-	1,465.14	1,465.14
Capital work-in-progress	-	466.98	466.98
Intangible assets under development	-	0.75	0.75
Other Intangible assets	-	318.64	318.64
Right to use assets	-	34.26	34.26
Other non-financial assets	256.63	219.67	476.30
Total Assets	**83,182.89**	**2,702.37**	**85,885.26**
Liabilities			
Trade Payables	46,403.41	-	46,403.41
Debt securities	495.12		495.12
Borrowings (other than debt securities)	14,929.97	20.70	14,950.67
Other financial liabilities	2,811.24	-	2,811.24
Current tax liabilities (Net)	44.96	-	44.96
Provisions	52.87	100.74	153.61
Deferred tax liabilities (Net)	-	5.63	5.63
Other non-financial liabilities	396.40	-	396.40
Total Liabilities	**65,133.97**	**127.07**	**65,261.04**

(Rs. in million)

	As at 31 March 2022 (Audited)		
	Current (Less than 12 months)	Non-Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	4,221.07	-	4,221.07
Bank Balance other than cash and cash equivalents	43,850.77	677.73	44,528.50
Trade Receivables	5,653.24	-	5,653.24
Loans	13,575.00	-	13,575.00
Investments	186.52	0.00	186.52
Other Financial assets	1,826.06	121.09	1,947.15
Current tax assets (Net)	-	21.41	21.41
Deferred tax assets (Net)	-	18.47	18.47
Investment Property	-	33.36	33.36
Property, Plant and Equipment	-	1,402.07	1,402.07
Intangible assets under development	-	119.96	119.96
Intangible assets	-	65.63	65.63
Right to use assets	-	17.20	17.20
Other non-financial assets	209.81	200.04	409.85
Total Assets	**69,522.47**	**2,676.96**	**72,199.43**
Liabilities			
Trade Payables	40,668.10	-	40,668.10
Debt securities	245.67	-	245.67
Borrowings (other than debt securities)	12,323.98	11.33	12,335.31
Other Financial liabilities	2,530.26	-	2,530.26
Current tax liabilities (Net)	9.87	-	9.87
Provisions	47.94	73.09	121.03
Deferred tax liabilities (Net)	-	-	-
Other non-financial liabilities	445.42	-	445.42
Total Liabilities	**56,271.24**	**84.42**	**56,355.66**

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32 Pursuant to SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 to the extent applicable to Commercial Papers, information as required under Regulation 52(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the nine months ended 31 December 2022 is as mentioned below:

Key Financial Information

Particulars	Nine months period ended 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Debt Equity Ratio [1]	0.75 Times	0.79 Times
Debt Service Coverage ratio [2]	14.08 Times	13.23 Times
Interest Service Coverage ratio [3]	12.93 Times	12.65 Times
Net worth [4]	₹ 20,624.22 million	₹ 15,843.77 million
Net Profit after tax	₹ 6,230.42 million	₹ 6,248.05 million
Earning per share (Basic)	74.87	75.72
Earning per share (Diluted)	73.17	74.44
Outstanding redeemable preference shares	Not Applicable	Not Applicable
Capital redemption reserve/Debenture redemption reserve	Not Applicable	Not Applicable
Current Ratio	1.28 Times	1.24 Times
Long term debt to Working Capital Ratio [5]	0.00 Times	0.00 Times
Bad debts to Accounts Receivable Ratio	0.00 Times	0.01 Times
Current Liability Ratio [6]	1.00 Times	1.00 Times
Total Debt to Total Assets	0.18 Times	0.17 Times
Debtors Turnover Ratio [7]	7.45 Times	3.35 Times
Inventory Turnover Ratio	Not Applicable	Not Applicable
Operating Margin (%) [8]	38.16%	37.05%
Net profit Margin (%) [9]	28.64%	27.67%

[1] *Debt Equity Ratio = Debt(Borrowing (excluding lease liability) + Accrued*

[2] *Debt Service coverage ratio = Operating Cash Profit + Interest Expenses*

[3] *Interest Service coverage ratio = Profit before interest (excludes interest costs on*

[4] *Net worth = Equity share capital + Other equity*

[5] *Long term debt to working capital = Long term debt (excluding lease liability) / (Current assets - Current Liabilities)*

[6] *Current Liability Ratio = Current Liabilities / Total Liabilities*

[7] *Debtors turnover = Fees and Commission Income / Trade Receivables*

[8] *Operating margin (%) = Profit before tax / Total revenue from operations*

[9] *Net profit margin (%) = Profit for the year from continuing operations / Total revenue from operations*

33 Disclosure of interest in Subsidiaries

The consolidated financial statements include the financial statements of Company and its subsidiaries. Group does not have any joint ventures or associates. Angel One Limited is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/Country of incorporation	As at 31 December 2022 (Unaudited)	As at 31 March 2022 (Audited)
Angel Financial Advisors Private Limited	India	100%	100%
Angel Fincap Private Limited	India	100%	100%
Angel Securities Limited	India	100%	100%
Angel Digitech Services Private Limited	India	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%

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34 **Segment information**

The Chief Operating Decision Maker (CODM) reviews the operations of the Group in three segment :

a. Broking and related services : Broking, advisory, third party product distribution, margin trade facility and other fee based services.

b. Finance and Investing Activities : Income from financing and investment activities

c. Health and allied fitness activities : Income from fitness center operations

The Group's operating segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.
Segment revenue, profit, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(Rs. in million)

Particulars	For the period ended 31 December 2022					For the period ended 31 December 2021				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Revenue										
External Revenue (excluding interest income)	18,055.31	15.54	-	-	18,070.85	13,537.67	2.84	-	-	13,540.51
Interest Income	3,782.18	46.62	-	0.68	3,829.48	2,501.79	93.98	-	-	2,595.77
Inter - Segment Revenue#	9.83	-	-	-		1.50	8.44	-	-	
Total Revenue	**21,847.32**	**62.16**	**-**	**0.68**	**21,900.33**	**16,040.96**	**105.26**	**-**	**-**	**16,136.28**
Profit before interest and tax	**8,947.46**	**51.39**	**(2.16)**	**0.68**	**8,997.37**	**6,050.10**	**100.16**	**(2.20)**	**-**	**6,148.06**
Less: Interest expense	697.39	-	-	-	697.39	499.05	27.24	-	-	526.29
Profit before tax	**8,250.07**	**51.39**	**(2.16)**	**0.68**	**8,299.98**	**5,551.05**	**72.92**	**(2.20)**	**-**	**5,621.77**
Less: Income taxes	-	-	-	2,069.56	2,069.56	-	-	-	1,420.66	1,420.66
Profit after tax					**6,230.42**					**4,201.1151**
Other Information										
Segment Depreciation and Amortization	212.90	0.40	2.16	-	**215.46**	133.75	0.40	2.20	-	**136.35**
Segment non-cash expense other than Depreciation	671.65	(6.02)	-	-	**665.63**	231.40	1.57	-	-	**232.97**

(Rs. in million)

Particulars	For the period ended 31 December 2022					For the year ended 31 March 2022				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Assets	84,733.38	938.19	2.45	211.24	**85,885.26**	70,826.72	1,135.02	4.61	233.08	**72,199.43**
Segment Liabilities	65,206.72	2.45	1.28	50.59	**65,261.04**	56,098.96	245.55	1.28	9.87	**56,355.66**
Capital Expenditure (including capital work-in-progress)	428.28	-	0.02	-	**428.30**	697.48	-	-	-	**697.48**

#Inter Segment revenue has been excluded from the total revenue of the group.

*The Group has discontinued the health and allied fitness activities with effect from 30 June, 2020.

Inter segment pricing are at arm's length basis. Profit or loss on inter segment transfer are eliminated at the Group level.

Segment information for secondary segment reporting (by geographical segments)

The Group operates in one geographic segment namely "within India", hence no geographical disclosures are required.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the period ended 31 December 2022 and 31 December 2021.

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35 Discontinued Operations

The economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated June 23, 2020 to discontinue/abandon this line of business with effect from 30 June 2020.

However, Management of subsidiary company has entered into new business activities and is using existing resources to continue for the foreseeable future. Management of subsidiary company is using the assets pertaining to Gym and Healthcare business as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of Indian Accounting Standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

36 Distribution made and proposed

Dividends on equity shares declared and paid:	Nine months period ended 31 December 2022 (Unaudited)		Nine months period ended 31 December 2021 (Refer note 2)	
	Per share in INR	(Rs. in million)	Per share in INR	(Rs. in million)
Fourth Interim dividend for the year ended 31 March 2022 and Third Interim dividend 31 March 2021	7.00	580.43	7.50	613.70
Final dividend for the year ended 31 March 2022	2.25	186.91	-	-
First Interim dividend for the period ended 31 December 2022 and 31 December 2021	7.65	637.33	5.15	424.30
Second Interim dividend for the period ended 31 December 2022 and 31 December 2021	9.00	749.84	5.70	471.35
Total	**25.90**	**2,154.51**	**18.35**	**1,509.35**
Proposed dividends on Equity shares				
Third Interim dividend for the period ended 31 December 2022 and 31 December 2021	9.60	800.36	7.00	579.47

37 ESOPs

The Nomination and Remuneration Committee during the period ended 31 December 2022, granted 3,07,884 stock options and 9,64,921 Restricted stock units to the eligible employees of the Company under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).

As on 31 December 2022, the Company has 1,80,868 stock options outstanding under Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018), 10,41,876 Restricted stock units, 3,67,872 Performance stock units and 7,99,591 stock options outstanding under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).

Expense on employee stock option scheme included in Employee benefits expenses, is net of expenses reversed on account of lapsed options during the period.

38 The Group had prepared separate statement of unaudited consolidated financial results (the "Consolidated Financial Results") for the quarter and nine months period ended 31 December 2022, in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting". These consolidated financial results were prepared for submission by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

39 Subsequent events:

Dividends on equity shares declared and paid :	Per share in INR	(Rs. in million)
Fourth Interim dividend for the year ended 31 March 2023	9.60	800.83
Final dividend for the year ended 31 March 2023	4.00	335.25
First Interim dividend for the period ended 31 December 2023	9.25	775.33
Second Interim dividend for the period ended 31 December 2023	12.70	1,065.45
Total	**35.55**	**2,976.86**
Proposed dividends on Equity shares		
Third Interim dividend for the period ended 31 December 2023	12.70	1,066.17

40 The financial statements of the Group were approved for issue vide a circular resolution of Board of Directors on 26 March 2024.

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 26 March 2024

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Ketan Shah
Whole Time Director
Din : 01765743

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 26 March 2024

S.R. BATLIBOI & CO. LLP
Chartered Accountants

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Independent Auditor's Review Report on the Quarterly and Year to Date Unaudited Consolidated Financial Results of the Company Pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Review Report to
The Board of Directors
Angel One Limited

1. We have reviewed the accompanying Statement of Unaudited Consolidated Financial Results of Angel One Limited (the "Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), for the quarter ended December 31, 2023 and year to date from April 01, 2023 to December 31, 2023 (the "Statement") attached herewith, being submitted by the Holding Company pursuant to the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended (the "Listing Regulations").

2. The Holding Company's Management is responsible for the preparation of the Statement in accordance with the recognition and measurement principles laid down in Indian Accounting Standard 34, (Ind AS 34) "Interim Financial Reporting" prescribed under Section 133 of the Companies Act, 2013 as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India and in compliance with Regulation 33 of the Listing Regulations. The Statement has been approved by the Holding Company's Board of Directors. Our responsibility is to express a conclusion on the Statement based on our review.

3. We conducted our review of the Statement in accordance with the Standard on Review Engagements (SRE) 2410, "Review of Interim Financial Information Performed by the Independent Auditor of the Entity" issued by the Institute of Chartered Accountants of India. This standard requires that we plan and perform the review to obtain moderate assurance as to whether the Statement is free of material misstatement. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Standards on Auditing and consequently does not enable us to obtain assurance that we would become aware of all significant matters that might be identified in an audit. Accordingly, we do not express an audit opinion.

   We also performed procedures in accordance with the Circular No. CIR/CFD/CMD1/44/2019 dated March 29, 2019 issued by the Securities and Exchange Board of India under Regulation 33(8) of the Listing Regulations, to the extent applicable.

4. The Statement includes the results of the following entities:

Name of the Entity	Relationship
Angel Financial Advisors Private Limited	Wholly Owned Subsidiary
Angel Fincap Private Limited	Wholly Owned Subsidiary
Angel Securities Limited	Wholly Owned Subsidiary
Angel Digitech Services Private Limited	Wholly Owned Subsidiary
Mimansa Software Systems Private Limited	Wholly Owned Subsidiary
Angel Crest Limited	Wholly Owned Subsidiary
Angel One Asset Management Company Limited	Wholly Owned Subsidiary
Angel One Trustee Limited	Wholly Owned Subsidiary
Angel One Wealth Management Limited	Wholly Owned Subsidiary

5. Based on our review conducted and procedures performed as stated in paragraph 3 above and based on the consideration of the review reports of other auditors referred to in paragraphs 6 and 7 below, nothing has come to our attention that causes us to believe that the accompanying Statement, prepared in accordance with recognition and measurement principles laid down in the aforesaid Indian Accounting Standards ('Ind AS') specified under Section 133 of the Companies Act, 2013, as amended, read with relevant rules issued thereunder and other accounting principles generally accepted in India, has not disclosed the information required to be disclosed in terms of the Listing Regulations, including the manner in which it is to be disclosed, or that it contains any material misstatement.

6. The accompanying Statement includes the unaudited interim financial results and other financial information, in respect of five subsidiaries, whose unaudited interim financial results include total revenues of Rs. 52 mn and Rs. 161 mn, total net profit after tax of Rs. 7 mn and Rs. 22 mn, total comprehensive income of Rs. 7 mn and Rs. 22 mn, for the quarter ended December 31, 2023 and the period ended on that date respectively, as considered in the Statement which have been reviewed by their respective independent auditors.

   The independent auditor's reports on interim financial results of these entities have been furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the amounts and disclosures in respect of these subsidiaries is based solely on the report of such auditors and procedures performed by us as stated in paragraph 3 above.

7. The accompanying Statement includes unaudited interim financial results and other unaudited financial information in respect of four subsidiaries, whose interim financial results and other financial information reflect total revenues of Rs. 9 mn and Rs. 13 mn, total net loss after tax of Rs. 31 mn and Rs. 37 mn, total comprehensive income of Rs. (31) mn and Rs. (37) mn, for the quarter ended December 31, 2023 and the period ended on that date respectively.

   The unaudited interim financial results and other unaudited financial information of the these subsidiaries have not been audited/reviewed by their/any auditors and have been approved and furnished to us by the Management and our conclusion on the Statement, in so far as it relates to the affairs of these subsidiaries, is based solely on such unaudited interim financial results and other unaudited financial information. According to the information and explanations given to us by the Management, these interim financial results are not material to the Group.

8. Our conclusion on the Statement in respect of matters stated in para 6 and 7 above is not modified with respect to our reliance on the work done and the reports of the other auditors and the financial results certified by the Management.

For S.R. BATLIBOI & Co. LLP
Chartered Accountants
ICAI Firm registration number: 301003E/E300005

per Viren H. Mehta
Partner
Membership No.: 048749
UDIN: 24048749BKFGXJ6196
Place of signature: Mumbai
Date: January 15, 2024

AngelOne

Angel One Limited
CIN: L67120MH1996PLC101709
CSO, Corporate office and Regd Office: 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai - 400093 Tel: (022) 40003600 | Fax: (022) 40003609
Website: www.angelone.in | Email: investors@angelbroking.com

Statement of the unaudited consolidated financial results for the quarter and Nine months ended 31 December 2023 (Rs. in million)

	Particulars	Quarter ended			Nine months ended		Year ended
		31 December 2023 (Unaudited)	30 September 2023 (Unaudited)	31 December 2022 (Unaudited)	31 December 2023 (Unaudited)	31 December 2022 (Unaudited)	31 March 2023 (Audited)
I	**Revenue from operations**						
	(a) Interest income	2,123	1,812	1,371	5,383	3,825	5,195
	(b) Fees and commission income	8,447	8,649	6,092	23,703	17,896	24,760
	(c) Net gain on fair value changes	20	18	23	58	37	61
	Total revenue from operations	10,590	10,479	7,486	29,144	21,758	30,016
II	(a) Other income	18	14	111	68	142	195
III	**Total income (I+II)**	10,608	10,493	7,597	29,212	21,900	30,211
IV	**Expenses**						
	(a) Finance costs	356	264	255	803	697	895
	(b) Fees and commission expense	1,976	2,071	1,592	5,689	4,735	6,407
	(c) Impairment on financial instruments	21	19	3	58	22	36
	(d) Employee benefits expenses	1,416	1,329	1,114	3,977	3,225	3,979
	(e) Depreciation, amortization and impairment	131	112	80	332	213	303
	(f) Others expenses	3,198	2,626	1,534	7,804	4,706	6,673
	Total expenses	7,098	6,421	4,578	18,663	13,598	18,293
V	**Profit before tax (III-IV)**	3,510	4,072	3,019	10,549	8,302	11,918
VI	**Tax expense:**						
	(a) Current tax	882	1,009	723	2,648	2,045	2,956
	(b) Deferred tax	24	26	19	52	29	63
	(c) Taxes for earlier years	1	(8)	(3)	(7)	(4)	(3)
	Total income tax expense	907	1,027	739	2,693	2,070	3,016
VII	**Profit for the period / year from continuing operations (V-VI)**	2,603	3,045	2,280	7,856	6,232	8,902
VIII	**Loss before tax from discontinued operations (before tax)**	(0)	(0)	(0)	(0)	(2)	(3)
IX	**Tax expense on discontinued operations**	0	0	(0)	0	(0)	(0)
X	**Loss after tax from discontinued operations (VIII-IX)**	(0)	(0)	(0)	(0)	(2)	(3)
XI	**Profit for the period / year (VII+X)**	2,603	3,045	2,280	7,856	6,230	8,899
XII	**Other comprehensive income**						
	Items that will not be reclassified to profit or loss						
	(a) Re-measurement gains / (losses) on defined benefit plans	(5)	(3)	(3)	(21)	(16)	(20)
	(b) Income tax relating to items that will not be reclassified to profit or loss	1	1	1	5	4	5
	Other comprehensive income	(4)	(2)	(2)	(16)	(12)	(15)
XIII	**Total comprehensive income for the period / year (XI+XII)**	2,599	3,043	2,278	7,840	6,218	8,884
	Earnings per equity share (FV Rs. 10 each) (not annualised for interim period)						
	<u>from continuing operations</u>						
	Basic EPS (Rs.)	31.02	36.31	27.36	93.73	74.89	106.91
	Diluted EPS (Rs.)	30.48	35.71	26.74	92.09	73.20	105.12
	<u>from discontinuing operations</u>						
	Basic EPS (Rs.)	(0.00)	(0.00)	(0.01)	(0.01)	(0.02)	(0.03)
	Diluted EPS (Rs.)	(0.00)	(0.00)	(0.01)	(0.01)	(0.02)	(0.03)
	<u>from total operations</u>						
	Basic EPS (Rs.)	31.02	36.31	27.35	93.72	74.87	106.88
	Diluted EPS (Rs.)	30.47	35.71	26.73	92.08	73.17	105.09

For Identification Purpose Only
S. R. BATLIBOI & CO. LLP
MUMBAI
Chartered Accountants

ANGEL ONE LIMITED

Angel One Limited
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Website: www.angelone.in | Email: investors@angelbroking.com

Notes:

1. These unaudited consolidated financial results have been prepared in accordance with the Indian Accounting Standard (referred to as "Ind AS") 34 Interim Financial Reporting prescribed under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules as amended from time to time. These unaudited consolidated financial results of Angel One Limited 'Company' and its subsidiaries (together referred as 'Group') for the quarter and Nine months ended 31 December 2023 have been reviewed by the Audit Committee and approved by the Board of Directors at its meeting held on 15 January 2024. The statutory auditors have carried out limited review of the above consolidated unaudited financial results of the Group for the quarter and Nine months ended 31 December 2023.

2. The Nomination and Remuneration Committee during the quarter ended 31 December 2023 granted 47,505 Restricted stock units to the eligible employees of the Company under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).
   As on 31 December 2023, the Company has 37,708 stock options outstanding under Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018), 11,37,536 Restricted stock units, 11,48,412 Performance stock units and 5,49,218 stock options outstanding under Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021).
   Expense on employee stock option scheme included in Employee benefits expenses, is net of expenses reversed on account of lapsed options during the period/year.

3. The Board of Directors of the holding Company, at their meeting held on 09 August 2023, approved the scheme of arrangement ("Scheme") for transferring and vesting certain business undertakings of the Company, to its two wholly owned subsidiaries, Angel Securities Limited ("ASL") and Angel Crest Limited ("ACL") as a going concern, on slump sale basis, pursuant to which the broking business and depository participant operations of the Company being conducted through its two Business Undertakings (as defined in the said Scheme document), shall be transferred to Angel Securities Limited and Angel Crest Limited, respectively. The Scheme is subject to receipt of requisite approvals from the Stock Exchanges, the shareholders of the Company, its creditors, National Company Law Tribunal and other regulatory and statutory authorities, if any, under applicable laws.

4. The Board of Directors of the holding company at its meeting held on 15 January 2024, has declared third interim dividend of Rs. 12.70 per equity share.

5. The Group operates only in one business segment i.e. "Broking and related services". Hence the group does not have any reportable segments as per Ind-AS 108 "Operating Segments" for the current period".

6. The unaudited standalone and consolidated financial results of Angel One Limited are available on the Company's website, www.angelone.in and on the stock exchange website www.nseindia.com and www.bseindia.com.

7. Pursuant to SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021 to the extent applicable to Commercial Papers, information as required under Regulation 52(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the Nine months ended 31 December 2023 is mentioned in Annexure A.

8. The previous period/year figures have been regrouped/reclassified wherever necessary to conform to current period's/year's presentation.

On behalf of the Board of Directors
For Angel One Limited

Dinesh Thakkar
Chairman and Managing Director

Date : 15 January 2024
Place: Mumbai

For Identification Purpose Only
S. R. BATLIBOI & CO. LLP
MUMBAI
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ANGEL ONE LIMITED

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Annexure A

Pursuant to SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated 10 August 2021 to the extent applicable to Commercial Papers, information as required under Regulation 52(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the Nine months ended 31 December 2023 is as mentioned below:

Key Financial Information

Particulars	Nine Months ended 31 December 2023	Year ended 31 March 2023
Debt Equity Ratio [1]	0.62 Times	0.36 Times
Debt Service Coverage ratio [2]	15.07 Times	15.15 Times
Interest Service Coverage ratio [3]	14.19 Times	14.35 Times
Net worth [4]	₹ 27,863 million	₹ 21,616 million
Net Profit after tax	₹ 7,856 million	₹ 8,902 million
Earning per share (Basic)	₹ 93.72	₹ 106.88
Earning per share (Diluted)	₹ 92.08	₹ 105.09
Outstanding redeemable preference shares	Not Applicable	Not Applicable
Capital redemption reserve/Debenture redemption reserve	Not Applicable	Not Applicable
Current Ratio	1.25 Times	1.35 Times
Long term debt to Working Capital Ratio [5]	0.00 Times	0.00 Times
Bad debts to Accounts Receivable Ratio	0.00 Times	0.00 Times
Current Liability Ratio [6]	1.00 Times	1.00 Times
Total Debt to Total Assets	0.14 Times	0.11 Times
Debtors Turnover Ratio [7]	5.48 Times	6.60 Times
Inventory Turnover Ratio	Not Applicable	Not Applicable
Operating Margin (%) [8]	36.20%	39.71%
Net profit Margin (%) [9]	26.96%	29.66%

[1] *Debt Equity Ratio = Debt(Borrowing (excluding lease liability) + Accrued interest) / Equity (Equity share capital + Other equity)*

[2] *Debt Service coverage ratio = Operating Cash Profit + Interest Expenses (excludes interest costs on leases as per IND AS 116)/ (Interest Expenses (excludes interest costs on leases as per IND AS 116) + Current maturity of Long term Loans)*

[3] *Interest Service coverage ratio = Profit before interest (excludes interest costs on leases as per IND AS 116) and tax / (interest Expenses (excludes interest costs on leases as per IND AS 116 on leases)*

[4] *Net worth = Equity share capital + Other equity*

[5] *Long term debt to working capital = Long term debt (excluding lease liability) / (Current assets - Current Liabilities)*

[6] *Current Liability Ratio = Current Liabilities / Total Liabilities*

[7] *Debtors turnover = Fees and Commission Income / Trade Receivables*

[8] *Operating margin (%) = Profit before tax / Total revenue from operations*

[9] *Net profit margin (%) = Profit for the year from continuing operations / Total revenue from operations*

ANGEL ONE LIMITED

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INDEPENDENT AUDITOR'S REPORT

To the Members of Angel One Limited (formerly known as Angel Broking Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Angel One Limited (formerly known as Angel Broking Limited) (hereinafter referred to as "the Holding Company"), and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance sheet as at March 31 2023, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2023, their consolidated profit including other comprehensive income, their consolidated Cash Flows and the consolidated Statement of Changes in Equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2023. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to

S.R. BATLIBOI & CO. LLP
MUMBAI
CHARTERED ACCOUNTANTS

this matter. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matter below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
1. IT Systems and controls	
The financial accounting and reporting systems of the Holding Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure accurate financial reporting. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	We performed the following procedures assisted by specialized IT auditors on the IT infrastructure and applications relevant to financial reporting: • Tested the design and operating effectiveness of IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. • Tested IT general controls (logical access, change management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. • Tested the Holding Company's periodic review of access rights. We also inspected requests of changes to systems for appropriate approval and authorization. • In addition to the above, we tested the design and operating effectiveness of certain automated and IT dependent manual controls that were considered as key internal controls over financial reporting. • Tested the design and operating effectiveness compensating controls in case deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available, and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

S.R. BATLIBOI & CO. LLP
MUMBAI
CHARTERED ACCOUNTANTS

When we read such information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited consolidated financial statements. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of their respective companies and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of their respective companies to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of their respective companies.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional

S.R. Batliboi & Co. LLP
Mumbai
Chartered Accountants

omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors and to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2023 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of five subsidiaries, whose financial statements include total assets of Rs. 1,587.10 million as at March 31, 2023, and total revenues of Rs. 232.75 million and net cash outflows of Rs. 0.38 million for the year ended on that date. These financial statements and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries is based solely on the report(s) of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies incorporated in India, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries as noted in the 'other matter' paragraph we report, to the extent applicable, that:

   (a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

   (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

   (e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2023 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India are disqualified as on March 31, 2023 from being appointed as a director in terms of Section 164 (2) of the Act;

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiary companies, incorporated in India, the managerial remuneration for the year ended March 31, 2023 has been paid/provided by the Holding Company and its subsidiary companies, incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 38 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2023;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiary companies, incorporated in India during the year ended March 31, 2023;

iv. a) The respective managements of the Holding Company and its subsidiaries, which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries, respectively that, to the best of its knowledge and belief, as disclosed in the note 55 (g) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries, with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, as disclosed in the note 55 (h) to the consolidated financial statements, no funds have been received by the respective Holding Company or any of such subsidiaries from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances performed by us and that performed by the auditors of the subsidiaries which are companies incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The final dividend paid by the Holding Company during the year in respect of the same declared for the previous year is in accordance with section 123 of the Act to the extent it applies to payment of dividend.

The interim dividend declared and paid during the year by the Holding Company until the date of the audit report of such Holding Company is in accordance with section 123 of the Act.

As stated in note 56 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members of the Holding Company at the ensuing Annual General Meeting. The dividend declared is in accordance with section 123 of the Act to the extent it applies to declaration of dividend.

vi. As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable only w.e.f. April 1, 2023 for the Holding Company and its subsidiary companies incorporated in India, hence reporting under this clause is not applicable.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 23048749BGVGJT6803
Place of Signature: Mumbai
Date: April 17, 2023

S.R. BATLIBOI & CO. LLP
MUMBAI
CHARTERED ACCOUNTANTS

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Angel One Limited (formerly known as Angel Broking Limited)

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order ("CARO") reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 23048749BGVGJT6803
Place of Signature: Mumbai
Date: April 17, 2023

MUMBAI

Annexure 2 to the Independent Auditor's Report of even date on the Consolidated Financial Statements of Angel One Limited (formerly known as Angel Broking Limited)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Angel One Limited (formerly known as Angel Broking Limited) (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2023, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Group which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2023, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these five subsidiaries which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiary companies incorporated in India.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 23048749BGVGJT6803
Place of Signature: Mumbai
Date: April 17, 2023

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Balance Sheet as at 31 March 2023

(Rs. in million)

	Note No.	As at 31 March 2023	As at 31 March 2022
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	4	1,330.61	4,221.07
(b) Bank balance other than cash and cash equivalents	5	53,580.22	44,528.50
(c) Trade receivables	6	3,748.73	5,653.24
(d) Loans	7	10,051.94	13,575.00
(e) Investments	8	1,094.74	186.52
(f) Other financial assets	9	1,855.10	1,947.15
Non-financial Assets			
(a) Current tax assets (Net)	10	16.76	21.41
(b) Deferred tax assets (Net)	11	-	18.47
(c) Investment property	12	32.78	33.36
(d) Property, plant and equipment	13	1,463.47	1,402.07
(e) Capital work-in-progress	14	615.23	-
(f) Intangible assets under development	15	1.08	119.96
(g) Intangible assets	16	331.21	65.63
(h) Right of use assets	17	37.87	17.20
(i) Other non-financial assets	18	616.97	409.85
Total Assets		74,776.71	72,199.43
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Trade payables	19		
(i) total outstanding dues of micro enterprises and small		23.09	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		40,691.98	40,668.10
(b) Debt securities	20	278.28	245.67
(c) Borrowings (other than debt securities)	21	7,593.58	12,331.65
(d) Other financial liabilities	22	3,878.70	2,533.92
Non-Financial Liabilities			
(a) Current tax liabilities (Net)	23	76.28	9.87
(b) Deferred tax liabilities (Net)	11	39.13	-
(c) Provisions	24	163.39	121.03
(d) Other non-financial liabilities	25	416.70	445.42
EQUITY			
(a) Equity share capital	26	834.20	828.59
(b) Other equity	27	20,781.38	15,015.18
Total Liabilities and Equity		74,776.71	72,199.43

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 17 April 2023

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Naheed Patel
Company Secretary
Membership No: ACS22506

Narayan Gangadhar
Chief Executive Officer

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 17 April 2023

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Statement of Profit and Loss for the year ended 31 March 2023 (Rs. in million)

	Note No.	31 March 2023	31 March 2022
Revenue from operations			
(a) Interest Income	28	5,195.05	3,653.33
(b) Fees and Commission Income	29	24,760.16	18,960.73
(c) Net gain on fair value changes	30	60.64	297.08
Total Revenue from operations (I)		**30,015.85**	**22,911.14**
(d) Other Income (II)	31	195.33	60.00
Total Income (I+II=III)		**30,211.18**	**22,971.14**
Expenses			
(a) Finance Costs	32	895.15	721.47
(b) Fees and commission expense		6,406.70	5,502.43
(c) Impairment on financial instruments	33	36.11	35.72
(d) Employee Benefits Expenses	34	3,979.02	2,808.99
(e) Depreciation, amortization and impairment	35	302.64	186.41
(f) Others expenses	36	6,673.38	5,349.01
Total Expenses (IV)		**18,293.00**	**14,604.03**
Profit before tax (III-IV=V)		**11,918.18**	**8,367.11**
Tax Expense:	11		
(a) Current Tax		2,955.95	2,084.09
(b) Deferred Tax		62.99	25.62
(c) Taxes for earlier years		(2.68)	6.84
Total income tax expense (VI)		**3,016.26**	**2,116.55**
Profit for the year from continuing operations (V-VI=VII)		**8,901.92**	**6,250.56**
Loss before tax from discontinued operations (before tax) (VIII)	54	(2.81)	(2.92)
Tax expense on discontinued operations (IX)	54	(0.43)	(0.41)
Loss after tax from discontinued operations (VIII-IX=X)		**(2.38)**	**(2.51)**
Profit for the year (VII+X=XI)		**8,899.54**	**6,248.05**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gains / (losses) on defined benefit plans		(19.62)	(13.80)
(b) Income tax relating to above items	11	4.96	3.49
Other Comprehensive Income for the year (XII)		**(14.66)**	**(10.31)**
Total Comprehensive Income for the year (XI+XII)		**8,884.88**	**6,237.74**
Earnings per equity share from Continuing operations (FV Rs. 10 each)	37		
Basic EPS - (Rs.)		106.91	75.75
Diluted EPS - (Rs.)		105.12	74.47
Earnings per equity share from Discontinuing operations (FV Rs. 10 each)	37		
Basic EPS - (Rs.)		(0.03)	(0.03)
Diluted EPS - (Rs.)		(0.03)	(0.03)
Earnings per equity share from total operations (FV Rs. 10 each)	37		
Basic EPS - (Rs.)		106.88	75.72
Diluted EPS - (Rs.)		105.09	74.44

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 17 April 2023

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 17 April 2023

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Cash Flow Statement for the year ended 31 March 2023 (Rs. in million)

	Year ended 31 March 2023	Year ended 31 March 2022
A. Cash flow from operating activities		
Profit before tax	11,915.37	8,364.19
Adjustments for non cash and non-operating activities:		
Depreciation and amortisation expense	305.45	189.32
(Gain) / Loss on cancellation of lease	-	0.75
Expense on Employee Stock option scheme	528.49	156.28
Income from leased property	(1.48)	(1.34)
Interest expense on borrowings	686.85	667.53
Interest on Income tax	6.93	13.30
Provision of expected credit loss on trade receivable	2.20	1.04
Provision of expected credit loss on loans	(11.28)	0.53
Interest income on financial assets	(5.03)	(6.46)
Bad debt written off (Net)	45.19	34.15
(Profit) / loss on sale of property, plant and equipment	(104.96)	(0.98)
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(60.64)	(297.08)
Operating profit before working capital changes	**13,307.09**	**9,121.23**
Changes in working capital		
Increase/ (decrease) in trade payables	46.97	17,903.81
Increase/ (decrease) in other financial liabilities	1,344.78	736.86
Increase/ (decrease) in other non-financial liabilities	(28.72)	104.65
Increase/ (decrease) in provisions	22.74	16.24
(Increase)/ decrease in trade receivables	1,861.57	(3,407.18)
(Increase)/ decrease in loans	3,534.34	(2,290.60)
(Increase)/ decrease in Other Bank Balances	(9,051.72)	(26,574.47)
(Increase)/ decrease in other financial assets	91.70	12,344.15
(Increase)/ decrease in other non-financial assets	(207.12)	(164.59)
Cash generated from / (used in) operations	**10,921.63**	**7,790.10**
Income tax paid	(2,889.14)	(2,214.64)
Net cash (used in) / generated from operating activities (A)	**8,032.49**	**5,575.46**
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets	(1,141.61)	(697.48)
Proceeds from sale of property, plant and equipment, intangible assets	136.58	6.64
Income from lease property	1.48	1.34
Payment for purchase of mutual funds	(11,411.10)	(68,094.01)
Proceeds from sale of mutual funds	10,563.52	68,259.97
Net cash (used in) / generated from investing activities (B)	**(1,851.13)**	**(523.54)**
C. Cash flow from Financing activities		
Proceeds from / (repayments) of borrowings other than debt securities	(4,755.95)	661.56
Proceeds from / (repayments) of debt securities	32.61	245.67
Repayment of vehicle loan	(3.12)	(4.03)
Proceeds from issue of equity shares	114.15	228.60
Interest paid on borrowings	(684.58)	(664.55)
Dividend paid	(3,755.71)	(2,088.82)
Repayment of lease liabilities including interest	(19.22)	(29.72)
Net cash (used in) / generated from financing activities (C)	**(9,071.82)**	**(1,651.29)**

MUMBAI

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Cash Flow Statement for the year ended 31 March 2023

(Rs. in million)

	Year ended 31 March 2023	Year ended 31 March 2022
Net increase / (decrease) in cash and cash equivalents (A+B+C)	(2,890.46)	3,400.63
Cash and cash equivalents at the beginning of the year	4,221.07	820.44
Cash and cash equivalents at the end of the year	**1,330.61**	**4,221.07**
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	1,329.67	4,219.22
Cash on hand	0.02	0.02
Cheques on hand	0.92	1.83
Total cash and bank balances at end of the year (Refer Note 4)	1,330.61	4,221.07

Notes:

1. Changes in liabilities arising from financing activities

(Rs. in million)

	Year ended 31 March 2023	Year ended 31 March 2022
Opening balance	12,577.32	11,714.69
Addition / (repayment) during the year	(4,685.39)	915.99
Amortisation of interest and other charges on borrowings	2.27	2.98
Repayments during the year other than above	(22.34)	(30.77)
Other adjustments	-	(25.57)
Closing balance	7,871.86	12,577.32

2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 17 April 2023

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 17 April 2023

Angel One Limited (formerly known as Angel Broking Limited)

Statement of Changes in Equity for the year ended 31 March 2023

A Equity Share Capital

(Rs. in million)

	Amount
Equity Shares of Rs.10 issued, subscribed and fully paid up	
Balance as at 01 April 2021	818.27
Changes in Equity Share Capital due to prior year errors	-
Restated balance at the beginning of the previous reporting year	818.27
Changes in Equity Share Capital during the year	10.32
Balance as at 31 March 2022	828.59
Changes in Equity Share Capital due to prior year errors	-
Restated balance at the beginning of the current reporting year	828.59
Changes in Equity Share Capital during the year	5.61
Balance as at 31 March 2023	834.20

B Other Equity (Refer Note 27)

(Rs. in million)

	Reserve & Surplus						Equity-Settled share-based payment reserve	Total
	General Reserve	Securities Premium	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment reserve		
Balance as at 01 April 2021	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70
Changes in accounting policy or prior year errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the previous reporting year	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70
Profit for the year	-	-	6,248.05	-	-	-	-	6,248.05
Other Comprehensive Income for the year	-	-	(10.31)	-	-	-	-	(10.31)
Premium on equity shares issued	-	779.29	-	-	-	-	-	279.29
Utilised towards equity share option exercised	-	-	-	-	-	-	(61.01)	(61.01)
Addition for equity share options granted	-	-	-	-	-	-	156.28	156.28
Transfer from retained earnings to Statutory Reserve	-	-	(13.01)	13.01	-	-	-	-
Dividends paid (including dividend distribution tax)	-	-	(2,088.82)	-	-	-	-	(2,088.82)
Balance as at 31 March 2022	132.85	4,012.96	10,596.06	84.13	53.59	1.13	134.46	15,015.18
Changes in accounting policy or prior year errors	-	-	-	-	-	-	-	-
Restated balance at the beginning of the current reporting year	132.85	4,012.96	10,596.06	84.13	53.59	1.13	134.46	15,015.18
Profit for the year	-	-	8,899.54	-	-	-	-	8,899.54
Other Comprehensive Income for the year	-	-	(14.66)	-	-	-	-	(14.66)
Premium on equity shares issued	-	192.42	-	-	-	-	-	192.42
Utilised towards equity share option exercised	-	-	-	-	-	-	(83.88)	(83.88)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	0.97	-	-	-	(0.97)	-
Addition for equity share options granted	-	-	-	-	-	-	528.49	528.49
Transfer from retained earnings to Statutory Reserve	-	-	(9.19)	9.19	-	-	-	-
Dividends	-	-	(3,755.71)	-	-	-	-	(3,755.71)
Balance as at 31 March 2023	132.85	4,205.38	15,717.01	93.32	53.59	1.13	578.10	20,781.38

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 17 April 2023

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 17 April 2023

1 Corporate information

Angel One Limited (formerly known as Angel Broking Limited) ('AOL' or the 'Company') is the holding Company, and its subsidiaries together referred as 'Group'. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, Institutional broking, providing margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. The registered office address of the company is 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai - 400093.

2 Basis of Preparation and presentation and Significant accounting policy

The Financial Statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the financial year presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

Daily back up of books of accounts and accounting records, is taken on servers physically located in India.

These financial statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

The consolidated financial statements for the year ended 31 March 2023 are being authorised for issue in accordance with a resolution of the Board of Directors on 17 April 2023.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2023. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2023.

ANGEL ONE LIMITED

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:

- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

Significant accounting policy

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.
The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:
Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

(i) Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii) Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii) Depository services income are accounted as follows:
Revenue from depository services on account of annual maintenance charges have been accounted for over the period of the performance obligation.
Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv) Portfolio Management Fees are accounted over a period of time as follows:
Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

(v) Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.
The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

(vi) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(vii) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

(viii) Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

(ix) Syndication fees are accrued based on completion of assignments in accordance with terms of understanding.

(x) In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

S.R. Batliboi & Co. LLP Mumbai Chartered Accountants

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2.2 Property, plant and equipment

(i) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.

Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (In Years)
Buildings	60
Office equipments	2 to 5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture and Fixtures	10
VSAT Equipments	5
leasehold Improvements	Amortised over the primary period of lease
Gym Equipments	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates. Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.

The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

2.3 Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. The carrying amount of an item of property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised.

Depreciation on investment property is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

2.4 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.

The residual values, useful lives and methods of amortisatioin are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.5 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

MUMBAI

ANGEL ONE LIMITED

(iii) Classification and subsequent measurement

(A) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :

- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :

- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

(B) Financial liabilities and equity instrument

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

(iv) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) Derecognition

(A) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:

- The contractual rights to receive cash flows from the financial asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

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(B) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Group has also computed expected credit loss due to significant delay in collection.

B) Loans

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD

Stage 1 : Loan receivable including interest overdue for less than 30 days past due.

Stage 2 : Loan receivable including interest overdue between 30-90 days past due.

Stage 3 : Loan receivable including interest overdue for more than 90 days past due.

For the purpose determining the stages as per Ind AS 109:

(i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer.

(ii) In case loan given (principal amount) is not recalled, these loans are considered as not due.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

C) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

2.6 Leases

A) Group as a lessee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined. If that rate is not readily determined the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

B) Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents cash and short-term deposits are considered integral part of the Group's cash management. Outstanding bank overdrafts are not considered integral part of the Group's cash management.

2.8 Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.9 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group's gratuity scheme is a defined benefit plan. The group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

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2.10 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.11 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred. The difference between the discounted amount mobilized and redemption value of commercial papers is recognized in the statement of profit and loss over the life of the instrument using the EIR.

2.14 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.15 Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

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2.16 Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and
(a) represents a separate major line of business or geographical area of operations,
(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or
(c) is a subsidiary acquired exclusively with a view to resale.
An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.
Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.
Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.
Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet.
Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.
Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

2.17 Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

2.18 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standards or amendments to the existing standards under Companies (Indian Accounting Standards)Rules as issued from time to time. On 31 March 2023, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2023, as below:

Ind AS 1 - Presentation of Financial Statements - This amendment requires the entities to disclose their material accounting policies rather than their significant accounting policies. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and the impact of the amendment is insignificant in the Group's financial statements.

Ind AS 8 - Accounting Policies, Changes in Accounting Estimates and Errors - This amendment has introduced a definition of accounting estimates' and included amendments to Ind AS 8 to help entities distinguish changes in accounting policies from changes in accounting estimates. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statements.

Ind AS 12 - Income Taxes - This amendment has narrowed the scope of the initial recognition exemption so that it does not apply to transactions that give rise to equal and offsetting temporary differences. The effective date for adoption of this amendment is annual periods beginning on or after 01 April 2023. The Group has evaluated the amendment and there is no impact on its consolidated financial statement.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

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3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 46.

Some of the group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.

Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
-Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Group can access at measurement date

3.3 Effective Interest Rate (EIR) method

The group's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the group's business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option , volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payments transactions are discussed in Note 41 "Employee stock option plan" (ESOP).

3.6 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and credit assessment and including forward looking information.

The inputs used and process followed by the Group in determining the ECL have been detailed in Note 47.

3.7 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.8 Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

3.9 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Group consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Group reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

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4 Cash and cash equivalents

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Cash on hand	0.02	0.02
Balances with banks		
-in current accounts	1,329.67	4,219.22
Cheques on hand	0.92	1.83
Total	1,330.61	4,221.07

5 Bank balances other than cash and cash equivalent

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Earmarked balances with banks towards unclaimed dividend	802.66	0.76
Fixed deposit with maturity for less than 12 months *	52,120.77	43,677.37
Fixed deposit with maturity for more than 12 months*	149.23	674.05
Interest accrued on fixed deposits	507.56	176.32
Total	53,580.22	44,528.50

* Breakup of deposits

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Fixed deposits under lien with stock exchanges**	23,792.94	31,653.02
Fixed deposits against credit facilities of the Group	10,600.86	7,612.83
Fixed deposits for bank guarantees	17,534.95	4,902.02
Fixed deposits free from charge	339.25	160.75
Fixed deposits with government authorities	2.00	2.00
Fixed deposits lien with banks	-	20.80
Total	52,270.00	44,351.42

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

6 Trade receivable

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Receivables considered good - Secured*	3,721.65	5,651.90
Receivables considered good - Unsecured*	36.57	13.08
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(9.49)	(11.74)
Total	3,748.73	5,653.24

No trade or other receivable are due from directors or other officers of the company either severally or jointly with any other person nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes Rs. 2,051.60 million as on 31 March 2023 (31 March 2022: Rs. 2,521.20 million) receivable from stock exchanges on account of trades executed by clients.

Trade receivables ageing schedule as at 31 March 2023

(Rs. in million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	3,666.17	8.50	11.11	18.45	53.99	3,758.22

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Trade receivables ageing schedule as at 31 March 2022

(Rs. in million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	5,566.81	13.88	24.43	18.46	41.40	5,664.98

7 Loans

(Rs. in million)

		As at 31 March 2023	As at 31 March 2022
(A)	Loans measured at Amortised Cost		
	(i) Margin trading facility	9,953.78	12,591.36
	Add: Accrued Interest on margin trading fund	98.16	112.26
	(ii) Loans against securities	-	882.43
	(iii) Loan to Others*	-	0.23
	Total (A) Gross	10,051.94	13,586.28
	Less: Provision for expected credit loss	-	(11.28)
	Total (A) Net	10,051.94	13,575.00
(B)	(i) Secured by shares/securities	10,046.81	13,566.64
	(ii) Unsecured	5.13	19.64
	Total (B) Gross	10,051.94	13,586.28
	Less: Provision for expected credit loss	-	(11.28)
	Total (B) Net	10,051.94	13,575.00
(C)	Loans in India		
	(i) Public Sector	-	-
	(ii) Others		
	-Body corporates	41.69	20.55
	-Others (includes Firms, Trusts, HUFs)	10,010.25	13,565.73
	Total (C) Gross	10,051.94	13,586.28
	Less: Provision for expected credit loss	-	(11.28)
	Total (C) Net	10,051.94	13,575.00

* Loan is given to related party amounting to Rs. NIL (previous year 0.23 million which is 0.00% of total loans) (refer note 42 (c)).

