



Zerodha Fund House

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

NOTICE

NOTICE is hereby given that the second Annual General Meeting of the Members of M/s. **ZERODHA ASSET MANAGEMENT PRIVATE LIMITED (CIN: U67190KA2021PTC155726)** will be held on the shorter notice, on Monday the 24th of July 2023 at 05:55 P.M through video conferencing deemed 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:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Annual Financial Statements of the Company for the financial year 2023 including Balance Sheet as at March 31, 2023, the Statement of Profit and Loss and Cash Flow Statement for the financial year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To re-appoint Mr. Rajanna Bhuvanesh (DIN: 09434723), who retires by rotation, and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS:

3. To regularise Ms. Nithya Easwaran (DIN: 03605392) as Independent Director of Zerodha Asset Management Private Limited.

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

“**RESOLVED THAT** pursuant to the Section 152, 161, 165 and other applicable provisions if any, of the Companies Act, 2013 (including any modification or re-enactment thereof), Nithya Easwaran (DIN: 03605392), who was appointed as an Additional Director of the Company under section 161 (1) of the Companies Act, 2013, by the Board of Directors in the Board Meeting held on 13/12/2022 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company for the term of 5 years w.e.f. December 13th, 2023 to December 12th, 2027, not liable to retire by rotation.”

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4. To regularise Mr. Tushar Mahajan (DIN: 09799589) as an Independent Director of Zerodha Asset Management Private Limited:

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

“RESOLVED THAT pursuant to the Section 152, 161, 165 and other applicable provisions if any, of the Companies Act, 2013 (including any modification or re-enactment thereof), Mr. Tushar Mahajan (DIN: 09799589), who was appointed as an Additional Director of the Company under section 161 (1) of the Companies Act, 2013, by the Board of Directors in the Board Meeting held on 13/12/2023 to hold office up to the date of this Annual General meeting be and is hereby elected and appointed as Independent Director of the Company, for the term of 5 years w.e.f. 13th December 2023 to 12th December 2027, not liable to retire by rotation.”

5. To approve the Related Party Transactions with M/s. Smallcase Technologies Private Limited:

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

“RESOLVED THAT pursuant to the provisions of Section 179, 188 of the Companies Act, 2013 read with rules of Companies (Meetings of Board and its Powers) Rules, 2014 and other related provisions of the Companies Act, 2013 including any statutory modification (s) or re-enactment thereof and based upon the recommendations of the Audit Committee and the Board of Directors the consent be and is hereby accorded for the modification in the “Service Agreement” dated September 28, 2022 with M/s. Smallcase Technologies Private Limited by the inclusion of HR and related services and on such terms and conditions as agreed by the parties.

RESOLVED FURTHER THAT Mr. Vishal Jain, Chief Executive Officer of the Company and/or any other officer of the Company duly authorized, be and is hereby authorized severally to sign, seal, deliver & execute all relevant documentation(s)/ agreements(s) and to do all acts, deeds, and things as may be required for entering into said amendment/ modification agreement including finalisation of the value/ costing for availing the services on Arm’s length basis and to present the said agreement before to such authorities/person/entities as may be deemed necessary for registration on behalf of the Company.

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RESOLVED FURTHER THAT the copy of the above resolution duly certified by any of the Directors or Company Secretary of the Company be furnished to the concerned authorities as may be required from time to time in connection with the above matter.”

6. To Approve the investment limit pursuant to section 186 of the Companies Act 2013.

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

“**RESOLVED THAT** pursuant to provisions of Section 179(3)(e) and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the limits envisaged under Section 186 read with Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014 and subject to the provision of Companies Act, the consent of the Members be and is hereby accorded to invest the surplus fund of the Company up to Rs. 100 Crore, (Rupees One Hundred Crore only) at any time in accordance with the AMC Investment Policy.

RESOLVED FURTHER THAT any Directors or CEO of the Company be and are hereby severally authorised to invest the funds and to do all such act(s), deed(s), matter(s) and thing(s) as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected herewith or incidental thereto.

RESOLVED FURTHER THAT in absence of Director or CEO, the Chief Financial Officer of the Company with the written approval of any one Associate Director be and is hereby authorised to invest the funds and to do all such act(s), deed(s), matter(s) and thing(s) as may be deemed proper, necessary, or expedient, for the purpose of giving effect to this resolution and for matters connected herewith or incidental thereto.

RESOLVED FURTHER THAT any one of the Directors or CEO or Company Secretary of the Company be and is hereby severally authorised to do all such acts for the purpose of issuing certified copy of this resolution and filing the requisite forms with Ministry of Corporate Affairs or submission of the documents with any other authority, for the purpose of giving effect to this resolution and for matters connected herewith or incidental thereto.”

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

Sd/-

**Ms. Shikha Singh
Company Secretary
(M. No. 52855)**

**Place: Bangalore
Date: 24/07/2023**

NOTES:

- 1. Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting. A proxy need not be a Member of the Company.*
- 2. Pursuant to the provision of section 105 of the Companies Act 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies etc, must be supported by an appropriate resolution/ authority, as applicable.*
- 3. A proxy shall not be entitled to vote except on a poll.*
- 4. The instrument appointing the proxy shall be deposited not later than forty-eight hours before the time fixed for holding the meeting. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a Body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.*

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5. *The instrument appointing a proxy shall be in writing and be sign by member or his authorized attorney or signed by an officer or his authorized attorney under seal in case of body corporate.*
6. *Every member entitled to vote at a meeting of the company, or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three day's notice in writing of the intention so to inspect is given to the company.*
7. *Relevant Registers and documents as mentioned in the above Notice shall be open for Inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. on any working day and also at the venue of AGM on AGM date till the commencement of the AGM.*
8. *The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) is not applicable as there is no any special business to transact during the year.*
9. *Route Map, as per Secretarial Standard 2 since all the shareholders are on board the requirement to attach a Route Map is not applicable.*

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