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

NOTICE

Notice is hereby given that the second **Extra-Ordinary General Meeting** of the Members of **Zerodha Asset Management Private Limited** (*CIN: U67190KA2021PTC155726*) will be held on 11.30 A.M through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), at registered office of the Company at Indiqube Penta, New No. 51 (Old No. 14), Richmond Road, Bengaluru, Karnataka - 560 025 to transact the following businesses.

SPECIAL BUSINESS:

1. **To consider and approve the Name Change of the Company and consequently approve the alteration of Memorandum of Association (MoA) & Articles of Association (AoA) of the Company:**

To consider and, if thought fit, to pass, with or without modification(s), the following resolutions as ***Special Resolution***:

"**RESOLVED THAT** pursuant to the provisions of Section 4, 13, 14, 15 & 100 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, any other applicable law(s), regulation(s), policy(ies) or guideline(s), the provisions of the Memorandum and Articles of Association of the Company and subject to the approval of the Registrar of Companies (the "ROC") and other regulatory authorities, as may be applicable, consent of the Shareholders of the Company be and is hereby accorded to change the name of the Company from "**Zerodha Asset Management Private Limited**" to "**Zerodha CASE Asset Management Private Limited**".

RESOLVED FURTHER THAT post aforesaid approvals, the name "**Zerodha Asset Management Private Limited**" whereby occurs in the Memorandum and Articles of Association and other such documents, papers, registrations, etc of the Company as may be required be substituted by the name as approved by the Registrar of Companies viz., **Zerodha CASE Asset Management Private Limited**.

RESOLVED FURTHER THAT the draft set of the amended Memorandum of Association, a copy of which is placed before the meeting, be and is hereby approved and adopted as the new set of Memorandum of Association of the Company in substitution of the existing Memorandum of Association to meet the requirements of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Directors and/or CEO and/or Compliance Officer and/or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be required or deemed necessary or incidental thereto including signing and filing all the forms, application and other documents or papers with the Registrar of Companies, ("ROC") and any other statutory approvals as may be required in this matter and to execute all such deeds, documents and writings as may be necessary for and on behalf of the Company and to settle and finalize all issues that may arise in this regard in order to give effect to the abovementioned resolution."

By Order of the Board
For Zerodha Asset Management Private Limited

Pranav Koranne
Company Secretary
Membership No.: A39485

Place: Bengaluru
Date: September 17, 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 02nd EGM 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. As the EGM would be conducted through VC / OAVM pursuant to the MCA Circulars the physical presence of the members has been dispensed with and accordingly. The facility for appointment of Proxy by the Members will not be available for this EGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.

3. Institutional/ Corporate Members are entitled to appoint authorised representatives to attend, participate at the EGM 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 EGM, pursuant to Section 113 of the Act at pranav.koranne@zerodhafundhouse.com/ secretarial@zerodhafundhouse.com.

5. In accordance with the circulars issued by MCA the Notice of the 02nd EGM along with the Financial Statements for the Financial Year (FY) 2026-27 is being sent by electronic mode to Members whose e-mail ids are registered with the Company or the Depository Participants (DPs).

6. The information regarding the Director who is proposed to be appointed/re-appointed, as required to be provided under Secretarial Standards 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.

7. 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. Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the EGM.

8. In case of joint holders attending the EGM, 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.

9. In accordance with MCA Circulars, the statutory registers and 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 on all working days between Monday to Friday except public holidays, between 11:00 a.m. (IST) to 5:00 p.m. (IST) up to the date of the meeting and will also be available for inspection on the date of EGM in the electronic mode and shall remain accessible to any member.

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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 https://zoom.us/j/94711718154?pwd=eMBEfjDom78EpG0pruljmlM0S9TGHP.1

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

   a. Meeting ID: 947 1171 8154

   b. Passcode: 144174

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.

Zerodha Asset Management Private Limited
CIN: U67190KA2021PTC155726 **Email:** info@zerodhafundhouse.com **Phone:** +91-80 6960 1101
www.zerodhafundhouse.com

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Explanatory Statement in Respect of Items of Special Business:

Item No. 1: To consider and approve the Name Change of the Company and consequently approve the alteration of Memorandum of Association (MoA) & Articles of Association (AoA) of the Company:

SEBI vide its letter bearing reference no. I/18595/2026 dated August 12, 2026, granted its no objection to (i) the change in control of Zerodha Asset Management Private Limited ("the Company") pursuant to the induction of CASE Platforms Private Limited ("CASE") as a co-sponsor of Zerodha Mutual Fund, and (ii) the infusion of capital into the Company by CASE.

Pursuant thereto, CASE infused capital of Rs. 118.44 crs into the Company on September 09, 2026, consequent to which CASE holds more than 40% of the net worth of the Company, the eligibility threshold prescribed for a sponsor under the SEBI (Mutual Funds) Regulations, 2026.

Accordingly, Zerodha Mutual Fund now has two sponsors (i) Zerodha Broking Limited; and (ii) CASE; each acting as a Co-Sponsor.

In view of the induction of CASE as Co-Sponsor, and in order that the Company's name reflect its revised sponsor structure, it is proposed to change the name of the Company from "**Zerodha Asset Management Private Limited**" to "**Zerodha CASE Asset Management Private Limited**", or such other name as may be approved by the Registrar of Companies / Ministry of Corporate Affairs ("RoC/ MCA").

None of the Directors, Key Managerial Personnel and relatives thereof are concerned or interested either financially or otherwise in this resolution. The Board recommends the Special Resolution set out at Item No. 1 for the approval of Members.

By Order of the Board
For Zerodha Asset Management Private Limited

Pranav Koranne
Company Secretary
Membership No.: A39485

Place: Bengaluru
Date: September 17, 2026