8 Investments

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Investment in India		
Measured at Fair Value through Profit or Loss (Refer note A)		
Equity instruments	0.00	0.00
Mutual funds	1,094.74	186.52
Total	1,094.74	186.52

A Investments measured at Fair Value through Profit or Loss

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Investment in Equity Instruments (fully paid-up) Unquoted Equity Shares in Hubtown Limited (Represents ownership of Premises as a member in co-operative society) (face value of Rs. 350 each, 01 share (01 share as on 31 March 2022)	0.00	0.00
Investment in Mutual fund		
-10,94,430.695 units (31 March 2022 units - 4,32,649.260) of ICICI Prudential Liquid Fund - Direct Plan - Growth (NAV Rs. 333.1852 per unit) (31 March 2022 NAV Rs. 315.256 per unit)	364.66	136.40
-81,226.236 units (31 March 2022 units - 22,305.436) of Mirae Asset Cash Management Fund - Direct Plan - Growth (NAV Rs. 2,376.5868) (31 March 2022 NAV Rs. 2,247.063 per unit)	193.04	50.12
-13,805.572 units (31 March 2022 units - NIL) of Aditya Birla Sun Life Liquid Fund - Growth - Direct Plan (NAV Rs. 363.083)	5.01	-
-5,523.07 units (31 March 2022 units - NIL) of HSBC Liquid Fund - Growth Direct (NAV Rs. 2,242.131)	12.38	-
-97,775.481 units (31 March 2022 units - NIL) of Baroda BNP Paribas Liquid Fund - Direct Plan Growth Option (NAV Rs. 2,595.469)	253.77	-
-41,071.607 units (31 March 2022 units - NIL) of HDFC Liquid Fund - Growth Option - Direct Plan (NAV Rs. 4,423.200)	181.67	-
-2,512.823 units (31 March 2022 units - NIL) of Kotak Overnight Fund -Direct Plan-Growth Option (NAV Rs. 1,195.7923)	3.00	-
-40,850.459 units (31 March 2022 units - NIL) of Sundaram Liquid Fund - Direct Plan - Growth Option (NAV Rs. 1,987.8688)	81.21	-
Total	1,094.74	186.52

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9 Other Financial assets (Unsecured, considered good) (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Security Deposits (Refer note (a) below)	1,531.43	1,685.99
Accrued delayed payment charges	1.30	1.63
Deposits against arbitrations*	13.53	36.23
Less: Provision against arbitrations	(13.53)	(16.74)
Other Receivables	322.37	240.04
Total	1,855.10	1,947.15

* Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

(a) Security Deposits (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Security deposits - stock exchanges**	1,477.41	1,627.86
Security deposits - Premises	15.93	16.64
Security deposits - Others	38.09	41.49
Total	1,531.43	1,685.99

** The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

10 Current tax assets (Net) (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Advance payment of taxes and tax deducted at source (Net of MAT credit utilised Rs. 2.54 million (31 March 2022: Rs. 5.22 million) and provision for taxation Rs. 6.06 million (31 March 2022: 9.01 million))	16.76	21.41
	16.76	21.41

11 Deferred tax assets /liabilities (Net)

(A) Deferred tax relates to the following: (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Deferred tax assets		
- Provision for gratuity	25.07	17.89
- Provision for compensated absences	20.14	14.96
- Lease capitalised as per Ind AS 116	4.40	4.08
- Disallowance u/s 43B	0.04	2.52
- Expected credit loss on trade receivables	2.39	2.95
- Expected credit loss on loan	-	2.04
- Others	4.87	2.69
	56.91	47.13
Deferred tax liabilities		
- Difference between book and tax depreciation	(93.83)	(32.45)
- Security deposits measured at amortised cost	(2.07)	(1.92)
- On fair valuation of shares and Mutual funds	(3.99)	(0.68)
	(99.89)	(35.05)
Add: MAT Credit Entitlement	3.85	6.39
Deferred tax assets / (liabilities) - (Net)	(39.13)	18.47

(B) The movement in deferred tax assets and liabilities during the year: (Rs. in million)

	OCI	Profit and Loss	Total
Deferred tax assets/(liabilities) (net)			
As at 01 April 2021			47.02
Expenses allowed in the year of payment (Gratuity and compensated absences)	3.49	6.41	9.90
Lease capitalised as per Ind AS 116	-	0.33	0.33
Difference between book and tax depreciation		(29.89)	(29.89)
Provision for expected credit loss on trade receivables	-	(0.82)	(0.82)
Provision for expected credit loss on loans	-	(0.16)	(0.16)
Disallowance u/s 43B	-	2.52	2.52
MAT Credit	-	(12.05)	(12.05)
Others	-	1.62	1.62
As at 31 March 2022			18.47
Expense allowed in the year of payment (Gratuity and compensated absences)	4.96	7.41	12.37
Lease capitalised as per Ind AS 116	-	0.32	0.32
Difference between book and tax depreciation	-	(61.38)	(61.38)
Provision for expected credit loss on trade receivables	-	(0.57)	(0.57)
Provision for expected credit loss on loans	-	(2.04)	(2.04)
Disallowance u/s 43B	-	(2.48)	(2.48)
MAT Credit	-	(2.55)	(2.55)
Others	-	(1.27)	(1.27)
As at 31 March 2023			(39.13)

(C) Income tax expense (Rs. in million)

	31 March 2023	31 March 2022
Current tax taxes	2,955.95	2,084.09
Deferred tax charge / (income)	69.04	33.45
Minimum alternative tax credit entitlement	(6.05)	(7.83)
Minimum alternative tax credit adjustment for earlier year (including MAT credit written off Rs. Nil Mn (Previous year Rs. 6.82 Mn))	-	6.83
Taxes for earlier years	(2.68)	0.01
Total	3,016.26	2,116.55

(D) Income Tax recognised in other comprehensive income (Rs. in million)

	31 March 2023	31 March 2022
Deferred Tax asset related to items recognised in Other Comprehensive income during		
- Income tax relating to re-measurement gains on defined benefit plans	4.96	3.49
	4.96	3.49

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate (Rs. in million)

	31 March 2023	31 March 2022
Profit before tax - Continuing operations	11,918.18	8,367.11
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	2,999.57	2,105.83
Tax effect on:		
Non- deductible expenses for tax purpose	24.42	14.84
Profit / (Loss) of subsidiaries on which deferred tax are not recognised	(5.30)	(6.94)
Difference in tax rate for certain entities of the Group	0.54	0.41
Additional allowance for tax purpose	(0.57)	(4.52)
Taxes for earlier years	(2.68)	6.84
Others	0.28	0.09
Total tax expense charged to the statement of profit and loss	3,016.26	2,116.55
Effective tax rate	25.31%	25.30%

Reconciliation of tax expense and the accounting profit multiplied by tax rate (Rs. in million)

	31 March 2023	31 March 2022
Loss from discontinuing operations	(2.81)	(2.92)
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	(0.71)	(0.73)
Tax effect on:		
Loss of subsidiaries on which deferred tax are not recognised	0.28	0.32
Others	-	0.00
Total tax expense charged to the statement of profit and loss	(0.43)	(0.41)
Effective tax rate	15.40 %	14.21 %

12 Investment property

(A) Reconciliation of carrying amount

(Rs. in million)

	Amount
Gross carrying amount	
As at 01 April 2021	34.49
Additions	-
Disposals/adjustments	-
As at 31 March 2022	34.49
Additions	-
Disposals/adjustments	-
As at 31 March 2023	34.49
Accumulated depreciation	
As at 01 April 2021	0.55
Depreciation for the year	0.58
Disposals/adjustments	-
As at 31 March 2022	1.13
Depreciation for the year	0.58
Disposals/adjustments	-
As at 31 March 2023	1.71
Net block	
As at 31 March 2022	33.36
As at 31 March 2023	32.78
Fair value	
As at 31 March 2022	57.52
As at 31 March 2023	58.20

(B) Amount recognised in Statement of Profit and Loss from investment property

(Rs. in million)

	31 March 2023	31 March 2022
Rental income derived from investment properties	1.48	1.34
Direct operating expenses generating rental income	(0.22)	(0.18)
Income arising from investment properties before depreciation	1.26	1.16
Depreciation	(0.58)	(0.58)
Income arising from investment properties (Net)	0.68	0.58

(C) Measurement of fair values

(i) Fair value hierarchy

These fair value of investment property has been determined by Mr. Vimal Shah, a registered valuer as defined under Companies (Registered Valuers and Valuation) Rules, 2017. The fair value measurement for the property to be valued is residential flat which is the highest and best use, been categorized as a level 2 fair value based on the inputs to the valuation technique. These inputs include comparable sale instances for Market Approach.

(ii) Valuation technique

For the purpose of valuation, the primary valuation methodology used is Market Approach, as the best evidence of fair value is current prices in an active market for similar properties. The market rate for sale/purchase of similar assets is representative of fair values. The property to be valued is at a location where active market is available for similar kind of properties.

(D) Premises given on operating lease

The Group's investment properties consist of residential property in india given on cancellable lease for a period of 12 month.

(E) The total future minimum lease rentals receivable at the Balance Sheet date is as under:

(Rs. in million)

	31 March 2023	31 March 2022
For a period not later than one year	-	-
For a period later than one year and not later than five years	-	-
For a period later than five years	-	-

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13 Property, plant and equipment

(Rs. in million)

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount									
As at 01 April 2021	809.83	6.33	62.91	6.90	295.04	83.23	46.16	16.21	1,326.61
Additions/ Adjustments	-	-	4.83	0.04	534.22	3.48	-	-	542.57
Deductions/ Adjustments	-	(0.72)	(21.42)	(1.49)	(17.41)	(3.79)	(6.24)	(0.13)	(51.20)
As at 31 March 2022	809.83	5.61	46.32	5.45	811.85	82.92	39.92	16.08	1,817.98
Additions/ Adjustments	-	-	2.08	0.10	331.70	0.55	-	-	334.43
Deductions/ Adjustments	(29.87)	(2.95)	(1.28)	(0.54)	(20.88)	(0.53)	(18.83)	-	(74.88)
As at 31 March 2023	779.96	2.66	47.12	5.01	1,122.67	82.94	21.09	16.08	2,077.53
Accumulated depreciation									
As at 01 April 2021	47.85	2.93	43.32	4.12	141.65	56.30	17.32	8.69	322.18
Depreciation for the year	16.43	1.45	10.09	1.00	92.33	8.88	6.18	2.91	139.27
Disposals	-	(0.66)	(21.15)	(1.24)	(15.65)	(3.42)	(3.29)	(0.13)	(45.54)
As at 31 March 2022	64.28	3.72	32.26	3.88	218.33	61.76	20.21	11.47	415.91
Depreciation for the period	15.14	1.38	7.41	0.79	200.69	8.38	4.80	2.81	241.40
Disposals	(2.95)	(2.95)	(1.27)	(0.46)	(19.96)	(0.43)	(15.23)	-	(43.25)
As at 31 March 2023	76.47	2.15	38.40	4.21	399.06	69.71	9.78	14.28	614.06
Net block									
As at 31 March 2022	745.55	1.89	14.06	1.57	593.52	21.16	19.71	4.61	1,402.07
As at 31 March 2023	703.49	0.51	8.72	0.80	723.61	13.23	11.31	1.80	1,463.47

(a) Includes value of shares in the co-operative society, aggregating to Rs. 0.0005 million (31 March 2022: Rs. 0.0005 million) registered in the name of the Group.

(b) There are no adjustments to property, plant and equipment on account of borrowing costs and exchange differences. There is no revaluation of property, plant and equipment done during the year/previous year.

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14 Capital work-in-progress ageing schedule as at 31 March 2023 (Rs. in million)

Particulars	Amount for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	615.23	-	-	-	615.23

Capital work-in-progress ageing schedule as at 31 March 2022 (Rs. in million)

Particulars	Amount in a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	-	-

15 Intangible Assets under development ageing schedule as at 31 March 2023 (Rs. in million)

Particulars	Amount for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.08	-	-	-	1.08

Intangible Assets under development ageing schedule as at 31 March 2022 (Rs. in million)

Particulars	Amount in a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	119.96	-	-	-	119.96

16 Intangible assets (Rs. in million)

	Computer Software
Gross carrying amount	
As at 01 April 2021	139.56
Additions	36.78
Deductions	(13.64)
As at 31 March 2022	162.70
Additions	310.84
Deductions	-
As at 31 March 2023	473.54
Accumulated amortization and impairment	
As at 01 April 2021	84.83
Depreciation for the year	25.88
Disposals	(13.64)
As at 31 March 2022	97.07
Depreciation for the year	45.26
Disposals	-
As at 31 March 2023	142.33
Net block	
As at 31 March 2022	65.63
As at 31 March 2023	331.21

The Group has not revalued any of its intangible assets during the year.

17 Right of use assets

Changes in carrying value of Right-of-use assets are as follows: (Rs. in million)

	Amount
As at 01 April 2021	55.18
Addition	8.94
Adjustment/Deletion	(23.34)
Depreciation for the year	(23.58)
As at 31 March 2022	17.20
Addition	38.87
Adjustment/Deletion	-
Depreciation for the year	(18.20)
As at 31 March 2023	37.87

The Group has not revalued any of its right-of-use assets during the year.

18 Other Non Financial Assets (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Prepaid expenses	248.72	151.00
Advance to vendor	90.31	62.90
Balance with government authorities	275.25	193.20
Advance to employee	2.69	2.43
Others	-	0.32
Total	616.97	409.85

19 Trade Payables

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises*	23.09	-
Total outstanding dues of creditors other than micro enterprises and small		
Trade payables - Clients**	40,392.55	40,461.06
Trade payables - Expenses	299.43	207.04
Total	40,715.07	40,668.10

**Includes Rs. 1,213.15 million as on 31 March 2023 (31 March 2022: Rs. 1,460.39 million) payable to stock exchanges on account of trades executed by clients.

*No interest was paid during the year / previous years in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Rs. Nil (previous year Rs. Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditors.

Trade payable ageing schedule as at 31 March 2023

(Rs. in million)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME - undisputed	23.09	-	-	-	23.09
(ii) Others - undisputed	40,655.53	26.77	1.09	8.59	40,691.98
Total	40,678.62	26.77	1.09	8.59	40,715.07

Trade payable ageing schedule as at 31 March 2022

(Rs. in million)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME - undisputed	-	-	-	-	-
(ii) Others - undisputed	40,643.89	16.18	0.78	7.25	40,668.10
Total	40,643.89	16.18	0.78	7.25	40,668.10

20 Debt Securities

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Measured at Amortised Cost (in India)		
Unsecured		
Commercial Paper (Refer note a)	280.00	250.00
Less : Discount on Commercial Paper	(1.72)	(4.33)
Total	278.28	245.67

(a) Rate of interest is ranging from 7.60% to 8.20% for commercial papers outstanding.

Terms of repayment

The aforesaid debt securities are repayable on maturity and tenure is 90 days to 91 days.

Angel One Limited (formerly known as Angel Broking Limited)
Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2023

21 Borrowings

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Borrowings measured at Amortised Cost (In India)		
(i) Secured		
(a) Loan from banks and financial institution (Refer note (a))		
- Secured against hypothecation of vehicles	4.97	8.09
(b) Loans repayable on demand (Refer note (b))		
- Overdraft / Loan from banks / NBFCs	2,399.63	2,546.39
- Working Capital Demand Loan	5,149.98	9,759.17
(ii) Unsecured		
(a) Lease liability payable over the period of the lease (refer note (c))	39.00	18.00
Total	7,593.58	12,331.65

Rate of interest is ranging from 5.35% to 9.90% for above borrowings.

(a) **Security and terms of repayment of borrowings from banks:**
The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except one loan which is repayable in 48 monthly instalments from the start of the loan.

(b) **Security and terms of repayment of borrowings from banks repayable on demand:**
Secured against hypothecation of book debts / mortgage of property / lien on fixed deposits / personal guarantee of directors.

(c) **Movement of lease liabilities:**

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening Balance	18.00	58.57
Additions	37.95	8.76
Adjustments/Deletions	-	(22.59)
Interest expense	2.27	2.98
Lease payments	(19.22)	(29.72)
Closing Balance	**39.00**	**18.00**

Refer note 45 for further details of lease liabilities.

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22 Other Financial liabilities

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Interest accrued but not due on borrowings	6.66	3.66
Book Overdraft	-	1.72
Payable to Sub broker	1,858.62	1,518.54
Employee Benefits Payable	368.44	245.47
Expenses payable	796.43	721.31
Refund payable to customers	1.28	1.38
Dividend payable	800.83	-
Other payables	46.44	41.84
Total	**3,878.70**	**2,533.92**

23 Current tax liabilities (Net)

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Income tax Payable (net of advance payment of taxes and tax deducted at source: Rs. 6,000.99 million (31 March 2022: Rs. 4,788.79 million))	76.28	9.87
Total	**76.28**	**9.87**

24 Provisions

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits		
Provision for gratuity (Refer Note 40)	99.36	69.32
Provision for compensated absences	64.03	51.71
Total	**163.39**	**121.03**

25 Other Non Financial liabilities

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Statutory dues payable	410.06	413.92
Revenue received in advance	6.64	30.60
Advance from Customer	-	0.90
Total	**416.70**	**445.42**

26 Equity share capital

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Authorized		
10,00,00,000 (31 March 2022 : 10,00,00,000) Equity shares of Rs. 10/- each.	1,000.00	1,000.00
Total	**1,000.00**	**1,000.00**
Issued, Subscribed and paid up		
each.	834.20	828.59
Total	**834.20**	**828.59**

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(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(Rs. in million)

	No. of shares	Amount
As at 01 April 2021	8,18,26,507	818.27
Issued during the year - ESOP	10,32,215	10.32
As at 31 March 2022	8,28,58,722	828.59
Issued during the year - ESOP	5,61,019	5.61
As at 31 March 2023	8,34,19,741	834.20

(b) Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

(c) Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2023:

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	20%
Nirwan Monetary Services Private Limited	60,65,310	7%
Mukesh Gandhi jointly with Bela Gandhi	49,10,000	6%
Total	2,77,44,115	33%

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2022:

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	20%
Nirwan Monetary Services Private Limited	60,65,310	7%
Mukesh Gandhi jointly with Bela Gandhi	49,30,000	6%
International Finance Corporation, Washington	45,03,062	5%
Total	3,22,67,177	38%

(d) In the financial year 2017-18 the Company has allotted fully paid bonus shares amounting to Rs. 57.46 million by capitalization of securities premium and issued shares under Employee Share Purchase Scheme amounting to Rs. 0.17 million.

(e) Details of shares held by promoters/promoter group as on 31 March 2023

Promoter name	Number of shares	%of total shares	% Change during the year
Dinesh Thakkar	1,67,68,805	20%	0%
Nirwan Monetary Services Pvt Ltd	60,65,310	7%	0%
Deepak Thakkar	26,93,541	3%	0%
Ashok Thakkar	26,00,747	3%	0%
Lalit Thakkar	25,43,234	3%	-2%
Dinesh Thakkar HUF	6,16,940	1%	0%
Sunita Magnani	6,02,942	1%	0%
Bhagwani Thakkar	85,000	0%	0%
Tarachand Thakkar	85,000	0%	0%
Jaya Ramchandani	30,770	0%	0%
Kanta Thakkar	5,420	0%	0%
Raaj Magnani	2,835	0%	0%
Mahesh Thakkar	983	0%	0%
Rahul Lalit Thakkar	-	NA	-100%
Anuradha Lalit Thakkar	-	NA	-100%
Total	3,21,01,527	38%	

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ANGEL ONE LIMITED

Details of shares held by promoters/promoter group as on 31 March 2022

Promoter name	Number of shares	%of total shares	% Change during the year
Dinesh Thakkar	1,67,68,805	20%	0%
Nirwan Monetary Services Pvt Ltd	60,65,310	7%	0%
Deepak Thakkar	26,93,541	3%	0%
Ashok Thakkar	26,00,747	3%	0%
Lalit Thakkar	25,97,234	3%	-6%
Rahul Lalit Thakkar	22,00,000	3%	NA
Anuradha Lalit Thakkar	21,00,000	3%	NA
Dinesh Thakkar HUF	6,16,940	1%	0%
Sunita Magnani	6,02,942	1%	0%
Bhagwani Thakkar	85,000	0%	NA
Tarachand Thakkar	85,000	0%	NA
Jaya Ramchandani	30,770	0%	0%
Kanta Thakkar	5,420	0%	0%
Raaj Magnani	2,835	0%	0%
Mahesh Thakkar	983	0%	0%
Total	**3,64,55,527**	44%	

27. Other equity (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
General reserve	132.85	132.85
Securities premium	4,205.38	4,012.96
Retained earnings	15,717.01	10,596.06
Statutory reserve	93.32	84.13
Capital reserve	53.59	53.59
Impairment reserve	1.13	1.13
Equity-Settled share-based payment reserve	578.10	134.46
Total	**20,781.38**	**15,015.18**

(A) General reserve (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	132.85	132.85
Add : Changes during the year	-	-
Closing balance	**132.85**	**132.85**

(B) Securities premium (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	4,012.96	3,733.67
Add : Addition during the year	192.42	279.29
Less : Utilised towards IPO expenses	-	-
Closing balance	**4,205.38**	**4,012.96**

(C) Retained earnings (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	10,596.06	6,460.15
Add : Net profit for the year	8,899.54	6,248.05
Less: Interim dividend	(3,568.80)	(2,088.82)
Less: Dividend	(186.91)	-
Transferred to Statutory Reserve	(9.19)	(13.01)
Transferred from Equity-Settled share-based payment reserve	0.97	-
Less: Re-measurement loss on post employment benefit obligation (net of tax)	(14.66)	(10.31)
Closing balance	**15,717.01**	**10,596.06**

(D) Statutory Reserve

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	84.13	71.12
Add: Transfer from retained earnings	9.19	13.01
Closing balance	93.32	84.13

(E) Capital Reserve

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	53.59	53.59
Add : Changes during the year	-	-
Closing balance	53.59	53.59

(F) Impairment reserve

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	1.13	1.13
Changes during the year	-	-
Closing balance	1.13	1.13

(G) Equity-Settled share-based payment reserve (Refer note 40)

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening balance	134.46	39.19
Add: Compensation expense recognised during the year	528.49	156.28
Less: utilised towards equity share option exercised	(83.88)	(61.01)
Transferred to Retained earnings	(0.97)	-
Closing balance	578.10	134.46

Nature and purpose of reserves

(A) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations however, the same is not required to be created under Companies Act, 2013. This reserve can be utilised only in accordance with the specified requirements of Companies Act, 2013.

(B) Securities Premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(C) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to generate reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

(D) Statutory Reserve

As required by section 45-IC of the RBI Act 1934, the Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

(E) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

(G) Impairment reserve

This reserve represents the difference of impairment allowance under Ind AS 109 and provision required under IRACP (Income Recognition, Asset classification and Provisioning). This impairment reserve should not be reckoned for regulatory capital. Further, no withdrawals are permitted from this reserve without the prior permission from the Department of Supervision, RBI.

(F) Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Group. Once shares are issued by the Group, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings. Further, if options are lapsed the amount in this reserve will be transferred to retained earnings.

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28 Interest Income (Rs. in million)

	31 March 2023	31 March 2022
On Financial Assets measured at Amortised Cost		
Interest on margin funding and delayed payment	2,566.58	2,529.20
Interest Income from lending Activities	46.28	126.64
Interest on fixed deposits with banks	2,582.19	997.49
Total	**5,195.05**	**3,653.33**

29 Fees and Commission Income (Rs. in million)

	31 March 2023	31 March 2022
Brokerage	20,805.05	15,736.29
Income from depository operations	1,000.95	1,263.56
Income from distribution operations	313.07	323.72
Other operating income	2,641.09	1,637.16
Total	**24,760.16**	**18,960.73**

30 Net gain on fair value changes* (Rs. in million)

	31 March 2023	31 March 2022
On financial instruments designated at fair value through profit or loss on Investments in mutual funds	60.64	297.08
Total Net gain/(loss) on fair value changes	**60.64**	**297.08**
Fair Value changes:		
-Realised	45.70	294.74
-Unrealised	15.44	2.34

* Fair value changes in this note are other than those arising on account of interest income/expense.

31 Other Income (Rs. in million)

	31 March 2023	31 March 2022
Income from co-branding	53.07	33.23
Profit on sale of Property, plant and equipment (net)	104.96	0.98
Lease income from director	1.48	1.34
Interest on security deposits measured at amortised cost	0.58	2.16
Interest on trade receivables at amortised cost	4.45	4.30
Interest on income tax refund	0.68	0.05
Miscellaneous Income	30.11	17.94
Total	195.33	60.00

32 Finance Costs

(Rs. in million)

	31 March 2023	31 March 2022
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	577.73	602.63
Interest on debt securities	106.85	61.92
Interest on lease liabilities	2.27	2.98
Bank guarantee, commission and other charges	208.30	53.94
Total	895.15	721.47

33 Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

(Rs. in million)

	31 March 2023	31 March 2022
Financial instruments measured at Amortised cost		
Expected credit loss on trade receivable	2.20	1.04
Expected credit loss on loans	(11.28)	0.53
Bad debts written off (net)	45.19	34.15
Total	36.11	35.72

34 Employee benefits expenses

(Rs. in million)

	31 March 2023	31 March 2022
Salaries and wages	3,165.48	2,418.23
Contribution to provident and other funds (Refer Note 40)	101.97	69.89
Gratuity and compensated absences expenses	40.96	41.55
Training and Recruitment expenses	81.31	76.27
Expense on employee stock option scheme (Refer Note 41)	528.49	156.28
Staff welfare expenses	60.81	46.77
Total	3,979.02	2,808.99

35 Depreciation and amortization expenses

(Rs. in million)

	31 March 2023	31 March 2022
Depreciation on property plant and equipment	238.60	136.37
Depreciation on investment property	0.58	0.58
Amortization of intangible assets	45.26	25.88
Depreciation on right to use assets	18.20	23.58
Total	302.64	186.41

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ANGEL ONE LIMITED

36 Other expenses

(Rs. in million)

	31 March 2023	31 March 2022
Rent, rates and taxes	66.47	46.28
Communication Costs	251.05	223.18
Printing and stationery	24.66	14.71
Advertisement and publicity	3,778.37	3,010.29
Directors' sitting fees	5.30	4.02
Legal and Professional charges	223.34	417.44
Insurance	6.80	5.98
Software connectivity license/maintenance expenses	1,249.62	693.79
Travel and conveyance	213.80	117.48
Electricity	13.85	16.37
Administrative support services	34.61	29.81
Demat Charges	311.11	485.56
Bank charges	6.67	24.99
Interest on income tax	7.61	13.35
Membership and subscription fees	7.54	26.13
Loss on cancellation of leases	-	0.75
Loss on account of Error Trades (Net)	11.56	60.59
Repairs and maintenance		
- Buildings	12.85	6.16
- Others	22.87	16.29
Auditors' remuneration*	4.78	5.34
Office Expenses	21.68	15.48
Security guards expenses	6.88	7.00
Corporate social responsibility expenses (refer note 50)	90.71	43.64
Miscellaneous Expenses	301.25	64.38
Total	**6,673.38**	**5,349.01**

*** Auditors' remuneration**

(Rs. in million)

	31 March 2023	31 March 2022
For Statutory audit fees	3.46	3.45
For other services (including Limited reviews and certificates)	1.20	1.84
Out of pocket expenses	0.12	0.05
Total	**4.78**	**5.34**

37 Earning Per Share (EPS)

(Rs. in million)

	31 March 2023	31 March 2022
Profits attributable to equity holders - from continuing operations	8,901.92	6,250.56
Weighted average number of equity shares used in computing Basic Earnings per Equity Share (A)	8,32,64,178	8,25,15,091
Basic earnings per share (Rs.) (FV of Rs. 10 each)	106.91	75.75
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,16,768	14,23,927
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,46,80,945	8,39,39,018
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	105.12	74.47

(Rs. in million)

	31 March 2023	31 March 2022
Profits attributable to equity holders - from discontinuing operations	(2.38)	(2.51)
Weighted average number of equity shares outstanding (A)	8,32,64,178	8,25,15,091
Basic earnings per share (Rs.) (FV of Rs. 10 each)	(0.03)	(0.03)
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,16,768	14,23,927
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,46,80,945	8,39,39,018
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	(0.03)	(0.03)

(Rs. in million)

	31 March 2023	31 March 2022
Profits attributable to equity holders - from total operations	8,899.54	6,248.05
Weighted average number of equity shares outstanding (A)	8,32,64,178	8,25,15,091
Basic earnings per share (Rs.) (FV of Rs. 10 each)	106.88	75.72
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,16,768	14,23,927
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,46,80,945	8,39,39,018
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	105.09	74.44

38 Contingent Liability

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Guarantees		
(i) Bank guarantees with exchanges as margin / government authorities	35,051.50	9,801.50
Others		
(i) Claims against the Group not acknowledged as debts*	77.49	91.06
(ii) Disputed Income tax demands not provided for (Refer note (a) below)	103.43	101.44
	35,232.43	9,994.00

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

(i) Rs. 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);

(ii) Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

(iii) Rs. 1.99 million on account of disallowance made as section 14A for Assessment Year 2020-21 vide assessment order dated September 27, 2022 passed by Assessing Officer. Company filed an appeal before CIT(A).

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

39 Capital Commitments

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Capital commitment for purchase of property, plant and equipment and intangible assets	18.16	85.43

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ANGEL ONE LIMITED

40 Employee Benefits

(A) Defined Contribution Plans

During the year, the Group has recognized the following amounts in the Statement of Profit and Loss (Rs. in million)

	31 March 2023	31 March 2022
Contribution to Provident and other	101.97	69.89

(B) Defined benefit plans

Gratuity payable to employees

The Group's liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Group. Group accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Group's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. The actuarial risks associated are:

Discount rate

Discount Rate for this valuation is based on Government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Salary escalation rate

More/Less than expected increase in the future salary levels may result in increase/decrease in the liability.

i) Principal assumptions used for the purposes of the actuarial valuations

	31 March 2023	31 March 2022
Economic Assumptions		
Discount rate (per annum)	7.28%	5.48%
Salary Escalation rate	3.00%	3.00%
Demographic Assumptions		
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee turnover/Withdrawal rate		
(A) Sales Employees		
(i) For service less than 4 years	92%	92%
(ii) Thereafter	31%	31%
(B) Non-sales employees		
(i) For service less than 4 years	48%	48%
(ii) Thereafter	17%	17%
Retirement age	58 years	58 years

ii) Amount recognised in balance sheet (Rs. in million)

	31 March 2023	31 March 2022
Present value of unfunded defined	99.36	69.32
Net liability recognized in Balance Sheet	99.36	69.32
Current benefit obligation	22.37	17.09
Non-current obligation	76.99	52.23
Net liability recognized in Balance Sheet	99.36	69.32

iii) Changes in the present value of defined benefit obligation (DBO) (Rs. in million)

	31 March 2023	31 March 2022
Present value of obligation at the beginning of the year	69.32	56.13
Interest cost on DBO	3.66	2.61
Current service cost	12.09	9.05
Benefits paid	(5.33)	(12.27)
Actuarial (gain)/ loss on obligations		
- Effect of change in Financial Assumptions	(7.47)	(0.99)
- Effect of change in demographic assumptions	-	0.24
- Experience (gains)/losses	27.09	14.55
Present value of obligation at the end of the year	99.36	69.32

The weighted average duration of defined benefit obligation is 4.01 years as at 31 March 2023 (31 March 2022: 3.06 years).

iv) Expense recognized in the Statement of Profit and Loss (Rs. in million)

	31 March 2023	31 March 2022
Current service cost	12.09	9.05
Interest cost	3.66	2.61
Total expenses recognized in the Statement Profit and Loss	15.75	11.66

v) Expense recognized in the Other comprehensive income (OCI)

(Rs. in million)

	31 March 2023	31 March 2022
Remeasurements due to-		
- Effect of change in financial assumptions	(7.47)	(0.98)
- Effect of change in demographic assumptions	-	0.23
- Effect of experience adjustments	27.09	14.55
Net actuarial (gains) / losses recognised in OCI	19.62	13.80

vi) Quantitative sensitivity analysis

(Rs. in million)

	31 March 2023	31 March 2022
Impact on defined benefit obligation		
Rate of discounting		
1% increase	(3.70)	(2.60)
1% decrease	4.01	3.08
Rate of increase in salary		
1% increase	4.12	3.34
1% decrease	(3.85)	(2.77)
Withdrawal rate		
1% increase	0.41	0.02
1% decrease	(0.46)	(0.04)

vii) Maturity profile of defined benefit obligation

(Rs. in million)

	31 March 2023	31 March 2022
Within next 12 months	23.16	17.55
Between 2 and 5 years	58.18	40.04
Between 5 and 10 years	37.40	23.04
Beyond 10 years	22.39	12.13
Total expected payments	141.13	92.76

41 Employee stock option plan

(a) - On April 26, 2018, the board of directors approved the Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018) for issue of stock options to the key employees and directors of the company and its subsidiaries. According to the ESOP Plan 2018, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment and subject to performance parameters defined in the ESOP Plan 2018.

-On 28 January 2021, the Board of Directors approved the Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021) for issue of Options, equity settled Restricted Stock Units (RSU) and Performance Stock Units (PSU) to the eligible employees of the Company and its subsidiaries to attract, retain and motivate key talent, align individual performance with the Company objective by rewarding senior management and key high performing employees, subject to the approval of shareholders. The shareholders approved the LTI Plan 2021 through Postal ballot on March 05, 2021. According to the LTI Plan 2021, the committee will decide which of the eligible employees should be granted Award units under the plan and accordingly, the committee would offer the Award units to the identified employees under the Plan to the extent permissible by applicable laws. Selection of participants for a given year will be based on and include role scope, level, performance and future potential, manager recommendation and any other criteria as approved by the committee for the given year subject to satisfaction of the prescribed vesting conditions, viz., continuing employment in case of options, continuing employment and performance parameters in case of PSUs.

Plan Description

Plan Name	Vesting period	Exercise period	Life of option	Method of settlement
Options under LTI Plan 2021	12 months from the Grant Date - 25% 24 months from the Grant Date - 25% 36 months from the Grant Date - 25% 48 months from the Grant Date - 25%	10 years from the Grant date	120 Months	Equity settled
RSUs under LTI Plan 2021	12 months from the Grant Date - 25% 24 months from the Grant Date - 25% 36 months from the Grant Date - 25% 48 months from the Grant Date - 25% and 12 months from the Grant Date - 100% and 12 months from the Grant Date - 33.33% 24 months from the Grant Date - 33.33% 36 months from the Grant Date - 33.33%	10 years / 4 Years from the Grant date	120 Months / 48 Months	Equity settled
PSUs under LTI Plan 2021	12 months from the Grant Date - 34% 24 months from the Grant Date - 33% 36 months from the Grant Date - 33%	10 years from the Grant date	120 Months	Equity settled
Options under ESOP Plan 2018	14 months after grant date - 10% 26 months after grant date - 20% 38 months after grant date - 30% 50 months after grant date - 40%	12 months from the date of the last vesting of the Options	62 Months	Equity settled

(b) The activity in ESOPS schemes during the year ended 31 March 2023

	Number of option LTI Plan 2021	Number of RSUs LTI Plan 2021	Number of PSUs LTI Plan 2021	Number of option ESOP Plan 2018
Options outstanding at the beginning of the year	6,49,208	1,88,542	3,67,872	5,45,319
Granted during the year	3,08,944	9,68,871	4,40,684	-
Forfeited during the year	(1,07,524)	(5,01,220)	(3,67,872)	(60,000)
Exercised during the year	(1,12,058)	(1,08,510)	-	(3,40,451)
Expired during the year	-	-	-	-
Options outstanding at the end of the year	7,38,570	5,47,683	4,40,684	1,44,868
Exercisable at the end of the year	1,48,973	11,259	-	87,160
Weighted average remaining contractual life	1.19 Years	1.18 Years	1.98 Years	0.05 Year
Weighted average Exercise price in Rs.	806.33	10.00	10.00	211.51
Range of exercise price in Rs.	326.20 to 1,534.30	10.00 to 10.00	10.00 to 10.00	211.51 to 211.51
The weighted average share price for options exercised during year in Rs.	1,536.47	1,323.43	NA	1,309.51

The activity in ESOPS schemes during the year ended 31 March 2022

	Number of option LTI Plan 2021	Number of RSUs LTI Plan 2021	Number of PSUs LTI Plan 2021	Number of option ESOP Plan 2018
Options outstanding at thebeginning of the year	7,05,504	-	-	15,31,247
Granted during the year	1,87,580	1,89,733	3,67,872	-
Forfeited during the year	(1,62,169)	(1,191)	-	(35,420)
Exercised during the year	(81,707)	-	-	(9,50,508)
Expired during the year	-	-	-	-
Options outstanding at the end of the year	6,49,208	1,88,542	3,67,872	5,45,319
Exercisable at the end of the year	1,18,242	-	-	61,010
Weighted average remaining contractual life	1.60 years	1.04 years	2.07 years	0.42 Years
Weighted average Exercise price in Rs.	467.44	10.00	10.00	211.51
Range of exercise price in Rs.	326.20 to 1,275.00	10.00 to 10.00	10.00 to 10.00	211.51 to 211.51
The weighted average share price for options exercised during year in Rs.	1,548.07	NA	NA	913.38

(c) The fair value of each option granted is estimated on the date of grant using the Black Scholes model with the following inputs

ESOP Plan 2018

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
11-May-18	20.13	211.51	211.51	28.44%- 40.95%	7.04%- 7.78%	30%	21,14,300
18-Mar-19	2.18	211.51	95.31	40.03%-41.14%	6.58%-7.00%	30%	1,44,270

Life of options - The employees have a period of 1 year from each vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.

Angel One Limited (formerly known as Angel Broking Limited)
Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2023

LTI Plan 2021 -Options

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
30-Mar-21	112.01	337.90	295.80	48.19% - 50.20%	5.95% - 6.29%	3.38%	7,05,504
26-Apr-21	166.99	326.20	366.40	48.02% - 49.05%	5.83% - 6.19%	2.73%	58,860
26-Jul-21	756.87	807.90	1,229.60	47.60% - 49.30%	5.95% - 6.31%	0.81%	27,231
09-Aug-21	750.73	932.80	1,269.90	47.60% - 49.30%	5.97% - 6.33%	0.79%	11,256
16-Aug-21	699.82	972.50	1,225.50	47.63% - 49.20%	5.95% - 6.32%	0.82%	24,164
02-Sep-21	649.35	1,057.00	1,159.40	51.99% - 54.23%	5.78% - 6.15%	0.86%	2,838
06-Sep-21	698.73	1,070.20	1,223.50	51.92% - 54.17%	5.74% - 6.11%	0.82%	11,867
13-Sep-21	752.72	1,095.20	1,295.60	51.85% - 54.14%	5.77% - 6.14%	0.77%	4,200
20-Oct-21	792.71	1,275.00	1,398.00	51.58% - 53.95%	5.90% - 6.28%	0.72%	659
08-Nov-21	655.37	1,273.60	1,232.30	51.49% - 53.88%	5.86% - 6.23%	0.81%	4,727
22-Nov-21	525.82	1,271.00	1,068.75	51.45% - 53.84%	5.84% - 6.20%	0.94%	3,068
25-Nov-21	621.49	1,273.30	1,190.65	51.44% - 53.84%	5.86% - 6.22%	0.84%	3,141
03-Dec-21	581.63	1,265.90	1,139.05	51.39% - 53.83%	5.84% - 6.21%	0.88%	2,844
07-Dec-21	559.47	1,264.00	1,110.00	51.38% - 53.81%	5.87% - 6.23%	0.90%	1,582
14-Dec-21	606.21	1,252.90	1,166.95	51.33% - 53.76%	5.85% - 6.20%	0.86%	3,033
16-Dec-21	613.42	1,249.40	1,174.80	51.31% - 53.76%	5.86% - 6.21%	0.85%	1,921
21-Dec-21	619.05	1,244.00	1,178.75	51.29% - 53.74%	5.95% - 6.29%	0.85%	3,537
24-Dec-21	604.93	1,240.60	1,160.30	51.27% - 53.74%	5.94% - 6.29%	0.86%	3,224
02-Mar-22	662.13	1,255.60	1,334.65	50.91% - 53.21%	6.26% - 6.60%	2.10%	7,009
04-Mar-22	638.98	1,273.20	1,309.70	50.89% - 53.20%	6.31% - 6.67%	2.14%	8,639
01-Apr-22	803.23	1,371.40	1,542.85	48.52% - 48.52%	7.10% - 7.10%	2.59%	4,725
20-Apr-22	862.35	1,444.50	1,624.10	48.42% - 48.42%	7.27% - 7.27%	2.46%	1,57,055
26-Apr-22	1,326.79	326.20	1,824.80	48.43% - 48.43%	7.19% - 7.19%	2.19%	58,860
29-Apr-22	1,134.20	1,496.10	1,949.20	48.43% - 48.43%	7.27% - 7.27%	2.05%	9,090
01-Jun-22	743.53	1,534.20	1,494.15	48.29% - 48.29%	7.52% - 7.52%	2.68%	2,620
04-Jul-22	562.25	1,480.60	1,263.50	48.24% - 48.24%	7.40% - 7.40%	3.17%	5,592
15-Jul-22	608.13	1,425.90	1,312.15	48.17% - 48.17%	7.41% - 7.41%	3.05%	19,637
01-Aug-22	653.44	1,355.50	1,358.60	48.11% - 48.11%	7.29% - 7.29%	2.94%	9,543
01-Sep-22	623.60	1,306.00	1,316.30	47.98% - 47.98%	7.18% - 7.18%	3.05%	3,063
06-Oct-22	804.93	1,372.00	1,540.50	48.09% - 48.09%	7.43% - 7.43%	2.60%	2,041
01-Nov-22	851.85	1,450.00	1,610.30	48.09% - 48.09%	7.48% - 7.48%	2.48%	1,931
11-Nov-22	698.13	1,480.00	1,436.10	48.09% - 48.09%	7.32% - 7.32%	2.79%	16,892
15-Nov-22	777.10	1,485.00	1,532.70	48.09% - 48.09%	7.32% - 7.32%	2.61%	16,835
03-Jan-23	582.96	1,510.00	1,315.60	46.23% - 46.23%	7.38% - 7.38%	3.04%	1,060

Life of options - The employees have a period of 10 years from grant date, to exercise their vested options. The management expects that these options will be exercised over the average period of time.

SR BATLIBOI & CO LLP * MUMBAI * CHARTERED ACCOUNTANTS

ANGEL ONE LIMITED

LTI Plan 2021 -RSUs

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
26-Jul-21	1,196.07	10.00	1,229.60	48.86% - 54.63%	4.13% - 5.24%	0.81%	7,676
09-Aug-21	1,231.79	10.00	1,269.90	48.93% - 54.48%	4.17% - 5.66%	0.79%	4,076
16-Aug-21	1,187.39	10.00	1,225.50	48.93% - 54.41%	4.12% - 5.63%	0.82%	6,353
06-Sep-21	1,185.36	10.00	1,223.50	55.46% - 59.08%	4.11% - 5.43%	0.82%	6,756
13-Sep-21	1,257.44	10.00	1,295.60	55.28% - 58.95%	4.10% - 5.46%	0.77%	3,383
16-Sep-21	1,253.59	10.00	1,291.75	55.04% - 58.88%	4.09% - 5.46%	0.77%	3,350
01-Oct-21	1,401.06	10.00	1,439.25	51.82% - 58.75%	4.20% - 5.49%	0.69%	1,986
20-Oct-21	1,359.83	10.00	1,398.00	51.65% - 58.51%	4.18% - 5.58%	0.72%	276
21-Oct-21	1,275.20	10.00	1,313.35	51.73% - 58.54%	4.17% - 5.56%	0.76%	3,260
08-Nov-21	1,194.19	10.00	1,232.30	50.55% - 58.09%	4.16% - 5.55%	0.81%	4,595
22-Nov-21	1,030.71	10.00	1,068.75	50.36% - 68.15%	4.15% - 5.53%	0.94%	4,068
25-Nov-21	1,152.55	10.00	1,190.65	50.33% - 57.73%	4.18% - 5.55%	0.84%	6,180
03-Dec-21	1,100.97	10.00	1,139.05	50.52% - 56.61%	4.13% - 5.53%	0.88%	5,604
07-Dec-21	1,071.95	10.00	1,110.00	50.44% - 56.56%	4.19% - 5.56%	0.90%	3,470
14-Dec-21	1,128.88	10.00	1,166.95	50.17% - 56.46%	4.22% - 5.56%	0.86%	2,394
16-Dec-21	1,136.72	10.00	1,174.80	49.89% - 55.37%	4.25% - 5.57%	0.85%	1,780
21-Dec-21	1,140.69	10.00	1,178.75	49.82% - 55.32%	4.30% - 5.65%	0.85%	3,574
24-Dec-21	1,122.24	10.00	1,160.30	49.60% - 55.30%	4.29% - 5.65%	0.86%	6,208
01-Feb-22	1,297.89	10.00	1,386.85	47.51% - 55.00%	4.42% - 5.90%	2.02%	1,570
02-Mar-22	1,245.89	10.00	1,334.65	47.45% - 54.96%	4.55% - 5.96%	2.10%	11,725
01-Apr-22	1,189.40	10.00	1,542.85	48.52% - 48.52%	7.10% - 7.10%	2.59%	5,371
20-Apr-22	1,253.39	10.00	1,624.10	48.42% - 48.42%	7.27% - 7.27%	2.46%	7,86,519
29-Apr-22	1,585.92	10.00	1,949.20	48.43% - 48.43%	7.27% - 7.27%	2.05%	4,474
01-Jun-22	1,142.41	10.00	1,494.15	48.29% - 48.29%	7.52% - 7.52%	2.68%	554
04-Jul-22	920.27	10.00	1,263.50	48.24% - 48.24%	7.40% - 7.40%	3.17%	2,488
15-Jul-22	966.90	10.00	1,312.15	48.17% - 48.17%	7.41% - 7.41%	3.05%	24,319
01-Aug-22	1,011.48	10.00	1,358.60	48.11% - 48.11%	7.29% - 7.29%	2.94%	5,390
01-Sep-22	970.77	10.00	1,316.30	47.98% - 47.98%	7.18% - 7.18%	3.04%	1,540
06-Oct-22	1,187.28	10.00	1,540.50	48.09% - 48.09%	7.43% - 7.43%	2.60%	946
01-Nov-22	1,255.07	10.00	1,610.30	48.09% - 48.09%	7.48% - 7.48%	2.48%	883
11-Nov-22	1,086.19	10.00	1,436.10	48.09% - 48.09%	7.32% - 7.32%	2.79%	75,330
14-Nov-22	1,160.57	10.00	1,513.00	48.09% - 48.09%	7.32% - 7.32%	2.64%	6,474
15 Nov 22	1,179.66	10.00	1,532.70	48.09% - 48.09%	7.32% - 7.32%	2.61%	50,633
03-Jan-23	970.19	10.00	1,315.60	46.23% - 46.23%	7.38% - 7.38%	3.05%	710
06-Feb-23	858.66	10.00	1,199.05	46.23% - 46.23%	7.25% - 7.25%	3.34%	758
01-Mar-23	673.32	10.00	1,002.85	46.23% - 46.23%	7.35% - 7.35%	3.99%	2,482

Life of options - The employees have a period of 4 years to 10 years from grant date, to exercise their vested options. The management expects that these options will be exercised over the average period of time.

LTI Plan 2021 -PSUs

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
27-Mar-23	788.73	10.00	1,125.40	46.23% - 46.23%	7.35% - 7.35%	3.55%	4,40,684

Life of options - The employees have a period of 10 years from grant date, to exercise their vested options. The management expects that these options will be exercised over the average period of time.

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information

(d) Expense arising from share based payment transaction

(Rs. in million)

	31 March 2023	31 March 2022
Expense arising from share based payments	528.49	156.28
Employee share based payment expense recognised in statement of profit and loss	528.49	156.28

42 Related Party Disclosures

(A) Names of related parties and nature of relationship

Name of Related Party	
(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
(b) Relatives of above individuals	
Ms. Kanta Thakkar	Spouse of Mr. Dinesh Thakkar
Mr. Vinay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Vijay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Ashok Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Mahesh Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Shobraj Thakkar	Brother of Mr. Dinesh Thakkar
Dinesh Thakkar HUF	HUF
(c) Key Management Personnel	
Mr. Vinay Agrawal (Upto 17 April 2021)	Chief Executive Officer and Director
Mr. Narayan Gangadhar (From 26 April 2021)	Chief Executive Officer
Mr. Ketan Shah (From 05 May 2021)	Director and KMP
Mr. Krishna Iyer (From 15 July 2021)	Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms. Anisha Motwani (Upto 15 September 2021)	Independent Director
Ms. Mala Todarwal (From 20 October 2021)	Independent Director
Mr. Muralidharan Ramachandran (From 06 August 2021)	Independent Director
Mr. Kalyan Prasath (From 16 January 2023)	Independent Director
Mr. Sridhar Arabadi Krishnaswamy (From 16 January 2023)	Independent Director
Mr. Vineet Agrawal	Chief Financial Officer
Ms. Naheed Patel	Company Secretary
(d) Relatives of Key Management Personnel as above	
Ms. Priti Shah (From 05 May 2021)	Spouse of Mr. Ketan Shah
Mr. Rajendra Kumar Agrawal	Father of Mr. Vineet Agrawal
Ms. Shalini Agrawal	Spouse of Mr. Vineet Agrawal
Ms. Nishika Vineet Agrawal	Daughter of Mr. Vineet Agrawal
Ms. Aruna Narayan (From 26 April 2021)	Spouse of Mr. Narayan Gangadhar
Mr. Ganesh Iyer (From 15 July 2021)	Brother of Mr. Krishna Iyer
Ms. Chandra Shah	Mother of Mr. Ketan Shah
Mr. Deven Bharat Shah	Brother of Mr. Ketan Shah
(e) Enterprises in which director and its relatives are member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the year ended:

(Rs. in million)

Nature of Transactions	31 March 2023	31 March 2022
Interest Received		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.01	0.02
Remuneration Paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	57.44	42.56
Key management personnel and their relatives		
Vinay Agrawal	-	1.92
Narayan Gangadhar	36.79	32.00
Ketan Shah	17.55	15.00
Vineet Agrawal	17.55	14.33
Naheed Patel	3.13	2.73
Relatives of Key Management Personnel		
Vinay Thakkar	1.62	-
Professional Fees		
Key management personnel and their relatives		
Vijay Thakkar	0.50	-
Lease income from furnished property		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	1.48	1.34
Business support services		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.00	-

Angel One Limited (formerly known as Angel Broking Limited)
Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2023

(Rs. in million)

Nature of Transactions	31 March 2023	31 March 2022
Income from broking activities		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	0.02	0.05
Shobraj Thakkar	-	0.00
Vijay Thakkar	0.01	-
Kanta Thakkar	0.26	
Vinay Thakkar	0.00	0.01
Key Management Personnel		
Narayan Gangadhar	0.00	-
Ketan Shah	0.00	0.00
Vineet Agrawal	0.07	0.05
Krishna Iyer	0.04	0.02
Naheed Patel	-	0.00
Relatives of Key Management Personnel		
Shalini Agrawal	0.04	0.25
Rajendra Kumar Agrawal	-	0.00
Priti Shah	0.00	0.00
Chandra Shah	0.00	-
Deven Bharat Shah	0.17	-
Aruna Narayan	0.00	0.00
Ganesh Iyer	0.01	0.02
Nishika Vineet Agrawal	0.00	-
Enterprises in which director and its relatives are member		
Nirwan Monetary Service Private Limited	0.17	0.14
Jack and Jill Apparel Private Limited	0.00	-
Directors' sitting fees		
Key Management Personnel		
Anisha Motwani	-	0.56
Kamalji Jagat Bhushan Sahay	0.78	1.16
Uday Sankar Roy	0.98	1.12
Krishna Iyer	1.14	0.48
Mala Todarwal	1.10	0.30
Muralidharan Ramachandran	1.10	0.40
Kalyan Prasath	0.10	-
Sridhar Arabadi Krishnaswamy	0.10	-
Dividend paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	595.29	412.51
Dinesh Thakkar HUF	21.90	15.18
Kanta Thakkar	0.19	0.13
Ashok Thakkar	92.33	63.98
Mahesh Thakkar	0.03	0.02
Enterprises in which director and its relatives are member		
Nirwan Monetary Services Private Limited	215.32	149.21
Key Management Personnel and their relatives		
Vinay Agrawal	-	1.48
Ketan Shah	4.38	0.72
Vineet Agrawal	4.88	1.52
Naheed Patel	0.04	0.00
Loan Given		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.09	0.04
Repayment of Loan Given		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.31	-

(C) Amount due to/from related party:

(Rs. in million)

	31 March 2023	31 March 2022
Other Receivables		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	7.50	7.50
Other Payables		
Key Management Personnel and their relatives		
Vijay Thakkar	0.50	-
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.23

Refer note 20 (b) for personal guarantee given by director against against loans repayable on demand.

No rent is charged on property taken from one of the directors which is used as an office by the Group. ₹ 7.50 million pertains to security deposits paid against the same property.

Provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Group basis are not included in remuneration to key management personnel.

Amounts recoverable as mentioned above are unsecured and receivable in cash.

