

NOTICE

Shorter Notice is hereby given that the first Extra-Ordinary General Meeting of the Members of Zerodha Trustee Private Limited (CIN: U67100KA2021PTC155537) for the financial year 2024-25 will be held on Tuesday, December 24, 2024 at 05.00 PM at 153, 154, 4th Cross Road, JP Nagar 4th Phase, Dollars Colony, Phase-4, Bengaluru - 560078 to transact the following businesses:

SPECIAL BUSINESS:

1. To consider and approve the increase in Authorized share capital and amendment of clause V of the Memorandum of Association (MOA) of the Company:

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

“RESOLVED that pursuant to the provisions of Section 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder (“the Act”) if any, the Authorised Share Capital of the Company be increased from INR 1,00,00,000 (Indian Rupee One crore) divided into 10,00,000 (Ten Lakhs) Equity Shares at the face value of INR 10 (Indian Rupee Ten) to INR 1,50,00,000 (Indian Rupees One Crore and Fifty Lakhs) divided into 15,00,000 (Fifteen Lakhs) Equity Shares at the face value of INR 10 (Indian Rupee Ten) each and accordingly Clause V of the Memorandum of Association of the Company be substituted by the following:

“The Authorised Share Capital is Rs. 1,50,00,000 (Rupees One Crore and Fifty Lakhs Only) divided into 15,00,000 (Fifteen Lakhs) Equity Shares at the face value of INR 10 (Indian Rupee Ten) each with the power to increase or decrease the Capital of the Company and to divide the shares into several classes and attach thereto respectively conditions in such manner as may for the time being be provided by the Articles of the Company.”

FURTHER RESOLVED that subject to and in accordance with the provisions of the Act, as may be applicable from time to time, the Board of Directors of the Company be and is hereby authorised on behalf of the Company to do all such act/s, deed/s, matter/s and thing/s as it may, in its absolute discretion, deem necessary and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard without requiring the Board of Directors to secure any further consent or approval of the members of the Company.”

**By Order of the Board
For Zerodha Trustee Private Limited**

**Sd/-
Vasanth Kamath
DIN: 07214307
Director**

Place: Bengaluru
Date: December 24, 2024

NOTES

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“the Act”) and Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India (“Secretarial Standard 2”) in respect of the business set out above is annexed hereto.
2. Institutional / Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM are requested to send a scanned copy (PDF / JPEG format) of the Board Resolution authorising its representatives to attend and vote at the AGM, pursuant to Section 113 of the Act.
3. In accordance with the circulars issued by MCA the Notice of the 3rd AGM along for the Financial Year (FY) 2023-24 is being sent by electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participants (DPs).
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.
5. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Secretarial Standard on General Meetings issued, is annexed hereto. The Directors have furnished consent / declaration for their appointment / re-appointment as required under the Act and Rules made thereunder.
6. As per the provisions of Section 107 of the Act, any resolution put to the vote at the meeting shall be decided by show of hands unless a poll is demanded by the members of the Company as per the provisions of section 109 of the Act. Once the vote on a resolution is cast by a member, the member shall not be allowed to change it subsequently or cast the vote again.
7. In case of joint holders attending the AGM, only such a joint holder who is senior by the order in which the name stands in the register of members will be entitled to vote.
8. The relevant documents referred to in the Notice and the Explanatory Statement are open for inspection by the members at the Registered Office of the Company and also at the venue during the meeting.

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

ITEM NO. 1

At present, the Authorised Share Capital of the Company stands at INR 1,00,00,000 (Indian Rupee One Crore) divided into 10,00,000 (Ten Lakhs) Equity Shares at the face value of Rs. 10 (Rupees Ten) each.

It is intended to raise the required funds by way of induction of the fresh equity share capital in the Company and it would therefore be necessary to increase the Authorised Share Capital.

