



Zerodha Fund House

No 51, 2nd Floor, Le Parc Richmond, Richmond Road,
Shantala Nagar, Bengaluru 560025 India

NOTICE

Shorter Notice is hereby given that the AMC/EGM/01-2023-24 **Extra-Ordinary General Meeting** of the Members of **M/s. ZERODHA ASSET MANAGEMENT PRIVATE LIMITED** (CIN: U67190KA2021PTC155726) will be held on the Monday, February 26, 2024 at 4.00 PM through video conferencing at the Registered Office of the Company at INDIQUBE PENTA New No. 51 (Old No.14), Richmond Road, Bangalore - 560 025 Karnataka, India to transact the following business:

SPECIAL BUSINESS:

1. **To approve the appointment of M/s. SR Batliboi & Co., LLP, Chartered Accountants as the Statutory Auditors of the Company to fill the casual vacancy and fix their remuneration:**

To consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to sub-section (8) of section 139 of the Companies Act, 2013 read with Companies (Audit and Auditors Rules), 2014 (the Rules) and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force), and pursuant to the recommendation made by the Board of Directors, M/s. SR Batliboi & Co., LLP, Chartered Accountants, (FRN 301003E/E300005), be and are hereby appointed as Statutory Auditors of the Company for the financial year 2023-24 to fill up the casual vacancy caused due to resignation of M/s. Walker Chandiok & Co., LLP, Chartered Accountants, (FRN No: 001076N/N500013), and they shall hold office until the conclusion of the ensuing annual general meeting at the remuneration of Rs. 7,00,000/- (Rupees Seven Lakhs Only) plus applicable taxes and other expenses / or such remuneration as may be agreed mutually between the Company and the Statutory Auditors.

RESOLVED FURTHER THAT any of the Directors and/or Vishal Jain, CEO and/or Pranav Koranne, Company Secretary of the Company be and are hereby severally authorized to sign, execute all such documents and to do all such acts, deeds and things which may be necessary to bring into effect the above resolution.”

**By Order of the Board
For Zerodha Asset Management Private Limited**

Sd/-
Pranav Koranne
Company Secretary
(Membership No. A39485)
Place: Bengaluru
Date: February 14, 2024



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NOTES:

1. Ministry of Corporate Affairs (“MCA”) allowed conducting General Meetings through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”) and dispensed the physical presence of the members at the meeting. Accordingly, the MCA issued Circular No. 14/2020 dated April 08, 2020, Circular No. 17/2020 dated April 13, 2020 and subsequent circulars issued in this regard, latest being Circular No. 09/2023 dated September 25, 2023 (collectively referred to as “MCA Circulars”) permitted convening the General Meetings (“Meeting”) through Video Conferencing (“VC”) or Other Audio-Visual Means (“OAVM”), without the physical presence of the members at a common venue.
2. In accordance with the MCA Circulars, provisions of the Companies Act, 2013 (‘the Act’), the EGM of the Company is being held through VC / OAVM. The deemed venue for the EGM shall be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
3. As per the provisions of Clause 3.A.II of the General Circular No. 20/ 2020 dated May 5, 2020 the matters of Special Business as appearing in the Notice, are considered to be unavoidable by the Board and hence, form part of this Notice.
4. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this EGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the EGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
5. Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 (‘the Act’), relating to the Special Business to be transacted at this Extra-Ordinary General Meeting (EGM) is annexed.
6. Corporate Members are requested to send a certified copy of the Board Resolution authorising their representative to attend this EGM, pursuant to Section 113 of the Act, through e-mail at secretarial@zerodhafundhouse.com or by post to the Company Secretary of the Company at Indiquebe Penta, 2nd Floor, No. 51, Richmond Road, Bengaluru, 560025.
7. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.
8. In accordance with the MCA Circulars, the statutory registers and relevant documents referred to in this Notice of EGM and explanatory statement will be available for inspection on the date of EGM in electronic mode and shall remain open and be accessible to any Member.
9. In conformity with the regulatory requirements, the Notice of this EGM is being sent only through electronic mode to those Members who have registered their e-mail addresses with the Company or with the Depositories. Members desirous of obtaining physical copies of the said Notice are required to send a request to the Company, mentioning their name and DP ID & Client ID / folio number, through e-mail at secretarial@zerodhafundhouse.com or

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CIN: U67190KA2021PTC155726 **Email:** info@zerodhafundhouse.com **Phone:** +91-80 6960 1101
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by post to the Company Secretary of the Company at Indiqube Penta, 2nd Floor, No. 51, Richmond Road, Bengaluru, 560025.

10. Members who would like to express their views or ask questions with respect to the agenda items of the meeting will be required to register themselves as speaker by sending e-mail to the Company Secretary at secretarial@zerodhafundhouse.com from their registered e-mail address, mentioning their name, DP ID & Client ID / folio number and mobile number. Only those Members who have registered themselves as speaker by , Thursday, February 22, 2024 will be able to speak at the meeting. The Company reserves the right to restrict the number of questions and / or number of speakers, depending upon availability of time, for smooth conduct of the EGM.
11. Further, Members who would like to have their questions / queries responded to during the EGM are requested to send such questions / queries in advance within the aforesaid time period.



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PROCEDURE FOR JOINING THE EGM THROUGH VC / OAVM:

1. The Company will provide VC / OAVM facility to its members for attending the EGM. Members are requested to follow the procedure given below:

2. Please click on the following link:

Join Zoom Meeting

<https://zoom.us/j/99201290128?pwd=UGlkb0FqVGIZYVJ2Wk9nQjN6aXkvdz09>

3. Enter Meeting ID and passcode as below to join the meeting:

a. Meeting ID: 992 0129 0128

b. Passcode: 246514

4. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.

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EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO. 1

M/s. Walker Chandiook & Co LLP, Chartered Accountants were appointed as the Statutory Auditors of the Company in 1st Annual General Meeting of the Company held on and who shall hold office upto the conclusion of 6th Annual General Meeting of the Company. However, M/s. Walker Chandiook & Co LLP vide their letter dated November 06, 2023 have resigned as the Statutory Auditor of the Company due to commercial reasons.

This has resulted into a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013. Further, as per the provisions of Section 139 (8) of the Companies Act, 2013, Casual vacancy caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company.

Accordingly, the Audit Committee and the Board of Directors of the Company at their respective meetings held on December 05, 2023 recommended the appointment of M/s. SR Batliboi & Co, LLP Chartered Accountants, (Firm Registration No. 301003E/E300005), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Walker Chandiook & Co LLP and shall hold office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and they shall conduct the Statutory Audit for the financial year ending on March 31, 2024.

M/s. SR Batliboi & Co, LLP Chartered Accountants, Chartered Accountants, (Firm Registration No. 301003E/E300005) have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013.

The Board of Directors of the Company recommends the passing of the resolution in Item No. 01 of the notice as an ordinary resolution. None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company are concerned or interested in the said resolution.

**By Order of the Board
For Zerodha Asset Management Private Limited**

**Sd/-
Pranav Koranne
Company Secretary
(Membership No. A39485)
Place: Bengaluru
Date: February 14, 2024**