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ANGEL ONE

43 Segment information

The Chief Operating Decision Maker (CODM) reviews the operations of the Group in three segment :

a. Broking and related services : Broking, advisory, third party product distribution, margin trade facility and other fee based services.

b. Finance and Investing Activities : Income from financing and investment activities

c. Health and allied fitness activities : Income from fitness center operations

The Group's operating segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system. Segment revenue, profit, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(Rs. in million)

Particulars	For the year ended 31 March 2023					For the year ended 31 March 2022				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Revenue										
External Revenue (excluding interest income)	24,983.06	27.36	-	-	25,010.42	19,304.26	7.04	-	-	19,311.30
Interest Income	5,153.80	46.28	-	0.68	5,200.76	3,533.15	126.64	-	0.05	3,659.84
Inter - Segment Revenue#	9.83	-	-	-		2.50	8.44	-	-	
Total Revenue	**30,146.69**	**73.64**	**-**	**0.68**	**30,211.18**	**22,839.91**	**142.12**	**-**	**0.05**	**22,971.14**
Profit before interest and tax	**12,740.95**	**71.70**	**(2.81)**	**0.68**	**12,810.52**	**8,953.69**	**134.84**	**(2.92)**	**0.05**	**9,085.66**
Less: Interest expense	885.33	9.82	-	-	895.15	672.46	49.01	-	-	721.47
Profit before tax	**11,855.62**	**61.88**	**(2.81)**	**0.68**	**11,915.37**	**8,281.23**	**85.83**	**(2.92)**	**0.05**	**8,364.19**
Less: Income taxes	-	-	-	3,015.83	3,015.83	-	-	-	2,116.14	2,116.14
Profit after tax					**8,899.54**					**6,248.05**
Other Information										
Segment Depreciation and Amortization	302.11	0.53	2.81	-	305.45	185.88	0.53	2.91	-	189.32
Segment non-cash expense other than Depreciation	611.13	5.71	-	-	616.84	310.97	2.14	-	-	313.11

(Rs. in million)

Particulars	For the year ended 31 March 2023					For the year ended 31 March 2022				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Assets	73,538.33	944.57	1.80	292.01	74,776.71	70,826.72	1,135.02	4.61	233.08	72,199.43
Segment Liabilities	53,042.30	2.14	1.28	115.41	53,161.13	56,098.96	245.55	1.28	9.87	56,355.66
Capital Expenditure (including capital work-in-progress)	1,141.61	-	-	-	1,141.61	697.48	-	-	-	697.48

#Inter Segment revenue has been excluded from the total revenue of the group.

*The Group has discontinued the health and allied fitness activities with effect from 30 June, 2020. (Refer note 54)

Inter segment pricing are at arm's length basis. Profit or loss on inter segment transfer are eliminated at the Group level.

Segment information for secondary segment reporting (by geographical segments)

The Group operates in one geographic segment namely "within India", hence no geographical disclosures are required.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2023 and 31 March 2022.

44 **Revenue from contracts with customers**

The Group has recognised following amounts relating revenue in the statement of profit and loss

(Rs. in million)

	31 March 2023	31 March 2022
Type of services		
Total revenue from contract with customers	24,760.16	18,960.73

Disaggregation of revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

(Rs. in million)

	31 March 2023	31 March 2022
Primary geographical market		
Within India	24,760.16	18,960.73
Outside India	-	-
Total	24,760.16	18,960.73
Timing of revenue recognition		
Services transferred at a point in time	24,548.22	18,739.67
Services transferred over a period of time	211.94	221.06
Total	24,760.16	18,960.73

Contract Balances

(Rs. in million)

	31 March 2023	31 March 2022
Trade Receivables	3,748.73	5,653.24
Revenue received in advance (contract liability)*	6.64	30.60

(Rs. in million)

	31 March 2023	31 March 2022
Amounts included in contract liability at the beginning of the year	30.60	53.85

* Applying practical expedient as given in Ind AS 115, the Company has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

45 **Leases**

Information about lease

The Group has taken office premises at certain locations on operating lease.

The changes in the carrying value of right of use assets (ROU) for the year ended 31 March 2023 and 31 March 2022 has been disclosed in Note17.

The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the statement of Profit and Loss.

The movement in lease liabilities has been disclosed in Note 21.

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Less than one year	17.95	11.73
One to five years	25.44	7.30
More than five years	0.46	0.46
Total	43.85	19.49

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The total cash outflows for leases are Rs. 20.44 million for the year ended 31 March 2023 (31 March 2022: Rs. 29.72 million).

Short term and low value lease:

Rental expense incurred and paid for short term leases is Rs. 1.22 million (31 March 2022: Rs. 8.92 million).

Rental expense incurred and paid for Low value leases is Rs. NIL (31 March 2022: Rs. NIL).

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46 Fair value measurement

(A) Financial instrument by category

(Rs. in million)

	FVOCI	FVTPL	Amortised Cost
As at 31 March 2023			
Financial Assets			
Cash and cash equivalents	-	-	1,330.61
Bank Balance other than cash and cash equivalent	-	-	53,580.22
Trade Receivables	-	-	3,748.73
Loans	-	-	10,051.94
Investments	-	1,094.74	-
Other Financial assets	-	-	1,855.10
Total Financial Assets	-	1,094.74	70,566.60
Financial Liabilities			
Trade payables	-	-	40,715.07
Debt securities	-	-	278.28
Borrowings (other than debt securities)	-	-	7,593.58
Other financial liabilities	-	-	3,878.70
Total Financial liabilities	-	-	52,465.63
As at 31 March 2022			
Financial Assets			
Cash and cash equivalents	-	-	4,221.07
Bank Balance other than cash and cash equivalent	-	-	44,528.50
Trade Receivables	-	-	5,653.24
Loans	-	-	13,575.00
Investments	-	186.52	-
Other Financial assets	-	-	1,947.15
Total Financial Assets	-	186.52	69,924.96
Financial Liabilities			
Trade payables	-	-	40,668.10
Debt securities	-	-	245.67
Borrowings (other than debt securities)	-	-	12,331.65
Other financial liabilities	-	-	2,533.92
Total Financial liabilities	-	-	55,779.34

(B) Fair Value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 Quoted prices (unadjusted) in active markets for identical assets or liabilities

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs)

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis:

(Rs. in million)

	Level 1	Level 2	Level 3	Total
As at 31 March 2023				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	1,094.74	-	-	1,094.74
As at 31 March 2022				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	186.52	-		186.52

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* Valuation techniques used to determine fair value

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality and investment in mutual fund at closing NAV as at reporting period

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47 Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk arising mainly from borrowings with floating interest rates. The Group is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Group manages the interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.

At the reporting date, the interest profile of the Group's borrowings is as follows:

Interest rate risk exposure (Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Fixed rate borrowings including debt securities	322.25	271.76
Variable rate borrowings	7,549.61	12,305.56
Total borrowings including debt securities	**7,871.86**	**12,577.32**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in million)

	Increase/ (decrease) in basis points	Effect on profit before tax
As at 31 March 2023		
Rs.	50 bp	(37.75)
Rs.	(50 bp)	37.75
As at 31 March 2022		
Rs.	50 bp	(61.53)
Rs.	(50 bp)	61.53

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the Group does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits. The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Group's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits.

Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any significant credit risk.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Group has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

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a) Expected credit loss

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:

- Receivable from Brokerage (Secured by collaterals mainly in form of Securities of listed Group)
- Receivable from Exchange (Unsecured)
- Receivable from Depository (Secured by collaterals mainly in form of Securities of listed Group)

Receivable from Exchange (Unsecured): There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

Receivable from Brokerage and depository: Group has large number of customer base with shared credit risk characteristics. As per risk management policy of the Group, trade receivable to the extent not covered by collateral (i.e. unsecured trade receivable) is considered as default and are fully written off as bad debt against respective trade receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the income statement as bad debts recovered. Trade receivable of the Group is of short duration with credit period ranging up to maximum 30 days. In case of delay in collection, the Group has right to charges interest (commonly referred as delayed payment charges) on overdue amount for the overdue period. However, in case of receivable from depository, the Group doesn't have right to charge interest. Though credit period given to customer in respect of receivable from depository is very short, generally there is significant delay in ultimate collection. The Group has computed expected credit loss due to significant delay in collection. Effective interest rate on these trade receivable for the purpose of computing time value loss is considered as incremental borrowing rate.

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Trade receivable		
Past due 1-30 days	3,627.79	5,542.13
Past due 31-60 days	14.43	12.32
Past due 61-90 days	5.56	5.22
Past due more than 90 days	110.44	105.31
Loss allowances	(9.49)	(11.74)
Net Carrying amount	3,748.73	5,653.24

Movements in the allowances for impairment in respect of trade receivables and loans is as follows:

(Rs. in million)

	As at 31 March 2023	As at 31 March 2022
Opening Provision	11.74	15.01
Creation / (utilisation) during the year	(2.25)	(3.27)
Closing provision	9.49	11.74

B) Loans

i) Margin Trading facilities:

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Margin trading facilities are secured by collaterals. As per policy of the Group, margin trading facilities to the extent covered by collateral and servicing interest on a regular basis is not considered as due/default. Accounts becoming due/default are fully written off as bad debt against respective receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the Group is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these margin trading facilities is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the margin trading facilities are classified into three stages as follows:

Following table provides information about exposure to credit risk and ECL on Margin trading facility

Staging as per Ind AS 109	Receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

The Group does not have any margin trading facilities which may fall under stage 2 or stage 3.

ECL is computed as follow assuming that these receivables are fully recalled by the Group at each reporting period:

EAD is considered as receivable including interest (net of write off).

PD is considered at 100% for all receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

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ii) Loans against securities

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Loans against securities are repayable by customer unconditionally in full on demand at the absolute discretion of the Group. Loan against securities are secured by collaterals.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loans against securities are classified into three stages as follows:

Staging as per Ind AS 109	Loan receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

Interest on Stage 3 assets is recognised based on net carrying amount of financial assets. PD and LGD of 100% is applied on interest recognised on Stage 3 assets.

Default:

As per risk management policy, all financial asset which are 90 days past due, are considered as 'default' unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy:

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) whether the Group's recovery method is foreclosing on collateral and the value of the collaterals is such that there is no reasonable expectation of recovering in full.

The Group may write-off financial assets that are still subject to enforcement activity. The Group still seeks to recover the amount it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

Following table provides information about exposure to credit risk and ECL on Loan (Rs. in million)

Stages	As at 31 March 2023	As at 31 March 2022
Stage 1	-	811.66
Stage 2	-	44.58
Stage 3	-	76.19
Less: Provision for expected credit loss	-	(11.28)
Total Carrying value	-	871.15

Analysis of changes in the Impairment loss allowance: (Rs. in million)

	As at 31 March 2023			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	2.92	0.18	8.18	11.28
Originated or new	-	-	-	-
Matured or repaid (excluding write offs)	(2.92)	(0.18)	(8.18)	(11.28)
Transfer to/(from) stage 1	-	-	-	-
Transfer to/(from) stage 2	-	-	-	-
Transfer to/(from) stage 3	-	-	-	-
Increase / (decrease) in ECL provision without changes in stages	-	-	-	-
Impairment loss allowance - Closing balance	-	-	-	-

(Rs. in million)

	As at 31 March 2022			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	2.80	0.27	7.68	10.75
Originated or new	1.08	0.07	0.19	1.34
Matured or repaid (excluding write offs)	(0.10)	(0.01)	(1.19)	(1.30)
Transfer to/(from) stage 1	(0.07)	-	-	(0.07)
Transfer to/(from) stage 2	-	(0.15)	-	(0.15)
Transfer to/(from) stage 3	-	-	(0.06)	(0.06)
Increase / (decrease) in ECL provision without changes in stages	(0.79)	-	1.56	0.77
Impairment loss allowance - Closing balance	2.92	0.18	8.18	11.28

ANGEL ONE LIMITED

Angel One Limited (formerly known as Angel Broking Limited)
Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2023

Analysis of changes in the Loan amount:

(Rs. in million)

	As at 31 March 2023			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	811.65	44.59	26.20	882.44
Originated or new	-	-	-	-
Matured or repaid (excluding write offs)	(811.65)	(44.59)	(26.20)	(882.44)
Transfer to/(from) stage 1	-	-	-	-
Transfer to/(from) stage 2	-	-	-	-
Transfer to/(from) stage 3	-	-	-	-
Increase / (decrease) in ECL provision without changes in stages	-	-	-	-
Impairment loss allowance - Closing balance	-	-	-	-

(Rs. in million)

	As at 31 March 2022			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	624.96	12.46	25.30	662.72
Originated or new	99.11	0.68	1.83	101.62
Matured or repaid (excluding write offs)	(87.45)	(4.48)	(7.23)	(99.16)
Transfer to/(from) stage 1	(9.55)	-	-	(9.55)
Transfer to/(from) stage 2	-	37.33	-	37.33
Transfer to/(from) stage 3	-	-	4.08	4.08
Increase / (decrease) in ECL provision without changes in stages	184.58	(1.40)	2.22	185.40
Impairment loss allowance - Closing balance	811.65	44.59	26.20	882.44

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109:

(Rs. in million)

	As at 31 March 2023					
Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	Stage 1	-	-	-	-	-
	Stage 2	-	-	-		
	Stage 3	-	-	-		
Subtotal for PA		-	-	-	-	-
Non-performing Assets (NPA)						
Substandard	Stage 3	-	-	-	-	-
Doubtful-upto 1 year	Stage 3	-	-	-	-	-
Doubtful-upto 1 to 3 years	Stage 3	-	-	-	-	-
Doubtful-More than 3 years	Stage 3	-	-	-	-	-
Loss	Stage 3	-	-	-	-	-
Subtotal for NPA		-	-	-	-	-
Other items such as guarantees, loan, commitments, etc which are in the scope of Ind AS 109 but not covered under current IRACP	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	-	-	-	-	-
	Stage 2	-	-	-		
	Stage 3	-	-	-		
	Total	-	-	-	-	-

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109:

(Rs. in million)

	As at 31 March 2022					
Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
	Stage 1	811.66	2.92	808.74	2.03	0.89
Standard	Stage 2	44.59	0.19	44.40	0.11	0.08
	Stage 3	6.18	0.00	6.18	0.02	(0.02)
Subtotal for PA		862.43	3.11	859.32	2.16	0.95
Non-performing Assets (NPA)						
Substandard	Stage 3	6.24	0.78	5.46	0.55	0.23
Doubtful-upto 1 year	Stage 3	-	-	-	-	-
Doubtful-upto 1 to 3 years	Stage 3	8.44	2.30	6.14	1.27	1.03
Doubtful-More than 3 years	Stage 3	-	-	-	-	-
Loss	Stage 3	5.33	5.09	0.24	5.25	(0.16)
Subtotal for NPA		20.01	8.17	11.84	7.07	1.10
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	811.66	2.92	808.74	2.03	0.89
Total	Stage 2	44.59	0.19	44.40	0.11	0.08
	Stage 3	26.18	8.17	18.02	7.09	1.08
	Total	882.43	11.28	871.16	9.23	2.05

Presented in compliance with RBI Notification number DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020.

b) Collaterals

The Group holds collateral and other credit enhancements against certain of its credit exposures. The following table sets out the principal types of collateral held against different types of financial assets.

Instrument type	Percentage of exposure that is subject to collateral		Principal type of collateral held
	As at 31 March 2023	As at 31 March 2022	
Loan against securities	NA	98.72%	Shares and securities
Margin trading facility	99.98%	99.97%	Shares and securities

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Group's financial liabilities:

The table below summarizes the maturity profile of the Company's financial liabilities as at 31 March 2023

(Rs. in million)

	Debt securities	Borrowings (other than debt securities and lease liability)	Trade payables	Other financial liabilities	Total
0-1 year	278.28	7,553.03	40,715.07	3,861.20	52,407.58
1-2 year	-	1.42	-	17.50	18.92
2-3 year	-	0.51	-	-	0.51
3-4 year	-	-	-	-	-
Beyond 4 years	-	-	-	-	-
Total	278.28	7,554.96	40,715.07	3,878.70	52,427.01

The table below summarizes the maturity profile of the Company's financial liabilities as at 31 March 2022

(Rs. in million)

	Debt securities	Borrowings (other than debt securities and lease liability)	Trade payables	Other financial liabilities	Total
0-1 year	245.67	12,309.23	40,668.10	2,523.92	55,746.92
1-2 year	-	3.42	-	-	3.42
2-3 year	-	1.42	-	10.00	11.42
3-4 year	-	0.51	-	-	0.51
Beyond 4 years	-	-	-	-	-
Total	245.67	12,314.58	40,668.10	2,533.92	55,762.27

48 **Maturity analysis of assets and liabilities**

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled

(Rs. in million)

	As at 31 March 2023		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	1,330.61	-	1,330.61
Bank Balance other than cash and cash equivalents	53,427.82	152.40	53,580.22
Trade Receivables	3,748.73	-	3,748.73
Loans	10,051.94	-	10,051.94
Investments	1,094.74	0.00	1,094.74
Other Financial assets	1,729.65	125.45	1,855.10
Current tax assets (Net)	-	16.76	16.76
Investment Property	-	32.78	32.78
Property, Plant and Equipment	-	1,463.47	1,463.47
Capital work-in-progress	-	615.23	615.23
Intangible assets under development	-	1.08	1.08
Intangible assets	-	331.21	331.21
Right of use assets	-	37.87	37.87
Other non-financial assets	302.48	314.49	616.97
Total Assets	71,685.97	3,090.74	74,776.71
Liabilities			
Trade Payables	40,715.07	-	40,715.07
Debt securities	278.28		278.28
Borrowings (other than debt securities)	7,568.46	25.12	7,593.58
Other financial liabilities	3,861.20	17.50	3,878.70
Current tax liabilities (Net)	76.28	-	76.28
Deferred tax liabilities (Net)	-	39.13	39.13
Provisions	56.92	106.47	163.39
Other non-financial liabilities	416.70	-	416.70
Total Liabilities	52,972.91	188.22	53,161.13

(Rs. in million)

	As at 31 March 2022		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	4,221.07	-	4,221.07
Bank Balance other than cash and cash equivalents	43,850.77	677.73	44,528.50
Trade Receivables	5,653.24	-	5,653.24
Loans	13,575.00	-	13,575.00
Investments	186.52	0.00	186.52
Other Financial assets	1,827.84	119.31	1,947.15
Current tax assets (Net)	-	21.41	21.41
Deferred tax assets (Net)	-	18.47	18.47
Investment Property	-	33.36	33.36
Property, Plant and Equipment	-	1,402.07	1,402.07
Intangible assets under development	-	119.96	119.96
Intangible assets	-	65.63	65.63
Right of use assets	-	17.20	17.20
Other non-financial assets	209.81	200.04	409.85
Total Assets	69,524.25	2,675.18	72,199.43
Liabilities			
Trade Payables	40,668.10	-	40,668.10
Debt securities	245.67	-	245.67
Borrowings (other than debt securities)	12,320.32	11.33	12,331.65
Other Financial liabilities	2,523.92	10.00	2,533.92
Current tax liabilities (Net)	9.87	-	9.87
Provisions	47.94	73.09	121.03
Other non-financial liabilities	445.42	-	445.42
Total Liabilities	56,261.24	94.42	56,355.66

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ANGEL ONE LIMITED

49 Capital management

The group manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return on capital to shareholders, issue new shares or raise / repay debt.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. There is no non compliance with any covenants of borrowings.

(Rs. in million)

		As at 31 March 2023	As at 31 March 2022
Borrowings including debt securities		7,871.86	12,577.32
Less: cash and cash equivalents (Note 4)		(1,330.61)	(4,221.07)
Net debt	(i)	6,541.25	8,356.25
Total equity	(ii)	21,615.58	15,843.77
Total capital	(iii= i+ii)	28,156.83	24,200.02
Gearing ratio	(i)/(iii)	23 %	35 %

50 Corporate social responsibility (CSR) expenses

As per section 135 of The Companies Act, a company meeting the activity threshold needs to spend at least 2% of its average net profit for the immediately preceding three financial years on corporate social responsibility (CSR) activities. The company undertook two initiatives to channelize efforts to empower the underprivileged constituents of society through programmes designed in the domains of Financial and Digital Literacy, Skilling of youth and Income Generation, in the states of Maharashtra, Rajasthan, Karnataka and Gujarat.
We partnered with six credible Non-Profit Organizations namely Dhriti Foundation, Raah Foundation, NIIT Foundation, Shram Sarathi, Aajeevika Bureau Trust and Khedwadi Social Welfare Association.

Gross amount required to be spent by the Group during the year Rs. 90.69 million (Previous year Rs. 43.64 million)

Amount spent during the year ending on 31 March 2023: (Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	90.71	-	90.71

Amount spent during the year ending on 31 March, 2022: (Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	43.64	-	43.64

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51 Pursuant to SEBI's Operational circular SEBI/HO/DDHS/P/CIR/2021/613 dated August 10, 2021 to the extent applicable to Commercial Papers, information as required under Regulation 52(4) of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 for the year ended 31 March 2023 is as mentioned below:

Key Financial Information

Particulars	31 March 2023	31 March 2022
Debt Equity Ratio [1]	0.36 Times	0.79 Times
Debt Service Coverage ratio [2]	15.15 Times	13.23 Times
Interest Service Coverage ratio [3]	14.35 Times	12.65 Times
Net worth [4]	₹ 21,615.58 million	₹ 15,843.77 million
Net Profit after tax	₹ 8,901.92 million	₹ 6,248.05 million
Earning per share (Basic)	₹ 106.88	₹ 75.72
Earning per share (Diluted)	₹ 105.09	₹ 74.44
Outstanding redeemable preference shares	Not Applicable	Not Applicable
Capital redemption reserve/Debenture redemption reserve	Not Applicable	Not Applicable
Current Ratio	1.35 Times	1.24 Times
Long term debt to Working Capital Ratio [5]	0.00 Times	0.00 Times
Bad debts to Accounts Receivable Ratio	0.00 Times	0.01 Times
Current Liability Ratio [6]	1.00 Times	1.00 Times
Total Debt to Total Assets	0.11 Times	0.17 Times
Debtors Turnover Ratio [7]	6.60 Times	3.35 Times
Inventory Turnover Ratio	Not Applicable	Not Applicable
Operating Margin (%) [8]	39.71%	37.05%
Net profit Margin (%) [9]	29.66%	27.67%

[1] *Debt Equity Ratio = Debt(Borrowing (excluding lease liability) + Accrued interest) / Equity (Equity share capital + Other equity)*

[2] *Debt Service coverage ratio – Operating Cash Profit + Interest Expenses (excludes interest costs on leases as per IND AS 116)/ (Interest Expenses (excludes interest costs on leases as per IND AS 116) + Current maturity of Long term Loans)*

[3] *Interest Service coverage ratio = Profit before interest (excludes interest costs on leases as per IND AS 116) and tax / (interest Expenses (excludes interest costs on leases as per IND AS 116 on leases)*

[4] *Net worth = Equity share capital + Other equity*

[5] *Long term debt to working capital = Long term debt (excluding lease liability) / (Current assets - Current Liabilities)*

[6] *Current Liability Ratio = Current Liabilities / Total Liabilities*

[7] *Debtors turnover = Fees and Commission Income / Trade Receivables*

[8] *Operating margin (%) = Profit before tax / Total revenue from operations*

[9] *Net profit margin (%) = Profit for the year from continuing operations / Total revenue from operations*

52 **Disclosure of interest in Subsidiaries**

The consolidated financial statements include the financial statements of Company and its subsidiaries. Group does not have any joint ventures or associates. Angel One Limited (formerly known as Angel Broking Limited) is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/ Country of incorporation	As at 31 March 2023	As at 31 March 2022
Angel Financial Advisors Private Limited	India	100%	100%
Angel Fincap Private Limited	India	100%	100%
Angel Securities Limited	India	100%	100%
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	India	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%

Angel One Limited (formerly known as Angel Broking Limited)
Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2023

53 Additional information pursuant to requirement of Schedule III to the Companies Act, 2013 under General Instructions for preparation of consolidated financial statements

a. Net assets

(Rs. in million)

Name of the entity	31 March 2023		31 March 2022	
	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	21,232.07	99%	15,541.82
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	66.01	0%	50.25
Angel Fincap Private Limited	2%	440.02	2%	394.05
Angel Securities Limited	0%	44.44	0%	45.76
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	(1%)	(197.27)	(1%)	(213.34)
Mimansa Software Systems Private Limited	0%	30.31	0%	25.23
Total	100%	21,615.58	100%	15,843.77

b. Share in profit or loss

(Rs. in million)

Name of the entity	31 March 2023		31 March 2022	
	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	8,833.56	99%	6,165.98
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	31.67	0%	(4.88)
Angel Fincap Private Limited	0%	36.26	1%	80.33
Angel Securities Limited	0%	(0.90)	0%	(1.79)
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	0%	5.85	0%	15.87
Mimansa Software Systems Private Limited	(0%)	(6.90)	(0%)	(7.46)
Total	100%	8,899.54	100%	6,248.05

c. Share in Other Comprehensive Income

(Rs. in million)

Name of the entity	31 March 2023		31 March 2022	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	96%	(14.11)	96%	(9.85)
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	4%	(0.52)	5%	(0.49)
Angel Fincap Private Limited	0%	(0.02)	(1%)	0.07
Angel Securities Limited	0%	-	0%	-
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	(0%)	0.01	0%	(0.01)
Mimansa Software Systems Private Limited	0%	(0.02)	0%	(0.03)
Total	100%	(14.66)	100%	(10.31)

d. Share in Total Comprehensive Income

(Rs. in million)

Name of the entity	31 March 2023		31 March 2022	
	% of Consolidated TOCI	Amount	% of Consolidated TOCI	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	8,819.45	99%	6,156.13
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	31.15	0%	(5.37)
Angel Fincap Private Limited	0%	36.24	1%	80.40
Angel Securities Limited	0%	(0.90)	0%	(1.79)
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	0%	5.86	0%	15.86
Mimansa Software Systems Private Limited	0%	(6.92)	0%	(7.49)
Total	100%	8,884.88	100%	6,237.74

54 Note on Discontinued Operations

The economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated 23 June 2020 to discontinue/abandon this line of business with effect from 30 June 2020.

However, Management of subsidiary company has entered into new business activities and is using existing resources to continue for the foreseeable future. Management of subsidiary company is using the assets pertaining to Gym and Healthcare business as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

a. **Financial performance:** (Rs. in million)

	31 March 2023	31 March 2022
INCOME		
(a) Revenue from operations	-	-
(b) Other income	-	-
Total income (I)	-	-
EXPENSES		
(a) Finance costs	-	-
(b) Employee benefits expenses	-	-
(c) Depreciation expense	2.81	2.91
(d) Other expenses	-	0.01
Total expense (II)	2.81	2.92
Profit / (Loss) before tax (I-II=III)	**(2.81)**	**(2.92)**
Deferred Tax	(0.43)	(0.41)
Total tax expense (IV)	(0.43)	(0.41)
Loss for the year after tax (III-IV=V)	(2.38)	**(2.51)**

b. Cash Flow Statement (Rs. in million)

	31 March 2023	31 March 2022
Net cash used in operating activities	(0.00)	(0.04)
Net cash used in investing activities	-	-
Net cash flows from financing activities	0.00	0.04

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55 **Other statutory information**

(a) Additional regulatory information required under (WB) (xiv) of Division III of Schedule III amendment, disclosure of ratios, is not applicable to the company as it is in broking business and not an NBFC registered under section 45-IA of Reserve Bank of India Act, 1934.

(b) There are no charges or satisfaction yet to be registered with Registrar of companies beyond the statutory period.

(c) The Group did not have any transactions which had not been recorded in the books of accounts that had been surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(d) The Group does not hold any benami property and no proceedings have been initiated or pending against the company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

(e) The Group has not traded or invested in Crypto currency or Virtual Currency during the financial year.

(f) The Group is not declared wilful defaulter by any bank or financial institution or other lender.

(g) During the year ended 31 March 2023, the Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(h) During the year ended 31 March 2023, the Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(i) Quarterly statements of current assets filed with banks and financial institutions for fund borrowed from those banks and financial institutions on the basis of security of current assets are in agreement with the books of accounts.

56 **Subsequent events:**
The Board of Directors have further recommended a final dividend of Rs. 4.00 per equity share for the financial year ended 31 March 2023. Payment of the final dividend is subject to its approval by the shareholders, in the ensuing Annual General Meeting of the company.

57 The previous year figures have been regrouped/reclassified wherever necessary to conform to current year's presentation.

58 The financial statements of the Group were authorised for issue in accordance with a resolution of the Board of Directors on 17 April 2023.

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 17 April 2023

Place: Mumbai
Date: 17 April 2023

o/c

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West)
Mumbai - 400 028, India
Tel: +91 22 6819 8000

INDEPENDENT AUDITOR'S REPORT

To the Members of Angel One Limited (formerly known as Angel Broking Limited)

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Angel One Limited (formerly known as Angel Broking Limited) (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31, 2022, the consolidated Statement of Profit and Loss, including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries , the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2022, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2022. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For the matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matter described below to be the key audit matter to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us and by other auditors of components not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matter	How our audit addressed the key audit matter
1. IT Systems and controls	
The financial accounting and reporting systems of the Holding Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure accurate financial reporting. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	We performed the following procedures assisted by specialized IT auditors on the IT infrastructure and applications relevant to financial reporting: • Tested the design and operating effectiveness of IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. • Tested IT general controls (logical access, change management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. • Tested the Holding Company's periodic review of access rights. We also inspected requests of changes to systems for appropriate approval and authorization. • In addition to the above, we tested the design and operating effectiveness of certain automated and IT dependent manual controls that were considered as key internal controls over financial reporting. • Tested the design and operating effectiveness compensating controls in case deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate

internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company and such other entities included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2022 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of five subsidiaries, whose financial statements include total assets of Rs. 1,746.99 million as at March 31, 2022, and total revenues of Rs. 293.76 million and net cash outflows of Rs. 94.89 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of the subsidiary companies, as noted in the 'Other Matter' paragraph we give in the "Annexure 1" a statement on the matters specified in paragraph 3(xxi) of the Order.

2. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company as on March 31, 2022 taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, is disqualified as on March 31, 2022 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, the managerial remuneration for the year ended March 31, 2022 has been paid / provided by the Holding Company, its subsidiaries to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements – Refer Note 37 to the consolidated financial statements;

ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2022;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiaries, during the year ended March 31, 2022.

iv. a) The respective managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company or any of such subsidiaries to or in any other person or entity, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the respective Holding Company or any of such subsidiaries ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The respective managements of the Holding Company and its subsidiaries whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the respective Holding Company or any of such subsidiaries from any person or entity, including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company or any of such subsidiaries shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on the audit procedures that has been considered reasonable and appropriate in the circumstances performed by us and those performed by the auditors of the subsidiaries whose financial statements have been audited under the Act, nothing has come to our or other auditor's notice that has caused us or the other auditors to believe that the representations under sub-clause (a) and (b) contain any material mis-statement.

v. The dividend declared or paid during the year and subsequent to the year- end by the Holding company and subsidiary companies, is in compliance with section 123 of the Act.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 22048749AHKVUN5958

Place of Signature: Mumbai
Date: April 20, 2022

S.R. BATLIBOI & CO. LLP
Chartered Accountants

Annexure 1 referred to in paragraph 1 under the heading "Report on Other Legal and Regulatory Requirements" of our Report of even date

Re: Angel One Limited (formerly known as Angel Broking Limited)

There are no qualifications or adverse remarks by the respective auditors in the Companies (Auditors Report) Order ("CARO") reports of the companies included in the consolidated financial statements. Accordingly, the requirement to report on clause 3(xxi) of the Order is not applicable to the Holding Company.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 22048749AHKVUN5958

Place of Signature: Mumbai
Date: April 20, 2022

ANNEXURE 2 TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ANGEL ONE LIMITED (FORMERLY KNOWN AS ANGEL BROKING LIMITED)

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Angel One Limited (formerly known as Angel Broking Limited) (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2022, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matter paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, have maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31,2022, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matter

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these five subsidiaries, is based on the corresponding reports of the auditors of such subsidiaries.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 22048749AHKVUN5958

Place of Signature: Mumbai
Date: April 20, 2022

O/C

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Balance Sheet as at 31 March 2022 (Rs. in million)

	Note No.	As at 31 March 2022	As at 31 March 2021
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	4	4,221.07	820.44
(b) Bank balance other than cash and cash equivalents	5	44,528.50	17,954.03
(c) Trade receivables	6	5,653.24	2,276.95
(d) Loans	7	13,575.00	11,284.93
(e) Investments	8	186.52	55.40
(f) Other financial assets	9	1,948.93	14,289.33
Non-financial Assets			
(a) Current tax assets (Net)	10	21.41	14.82
(b) Deferred tax assets (Net)	11	18.47	47.02
(c) Investment property	12	33.36	33.94
(d) Property, plant and equipment	13	1,402.07	1,004.43
(e) Intangible assets under development	14	119.96	1.83
(f) Intangible assets	15	65.63	54.73
(g) Right of use assets	16	17.20	55.18
(h) Other non-financial assets	17	408.07	245.26
Total Assets		72,199.43	48,138.29
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Trade payables	18		
(i) total outstanding dues of micro enterprises and small enterprises		-	1.97
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		40,668.10	22,762.32
(b) Debt securities	19	245.67	-
(c) Borrowings (other than debt securities)	20	12,331.65	11,714.69
(d) Other financial liabilities	21	2,533.92	1,797.06
Non-Financial Liabilities			
(a) Current tax liabilities (Net)	22	9.87	120.52
(b) Provisions	23	121.03	90.99
(c) Other non-financial liabilities	24	445.42	340.77
EQUITY			
(a) Equity share capital	25	828.59	818.27
(b) Other equity	26	15,015.18	10,491.70
Total Liabilities and Equity		72,199.43	48,138.29

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 20 April 2022

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 20 April 2022

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Statement of Profit and Loss for the year ended 31 March 2022 (Rs. in million)

	Note No.	31 March 2022	31 March 2021
Revenue from operations			
(a) Interest Income	27	3,328.24	1,769.44
(b) Fees and Commission Income	28	18,960.73	10,778.22
(c) Net gain on fair value changes	29	297.08	89.18
Total Revenue from operations (I)		**22,586.05**	**12,636.84**
(d) Other Income (II)	30	464.65	352.98
Total Income (I+II=III)		**23,050.70**	**12,989.82**
Expenses			
(a) Finance Costs	31	721.47	389.34
(b) Fees and commission expense		5,502.43	3,629.78
(c) Impairment on financial instruments	32	115.28	346.04
(d) Employee Benefits Expenses	33	2,808.99	1,718.45
(e) Depreciation, amortization and impairment	34	186.41	183.60
(f) Others expenses	35	5,349.01	2,610.94
Total Expenses (IV)		**14,683.59**	**8,878.15**
Profit before tax (III-IV=V)		**8,367.11**	**4,111.67**
Tax Expense:	11		
(a) Current Tax		2,084.09	1,041.77
(b) Deferred Tax		25.62	3.92
(c) Taxes for earlier years		6.84	85.40
Total Income tax expense (VI)		**2,116.55**	**1,131.09**
Profit for the year from continuing operations (V-VI=VII)		**6,250.56**	**2,980.58**
Loss before tax from discontinued operations (before tax) (VIII)	55	(2.92)	(10.44)
Tax expense on discontinued operations (IX)	55	(0.41)	1.58
Loss after tax from discontinued operations (VIII-IX=X)		**(2.51)**	**(12.02)**
Profit for the year (VII+X=XI)		**6,248.05**	**2,968.56**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gains / (losses) on defined benefit plans		(13.80)	(16.72)
(b) Income tax relating to items that will not be reclassified to profit or loss	11	3.49	4.22
Other Comprehensive Income (XII)		**(10.31)**	**(12.50)**
Total Comprehensive Income for the year (XI+XII)		**6,237.74**	**2,956.06**
Earnings per equity share from Continuing operations (FV Rs. 10 each)	36		
Basic EPS - (Rs.)		75.75	38.75
Diluted EPS - (Rs.)		74.47	38.48
Earnings per equity share from Discontinuing operations (FV Rs. 10 each)	36		
Basic EPS - (Rs.)		(0.03)	(0.16)
Diluted EPS - (Rs.)		(0.03)	(0.16)
Earnings per equity share from total operations (FV Rs. 10 each)	36		
Basic EPS - (Rs.)		75.72	38.60
Diluted EPS - (Rs.)		74.44	38.32

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 20 April 2022

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 20 April 2022

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Cash Flow Statement for the year ended 31 March 2022

(Rs. in million)

	Year ended 31 March 2022	Year ended 31 March 2021
A. Cash flow from operating activities		
Profit before tax	8,364.19	4,101.23
Adjustments for non cash and non-operating activities:		
Depreciation and amortisation expense	189.32	188.93
(Gain) / Loss on cancellation of lease	0.75	(8.28)
Expense on Employee Stock option scheme	156.28	12.02
Income from leased property	(1.34)	(1.48)
Interest expense on borrowings	667.53	354.60
Interest on Income tax	13.30	15.63
Provision of expected credit loss on trade receivable	1.04	7.79
Provision of expected credit loss on loans	0.53	4.21
Interest income on financial assets	(6.46)	(12.19)
Dividend Income on Mutual fund	-	(0.13)
Bad debts written off	113.71	334.04
Loss / (Profit) on sale of property, plant and equipment	(0.98)	8.60
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(297.08)	(89.18)
Operating profit before working capital changes	**9,200.79**	**4,915.79**
Changes in working capital		
Increase/ (decrease) in trade payables	17,903.81	13,369.36
(Increase)/ decrease in inventories	-	0.45
Increase/ (decrease) in other financial liabilities	736.86	492.41
Increase/ (decrease) in other non-financial liabilities	104.65	29.09
Increase/ (decrease) in provisions	16.24	7.19
(Increase)/ decrease in trade receivables	(3,486.74)	(2,222.50)
(Increase)/ decrease in loans	(2,290.60)	(8,483.36)
(Increase)/ decrease in Other Bank Balances	(26,574.47)	(7,436.42)
(Increase)/ decrease in other financial assets	12,342.37	(11,577.31)
(Increase)/ decrease in other non-financial assets	(162.81)	(93.62)
Cash generated from / (used in) operations	**7,790.10**	**(10,998.92)**
Income tax paid	(2,214.64)	(987.77)
Net cash generated from / (used in) operating activities (A)	**5,575.46**	**(11,986.69)**
B. Cash flow from Investing activities		
Purchase of property, plant and equipment, intangible assets	(697.48)	(144.17)
Proceeds from sale of property, plant and equipment, intangible assets	6.64	4.10
Income from lease property	1.34	1.48
Dividend Income from mutual funds	-	0.13
Payment for purchase of mutual funds	(68,094.01)	(44,530.44)
Proceeds from sale of mutual funds	68,259.97	44,916.87
Net cash (used in) / generated from investing activities (B)	**(523.54)**	**247.97**
C. Cash flow from Financing activities		
Proceeds from / (repayments) of borrowings other than debt securities	661.56	6,940.38
Proceeds from / (repayments) of debt securities	245.67	-
Proceeds from term and vehicle loan	-	3.54
Repayment of term and vehicle loan	(4.03)	(39.48)
Proceeds from issue of equity shares	228.60	3,005.84
Share issue expenses	-	(151.57)
Interest paid on borrowings	(664.55)	(346.69)
Interim dividend paid	(2,088.82)	(426.58)
Repayment of lease liabilities including interest	(29.72)	(44.26)
Net cash (used in) / generated from financing activities (C)	**(1,651.29)**	**8,941.18**

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

ANGEL ONE LIMITED

Angel One Limited (formerly known as Angel Broking Limited)

Consolidated Cash Flow Statement for the year ended 31 March 2022

(Rs. in million)

Net increase / (decrease) in cash and cash equivalents (A+B+C)	3,400.63	(2,797.54)
Cash and cash equivalents at the beginning of the year	820.44	3,617.98
Cash and cash equivalents at the end of the year	**4,221.07**	**820.44**
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	4,219.22	816.60
Cash on hand	0.02	0.07
Cheques on hand	1.83	3.77
Total cash and bank balances at end of the year (Refer Note 4)	**4,221.07**	**820.44**

The accompanying notes are an integral part of the financials statements

Notes

1. Changes in liabilities arising from financing activities

(Rs. in million)

	Year ended 31 March 2022	Year ended 31 March 2021
Opening balance	11,714.69	4,908.79
Addition during the year	915.99	6,953.54
Proceeds from vehicle loan	-	3.54
Amortisation of interest and other charges on borrowings	2.98	7.91
Repayments during the year	(30.77)	(75.83)
Other adjustments	(25.57)	(83.27)
Closing balance	**12,577.32**	**11,714.69**

2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 20 April 2022

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 20 April 2022

S.R. BATLIBOI MUM CHARTERED ACCOUNTANTS

Angel One Limited (formerly known as Angel Broking Limited)

Statement of Changes in Equity for the year ended 31 March 2022

A Equity Share Capital (Rs. in million)

	Amount
Equity Shares of Rs.10 issued, subscribed and fully paid up	
Balance as on 1 April 2020	719 95
Changes in Equity Share Capital due to prior year errors	-
Restated balance at the beginning of the previous reporting year	719.95
Changes in Equity Share Capital during the year	98.32
Balance as at 31 March 2021	818.27
Changes in Equity Share Capital due to prior year errors	-
Restated balance at the beginning of the current reporting year	818.27
Changes in Equity Share Capital during the year	10.32
Balance as at 31 March 2022	828.59

B Other Equity (Refer Note 26) (Rs. in million)

	Reserve & Surplus						Equity-Settled share-based payment reserve	Total
	General Reserve	Securities Premium	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment reserve		
Balance at 01 April 2020	132.85	977.08	3,929.97	65.33	53.59	1.13	34.29	5,194.24
Changes in accounting policy or prior year errors	-	-	-		-	-	-	-
Restated balance at the beginning of the previous reporting year	132.85	977.08	3,929.97	65.33	53.59	1.13	34.29	5,194.24
Profit for the year	-	-	2,968.56	-	-	-	-	2,968.56
Other Comprehensive Income for the year	-	-	(12.50)		-	-	-	(12.50)
Premium of equity shares issued	-	2,908.16	-		-	-	-	2,908.16
Utilised towards IPO expenses	-	(151.57)	-	-	-	-	-	(151.57)
Utilised towards equity share option excercised	-	-	-		-	-	(0.64)	(0.64)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	6.49		-	-	(6.49)	-
Addition for equity share options granted	-	-	-	-	-	-	12.03	12.03
Transfer from retained earnings to Statutory Reserve	-	-	(5.79)	5.79	-	-	-	-
Dividends paid (including dividend distribution tax)	-	-	(426.58)	-	-	-	-	(426.58)
Balance at 31 March 2021	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70
Changes in accounting policy or prior year errors	-	-	-		-	-	-	-
Restated balance at the beginning of the current reporting year	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70
Profit for the year	-	-	6,248.05	-	-	-	-	6,248.05
Other Comprehensive Income for the year		-	(10.31)	-	-	-	-	(10.31)
Premium of equity shares issued		279.29	-		-	-	-	279.29
Utilised towards equity share option excercised		-	-		-	-	(61.01)	(61.01)
Addition for equity share options granted		-	-	-	-	-	156.28	156.28
Transfer from retained earnings to Statutory Reserve		-	(13.01)	13.01	-	-	-	-
Dividends paid	-	-	(2,088.82)	-	-	-	-	(2,088.82)
Balance at 31 March 2022	132.85	4,012.96	10,596.06	84.13	53.59	1.13	134.46	15,015.18

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
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Chief Financial Officer

Place: Mumbai
Date: 20 April 2022

Place: Mumbai
Date: 20 April 2022

S.R. BATLIBOI & CO. LLP
MUMBAI
CHARTERED ACCOUNTANTS

1 Corporate information

Angel One Limited (formerly known as Angel Broking Limited) ('AOL' or the 'Company') is the holding Company, and its subsidiaries together referred as 'Group'. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, institutional broking, providing margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering health and allied fitness services, software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. The registered office address of the company is G-1, ground floor, Akruti Trade Centre, road no.-7, MIDC, Andheri (East) Mumbai 400093.

2 Basis of Preparation and presentation and Significant accounting policy

The Financial Statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the financial year presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

These financial statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

The consolidated financial statements for the period ended 31 March 2022 are being authorised for issue in accordance with a resolution of the directors on 20 April 2022.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2022. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights

The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2022.

ANGEL ONE LIMITED

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:
- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

Significant accounting policy

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.
The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:
Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

(i) Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii) Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii) Depository services income are accounted as follows:
Revenue from depository services on account of annual maintanence charges have been accounted for over the period of the performance obligation.
Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv) Portfolio Management Fees are accounted over a period of time as follows:
Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

(v) Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.
The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

(vi) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(vii) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

(viii) Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

(ix) Syndication fees are accrued based on completion of assignments in accordance with terms of understanding.

(x) In respect of other heads of Income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

S.R. BATLIBOI & CO. LLP * MUMBAI * CHARTERED ACCOUNTANTS

ANGEL ONE LIMITED

2.2 Property, plant and equipment

(i) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (In Years)
Buildings	60
Office equipments	2 to 5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture and Fixtures	10
VSAT Equipments	5
leasehold improvements	Amortised over the primary period of lease
Gym Equipments	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates. During the year, there has been reassessment of useful life of certain assets within Office Equipment from five years in the previous year. There was no significant material impact due to this change.
Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.
The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

2.3 Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. The carrying amount of an item of property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised.
Depreciation on investment property is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

2.4 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.
The residual values, useful lives and methods of amortisatioin are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.5 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(iii) Classification and subsequent measurement

(A) Financial assets

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :
- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) Financial assets carried at amortised cost

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) Financial assets at fair value through other comprehensive income

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) Financial assets at fair value through profit and loss

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

(B) Financial liabilities and equity instrument

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) Equity instrument

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

(b) Financial liabilities

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

(iv) Reclassification

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) Derecognition

(A) Financial assets

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:
- The contractual rights to receive cash flows from the financial asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

S.R. BATLIBOI & CO. LLP MUMBAI CHARTERED ACCOUNTANTS

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(B) Financial liabilities

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Group has also computed expected credit loss due to significant delay in collection.

B) Loans

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the

computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD

Stage 1 : Loan receivable including interest overdue for less than 30 days past due.

Stage 2 : Loan receivable including interest overdue between 30-90 days past due.

Stage 3 : Loan receivable including interest overdue for more than 90 days past due.

For the purpose determining the stages as per Ind AS 109:

(i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer.

(ii) In case loan given (principal amount) is not recalled, these loans are considered as not due.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

C) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

2.6 Leases

Group as a lessee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

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The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined. If that rate is not readily determined the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents cash and short-term deposits are considered integral part of the Group's cash management. Outstanding bank overdrafts are not considered integral part of the Group's cash management.

2.8 Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.9 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group's gratuity scheme is a defined benefit plan. The group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

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2.10 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.11 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred. The difference between the discounted amount mobilized and redemption value of commercial papers is recognized in the statement of profit and loss over the life of the instrument using the EIR.

2.14 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.15 Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

2.16 Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and
(a) represents a separate major line of business or geographical area of operations,
(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or
(c) is a subsidiary acquired exclusively with a view to resale.
An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.
Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.
Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.
Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet. Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.
Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

2.17 Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

2.18 Recent pronouncements

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. On March 23, 2022, MCA amended the Companies (Indian Accounting Standards) Amendment Rules, 2022, applicable from April 1st, 2022, as below:

Ind AS 16 - Property Plant and equipment - The amendment clarifies that excess of net sale proceeds of items produced over the cost of testing, if any, shall not be recognised in the profit or loss but deducted from the directly attributable costs considered as part of cost of an item of property, plant, and equipment. The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022. The Company has evaluated the amendment and there is no impact on its financial statements.

Ind AS 37 Provisions, Contingent Liabilities and Contingent Assets - The amendment specifies that the 'cost of fulfilling' a contract comprises the 'costs that relate directly to the contract'. Costs that relate directly to a contract can either be incremental costs of fulfilling that contract (examples would be direct labour, materials) or an allocation of other costs that relate directly to fulfilling contracts (an example would be the allocation of the depreciation charge for an item of property, plant and equipment used in fulfilling the contract). The effective date for adoption of this amendment is annual periods beginning on or after April 1, 2022, although early adoption is permitted. The Company has evaluated the amendment there is no impact on its financial statements.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilties at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 45.

Some of the group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.
Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
-Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Group can access at measurement date

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3.3 Effective Interest Rate (EIR) method

The group's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.

This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the group's business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option , volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payments transactions are discussed in Note 40 "Employee stock option plan" (ESOP).

3.6 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and credit assessment and including forward looking information.

The inputs used and process followed by the Group in determining the ECL have been detailed in Note 46.

3.7 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.8 Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

3.9 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Group consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Group reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

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4 Cash and cash equivalents (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Cash on hand	0.02	0.07
Balances with banks		
- in current accounts	4,219.22	816.60
Cheques on hand	1.83	3.77
Total	4,221.07	820.44

5 Bank balances other than cash and cash equivalent (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Earmarked balances with banks towards unclaimed dividend	0.76	0.83
Fixed deposit with maturity for less than 12 months *	43,677.37	17,745.99
In Fixed deposit with maturity for more than 12 months*	674.05	38.83
Accrued interest on fixed deposit	176.32	168.38
Total	44,528.50	17,954.03

* Breakup of deposits (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Fixed deposits under lien with stock exchanges**	31,653.02	9,441.15
Fixed deposits against credit facilities of the Group	7,612.83	6,234.11
Fixed deposits for bank guarantees	4,902.02	2,104.52
Fixed deposits free from charges	160.75	0.54
Fixed deposits with government authorities	2.00	4.50
Fixed deposits lien with banks	20.80	-
Total	44,351.42	17,784.82

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

6 Trade receivable (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Receivables considered good - Secured*	5,651.90	2,286.65
Receivables considered good - Unsecured*	13.08	5.31
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(11.74)	(15.01)
Total	5,653.24	2,276.95

No trade or other receivable are due from directors or others officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes Rs. 2,521.20 million as on 31 March 2022 (31 March 2021: Rs. 1,789.34 million) receivable from stock exchanges on account of trades executed by clients.

