Zerodha Fund House
No 51, 2nd Floor, Le Parc Richmonde, Richmond Road,
Shantala Nagar, Bengaluru 560025 India

NOTICE

Notice is hereby given that the **Extra-Ordinary General Meeting (**AMC/EGM/01-2026-27) of the Members of **M/s. ZERODHA ASSET MANAGEMENT PRIVATE LIMITED** (CIN: U67190KA2021PTC155726) will be held on the Friday, August 21, 2026 at 1:00 PM at shorter notice through video conferencing at the Registered Office of the Company at Indiqube Penta, New No. 51 (Old No.14), Richmond Road, Bengaluru - 560 025 Karnataka, India to transact the following business:

SPECIAL BUSINESS:

1. **To consider and approve increase in Authorized share capital and amendment to 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(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company and pursuant to the recommendation made by the Board of Directors, consent of the shareholders be and is hereby accorded to increase the Authorized Share Capital of the Company from Rs. 100,00,00,000/- (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following "Clause V".

V. The Authorized Share Capital of the Company shall be Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares of Rs. 10/- (Rupees Ten) each.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, any Directors of the Company or CEO or Compliance Officer or Company Secretary be and is hereby severally authorised, on behalf of the Company, to take all the requisite, incidental, consequential steps including seeking approval to give effect to the above resolution and to perform all such act(s), deed(s), matter(s) and thing(s) as may be required in order to give effect to the above resolution including the signing, filing and submitting of necessary forms/ returns/ documents, etc. with the Registrar of Companies and other authorities as may be required.

By Order of the Board
For Zerodha Asset Management Private Limited

Sd/-
Pranav Koranne
Company Secretary
(Membership No. A39485)

Place: Bengaluru
Date: August 21, 2026

NOTES:

1. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated May 05, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) until further orders.In compliance with the provisions of the Companies Act, 2013 (the Act), and MCA Circulars, the 1st EGM for the FY 2025-26 of the Company is being conducted through VC/OAVM. The deemed venue of the EGM will be the Registered Office of the Company. The detailed procedure for participation in the meeting through VC/OAVM is annexed hereto.
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. Institutional/ Corporate Members are entitled to appoint authorised representatives to attend, participate at the AGM through VC / OAVM 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 at pranav.koranne@zerodhafundhouse.com / secretarial@zerodhafundhouse.com
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 by post to the Company Secretary of the Company at Indiqube Penta, 2nd Floor, No. 51, Richmond Road, Bengaluru, 560025.

10. 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.

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 find below Zoom Link for the Meeting:

   Zerodha AMC is inviting you to a scheduled Zoom meeting.
   Join Zoom Meeting
   https://zoom.us/j/98554334515?pwd=rcuWDIhNQbNteksYAYQv2JzYb7ebF7.1

   Meeting chat link
   https://zoom.us/launch/jc/98554334515

   Meeting ID: 985 5433 4515
   Passcode: 908065

3. 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.

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 100,00,00,000 (Indian Rupee Hundred Crores Only) divided into 10,00,00,000 (Ten Crores) Equity Shares at the face value of Rs. 10 (Rupees Ten) each.

It is intended to raise the 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 100,00,00,000/- (Rupees Hundred Crore Only) divided into 10,00,00,000 (Ten Crore) Equity Shares of Rs. 10/- (Rupees Ten) each to Rs. 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crore Fifty Lakh) Equity Shares 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 V.

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 existing and the proposed 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 Asset Management Private Limited

Sd/-
Pranav Koranne
Company Secretary
(Membership No. A39485)
Place: Bengaluru
Date: August 21, 2026