It is proposed to increase the Authorised Share Capital from INR 1,00,00,000 (Indian Rupees One Crore) to INR 1,50,00,000 Crores (Indian Rupee Once Crore and Fifty Lakhs) by creation of 15,00,000 (Fifteen Lakhs) Equity Shares at the face value of Rs. 10 (Rupees Ten) each.

For the above purpose, it would be necessary to substitute the existing Clause V of the Memorandum of Association of the Company with a new clause.

In accordance with the provisions of Sections 13, 61 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) and the Rules framed there under, it would be necessary to obtain the approval of the members for the increase in Authorised Share Capital of the Company. It is being sought as proposed in the Resolution.

The Memorandum of Association of the Company are available for inspection by any Member at the Registered Office of the Company.

The Board of Directors recommend the Ordinary Resolution set out in the Notice for approval of the Members.

None of the Directors, KMPs and their relatives are in any way, concerned or interested in this Item/ Business

**By Order of the Board
For Zerodha Trustee Private Limited**

**Sd/-
Vasanth Kamath
DIN: 07214307
Director**

Place: Bengaluru
Date: December 24, 2024

Zerodha Trustee Private Limited
(CIN: U67100KA2021PTC155537)
Registered Office: IndiQube Penta, No. 51, 2nd Floor
Richmond Road, Bengaluru - 560025
Email: secretarial@zerodhafundhouse.com

Form No. MGT-11

FORM OF PROXY

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Venue of the Meeting;

Date and time:

Name	
Registered Address	
Email ID	
Folio No./ Client ID & ID:	

I, _____ being a member of Zerodha Trustee Private Limited hereby appoint the following as my Proxy to attend and vote for (me and on my behalf at the Annual General Meeting of the Company to be held on and at any adjournment thereof) in respect of such resolutions as are indicated below;

1. Mr./Ms. _____ (Name & Signature of the Proxy)
Registered address _____ Email _____

Signature _____
2. Mr./Ms. _____ (Name & Signature of the Proxy)
Registered address _____ Email _____

Signature _____

I direct my Proxy to vote on the Resolutions in the manner as indicated below:

Sr. No	Resolution	Number of Shares	For	Against
1.	To consider and approve the increase in Authorized share capital and amendment of clause V of the Memorandum of Association (MOA) of the Company.			

Please put a tick mark (√) in the appropriate column against the resolutions indicated in the box. If a member leaves the “For” or “Against” column blank against any or all the Resolutions, the proxy will be entitled to vote in the manner he/she thinks appropriate. If a member wishes to abstain from voting on a particular resolution, he/she should write “Abstain” across the boxes against the Resolution.

Signature of Member

Affix One Rupee Revenue Stamp

Signed this _____ day of _____ 2024

Notes:

1. The Proxy to be effective should be deposited at the registered office of the Company at least Forty-Eight Hours before the commencement of the Meeting.
2. A Proxy need not be a Member of the Company.
3. The form of Proxy confers authority to demand or join in demanding a poll.
4. The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.
5. In case a member wishes his votes to be used differently, he/she should indicate the number of shares under the columns “For” or “Against” as appropriate.

Zerodha Trustee Private Limited
(CIN: U67100KA2021PTC155537)
Registered Office: IndiQube Penta, No. 51, 2nd Floor
Richmond Road, Bengaluru - 560025
Email: secretarial@zerodhafundhouse.com

Attendance Slip

(To be handed over at the entrance of the Meeting hall)

Registered Folio	
No./ DP ID/Client ID	
Name of the Member(s)	
Address	
Joint Holder 1	
Joint Holder 2	

I hereby record my presence at the (1st) Extra-Ordinary General Meeting of Zerodha Trustee Private Limited for the financial year 2024-25 scheduled to be held on Tuesday, December 24, 2024 at 5 PM at 153, 154, 4th Cross Road, JP Nagar 4th Phase, Dollars Colony, Phase-4, Bengaluru - 560078.

Full name of the Member (in BLOCK LETTERS)

Full name of the Proxy (in BLOCK LETTERS)

Member's/ Proxy's Signature

ROUTE MAP OF THE VENUE OF MEETING