Trade receivables ageing schedule as at 31 March 2022 (Rs. in million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	5,566.81	13.88	24.43	18.46	41.40	5,664.98

Trade receivables ageing schedule as at 31 March 2021 (Rs. in million)

Particulars	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months -1 year	1-2 Years	2-3 years	More than 3 years	Total
Undisputed Trade receivables — considered good	2,180.18	21.42	29.48	19.97	40.91	2,291.96

7 Loans (Rs. in million)

		As at 31 March 2022	As at 31 March 2021
(A)	Loans measured at Amortised Cost		
	(i) Margin trading facility	12,591.36	10,535.37
	Add: Accrued interest on margin trading fund	112.26	97.39
	(ii) Loans against securities	882.43	662.73
	(iii) Loan to Others*	0.23	0.19
	Total (A) Gross	13,586.28	11,295.68
	Less: Provision for expected credit loss	(11.28)	(10.75)
	Total (A) Net	13,575.00	11,284.93
(B)	(i) Secured by shares/securities	13,566.64	11,277.72
	(ii) Unsecured	19.64	17.96
	Total (B) Gross	13,586.28	11,295.68
	Less: Provision for expected credit loss	(11.28)	(10.75)
	Total (B) Net	13,575.00	11,284.93
(C)	Loans in India		
	(i) Public Sector	-	-
	(ii) Others		
	- Body corporates	20.55	43.80
	- Others	13,565.73	11,251.88
	Total (C) Gross	13,586.28	11,295.68
	Less: Provision for expected credit loss	(11.28)	(10.75)
	Total (C) Net	13,575.00	11,284.93

* Loan is given to related party amounting to Rs. 0.23 million (previous year 0.19 million) (refer note 41 (c)) the same is 0.00% (previous year 0.00%) of total loans.

8 Investments (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Investment in India		
Investments measured at Fair Value through Profit or Loss (Refer note A)		
Equity instruments	0.00	0.00
Mutual funds	186.52	55.40
Total	186.52	55.40

A Investments measured at Fair Value through Profit or Loss (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Investment in Equity Instruments (fully paid-up)		
Unquoted		
Equity Shares in Hubtown Limited	0.00	0.00
(Represents ownership of Premises as a member in co-operative society) (face value of Rs. 350 each, 01 (01 share as on 31 March 2021)		
Investment in Mutual fund		
- 4,32,649.260 units (31 March 2021 units - 1,81,791.323) of ICICI Prudential Liquid Fund - DP Growth (NAV Rs. 315.256 per unit) (31 March 2021 NAV Rs. 304.7364 per unit)	136.40	55.40
- 22,305.436 units (31 March 2021 units - Nil) of Mirae Asset Cash Management Fund DP Growth (NAV Rs. 2,247.063 per unit)	50.12	-
Total	186.52	55.40

9 Other Financial assets (Unsecured, considered good)

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Security Deposits (Refer note (a) below)	1,687.77	14,197.63
Accrued delayed payment charges	1.63	1.91
Deposits against arbitrations**	36.23	18.04
Less: Provision against arbitrations	(16.74)	(18.04)
Other Receivables	240.04	89.79
Total	**1,948.93**	**14,289.33**

** Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

(a) Security Deposits

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Security deposits - stock exchanges*	1,627.86	14,159.97
Security deposits - Premises	16.64	27.30
Security deposits - Others	43.27	10.36
Total	**1,687.77**	**14,197.63**

* The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

10 Current tax assets (Net)

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Advance payment of taxes and tax deducted at source {net of MAT credit utilised Rs. 5.22 million (31 March 2021: Rs. 1.53 million) and provision for taxation Rs. 9.01 million (31 March 2021: 96.40 million)}	21.41	14.82
	21.41	**14.82**

11 Deferred Tax

(A) Deferred tax relates to the following:

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Deferred tax assets		
- Provision for gratuity	17.89	14.14
- Provision for Compensated absences	14.96	8.80
- On lease capitalised as per Ind AS 116	4.08	3.75
- Disallowance u/s 40(a)(ia)	-	0.03
- Disallowance u/s 43B	2.52	-
- Expected credit loss on trade receivables	2.95	3.78
- Expected credit loss on loan	2.04	2.20
	44.44	**32.70**
Deferred tax liabilities		
- Difference between book and tax depreciation	(32.45)	(2.56)
- On impact of security deposit	(1.92)	(1.40)
- On processing fee	2.69	(0.00)
- On fair valuation of shares and Mutual funds	(0.68)	(0.16)
	(32.36)	**(4.12)**
Add: MAT Credit Entitlement	6.39	18.44
Deferred tax asset, net	**18.47**	**47.02**

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(B) The movement in deferred tax assets and liabilities during the year: (Rs. in million)

	OCI	Profit and Loss	Total
Deferred tax assets/(liabilities) (net)			
As at 01 April 2020			48.89
- Expense allowed in the year of payment (Gratuity and compensated absences)	4.22	1.84	6.06
- lease capitalised as per Ind AS 116	-	0.89	0.89
- Difference between book and tax depreciation	-	(5.09)	(5.09)
- EIR of security deposit	-	(1.52)	(1.52)
- Income Received in advance	-	(1.38)	(1.38)
- Provision for expected credit loss on trade receivables	-	0.45	0.45
- Provision for expected credit loss on loans	-	0.73	0.73
- Others	-	(2.01)	(2.01)
As at 31 March 2021			47.02
- Expense allowed in the year of payment (Gratuity and compensated absences)	3.49	6.41	9.90
- lease capitalised as per Ind AS 116	-	0.33	0.33
- Difference between book and tax depreciation	-	(29.89)	(29.89)
- EIR of security deposit	-	(0.53)	(0.53)
- Provision for expected credit loss on trade receivables	-	(0.82)	(0.82)
- Provision for expected credit loss on loans	-	(0.16)	(0.16)
- Disallowance u/s 43B	-	2.52	2.52
- MAT Credit	-	(12.05)	(12.05)
- Others	-	2.15	2.15
As at 31 March 2022			18.47

(C) Income tax expense (Rs. in million)

	31 March 2022	31 March 2021
Current tax taxes	2,084.09	1,041.77
Deferred tax charge / (income)	33.45	7.32
Minimum alternative tax credit entitlement	(7.83)	(3.40)
Minimum alternative tax credit adjustment for earlier year (including MAT credit written off Rs. 6.82 Mn Previous year Nil)	6.83	0.60
Taxes for earlier years*	0.01	84.80
Total	2,116.55	1,131.09

* Taxes for earlier years includes amount of Rs. Nil (previous year Rs. 82.87 million) payable on account of final orders received for applications filed under Direct Tax Vivad se Vishwas Act, 2020 (Vsv Act) in respect of litigation outstanding with Hon'ble Bombay High court for assessment years 2005 - 2006, 2008 2009 and 2010 2011.

(D) Income Tax recognised in other comprehensive income (Rs. in million)

	31 March 2022	31 March 2021
Deferred Tax asset related to items recognised in Other Comprehensive income during		
- Income tax relating to re-measurement gains on defined benefit plans	3.49	4.22
	3.49	4.22

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate (Rs. in million)

	31 March 2022	31 March 2021
Profit before tax - Continuing operations	8,367.11	4,111.67
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	2,105.83	1,034.83
Tax effect on:		
Non- deductible expenses for tax purpose	14.84	12.74
Deductions on income	-	(14.48)
Profit / (Loss) of subsidiaries on which deferred tax are not recognised	(6.94)	(1.66)
Difference in tax rate for certain entities of the Group	0.41	0.33
Additional allowance for tax purpose	(4.52)	(1.39)
Income Tax rate change impact	-	(0.02)
Taxes for earlier years	6.84	85.40
Others	0.09	15.34
Total tax expense charged to the statement of profit and loss	2,116.55	1,131.09
Effective tax rate	25.30%	27.51%

Reconciliation of tax expense and the accounting profit multiplied by tax rate (Rs. in million)

	31 March 2022	31 March 2021
Loss from discontinuing operations	(2.92)	(10.44)
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	(0.73)	(2.63)
Tax effect on:		
Non- deductible expenses for tax purpose	-	0.05
Loss of subsidiaries on which deferred tax are not recognised	0.32	4.16
Others	0.00	-
Total tax expense charged to the statement of profit and loss	(0.41)	1.58
Effective tax rate	14.21 %	(15.1)%

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12 Investment property

(A) Reconciliation of carrying amount (Rs. in million)

	Amount
Gross carrying amount	
As at 01 April 2020	1.33
Additions	33.16
Disposals/adjustments	-
As at 31 March 2021	34.49
Additions	-
Disposals/adjustments	-
As at 31 March 2022	34.49
Accumulated depreciation	
As at 01 April 2020	0.05
Depreciation for the year	0.50
Disposals/adjustments	-
As at 31 March 2021	0.55
Depreciation for the year	0.58
Disposals/adjustments	-
As at 31 March 2022	1.13
Net block	
As at 31 March 2021	33.94
As at 31 March 2022	33.36
Fair value	
As at 31 March 2021	58.07
As at 31 March 2022	57.52

(B) Amount recognised in Statement of Profit and Loss from investment property (Rs. in million)

	31 March 2022	31 March 2021
Rental income derived from investment properties	1.34	1.48
Direct operating expenses generating rental income	(0.18)	(0.24)
Income arising from investment properties before depreciation	1.16	1.24
Depreciation	(0.58)	(0.50)
Income arising from investment properties (Net)	0.58	0.74

(C) Measurement of fair values

(i) Fair value hierarchy

These fair value of investment property has been determined by Mr. Vimal Shah, a registered valuer as defined under Companies (Registered Valuers and Valuation) Rules, 2017. The fair value measurement for the property to be valued is residential flat which is the highest and best use, been categorized as a level 2 fair value based on the inputs to the valuation technique. These inputs include comparable sale instances for Market Approach.

(ii) Valuation technique

For the purpose of valuation, the primary valuation methodology used is Market Approach, as the best evidence of fair value is current prices in an active market for similar properties. The market rate for sale/purchase of similar assets is representative of fair values. The property to be valued is at a location where active market is available for similar kind of properties.

(D) Premises given on operating lease

The Group's investment properties consist of residential property in India given on cancellable lease for a period of 12 month.

(E) The total future minimum lease rentals receivable at the Balance Sheet date is as under:

(Rs. in million)

	31 March 2022	31 March 2021
For a period not later than one year	-	-
For a period later than one year and not later than five years	-	-
For a period later than five years	-	-

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13 Property, plant and equipment

(Rs. in million)

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount									
As at 01 April 2020	810.02	11.60	63.39	7.87	210.37	84.30	50.49	16.26	1,254.30
Additions/ Adjustments	-	-	1.73	0.22	86.92	1.74	4.35	-	94.96
Deductions/ Adjustments	(0.19)	(5.27)	(2.21)	(1.19)	(2.25)	(2.81)	(8.68)	(0.05)	(22.65)
As at 31 March 2021	809.83	6.33	62.91	6.90	295.04	83.23	46.16	16.21	1,326.61
Additions/ Adjustments	-	-	4.83	0.04	534.22	3.48	-	-	542.57
Deductions/ Adjustments	-	(0.72)	(21.42)	(1.49)	(17.41)	(3.79)	(6.24)	(0.13)	(51.20)
As at 31 March 2022	809.83	5.61	46.32	5.45	811.85	82.92	39.92	16.08	1,817.98
Accumulated depreciation									
As at 01 April 2020	32.50	3.08	32.07	3.41	85.12	41.68	11.92	5.75	215.53
Depreciation for the year	15.35	2.12	13.05	1.41	58.30	16.13	7.64	2.96	116.96
Disposals	-	(2.27)	(1.80)	(0.70)	(1.77)	(1.51)	(2.24)	(0.02)	(10.31)
As at 31 March 2021	47.85	2.93	43.32	4.12	141.65	56.30	17.32	8.69	322.18
Depreciation for the year	16.43	1.45	10.09	1.00	92.33	8.88	6.18	2.91	139.27
Disposals	-	(0.66)	(21.15)	(1.24)	(15.65)	(3.42)	(3.29)	(0.13)	(45.54)
As at 31 March 2022	64.28	3.72	32.26	3.88	218.33	61.76	20.21	11.47	415.91
Net block									
As at 31 March 2021	761.98	3.40	19.59	2.78	153.39	26.93	28.84	7.52	1,004.43
As at 31 March 2022	745.55	1.89	14.06	1.57	593.52	21.16	19.71	4.61	1,402.07

(a) Includes value of shares in the co-operative society, aggregating to Rs. 0.0005 million (31 March 2020: Rs. 0.0005 million) registered in the name of the Group.
(b) There are no adjustments to property, plant and equipment on account of borrowing costs and exchange differences. There is no revaluation of property, plant and equipment done during the year/previous year.

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14 Intangible Assets under development ageing schedule as at 31 March 2022 (Rs. in million)

Particulars	Amount for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	119.96	-	-	-	119.96

Intangible Assets under development ageing schedule as at 31 March 2021 (Rs. in million)

Particulars	Amount in a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	1.83	-	-	-	1.83

15 Intangible assets (Rs. in million)

	Computer Software
Gross carrying amount	
As at 01 April 2020	105.55
Additions	35.09
Deductions	(1.08)
As at 31 March 2021	139.56
Additions	36.78
Deductions	(13.64)
As at 31 March 2022	162.70
Accumulated amortization and impairment	
As at 01 April 2020	58.14
Depreciation for the year	27.42
Disposals	(0.73)
As at 31 March 2021	84.83
Depreciation for the year	25.88
Disposals	(13.64)
As at 31 March 2022	97.07
Net block	
As at 31 March 2021	54.73
As at 31 March 2022	65.63

16 Right of use assets
Changes in carrying value of Right-of-use assets are as follows: (Rs. in million)

	Amount
As at 01 April 2020	153.16
Addition	13.15
Adjustment/Deletion	(67.08)
Depreciation for the year	(44.05)
As at 31 March 2021	55.18
Addition	8.94
Adjustment/Deletion	(23.34)
Depreciation for the year	(23.58)
As at 31 March 2022	17.20

17 Other Non Financial Assets (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Prepaid expenses	151.00	72.16
Advance to vendor	61.12	39.18
Balance with government authorities	193.20	131.65
Advance to employee	2.43	1.88
Others	0.32	0.39
Total	408.07	245.26

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18 Trade Payables

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Total outstanding dues of micro enterprises and small enterprises*	-	1.97
Total outstanding dues of creditors other than micro enterprises and small		
Trade payables - Clients**	40,461.06	22,739.73
Trade payables - Expenses	207.04	22.59
Total	40,668.10	22,764.29

**Includes Rs. 1,460.39 million as on 31 March 2022 (31 March 2021: Rs. 443.46 million) payable to stock exchanges on account of trades executed by clients.

*No interest was paid during the year / previous years in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous year Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditors.

Trade payable ageing schedule as at 31 March 2022 (Rs. in million)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME - undisputed	-	-	-	-	-
(ii) Others - undisputed	40,643.89	16.18	0.78	7.25	40,668.10
Total	40,643.89	16.18	0.78	7.25	40,668.10

Trade payable ageing schedule as at 31 March 2021 (Rs. in million)

Particulars	Outstanding for following periods from due date of payment				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) MSME - undisputed	1.97	-	-	-	1.97
(ii) Others - undisputed	22,737.62	3.24	12.48	8.98	22,762.32
Total	22,739.59	3.24	12.48	8.98	22,764.29

19 Debt Securities

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
measured at Amortised Cost (in India)		
Unsecured		
Commercial Paper (Refer note a)	250.00	-
Less : Discount on Commercial Paper	(4.33)	-
Total	245.67	-

(a) Rate of interest is 7.15% for commercial paper outstanding.

Terms of repayment

The aforesaid debt securities are repayable on maturity and tenure is 92 days.

20 Borrowings (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Borrowings measured at Amortised Cost (In India)		
(i) Secured		
(a) Loan from banks and financial institution (Refer note (a))		
- Secured against hypothecation of vehicles	8.09	12.12
(b) Loans repayable on demand (Refer note (b))		
- Overdraft / Loan from banks / NBFCs	2,546.39	7,064.83
- Working Capital Demand Loan	9,759.17	4,579.17
(ii) Unsecured		
(a) Lease liability payable over the period of the lease (refer note (c))	18.00	58.57
Total	**12,331.65**	**11,714.69**

Rate of interest is ranging from 2.41% to 8.90% for above borrowings.

(a) **Security and terms of repayment of borrowings from banks:**
The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except one loan which is repayable in 48 monthly instalments from the start of the loan.

(b) **Security and terms of repayment of borrowings from banks repayable on demand:** (Rs. in million)

Security	As at 31 March 2022	As at 31 March 2021
Hypothecation of book debts and personal guarantee of a director	7,749.96	4,703.23
Lien on fixed deposits of the Group (Refer note 5)	3,555.60	5,940.77
Mortgage of property and personal guarantee of a director	1,000.00	1,000.00
Total	**12,305.56**	**11,644.00**

(c) Movement of lease liabilities (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening Balance	58.57	157.11
Additions	8.76	13.17
Adjustments/Deletions	(22.59)	(75.36)
Interest expense	2.98	7.91
Lease payments	(29.72)	(44.26)
Closing Balance	**18.00**	**58.57**

Refer note 44 for further details of lease liabilities.

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21 Other Financial liabilities (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Interest accrued but not due on borrowings	3.66	15.58
Book Overdraft	1.72	1.39
Payable to Sub broker	1,518.54	1,180.95
Employee Benefits Payable	245.47	162.35
Expense payable	721.31	357.65
Refund payable to customers	1.38	1.32
Other payables	41.84	77.82
Total	2,533.92	1,797.06

22 Current tax liabilities (Net) (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Income tax Payable (net of advance payment of taxes and tax deducted at source: Rs. 4,788.79 million (31 March 2021: Rs. 2,619.46 million))	9.87	120.52
Total	9.87	120.52

23 Provisions (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Provision for employee benefits		
Provision for gratuity (Refer Note 39)	69.32	56.13
Provision for compensated absences	51.71	34.86
Total	121.03	90.99

24 Other Non Financial liabilities (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Statutory dues payable	413.92	286.73
Revenue received in advance	30.60	53.85
Advance from Customer	0.90	0.19
Total	445.42	340.77

25 Equity share capital

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Authorized		
10,00,00,000 (31 March 2021 : 10,00,00,000) Equity shares of Rs. 10/- each.	1,000.00	1,000.00
Total	1,000.00	1,000.00
Issued, Subscribed and paid up		
8,28,58,722 (31 March 2021 : 8,18,26,507) Equity shares of Rs. 10/- each.	828.59	818.27
Total	828.59	818.27

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(a) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(Rs. in million)

	No. of shares	Amount
As at 01 April 2020	7,19,95,003	719.95
Issued during the year - IPO	98,03,921	98.04
Issued during the year - ESOP	27,583	0.28
As at 31 March 2021	8,18,26,507	818.27
Issued during the year - ESOP	10,32,215	10.32
As at 31 March 2022	8,28,58,722	828.59

(b) **Rights, preferences and restrictions attached to shares**

The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

(c) **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2022:**

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	20%
Nirwan Monetary Services Private Limited	60,65,310	7%
Mukesh Gandhi jointly with Bela Gandhi	49,30,000	6%
International Finance Corporation, Washington	45,03,062	5%
Total	3,22,67,177	38%

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2021:

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	20%
International Finance Corporation, Washington	90,06,124	11%
Lalit Thakkar	70,97,234	9%
Nirwan Monetary Services Private Limited	60,65,310	7%
Mukesh Gandhi jointly with Bela Gandhi	49,34,727	6%
Total	4,38,72,200	54%

(d) In the financial year 2017-18 the Company has allotted fully paid bonus shares amounting to Rs. 57.46 million by capitalization of securities premium and issued shares under Employee Share Purchase Scheme amounting to Rs. 0.17 million.

(e) **Details of shares held by promoters/promoter group as on 31 March 2022**

Promoter name	Number of shares	%of total shares	% Change during the year
Dinesh Thakkar	1,67,68,805	20%	0%
Nirwan Monetary Services Pvt Ltd	60,65,310	7%	0%
Lalit Thakkar	25,97,234	3%	-6%
Deepak Thakkar	26,93,541	3%	0%
Ashok Thakkar	26,00,747	3%	NA
Rahul Lalit Thakkar	22,00,000	3%	NA
Anuradha Lalit Thakkar	21,00,000	3%	0%
Dinesh Thakkar HUF	6,16,940	1%	0%
Sunita Magnani	6,02,942	1%	0%
Bhagwani Thakkar	85,000	0%	NA
Tarachand Thakkar	85,000	0%	NA
Jaya Ramchandani	30,770	0%	0%
Kanta Thakkar	5,420	0%	0%
Raaj Magnani	2,835	0%	0%
Mahesh Thakkar	983	0%	0%
Total	3,64,55,527	44%	

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Details of shares held by promoters/promoter group as on 31 March 2021

Promoter name	Number of shares	%of total shares	% Change during the year
Dinesh Thakkar	1,67,68,805	20%	-3%
Lalit Thakkar	70,97,234	9%	-4%
Nirwan Monetary Services Pvt Ltd	60,65,310	7%	3%
Deepak Thakkar	26,93,541	3%	-1%
Ashok Thakkar	26,00,747	3%	2%
Dinesh Thakkar HUF	6,16,940	1%	1%
Sunita Magnani	6,02,942	1%	1%
Kanta Thakkar	5,420	0%	0%
Raaj Magnani	3,135	0%	-1%
Mahesh Thakkar	983	0%	0%
Jaya Ramchandani	770	0%	-8%
Total	3,64,55,827	44%	

26 Other equity

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
General reserve	132.85	132.85
Securities premium	4,012.96	3,733.67
Retained earnings	10,596.06	6,460.15
Statutory reserve	84.13	71.12
Capital reserve	53.59	53.59
Impairment reserve	1.13	1.13
Equity-Settled share-based payment reserve	134.46	39.19
Total	15,015.18	10,491.70

(A) General reserve

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	132.85	132.85
Add : Changes during the year	-	-
Closing balance	132.85	132.85

(B) Securities premium

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	3,733.67	977.08
Add : Addition during the year	279.29	2,908.16
Less : Utilised towards IPO expenses	-	(151.57)
Closing balance	4,012.96	3,733.67

(C) Retained earnings

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	6,460.15	3,929.97
Add : Net profit for the year	6,248.05	2,968.56
Less: Interim dividend paid	(2,088.82)	(426.58)
Transferred to Statutory Reserve	(13.01)	(5.79)
Transferred from Equity-Settled share-based payment reserve	-	6.49
Less: Re-measurement loss on post employment benefit obligation (net of tax)	(10.31)	(12.50)
Closing balance	10,596.06	6,460.15

(D) Statutory Reserve (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	71.12	65.33
Add: Transfer from retained earnings	13.01	5.79
Closing balance	84.13	71.12

(E) Capital Reserve (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	53.59	53.59
Add : Changes during the year	-	-
Closing balance	53.59	53.59

(F) Equity-Settled share-based payment reserve (Refer note 40) (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	39.19	34.29
Add: Compensation expense recognised during the year	156.28	12.03
Less: utilised towards equity share option exercised	(61.01)	(0.64)
Transferred to Retained earnings	-	(6.49)
Closing balance	134.46	39.19

(G) Impairment reserve (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening balance	1.13	1.13
Changes during the year	-	-
Closing balance	1.13	1.13

Nature and purpose of reserves

(A) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations however, the same is not required to be created under Companies Act, 2013. This reserve can be utilised only in accordance with the specified requirements of Companies Act, 2013.

(B) Securities Premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(C) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to generate reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

(D) Statutory Reserve

As required by section 45-IC of the RBI Act 1934, the Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

(E) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

(F) Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Group. Once shares are issued by the Group, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings. Further, if options are lapsed the amount in this reserve will be transferred to retained earnings.

(G) Impairment reserve

This reserve represents the difference of impairment allowance under Ind AS 109 and provision required under IRACP (Income Recognition, Asset classification and Provisioning). This impairment reserve should not be reckoned for regulatory capital. Further, no withdrawals are permitted from this reserve without the prior permission from the Department of Supervision, RBI.

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27 Interest Income

(Rs. in million)

	31 March 2022	31 March 2021
On Financial Assets measured at Amortised Cost		
Interest on margin funding and delayed payment	2,529.20	1,196.03
Interest Income from lending Activities	126.64	76.54
Interest on fixed deposits under lien with stock exchanges	672.40	496.87
Total	3,328.24	1,769.44

28 Fees and Commission Income

(Rs. in million)

	31 March 2022	31 March 2021
Brokerage	15,736.29	9,065.41
Income from depository operations	1,263.56	888.77
Income from distribution activity	323.72	155.12
Other operating income	1,637.16	668.92
Total	18,960.73	10,778.22

29 Net gain on fair value changes*

(Rs. in million)

	31 March 2022	31 March 2021
On financial instruments designated at fair value through profit or loss on Investments in mutual funds	297.08	89.18
Total Net gain/(loss) on fair value changes	297.08	89.18
Fair Value changes:		
-Realised	294.74	88.54
-Unrealised	2.34	0.64

* Fair value changes in this note are other than those arising on account of interest income/expense.

30 Other Income

(Rs. in million)

	31 March 2022	31 March 2021
Dividend income	-	0.13
Income from co-branding	33.23	16.10
Bad debts recovered	79.56	74.91
Gain on cancellation of operating leases	-	8.11
Profit/(loss) on sale of Property, plant and equipment (net)	0.98	-
Lease income from director	1.34	1.48
Interest on deposits with banks	325.09	228.08
Interest on security deposits measured at amortised cost	2.16	6.10
Interest on trade receivables at amortised cost	4.30	6.01
Interest on income tax refund	0.05	0.19
Miscellaneous Income	17.94	11.87
Total	464.65	352.98

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31 Finance Costs

(Rs. in million)

	31 March 2022	31 March 2021
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	598.07	344.59
Interest on Debt Securities	61.92	-
Interest on Lease liability	2.98	7.87
Other interest expense	4.56	1.45
Bank guarantee and commission and other charges	53.94	35.43
Total	721.47	389.34

32 Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

(Rs. in million)

	31 March 2022	31 March 2021
Financial instruments measured at Amortised cost		
Trade Receivable	1.04	7.79
Loans	0.53	4.21
Bad debts written off (net)	113.71	334.04
Total	115.28	346.04

33 Employee benefits expenses

(Rs. in million)

	31 March 2022	31 March 2021
Salaries and wages	2,418.23	1,558.70
Contribution to provident and other funds (Refer Note 39)	69.89	55.98
Gratuity and compensated absences expenses	41.55	30.52
Training and Recruitment expenses	76.27	43.47
Expense on employee stock option scheme (Refer Note 40)	156.28	12.02
Staff welfare expenses	46.77	17.76
Total	**2,808.99**	**1,718.45**

34 Depreciation and amortization expenses

(Rs. in million)

	31 March 2022	31 March 2021
Depreciation on property, plant and equipment	136.37	111.91
Depreciation on investment property	0.58	0.50
Amortization of intangible assets	25.88	27.42
Depreciation on right of use assets	23.58	43.77
Total	186.41	183.60

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35 Other expenses

(Rs. in million)

	31 March 2022	31 March 2021
Rent, rates and taxes	46.28	26.43
Communication Costs	223.18	85.70
Printing and stationery	14.71	20.22
Advertisement and publicity	3,010.29	1,281.05
Director's fees, allowances and expenses	4.02	2.28
Legal and Professional charges	417.44	295.83
Insurance	5.98	3.80
Interest on service tax	-	0.01
Software connectivity license/maintenance expenses	693.79	357.11
Travel and conveyance	117.48	86.01
Electricity	16.37	17.88
Administrative support services	29.81	24.74
Demat Charges	485.56	216.58
Bank charges	24.99	17.99
Membership and subscription fees	26.13	11.22
Loss on cancellation of operating lease	0.75	-
Loss on account of Error Trades (Net)	60.59	31.28
Repairs and maintenance		
- Building	6.16	9.59
- Others	16.29	7.08
Auditors' remuneration*	5.34	5.06
Loss on sale/write off of Property, Plant and Equipment	-	8.43
Office Expenses	15.48	15.64
Security guards expenses	7.00	5.83
Interest on income tax	13.35	15.82
Corporate social responsibility expenses (refer note 49)	43.64	28.05
Miscellaneous Expenses	64.38	37.31
Total	5,349.01	2,610.94

* Auditors' remuneration

(Rs. in million)

	31 March 2022	31 March 2021
For Statutory audit fees	3.45	2.73
Out of pocket expenses	0.05	0.02
GST audit fees	-	0.20
For other services (including Limited reviews and certificates)	1.84	2.11
Total	**5.34**	**5.06**

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36 Earning Per Share (EPS)

(Rs. in million)

	31 March 2022	31 March 2021
Profits attributable to equity holders - from continuing operations	6,250.56	2,980.58
Weighted average number of equity shares used in computing Basic Earnings per Equity Share (A)	8,25,15,091	7,69,14,929
Basic earnings per share (Rs.) (FV of Rs. 10 each)	75.75	38.75
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,23,927	5,43,698
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,39,39,018	7,74,58,627
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	74.47	38.48

(Rs. in million)

	31 March 2022	31 March 2021
Profits attributable to equity holders - from discontinuing operations	(2.51)	(12.02)
Weighted average number of equity shares outstanding (A)	8,25,15,091	7,69,14,929
Basic earnings per share (Rs.) (FV of Rs. 10 each)	(0.03)	(0.16)
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,23,927	5,43,698
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,39,39,018	7,74,58,627
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	(0.03)	(0.16)

(Rs. in million)

	31 March 2022	31 March 2021
Profits attributable to equity holders - from total operations	6,248.05	2,968.56
Weighted average number of equity shares outstanding (A)	8,25,15,091	7,69,14,929
Basic earnings per share (Rs.) (FV of Rs. 10 each)	75.72	38.60
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	14,23,927	5,43,698
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	8,39,39,018	7,74,58,627
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	74.44	38.32

37 Contingent Liability

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Guarantees		
(i) Bank guarantees with exchanges as margin / government authorities	9,801.50	4,181.50
Others		
(i) Claims against the Group not acknowledged as debts*	91.06	54.83
(ii) Disputed income tax demands not provided for (Refer note (a) below)	101.44	101.44
	9,994.00	4,337.77

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

(i) Rs. 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Company filed an appeal before CIT(A);

(ii) Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Company. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Company's financial position and result of operations.

38 Capital Commitments

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Capital commitment for purchase of property, plant and equipment and intangible assets	85.43	9.53

39 Employee Benefits

(A) Defined Contribution Plans

During the year, the Group has recognized the following amounts in the Statement of Profit and Loss (Rs. in million)

	31 March 2022	31 March 2021
Contribution to Provident and other	69.89	56.11

(B) Defined benefit plans

Gratuity payable to employees

The Group's liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Group. Group accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Group's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

The plan is of a final salary defined benefit in nature which is sponsored by the Group and hence it underwrites all the risks pertaining to the plan. The actuarial risks associated are:

Discount rate

Discount Rate for this valuation is based on Government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Salary escalation rate

More/Less than expected increase in the future salary levels may result in increase/decrease in the liability.

i) Principal assumptions used for the purposes of the actuarial valuations

	31 March 2022	31 March 2021
Economic Assumptions		
Discount rate (per annum)	5.48%	5.10%
Salary Escalation rate	3.00%	3.00%
Demographic Assumptions		
Mortality	IALM (2012-14)	IALM (2012-14)
Employee turnover/Withdrawal rate		
(A) Sales Employees		
(i) For service less than 4 years	92%	92%
(ii) Thereafter	31%	29%
(B) Non-sales employees		
(i) For service less than 4 years	48%	49%
(ii) Thereafter	17%	19%
Retirement age	58 years	58 years

ii) Amount recognised in balance sheet (Rs. in million)

	31 March 2022	31 March 2021
Present value of unfunded defined	69.32	56.13
Net liability recognized in Balance Sheet	**69.32**	**56.13**
Current benefit obligation	17.09	18.93
Non-current obligation	52.23	37.20
Net liability recognized in Balance Sheet	**69.32**	**56.13**

iii) Changes in the present value of defined benefit obligation (DBO) (Rs. in million)

	31 March 2022	31 March 2021
Present value of obligation at the beginning of the year	56.13	44.44
Interest cost on DBO	2.61	2.65
Current service cost	9.05	7.26
Benefits paid	(12.27)	(14.94)
Actuarial (gain)/ loss on obligations		
Assumptions	(0.99)	2.60
- Effect of change in demographic assumptions	0.24	4.70
- Experience (gains)/losses	14.55	9.42
Present value of obligation at the end of the year	**69.32**	**56.13**

The weighted average duration of defined benefit obligation is 3.06 years as at 31 March 2022 (31 March 2021: 3.05 years).

iv) Expense recognized in the Statement of Profit and Loss (Rs. in million)

	31 March 2022	31 March 2021
Current service cost	9.05	7.25
Interest cost	2.61	2.65
Total expenses recognized in the Statement Profit and Loss	**11.66**	**9.90**

v) Expense recognized in the Other comprehensive income (OCI)

(Rs. in million)

	31 March 2022	31 March 2021
Remeasurements due to		
- Effect of change in financial assumptions	(0.98)	2.60
- Effect of change in demographic assumptions	0.23	4.70
- Effect of experience adjustments	14.55	9.42
Net actuarial (gains) / losses recognised in OCI	**13.80**	**16.72**

vi) Quantitative sensitivity analysis

(Rs. in million)

	31 March 2022	31 March 2021
Impact on defined benefit obligation		
Rate of discounting		
1% increase	(2.60)	(2.10)
1% decrease	3.08	2.48
Rate of increase in salary		
1% increase	3.34	2.63
1% decrease	(2.77)	(2.19)
Withdrawal rate		
1% increase	0.02	0.03
1% decrease	(0.04)	(0.05)

vii) Maturity profile of defined benefit obligation

(Rs. in million)

	31 March 2022	31 March 2021
Within next 12 months	17.55	19.40
Between 2 and 5 years	40.04	33.16
Between 5 and 10 years	23.04	17.07
Beyond 10 years	12.13	7.81
Total expected payments	**92.76**	**77.44**

40 Employee stock option plan

(a) - On April 26, 2018, the board of directors approved the Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018) for issue of stock options to the key employees and directors of the company and its subsidiaries. According to the ESOP Plan 2018, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment and subject to performance parameters defined in the ESOP Plan 2018.

-On 28 January 2021, the Board of Directors approved the Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021) for issue of Options, equity settled Restricted Stock Units (RSU) and Performance Stock Units (PSU) to the eligible employees of the Company and its subsidiaries to attract, retain and motivate key talent, align individual performance with the Company objective by rewarding senior management and key high performing employees, subject to the approval of shareholders . The shareholders approved the LTI Plan 2021 through Postal ballot on March 05, 2021. According to the LTI Plan 2021, the committee will decide which of the eligible employees should be granted Award units under the plan and accordingly, the committee would offer the Award units to the identified employees under the Plan to the extent permissible by applicable laws. Selection of participants for a given year will be based on and include role scope, level, performance and future potential, manager recommendation and any other criteria as approved by the committee for the given year subject to satisfaction of the prescribed vesting conditions, viz., continuing employment in case of options, continuing employment and performance parameters in case of PSUs.

Plan Description

Plan Name	Vesting period	Exercise period	Life of option	Method of settlement
Options under LTI Plan 2021	12 months from the Grant Date - 25% 24 months from the Grant Date - 25% 36 months from the Grant Date - 25% 48 months from the Grant Date - 25%	10 years from the Grant date	120 Months	Equity settled
RSUs under LTI Plan 2021	12 months from the Grant Date - 25% 24 months from the Grant Date - 25% 36 months from the Grant Date - 25% 48 months from the Grant Date - 25% and 12 months from the Grant Date - 100% and 12 months from the Grant Date - 33.33% 24 months from the Grant Date - 33.33% 36 months from the Grant Date - 33.33%	06 months from the date of vesting	18 Months	Equity settled
PSUs under LTI Plan 2021	36 months from the Grant Date - 100%	06 months from the date of vesting	42 Months	Equity settled
Options under ESOP Plan 2018	14 months after grant date - 10% 26 months after grant date - 20% 38 months after grant date - 30% 50 months after grant date - 40%	12 months from the date of the last vesting of the Options	62 Months	Equity settled

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(b) The activity in ESOPS schemes during the year ended 31 March 2022

	Number of option LTI Plan 2021	Number of RSUs LTI Plan 2021	Number of PSUs LTI Plan 2021	Number of option ESOP Plan 2018
Options outstanding at the beginning of the year	7,05,504		-	15,31,247
Granted during the year	1,87,580	1,89,733	3,67,872	
Forfeited during the year	(1,62,169)	(1,191)	-	(35,420)
Exercised during the year	(81,707)	-	-	(9,50,508)
Expired during the year	-	-	-	-
Options outstanding at the end of the year	6,49,208	1,88,542	3,67,872	5,45,319
Exercisable at the end of the year	1,18,242	-	-	61,010
Weighted average remaining contractual life	1.60 years	1.04 years	2.07 years	0.42 Years
Weighted average Exercise price in Rs.	467.44	10.00	10.00	211.51
Range of exercise price in Rs.	326.20 to 1,275.00	10.00 to 10.00	10.00 to 10.00	211.51 to 211.51
The weighted average share price for options exercised during year in Rs.	1,548.07	NA	NA	913.38

The activity in ESOPS schemes during the year ended 31 March 2021

	Number of option LTI Plan 2021	Number of option ESOP Plan 2018
Options outstanding at thebeginning of the year	-	22,57,600
Granted during the year	7,05,504	-
Forfeited during the year	-	(6,98,770)
Exercised during the year	-	(27,583)
Expired during the year	-	-
Options outstanding at the end of the year	7,05,504	15,31,247
Exercisable at the end of the year	-	3,84,304
Weighted average remaining contractual life	2.5 years	0.74 years
Weighted average Exercise price in Rs.	337.90	211.51
Range of exercise price in Rs.	337.90 to 337.90	211.51 to 211.51
The weighted average share price for options exercised during year in Rs.	NA	337.47

(c) The fair value of each option granted is estimated on the date of grant using the Black Scholes model with the following inputs

ESOP Plan 2018

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
11-May-18	20.13	211.51	211.51	28.44%- 40.95%	7.04%- 7.78%	30%	21,14,300
01-Aug-18	7.26	211.51	142.37	31.30%-40.30%	7.14%-7.81%	30%	4,42,300
15-Oct-18	2.78	211.51	103.17	34.21%-39.95%	7.47%-7.86%	30%	1,50,000
02-Nov-18	2.68	211.51	100.34	36.99%-41.46%	7.20%-7.63%	30%	90,000
18-Mar-19	2.18	211.51	95.31	40.03%-41.14%	6.58%-7.00%	30%	1,44,270

Life of options - The employees have a period of 1 year from each vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.

LTI Plan 2021 -Options

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
30-Mar-21	112.01	337.90	295.80	48.19% - 50.20%	5.95% - 6.29%	3.38%	7,05,504
26-Apr-21	166.99	326.20	366.40	48.02% - 49.05%	5.83% - 6.19%	2.73%	58,860
26-Jul-21	756.87	807.90	1,229.60	47.60% - 49.30%	5.95% - 6.31%	0.81%	27,231
09-Aug-21	750.73	932.80	1,269.90	47.60% - 49.30%	5.97% - 6.33%	0.79%	11,256
16-Aug-21	699.82	972.50	1,225.50	47.63% - 49.20%	5.95% - 6.32%	0.82%	24,164
02-Sep-21	649.35	1,057.00	1,159.40	51.99% - 54.23%	5.78% - 6.15%	0.86%	2,838
06-Sep-21	698.73	1,070.20	1,223.50	51.92% - 54.17%	5.74% - 6.11%	0.82%	11,867
13-Sep-21	752.72	1,095.20	1,295.60	51.85% - 54.14%	5.77% - 6.14%	0.77%	4,200
27-Sep-21	703.03	1,164.00	1,258.60	51.72% - 53.96%	5.78% - 6.14%	0.79%	3,780
20-Oct-21	792.71	1,275.00	1,398.00	51.58% - 53.95%	5.59% - 6.28%	0.72%	659
08-Nov-21	655.37	1,273.60	1,232.30	51.49% - 53.88%	5.86% - 6.23%	0.81%	4,727
22-Nov-21	525.82	1,271.00	1,068.75	51.45% - 53.84%	5.84% - 6.20%	0.94%	3,068
25-Nov-21	621.49	1,273.30	1,190.65	51.44% - 53.84%	5.86% - 6.22%	0.84%	3,141
03-Dec-21	581.63	1,265.90	1,139.05	51.39% - 53.83%	5.84% - 6.21%	0.88%	2,844
07-Dec-21	559.47	1,264.00	1,110.00	51.38% - 53.81%	5.87% - 6.23%	0.90%	1,582
14-Dec-21	606.21	1,752.90	1,166.95	51.33% - 53.76%	5.85% - 6.20%	0.86%	3,033
16-Dec-21	613.42	1,249.40	1,174.80	51.31% - 53.76%	5.86% - 6.21%	0.85%	1,921
21-Dec-21	619.05	1,244.00	1,178.75	51.29% - 53.74%	5.95% - 6.29%	0.85%	3,537
24-Dec-21	604.93	1,240.60	1,160.30	51.27% - 53.74%	5.94% - 6.29%	0.86%	3,224
02-Mar-22	662.13	1,255.60	1,334.65	50.91% - 53.21%	6.26% - 6.60%	2.10%	7,009
04-Mar-22	638.98	1,273.20	1,309.70	50.89% - 53.20%	6.31% - 6.67%	2.14%	8,639

Life of options - The employees have a period of 10 years from grant date, to exercise their vested options. The management expects that these options will be exercised over the average period of time.

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LTI Plan 2021 -RSUs

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
26-Apr-21	342.48	10.00	366.40	51.93% - 51.93%	4.13% - 4.13%	2.73%	91,968
26-Jul-21	1,196.08	10.00	1,229.60	48.86% - 54.63%	4.13% 5.24%	0.81%	7,676
09-Aug-21	1,231.79	10.00	1,269.90	48.93% - 54.48%	4.17% - 5.66%	0.79%	4,076
16-Aug-21	1,187.39	10.00	1,225.50	48.93% - 54.41%	4.12% - 5.63%	0.82%	6,353
02-Sep-21	1,135.16	10.00	1,159.40	56.14% - 56.14%	4.17% - 4.17%	0.86%	6,242
06-Sep-21	1,185.36	10.00	1,223.50	55.46% 59.08%	4.11% - 5.43%	0.82%	6,756
13-Sep-21	1,257.44	10.00	1,295.60	55.78% - 58.95%	4.10% - 5.46%	0.77%	3,383
16-Sep-21	1,253.59	10.00	1,291.75	55.04% - 58.88%	4.09% - 5.46%	0.77%	3,350
27-Sep-21	1,220.47	10.00	1,258.60	51.91% - 58.78%	4.16% - 5.48%	0.79%	3,239
01-Oct 21	1,401.06	10.00	1,439.25	51.82% - 58.75%	4.20% - 5.49%	0.69%	1,986
20-Oct-21	1,359.83	10.00	1,398.00	51.65% - 58.51%	4.18% - 5.58%	0.72%	276
21-Oct-21	1,275.20	10.00	1,313.35	51.73% - 58.54%	4.17% - 5.56%	0.76%	3,260
08-Nov-21	1,194.19	10.00	1,232.30	50.55% - 58.09%	4.16% - 5.55%	0.81%	4,595
22-Nov-21	1,030.71	10.00	1,068.75	50.36% - 68.15%	4.15% - 5.53%	0.94%	4,068
25-Nov-21	1,152.55	10.00	1,190.65	50.33% - 57.73%	4.18% - 5.55%	0.84%	6,180
03-Dec-21	1,100.97	10.00	1,139.05	50.52% - 56.61%	4.13% - 5.53%	0.88%	5,604
07-Dec-21	1,071.95	10.00	1,110.00	50.44% - 56.56%	4.19% - 5.56%	0.90%	3,470
14-Dec-21	1,128.88	10.00	1,166.95	50.17% - 56.46%	4.22% - 5.56%	0.86%	2,394
16-Dec-21	1,136.72	10.00	1,174.80	49.89% - 55.37%	4.25% - 5.57%	0.85%	1,780
21-Dec-21	1,140.69	10.00	1,178.75	49.82% - 55.32%	4.43% - 5.65%	0.85%	3,574
24-Dec-21	1,122.74	10.00	1,160.30	49.60% - 55.30%	4.29% - 5.65%	0.86%	6,208
01-Feb-22	1,297.87	10.00	1,386.85	47.51% - 55.00%	4.42% - 5.90%	2.02%	1,570
02-Mar-22	1,245.89	10.00	1,334.65	47.45% - 54.96%	4.55% - 5.96%	2.10%	11,725

Life of options - The employees have a period of 6 months from vesting date, to exercise their vested options. The management expects that these options will be exercised towards end of the exercise period.

LTI Plan 2021 -PSUs

Grant date	Weighted average fair value of options granted	Exercise price	Share price at the grant date	Expected volatility	Risk free interest rate	Expected dividend yield	Number of Grants
26-Apr-21	325.04	10.00	366.40	51.93%	4.13%	2.73%	3,67,872

Life of options - The employees have a period of 6 months from vesting date, to exercise their vested options. The management expects that these options will be exercised towards end of the exercise period.

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

(d) Expense arising from share based payment transaction (Rs. in million)

	31 March 2022	31 March 2021
Expense arising from share based payments	156.28	12.02
Employee share based payment expense recognised in statement of profit and loss	**156.28**	**12.02**

41 Related Party Disclosures

(A) Names of related parties and nature of relationship

Name of Related Party	
(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
(b) Relatives of above individuals	
Ms. Kanta Thakkar	Wife of Mr. Dinesh Thakkar
Mr. Vinay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Ashok Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Mahesh Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Shobraj Thakkar	Brother of Mr. Dinesh Thakkar
Dinesh Thakkar HUF	HUF
(c) Key Management Personnel	
Mr. Vinay Agrawal (Upto 17 April 2021)	Chief Executive Officer and Director
Mr. Narayan Gangadhar (From 26 April 2021)	Chief Executive Officer
Mr. Ketan Shah (From 05 May 2021)	Director and KMP
Mr. Krishna Iyer (From 15 July 2021)	Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms. Anisha Motwani (Upto 15 September 2021)	Independent Director
Ms. Mala Todarwal (From 20 October 2021)	Independent Director
Mr. Muralidharan Ramachandran (From 06 August 2021)	Independent Director
Mr. Vineet Agrawal	Chief Financial Officer
Ms. Naheed Patel	Company Secretary
(d) Relatives of above individuals	
Ms. Priti Shah (From 05 May 2021)	Spouse of Mr. Ketan Shah
Mr. Rajendra Kumar Agrawal	Father of Mr. Vineet Agrawal
Ms. Shalini Agrawal	Spouse of Mr. Vineet Agrawal
Ms. Aruna Narayan (From 26 April 2021)	Spouse of Mr. Narayan Gangadhar
Mr. Ganesh Iyer (From 15 July 2021)	Brother of Mr. Krishna Iyer
(e) Enterprises in which director and its relatives are member	
Nirwan Monetary Services Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) Details of transactions with related party in the ordinary course of business for the year ended: (Rs. in million)

Nature of Transactions	31 March 2022	31 March 2021
Interest Received		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.02	0.02
Remuneration Paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	42.56	31.55
Ashok Thakkar	-	4.26
Vijay Thakkar	-	1.19
Key management personnel and their relatives		
Vinay Agrawal	1.92	26.71
Narayan Gangadhar	32.00	-
Ketan Shah	15.00	-
Vineet Agrawal	14.33	12.40
Naheed Patel	2.73	2.20
Purchase of property		
Enterprises in which director and its relatives are member		
Nirwan Monetary Service Private Limited	-	24.09
Lease income from furnished property		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	1.34	1.48
Business support services		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	-	0.00

ANGEL ONE LIMITED

(Rs. in million)

Nature of Transactions	31 March 2022	31 March 2021
Income from broking activities		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Ashok Thakkar		0.05
Dinesh Thakkar	0.05	0.01
Shobraj Thakkar	0.00	-
Vinay Thakkar	0.01	0.01
Kanta Thakkar	-	0.00
Ganesh Iyer	0.02	-
Krishna Iyer	0.02	-
Aruna Narayan	0.00	-
Key Management Personnel		
Vinay Agrawal	-	0.00
Ketan Shah	0.00	-
Vineet Agrawal	0.05	-
Naheed Patel	0.00	-
Relatives of Key Management Personnel		
Shalini Agrawal	0.25	-
Rajendra Kumar Agrawal	0.00	-
Priti Shah	0.00	-
Enterprises in which director and its relatives are member		
Nirwan Monetary Service Private Limited	0.14	0.02
Professional fees paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Vijay Thakkar	-	1.19
Directors' seeting fees		
Key Management Personnel		
Anisha Motwani	0.56	0.64
Kamalji Jagat Bhushan Sahay	1.16	0.84
Uday Sankar Roy	1.12	0.80
Krishna Iyer	0.48	
Mala Todarwal	0.30	
Muralidharan Ramachandran	0.40	
Dividend paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	412.51	84.66
Dinesh Thakkar HUF	15.18	3.11
Kanta Thakkar	0.13	0.03
Ashok Thakkar	63.98	9.84
Mahesh Thakkar	0.02	0.01
Enterprises in which director and its relatives are member		
Nirwan Monetary Services Private	149.21	30.62
Key Management Personnel and their relatives		
Vinay Agrawal	1.48	1.10
Ketan Shah	0.72	-
Vineet Agrawal	1.52	-
Naheed Patel	0.00	
Loan Given		
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.04	0.05

(C) Amount due to/from related party:

(Rs. in million)

	31 March 2022	31 March 2021
Other Receivables		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	7.50	7.50
Enterprises in which director and its relatives are member		
Angel Insurance Brokers and Advisors Private Limited	0.23	0.19

Refer note 20 (b) for personal guarantee given by director against overdraft facilities obtained from banks.
No rent is charged on property taken from one of the directors which is used as an office by the Group. ₹ 7.50 million pertains to security deposits paid against the same property.
Provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Group basis are not included in remuneration to key management personnel.
Amounts recoverable as mentioned above are unsecured and receivable in cash.

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42 Segment information

The Chief Operating Decision Maker (CODM) reviews the operations of the Group in three segment :

a. Broking and related services : Broking, advisory, third party product distribution, margin trade facility and other fee based services.

b. Finance and Investing Activities : Income from financing and investment activities

c. Health and allied fitness activities : Income from fitness center operations

The Group's operating segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system. Segment revenue, profit, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(Rs. in million)

Particulars	For the year ended 31 March 2022					For the year ended 31 March 2021				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Revenue										
External Revenue (excluding interest income)	19,382.48	8.38	-	-	19,390.86	10,978.95	1.05	1.31	-	10,981.31
Interest Income	3,533.15	126.64	-	0.05	3,659.84	1,933.09	76.54	0.08	0.19	2,009.90
Inter - Segment Revenue[#]	2.50	8.44	-	-		1.59	7.16	-	-	
Total Revenue	22,918.13	143.46	-	0.05	23,050.70	12,913.63	84.75	1.39	0.19	12,991.21
Profit before interest and tax	8,953.69	134.84	(2.92)	0.05	9,085.66	4,456.48	44.34	(9.75)	0.19	4,491.26
Less: Interest expense	672.46	49.01	-	-	721.47	378.08	11.26	0.69	-	390.03
Profit before tax	8,281.23	85.83	(2.92)	0.05	8,364.19	4,078.40	33.08	(10.44)	0.19	4,101.23
Less: Income taxes	-	-	-	2,116.14	2,116.14	-	-	-	1,132.67	1,132.67
Profit after tax					6,248.05					2,968.56
Other Information										
Segment Depreciation and Amortization	185.88	0.53	2.91	-	189.32	182.09	1.51	5.33	-	188.93
Segment non-cash expense other than Depreciation	310.97	2.14	-	-	313.11	388.00	8.51	0.50	-	397.01

(Rs. in million)

Particulars	For the year ended 31 March 2022					For the year ended 31 March 2021				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Assets	70,826.72	1,135.02	4.61	233.08	72,199.43	46,946.37	990.91	7.52	193.49	48,138.29
Segment Liabilities	56,098.96	245.55	1.28	9.87	56,355.66	36,534.96	168.83	4.01	120.52	36,828.32
Capital Expenditure (including capital work-in-progress)	697.48	-	-	-	697.48	110.97	-	0.03	-	111.00

[#]Inter Segment revenue has been excluded from the total revenue of the group.

*The Group has discontinued the health and allied fitness activities with effect from 30 June, 2020. (Refer note 55)

Inter segment pricing are at arm's length basis. Profit or loss on inter segment transfer are eliminated at the Group level.

Segment information for secondary segment reporting (by geographical segments)

The Group operates in one geographic segment namely "within India", hence no geographical disclosures are required.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2021 and 31 March 2022.

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43 Revenue from contracts with customers

The Group has recognised following amounts relating revenue in the statement of profit and loss

(Rs. in million)

	31 March 2022	31 March 2021
Type of services		
Total revenue from contract with customers	18,960.73	10,778.22

Disaggregation of revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

(Rs. in million)

	31 March 2022	31 March 2021
Primary geographical market		
Within India	18,960.73	10,778.22
Outside India	-	-
Total	18,960.73	10,778.22
Timing of revenue recognition		
Services transferred at a point in time	18,739.67	10,492.06
Services transferred over a period of time	221.06	286.16
Total	18,960.73	10,778.22

Contract Balances

(Rs. in million)

	31 March 2022	31 March 2021
Trade Receivables	5,653.24	2,276.95
Revenue received in advance (contract liability)*	30.60	53.85

(Rs. in million)

	31 March 2022	31 March 2021
Amounts included in contract liability at the beginning of the year	53.85	103.38

* Applying practical expedient as given in Ind AS 115, the Company has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

44 Leases

Information about lease

The Group has taken office premises at certain locations on operating lease.

The changes in the carrying value of right of use assets (ROU) for the year ended 31 March 2022 and 31 March 2021 has been disclosed in Note16.
The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the statement of Profit and Loss.

The movement in lease liabilities has been disclosed in Note 20.

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis:

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Less than one year	11.73	27.62
One to five years	7.30	39.73
More than five years	0.46	0.99
Total	19.49	68.34

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The total cash outflows for leases are Rs. 29.72 million for the year ended 31 March 2022 (31 March 2021: Rs. 52.95 million).

Short term and low value lease:

Rental expense incurred and paid for short term leases is Rs. 8.92 million (31 March 2021: Rs. 8.73 million).

Rental expense incurred and paid for Low value leases is Rs. NIL (31 March 2021: Rs. NIL).

COVID-19-related rent concessions (Amendment to Ind AS 116)

1. The Group has adopted the amendment to Ind AS 116 in its financial statements for all rent concessions that meet the criteria and
2. As a result of above the Group has accounted for rent concessions of Rs. NIL (31 March 2021 : Rs. 41.86 million) as negative variable lease payments in the statement of profit and loss.

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45 Fair value measurement

(A) Financial instrument by category

(Rs. in million)

	FVOCI	FVTPL	Amortised Cost
As at 31 March 2022			
Financial Assets			
Cash and cash equivalents	-	-	4,221.07
Bank Balance other than cash and cash equivalent	-	-	44,528.50
Trade Receivables		-	5,653.24
Loans	-	-	13,575.00
Investments	-	186.52	-
Other Financial assets	-	-	1,948.93
Total Financial Assets	-	186.52	69,926.74
Financial Liabilities			
Trade payables	-	-	40,668.10
Debt securities	-	-	245.67
Borrowings (other than debt securities)	-	-	12,331.65
Other financial liabilities	-	-	2,533.92
Total Financial liabilities	-	-	55,779.34
As at 31 March 2021			
Financial Assets			
Cash and cash equivalents	-	-	820.44
Bank Balance other than cash and cash equivalent	-	-	17,954.03
Trade Receivables	-	-	2,276.95
Loans	-	-	11,284.93
Investments	-	55.40	-
Other Financial assets	-	-	14,289.33
Total Financial Assets	-	55.40	46,625.68
Financial Liabilities			
Trade payables	-	-	22,764.29
Borrowings (other than debt securities)	-	-	11,714.69
Other financial liabilities	-	-	1,797.06
Total Financial liabilities	-	-	36,276.04

(B) Fair Value hierarchy

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis: (Rs. in million)

	Level 1	Level 2	Level 3	Total
As at 31 March 2022				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	186.52	-	-	186.52
As at 31 March 2021				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	0.00
Investment in mutual funds	55.40	-	-	55.40

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings (lease liability) and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality and investment in mutual fund at closing NAV as at reporting period.

46 Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises following types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk arising mainly from borrowings with floating interest rates. The Group is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Group manages the interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.
At the reporting date, the interest profile of the Group's borrowings is as follows:

Interest rate risk exposure (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Fixed rate borrowings including debt securities	271.76	70.69
Variable rate borrowings	12,305.56	11,644.00
Total borrowings including debt securities	**12,577.32**	**11,714.69**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in million)

	Increase/ (decrease) in basis points	Effect on profit before tax
As at 31 March 2022		
Rs.	50 bp	(61.53)
Rs.	(50 bp)	61.53
As at 31 March 2021		
Rs.	50 bp	(58.22)
Rs.	(50 bp)	58.22

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the Group does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Group's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits.

Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any significant credit risk.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Group has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

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ANGEL ONE LIMITED

a) Expected credit loss

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:
- Receivable from Brokerage (Secured by collaterals mainly in form of Securities of listed Group)
- Receivable from Exchange (Unsecured)
- Receivable from Depository (Secured by collaterals mainly in form of Securities of listed Group)

Receivable from Exchange (Unsecured): There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

Receivable from Brokerage and depository: Group has large number of customer base with shared credit risk characteristics. As per risk management policy of the Group, trade receivable to the extent not covered by collateral (i.e. unsecured trade receivable) is considered as default and are fully written off as bad debt against respective trade receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the income statement as bad debts recovered. Trade receivable of the Group is of short duration with credit period ranging up to maximum 30 days. In case of delay in collection, the Group has right to charges interest (commonly referred as delayed payment charges) on overdue amount for the overdue period. However, in case of receivable from depository, the Group doesn't have right to charge interest. Though credit period given to customer in respect of receivable from depository is very short, generally there is significant delay in ultimate collection. The Group has computed expected credit loss due to significant delay in collection. Effective interest rate on these trade receivable for the purpose of computing time value loss is considered as incremental borrowing rate.

(Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Trade receivable		
Past due 1-30 days	5,542.13	2,167.45
Past due 31-60 days	12.32	0.47
Past due 61-90 days	5.22	0.24
Past due more than 90 days	105.31	123.80
Loss allowances	(11.74)	(15.01)
Net Carrying amount	5,653.24	2,276.95

Movements in the allowances for impairment in respect of trade receivables and loans is as follows: (Rs. in million)

	As at 31 March 2022	As at 31 March 2021
Opening Provision	15.01	13.23
Creation / (utilisation) during the year	(3.27)	1.78
Closing provision	11.74	15.01

B) Loans

i) Margin Trading facilities:

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Margin trading facilities are secured by collaterals. As per policy of the Group, margin trading facilities to the extent covered by collateral and servicing interest on a regular basis is not considered as due/default. Accounts becoming due/default are fully written off as bad debt against respective receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the Group is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these margin trading facilities is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the margin trading facilities are classified into three stages as follows:

Following table provides information about exposure to credit risk and ECL on Margin trading facility

Staging as per Ind AS 109	Receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

The Group does not have any margin trading facilities which may fall under stage 2 or stage 3.

ECL is computed as follow assuming that these receivables are fully recalled by the Group at each reporting period:

EAD is considered as receivable including interest (net of write off).

PD is considered at 100% for all receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

ii) Loans against securities

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Loans against securities are repayable by customer unconditionally in full on demand at the absolute discretion of the Group. Loan against securities are secured by collaterals.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loans against securities are classified into three stages as follows:

Staging as per Ind AS 109	Loan receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

Interest on Stage 3 assets is recognised based on net carrying amount of financial assets. PD and LGD of 100% is applied on interest recognised on Stage 3 assets.

Default:

As per risk management policy, all financial asset which are 90 days past due, are considered as 'default' unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy:

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) whether the Group's recovery method is foreclosing on collateral and the value of the collaterals is such that there is no reasonable expectation of recovering in full. The Group may write-off financial assets that are still subject to enforcement activity. The Group still seeks to recover the amount it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

Following table provides information about exposure to credit risk and ECL on Loan (Rs. in million)

Stages	As at 31 March 2022	As at 31 March 2021
Stage 1	811.66	624.97
Stage 2	44.58	12.46
Stage 3	26.19	25.30
Less: Provision for expected credit loss	(11.28)	(10.75)
Total Carrying value	871.15	651.98

Analysis of changes in the Impairment loss allowance: (Rs. in million)

	As at 31 March 2022			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	2.80	0.27	7.68	10.75
Originated or new	1.08	0.07	0.19	1.34
Matured or repaid (excluding write offs)	(0.10)	(0.01)	(1.19)	(1.30)
Transfer to/(from) stage 1	(0.07)	-	-	(0.07)
Transfer to/(from) stage 2	-	(0.15)	-	(0.15)
Transfer to/(from) stage 3	-	-	(0.06)	(0.06)
Increase / (decrease) in ECL provision without changes in stages	(0.79)	-	1.56	0.77
Impairment loss allowance - Closing balance	2.92	0.18	8.18	11.28

(Rs. in million)

	As at 31 March 2021			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	1.34	0.14	5.06	6.54
Originated or new	0.13	0.02	0.37	0.52
Matured or repaid (excluding write offs)	(0.23)	(0.01)	(0.32)	(0.56)
Transfer to/(from) stage 1	(0.37)	-	-	(0.37)
Transfer to/(from) stage 2	-	0.12	-	0.12
Transfer to/(from) stage 3		-	2.30	2.30
Increase / (decrease) in ECL provision without changes in stages	1.94	-	0.26	2.20
Impairment loss allowance - Closing balance	2.81	0.27	7.67	10.75

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Analysis of changes in the Loan amount: (Rs. in million)

	As at 31 March 2022			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	624.96	12.46	25.30	662.72
Originated or new	99.11	0.68	1.83	101.62
Matured or repaid (excluding write offs)	(87.45)	(4.48)	(7.23)	(99.16)
Transfer to/(from) stage 1	(9.55)	-	-	(9.55)
Transfer to/(from) stage 2	-	37.33	-	37.33
Transfer to/(from) stage 3	-	-	4.08	4.08
Increase / (decrease) in ECL provision without changes in stages	184.58	(1.40)	2.22	185.40
Impairment loss allowance - Closing balance	811.65	44.59	26.20	882.44

(Rs. in million)

	As at 31 March 2021			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	191.00	2.69	122.82	316.51
Originated or new	139.99	0.94	1.53	142.46
Matured or repaid (excluding write offs)	(47.58)	(0.23)	(2.86)	(50.67)
Transfer to/(from) stage 1	90.08	-	-	90.08
Transfer to/(from) stage 2	-	9.07	-	9.07
Transfer to/(from) stage 3	-	-	(96.71)	(96.71)
Increase / (decrease) in ECL provision without changes in stages	251.48	-	0.52	252.00
Impairment loss allowance - Closing balance	624.97	12.47	25.30	662.74

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109: (Rs. in million)

	As at 31 March 2022					
Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	Stage 1	811.66	2.92	808.74	2.03	0.89
	Stage 2	44.59	0.19	44.40	0.11	0.08
	Stage 3	6.18	0.00	6.18	0.02	(0.02)
Subtotal for PA		862.43	3.11	859.32	2.16	0.95
Non-performing Assets (NPA)						
Substandard	Stage 3	6.24	0.78	5.46	0.55	0.23
Doubtful-upto 1 year	Stage 3	-	-	-	-	-
Doubtful-upto 1 to 3 years	Stage 3	8.44	2.30	6.14	1.27	1.03
Doubtful-More than 3 years	Stage 3	-	-	-	-	-
Loss	Stage 3	5.33	5.09	0.24	5.25	(0.16)
Subtotal for NPA		20.01	8.17	11.84	7.07	1.10
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	811.66	2.92	808.74	2.03	0.89
	Stage 2	44.59	0.19	44.40	0.11	0.08
	Stage 3	26.18	8.17	18.02	7.09	1.08
	Total	882.43	11.28	871.16	9.23	2.05

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109:

(Rs. in million)

	As at 31 March 2021					
Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
	Stage 1	624.96	2.81	622.15	1.56	1.25
Standard	Stage 2	12.46	0.27	12.19	0.03	0.24
	Stage 3	0.31	-	0.31	0.00	(0.00)
Subtotal for PA		637.73	3.08	634.65	1.59	1.49
Non-performing Assets (NPA)						
Substandard	Stage 3	17.34	1.75	15.59	1.56	0.19
Doubtful-upto 1 year	Stage 3		-	-	-	-
Doubtful-upto 1 to 3 years	Stage 3	0.41	0.13	0.28	0.07	0.06
Doubtful-More than 3 years	Stage 3	-	-	-	-	-
Loss	Stage 3	7.25	5.79	1.46	7.11	(1.32)
Subtotal for NPA		25.00	7.67	17.33	8.74	(1.07)
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	Stage 1	-	-	-	-	-
	Stage 2		-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	624.96	2.81	622.15	1.56	1.25
Total	Stage 2	12.46	0.27	12.19	0.03	0.24
	Stage 3	25.31	7.67	17.64	8.74	(1.07)
	Total	662.73	10.75	651.98	10.33	0.42

Presented in compliance with RBI Notification number DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020.

b) Collaterals

The Group holds collateral and other credit enhancements against certain of its credit exposures. The following table sets out the principal types of collateral held against different types of financial assets.

Instrument type	Percentage of exposure that is subject to collateral		Principal type of collateral held
	As at 31 March 2022	As at 31 March 2021	
Loan against securities	98.72%	98.77%	Shares and securities
Margin trading facility	99.97%	99.96%	Shares and securities

c) Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Group's financial liabilities:

The table below summarizes the maturity profile of the Company's financial liabilities as at 31 March 2022 (Rs. in million)

	Debt securities	Borrowings (other than debt securities and lease liability)	Trade payables	Other financial liabilities	Total
0-1 year	245.67	12,309.23	40,668.10	2,533.92	55,756.92
1-2 year	-	3.42	-		3.42
2-3 year	-	1.42	-	-	1.42
3-4 year	-	0.51	-		0.51
Beyond 4 years	-	-	-		-
Total	245.67	12,314.58	40,668.10	2,533.92	55,762.27

The table below summarizes the maturity profile of the Company's financial liabilities as at 31 March 2021 (Rs. in million)

	Borrowings (other than debt securities and lease liability)	Trade payables	Other financial liabilities	Total
0-1 year	11,650.83	22,764.29	1,797.06	36,212.18
1-2 year	4.65	-	-	4.65
2-3 year	4.16	-	-	4.16
3-4 year	1.42	-		1.42
Beyond 4 years	0.51	-	-	0.51
Total	11,661.57	22,764.29	1,797.06	36,222.92

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47 Maturity analysis of assets and liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs. in million)

	As at 31 March 2022		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	4,221.07	-	4,221.07
Bank Balance other than cash and cash equivalents	43,850.77	677.73	44,528.50
Trade Receivables	5,653.24	-	5,653.24
Loans	13,575.00	-	13,575.00
Investments	186.52	0.00	186.52
Other Financial assets	1,827.84	121.09	1,948.93
Current tax assets (Net)	-	21.41	21.41
Deferred tax assets (Net)	-	18.47	18.47
Investment Property	-	33.36	33.36
Property, Plant and Equipment	-	1,402.07	1,402.07
Intangible assets under development	-	119.96	119.96
Other Intangible assets	-	65.63	65.63
Right to use assets	-	17.20	17.20
Other non-financial assets	208.03	200.04	408.07
Total Assets	69,522.47	2,676.96	72,199.43
Liabilities			
Trade Payables	40,668.10	-	40,668.10
Debt securities	245.67		245.67
Borrowings (other than debt securities)	12,320.32	11.33	12,331.65
Other financial liabilities	2,533.92	-	2,533.92
Current tax liabilities (Net)	9.87	-	9.87
Provisions	47.94	73.09	121.03
Other non-financial liabilities	445.42	-	445.42
Total Liabilities	56,271.24	84.42	56,355.66

(Rs. in million)

	As at 31 March 2021		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	820.44	-	820.44
Bank Balance other than cash and cash equivalents	17,912.13	41.90	17,954.03
Trade Receivables	2,276.95	-	2,276.95
Loans	11,284.93	-	11,284.93
Investments	55.40	0.00	55.40
Other Financial assets	14,138.96	150.37	14,289.33
Current tax assets (Net)	-	14.82	14.82
Deferred tax assets (Net)	-	47.02	47.02
Investment Property	-	33.94	33.94
Property, Plant and Equipment	-	1,004.43	1,004.43
Intangible assets under development	-	1.83	1.83
Intangible assets	-	54.73	54.73
Right to use assets	-	55.18	55.18
Other non-financial assets	107.23	138.03	245.26
Total Assets	46,596.04	1,542.25	48,138.29
Liabilities			
Trade Payables	22,764.29	-	22,764.29
Borrowings (other than debt securities)	11,677.15	37.54	11,714.69
Other Financial liabilities	1,797.06	-	1,797.06
Current tax liabilities (Net)	120.52	-	120.52
Provisions	33.48	57.51	90.99
Other non-financial liabilities	340.77	-	340.77
Total Liabilities	36,733.27	95.05	36,828.32

ANGEL ONE LIMITED

48 Capital management

The group manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return on capital to shareholders, issue new shares or raise / repay debt.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. There is no non compliance with any covenants of borrowings.

(Rs. in million)

		As at 31 March 2022	As at 31 March 2021
Borrowings including debt securities		12,577.32	11,714.69
Less: cash and cash equivalents (Note 4)		(4,221.07)	(820.44)
Net debt	(i)	8,356.25	10,894.25
Total equity	(ii)	15,843.77	11,309.97
Total capital	(iii= i+ii)	24,200.02	22,204.22
Gearing ratio	(i)/(iii)	35 %	49 %

49 Corporate social responsibility (CSR) expenses

Gross amount required to be spent by the Group during the year Rs. 43.64 million (Previous year Rs. 28.05 million)

Amount spent during the year ending on 31 March 2022: (Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	43.64	-	43.64

Amount spent during the year ending on 31 March, 2021: (Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	28.05	-	28.05

50 The Company, in the previous year, has completed the Initial Public Offering (IPO) of 1,96,07,835 Equity Shares of Face Value of Rs. 10 each for cash at a price of Rs. 306 per Equity Share aggregating to Rs. 6,000 million comprising a Fresh Issue of 98,03,921 Equity Shares aggregating to Rs. 3,000 million and on offer for sale of 98,03,914 Equity Shares aggregating to Rs. 3,000 million. Pursuant to the IPO, the Equity Shares of the Company got listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 05 October 2020.

The details of utilization of IPO proceeds of Rs. 2,831.70 million, net of IPO expenses of the Company are as follows:

(Rs. in million)

Particulars	Total amount	Utilised up to March 31, 2021	Un-utilised up to March 31, 2021	Utilised up to March 31, 2022	Un-utilised up to March 31, 2022
Working capital requirements	2,300.00	2,300.00	-	2,300.00	-
General corporate purposes	531.70	506.41	25.29	531.70	-
Total utilised/un-utilised funds	2,831.70	2,806.41	25.29	2,831.70	-

51 Additional regulatory information required under (WB) (xvi) of Division III of Schedule III amendment, disclosure of ratios, is not applicable to the company as it is in broking business and not an NBFC registered under section 45-IA of Reserve Bank of India Act, 1934.

52 Quarterly statements of current assets filed with banks and financial institutions for fund borrowed from those banks and financial institutions on the basis of security of current assets are in agreement with the books of accounts.

53 Disclosure of interest in Subsidiaries

The consolidated financial statements include the financial statements of Company and its subsidiaries. Group does not have any joint ventures or associates. Angel One Limited (formerly known as Angel Broking Limited) is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/ Country of incorporation	As at 31 March 2022	As at 31 March 2021
Angel Financial Advisors Private Limited	India	100%	100%
Angel Fincap Private Limited	India	100%	100%
Angel Securities Limited	India	100%	100%
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	India	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%

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54 Additional information pursuant to requirement of Schedule III to the Companies Act, 2013 under General Instructions for preparation of consolidated financial statements

a. Net assets (Rs. in million)

Name of the entity	31 March 2022		31 March 2021	
	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	15,541.82	99%	11,107.42
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	50.25	0%	47.87
Angel Fincap Private Limited	2%	394.05	3%	327.53
Angel Securities Limited	0%	45.76	0%	43.16
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	(1%)	(213.34)	(2%)	(239.13)
Mimansa Software Systems Private Limited	0%	25.23	0%	23.12
Total	100%	15,843.77	100%	11,309.97

b. Share in profit or loss (Rs. in million)

Name of the entity	31 March 2022		31 March 2021	
	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	6,165.98	99%	2,947.73
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	(4.88)	0%	6.09
Angel Fincap Private Limited	1%	80.33	1%	34.49
Angel Securities Limited	0%	(1.79)	0%	(8.14)
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	0%	15.87	(0%)	(4.76)
Mimansa Software Systems Private Limited	(0%)	(7.46)	(0%)	(6.85)
Total	100%	6,248.05	100%	2,968.56

c. Share in Other Comprehensive Income (Rs. in million)

Name of the entity	31 March 2022		31 March 2021	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	96%	(9.85)	92%	(11.57)
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	5%	(0.49)	2%	(0.22)
Angel Fincap Private Limited	-1%	0.07	5%	(0.57)
Angel Securities Limited	0%	-	0%	0.01
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	0%	(0.01)	1%	(0.10)
Mimansa Software Systems Private Limited	0%	(0.03)	0%	(0.05)
Total	100%	(10.31)	100%	(12.50)

d. Share in Total Comprehensive Income (Rs. in million)

Name of the entity	31 March 2022		31 March 2021	
	% of Consolidated TOCI	Amount	% of Consolidated TOCI	Amount
Holding Company				
Angel One Limited (formerly known as Angel Broking Limited)	99%	6,156.13	99%	2,936.16
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	(5.37)	0%	5.87
Angel Fincap Private Limited	1%	80.40	1%	33.92
Angel Securities Limited	0%	(1.79)	0%	(8.13)
Angel Digitech Services Private Limited (formerly known as Angel Wellness Private Limited)	0%	15.86	0%	(4.86)
Mimansa Software Systems Private Limited	0%	(7.49)	0%	(6.90)
Total	100%	6,237.74	100%	2,956.06

ANGEL ONE LIMITED

55 Note on Discontinued Operations

The economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated June 23, 2020 to discontinue/abandon this line of business with effect from 30 June 2020.

However, Management of subsidiary company has entered into new business activities and is using existing resources to continue for the foreseeable future. Management of subsidiary company is using the assets pertaining to Gym and Healthcare business as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

a. Financial performance: (Rs. in million)

	31 March 2022	31 March 2021
INCOME		
(a) Revenue from operations	-	-
(b) Other income	-	1.39
Total income (I)	**-**	**1.39**
EXPENSES		
(a) Finance costs	-	0.69
(b) Employee benefits expenses	-	3.63
(c) Depreciation expense	2.91	5.33
(d) Other expenses	0.01	2.18
Total expense (II)	**2.92**	**11.83**
Profit / (Loss) before tax (I-II=III)	**(2.92)**	**(10.44)**
Deferred Tax	(0.41)	1.58
Total tax expense (IV)	**(0.41)**	**1.58**
Loss for the year after tax (III-IV=V)	**(2.51)**	**(12.02)**

b. Cash Flow Statement (Rs. in million)

	31 March 2022	31 March 2021
Net cash used in operating activities	(0.04)	(36.58)
Net cash used in investing activities	-	(0.03)
Net cash flows from financing activities	0.04	29.81

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56 **Subsequent events:**

There were no significant events after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:

The Board of Directors, through circular resolution on 01 April 2022 declared a fourth interim dividend of Rs. 7.00 per equity share. The Board of Directors have further recommended a final dividend of Rs. 2.25 per equity share for the financial year ended 31 March 2022. Payment of the final dividend is subject to its approval by the shareholders, in the ensuing Annual General Meeting of the company.

57 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

58 The financial statements of the Group were authorised for issue in accordance with a resolution of the directors on 20 April 2022.

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 20 April 2022

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 20 April 2022

S.R. BATLIBOI & CO. LLP
Chartered Accountants

12th Floor, The Ruby
29 Senapati Bapat Marg
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INDEPENDENT AUDITOR'S REPORT

To the Members of Angel Broking Limited

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the accompanying consolidated financial statements of Angel Broking Limited (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group") comprising of the consolidated Balance Sheet as at March 31 2021, the consolidated Statement of Profit and Loss including other comprehensive income, the consolidated Cash Flow Statement and the consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of reports of other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2021, their consolidated profit including other comprehensive income, their consolidated cash flows and the consolidated statement of changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the consolidated financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Group in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2021. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the consolidated financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the consolidated financial statements. The results of audit procedures performed by us, including those procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

Key audit matters	How our audit addressed the key audit matter
1. IT systems and controls	
The financial accounting and reporting systems of the Company are fundamentally reliant on IT systems and IT controls to process significant transaction volumes. Automated accounting procedures and IT environment controls, which include IT governance, general IT controls over program development and changes, access to programs and data and IT operations, are required to be designed and to operate effectively to ensure accurate financial reporting. Therefore, due to the pervasive nature and complexity of the IT environment, the assessment of the general IT controls and the application controls specific to the accounting and preparation of the financial information is considered to be a key audit matter.	We performed the following procedures assisted by specialized IT auditors on the IT infrastructure and applications relevant to financial reporting: • Tested the design and operating effectiveness of IT access controls over the information systems that are important to financial reporting and various interfaces, configuration and other identified application controls. • Tested IT general controls (logical access, changes management and aspects of IT operational controls). This included testing that requests for access to systems were appropriately reviewed and authorized. • Tested the Company's periodic review of access rights. We also inspected requests of changes to systems for appropriate approval and authorization. • In addition to the above, we tested the design and operating effectiveness of certain automated and IT dependent manual controls that were considered as key internal controls over financial reporting. • Tested the design and operating effectiveness compensating controls in case deficiencies were identified and, where necessary, extended the scope of our substantive audit procedures.

Other Information

The Holding Company's Board of Directors is responsible for the other information. The other information comprises the information included in the Annual report, but does not include the consolidated financial statements and our auditor's report thereon. The other information is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether such other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read such other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and to comply with the relevant applicable requirements of the standard on auditing for auditor's responsibility in relation to other information in documents containing audited consolidated financial statements. We have nothing to report in this regard.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

Those respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Holding Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting

and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Group to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.
- Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group of which we are the independent auditors, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of the financial statements of such entities included in the consolidated financial statements of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.

We communicate with those charged with governance of the Holding Company among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2021 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(a) We did not audit the financial statements and other financial information, in respect of five subsidiaries, whose financial statements include total assets of Rs.1,603.30 million as at March 31, 2021, and total revenues of Rs.194.57 million and net cash outflows of Rs.118.71 million for the year ended on that date. These financial statement and other financial information have been audited by other auditors, which financial statements, other financial information and auditor's reports have been furnished to us by the management. Our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries, is based solely on the reports of such other auditors.

Our opinion above on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditors on separate financial statements and the other financial information of subsidiaries, as noted in the 'other matter' paragraph we report, to the extent applicable, that:

(a) We/the other auditors whose report we have relied upon have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

(b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidation of the financial statements have been kept so far as it appears from our examination of those books and reports of the other auditors;

(c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Consolidated Cash Flow Statement and Consolidated Statement of Changes in Equity dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

(d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors of the Holding Company taken on record by the Board of Directors of the Holding Company and the reports of the statutory auditors who are appointed under Section 139 of the Act, of its subsidiary companies, none of the directors of the Group's companies, incorporated in India, is disqualified as on March 31, 2021 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) With respect to the adequacy and the operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiary companies, incorporated in India, refer to our separate Report in "Annexure" to this report;

(g) In our opinion and based on the consideration of reports of other statutory auditors of the subsidiaries, incorporated in India, the managerial remuneration for the year ended March 31, 2021 has been paid/provided by the Holding Company and its subsidiaries incorporated in India to their directors in accordance with the provisions of section 197 read with Schedule V to the Act;

(h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the report of the other auditors on separate financial statements as also the other financial information of the subsidiaries, as noted in the 'Other matter' paragraph:

   i. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group, in its consolidated financial statements - Refer Note 36 to the consolidated financial statements;

   ii. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts during the year ended March 31, 2021;

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company and its subsidiaries, incorporated in India during the year ended March 31, 2021.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 21048749AAAAIM4727

Place of Signature: Mumbai
Date: May 05, 2021

ANNEXURE TO THE INDEPENDENT AUDITOR'S REPORT OF EVEN DATE ON THE CONSOLIDATED FINANCIAL STATEMENTS OF ANGEL BROKING LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

In conjunction with our audit of the consolidated financial statements of Angel Broking Limited (hereinafter referred to as the "Holding Company") as of and for the year ended March 31, 2021, we have audited the internal financial controls with reference to consolidated financial statements of the Holding Company and its subsidiaries (the Holding Company and its subsidiaries together referred to as "the Group"), which are companies incorporated in India, as of that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the companies included in the Group, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (ICAI). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Holding Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both, issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of internal financial controls with reference to consolidated financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained and the audit evidence obtained by the other auditors in terms of their reports referred to in the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls With Reference to Consolidated Financial Statements

A company's internal financial control with reference to consolidated financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Consolidated Financial Statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its subsidiaries, which are companies incorporated in India, have, maintained in all material respects, adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31,2021, based on the internal control over financial reporting criteria established by the Holding Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

Other Matters

Our report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements of the Holding Company, in so far as it relates to these five subsidiaries, which are companies incorporated in India, is based on the corresponding reports of the auditors of such subsidiaries incorporated in India.

For **S.R. Batliboi & Co.** LLP
Chartered Accountants
ICAI Firm Registration Number: 301003E/E300005

per Viren H. Mehta
Partner
Membership Number: 048749
UDIN: 21048749AAAAIM4727

Place of Signature: Mumbai
Date: May 05, 2021

Angel Broking Limited

Consolidated Balance Sheet as at 31 March 2021 (Rs. in million)

	Note No.	As at 31 March 2021	As at 31 March 2020
ASSETS			
Financial Assets			
(a) Cash and cash equivalents	4	5,877.76	6,132.36
(b) Bank Balance other than cash and cash equivalents	5	12,896.71	8,003.23
(c) Trade Receivables	6	2,276.95	390.27
(d) Loans	7	11,284.93	2,805.78
(e) Investments	8	55.40	352.65
(f) Other Financial assets	9	14,289.33	2,705.83
Non-financial Assets			
(a) Inventories	10	-	0.45
(b) Current tax assets (Net)	11	14.82	49.18
(c) Deferred tax assets (Net)	12	47.02	48.89
(d) Investment Property	13	33.94	1.28
(e) Property, Plant and Equipment	14	1,004.43	1,038.77
(f) Intangible assets under development		1.83	20.88
(g) Intangible assets	15	54.73	47.41
(h) Right of use assets	16	55.18	153.16
(i) Other non-financial assets	17	245.26	151.63
Total Assets		**48,138.29**	**21,901.77**
LIABILITIES AND EQUITY			
LIABILITIES			
Financial Liabilities			
(a) Trade Payables	18		
(i) total outstanding dues of micro enterprises and small enterprises		1.97	-
(ii) total outstanding dues of creditors other than micro enterprises and small enterprises		22,762.32	9,394.93
(b) Borrowings	19	11,714.69	4,908.79
(c) Other financial liabilities	20	1,797.06	1,304.65
Non-Financial Liabilities			
(a) Current tax liabilities (Net)	21	120.52	0.45
(b) Provisions	22	90.99	67.08
(c) Other non-financial liabilities	23	340.77	311.68
EQUITY			
(a) Equity Share capital	24	818.27	719.95
(b) Other Equity	25	10,491.70	5,194.24
Total Liabilities and Equity		**48,138.29**	**21,901.77**

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 05 May 2021

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer
Place: San Francisco

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 05 May 2021

Angel Broking Limited

Consolidated Statement of Profit and Loss for the year ended 31 March 2021

(Rs. in million)

	Note No.	31 March 2021	31 March 2020
Revenue from operations			
(a) Interest Income	26	1,769.44	1,577.38
(b) Fees and Commission Income	27	10,778.22	5,644.00
(c) Net gain on fair value changes	28	89.18	24.86
Total Revenue from operations (I)		**12,636.84**	**7,246.24**
(d) Other Income (II)	29	352.98	300.90
Total Income (I+II=III)		**12,989.82**	**7,547.14**
Expenses			
(a) Finance Costs	30	389.34	488.59
(b) Fees and commission expense		3,629.78	2,304.40
(c) Impairment on financial instruments	31	346.04	377.10
(d) Employee Benefits Expenses	32	1,718.45	1,598.03
(e) Depreciation, amortization and impairment	33	183.60	209.17
(f) Others expenses	34	2,610.94	1,382.18
Total Expenses (IV)		**8,878.15**	**6,359.47**
Profit before tax (III-IV=V)		**4,111.67**	**1,187.67**
Tax Expense:	12		
(a) Current Tax		1,041.77	297.31
(b) Deferred Tax		3.92	24.55
(c) Taxes for earlier years		85.40	(2.08)
Total Income tax expense (VI)		**1,131.09**	**319.78**
Profit for the year from continuing operations (V-VI=VII)		**2,980.58**	**867.89**
Loss before tax from discontinued operations (before tax) (VIII)	52	(10.44)	(39.21)
Tax expense on discontinued operations (IX)	52	1.58	5.22
Loss after tax from discontinued operations (VIII-IX=X)		**(12.02)**	**(44.43)**
Profit for the year (VII+X=XI)		**2,968.56**	**823.46**
Other Comprehensive Income			
Items that will not be reclassified to profit or loss			
(a) Re-measurement gains / (losses) on defined benefit plans		(16.72)	(12.85)
(b) Income tax relating to items that will not be reclassified to profit or loss	12	4.22	3.24
Other Comprehensive Income (XII)		**(12.50)**	**(9.61)**
Total Comprehensive Income for the year (XI+XII)		**2,956.06**	**813.85**
Earnings per equity share from Continuing operations (FV Rs. 10 each)	35		
Basic EPS - (Rs.)		38.75	12.05
Diluted EPS - (Rs.)		38.48	12.05
Earnings per equity share from Discontinuing operations (FV Rs. 10 each)	35		
Basic EPS - (Rs.)		(0.16)	(0.62)
Diluted EPS - (Rs.)		(0.16)	(0.62)
Earnings per equity share from total operations (FV Rs. 10 each)	35		
Basic EPS - (Rs.)		38.60	11.44
Diluted EPS - (Rs.)		38.32	11.44

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 05 May 2021

For and on behalf of the Board of Directors

Narayan Gangadhar

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer
Place: San Francisco

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 05 May 2021

Angel Broking Limited

Consolidated Cash Flow Statement for the year ended 31 March 2021

(Rs. in million)

	Year ended 31 March 2021	Year ended 31 March 2020
A. Cash flow from operating activities		
Profit before tax	4,101.23	1,148.46
Adjustments for non cash and non-operating activities:		
Depreciation and amortisation expense	188.93	221.24
Gain on cancellation of lease	(8.28)	(5.90)
Expense on Employee Stock option scheme	12.02	19.98
Income from leased property	(1.48)	(0.81)
Interest expense on borrowings	354.60	436.35
Interest on Income tax refund	(0.19)	(1.76)
Provision on expected credit loss on trade receivables	7.79	0.50
Provision on expected credit loss on loans	4.21	0.98
Interest income on financial assets	(12.19)	(11.33)
Dividend Income on Mutual fund	(0.13)	(21.49)
Bad debts written off	334.04	375.76
Loss /(Profit) on sale of property, plant and equipments	8.60	6.28
(Profit) / Loss on financial instruments designated at fair value through profit or loss	(89.18)	(24.86)
Operating profit before working capital changes	**4,899.97**	**2,143.40**
Changes in working capital		
Increase/ (decrease) in trade payables	13,369.36	3,017.33
(Increase)/ decrease in inventories	0.45	0.00
Increase/ (decrease) in other financial liabilities	492.41	(53.55)
Increase/ (decrease) in other non financial liabilities	29.09	49.75
Increase/ (decrease) in provisions	7.19	1.88
(Increase)/ decrease in trade receivables	(2,222.50)	1,385.50
(Increase)/ decrease in loans	(8,483.36)	4,810.32
(Increase)/ decrease in Other Bank Balances	(4,893.48)	(2,613.12)
(Increase)/ decrease in other financial assets	(11,577.31)	(2,022.02)
(Increase)/ decrease in other non-financial assets	(93.62)	6.32
Cash generated from operations	**(8,471.80)**	**6,725.81**
Income tax paid	(971.95)	(292.85)
Net cash (used in) / generated from operating activities (A)	**(9,443.75)**	**6,432.96**
B. Cash flow from investing activities		
Purchase of property, plant and equipment, intangible assets	(144.17)	(126.18)
Proceeds from sale of property, plant and equipment, intangible assets	4.10	1.25
Income from lease property	1.48	0.81
Dividend income from mutual funds	0.13	21.49
Payment for purchase of mutual funds	(44,530.44)	(17,000.50)
Proceeds from sale of mutual fund and shares	44,916.87	16,821.81
Net cash generated from / (used in) investing activities (B)	**247.97**	**(281.32)**
C. Cash flow from Financing activities		
Proceeds/(repayments) of borrowings	6,940.38	(3,763.97)
Proceeds from term and vehicle loan	3.54	10.37
Repayment of term and vehicle loan	(39.48)	-
Proceeds from issue of equity shares	3,005.84	-
Share issue expenses	(151.57)	-
Interest paid on borrowings	(346.69)	(436.35)
Interim Dividend Paid	(426.58)	(194.39)
Dividend Tax Paid	-	(39.60)
Repayment of lease liabilities including interest	(44.26)	(64.96)
Net cash generated from / (used in) financing activities (C)	**8,941.18**	**(4,488.90)**

Angel Broking Limited

Consolidated Cash Flow Statement for the year ended 31 March 2021

(Rs. in million)

Net (decrease) / increase in cash and cash equivalents (A+B+C)	(254.60)	1,662.74
Cash and cash equivalents at the beginning of the year	6,132.36	4,469.62
Cash and cash equivalents at the end of the year	**5,877.76**	**6,132.36**
Cash and cash equivalents comprise		
Balances with banks		
On current accounts	816.60	3,611.93
Fixed Deposits with original maturity less than 3 months*	5,057.32	2,514.39
Cash on hand	0.07	0.65
Cheques on hand	3.77	5.39
Total cash and bank balances at end of the year (Refer Note 4)	**5,877.76**	**6,132.36**

* Includes Fixed Deposits under lien with stock exchange as security deposits and minimum base capital requirements / arbitration matters amounting to Rs. Nil (31 March 2020 Rs. 1.57 million).

The accompanying notes are an integral part of the financials statements

Notes

1. Changes in liabilities arising from financing activities

(Rs. in million)

	Year ended 31 March 2021	Year ended 31 March 2020
Opening balance	4,908.79	8,718.18
Addition during the year	6,953.54	72.21
Proceeds from vehicle loan	3.54	10.37
Amortisation of interest and other charges on borrowings	7.91	17.79
Repayments during the year	(75.83)	(3,828.93)
Other adjustments	(83.27)	(80.83)
Closing balance	**11,714.69**	**4,908.79**

2. The above statement of cash flow has been prepared under the "Indirect method" as set out in IND AS-7 "Statement of cash flow".

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

For and on behalf of the Board of Directors

Viren H. Mehta
Partner
Membership No : 048749

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer
Place: San Francisco

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 05 May 2021

Place: Mumbai
Date: 05 May 2021

Angel Broking Limited

Statement of Changes in Equity for the year ended 31 March 2021

A **Equity Share Capital**

(Rs. in million)

Equity Shares of Rs.10 issued, subscribed and fully paid up	Amount
Balance as on 1 April 2019	719.95
Changes in Equity Share Capital during the year	-
Balance as at 31 March 2020	719.95
Changes in Equity Share Capital during the year	98.32
Balance as at 31 March 2021	818.27

B Other Equity (Refer Note 25)

(Rs. in million)

	Reserve & Surplus						Equity-Settled share-based payment reserve	Total
	General Reserve	Securities Premium Reserve	Retained Earnings	Statutory Reserve	Capital Reserve	Impairment reserve		
Balance at 01 April 2019	132.85	977.08	3,358.22	57.22	53.59	1.13	14.31	4,594.40
Profit for the year	-	-	823.46	-	-	-	-	823.46
Other Comprehensive Income for the year	-	-	(9.61)	-	-	-	-	(9.61)
Transferred to Statutory Reserve	-	-	(8.11)	8.11	-	-	-	-
Dividends paid (including dividend distribution tax)	-	-	(233.99)	-	-	-	-	(233.99)
Addition for equity share options granted	-	-	-	-	-	-	19.98	19.98
Balance at 31 March 2020	132.85	977.08	3,929.97	65.33	53.59	1.13	34.29	5,194.24
Balance at 01 April 2020	132.85	977.08	3,929.97	65.33	53.59	1.13	34.29	5,194.24
Profit for the year	-	-	2,968.56	-	-	-	-	2,968.56
Other Comprehensive Income for the year	-	-	(12.50)	-	-	-	-	(12.50)
Premium of equity shares issued	-	2,908.16	-	-	-	-	-	2,908.16
Utilised towards IPO expenses	-	(151.57)	-	-	-	-	-	(151.57)
Utilised towards equity share option excercised	-	-	-	-	-	-	(0.64)	(0.64)
Transfer to retained earnings from Equity-Settled share-based payment reserve	-	-	6.49	-	-	-	(6.49)	-
Addition for equity share options granted	-	-	-	-	-	-	12.03	12.03
Transfer from retained earnings to Statutory Reserve	-	-	(5.79)	5.79	-	-	-	-
Dividends paid	-	-	(426.58)	-	-	-	-	(426.58)
Balance at 31 March 2021	132.85	3,733.67	6,460.15	71.12	53.59	1.13	39.19	10,491.70

The accompanying notes are an integral part of the financials statements

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 05 May 2021

For and on behalf of the Board of Directors

Narayan Gangadhar

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Chief Executive Officer
Place: San Francisco

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 05 May 2021

1 **Corporate information**

Angel Broking Limited ('ABL' or the 'Company') is the holding Company, and its subsidiaries together referred as 'Group'. The Company has converted into public limited company w.e.f 28 June 2018 via a Certificate of Incorporation issued by Registrar of Companies, Mumbai, Maharashtra.

The Company is a diversified financial services company and along-with its subsidiaries is primarily engaged in the business of stock, commodity and currency broking, institutional broking, providing margin trading facility, depository services and distribution of mutual funds, lending as a Non-Banking Finance Company (Non - deposit accepting) and corporate agents of insurance companies. The Company through its other subsidiaries, is engaged in offering health and allied fitness services, software consultancy and annual maintenance services.

The Company is a member of National Stock Exchange of India Limited (NSE), Bombay Stock Exchange Limited (BSE), National Commodities and Derivatives Exchange Limited (NCDEX), Multi Commodity Exchange of India Limited (MCX), Metropolitan Stock Exchange of India Limited (MSEI) and a depository participant with Central Depository Services (India) Limited (CDSL). The Company is engaged in the business of stock, currency and commodity broking, margin trading facility, depository services and distribution of mutual funds, to its clients; and earns brokerage, fees, commission and interest income thereon. The Company has also been providing portfolio management services. The registered office address of the company is G-1, ground floor, Akruti Trade Centre, road no.-7, MIDC, Andheri (East) Mumbai 400093.

2 **Basis of Preparation and presentation and Significant accounting policy**

The Financial Statements of the Company comply in all material aspects with Indian Accounting Standards ('Ind AS') notified under Section 133 of the Companies Act, 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rules, 2015 as amended from time to time and other relevant provisions of the Act.

Accounting policies have been consistently applied to all the financial year presented in the financial statements except where a newly issued accounting standard is initially adopted or a revision to the existing accounting standard requires a change in the accounting policy hitherto in use.

The Balance Sheet, the Statement of Changes in Equity, the Statement of Profit and Loss and disclosures are presented in the format prescribed under Division III of Schedule III of the companies Act, as amended from time to time, for Non-Banking Financial Companies ('NBFCs') that are required to comply with Ind AS. The Statement of Cash Flows has been presented as per the requirements of Ind AS 7 Statement of Cash Flows.

The financial statements have been prepared under the historical cost convention and on accrual basis, except for certain financial assets and liabilities, defined benefit- plan liabilities and share based payments being measured at fair value.

These financial statements are presented in Indian Rupees (INR)/(Rs.), which is also its functional currency and all values are rounded to the nearest million. Except when otherwise indicated.

The consolidated financial statements for the period ended 31 March 2021 are being authorised for issue in accordance with a resolution of the directors on 05 May 2021.

Basis of Consolidation

The consolidated financial statements comprise the financial statements of the Company and its subsidiaries as at 31 March 2021. The Company consolidates a subsidiary when it controls it. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee.

Generally, there is a presumption that a majority of voting rights result in control. To support this presumption and when the Group has less than a majority of the voting or similar rights of an investee, the Group considers all relevant facts and circumstances in assessing whether it has power over an investee, including:

- The contractual arrangement with the other vote holders of the investee
- Rights arising from other contractual arrangements
- The Group's voting rights and potential voting rights
- The size of the Group's holding of voting rights relative to the size and dispersion of the holdings of the other voting rights holders.

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the consolidated financial statements from the date the Group gains control until the date the Group ceases to control the subsidiary.

Consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the consolidated financial statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the consolidated financial statements to ensure conformity with the Group's accounting policies.

The financial statements of all entities used for the purpose of consolidation are drawn up to same reporting date as that of the parent company, i.e., year ended on 31 March 2021.

Consolidation procedure:

(a) Combine like items of assets, liabilities, equity, income, expenses and cash flows of the parent with those of its subsidiaries. For this purpose, income and expenses of the subsidiary are based on the amounts of the assets and liabilities recognised in the consolidated financial statements at the acquisition date.

(b) Offset (eliminate) the carrying amount of the parent's investment in each subsidiary and the parent's portion of equity of each subsidiary.

(c) Eliminate in full intragroup assets and liabilities, equity, income, expenses and cash flows relating to transactions between entities of the Group (profits or losses resulting from intragroup transactions that are recognised in assets, such as inventory and fixed assets, are eliminated in full). Intragroup losses may indicate an impairment that requires recognition in the consolidated financial statements. Ind AS 12 Income Taxes applies to temporary differences that arise from the elimination of profits and losses resulting from intragroup transactions.

Profit or loss and each component of OCI are attributed to the equity holders of the parent of the Group and to the non-controlling interests, even if this results in the non-controlling interests having a deficit balance.

When necessary, adjustments are made to the financial statements of subsidiaries to bring their accounting policies in line with the Group's accounting policies. All intra-group assets, liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

If the Group loses control over a subsidiary, it:
- Derecognises the assets (including goodwill) and liabilities of the subsidiary
- Derecognises the carrying amount of any non-controlling interests
- Derecognises the cumulative translation differences recorded in equity
- Recognises the fair value of the consideration received
- Recognises the fair value of any investment retained
- Recognises any surplus or deficit in profit or loss
- Reclassifies the parent's share of components previously recognised in OCI to profit or loss or retained earnings, as appropriate, as would be required if the Group had directly disposed of the related assets or liabilities.

A change in the ownership interest of a subsidiary, without loss of control, is accounted for as an equity transaction.

Significant accounting policy

2.1 Revenue Recognition

Revenue (other than for those items to which Ind AS 109 Financial Instruments are applicable) is measured at fair value of the consideration received or receivable. Ind AS 115 Revenue from contracts with customers outlines a single comprehensive model of accounting for revenue arising from contracts with customers and supersedes current revenue recognition guidance found within Ind ASs of accounting on accrual basis. Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Group expects to be entitled in exchange for those goods or services. The Group has generally concluded that it is the principal in its revenue arrangements, except for the agency services below, because it typically controls the goods or services before transferring them to the customer.
The Group recognises revenue from contracts with customers based on a five step model as set out in Ind 115:
Step 1: Identify contract(s) with a customer: A contract is defined as an agreement between two or more parties that creates enforceable rights and obligations and sets out the criteria for every contract that must be met.
Step 2: Identify performance obligations in the contract: A performance obligation is a promise in a contract with a customer to transfer a good or service to the customer.
Step 3: Determine the transaction price: The transaction price is the amount of consideration to which the Group expects to be entitled in exchange for transferring promised goods or services to a customer, excluding amounts collected on behalf of third parties.
Step 4: Allocate the transaction price to the performance obligations in the contract: For a contract that has more than one performance obligation, the Group allocates the transaction price to each performance obligation in an amount that depicts the amount of consideration to which the Group expects to be entitled in exchange for satisfying each performance obligation.
Step 5: Recognise revenue when (or as) the Group satisfies a performance obligation.

(i) Revenue from contract with customer is recognised point in time when performance obligation is satisfied. Income from broking activities is accounted for on the trade date of transactions.

(ii) Dividend income is recognised when the right to receive the dividend is established, it is probable that the economic benefits associated with the dividend will flow to the entity and the amount of the dividend can be measured reliably.

(iii) Depository services income are accounted as follows:
Revenue from depository services on account of annual maintanence charges have been accounted for over the period of the performance obligation.
Revenue from depository services on account of transaction charges is recognised point in time when the performance obligation is satisfied.

(iv) Portfolio Management Fees are accounted over a period of time as follows:
Performance obligations are satisfied over a period of time and portfolio management fees are recognized in accordance with the Portfolio Management Agreement entered with respective clients i.e., as per predecided percentage over the portfolio managed by group.

(v) Interest income on a financial asset at amortised cost is recognised on a time proportion basis taking into account the amount outstanding and the effective interest rate ('EIR'). The EIR is the rate that exactly discounts estimated future cash flows of the financial assets through the expected life of the financial asset or, where appropriate, a shorter period, to the net carrying amount of the financial instrument. The internal rate of return on financial assets after netting off the fees received and cost incurred approximates the effective interest rate method of return for the financial asset. The future cash flows are estimated taking into account all the contractual terms of the instrument.
The interest income is calculated by applying the EIR to the gross carrying amount of non-credit impaired financial assets (i.e. at the amortised cost of the financial asset before adjusting for any expected credit loss allowance). For credit-impaired financial assets the interest income is calculated by applying the EIR to the amortised cost of the credit-impaired financial assets (i.e. the gross carrying amount less the allowance for ECLs).

(vi) Delayed payment charges (Interest on late payments) are accounted at a point in time of default.

(vii) Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Group and the revenue can be reliably measured. Membership fees and Personal training fees are recognised as income over the period of income.

(viii) Revenue from software consultancy charges are accounted over a period of time as per terms and conditions.

(ix) Syndication fees are accrued based on completion of assignments in accordance with terms of understanding.

(x) In respect of other heads of income it is accounted to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made. An entity shall recognise a refund liability if the entity receives consideration from a customer and expects to refund some or all of that consideration to the customer.

2.2 Property, plant and equipment

(i) Recognition and measurement

Tangible property, plant and equipment are stated at cost less accumulated depreciation and impairment, if any. The cost of property, plant and equipment comprise purchase price and any attributable cost of bringing the asset to its working condition for its intended use.
Advances paid towards the acquisition of property, plant and equipment outstanding at each balance sheet date is classified as capital advances under other non-financial assets and the cost of assets not put to use before such date are disclosed under 'Capital work-in-progress'.

(ii) Subsequent expenditure

Subsequent expenditure incurred on assets put to use is capitalized only when it increases the future economic benefits/functioning capability from/of such assets.

(iii) Depreciation, estimated useful lives and residual value

Depreciation is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used are noted in the table below:-

Asset Class	Useful life of Asset (in Years)
Buildings	60
Office equipments	5
Air Conditioner	5
Computer Equipments	3 to 6
Furniture and Fixtures	10
VSAT Equipments	5
leasehold improvements	Amortised over the primary period of lease
Gym Equipments	10
Vehicles	8

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.
Property plant and equipment is derecognised on disposal or when no future economic benefits are expected from its use. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is recognised in other income / expense in the statement of profit and loss in the year the asset is derecognised.
The date of disposal of an item of property, plant and equipment is the date the recipient obtains control of that item in accordance with the requirements for determining when a performance obligation is satisfied in Ind AS 115.

2.3 Investment property

Investment property is property held to earn rentals and for capital appreciation. Investment Property are measured initially at cost including transaction costs. Subsequent to initial recognition, investment properties are measured in accordance with Ind AS 16's requirements for cost model. The carrying amount of an item of property is derecognised on disposal or when no future economic benefits are expected from its use or disposal. The gain or loss arising from the derecognition of an item of property is measured as the difference between the net disposal proceeds and the carrying amount of the item and is recognised in the statement of Profit and Loss when the item is derecognised.
Depreciation on investment property is calculated using the straight-line method to write down the cost of property and equipment to their residual values over their estimated useful lives in the manner prescribed in Schedule II of the Act. The estimated lives used is at 60 years for investment property.

2.4 Intangible assets

An intangible asset is recognised only when its cost can be measured reliably, and it is probable that the expected future economic benefits that are attributable to it will flow to the Group. Software and system development expenditure are capitalised at cost of acquisition including cost attributable to readying the asset for use. Such intangible assets are subsequently measured at cost less accumulated amortisation and any accumulated impairment losses. The useful life of these intangible assets is estimated at 5 years with zero residual value. Any expenses on such software for support and maintenance payable annually are charged to the statement of profit and loss.
The residual values, useful lives and methods of amortisatioin are reviewed at each financial year end and adjusted prospectively, if appropriate. Changes in the expected useful life are accounted for by changing the depreciation period or methodology, as appropriate, and treated as changes in accounting estimates.

2.5 Financial instruments

(i) Date of recognition

Financial assets and financial liabilities are recognised in the group's balance sheet when the Group becomes a party to the contractual provisions of the instrument.

(ii) Initial measurement

Financial assets and liabilities, with the exception of loans, debt securities, deposits and borrowings are initially recognised on the trade date, i.e., the date that the Group becomes a party to the contractual provisions of the instrument. Recognised financial instruments are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition. Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in profit or loss.

(iii) **Classification and subsequent measurement**

(A) **Financial assets**

Based on the business model, the contractual characteristics of the financial assets and specific elections where appropriate, the Group classifies and measures financial assets in the following categories :
- Amortised cost
- Fair value through other comprehensive income ('FVOCI')
- Fair value through profit or loss ('FVTPL')

(a) **Financial assets carried at amortised cost**

A financial assets is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL :
- the asset is held within a business model whose objective is to hold assets to collect contractual cash flows ('Asset held to collect contractual cash flows'); and
- the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest ('SPPI') on the principal amount outstanding.

After initial measurement and based on the assessment of the business model as asset held to collect contractual cash flows and SPPI, such financial assets are subsequently measured at amortised cost using effective interest rate ('EIR') method. Interest income and impairment expenses are recognised in profit or loss. Interest income from these financial assets is included in finance income using the EIR method. Any gain and loss on derecognition is also recognised in profit or loss.

The EIR method is a method of calculating the amortised cost of a financial instrument and of allocating interest over the relevant period. The EIR is the rate that exactly discounts estimated future cash flows (including all fees paid or received that form an integral part of the EIR, transaction costs and other premiums or discounts) through the expected life of the instrument, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

(b) **Financial assets at fair value through other comprehensive income**

Financial assets that are held within a business model whose objective is both to collect the contractual cash flows and to sell the assets, ('Contractual cash flows of assets collected through hold and sell model') and contractual cash flows that are SPPI, are subsequently measured at FVOCI. Movements in the carrying amount of such financial assets are recognised in Other Comprehensive Income ('OCI'), except interest / dividend income which is recognised in profit and loss. Amounts recorded in OCI are subsequently transferred to the statement of profit and loss in case of debt instruments however, in case of equity instruments it will be directly transferred to reserves. Equity instruments at FVOCI are not subject to an impairment assessment.

(c) **Financial assets at fair value through profit and loss**

Financial assets, which do not meet the criteria for categorization as at amortized cost or as FVOCI or either designated, are measured at FVTPL. Subsequent changes in fair value are recognised in profit or loss. The Group records investments in equity instruments and mutual funds at FVTPL.

(B) **Financial liabilities and equity instrument**

Debt and equity instruments issued by the Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

(a) **Equity instrument**

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Group is recognised at the proceeds received, net of directly attributable transaction costs.

(b) **Financial liabilities**

Financial liabilities are measured at amortised cost. The carrying amounts are initially recognised at fair value and subsequently determined based on the EIR method. Interest expense is recognised in profit or loss. Any gain or loss on de-recognition of financial liabilities is also recognised in profit or loss. The group does not have any financial liability which are measured at FVTPL.

(iv) **Reclassification**

Financial assets are not reclassified subsequent to their initial recognition, apart from the exceptional circumstances in which the Group acquires, disposes of, or terminates a business line or in the period the Group changes its business model for managing financial assets. Financial liabilities are not reclassified.

(v) **Derecognition**

(A) **Financial assets**

A financial asset (or, where applicable, a part of a financial asset or part of a Group of similar financial assets) is derecognised when:
- The contractual rights to receive cash flows from the financial asset have expired, or
- The Group has transferred its rights to receive cash flows from the asset and the Group has transferred substantially all the risks and rewards of the asset, or the Group has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

If the Group neither transfers nor retains substantially all of the risks and rewards of ownership and continues to control the transferred asset, the Group recognises its retained interest in the asset and an associated liability for the amount it may have to pay.

On derecognition of a financial asset, the difference between the carrying amount of the asset (or the carrying amount allocated to the portion of the asset derecognised) and the sum of (i) the consideration received (including any new asset obtained less any new liability assumed) and (ii) any cumulative gain or loss that had been recognised in OCI is recognised in profit or loss (except for equity instruments measured at FVOCI).

(B) **Financial liabilities**

A financial liability is derecognised when the obligation under the liability is discharged, cancelled or expires. Where an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability. In this case, a new financial liability based on the modified terms is recognised at fair value. The difference between the carrying value of the original financial liability and the new financial liability with modified terms is recognised in profit or loss.

(vi) Impairment of financial assets

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics and the days past due. The expected loss rates are based on average of historical loss rate adjusted to reflect current and available forward-looking information affecting the ability of the customers to settle the receivables. The Group has also computed expected credit loss due to significant delay in collection.

B) Loans

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles. At each reporting date, the Group assesses whether the loans have been impaired. The Group is exposed to credit risk when the customer defaults on his contractual obligations. For the computation of ECL, the loan receivables are classified into three stages based on the default and the aging of the outstanding as follows:

PD	The Probability of Default is an estimate of the likelihood of default over a given time horizon. A default may only happen at a certain time over the assessed period, if the facility has not been previously derecognised and is still in the portfolio.
EAD	The Exposure at Default is an estimate of the exposure at a future default date, taking into account expected changes in the exposure after the reporting date, including repayments of principal and interest, whether scheduled by contract or otherwise, expected drawdowns on committed facilities, and accrued interest from missed payments.
LGD	The Loss Given Default is an estimate of the loss arising in the case where a default occurs at a given time. It is based on the difference between the contractual cash flows due and those that the lender would expect to receive, including from the realisation of any collateral. It is usually expressed as a percentage of the EAD.

Stage 1 : Loan receivable including interest overdue for less than 30 days past due.

Stage 2 : Loan receivable including interest overdue between 30-90 days past due.

Stage 3 : Loan receivable including interest overdue for more than 90 days past due.

For the purpose determining the stages as per Ind AS 109:

(i) Loan given (principal amount) is considered as overdue, from the date when the Group recalls and pending repayment from customer.

(ii) In case loan given (principal amount) is not recalled, these loans are considered as not due.

If the amount of an impairment loss decreases in a subsequent period, and the decrease can be related objectively to an event occurring after the impairment was recognised, the excess is written back by reducing the loan impairment allowance account accordingly. The write-back is recognised in the statement of profit and loss.

C) Other financial assets:

For recognition of impairment loss on financial assets and risk exposure, the Group determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If in subsequent years, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognizing impairment loss allowance based on 12 month ECL.

Life time ECLs are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12 month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the year end.

ECL is the difference between all contractual cash flows that are due to the Group in accordance with the contract and all the cash flows that the entity expects to receive (i.e. all shortfalls), discounted at the original EIR. When estimating the cash flows, an entity is required to consider all contractual terms of the financial instrument (including prepayment, extension etc.) over the expected life of the financial instrument. However, in rare cases when the expected life of the financial instrument cannot be estimated reliably, then the entity is required to use the remaining contractual term of the financial instrument.

ECL impairment loss allowance (or reversal) recognized during the year is recognized as income/expense in the statement of profit and loss. In balance sheet ECL for financial assets measured at amortized cost is presented as an allowance, i.e. as an integral part of the measurement of those assets in the balance sheet. The allowance reduces the net carrying amount. Until the asset meets write off criteria, the Group does not reduce impairment allowance from the gross carrying amount.

2.6 Leases

Group as a lessee

The determination of whether an arrangement is a lease, or contains a lease, is based on the substance of the arrangement and requires an assessment of whether the fulfilment of the arrangement is dependent on the use of a specific asset or assets or whether the arrangement conveys a right to use the asset. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified assets, the Group assess whether (i) the contract involves the use of an identified assets ; (ii) the Group has substantially all the economic benefits from use of the assets through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use assets (ROU) and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of 12 month or less (short term leases) and low value leases. For these short term and low value leases, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

Certain lease arrangements includes the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The cost of the right-of-use assets comprises the amount of the initial measurement of the lease liability, any lease payments made at or before the inception date of the lease, less any lease incentives received. Subsequently, the right-of-use assets is measured at cost less any accumulated depreciation and accumulated impairment losses, if any. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use assets.

For lease liabilities at inception, the Group measures the lease liability at the present value of the lease payments that are not paid at that date. The lease payments are discounted using the interest rate implicit in the lease, if that rate is readily determined. If that rate is not readily determined the lease payments are discounted using the incremental borrowing rate.

Lease liability has been included in borrowing and ROU asset has been separately presented in the Balance Sheet and lease payments have been classified as financing cash flows.

Group as a Lessor

Leases for which the Group is a lessor is classified as a finance or operating lease. Whenever the term of the lease transfer substantially all the risks and rewards of ownership to the lessee, the contract is classified as a finance lease. All other leases are classified as operating leases.

Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

For operating leases, rental income is recognised on a straight line basis over the term of the relevant lease.

2.7 Cash and cash equivalents

Cash and cash equivalents includes cash at banks and on hand, demand deposits with banks, other short-term highly liquid investments with original maturities of three months or less that are readily convertible to known amounts of cash and which are subject to an insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents cash and short-term deposits are considered integral part of the Group's cash management. Outstanding bank overdrafts are not considered integral part of the Group's cash management.

2.8 Impairments of Non-financial assets

The Group assesses at each balance sheet date whether there is any indication that an asset may be impaired. An asset is impaired when the carrying amount of the asset exceeds its recoverable amount. An impairment loss is charged to the Statement of Profit and Loss in the period in which an asset is identified as impaired. An impairment loss is reversed to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined if no impairment loss had previously been recognised.

An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

2.9 Retirement and other employee benefits

(i) Provident fund

Retirement benefit in the form of provident fund, is a defined contribution scheme. The Group has no obligation, other than the contribution payable to the provident fund. The Group recognises contribution payable to the provident fund scheme as an expense, when an employee renders the related service.

(ii) Gratuity

Every employee is entitled to a benefit equivalent to 15 days salary last drawn for each completed year of service in line with The Payment of Gratuity Act, 1972. The same is payable at the time of separation from the group or retirement, whichever is earlier. The benefit vest after five years of continuous service.

The group's gratuity scheme is a defined benefit plan. The group's net obligation in respect of the gratuity benefit scheme is calculated by estimating the amount of future benefit that the employees have earned in return for their service in the current and prior period. Such benefit is discounted to determine its present value, and the fair value of any plan assets, if any, is deducted.

The present value of the obligation under such benefit plan is determined based on actuarial valuation using the Projected Unit credit Method which recognizes each period of services as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final obligation.

The obligation is measured at present values of estimated future cash flows. The discounted rates used for determining the present value are based on the market yields on Government Securities as at the balance sheet date.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognised in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

(iii) Compensated absences

The employees of the Group are entitled to compensated absences as per the policy of the Group. The Group recognises the charge to the statement of profit and loss and corresponding liability on account of such non-vesting accumulated leave entitlement based on a valuation by an independent actuary. The cost of providing compensated absences are determined using the projected unit credit method. Remeasurements as a result of experience adjustments and changes in actuarial assumptions are recognised in statement of Profit and Loss.

(iv) Share based payments

Equity-settled share-based payments to employees that are granted are measured by reference to the fair value of the equity instruments at the grant date. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, based on the Group's estimate of equity instruments that will eventually vest, with a corresponding increase in equity. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the vesting conditions. It recognises the impact of the revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity.

2.10 Provisions, contingent liabilities and contingent assets

A provision is recognised when the Group has a present obligation as a result of a past event and it is probable that an outflow of embodying economic benefits will be required to settle the obligation and there is a reliable estimate of the amount of the obligation. Provisions are measured at the best estimate of the expenditure required to settle the present obligation at the Balance sheet date. Provisions are determined by discounting the expected future cash flows (representing the best estimate of the expenditure required to settle the present obligation at the balance sheet date) at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

Contingent liabilities are not recognized but are disclosed in the notes. Contingent assets are neither recognised nor disclosed in the financial statements. Provisions are reviewed at each balance sheet date and adjusted to effect current management estimates. Contingent liabilities are recognised when there is possible obligation arising from past events.

2.11 Income Taxes

Income tax expense comprises current and deferred tax. It is recognised in statement of profit and loss except to the extent that it relates to items recognised directly in equity or in OCI.

(i) Current tax

Current tax is measured at the amount expected to be paid in respect of taxable income for the year in accordance with the Income Tax Act, 1961. Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. It is measured using tax rates enacted or substantively enacted at the reporting date.

Current income tax relating to items recognised outside profit or loss is recognised outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognised in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and current tax liabilities are offset only if the Group has a legally enforceable right to set off the recognised amounts, and it intends to realise the asset and settle the liability on a net basis or simultaneously.

(ii) Deferred tax

Deferred tax is provided using the liability method, on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements.

Deferred tax assets arising mainly on account of carry forward losses and unabsorbed depreciation under tax laws are recognised only if there is reasonable certainty of its realisation, supported by convincing evidence.

Deferred tax assets on account of other temporary differences are recognised only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realised.

Deferred tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Changes in deferred tax assets / liabilities on account of changes in enacted tax rates are given effect to in the standalone statement of profit and loss in the period of the change. The carrying amount and unrecognised deferred tax assets are reviewed at each Balance Sheet date.

Deferred tax assets and deferred tax liabilities are off set when there is a legally enforceable right to set-off assets against liabilities representing current tax and where the deferred tax assets and deferred tax liabilities relate to taxes on income levied by the same governing taxation laws.

2.12 Earning per share (basic and diluted)

The Group reports basic and diluted earnings per equity share. Basic earnings per equity share have been computed by dividing net profit/loss attributable to the equity share holders for the year by the weighted average number of equity shares outstanding during the year. Diluted earnings per equity share have been computed by dividing the net profit attributable to the equity share holders after giving impact of dilutive potential equity shares for the year by the weighted average number of equity shares and dilutive potential equity shares outstanding during the year, except where the results are anti-dilutive.

2.13 Borrowing costs

Expenses related to borrowing cost are accounted using effective interest rate. Borrowing costs are interest and other costs (including exchange differences relating to foreign currency borrowings to the extent that they are regarded as an adjustment to interest costs) incurred in connection with the borrowing of funds. Borrowing costs directly attributable to acquisition or construction of an asset which necessarily take a substantial period of time to get ready for their intended use are capitalised as part of the cost of that asset. Other borrowing costs are recognised as an expense in the period in which they are incurred.

2.14 Goods and services tax paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the goods and services tax paid, except when the tax incurred on a purchase of assets or services is not recoverable from the tax authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable.

The net amount of tax recoverable from, or payable to, the tax authority is included as part of receivables or payables, respectively, in the balance sheet.

2.15 Foreign currency

Transactions in foreign currencies are recorded at the rate of exchange prevailing on the date of the transaction. Exchange differences arising on settlement of revenue transactions are recognised in the statement of profit and loss. Monetary assets and liabilities contracted in foreign currencies are restated at the rate of exchange ruling at the Balance Sheet date. Non-monetary assets and liabilities that are measured at fair value in a foreign currency are translated into the functional currency at the exchange rate when the fair value was determined. Non-monetary assets and liabilities that are measured based on historical cost in a foreign currency are translated at the exchange rate at the date of the transaction.

2.16 Discontinued Operations

An operation is classified as discontinued operation if a component of the Company that either has been disposed of, or is classified as held for sale, and
(a) represents a separate major line of business or geographical area of operations,
(b) is part of a single coordinated plan to dispose of a separate major line of business or geographical area of operations or
(c) is a subsidiary acquired exclusively with a view to resale.
An operation is considered as discontinued operation if the Company winds up the major line of business or has an intention to do so.
Further, if a disposal group to be abandoned meets the discontinued operation criteria, the cash flows and results of the disposal group are presented as discontinued operations at the date on which it ceases to be used.
Revenue is recognised to the extent it is probable that the economic benefits will flow and the revenue can be reliably measured, regardless of when the payment is being made.
Expenses are recognised when the Company has a present obligation as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation.
Assets that meet the criteria to be classified as held for sale to be measured at the lower of carrying amount and fair value less costs to sell, and depreciation on such assets to cease and assets that meet the criteria to be classified as held for sale to be presented separately in the balance sheet. Assets that does not meet the criteria to be classified as held for sale as such assets can be utilised for another business operation shall be recorded at the carrying value.
Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss. When an operation is classified as a discontinued operation, the comparative Statement of Profit and Loss is represented as if the operation had been discontinued from the start of the comparative period.

2.17 Segment

An operating segment is a component of the Group that engages in business activities from which it may earn revenues and incur expenses, whose operating results are regularly reviewed by the Group's Chief Operating Decision Maker ("CODM") to make decisions for which discrete financial information is available. Based on the management approach as defined in Ind AS 108, the CODM evaluates the Group's performance and allocates resources based on an analysis of various performance indicators by business segments and geographic segments.

3 Critical accounting estimates and judgements

The preparation of financial statements in conformity with Ind AS requires management to make estimates, judgements and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities (including contingent liabilities) and disclosures as of the date of the financial statements and the reported amounts of revenues and expenses for the reporting period. Actual results could differ from these estimates. Accounting estimates and underlying assumptions are reviewed on an ongoing basis and could change from period to period. Appropriate changes in estimates are recognised in the periods in which the Group becomes aware of the changes in circumstances surrounding the estimates. Any revisions to accounting estimates are recognized prospectively in the period in which the estimate is revised and future periods. Following are estimates and judgements that have significant impact on the carrying amount of assets and liabilities at each balance sheet:

3.1 Business model assessment

Classification and measurement of financial assets depends on the results of the SPPI (Solely Payments of Principal and Interest) and the business model test. The Group determines the business model at a level that reflects how groups of financial assets are managed together to achieve a particular business objective. This assessment includes judgement reflecting all relevant evidence including how the performance of the assets is evaluated and their performance measured, the risks that affect the performance of the assets and how these are managed. The Group monitors financial assets measured at amortised cost or fair value through other comprehensive income that are derecognised prior to their maturity to understand the reason for their disposal and whether the reasons are consistent with the objective of the business for which the asset was held. Fair value through profit or loss (FVTPL), where the assets are managed in accordance with an approved investment strategy that triggers purchase and sale decisions based on the fair value of such assets. Such assets are subsequently measured at fair value, with unrealised gains and losses arising from changes in the fair value being recognised in the standalone statement of profit and loss in the period in which they arise.

3.2 Fair value of financial instruments

The fair value of financial instruments is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction in the principal (or most advantageous) market at the measurement date under current market conditions (i.e., an exit price) regardless of whether that price is directly observable or estimated using another valuation technique. When the fair values of financial assets and financial liabilities recorded in the balance sheet cannot be derived from active markets, they are determined using a variety of valuation techniques that include the use of valuation models. The inputs to these models are taken from observable markets where possible, but where this is not feasible, estimation is required in establishing fair values. Judgements and estimates include considerations of liquidity and model inputs related to items such as credit risk (both own and counterparty), funding value adjustments, correlation and volatility. For further details about determination of fair value please see Note 44

Some of the group's assets and liabilities are measured at fair value for financial reporting purposes. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date regardless of whether that price is directly observable or estimated using another valuation technique.
Fair value measurements under Ind AS are categorised into Level 1, 2, or 3 based on the degree to which the inputs to the fair value measurements are observable and the significance of the inputs to the fair value measurement in its entirety, which are described as follows:

· Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities that the Group can access at measurement date
· Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
-Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs) that the Group can access at measurement date

3.3 Effective Interest Rate (EIR) method

The group's EIR methodology, recognises interest income / expense using a rate of return that represents the best estimate of a constant rate of return over the expected behavioral life of loans given / taken and recognises the effect of potentially different interest rates at various stages and other characteristics of the financial instruments.
This estimation, by nature, requires an element of judgement regarding the expected behavior and life-cycle of the instruments, as well expected changes to India's base rate and other fee income/expense that are integral parts of the instrument.

3.4 Provisions and other contingent liabilities

The Group operates in a regulatory and legal environment that, by nature, has a heightened element of litigation risk inherent to its operations. As a result, it is involved in various litigation, arbitration and regulatory investigations and proceedings in the ordinary course of the group's business.

When the Group can reliably measure the outflow of economic benefits in relation to a specific case and considers such outflows to be probable, the Group records a provision against the case. Where the probability of outflow is considered to be remote, or probable, but a reliable estimate cannot be made, a contingent liability is disclosed.

Given the subjectivity and uncertainty of determining the probability and amount of losses, the Group takes into account a number of factors including legal advice, the stage of the matter and historical evidence from similar incidents. Significant judgement is required to conclude on these estimates.

3.5 Share based payments

Estimating fair value for share based payment requires determination of the most appropriate valuation model. The estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the option , volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share based payments transactions are discussed in Note 39.

3.6 Expected Credit loss

When determining whether the risk of default on a financial instruments has increased significantly since initial recognition, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the group's historical experience and credit assessment and including forward looking information.

The inputs used and process followed by the Group in determining the ECL have been detailed in Note 45.

3.7 Deferred Tax

Deferred tax is recorded on temporary differences between the tax bases of assets and liabilities and their carrying amounts, at the rates that have been enacted or substantively enacted at the reporting date. The ultimate realisation of deferred tax assets is dependent upon the generation of future taxable profits during the periods in which those temporary differences become deductible. The Group considers the expected reversal of deferred tax liabilities and projected future taxable income in making this assessment. The amount of the deferred tax assets considered realisable, however, could be reduced in the near term if estimates of future taxable income during the carry-forward period are reduced.

3.8 Defined benefit plans

The cost of the defined benefit plans and the present value of the defined benefit obligation are based on actuarial valuation using the projected unit credit method. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

3.9 Leases

Ind AS 116 defines a lease term as the non-cancellable period for which the lessee has the right to use an underlying asset including optional periods, when an entity is reasonably certain to exercise an option to extend (or not to terminate) a lease. The Group consider all relevant facts and circumstances that create an economic incentive for the lessee to exercise the option when determining the lease term. The option to extend the lease term are included in the lease term, if it is reasonably certain that the lessee will exercise the option. The Group reassess the option when significant events or changes in circumstances occur that are within the control of the lessee.

4 Cash and cash equivalents

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Cash on hand	0.07	0.65
Balances with banks		
- in current accounts	816.60	3,611.93
- in fixed deposits with maturity of less than 3 months*	5,038.65	2,510.95
- interest accrued on fixed deposits with maturity less than 3 months	18.67	3.44
Cheques on hand	3.77	5.39
Total	**5,877.76**	**6,132.36**

* **Breakup of deposits**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Fixed deposits under lien with stock exchanges**	-	1.57
Fixed deposits against credit facilities of the Group	5,038.65	2,509.38
Total	**5,038.65**	**2,510.95**

**The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

5 Bank balances other than cash and cash equivalent

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Earmarked balances with banks towards unclaimed dividend	0.83	-
In Fixed deposit with maturity for more than 3 months but less than 12 months*	12,707.34	7,907.50
In Fixed deposit with maturity for more than 12 months*	38.83	39.08
Accrued interest on fixed deposit	149.71	56.65
Total	**12,896.71**	**8,003.23**

* **Breakup of deposits**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Fixed deposits under lien with stock exchanges**	9,441.15	6,380.77
Fixed deposits with government authorities	4.50	4.50
Fixed deposits free from charges	0.54	166.34
Fixed deposits against credit facilities of the Group	1,195.47	195.47
Fixed deposits for bank guarantees	2,104.52	1,199.50
Total	**12,746.17**	**7,946.58**

** The above fixed deposits are under lien with stock exchange as security deposits and minimum base capital requirements/arbitration matters.

6 Trade receivable

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Receivables considered good - Secured*	2,286.65	388.82
Receivables considered good - Unsecured*	5.31	14.68
Receivables which have significant increase in Credit Risk	-	-
Receivables - credit impaired	-	-
Less : Provision for Expected Credit Loss / Impairment loss allowance	(15.01)	(13.23)
Total	**2,276.95**	**390.27**

No trade or other receivable are due from directors or others officers of the company either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.

*Includes Rs. 1,789.34 million as on 31 March 2021 (31 March 2020: Rs. 83.52 million) receivable from stock exchanges on account of trades executed by clients.

Angel Broking Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

7 Loans

(Rs. in million)

		As at 31 March 2021	As at 31 March 2020
(A)	**Loans measured at Amortised Cost**		
	(i) Loans for Margin trading facility	10,535.37	2,471.28
	Add: Accrued interest on margin trading fund	97.39	24.08
	(ii) Loans against securities	662.73	316.51
	(iii) Loan to employees*	-	0.31
	(iv) Loan to Others	0.19	0.14
	Total (A) Gross	**11,295.68**	**2,812.32**
	Less: Provision for expected credit loss	(10.75)	(6.54)
	Total (A) Net	**11,284.93**	**2,805.78**
(B)	(i) Secured by shares/securities	11,277.72	2,772.06
	(ii) Unsecured	17.96	40.26
	Total (B) Gross	**11,295.68**	**2,812.32**
	Less: Provision for expected credit loss	(10.75)	(6.54)
	Total (B) Net	**11,284.93**	**2,805.78**
(C)	**Loans in India**		
	(i) Public Sector	-	-
	(ii) Others		
	- Body corporates	43.80	12.80
	- Others	11,251.88	2,799.52
	Total (C) Gross	**11,295.68**	**2,812.32**
	Less: Provision for expected credit loss	(10.75)	(6.54)
	Total (C) Net	**11,284.93**	**2,805.78**

* Includes loan to directors, unamortised amount of Rs. Nil (Rs.0.31 million as on March 31, 2020). (Refer Note 40(c))

8 Investments

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Investment in India		
Investments measured at Fair Value through Profit or Loss (Refer note A)		
Equity instruments	0.00	0.00
Mutual funds	55.40	352.65
Total	**55.40**	**352.65**

A Investments measured at Fair Value through Profit or Loss

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Investment in Equity Instruments (fully paid-up)		
Unquoted		
Equity Shares in Hubtown Limited (Represents ownership of Premises as a member in co-operative society) (face value of Rs. 350 each, 01 (01 share as on 31 March 2020)	0.00	0.00
Investment in Mutual fund		
- 1,81,791.323 units (31 March 2020 Nil) of ICICI Prudential Liquid Fund - DP Growth (NAV Rs. 304.7364 per Unit)	55.40	-
-Nil units of ICICI Prudential Liquid Fund DP Daily Dividend (31 March 2020: 1,75,217.173 units) (NAV Rs. 100.1082 per Unit)	-	17.54
-Nil units of ICICI Prudential Liquid Plan - Overnight Fund DP Growth (31 March 2020: 3,110,120.896 units) (NAV Rs. 107.749 per Unit)	-	335.11
Total	**55.40**	**352.65**

Angel Broking Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

9 Other Financial assets (Unsecured, considered good)

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Security Deposits (Refer note (a) below)	14,197.63	2,673.08
Accrued delayed payment charges	1.91	2.34
Deposits against arbitrations**	18.04	18.93
Less: Provision against arbitrations	(18.04)	(18.93)
Other Receivables	89.79	30.41
Total	**14,289.33**	**2,705.83**

** Represent amount withheld by stock exchanges for cases filed by the customers that are under arbitration.

(a) **Security Deposits**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Security deposits - stock exchanges*	14,159.97	2,619.40
Security deposits - Premises	27.30	44.19
Security deposits - Others	10.36	9.49
Total	**14,197.63**	**2,673.08**

* The deposits are kept with stock exchanges as security deposits and minimum base capital requirements.

10 Inventories

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Closing Stock of Traded Goods*	-	0.07
Consumables	-	0.38
	-	**0.45**

*The closing stock of traded goods primarily consist of number of food supplements purchased and sold to the client/member's of company's subsidiary.

11 Current tax assets (Net)

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Advance payment of taxes and tax deducted at source {net of MAT credit utilised Rs. 1.53 million (31 March 2020:Rs. 0.34 million) and provision for taxation Rs. 96.40 million (31 March 2020: Rs. 1,528.24 million)}	14.82	49.18
	14.82	**49.18**

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

12 Deferred Tax

(A) Deferred tax relates to the following:

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Deferred tax assets		
- Difference between book and tax depreciation	-	2.53
- Provision for gratuity	14.14	11.36
- Provision for Compensated absences	8.80	5.53
- On lease capitalised as per Ind AS 116	3.75	2.86
- Amalgamation expenses	-	0.09
- Disallowance u/s 40(a)(ia)	0.03	0.05
- Expected credit loss on trade receivables	3.78	3.33
- Expected credit loss on loan	2.20	1.47
- On income received in advance	-	1.38
- On impact of security deposit	-	0.12
	32.70	28.72
Deferred tax liabilities		
- Difference between book and tax depreciation	(2.56)	-
- On loan to employee	-	(0.01)
- On impact of security deposit	(1.40)	-
- On processing fee	(0.00)	(0.02)
- On fair valuation of shares and Mutual funds	(0.16)	(0.36)
	(4.12)	(0.39)
Add: MAT Credit Entitlement	18.44	20.56
Deferred tax asset, net	47.02	48.89

(B) The movement in deferred tax assets and liabilities during the year:

(Rs. in million)

	OCI	Profit and Loss	Total
Deferred tax assets/(liabilities) (net)			
As at 01 April 2019			75.69
- Expense allowed in the year of payment (Gratuity and compensated absences)	3.24	(4.20)	(0.96)
- lease capitalised as per Ind AS 116	-	(1.91)	(1.91)
- Difference between book and tax depreciation	-	(3.56)	(3.56)
- Amalgamation expenses	-	(0.15)	(0.15)
- Disallowance u/s 40(a)(ia)	-	(6.34)	(6.34)
- Income Received in advance	-	(5.04)	(5.04)
- Provision for expected credit loss on trade receivables	-	(3.07)	(3.07)
- Provision for expected credit loss on loans	-	(4.73)	(4.73)
- Others	-	(1.04)	(1.04)
As at 31 March 2020			48.89
- Expense allowed in the year of payment (Gratuity and compensated absences)	4.22	1.84	6.06
- lease capitalised as per Ind AS 116	-	0.89	0.89
- Difference between book and tax depreciation	-	(5.09)	(5.09)
- EIR of security deposit	-	(1.52)	(1.52)
- Income received in advance	-	(1.38)	(1.38)
- Provision for expected credit loss on trade receivables	-	0.45	0.45
- Provision for expected credit loss on loans	-	0.73	0.73
- Others	-	(2.01)	(2.01)
As at 31 March 2021			47.02

(C) Income tax expense

(Rs. in million)

	31 March 2021	31 March 2020
Current tax taxes	1,041.77	297.31
Deferred tax charge / (income)	7.32	24.55
Minimum alternative tax credit entitlement	(3.40)	-
Minimum alternative tax credit adjustment for earlier year	0.60	-
Taxes for earlier years*	84.80	(2.08)
Total	**1,131.09**	**319.78**

* Taxes for earlier years includes amount of Rs. 82.87 milllion payable on account of final orders received for applications filed under Direct Tax Vivad se Vishwas Act, 2020 (Vsv Act) in respect of litigation outstanding with Hon'ble Bombay High court for assessment years 2005 - 2006, 2008 - 2009 and 2010 - 2011.

(D) Income Tax recognised in other comprehensive income

(Rs. in million)

	31 March 2021	31 March 2020
Deferred Tax asset related to items recognised in Other Comprehensive income during the year:		
- Income tax relating to re-measurement gains on defined benefit plans	4.22	3.24
	4.22	**3.24**

(E) Reconciliation of tax expense and the accounting profit multiplied by tax rate

(Rs. in million)

	31 March 2021	31 March 2020
Profit before tax - Continuing operations	4,111.67	1,187.67
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	1,034.83	298.91
Tax effect on:		
Non- deductible expenses for tax purpose	12.74	8.93
Deductions on income	(14.48)	
Loss of subsidiaries on which deferred tax are not recognised	(1.66)	
Income exempted from income taxes	-	(5.13)
Difference in tax rate for certain entities of the Group	0.33	0.10
Additional allowance for tax purpose	(1.39)	(2.14)
Income Tax rate change impact	(0.02)	17.00
Taxes for earlier years	85.40	(2.35)
Others	15.34	4.46
Total tax expense charged to the statement of profit and loss	**1,131.09**	**319.78**
Effective tax rate	27.51%	26.92%

Reconciliation of tax expense and the accounting profit multiplied by tax rate

(Rs. in million)

	31 March 2021	31 March 2020
Loss from discontinuing operations	(10.44)	(39.21)
Enacted income tax rate in India	25.17%	25.17%
Tax amount at the enacted income tax rate	(2.63)	(9.87)
Tax effect on:		
Non- deductible expenses for tax purpose	0.05	0.04
Loss of subsidiaries on which deferred tax are not recognised	4.16	19.28
Income Tax rate change impact	-	(0.15)
Others	-	(4.08)
Total tax expense charged to the statement of profit and loss	**1.58**	**5.22**
Effective tax rate	(15.1)%	(13.3)%

13 Investment property

(A) Reconciliation of carrying amount

(Rs. in million)

	Amount
Gross carrying amount	
As at 01 April 2019	1.33
Additions	-
Disposals/adjustments	-
As at 31 March 2020	1.33
Additions	33.16
Disposals/adjustments	-
As at 31 March 2021	34.49
Accumulated depreciation	
As at 01 April 2020	0.02
Depreciation for the year	0.03
Disposals/adjustments	-
As at 31 March 2020	0.05
Depreciation for the year	0.50
Disposals/adjustments	-
As at 31 March 2021	0.55
Net block	
As at 31 March 2020	1.28
As at 31 March 2021	33.94
Fair value	
As at 31 March 2020	25.07
As at 31 March 2021	58.07

(B) Amount recognised in Statement of Profit and Loss from investment property

(Rs. in million)

	31 March 2021	31 March 2020
Rental income derived from investment properties	1.48	0.81
Direct operating expenses generating rental income	(0.24)	(0.14)
Income arising from investment properties before depreciation	1.24	0.67
Depreciation	(0.50)	(0.03)
Income arising from investment properties (Net)	0.74	0.64

(C) Measurement of fair values

(i) Fair value hierarchy

These fair value of investment property has been determined by Rane Engineers & Surveyors Pvt. Ltd., an accredited independent valuer. The fair value measurement for the property to be valued is residential flat which is the highest and best use, been categorized as a level 2 fair value based on the inputs to the valuation technique. These inputs include comparable sale instances for Market Approach and Comparable Rental Instances for Income Approach.

(ii) Valuation technique

For the purpose of valuation, the primary valuation methodology used is Market Approach, as the best evidence of fair value is current prices in an active market for similar properties and cross checked by Income Capitalisation Approach. The market rate for sale/purchase of similar assets is representative of fair values. The property to be valued is at a location where active market is available for similar kind of properties. Income capitalization involves capitalizing a 'normalized' single - year net income estimated by an appropriate market-based yield. This approach is best utilized with stable revenue producing assets, whereby there is little volatility in the net annual income.

(D) Premises given on operating lease

The Group's investment properties consist of residential property in India given on cancellable lease for a period of 12 month.

(E) The total future minimum lease rentals receivable at the Balance Sheet date is as under:

(Rs. in million)

	31 March 2021	31 March 2020
For a period not later than one year	-	-
For a period later than one year and not later than five years	-	-
For a period later than five years	-	-

14 Property, plant and equipment (Rs. in million)

	Buildings (Refer note (a))	Leasehold Improvements	Office Equipments	Air Conditioners	Computer Equipments	Furniture and Fixtures	Vehicles	Gym Equipments	Total
Gross carrying amount									
As at 01 April 2019	808.42	14.63	48.33	8.11	145.18	89.01	37.06	15.02	1,165.76
Additions/ Adjustments	-	2.05	19.75	0.94	64.48	1.79	13.43	1.24	103.68
Deductions/ Adjustments	-	(2.95)	(2.03)	(1.18)	(1.10)	(7.22)	-	-	(14.48)
Reclassification	1.60	(2.13)	(2.66)	-	1.81	0.72	-	-	(0.66)
As at 31 March 2020	810.02	11.60	63.39	7.87	210.37	84.30	50.49	16.26	1,254.30
Additions/ Adjustments	-	-	1.73	0.22	86.92	1.74	4.35	-	94.96
Deductions/ Adjustments	(0.19)	(5.27)	(2.21)	(1.19)	(2.25)	(2.81)	(8.68)	(0.05)	(22.65)
As at 31 March 2021	809.83	6.33	62.91	6.90	295.04	83.23	46.16	16.21	1,326.61
Accumulated depreciation									
As at 01 April 2019	15.36	2.89	13.31	1.92	38.45	22.96	5.18	2.82	102.89
Depreciation for the year	15.38	3.45	20.98	1.86	46.73	22.09	6.74	2.93	120.16
Disposals	-	(1.42)	(0.96)	(0.37)	(0.60)	(3.59)	-	-	(6.94)
Reclassification	1.76	(1.84)	(1.26)	0.00	0.54	0.22	-	-	(0.58)
As at 31 March 2020	32.50	3.08	32.07	3.41	85.12	41.68	11.92	5.75	215.53
Depreciation for the year	15.35	2.12	13.05	1.41	58.30	16.13	7.64	2.96	116.96
Disposals	-	(2.27)	(1.80)	(0.70)	(1.77)	(1.51)	(2.24)	(0.02)	(10.31)
As at 31 March 2021	47.85	2.93	43.32	4.12	141.65	56.30	17.32	8.69	322.18
Net block									
As at 31 March 2020	777.52	8.52	31.32	4.46	125.25	42.62	38.57	10.51	1,038.77
As at 31 March 2021	761.98	3.40	19.59	2.78	153.39	26.93	28.84	7.52	1,004.43

(a) Includes value of shares in the co-operative society, aggregating to Rs. 0.0005 million (31 March 2020: Rs. 0.0005 million) registered in the name of the Group.
(b) There are no adjustments to property, plant and equipment on account of borrowing costs and exchange differences. There is no revaluation of property, plant and equipment during the year/previous year.

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

15 Intangible assets

(Rs. in million)

	Computer Software
Gross carrying amount	
As at 01 April 2019	97.47
Additions	7.30
Deductions	-
Reclassification	0.78
As at 31 March 2020	105.55
Additions	35.09
Deductions	(1.08)
As at 31 March 2021	139.56
Accumulated amortization and impairment	
As at 01 April 2019	30.39
Depreciation for the year	27.05
Disposals	-
Reclassification	0.70
As at 31 March 2020	58.14
Depreciation for the year	27.42
Disposals	(0.73)
As at 31 March 2021	84.83
Net block	
As at 31 March 2020	47.41
As at 31 March 2021	54.73

16 Right of use assets

Changes in carrying value of Right-of-use assets are as follows:

(Rs. in million)

	Amount
As at 01 April 2019	208.46
Addition	75.84
Adjustment/Deletion	(57.15)
Depreciation for the year	(73.99)
As at 31 March 2020	153.16
Addition	13.15
Adjustment/Deletion	(67.08)
Depreciation for the year	(44.05)
As at 31 March 2021	55.18

Refer Note 43 for details of carrying value of Right of use assets.

17 Other Non Financial Assets

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Prepaid expenses	72.16	51.47
Advance to vendor	39.18	13.68
Balance with government authorities	131.65	40.28
Advance to employee	1.88	1.42
Others	0.39	44.78
Total	245.26	151.63

18 Trade Payables

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Total outstanding dues of micro enterprises and small enterprises*	1.97	-
Total outstanding dues of creditors other than micro enterprises and small enterprises:		
Trade payables - Clients**	22,739.73	9,368.56
Trade payables - Expenses	22.59	26.37
Total	22,764.29	9,394.93

**Includes Rs. 443.46 million as on 31 March 2021 (31 March 2020: Rs. 813.44 million) payable to stock exchanges on account of trades executed by clients.

*No interest was paid during the year / previous years in terms of section 16 of the Micro, Small and Medium Enterprises Development Act, 2006 and no amount was paid to the supplier beyond the appointed day. No amount of interest is due and payable for the year of delay in making payment but without adding the interest specified under the Micro, Small and Medium Enterprises Development Act, 2006. Nil (previous years Nil) interest was accrued and unpaid at the end of the accounting year. No further interest remaining due and payable even in the succeeding years for the purpose of disallowance of a deductible expenditure under section 23 of the Micro, Small and Medium Enterprises Development Act, 2006. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Group. This has been relied upon by the Auditors.

19 Borrowings

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Borrowings measured at Amortised Cost (In India)		
(i) Secured		
(a) Loan from banks and financial institution (Refer note (a))		
- secured against mortgage on commercial property	-	27.45
- Secured against hypothecation of vehicles	12.12	20.61
(b) Loans repayable on demand (Refer note (b))		
- Overdraft / Loan from banks / NBFCs	7,064.83	2,503.16
- Working Capital Demand Loan	4,579.17	2,200.46
(ii) Unsecured		
(a) Lease liability payable over the period of the lease (refer note (c))	58.57	157.11
Total	11,714.69	4,908.79

Rate of interest is ranging from 3.35% to 8.90% for above borrowings.

(a) **Security and terms of repayment of borrowings from banks:**
The aforesaid term loans from banks are secured by hypothecation of vehicles, repayable in 60 monthly instalments except two loans which is repayable in 36 and 48 monthly instalments from the start of the loan.

(b) **Security and terms of repayment of borrowings from banks repayable on demand:**

(Rs. in million)

Security	As at 31 March 2021	As at 31 March 2020
Hypothecation of book debts and personal guarantee of a director	4,703.23	-
Hypothecation of current assets of the Group and personal guarantee of a director	-	1,249.93
Lien on fixed deposits of the Group (Refer note 4 and 5)	5,940.77	2,553.59
Mortgage of property and personal guarantee of a director	1,000.00	900.10
Total	11,644.00	4,703.62

(c) **Movement of lease liabilities**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening Balance	157.11	212.91
Additions	13.17	72.21
Adjustments/Deletions	(75.36)	(63.05)
Interest expense	7.91	17.79
Lease payments	(44.26)	(82.75)
Closing Balance	58.57	157.11

20 Other Financial liabilities

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Interest accrued but not due on borrowings	15.58	0.93
Book Overdraft	1.39	4.69
Payable to Sub broker	1,180.95	966.08
Employee Benefits Payable	162.35	103.86
Expense payable	357.65	183.78
Refund payable to customers	1.32	-
Other payables	77.82	45.31
Total	**1,797.06**	**1,304.65**

21 Current tax liabilities (Net)

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Income tax Payable (net of advance payment of taxes and tax deducted at source: Rs. 2,619.46 million (31 March 2020: Rs. 77.08 million))	120.52	0.45
Total	**120.52**	**0.45**

22 Provisions

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Provision for employee benefits		
Provision for gratuity (Refer Note 38)	56.13	44.44
Provision for compensated absences	34.86	22.64
Total	**90.99**	**67.08**

23 Other Non Financial liabilities

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Statutory dues payable	286.73	184.61
Revenue received in advance	53.85	103.38
Advance from Customer	0.19	23.69
Total	**340.77**	**311.68**

24 Equity share capital

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Authorized		
10,00,00,000 (31 March 2020 : 10,00,00,000) Equity shares of Rs. 10/- each.	1,000.00	1,000.00
Total	**1,000.00**	**1,000.00**
Issued, Subscribed and paid up		
8,18,26,507 (31 March 2020 : 7,19,95,003) Equity shares of Rs. 10/- each.	818.27	719.95
Total	**818.27**	**719.95**

(a) (i) Reconciliation of equity shares outstanding at the beginning and at the end of the year

(Rs. in million)

	No. of shares	Amount
As at 01 April 2019	7,19,95,003	719.95
Changes during the year	-	-
As at 31 March 2020	**7,19,95,003**	**719.95**
Issued during the year - IPO	98,03,921	98.04
Issued during the year - ESOP	27,583	0.28
As at 31 March 2021	**8,18,26,507**	**818.27**

(b) **Rights, preferences and restrictions attached to shares**
The Company has one class of equity shares having a par value of Rs. 10/- per share. Each shareholder is eligible for one vote per share held. The dividend proposed if any by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation of Company, the equity shareholders are eligible to receive the remaining assets of the Company after distributions of all preferential amounts, in proportion to their shareholding.

(c) **Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2021:**

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	20%
International Finance Corporation, Washington	90,06,124	11%
Lalit Thakkar	70,97,234	9%
Nirwan Monetary Services Private Limited	60,65,310	7%
Mukesh Gandhi jointly with Bela Gandhi	49,34,727	6%
Total	4,38,72,200	54%

Details of shares held by shareholders holding more than 5% of the aggregate shares in the Group as on 31 March 2020:

Name of shareholder	Number of shares	% of holding
Dinesh Thakkar	1,67,68,805	23%
International Finance Corporation, Washington	1,29,27,760	18%
Lalit Thakkar	89,36,780	13%
Nirwan Monetary Services Private Limited	60,65,310	8%
Mukesh Gandhi jointly with Bela Gandhi	55,81,500	8%
Nishith Shah Jointly with Jitendra Shah	40,87,500	6%
Total	**5,43,67,655**	**76%**

(d) In the financial year 2017-18 the Company has allotted fully paid bonus shares amounting to Rs. 57.46 million by capitalization of securities premium and issued shares under Employee Share Purchase Scheme amounting to Rs. 0.17 million.

25 **Other equity**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
General reserve	132.85	132.85
Securities premium reserve	3,733.67	977.08
Retained earnings	6,460.15	3,929.97
Statutory reserve	71.12	65.33
Capital reserve	53.59	53.59
Impairment reserve	1.13	1.13
Equity-Settled share-based payment reserve	39.19	34.29
Total	10,491.70	5,194.24

(A) General reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	132.85	132.85
Add : Changes during the year	-	-
Closing balance	**132.85**	**132.85**

(B) Securities premium reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	977.08	977.08
Add : Addition during the year	2,908.16	-
Less : Utilised towards IPO expenses	(151.57)	-
Closing balance	**3,733.67**	**977.08**

(C) Retained earnings

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	3,929.97	3,358.22
Add : Net profit for the year	2,968.56	823.46
Less: Interim dividend paid	(426.58)	(194.39)
Less : Tax on interim dividend	-	(39.60)
Transferred to Statutory Reserve	(5.79)	(8.11)
Transferred from Equity-Settled share-based payment reserve	6.49	-
Less: Re-measurement loss on post employment benefit obligation (net of tax)	(12.50)	(9.61)
Closing balance	**6,460.15**	**3,929.97**

(D) Statutory Reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	65.33	57.22
Add: Transfer from retained earnings	5.79	8.11
Closing balance	**71.12**	**65.33**

(E) Capital Reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	53.59	53.59
Add : Changes during the year	-	-
Closing balance	**53.59**	**53.59**

(F) Equity-Settled share-based payment reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	34.29	14.31
Addition during the year for options granted	12.03	19.98
Transferred to Retained earnings	(6.49)	-
Less: utilised towards equity share option exercised	(0.64)	-
Closing balance	39.19	34.29

(G) Impairment reserve

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening balance	1.13	1.13
Changes during the year	-	-
Closing balance	**1.13**	**1.13**

Nature and purpose of reserves

(A) General Reserve

Under the erstwhile Companies Act 1956, general reserve was created through an annual transfer of net income at a specified percentage in accordance with applicable regulations however, the same is not required to be created under Companies Act, 2013. This reserve can be utilised only in accordance with the specified requirements of Companies Act, 2013.

(B) Securities Premium

Securities premium is used to record the premium received on issue of shares. The reserve can be utilised only for limited purposes in accordance with the provisions of the Companies Act, 2013.

(C) Retained earnings

Retained earnings are the profits that the Group has earned till date, less any transfers to generate reserve, dividends or other distributions paid to Shareholders. It also includes remeasurement gains and losses on defined benefit plans recognised in other comprehensive income (net of taxes).

(D) Statutory Reserve

As required by section 45-IC of the RBI Act 1934, the Group maintains a reserve fund and transfers there in a sum not less than twenty per cent of its net profit every year as disclosed in the profit and loss account and before any dividend is declared. The Group cannot appropriate any sum from the reserve fund except for the purpose specified by Reserve Bank of India from time to time.

(E) Capital Reserve

Capital reserve is utilised in accordance with provision of the Act.

(F) Equity-Settled share-based payment reserve

This reserve is created by debiting the statement of profit and loss account with the value of share options granted to the employees by the Group. Once shares are issued by the Group, the amount in this reserve will be transferred to Share capital, Securities premium or retained earnings. Further, if options are lapsed the amount in this reserve will be transferred to retained earnings.

(G) Impairment reserve

This reserve represents the difference of impairment allowance under Ind AS 109 and provision required under IRACP (Income Recognition, Asset classification and Provisioning). This impairment reserve should not be reckoned for regulatory capital. Further, no withdrawals are permitted from this reserve without the prior permission from the Department of Supervision, RBI.

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26 Interest Income

(Rs. in million)

	31 March 2021	31 March 2020
On Financial Assets measured at Amortised Cost		
Interest on margin trading fund	1,166.70	1,105.06
Interest Income from lending Activities	76.54	86.43
Interest on fixed deposits under lien with stock exchanges	496.87	325.24
Interest on delayed payment by customers	29.33	60.65
Total	1,769.44	1,577.38

27 Fees and Commission Income

(Rs. in million)

	31 March 2021	31 March 2020
Brokerage	9,065.41	5,039.06
Income from depository operations	888.77	345.40
Portfolio management services fees	0.28	2.16
Income from distribution activity	155.12	99.78
Investment advisory services	67.82	39.67
Other operating income	600.82	117.93
Total	10,778.22	5,644.00

28 Net gain on fair value changes*

(Rs. in million)

	31 March 2021	31 March 2020
On financial instruments designated at fair value through profit or loss on Investments in mutual funds	89.18	24.86
Total Net gain/(loss) on fair value changes	**89.18**	**24.86**
Fair Value changes:		
-Realised	88.54	23.42
-Unrealised	0.64	1.44

* Fair value changes in this note are other than those arising on account of interest income/expense.

29 Other Income

(Rs. in million)

	31 March 2021	31 March 2020
Dividend income	0.13	21.49
Income from co-branding	16.10	16.19
Bad Debts recovered	74.91	49.59
Gain on cancellation of operating leases	8.11	5.90
Lease income from director	1.48	0.81
Interest on deposits with banks	228.08	188.47
Interest on security deposits measured at amortised cost	6.10	5.48
Interest on loan to employees	-	0.22
Interest on trade receivables at amortised cost	6.01	5.59
Interest on income tax refund	0.19	1.76
Writeback of provision on standard assets sub standard and loss assets	-	1.40
Miscellaneous Income	11.87	4.00
Total	352.98	300.90

30 Finance Costs

(Rs. in million)

	31 March 2021	31 March 2020
On Financial liabilities measured at Amortised Cost		
Interest on borrowings	344.59	430.47
Interest on Lease liability	7.87	17.55
Other interest expense	1.45	1.68
Bank guarantee and commission charges	35.43	38.89
Total	**389.34**	**488.59**

31 Impairment on financial instruments

The below table show impairment loss on financial instruments charge to statement of profit and loss based on category of financial instrument.

(Rs. in million)

	31 March 2021	31 March 2020
Financial instruments measured at Amortised cost		
Trade Receivable	7.79	0.50
Loans	4.21	0.98
Bad debts written off (net)	334.04	375.62
Total	**346.04**	**377.10**

32 Employee benefits expenses

(Rs. in million)

	31 March 2021	31 March 2020
Salaries and wages	1,558.70	1,430.05
Contribution to provident and other funds (Refer Note 38)	55.98	71.31
Gratuity and compensated absences expenses	30.52	27.74
Training and Recruitment expenses	43.47	28.03
Expense on employee stock option scheme (Refer Note 39)	12.02	19.98
Staff welfare expenses	17.76	20.92
Total	**1,718.45**	**1,598.03**

33 Depreciation and amortization expenses

(Rs. in million)

	31 March 2021	31 March 2020
Depreciation on property, plant and equipment	111.91	108.98
Depreciation on investment property	0.50	0.03
Amortization of intangible assets	27.42	27.05
Depreciation on right of use assets	43.77	73.11
Total	**183.60**	**209.17**

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Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

34 Other expenses

(Rs. in million)

	31 March 2021	31 March 2020
Rent, rates and taxes	26.43	24.73
Communication Costs	85.70	57.51
Printing and stationery	20.22	46.52
Advertisement and publicity	1,281.05	477.23
Director's fees, allowances and expenses	2.28	1.96
Legal and Professional charges	295.83	172.82
Insurance	3.80	4.18
Interest on service tax	0.01	1.00
Software connectivity license/maintenance expenses	357.11	209.02
Travel and conveyance	86.01	120.32
Electricity	17.88	47.26
Administrative support services	24.74	30.01
Demat Charges	216.58	25.95
Bank charges	17.99	10.03
Membership and subscription fees	11.22	3.11
Loss on account of Error Trades (Net)	31.28	19.78
Repairs and maintenance		
- Building	9.59	8.66
- Others	7.08	15.78
Auditors' remuneration*	5.06	4.61
Loss on sale/write off of Property, Plant and Equipment	8.43	6.15
Provision for Loss and Doubtful assets	-	1.41
Office Expenses	15.64	32.29
Security guards expenses	5.83	8.19
Interest on income tax	15.82	0.01
Corporate social responsibility expenses (refer note 48)	28.05	23.16
Miscellaneous Expenses	37.31	30.49
Total	**2,610.94**	**1,382.18**

*** Auditors' remuneration**

(Rs. in million)

	31 March 2021	31 March 2020
For Statutory audit fees	2.73	4.40
Out of pocket expenses	0.02	0.19
GST audit fees	0.20	0.02
For other services (including quarterly audit, Limited reviews and certificates)	2.11	-
Total	**5.06**	**4.61**

35 **Earning Per Share (EPS)**

(Rs. in million)

	31 March 2021	31 March 2020
Profits attributable to equity holders - from continuing operations	2,980.58	867.89
Weighted average number of equity shares used in computing Basic Earnings per Equity Share (A)	7,69,14,929	7,19,95,003
Basic earnings per share (Rs.) (FV of Rs. 10 each)	38.75	12.05
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	5,43,698	-
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	7,74,58,627	7,19,95,003
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	38.48	12.05

(Rs. in million)

	31 March 2021	31 March 2020
Profits attributable to equity holders - from discontinuing operations	(12.02)	(44.43)
Weighted average number of equity shares outstanding (A)	7,69,14,929	7,19,95,003
Basic earnings per share (Rs.) (FV of Rs. 10 each)	(0.16)	(0.62)
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	5,43,698	-
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	7,74,58,627	7,19,95,003
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	(0.16)	(0.62)

(Rs. in million)

	31 March 2021	31 March 2020
Profits attributable to equity holders - from total operations	2,968.56	823.46
Weighted average number of equity shares outstanding (A)	7,69,14,929	7,19,95,003
Basic earnings per share (Rs.) (FV of Rs. 10 each)	38.60	11.44
Add: Potential number of Equity share that could arise on exercise of Employee Stock options (B)	5,43,698	-
Weighted average number of shares used in computing Diluted Earnings per EquityShare (A+B)	7,74,58,627	7,19,95,003
Diluted earnings per share (Rs.) (FV of Rs. 10 each)	38.32	11.44

36 **Contingent Liability**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Guarantees		
(i) Bank guarantees with exchanges as margin / government authorities	4,181.50	2,401.50
Others		
(i) Claims against the Group not acknowledged as debts*	54.83	48.65
(ii) Disputed income tax demands not provided for (Refer note (a) below)	101.44	263.43
	4,337.77	2,713.58

*Relates to legal claims filed against us by our customers in the ordinary course of business.

Note (a):

Above disputed income tax demands not provided for includes:

(i) Rs. 7.53 million on account of disallowance made as speculation loss for Assessment Year 2012-13 vide reassessment order dated December 15, 2017 passed by Assessing Officer. Group filed an appeal before CIT(A);

(ii) Rs. 93.91 million on account of disallowance made as speculation loss for Assessment Year 2009-10 considered by ITAT in favour of the Group. Department filed an appeal before Hon'ble High Court of Bombay on July 25, 2018;

Above disputed income tax demands does not include interest u/s 234B and u/s 234C of the Income Tax Act, 1961 as the same is not determinable till the final outcome. The management believes that the ultimate outcome of the above proceedings will not have a material adverse effect on the Group's financial position and result of operations.

37 **Capital Commitments**

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Capital commitment for purchase of property, plant and equipment and Intangible assets	9.53	2.62

38 **Employee Benefits**

(A) **Defined Contribution Plans**

During the year, the Group has recognized the following amounts in the Statement of Profit and Loss

(Rs. in million)

	31 March 2021	31 March 2020
Contribution to Provident and other Funds	56.11	72.35

(B) Defined benefit plans

Gratuity payable to employees

The Group's liabilities under the Payment of Gratuity Act,1972 are determined on the basis of actuarial valuation made at the end of each financial year using the projected unit credit method.

The gratuity benefit is provided through unfunded plan and annual contributions are charged to the statement of profit and loss. Under the scheme, the settlement obligation remains with the Group. Group accounts for the liability for future gratuity benefits based on an actuarial valuation. The net present value of the Group's obligation towards the same is actuarially determined based on the projected unit credit method as at the Balance Sheet date.

Discount rate

Discount Rate for this valuation is based on Government bonds having similar term to duration of liabilities. Due to lack of a deep and secondary bond market in India, government bond yields are used to arrive at the discount rate.

Mortality/ disability

If the actual mortality rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Employee turnover/withdrawal rate

If the actual withdrawal rate in the future turns out to be more or less than expected then it may result in increase/decrease in the liability.

Salary escalation rate

More/Less than expected increase in the future salary levels may result in increase/decrease in the liability.

i) Principal assumptions used for the purposes of the actuarial valuations

	31 March 2021	31 March 2020
Economic Assumptions		
Discount rate (per annum)	5.10%	5.74%
Salary Escalation rate	3.00%	3.00%
Demographic Assumptions		
Mortality	IALM (2012-14) Ultimate	IALM (2012-14) Ultimate
Employee turnover/Withdrawal rate		
(A) Sales Employees		
(i) For service less than 4 years	92%	99%
(ii) Thereafter	29%	2%
(B) Non-sales employees		
(i) For service less than 4 years	49%	49%
(ii) Thereafter	19%	2%
Retirement age	58 years	58 years

ii) Amount recognised in balance sheet (Rs. in million)

	31 March 2021	31 March 2020
Present value of unfunded defined benefit obligation	56.13	44.44
Net liability recognized in Balance Sheet	**56.13**	**44.44**
Current benefit obligation	18.93	3.69
Non-current obligation	37.20	40.75
Net liability recognized in Balance Sheet	**56.13**	**44.44**

iii) Changes in the present value of defined benefit obligation (DBO) (Rs. in million)

	31 March 2021	31 March 2020
Present value of obligation at the beginning of the year	44.44	31.46
Interest cost on DBO	2.65	2.38
Current service cost	7.26	7.17
Benefits paid	(14.94)	(9.42)
Actuarial (gain)/ loss on obligations		
- Effect of change in Financial Assumptions	2.60	4.75
- Effect of change in demographic assumptions	4.70	-
- Experience (gains)/losses	9.42	8.10
Present value of obligation at the end of the year	**56.13**	**44.44**

The weighted average duration of defined benefit obligation is 3.05 years as at 31 March 2021 (31 March 2020: 3.35 years).

iv) Expense recognized in the Statement of Profit and Loss (Rs. in million)

	31 March 2021	31 March 2020
Current service cost	7.25	7.17
Interest cost	2.65	2.38
Total expenses recognized in the Statement Profit and Loss	**9.90**	**9.55**

v) **Expense recognized in the Other comprehensive income (OCI)**

(Rs. in million)

	31 March 2021	31 March 2020
Remeasurements due to-		
- Effect of change in financial assumptions	2.60	4.75
- Effect of change in demographic assumptions	4.70	-
- Effect of experience adjustments	9.42	8.10
Net actuarial (gains) / losses recognised in OCI	**16.72**	**12.85**

vi) **A quantitative sensitivity analysis for significant assumption is as shown below:**

(Rs. in million)

	31 March 2021	31 March 2020
Impact on defined benefit obligation		
Rate of discounting		
1% increase	(2.10)	(4.94)
1% decrease	2.48	5.63
Rate of increase in salary		
1% increase	2.63	4.94
1% decrease	(2.19)	(4.31)
Withdrawal rate		
1% increase	0.03	2.26
1% decrease	(0.05)	(1.99)

vii) **Maturity profile of defined benefit obligation**

(Rs. in million)

	31 March 2021	31 March 2020
Within next 12 months	19.40	3.80
Between 2 and 5 years	33.16	8.36
Between 5 and 10 years	17.07	14.23
Beyond 10 years	7.81	67.39
Total expected payments	**76.44**	**93.78**

39 Employee stock option plan

(a) - On April 26, 2018, the board of directors approved the Angel Broking Employee Stock Option Plan 2018 (ESOP Plan 2018) for issue of stock options to the key employees and directors of the company and its subsidiaries. According to the ESOP Plan 2018, the employee selected by the Nomination and Remuneration Committee from time to time will be entitled to options, subject to satisfaction of the prescribed vesting conditions, viz., continuing employment of 14 months and subject to performance parameters defined in the ESOP Plan 2018. The contractual life (comprising the vesting period and the exercise period) of options granted is 50 months.

-On 28 January 2021, the Board of Directors approved the Angel Broking Employee Long Term Incentive Plan 2021 (LTI Plan 2021) for issue of Options, Restricted Stock Units and Performance Stock Units to the Eligible employees of the Company and its subsidiaries to attract, retain and motivate key talent, align individual performance with the Company objective by rewarding senior management and key high performing employees, subject to the approval of shareholders . The shareholders approved the LTI Plan 2021 through Postal ballot on March 05, 2021. According to the LTI Plan 2021, the committee will decide which of the eligible employees should be granted Award units under the Plan and accordingly, the committee would offer the Award units to the identified employees under the Plan to the extent permissible by applicable laws. Selection of participants for a given year will be based on and include role scope, level, performance and future potential, manager recommendation and any other criteria as approved by the committee for the given year.

(b) **Summary of options granted under the scheme**

	31 March 2021		31 March 2020	
	Number of option LTI Plan 2021	Number of option ESOP Plan 2018	Number of option LTI Plan 2021	Number of option ESOP Plan 2018
Opening balance	-	22,57,600	NA	25,34,370
Granted during the year	7,05,504	-	NA	-
Exercised during the year*	-	(27,583)	NA	-
Forfeited during the year	-	(6,98,770)	NA	(2,76,770)
Closing balance	**7,05,504**	**15,31,247**		**22,57,600**
Vested and exercisable	-	3,84,304	NA	1,83,640

*The weighted average share price at the date of exercise of options exercised during the year ended 31 March 2021 is Rs. 337.47 (31 March 2020: Rs. NA)

(c) **Expiry date and exercises prices of the share options outstanding**

ESOP Plan 2018

Grant date	Expiry date	Exercise price	Share options as at 31 March 2021	Share options as at 31 March 2020
11 May 2018	11 July 2020	211.51	86,674	1,47,990
11 May 2018	11 July 2021	211.51	2,07,128	3,47,920
11 May 2018	11 July 2022	211.51	3,30,090	5,21,880
11 May 2018	11 July 2023	211.51	4,40,120	6,95,840
01 August 2018	01 October 2020	211.51	11,270	16,450
01 August 2018	01 October 2021	211.51	18,032	32,900
01 August 2018	01 October 2022	211.51	33,810	49,350
01 August 2018	01 October 2023	211.51	45,080	65,800
15 October 2018	15 December 2020	211.51	12,000	12,000
15 October 2018	15 December 2021	211.51	24,000	30,000
15 October 2018	15 December 2022	211.51	45,000	45,000
15 October 2018	15 December 2023	211.51	60,000	60,000
02 November 2018	02 January 2021	211.51	7,200	7,200
02 November 2018	02 January 2022	211.51	18,000	18,000
02 November 2018	02 January 2023	211.51	27,000	27,000
02 November 2018	02 January 2024	211.51	36,000	36,000
18 March 2019	18 May 2021	211.51	-	14,427
18 March 2019	18 May 2022	211.51	28,854	28,854
18 March 2019	18 May 2023	211.51	43,281	43,281
18 March 2019	18 May 2024	211.51	57,708	57,708
Total			**15,31,247**	**22,57,600**
Weighted average remaining contractual life of options outstanding at end of year			0.74 years	1.48 years

LTI Plan 2021

Grant date	Expiry date	Exercise price	Share options as at 31 March 2021	Share options as at 31 March 2020
30 March 2021	30 March 2025	337.90	7,05,504	NA
Total			**7,05,504**	NA
Weighted average remaining contractual life of options outstanding at end of year			2.5 years	NA

(d) **The fair value of each option granted is estimated on the date of grant using the Black Scholes model with the following inputs**

Scheme	ESOP Plan 2018 - A	ESOP Plan 2018 - B	ESOP Plan 2018 - C
Grant date	11 May 2018	01 August 2018	15 October 2018
Weighted average fair value of options granted	20.13	7.26	2.78
Exercise price	211.51	211.51	211.51
Share price at the grant date	211.51	142.37	103.17
Expected volatility	28.44%- 40.95%	31.30%-40.30%	34.21%-39.95%
Risk free interest rate	7.04%- 7.78%	7.14%-7.81%	7.47%-7.86%
Expected dividend yield	30%	30%	30%
Scheme	**ESOP Plan 2018 - D**	**ESOP Plan 2018 - E**	**LTI Plan 2021 - A**
Grant date	02 November 2018	18 March 2019	30 March 2021
Weighted average fair value of options granted	2.68	2.18	57.02
Exercise price	211.51	211.51	337.90
Share price at the grant date	100.34	95.31	295.80
Expected volatility	36.99%-41.46%	40.03%-41.14%	50.20%- 48.53%
Risk free interest rate	7.20%-7.63%	6.58%-7.00%	5.95%- 6.29%
Expected dividend yield	30%	30%	100%

The expected price volatility is based on the historic volatility (based on the remaining life of options), adjusted for any expected changes to future volatility due to publicly available information.

Life of options - The employees have a period of 1 year from vesting date, to exercise their vested options. The management expects that these options will be exercised immediately on its vesting.

(e) **Expense arising from share based payment transaction**

(Rs. in million)

	31 March 2021	31 March 2020
Expense arising from share based payments	12.02	19.98
Employee share based payment expense recognised in statement of profit and loss	**12.02**	**19.98**

Angel Broking Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

40 Related Party Disclosures

(A) Names of related parties and nature of relationship

Name of Related Party	
(a) Individuals owning directly or indirectly interest in voting power that gives them control or significant influence	
Mr. Dinesh Thakkar	Chairman and Managing Director
(b) Relatives of above individuals	
Mr. Ashok Thakkar	Brother of Mr. Dinesh Thakkar
Mr. Vijay Thakkar	Son of Mr. Dinesh Thakkar
Mr. Vinay Thakkar	Son of Mr. Dinesh Thakkar
Ms. Kanta Thakkar	Wife of Mr. Dinesh Thakkar
Mr. Mahesh Thakkar	Brother of Mr. Dinesh Thakkar
Dinesh Thakkar HUF	HUF
(c) Key Management Personnel and their relatives	
Mr. Vinay Agrawal	CEO and Director
Ms. Anisha Motwani	Independent Director
Mr. Kamalji Jagat Bhushan Sahay	Independent Director
Mr. Uday Sankar Roy	Independent Director
Ms . Naheed Patel	Company Secretary
(d) Enterprises in which director is a member	
Nirwan Monetary Services Private Limited	
Jack and Jill Apparel Private Limited	
Angel Insurance Brokers and Advisors Private Limited	

(B) **Details of transactions with related party in the ordinary course of business for the year ended:** (Rs. in million)

Nature of Transactions	31 March 2021	31 March 2020
Interest Received		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.02	0.01
Remuneration Paid		
Key management personnel and their relatives		
Vinay Agrawal	26.71	19.14
Naheed Patel	2.20	2.07
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	31.55	25.21
Ashok Thakkar	4.26	3.80
Vijay Thakkar	1.19	3.16
Purchase of property		
Enterprises in which director is a member		
Nirwan Monetary Service Private Limited	24.09	-
Lease income from furnished property		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	1.48	0.81
Business support services		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.00	-
Income from broking activities		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Ashok Thakkar	0.05	0.04
Dinesh Thakkar	0.01	0.39
Vinay Thakkar	0.01	-
Kanta Thakkar	0.00	-
Key Management Personnel		
Vinay Agrawal	0.00	-
Enterprises in which director is a member		
Jack and Jill Apparel Private Limited	-	0.01
Nirwan Monetary Service Private Limited	0.02	0.05

(Rs. in million)

Nature of Transactions	31 March 2021	31 March 2020
Professional fees paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Vijay Thakkar	1.19	-
Directors' seeting fees		
Key Management Personnel		
Anisha Motwani	0.64	0.52
Kamalji Jagat Bhushan Sahay	0.84	0.72
Uday Sankar Roy	0.80	0.72
Personal training fees		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	-	0.04
Hema Thakkar	-	0.04
Dividend paid		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	84.66	45.28
Dinesh Thakkar HUF	3.11	1.67
Kanta Thakkar	0.03	0.01
Ashok Thakkar	9.84	8.64
Mahesh Thakkar	0.01	0.01
Enterprises in which director is a member		
Nirwan Monetary Services Private Limited	30.62	16.38
Key Management Personnel and their relatives		
Vinay Agrawal	1.10	0.59
Loan Given		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.05	0.14
Repayment of Loan Given		
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	-	0.09

(C) Amount due to/from related party: (Rs. in million)

	31 March 2021	31 March 2020
Other Receivables		
Individuals owning directly or indirectly interest in voting power that gives them control or significant influence and their relatives		
Dinesh Thakkar	7.50	7.50
Key Management Personnel and their relatives		
Vinay Agarwal	-	0.31
Enterprises in which director is a member		
Angel Insurance Brokers and Advisors Private Limited	0.19	0.14

Refer note 19 (b) for personal guarantee given by director against overdraft facilities obtained from banks.

No rent is charged on property taken from one of the directors which is used as an office by the Group. ₹ 7.50 million pertains to security deposits paid against the same property.

Provision for post-employment benefits like gratuity fund and leave encashment are made based on actuarial valuation on an overall Group basis are not included in remuneration to key management personnel.

Amounts recoverable as mentioned above are unsecured and receivable in cash.

41 Segment information

The Chief Operating Decision Maker (CODM) reviews the operations of the Group in three segment :

a. Broking and related services : Broking, advisory, third party product distribution, margin trade facility and other fee based services.

b. Finance and Investing Activities : Income from financing and investment activities

c. Health and allied fitness activities : Income from fitness center operations

The Group's operating segments are reflected based on principal business activities, the nature of service, the differing risks and returns, the organization structure and the internal financial reporting system.

Segment revenue, profit, assets and liabilities have been accounted for on the basis of their relationship to the operating activities of the segment and amounts allocated on a reasonable basis.

(Rs. in million)

Particulars	For the year ended 31 March 2021					For the year ended 31 March 2020				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Revenue										
External Revenue (excluding interest income)	10,978.95	1.05	1.31	-	10,981.31	5,755.76	12.50	52.03	-	5,820.29
Interest Income	1,933.09	76.54	0.08	0.19	2,009.90	1,690.68	86.43	0.03	1.76	1,778.90
Inter - Segment Revenue	1.59	7.16	-	-		14.22	4.74	-	-	
Total Revenue	**12,913.63**	**84.75**	**1.39**	**0.19**	**12,991.21**	**7,460.66**	**103.67**	**52.06**	**1.76**	**7,599.19**
Profit before interest and tax	**4,456.48**	**44.34**	**(9.75)**	**0.19**	**4,491.26**	**1,619.35**	**55.14**	**(34.76)**	**1.76**	**1,641.49**
Less: Interest expense	378.08	11.26	0.69	-	390.03	486.72	1.87	4.44	-	**493.03**
Profit before tax	**4,078.40**	**33.08**	**(10.44)**	**0.19**	**4,101.23**	**1,132.63**	**53.27**	**(39.20)**	**1.76**	**1,148.46**
Less: Income taxes	-	-	-	1,132.67	1,132.67	-	-	-	325.00	325.00
Profit after tax					**2,968.56**					**823.46**
Other Information										
Segment Depreciation and Amortization	182.09	1.51	5.33	-	**188.93**	202.93	6.23	12.07	-	**221.23**
Segment non-cash expense other than Depreciation	388.00	8.51	0.50	-	**397.01**	426.65	4.97	0.75	-	**432.37**

Other Information (Rs. in million)

Particulars	For the year ended 31 March 2021					For the year ended 31 March 2020				
	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total	Broking and related services	Finance and Investing activities	Health and allied fitness activities*	Unallocated	Total
Segment Assets	46,946.37	990.91	7.52	193.49	**48,138.29**	20,762.78	833.81	166.82	138.36	**21,901.77**
Segment Liabilities	36,534.96	168.83	4.01	120.52	**36,828.32**	15,911.40	10.77	64.95	0.45	**15,987.57**
Capital Expenditure (including capital work-in-progress)	110.97	-	0.03	-	**111.00**	122.62	-	3.56	-	**126.18**

*The Group has discontinued the health and allied fitness activities with effect from 30 June, 2020. (Refer note 52)

Inter segment pricing are at arm's length basis. Profit or loss on inter segment transfer are eliminated at the Group level.

Segment information for secondary segment reporting (by geographical segments)

The Group operates in one geographic segment namely "within India", hence no geographical disclosures are required.

Information about major customers

No customer individually accounted for more than 10% of the revenues in the year ended 31 March 2021 and 31 March 2020.

Angel Broking Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

42 Revenue from contracts with customers

The Group has recognised following amounts relating revenue in the statement of profit and loss (Rs. in million)

	31 March 2021	31 March 2020
Total revenue from contract with customers	**10,778.22**	**5,644.00**

Disaggregation of revenue from contracts with customers

Set out below is the disaggregated information on revenue from contracts with customers:

(Rs. in million)

	31 March 2021	31 March 2020
Primary geographical market		
Within India	10,778.22	5,644.00
Outside India	-	-
Total	10,778.22	5,644.00
Timing of revenue recognition		
Services transferred at a point in time	10,492.06	5,436.49
Services transferred over a period of time	286.16	207.51
Total	10,778.22	5,644.00

Contract Balances (Rs. in million)

	31 March 2021	31 March 2020
Trade Receivables	2,276.95	390.27
Revenue received in advance (contract liability)*	53.85	103.38

(Rs. in million)

	31 March 2021	31 March 2020
Amounts included in contract liability at the beginning of the year	103.38	73.64

* Applying practical expedient as given in Ind AS 115, the Company has not disclosed movement of contract liabilities as the performance obligation is part of a contract that has an original expected duration of one year or less.

43 Leases

Information about lease

The Group has taken office premises at certain locations on operating lease.

The changes in the carrying value of right of use assets (ROU) for the year ended 31 March 2021 and 31 March 2020 has been disclosed in Note16. The aggregate depreciation expense on ROU assets is included under depreciation and amortisation expense in the statement of Profit and Loss.

The movement in lease liabilities has been disclosed in Note 19.

The below table provides the details regarding the contractual maturities of lease liabilities on an undiscounted basis: (Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Less than one year	27.62	82.09
One to five years	39.73	130.48
More than five years	0.99	6.15
Total	**68.34**	**218.72**

The Group does not face a significant liquidity risk with regard to its lease liabilities as the current assets are sufficient to meet the obligations related to lease liabilities as and when they fall due.

The total cash outflows for leases are Rs. 52.95 million for the year ended 31 March 2021 (31 March 2020: Rs. 83.92 million).

Short term and low value lease:

Rental expense incurred and paid for short term leases is Rs. 8.73 million (31 March 2020: Rs. 9.37 million).

Rental expense incurred and paid for Low value leases is Rs. NIL (31 March 2020: Rs. 0.02 million).

COVID-19-related rent concessions (Amendment to Ind AS 116)

1. The Group has adopted the amendment to Ind AS 116 in its financial statements for all rent concessions that meet the criteria and
2. As a result of above the Group has accounted for rent concessions of Rs. 41.86 million (31 March 2020 : Rs. Nil) as negative variable lease payments in the statement of profit and loss.

Angel Broking Limited

Notes forming part of the Consolidated Financial Statements for the year ended 31 March 2021

44 Fair value measurement

(A) Financial instrument by category

(Rs. in million)

	FVOCI	FVTPL	Amortised Cost
As at 31 March 2021			
Financial Assets			
Cash and cash equivalents	-	-	5,877.76
Bank Balance other than cash and cash equivalent	-	-	12,896.71
Trade Receivables	-	-	2,276.95
Loans	-	-	11,284.93
Investments	-	55.40	-
Other Financial assets	-	-	14,289.33
Total Financial Assets	-	55.40	46,625.68
Financial Liabilities			
Trade payables	-	-	22,764.29
Borrowings	-	-	11,714.69
Other financial liabilities	-	-	1,797.06
Total Financial liabilities	-	-	36,276.04
As at 31 March 2020			
Financial Assets			
Cash and cash equivalents	-	-	6,132.36
Bank Balance other than cash and cash equivalent	-	-	8,003.23
Trade Receivables	-	-	390.27
Loans	-	-	2,805.78
Investments	-	352.65	-
Other Financial assets	-	-	2,705.83
Total Financial Assets	-	352.65	20,037.47
Financial Liabilities			
Trade payables	-	-	9,394.93
Borrowings	-	-	4,908.79
Other financial liabilities	-	-	1,304.65
Total Financial liabilities	-	-	15,608.37

(B) **Fair Value hierarchy**

The following is the hierarchy for determining and disclosing the fair value of financial instruments by valuation technique:

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents fair value hierarchy of assets measured at fair value on a recurring basis: (Rs. in million)

	Level 1	Level 2	Level 3	Total
As at 31 March 2021				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	**0.00**
Investment in mutual funds	55.40	-	-	**55.40**
As at 31 March 2020				
Financial assets measured at fair value through profit or loss*				
Investment in equity instruments	0.00	-	-	**0.00**
Investment in mutual funds	352.65	-	-	**352.65**

The carrying amount of cash and bank balances, trade receivables, loans, trade payables and other receivables and payables are considered to be the same as their fair values. The fair values of borrowings and security deposits were calculated based on cash flows discounted using a current lending rate. They are classified as level 3 fair values in the fair value hierarchy due to the inclusion of unobservable inputs including own and counterparty credit risk.

* **Valuation techniques used to determine fair value**

Specific valuation techniques used to value financial instruments includes investment in equity investment valued at quoted closing price on stock exchange / other basis based on materiality and investment in mutual fund at closing NAV as at reporting period.

45 Financial risk management objectives and policies

The Group is exposed to various financial risks. These risks are categorized into market risk, credit risk and liquidity risk. The Group's risk management is coordinated by the Board of Directors and focuses on securing long term and short term cash flows. The Group does not engage in trading of financial assets for speculative purposes.

(A) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: interest rate risk and currency risk. Financial instruments affected by market risk include borrowings.

(i) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Group is exposed to interest rate risk arising mainly from borrowings with floating interest rates. The Group is exposed to interest rate risk because the cash flows associated with floating rate borrowings will fluctuate with changes in interest rates. The Group manages the interest rate risks by maintaining a debt portfolio comprising a mix of fixed and floating rate borrowings.

At the reporting date, the interest profile of the Group's borrowings is as follows:

Interest rate risk exposure (Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Fixed rate borrowings	70.69	177.73
Variable rate borrowings	11,644.00	4,731.06
Total borrowings	**11,714.69**	**4,908.79**

Interest rate sensitivity

The following table demonstrates the sensitivity to a reasonably possible change in interest rates on that portion of loans and borrowings. With all other variables held constant, the Group's profit before tax is affected through the impact on floating rate borrowings, as follows:

(Rs. in million)

	Increase/ (decrease)	Effect on profit before tax
As at 31 March 2021		
Rs.	50 bp	(58.22)
Rs.	(50 bp)	58.22
As at 31 March 2020		
Rs.	50 bp	(23.66)
Rs.	(50 bp)	23.66

(ii) Foreign currency risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. As at each reporting date, the Group does not have exposure in foreign currency, therefore it is not exposed to currency risk.

(B) Credit risk

Credit risk is the risk that the Group will incur a loss because its customers or counterparties fail to discharge their contractual obligation. The Group manages and controls credit risk by setting limits on the amount of risk it is willing to accept for individual counterparties, and by monitoring exposures in relations to such limits.

The maximum exposure to credit risk for each class of financial instruments is the carrying amount of that class of financial instruments presented in the financial statements. The Group's major classes of financial assets are cash and cash equivalents, loans, term deposits, trade receivables and security deposits.

Cash and cash equivalents and term deposits with banks are considered to have negligible risk or nil risk, as they are maintained with high rated banks / financial institutions as approved by the Board of directors. Security deposits are kept with stock exchanges for meeting minimum base capital requirements. These deposits do not have any significant credit risk.

The management has established accounts receivable policy under which customer accounts are regularly monitored. The Group has a dedicated risk management team, which monitors the positions, exposures and margins on a continuous basis.

Angel Broking Limited

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a) Expected credit loss

A) Trade receivables

The Group applies the Ind AS 109 simplified approach to measure expected credit losses which uses a lifetime expected loss allowance (ECL) for all trade receivables.

The application of simplified approach does not require the Group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition.

To measure the expected credit losses, trade receivables have been grouped based on shared credit risk characteristics as follow:

- Receivable from Brokerage (Secured by collaterals mainly in form of Securities of listed Group)
- Receivable from Exchange (Unsecured)
- Receivable from Depository (Secured by collaterals mainly in form of Securities of listed Group)

Receivable from Exchange (Unsecured): There are no historical loss incurred in respect of Receivable from exchange. Entire exposure/receivable as at each reporting period is received and settled within 7 days from reporting period. Therefore, no ECL is recognised in respect of receivable from exchange.

Receivable from Brokerage and depository: Group has large number of customer base with shared credit risk characteristics. As per risk management policy of the Group, trade receivable to the extent not covered by collateral (i.e. unsecured trade receivable) is considered as default and are fully written off as bad debt against respective trade receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the income statement as bad debts recovered. Trade receivable of the Group is of short duration with credit period ranging up to maximum 30 days. In case of delay in collection, the Group has right to charges interest (commonly referred as delayed payment charges) on overdue amount for the overdue period. However, in case of receivable from depository, the Group doesn't have right to charge interest. Though credit period given to customer in respect of receivable from depository is very short, generally there is significant delay in ultimate collection. The Group has computed expected credit loss due to significant delay in collection. Effective interest rate on these trade receivable for the purpose of computing time value loss is considered as incremental borrowing rate.

(Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Trade receivable		
Past due 1-30 days	2,167.45	263.86
Past due 31-60 days	0.47	14.26
Past due 61-90 days	0.24	3.85
Past due more than 90 days	123.80	121.53
Loss allowances	(15.01)	(13.23)
Net Carrying amount	2,276.95	390.27

Movements in the allowances for impairment in respect of trade receivables and loans is as follows: (Rs. in million)

	As at 31 March 2021	As at 31 March 2020
Opening Provision	13.23	18.32
Creation / (utilisation) during the year	1.78	(5.09)
Closing provision	15.01	13.23

B) Loans

i) Loan against Margin Trading facilities:

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Loan against margin trading facilities are secured by collaterals. As per policy of the Group, loan against Margin trade facilities to the extent not covered by collateral (i.e. unsecured portion) is considered as default and are fully written off as bad debt against respective loan receivables and the amount of loss is recognised in the Statement of Profit and Loss. Subsequent recoveries of amounts previously written off are credited to the Statement of Profit and Loss as bad debts recovered.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the Group is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loan against margin trading facilities are classified into three stages as follows:

Following table provides information about exposure to credit risk and ECL on Margin trading facility

Staging as per Ind AS 109	Loan receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

The Group does not have any loan book which may fall under stage 2 or stage 3.

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

ii) Loans against securities

In accordance with Ind AS 109, the Group applies expected credit loss model (ECL) for measurement and recognition of impairment loss. The expected credit loss is a product of exposure at default (EAD), probability of default (PD) and Loss given default (LGD). The financial assets have been segmented into three stages based on the risk profiles, primarily based on past due.

Group has large number of customer base with shared credit risk characteristics. Loans against securities are repayable by customer unconditionally in full on demand at the absolute discretion of the Group. Loan against securities are secured by collaterals.

As per Ind AS 109, the maximum period to consider when measuring expected credit losses is the maximum contractual period (including extension options) over which the entity is exposed to credit risk and not a longer period, even if that longer period is consistent with business practice. Therefore, the maximum period to consider when measuring expected credit losses for these loans is the maximum contractual period (i.e. on demand/one day).

For the computation of ECL, the loans against securities are classified into three stages as follows:

Staging as per Ind AS 109	Loan receivable including interest
Stage 1	0 to 30 days past due
Stage 2	31 to 90 days past due
Stage 3	More than 90 days past due

ECL is computed as follow assuming that these loans are fully recalled by the Group at each reporting period:

EAD is considered as loan receivable including interest (net of write off).

PD is considered at 100% for all loans receivables being the likelihood that the borrower would not be able to repay in the very short payment period.

LGD is determined based on fair value of collateral held as at the reporting period. Unsecured portion is considered as LGD.

Interest on Stage 3 assets is recognised based on net carrying amount of financial assets. PD and LGD of 100% is applied on interest recognised on Stage 3 assets.

Default:

As per risk management policy, all financial asset which are 90 days past due, are considered as 'default' unless the Group has reasonable and supportable information to demonstrate that a more lagging default criterion is more appropriate.

Write-off policy:

The Group writes off financial assets, in whole or in part, when it has exhausted all practical recovery efforts and has concluded there is no reasonable expectation of recovery. Indicators that there is no reasonable expectation of recovery include (i) ceasing enforcement activity and (ii) whether the Group's recovery method is foreclosing on collateral and the value of the collaterals is such that there is no reasonable expectation of recovering in full. The Group may write-off financial assets that are still subject to enforcement activity. The Group still seeks to recover the amount it is legally owed in full, but which have been partially written off due to no reasonable expectation of full recovery.

Following table provides information about exposure to credit risk and ECL on Loan (Rs. in million)

Stages	As at 31 March 2021	As at 31 March 2020
Stage 1	624.97	191.00
Stage 2	12.46	2.69
Stage 3	25.30	122.82
Less: Provision for expected credit loss	(10.75)	(6.54)
Total Carrying value	**651.98**	**309.97**

Analysis of changes in the Impairment loss allowance: (Rs. in million)

	As at 31 March 2021			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Impairment loss allowance - opening balance	2.08	1.04	3.42	**6.54**
Originated or new	0.12	0.02	0.37	**0.51**
Matured or repaid (excluding write offs)	(0.23)	(0.01)	(0.32)	**(0.56)**
Transfer to stage 1	-	(0.00)	(0.03)	**(0.03)**
Transfer to stage 2	0.07	-	(0.19)	**(0.12)**
Transfer to stage 3	2.19	0.02	-	**2.21**
Increase / (decrease) in ECL provision without changes in stages	1.94	(0.00)	0.26	**2.20**
Impairment loss allowance - Closing balance	**6.17**	**1.07**	**3.51**	**10.75**

(Rs. in million)

	As at 31 March 2020			
	Stage 1	**Stage 2**	**Stage 3**	**Total**
Impairment loss allowance - opening balance	0.55	0.73	4.27	**5.55**
Originated or new	0.18	0.01	0.26	**0.45**
Matured or repaid (excluding write offs)	(0.01)	(0.02)	(0.47)	**(0.50)**
Transfer to stage 1	-	0.09	(0.17)	**(0.08)**
Transfer to stage 2	0.03	-	(0.14)	**(0.11)**
Transfer to stage 3	0.49	0.23	-	**0.72**
Increase / (decrease) in ECL provision without changes in stages	0.84	0.00	(0.33)	**0.51**
Impairment loss allowance - Closing balance	**2.08**	**1.04**	**3.42**	**6.54**

Analysis of changes in the Loan amount: (Rs. in million)

	As at 31 March 2021			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	191.00	2.69	122.82	**316.51**
Originated or new	139.99	0.93	1.53	**142.45**
Matured or repaid (excluding write offs)	(47.58)	(0.23)	(2.86)	**(50.67)**
Transfer to stage 1	-	(0.38)	(4.49)	**(4.87)**
Transfer to stage 2	5.82	-	(1.60)	**4.22**
Transfer to stage 3	3.04	0.05	-	**3.09**
Increase / (decrease) in ECL provision without changes in stages	251.48	(0.00)	0.52	**252.00**
Impairment loss allowance - Closing balance	**543.75**	**3.06**	**116.92**	**662.73**

(Rs. in million)

	As at 31 March 2020			
	Stage 1	Stage 2	Stage 3	Total
Impairment loss allowance - opening balance	570.14	78.09	55.97	**704.20**
Originated or new	51.16	0.27	0.56	**51.99**
Matured or repaid (excluding write offs)	(111.22)	(19.56)	(29.42)	**(160.20)**
Transfer to stage 1	-	(26.02)	(5.64)	**(31.66)**
Transfer to stage 2	(1.93)	-	(0.46)	**(2.39)**
Transfer to stage 3	(42.55)	(1.94)	-	**(44.49)**
Increase / (decrease) in ECL provision without changes in stages	(197.73)	0.11	(3.32)	**(200.94)**
Impairment loss allowance - Closing balance	**267.87**	**30.95**	**17.69**	**316.51**

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109: (Rs. in million)

	As at 31 March 2021					
Assets classification as per RBI norms	**Asset classification as per Ind AS**	**Gross carrying amount as per Ind AS**	**Loss allowance (Provision as per Ind AS)**	**Net carrying amount as per Ind AS**	**Provision required as per IRACP**	**Difference between provision as per Ind AS 109 and IRACP**
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
	Stage 1	624.96	2.81	622.15	1.56	1.25
Standard	**Stage 2**	12.46	0.27	12.19	0.03	0.24
	Stage 3	0.31	-	0.31	0.00	(0.00)
Subtotal for PA		**637.73**	**3.08**	**634.65**	**1.59**	**1.49**
Non-performing Assets (NPA)						
Substandard	**Stage 3**	17.34	1.75	15.59	1.56	0.19
Doubtful-upto 1 year	**Stage 3**	-	-	-	-	-
Doubtful-upto 1 to 3 years	**Stage 3**	0.41	0.13	0.28	0.07	0.06
Doubtful-More than 3 years	**Stage 3**	-	-	-	-	-
Loss	**Stage 3**	7.25	5.79	1.46	7.11	(1.32)
Subtotal for NPA		**25.00**	**7.67**	**17.33**	**8.74**	**(1.07)**
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	**Stage 1**	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
	Stage 1	624.96	2.81	622.15	1.56	1.25
Total	**Stage 2**	12.46	0.27	12.19	0.03	0.24
	Stage 3	25.31	7.67	17.64	8.74	(1.07)
	Total	**662.73**	**10.75**	**651.98**	**10.33**	**0.42**

Comparison between the provisions required under the IRACP and the impairment allowance computed as per Ind AS 109: (Rs. in million)

	As at 31 March 2020					
Assets classification as per RBI norms	Asset classification as per Ind AS	Gross carrying amount as per Ind AS	Loss allowance (Provision as per Ind AS)	Net carrying amount as per Ind AS	Provision required as per IRACP	Difference between provision as per Ind AS 109 and IRACP
(1)	(2)	(3)	(4)	(5)=(3)-(4)	(6)	(7)=(4)-(6)
Performing Assets (PA)						
Standard	Stage 1	191.00	1.34	189.66	0.48	0.86
	Stage 2	2.69	0.14	2.55	0.01	0.13
	Stage 3	113.33	0.65	112.68	0.28	0.37
Subtotal for PA		307.02	2.13	304.89	0.77	1.36
Non-performing Assets (NPA)						
Substandard	Stage 3	5.02	0.51	4.51	0.45	0.06
Doubtful-upto 1 year	Stage 3	-	-	-	-	-
Doubtful-upto 1 to 3 years	Stage 3	0.46	0.12	0.33	0.09	0.03
Doubtful-More than 3 years	Stage 3	-	-	-	-	-
Loss	Stage 3	4.01	3.78	0.23	3.95	(0.17)
Subtotal for NPA		9.49	4.41	5.08	4.49	(0.08)
Other items such as guarantees, loan, commitments,etc which are in the scope of Ind AS 109 but not covered under current IRACP	Stage 1	-	-	-	-	-
	Stage 2	-	-	-	-	-
	Stage 3	-	-	-	-	-
Subtotal		-	-	-	-	-
Total	Stage 1	191.00	1.34	189.66	0.48	0.86
	Stage 2	2.69	0.14	2.55	0.01	0.14
	Stage 3	122.82	5.06	117.76	4.77	0.28
	Total	316.51	6.54	309.97	5.26	1.28

Presented in compliance with RBI Notification number DOR (NBFC).CC.PD.No.109/22.10.106/2019-20 dated 13 March 2020.

b) **Collaterals**

The Group holds collateral and other credit enhancements against certain of its credit exposures. The following table sets out the principal types of collateral held against different types of financial assets.

Instrument type	Percentage of exposure that is subject to collateral		Principal type of collateral held
	As at 31 March 2021	As at 31 March 2020	
Loan against securities	98.77%	98.15%	Shares and securities
Loans for Margin trading facility	99.96%	98.76%	Shares and securities

c) **Liquidity risk**

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they become due. The Group manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The table below summarizes the maturity profile of the Group's financial liabilities:

(Rs. in million)

	0 - 1 year	1-2 year	2-3 year	3-4 year	Beyond 4 years	Total
As at 31 March 2021						
Borrowings	11,650.83	4.65	4.16	1.42	0.51	11,661.57
Trade payables	22,762.32	-	-	-	-	22,762.32
Other financial liabilities	1,797.06	-	-	-	-	1,797.06
	36,210.21	4.65	4.16	1.42	0.51	36,220.95
As at 31 March 2020						
Borrowings	2,723.71	18.47	10.17	3.29	0.56	2,756.20
Trade payables	9,394.93	-	-	-	-	9,394.93
Other financial liabilities	1,304.65	-	-	-	-	1,304.65
	13,423.29	18.47	10.17	3.29	0.56	13,455.78

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46 Maturity analysis of assets and liabilities

The below table shows an analysis of assets and liabilities analysed according to when they are expected to be recovered or settled.

(Rs. in million)

	As at 31 March 2021		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	5,877.76	-	5,877.76
Bank Balance other than cash and cash equivalents	12,854.81	41.90	12,896.71
Trade Receivables	2,276.95	-	2,276.95
Loans	11,284.93	-	11,284.93
Investments	55.40	0.00	55.40
Other Financial assets	100.21	14,189.12	14,289.33
Inventories	-	-	-
Tax assets (Net)	-	14.82	14.82
Deferred tax assets (Net)	-	47.02	47.02
Investment Property	-	33.94	33.94
Property, Plant and Equipment	-	1,004.43	1,004.43
Intangible assets under development	-	1.83	1.83
Other Intangible assets	-	54.73	54.73
Right to use assets	-	55.18	55.18
Other non-financial assets	107.23	138.03	245.26
Total Assets	**32,557.29**	**15,581.00**	**48,138.29**
Liabilities			
Trade Payables	22,764.29	-	22,764.29
Borrowings	11,677.15	37.54	11,714.69
Other Financial liabilities	1,797.06	-	1,797.06
Tax liabilities (Net)	120.52	-	120.52
Provisions	33.48	57.51	90.99
Other non-financial liabilities	340.77	-	340.77
Total Liabilities	**36,733.27**	**95.05**	**36,828.32**

(Rs. in million)

	As at 31 March 2020		
	Current (Less than 12 months)	Non- Current (More than 12 months)	Total
Assets			
Cash and cash equivalents	6,132.36	-	6,132.36
Bank Balance other than cash and cash equivalents	7,961.85	41.38	8,003.23
Trade Receivables	390.27	-	390.27
Loans	2,805.78	-	2,805.78
Investments	352.65	0.00	352.65
Other Financial assets	38.62	2,667.21	2,705.83
Inventories	0.45	-	0.45
Tax assets (Net)	-	49.18	49.18
Deferred tax assets (Net)	-	48.89	48.89
Investment Property	-	1.28	1.28
Property, Plant and Equipment	-	1,038.77	1,038.77
Intangible assets under development	-	20.88	20.88
Intangible assets	-	47.41	47.41
Right to use assets	-	153.16	153.16
Other non-financial assets	110.50	41.13	151.63
Total Assets	**17,792.48**	**4,109.29**	**21,901.77**
Liabilities			
Trade Payables	9,394.93	-	9,394.93
Borrowings	4,775.72	133.07	4,908.79
Other Financial liabilities	1,304.65	-	1,304.65
Tax liabilities (Net)	0.45	-	0.45
Provisions	26.91	40.17	67.08
Other non-financial liabilities	311.68	-	311.68
Total Liabilities	**15,814.84**	**173.24**	**15,987.58**

47 Capital management

The group manages its capital structure and makes necessary adjustments in light of changes in economic conditions and the requirement of financial covenants. To maintain or adjust the capital structure, the group may adjust the dividend payment to shareholders, return capital to shareholders, issue new shares or raise / repay debt. The primary objective of the group's capital management is to maximise the shareholders' value.

For the purpose of the Group's capital management, capital includes issued equity capital and all other equity reserves attributable to the equity holders. The primary objective of the Group's capital management is to maximize the shareholder value and to ensure the Group's ability to continue as a going concern. There is no non compliance with any covenants of borrowings.

(Rs. in million)

		As at 31 March 2021	As at 31 March 2020
Borrowings		11,714.69	4,908.79
Less: cash and cash equivalents		(5,877.76)	(6,132.36)
Net debt	(i)	**5,836.93**	**(1,223.57)**
Total equity	(ii)	11,309.97	5,914.19
Total capital	(iii= i+ii)	**17,146.90**	**4,690.62**
Gearing ratio	(i)/(iii)	**34 %**	**(26)%**

48 Corporate social responsibility (CSR) expenses

Gross amount required to be spent by the Group during the year Rs. 28.05 million (Previous year Rs. 23.16 million)

Amount spent during the period ending on 31 March 2021:

(Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	28.05	-	28.05

Amount spent during the year ending on 31 March, 2020:

(Rs. in million)

	In Cash	Yet to be paid in cash	Total
Construction / acquisition of any asset	-	-	-
On purpose of other than (i) above	23.16	-	23.16

49 The Company, in the current year, has completed the Initial Public Offering (IPO) of 1,96,07,835 Equity Shares of Face Value of Rs. 10 each for cash at a price of Rs. 306 per Equity Share aggregating to Rs. 6,000 million comprising a Fresh Issue of 98,03,921 Equity Shares aggregating to INR 3,000 million and on offer for sale of 98,03,914 Equity Shares aggregating to INR 3,000 million. Pursuant to the IPO, the Equity Shares of the Company got listed on National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) on 05 October 2020.

The details of utilization of IPO proceeds of Rs. 2,831.70 million, net of IPO expenses of the Company are as follows:

(Rs. in million)

Particulars	Total amount	Utilised up to March 31, 2021	Un-utilised up to March 31, 2021
working capital requirements	2,300.00	2,300.00	-
General corporate purposes	531.7	506.41	25.29
Total utilised/un-utilised funds	**2,831.70**	**2,806.41**	**25.29**

50 Disclosure of interest in Subsidiaries

The consolidated financial statements include the financial statements of Company and its subsidiaries. Group does not have any joint ventures or associates. Angel Broking Limited is the ultimate parent company of the Group.

Significant subsidiaries of Group are:

Name of the entity	Place of business/ Country of incorporation	As at 31 March 2021	As at 31 March 2020
Angel Financial Advisors Private Limited	India	100%	100%
Angel Fincap Private Limited	India	100%	100%
Angel Securities Limited	India	100%	100%
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	India	100%	100%
Mimansa Software Systems Private Limited	India	100%	100%

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51 Additional information pursuant to requirement of Schedule III to the Companies Act, 2013 under General Instructions for preparation of consolidated financial statements

a. Net assets (Rs. in million)

Name of the entity	31 March 2021		31 March 2020	
	% of Consolidated net assets	Amount	% of Consolidated net assets	Amount
Holding Company				
Angel Broking Limited	99%	11,107.42	96%	5,684.80
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	47.87	1%	53.24
Angel Fincap Private Limited	3%	327.53	6%	326.58
Angel Securities Limited	0%	43.16	1%	59.57
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	(2%)	(239.13)	(4%)	(232.68)
Mimansa Software Systems Private Limited	0%	23.12	0%	22.68
Total	100%	11,309.97	100%	5,914.19

b. Share in profit or loss (Rs. in million)

Name of the entity	31 March 2021		31 March 2020	
	% of Consolidated net profit/ (loss)	Amount	% of Consolidated net profit/ (loss)	Amount
Holding Company				
Angel Broking Limited	99%	2,947.73	100%	827.90
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	6.09	1%	6.30
Angel Fincap Private Limited	1%	34.49	5%	38.53
Angel Securities Limited	0%	(8.14)	0%	2.70
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	(0%)	(4.76)	(5%)	(44.43)
Mimansa Software Systems Private Limited	(0%)	(6.85)	(1%)	(7.54)
Total	100%	2,968.56	100%	823.46

c. Share in Other Comprehensive Income (Rs. in million)

Name of the entity	31 March 2021		31 March 2020	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company				
Angel Broking Limited	92%	(11.57)	97%	(9.30)
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	2%	(0.22)	2%	(0.19)
Angel Fincap Private Limited	5%	(0.57)	0%	0.01
Angel Securities Limited	0%	0.01	0%	-
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	1%	(0.10)	1%	(0.10)
Mimansa Software Systems Private Limited	0%	(0.05)	0%	(0.03)
Total	100%	(12.50)	100%	(9.61)

d. Share in Total Comprehensive Income (Rs. in million)

Name of the entity	31 March 2021		31 March 2020	
	% of Consolidated OCI	Amount	% of Consolidated OCI	Amount
Holding Company				
Angel Broking Limited	99%	2,936.16	101%	818.60
Subsidiaries (Indian)				
Angel Financial Advisors Private Limited	0%	5.87	1%	6.11
Angel Fincap Private Limited	1%	33.92	5%	38.54
Angel Securities Limited	0%	(8.13)	0%	2.70
Angel Digitech Services Private Limited (Formerly known as Angel Wellness Private Limited)	0%	(4.86)	(5%)	(44.53)
Mimansa Software Systems Private Limited	0%	(6.90)	(1%)	(7.57)
Total	100%	2,956.06	100%	813.85

52 Note on Discontinued Operations

The current economic environment on account of Covid 19 posed significant challenges to the Gym and Healthcare business. The Company used to operate into the Gym and healthcare business. After evaluating various options relating to sustainability of this business, Board of Directors of the Company has decided in its meeting dated June 23, 2020 to discontinue/abandon this line of business with effect from 30 June 2020.

However, Management has decided to enter into new business activities and use existing resources to continue for the foreseeable future. Management also believes that they will be able to use the assets pertaining to existing operations as part of new business activities and accordingly, all assets and liabilities have been carried at the book value and have not classified as Held for Sale.

Further, as per the requirements of accounting standards, Discontinued operations are excluded from the results of continuing operations and are presented separately as profit or loss from discontinued operations in the Statement of Profit and Loss.

a. Financial performance: (Rs. in million)

	31 March 2021	31 March 2020
INCOME		
(a) Revenue from operations	-	47.23
(b) Other income	1.39	4.83
Total income (I)	**1.39**	**52.06**
EXPENSES		
(a) Finance costs	0.69	4.44
(b) Impairment on financial instruments	-	0.13
(c) Employee benefits expenses	3.63	30.02
(d) Depreciation expense	5.33	12.07
(e) Other expenses	2.18	44.61
Total expense (II)	**11.83**	**91.27**
Profit / (Loss) before tax (I-II=III)	**(10.44)**	**(39.21)**
Deferred Tax	1.58	5.22
Total tax expense (IV)	**1.58**	**5.22**
Loss for the year after tax (III-IV=V)	**(12.02)**	**(44.43)**

b. Cash Flow Statement (Rs. in million)

	31 March 2021	31 March 2020
Net cash used in operating activities	(36.58)	(23.76)
Net cash used in investing activities	(0.03)	(3.52)
Net cash flows from financing activities	29.81	33.25

53 **Subsequent events:**
There were no significant events after the end of the reporting period which require any adjustment or disclosure in the financial statements other than as stated below:
- The Board of Directors at its meeting held on 22 April 2021, have declared third interim dividend of Rs. 7.5 per equity share.

54 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

55 The novel coronavirus (COVID-19) pandemic continues to spread across the globe including India. COVID-19 has taken its toll on not just human life, but business and financial markets too. With substantial increase in COVID-19 cases across different parts of the country, governments have introduced a variety of measures to contain the spread of the virus, including, lockdowns, and restrictions on movement of people and goods across different geographies.
Stock broking services, being part of Capital Market operations have been declared as essential services and accordingly the Group has faced no business interruption on account of the lockdowns. In case there is a disruption in the functioning of capital markets, the business of the Group may be affected. There has been no material change in the controls or processes followed in the closing of the financial statements of the Group.
The management has, at the time of approving the financial statements, assessed the potential impact of the COVID-19 pandemic on the Group. Based on the current assessment, the management is of the view that impact of COVID-19 on the operations of the Group and the carrying value of assets and liabilities is minimal. The ongoing COVID-19 situation may result in some changes in the overall economic and market conditions, which may intern have an impact on the operations of the Group.

56 The financial statements of the Group were authorised for issue in accordance with a resolution of the directors on 05 May 2021.

As per our report of even date
For S.R. Batliboi & Co. LLP
Firm Registration No. : 301003E/E300005
Chartered Accountants

Viren H. Mehta
Partner
Membership No : 048749

Place: Mumbai
Date: 05 May 2021

For and on behalf of the Board of Directors

Dinesh Thakkar
Chairman and Managing Director
Din : 00004382

Narayan Gangadhar
Narayan Gangadhar
Chief Executive Officer
Place: San Francisco

Naheed Patel
Company Secretary
Membership No: ACS22506

Vineet Agrawal
Chief Financial Officer

Place: Mumbai
Date: 05 May 2021

GENERAL INFORMATION

1. Angel One Limited was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the RoC. Thereafter, the Company was converted from a private limited company to a deemed public company, pursuant to Section 43A of the Companies Act, 1956, and consequently, the term “private” was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term “private” was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. Further, the name of our Company was subsequently changed to ‘Angel One Limited’ pursuant to a fresh certificate of incorporation consequent upon change of name issued by the RoC on September 23, 2021. For further details regarding changes in the name and registered office of our Company, see “*Organisational Structure of our Company”* on page 238.

2. The CIN of our Company is L67120MH1996PLC101709.

3. The Equity Shares of our Company were listed on BSE and NSE on October 5, 2020.

4. Our Company has received in-principle approvals to list the Equity Shares to be issued pursuant to the Issue from BSE and NSE, each on March 26, 2024, under Regulation 28(1) of the SEBI Listing Regulations.

5. Our Registered and Corporate Office is located at 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India.

6. The website of our Company is www.angelone.in

7. The authorised share capital of our Company is ₹ 1200,000,000 comprising of 120,000,000 Equity Shares of face value of ₹ 10 each. As on the date of this Placement Document, the issued, subscribed and paid-up capital of our Company is ₹ 840,081,880 comprising of 84,008,188 Equity Shares of face value of ₹ 10 each.

8. The Issue was authorised and approved by the Board pursuant to the resolution dated February 22, 2024 and by our Shareholders’ pursuant to the special resolution in the EGM dated March 15, 2024.

9. In compliance with Regulation 173A of the SEBI ICDR Regulations, our Company has appointed CARE Rating Agency as the Monitoring Agency, for monitoring the utilisation of the proceeds in relation to the Issue. The Monitoring Agency will submit its report to us on a quarterly basis in accordance with the SEBI ICDR Regulations.

10. Copies of our Memorandum of Association and Articles of Association will be available for inspection between 9:30 am to 5:30 pm on any weekday (except Saturdays and public holidays) at our Registered Office as well as our Corporate Office.

11. Our Company has obtained all necessary consents, approvals and authorisations as may be required in connection with the Issue.

12. There has been no material change in the financial or trading position of our Company since December 31, 2023, the last date of the Unaudited Special Purpose Interim Condensed Consolidated Financial Statements prepared in accordance with applicable accounting standards included in this Placement Document.

13. Except as disclosed in this Placement Document, there are no material litigation or arbitration proceedings against or affecting us, or our assets or revenues, nor are we aware of any pending or threatened litigation or arbitration proceedings, which are or might be material in the context of this Issue. For further details, see section titled "*Legal Proceedings*" on page 290.

14. Our Company is in compliance with the minimum public shareholding requirements as required under the SEBI Listing Regulations and Rule 19A of the SCRR.

15. The Floor Price is ₹ 2,555.01 per Equity Share, calculated in accordance with the provisions of Chapter VI of the SEBI ICDR Regulations.

16. Our Company and the BRLMs accept no responsibility for statements made otherwise than in this Placement Document and anyone placing reliance on any other source of information, including websites of our Company and our Subsidiaries, would be doing so at their own risk.

17. Naheed Patel is the Company Secretary and Compliance Officer of our Company. Her details are as follows:

Naheed Patel
6th Floor, Ackruti Star
Central Road, MIDC
Andheri (East), Mumbai 400 093
Tel: +91 22 4000 3600
Fax: +91 22 4000 3609
E-mail: investors@angelbroking.com

DETAILS OF PROPOSED ALLOTTEES

In compliance with the requirements of Chapter VI of the SEBI ICDR Regulations, Allotment shall be made at the sole and absolute discretion of our Company, in consultation with the BRLMs, to Eligible QIBs. The names of the proposed Allottees and the percentage of post-Issue capital that may be held by them is set forth below. These details of the proposed Allottees, assuming that the Equity Shares are Allotted to them pursuant to the Issue, has been included in this Placement Document to be sent to such proposed Allottees.

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%)(1)(2)
1.	INDIA ACORN FUND LTD.	0.03
2.	CAISSE DE DEPOT ET PLACEMENT DU QUEBEC - WHITE OAK CAPITAL PARTNERS PTE LTD.	0.03
3.	AL MEHWAR COMMERCIAL INVESTMENTS L.L.C. - (WHITING)	0.07
4.	ABUDHABI INVESTMENT AUTHORITY - WAY	0.33
5.	WHITEOAK INDIA EQUITY FUND - II	0.01
6.	WHITEOAK INDIA SELECT EQUITY FUND	0.01
7.	WHITEOAK INDIA EQUITY FUND V	0.01
8.	WHITEOAK INDIA EQUITY FUND VI	0.00
9.	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA OPPORTUNITIES FUND	0.21
10.	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK INDIA ESG FUND	0.00
11.	ABS DIRECT EQUITY FUND LLC - INDIA SERIES 1	0.02
12.	DENDANA INVESTMENTS (MAURITIUS) LIMITED	0.00
13.	ASHOKA INDIA EQUITY INVESTMENT TRUST PLC	0.05
14.	ASHOKA WHITEOAK ICAV - ASHOKA WHITEOAK EMERGING MARKETS EQUITY FUND	0.01
15.	ASHOKA WHITEOAK EMERGING MARKETS TRUST PLC	0.00
16.	RAMS INVESTMENT UNIT TRUST - INDIA EQUITIES PORTFOLIO FUND II	0.19
17.	KUWAIT INVESTMENT AUTHORITY FUND F238	0.49
18.	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA ELSS TAX SAVER FUND	0.48
19.	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA MULTI CAP FUND	0.18
20.	NIPPON LIFE INDIA TRUSTEE LTD-A/C NIPPON INDIA FLEXI CAP FUND	0.08
21.	HDFC SMALLCAP FUND	0.14
22.	HDFC TRUSTEE COMPANY LTD. A/C HDFC CAPITAL BUILDER VALUE FUND	0.19
23.	SUNDARAM MUTUAL FUND A/C SUNDARAM SMALL CAP FUND	0.15
24.	SUNDARAM MUTUAL FUND A/C SUNDARAM FINANCIAL SERVICES OPPORTUNITIES FUND	0.04
25.	SUNDARAM MUTUAL FUND A/C SUNDARAM SERVICES FUND	0.16
26.	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED	0.05
27.	MOTILAL OSWAL FLEXI CAP FUND	1.20
28.	MOTILAL OSWAL MIDCAP FUND	0.71
29.	MOTILAL OSWAL LONG TERM EQUITY FUND	0.30
30.	MOTILAL OSWAL LARGE AND MIDCAP FUND	0.30
31.	MOTILAL OSWAL SMALLCAP FUND	0.12
32.	TATA ALTERNATIVE INVESTMENT FUND - TATA EQUITY PLUS ABSOLUTE RETURNS FUND	0.06
33.	GREATER INDIA PORTFOLIO	0.03
34.	GOLDMAN SACHS FUNDS - GOLDMAN SACHS INDIA EQUITY PORTFOLIO	1.11
35.	ICICI PRUDENTIAL LIFE INSURANCE COMPANY LIMITED	0.42
36.	FRANKLIN TEMPLETON INVESTMENT FUNDS - FRANKLIN INDIA FUND	0.36
37.	KUWAIT INVESTMENT AUTHORITY FUND 226	0.57
38.	FRANKLIN INDIA SMALLER COMPANIES FUND	0.33
39.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE PURE VALUE FUND	0.15
40.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE SMALL CAP FUND	0.10

S. No.	Name of the proposed Allottees	Percentage of the post-Issue share capital held (%)[(1)(2)]
41.	ADITYA BIRLA SUN LIFE TRUSTEE PRIVATE LIMITED A/C ADITYA BIRLA SUN LIFE DIVIDEND YIELD FUND	0.08
42.	BAJAJ ALLIANZ LIFE INSURANCE COMPANY LTD.	0.30
43.	KOTAK MAHINDRA LIFE INSURANCE COMPANY LTD.	0.74
44.	BANDHAN CORE EQUITY FUND	0.04
45.	BANDHAN LARGE CAP FUND	0.06
46.	BANDHAN FLEXI CAP FUND	0.08
47.	BARODA BNP PARIBAS MULTI CAP FUND	0.08
48.	BARODA BNP PARIBAS BANKING & FINANCIAL SERVICES FUND	0.01
49.	BARODA BNP PARIBAS INNOVATION FUND	0.04
50.	BARODA BNP PARIBAS FLEXI CAP FUND	0.08
51.	PINEBRIDGE GLOBAL FUNDS - PINEBRIDGE INDIA EQUITY FUND	0.69
52.	GOVERNMENT OF SINGAPORE - E	0.14
53.	CAN LAH INVESTMENTS PTE. LTD	0.04
54.	HELIOS FLEXI CAP FUND	0.03
55.	HELIOS BALANCED ADVANTAGE FUND	0.01
56.	HELIOS INDIA LONG SHORT FUND	0.01
57.	Meru Investment Fund PCC – Cell 1	0.04
58.	MORGAN STANLEY ASIA (SINGAPORE) PTE - ODI	0.36
59.	INTEGRATED CORE STRATEGIES (ASIA) PTE.LTD.	0.04
60.	SOCIETE GENERALE - ODI	0.21
61.	CITIGROUP GLOBAL MARKETS MAURITIUS PRIVATE LIMITED - ODI	0.12

[(1)] Based on beneficiary position as on March 22, 2024 (adjusted for Equity Shares Allocated in the Issue).
The post-Issue shareholding (in percentage terms) of the proposed Allottees has been disclosed on the basis of their respective PAN, except in case of Mutual Funds, insurance companies, and Eligible FPIs (investing through different sub accounts having common PAN across such sub accounts) wherein their respective DP ID and Client ID will be considered

DECLARATION

The Company certifies that all relevant provisions of Chapter VI read with Schedule VII of the SEBI ICDR Regulations have been complied with and no statement made in this Placement Document is contrary to the provisions of Chapter VI and Schedule VII of the SEBI ICDR Regulations and that all approvals and permissions required to carry on the Company's business have been obtained, are currently valid and have been complied with. The Company further certifies that all the statements in this Placement Document are true and correct.

For and on behalf of the Board of Directors:

Signed by:

____

Dinesh Thakkar
Chairman and Managing Director

Date: April 2, 2024
Place: Mumbai, Maharashtra

DECLARATION

We, the Board of Directors of the Company, certify that:

i. the Company has complied with the provisions of the Companies Act, 2013 and the rules made thereunder;

ii. the compliance with the Companies Act, 2013 and the rules made thereunder does not imply that payment of dividend or interest or repayment of preference shares or debentures, if applicable, is guaranteed by the Central Government; and

iii. the monies received under the Issue shall be used only for the purposes and objects indicated in this Placement Document (which includes disclosures prescribed under Form PAS-4).

For and on behalf of the Board of Directors:

Signed by:

Dinesh Thakkar
Chairman and Managing Director

Date: April 2, 2024
Place: Mumbai, Maharashtra

I am authorized by the Securities Issuance Committee of the Board, *vide* resolution dated April 2, 2024, to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the Promoters subscribing to the Memorandum of Association and the Articles of Association.

It is further declared and verified that all the required attachments have been completely, correctly and legibly attached to this form.

Signed by:

Dinesh Thakkar
Chairman and Managing Director

Date: April 2, 2024
Place: Mumbai, Maharashtra

ANGEL ONE LIMITED

CIN: L67120MH1996PLC101709
Registered and Corporate Office:
601, 6th Floor, Ackruti Star,
Central Road, MIDC, Andheri East,
Mumbai – 400 093, Maharashtra, India
Telephone: +91 22 4000 3600
E-mail: investors@angelbroking.com
Website: www.angelone.in

CONTACT PERSON

Naheed Patel
Company Secretary and Compliance Officer
601, 6th Floor, Ackruti Star,
Central Road, MIDC, Andheri East,
Mumbai – 400 093, Maharashtra, India
Telephone: +91 22 4000 3600
E-mail: investors@angelbroking.com

BOOK RUNNING LEAD MANAGERS

ICICI Securities Limited

ICICI Venture House,
Appasaheb Marathe Marg, Prabhadevi,
Mumbai 400 025, Maharashtra, India

Motilal Oswal Investment Advisors Limited

Motilal Oswal Tower, Rahimtullah Sayani Road,
Opposite Parel ST Depot, Prabhadevi,
Mumbai 400 025, Maharashtra, India

STATUTORY AUDITORS OF OUR COMPANY

M/s. S. R. Batliboi & Co. LLP, Chartered Accountants
12th Floor, The Ruby
29 Senapati Bapat Marg
Dadar (West), Mumbai – 400 028
Maharashtra, India

LEGAL COUNSEL TO OUR COMPANY AS TO THE INDIAN LAW

Khaitan & Co
10th & 13th Floors, Tower 1C
One World Centre 841, Senapati Bapat Marg
Mumbai – 400 013, Maharashtra, India

LEGAL COUNSEL TO THE BOOK RUNNING LEAD MANAGERS

As to Indian law

J. Sagar Associates
One Lodha Place, 27th Floor,
Senapati Bapat Marg, **Lower Parel,**
Mumbai 400 013, Maharashtra, India

As to International law

Hogan Lovells Lee & Lee
50 Collyer Quay
#10-01 OUE Bayfront
Singapore 049321

APPLICATION FORM

APPLICATION FORM

Form No.:

Date:

ANGEL ONE LIMITED

Angel One Limited (the "**Company**") was originally incorporated on August 8, 1996 as M. BNL. Securities Private Limited, a private limited company, under the Companies Act, 1956, with the Registrar of Companies, Maharashtra at Mumbai ("**RoC**"). Thereafter, the Company was converted from a private limited company to a deemed public company, pursuant to Section 43-A(1) of the Companies Act, 1956, and consequently, the term "private" was deleted by the RoC from the name of our Company with effect from March 15, 1997. Thereafter, our Company was converted from a deemed public company to a private limited company and consequently, the name of our Company was changed to M. BNL. Securities Private Limited and the term "private" was added by the RoC to the name of our Company with effect from June 17, 2003. Subsequently, the name of our Company was changed to Angel Infin Private Limited pursuant to a special resolution passed by our Shareholders on March 15, 2005 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on March 31, 2005. Further, the name of our Company was changed to Angel Global Capital Private Limited pursuant to a special resolution passed by our Shareholders on December 16, 2008 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on January 22, 2009. Thereafter, the name of our Company was changed to Angel Broking Private Limited pursuant to an order of the High Court of Bombay dated March 2, 2012 approving the scheme of amalgamation between Angel Broking Limited, an erstwhile wholly owned subsidiary of our Company and our Company (erstwhile Angel Global Capital Private Limited), and such change was approved pursuant to a special resolution passed by our Shareholders on May 2, 2012 and a fresh certificate of incorporation consequent to the change of name was issued by the RoC on May 16, 2012. Subsequently, our Company was converted from a private limited company to a public limited company pursuant to a special resolution passed by the Shareholders of our Company on June 22, 2018 and the name of our Company was changed to Angel Broking Limited. A fresh certificate of incorporation consequent to the conversion of the Company to a public limited company was issued by the RoC on June 28, 2018. Further, the name of our Company was subsequently changed to 'Angel One Limited' pursuant to a fresh certificate of incorporation consequent upon change of name issued by the RoC on September 23, 2021.

Registered and Corporate Office: 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India

Contact Person: Naheed Patel, Company Secretary and Compliance Officer

Tel: +91 22 4000 3600; **Fax:** +91 22 4000 3609; **E-mail:** investors@angelbroking.com;

Website: www.angelone.in; CIN: L67120MH1996PLC101709 **LEI:** 3358003DRK7SFA3Q3214

Name of the Bidder: ____

QUALIFIED INSTITUTIONS PLACEMENT OF [●] EQUITY SHARES OF FACE VALUE ₹ 10 EACH (THE "EQUITY SHARES") FOR CASH AT A PRICE OF ₹ [●] PER EQUITY SHARE ("ISSUE PRICE") INCLUDING A PREMIUM OF ₹ [●] PER EQUITY SHARE AGGREGATING UP TO ₹ [●] MILLION IN RELIANCE UPON CHAPTER VI OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED (THE "SEBI ICDR REGULATIONS") AND SECTION 42 OF THE COMPANIES ACT, 2013, AS AMENDED (THE "COMPANIES ACT"), READ WITH RULE 14 OF THE COMPANIES (PROSPECTUS AND ALLOTMENT OF SECURITIES) RULES, 2014, AS AMENDED (THE "PAS RULES"), AND OTHER APPLICABLE PROVISIONS OF THE COMPANIES ACT AND THE RULES MADE THEREUNDER BY ANGEL ONE LIMITED (THE "COMPANY" OR THE "ISSUER", AND SUCH ISSUE, THE "ISSUE"). THE APPLICABLE FLOOR PRICE OF THE EQUITY SHARES IS ₹ 2,555.01 AND OUR COMPANY MAY OFFER A DISCOUNT OF UP TO 5% ON THE FLOOR PRICE, AS APPROVED BY THE SHAREHOLDERS

Only Qualified Institutional Buyers ("QIBs") as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and which (i) are not, (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; or (b) prohibited or debarred by any regulatory authority for buying or selling or dealing in securities or restricted from participating in the Issue under the SEBI ICDR Regulations and other applicable laws, including foreign exchange related laws; and (c) hold a valid and existing registration under the applicable laws in India (as applicable), and (d) are eligible to invest in the Issue and submit this Application Form. In addition to the above, with respect to the Issue, Eligible QIBs shall consist of (i) QIBs which are resident in India; and (ii) Eligible FPIs (as defined herein below) participating through Schedule II of the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 ("FEMA Non-Debt Rules"), defined hereinafter or a multilateral or bilateral development financial institution eligible to invest in India under applicable law including the FEMA Rules, can submit this Application Form.

The Equity Shares have not been and will not be registered under the United States Securities Act of 1933, as amended (the "U.S. Securities Act") or securities laws any state of the United States and, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. The Equity Shares are being offered and sold only outside the United States in 'offshore transactions' as defined in, and in reliance on Regulation S under the U.S. Securities Act ("Regulation S") and the applicable laws of the jurisdiction where those offers and sales are made.

The Equity Shares of the Company have not been and will not be registered, listed or otherwise qualified in any jurisdiction except India and may not be offered or sold, and Bids may not be made by persons in any jurisdiction, except in compliance with the applicable laws of such jurisdictions. You should note and observe the solicitation and distribution restrictions contained in the sections titled "*Selling Restrictions*" on page 260 in the accompanying preliminary placement document dated March 26, 2024 (the "PPD"). See "*Purchaser Representations and Transfer Restrictions*" on page 267 in the PPD for information about transfer restrictions that apply to the Equity Shares sold in the Issue.

ELIGIBLE NON-RESIDENT QIBs CAN PARTICIPATE IN THE ISSUE IN COMPLIANCE WITH THE FEMA NON-DEBT RULES. ELIGIBLE FPIS ARE PERMITTED TO PARTICIPATE IN THIS ISSUE, THROUGH THE PORTFOLIO INVESTMENT SCHEME UNDER SCHEDULE II OF THE FEMA NON-DEBT RULES, SUBJECT TO COMPLIANCE WITH ALL APPLICABLE LAWS AND SUCH THAT THE SHAREHOLDING OF ELIGIBLE FPIS DO NOT EXCEED SPECIFIED LIMITS AS PRESCRIBED UNDER APPLICABLE LAWS IN THIS REGARD. PURSUANT TO PRESS NOTE NO. 3 (2020 SERIES), DATED APRIL 17, 2020, ISSUED BY THE DEPARTMENT FOR PROMOTION OF INDUSTRY AND INTERNAL TRADE, GOVERNMENT OF INDIA, AND RULE 6 OF THE FEMA NON-DEBT RULES, INVESTMENTS BY AN ENTITY OF A COUNTRY WHICH SHARES LAND BORDER WITH INDIA OR WHERE THE BENEFICIAL OWNER OF SUCH INVESTMENT IS SITUATED IN OR IS A CITIZEN OF SUCH COUNTRY, MAY ONLY BE MADE THROUGH THE GOVERNMENT APPROVAL ROUTE, AS PRESCRIBED UNDER THE FEMA NON-DEBT RULES. ALLOTMENTS MADE TO AIFs AND VCFs IN THE ISSUE SHALL REMAIN SUBJECT TO THE RULES AND REGULATIONS APPLICABLE TO EACH OF THEM RESPECTIVELY, INCLUDING THE FEMA RULES. OTHER ELIGIBLE NON-RESIDENT QIBs SHALL PARTICIPATE IN THE ISSUE UNDER SCHEDULE I OF FEMA NON-DEBT RULES. FVCIs ARE NOT PERMITTED TO PARTICIPATE IN THE ISSUE.

STATUS (Please tick for applicable category)			
FI	Scheduled Commercial Bank and Financial Institutions	**IC**	Insurance Companies
MF	Mutual Funds	**VCF**	Venture Capital

To,
The Board of Directors
Angel One Limited
Registered Office: 601, 6th Floor, Ackruti Star, Central Road, MIDC, Andheri East, Mumbai – 400 093, Maharashtra, India.

Dear Sirs,

			Funds
NIF	National Investment Fund	**FPI**	Foreign Portfolio Investor*
IF	Insurance Funds	**AIF**	Alternative Investment Funds**
SI-NBFC	Systematically Important Non – Banking Financial Companies	**OTH**	Others ________________ (Please specify)

Total shares currently held by QIB or QIBs belonging to the same group or those who are under common control. For details of what constitutes "same group" or "common control", see "Application Form" under Issue Procedure section of the Preliminary Placement Document.
**Foreign portfolio investors as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended, other than individuals, corporate bodies and family offices who are not allowed to participate in the Issue.*
*** Sponsor and Manager should be Indian owned and controlled.*

On the basis of the serially numbered PPD of the Company and subject to the terms and conditions contained therein, and in this Application Form, we hereby submit our Application Form for the Allotment of the Equity Shares in the Issue, at the terms and price indicated below. We confirm that we have a valid and existing registration under applicable laws and regulations of India, and undertake to acquire, hold, manage or dispose of any Equity Shares that are Allotted to us in accordance with Chapter VI of the SEBI ICDR Regulations and undertake to comply with the SEBI ICDR Regulations, and all other applicable laws, including any reporting obligations and the terms and conditions mentioned in the PPD and this Application Form. We confirm that we are an Eligible QIB as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations and are not: (a) excluded pursuant to Regulation 179(2)(b) of the SEBI ICDR Regulations; and (b) restricted from participating in the Issue under the applicable laws, including SEBI ICDR Regulations. We are not a Promoter of the Company (as defined in the SEBI ICDR Regulations), or any person related to the Promoters of the Company, directly or indirectly and this Application Form does not directly or indirectly represent the Promoters or Promoter Group or persons related to the Promoter. Further, we confirm that we do not have any right under a shareholders' agreement or voting agreement entered into with Promoters or persons related to Promoters of the Company, veto rights or right to appoint any nominee director on the board of directors of the Company.

We confirm that we are either a QIB which is resident in India, or an Eligible FPI, participating through Schedule II of the FEMA Rules or a multilateral or bilateral development financial institution eligible to invest in India under applicable law. We specifically confirm that our Bid for the Allotment of the Equity Shares is not in violation to the amendment made to Rule 6(a) of the FEMA Rules by the Central Government on April 22, 2020. We confirm that we are neither an AIF or VCF whose sponsor and manager is not Indian owned and controlled in terms of the FEMA Rules, nor an FVCI. We confirm that the signatory is authorized to apply on behalf of the Bidder and the Bidder has all the relevant approvals for applying in the Issue.

We confirm that the Bid size / aggregate number of the Equity Shares applied for by us, and which may be Allocated to us thereon will not exceed the relevant regulatory or approved limits and further confirm that our Bid will not result in triggering an open offer under the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended (the "**SEBI Takeover Regulations**"). We confirm that, in relation to our application, each foreign portfolio investor ("**FPI**") as defined under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019, as amended (other than individuals, corporate bodies and family offices), and including persons who have been registered under these regulations (such FPIs, "**Eligible FPIs**"), have submitted a separate Application Form, and asset management companies of mutual funds have specified the details of each scheme for which the application is being made along with the Application Amount and number of shares to be Allotted under each scheme. We undertake that we will sign all such documents, provide such documents and do all such acts, if any, necessary on our part to enable us to be registered as the holder(s) of the Equity Shares that may be Allotted to us. We note that the Company or any duly authorized committee thereof, is entitled, in consultation with ICICI Securities Limited and Motilal Oswal Investment Advisors Limited (the "**BRLMs**"), in its sole discretion, to accept or reject this Application Form without assigning any reason thereof.

We hereby agree to accept the Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD, Placement Document and the confirmation of allocation note ("**CAN**"), when issued and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below, subject to receipt of Application Form and the Application Amount towards the Equity Shares that may be allocated to us. The amount payable by us as Application Amount for the Equity Shares applied for has been/will be remitted to the designated bank account set out in this Application Form through electronic mode, along with this Application Form prior to the Issue Closing Date and such Application Amount has been /will be transferred from a bank account maintained in our name. We acknowledge and agree that we shall not make any payment in cash or cheque. We are aware that (i) Allocation and Allotment in the Issue shall be at the sole discretion of the Company, in consultation with the BRLMs; and (ii) in the event that Equity Shares that we have applied for are not Allotted to us in full or at all, and/or the Application Amount is in excess of the amount equivalent to the product of the Equity Shares that will be Allocated to us and the Issue Price, or the Company is unable to issue and Allot the Equity Shares offered in the Issue or if there is a cancellation of the Issue, or in case of rejection of Bids or non-allocation of Equity Shares or the listing of the Equity Shares does not occur in the manner described in the PPD, the Placement Document, the SEBI ICDR Regulations and other applicable laws, the Application Amount or a portion thereof, as applicable, will be refunded to the same bank account from which the Bid Amount was paid by us. Further, we agree to comply with the rules and regulations that are applicable to us, including in relation to the lock-in and transferability requirements. In this regard, we authorize the Company to issue instructions to the depositories for such lock-in and transferability requirements, as may be applicable to us.

We further acknowledge and agree that (i) our names, addresses, nationalities, contact details, email IDs, PAN, bank account details and the number of Equity Shares Allotted, along with other relevant information as may be required, will be recorded by the Company in the format prescribed in terms of the PAS Rules; (ii) in the event that any Equity Shares are Allocated to us in the Issue, we are aware pursuant to the requirements under Form PAS-4 of the PAS Rules that our names (as proposed Allottees) and the percentage of our post-Issue shareholding in the Company will be disclosed in the Placement Document, and we are further aware that disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the Book Running Lead Managers; and (iii) in the event that Equity Shares are Allotted to us in the Issue, the Company will place our name in the register of members of the Company as a holder of such Equity Shares that may be Allotted to us and in the Form PAS-3 filed by the Company with the Registrar of Companies, Maharashtra at Mumbai (the "**RoC**") as required in terms of the PAS Rules. In addition, we confirm that we are eligible to invest in Equity Shares under the SEBI ICDR Regulations, circulars issued by the Reserve Bank of India ("**RBI**") and other applicable laws.

By signing and/or submitting this Application Form, we hereby confirm and agree (i) that the representations, warranties, acknowledgements and agreements as provided in the sections entitled *"Notice to Investors"*, *"Representations by Investors"*, *"Issue Procedure"*, *"Selling Restrictions"* and "*Purchaser Representations and Transfer Restrictions*" of the PPD and (ii) the terms, conditions and agreements mentioned herein are true and correct and acknowledge and agree that these representations and warranties are given by us for the benefit of the Company and the BRLMs, each of whom is entitled to rely on, and is relying on, these representations and warranties in consummating the Issue.

By signing and/or submitting this Application Form, we hereby represent, warrant, acknowledge and agree as follows: (1) we have been provided with a serially numbered copy of the PPD along with the Application Form, have read it in its entirety including in particular, the section entitled "*Risk Factors*" therein and we have relied only on the information contained in the PPD and not on any other information obtained by us either from the Company, the BRLMs or from any other source, including publicly available information; (2) we will abide by the PPD and the Placement Document, this Application Form, the CAN, when issued, and the terms, conditions and agreements contained therein; (3) that if Equity Shares are Allotted to us pursuant to the Issue, we shall not sell such Equity Shares otherwise than on the floor of a recognised stock exchange in India for a period of one year from the date of Allotment; (4) we will not have the right to withdraw our Bid or revise our Bid downwards after the Issue Closing Date; (5) we will not trade in the Equity Shares credited to our beneficiary account maintained with the Depository Participant until such time that the final listing and trading approvals for the Equity Shares are issued by the Stock Exchange; (6) Equity Shares shall be Allocated and Allotted at the sole and absolute discretion of the Company, in consultation with the BRLMs, and the submission of this Application Form and payment of the corresponding Application Amount by us does not guarantee any Allocation or Allotment of Equity Shares to us in full or in part; (7) in terms of the requirements of the Companies Act, upon Allocation, the Company will be required to disclose names and percentage of our post-Issue shareholding of the proposed Allottees in the Placement Document; however, disclosure of such details in relation to us in the Placement Document will not guarantee Allotment to us, as Allotment in the Issue shall continue to be at the sole discretion of the Company, in consultation with the BRLMs; (8) the number of Equity Shares Allotted to us pursuant to the Issue, together with other Allottees that belong to the same group or are under common control as us, shall not exceed 50.00% of the Issue and we shall provide all necessary information in this regard to the Company and the BRLMs. For the purposes of this representation: The expression 'belong to the same group' shall derive meaning from Regulation 180(2) of the SEBI ICDR Regulations, i.e., entities where (i) any of them controls, directly or indirectly, through its subsidiary or holding company, not less than 15.00% of the voting rights in the other; (ii) any of them, directly or indirectly, by itself, or in combination with other persons, exercise control over the others; or (iii) there is a common director, excluding nominee and independent directors, among the Eligible QIBs, its subsidiary or holding company and any other QIB; and 'control' shall have the same meaning as is assigned to it under Regulation 2(1)(e) of the Takeover Regulations; (9) if we are participating in the Issue as an Eligible FPI, we are not an individual, corporate body, or family office; and (10) We agree to accept the Equity Shares applied for, or such lesser number of Equity Shares as may be Allocated to us, subject to the provisions of the memorandum of association and articles of association of the Company, applicable laws and regulations, the terms of the PPD and the Placement Document, this Application Form, the CAN upon its issuance and the terms, conditions and agreements mentioned therein and request you to credit the same to our beneficiary account with the Depository Participant as per the details given below.

By signing and/or submitting this Application Form, we further represent, warrant and agree that we have such knowledge and experience in financial and business matters that we are capable of evaluating the merits and risks of the prospective investment in the Equity Shares and we understand the risks involved in making an investment in the Equity Shares. No action has been taken by us or any of our affiliates or representatives to permit a public offering of the Equity Shares in any jurisdiction. We satisfy any and all relevant suitability standards for investors in Equity Shares, have the ability to bear the economic risk of our investment in the Equity Shares, have adequate means of providing for our current and contingent needs, have no need for liquidity with respect to our investment in Equity Shares and are able to sustain a complete loss of our investment in the Equity Shares.

We acknowledge that once a duly filled Application Form is submitted by an Eligible QIB, whether signed or not, and the Application Amount has been transferred to the Escrow Account (as detailed below), such Application Form constitutes an irrevocable offer and cannot be withdrawn or revised downwards after the Issue Closing Date. In case Bids are being made on behalf of the Eligible QIB and this Application Form is unsigned, we confirm that we are authorized to submit this Application Form and provide necessary instructions for transfer of the Application Amount to the Escrow Account, on behalf of the Eligible QIB.

We acknowledge that the Equity Shares have not been and will not be registered under the U.S. Securities Act, and may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. **By signing this Application Form and checking the applicable box above, we hereby represent that we are located outside the United States and purchasing Equity Shares in an "offshore transaction" as defined in, and in reliance on Regulation S and the applicable laws of the jurisdictions where such offers and sales are made.**

BIDDER DETAILS (In Block Letters)			
NAME OF BIDDER*			
NATIONALITY			
REGISTERED ADDRESS			
CITY AND CODE			
COUNTRY			
PHONE NO.		**FAX NO.**	
MOBILE NO.			
EMAIL ID			
LEI			
FOR ELIGIBLE FPIs**	SEBI FPI REGISTRATION NO.		
FOR MF	SEBI MF REGISTRATION NO		
FOR AIFs***	SEBI AIF REGISTRATION NO.		
FOR VCFs***	SEBI VCF REGISTRATION NO.		
FOR SI-NBFC	RBI REGISTRATION DETAILS		
FOR INSURANCE COMPANIES	IRDAI REGISTRATION DETAILS.		
FOR PENSION FUNDS	PFRDA REGISTRATION DETAILS.		

**Name should exactly match with the name in which the beneficiary account is held. Application Amount payable on Equity Shares applied for by joint holders shall be paid from the bank account of the person whose name appears first in the application. Mutual Fund Bidders are requested to provide details of the bids made by each scheme of the Mutual Fund. Each Eligible FPI is required to fill a separate Application Form. Further, any discrepancy in the name as mentioned in this Application Form with the depository records would render the application invalid and liable to be rejected at the sole discretion of the Company and the BRLMs.*
*** In case you are an Eligible FPI holding a valid certificate of registration and eligible to invest in the Issue, please mention your SEBI FPI Registration Number.*
**** Allotments made to AIFs and VCFs in the Issue are subject to the rules and regulations that are applicable to each of them respectively, including in relation to lock-in requirement. AIFs and VCFs should independently consult their own counsel and advisors as to investment in and related matters concerning the Issue.*

NO. OF EQUITY SHARES BID FOR		**PRICE PER EQUITY SHARE (RUPEES)**		**APPLICATION AMOUNT (RUPEES)**	
(In Figures)	(In Words)	(In Figures)	(In Words)	(In Figures)	(In Words)

We are aware that the number of Equity Shares in the Company held by us, together with the number of Equity Shares, if any, Allocated to us in the Issue will be aggregated to disclose the percentage of our post-Issue shareholding in the Company in the Placement Document in line with the requirements under Form PAS-4 of the PAS Rules. For such information, the BRLMs will rely on the information provided by the Registrar for obtaining details of our shareholding and we consent and authorize such disclosure in the Placement Document.

DEPOSITORY ACCOUNT DETAILS				
Depository Name (Please ✓)		National Security Depository Limited		Central Depository Services (India) Limited

Depository Participant Name																						
DP – ID	I	N																				
Beneficiary Account Number								(16-digit beneficiary account. No. to be mentioned above)														
The demographic details like address, bank account details etc., will be obtained from the Depositories as per the beneficiary account given above. However, for the purpose of refund, if any, only the bank details as mentioned below, from which the Application Amount has been remitted for the Equity Shares applied for in the Issue, will be considered.																						

PAYMENT DETAILS | REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER
By 3.00 p.m. (IST), April 2, 2024 being the Issue Closing Date

ESCROW ACCOUNT - BANK ACCOUNT DETAILS FOR PAYMENT OF APPLICATION AMOUNT THROUGH ELECTRONIC FUND TRANSFER REMITTANCE BY WAY OF ELECTRONIC FUND TRANSFER			
Name of the Account	Angel One Limited-QIP Escrow Account 2024	**Account Type**	Current Account
Name of Bank	Kotak Mahindra Bank Limited	**Address of the Branch of the Bank**	Mumbai-Nariman Point Branch
Account No.	5548928939	**IFSC**	KKBK0000958
LEI Number	335800E6GTTXKHXE2I75	**Email and telephone no.**	cmsipo@kotak.com

The Bid Amount should be transferred pursuant to the Application Form. All payments must be made only by way of electronic funds transfer, in favour of *"Angel One Limited-QIP Escrow Account 2024*. Payment of the entire Application Amount should be made along with the Application Form on or before the closure of the Issue Period, i.e., prior to the Issue Closing Date. **The payment for subscription to the Equity Shares Allotted in the Issue shall be made only from the bank account of the person subscribing to the Equity Shares and in case of joint holders, from the bank account of the person whose name appears first in the Application Form.**

The Bidders are responsible for the accuracy of the bank account details mentioned below and acknowledge that the successful processing of refunds if, any, shall be dependent on the accuracy of the bank account details provided by them. The Company and the BRLMs shall not be liable in any manner for refunds that are not processed due to incorrect bank account details.

RUPEE BANK ACCOUNT DETAILS (FOR REMITTANCE)			
Bank Account Number		IFSC Code	
Bank Name		Bank Branch Address	

DETAILS OF CONTACT PERSON			
Name:			
Address:			
Tel. No:		Fax No:	
Mobile No.	______________________________ Email: ______________________________		

OTHER DETAILS	
PAN	
Date of Application	
Signature of Authorised Signatory (may be signed either physically of digitally)	

ENCLOSURES ATTACHED
☐ Copy of PAN Card or PAN allotment letter**
☐ FIRC
☐ Copy of the SEBI registration certificate as a Mutual Fund
☐ Copy of the SEBI registration certificate as an Eligible FPI
☐ Copy of the SEBI registration certificate as an AIF
☐ Copy of the SEBI registration certificate as a VCF
☐ Certified copy of certificate of registration issued by the RBI as an SI-NBFC/ a scheduled commercial bank
☐ Copy of the IRDAI registration certificate
☐ Intimation of being part of the same group
☐ Certified true copy of the power of attorney
☐ Other, please specify __________________

**A physical copy of the Application Form and relevant documents as required to be provided along with the Application Form shall be submitted as soon as practicable.*
***Please note that the Bidder should not mention the GIR number or any other identification number instead of the PAN, unless the Bidder is exempted from requirement of obtaining a PAN under the Income-tax Act, 1961, as the application is liable to be rejected on this ground.*

Note 1: Capitalized terms used but not defined herein shall have the same meaning as ascribed to them in the PPD and the Placement Document.
Note 2: This Application Form may be rejected if any information provided is incomplete or inadequate, at the discretion of the Bank in consultation with the BRLMs.
Note 3: The duly filed Application Form along with all enclosures shall be submitted to the BRLMs either through electronic form at the email mentioned in the PPD or through physical delivery at the address mentioned in the PPD.

The Application Form and the PPD sent to you and the Placement Document which will be sent to you in electronic form, are specific to you and you may not distribute or forward the same and are subject to the disclaimers and restrictions contained or accompanying these documents.