



# Zerodha Fund House

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

## NOTICE

Notice is hereby given that the third Annual General Meeting of the Members of **Zerodha Asset Management Private Limited** (CIN: U67190KA2021PTC155726) will be held on Wednesday, July 31, 2024 at 2.00 PM through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”), to transact the following businesses. The venue of the Meeting is the Registered Office of the Company at IndiQube Penta, No. 51, (Old no. 14) 2nd Floor, Richmond Road, Bengaluru - 560025

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31 2024 together with the reports of the Board of Directors and the Auditors thereon.**
- 2. To appoint a Director in place of Mr. Bhuvanesh Rajanna (DIN: 09434723) who is retiring by rotation and being eligible, offers his candidature for re-appointment.**
- 3. To appoint M/s. M.P. Chitale & Co., Chartered Accountant (FRN 101851W) as the Statutory Auditors of the Company and to fix their remuneration.**

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

**“RESOLVED THAT** pursuant to the provisions of Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation of Audit Committee and the Board of Directors, M/s. M.P. Chitale & Co., Chartered Accountants (FRN 101851W) be and are hereby appointed as the Statutory Auditors of the Company, to hold office for a term of five (5) consecutive years from the conclusion of this Annual General Meeting (AGM) (i.e from financial year 2024-25) until the conclusion of the AGM of the Company to be held for the financial year 2028-29 (i.e upto financial year 2028-29), on such remuneration as may be mutually agreed upon between the Audit Committee/ Board of Directors of the Company and the Statutory Auditors.

**Zerodha Asset Management Private Limited**

**CIN:** U67190KA2021PTC155726 **Email:** info@zerodhafundhouse.com **Phone:** +91-80 6960 1101

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**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include 'Audit Committee' of the Board) be and are hereby authorized to vary, or increase the remuneration or, alter, amend, and modify the remuneration payable to the Statutory Auditors of the Company from time to time as they deem fit.

**RESOLVED FURTHER THAT** the Board of Directors (which term shall be deemed to include 'Audit Committee' of the Board) or CEO or Company Secretary, be and is hereby authorised to do all act(s), deed(s), matter(s) and thing(s) as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

## **SPECIAL BUSINESS:**

- 4. To consider and approve regularization of Additional Director, Mr. Anugrah Shrivastava (DIN: 07044041) as Director of the Company.**

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

“**RESOLVED THAT** pursuant to Section 160, 161 and other applicable provisions of the Companies Act 2013, and the rules made thereunder (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members be and is hereby accorded to appoint Mr. Anugrah Shrivastava (DIN: 07044041) as Non-Executive Director of the Company, who was appointed as Additional Director w.e.f. August 23, 2023, till the conclusion of ensuing Annual General Meeting.

**RESOLVED FURTHER THAT** the Company has received a notice from a member pursuant to Section 160 of the Companies Act, 2013 proposing candidature of Mr. Anugrah Shrivastava.

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**RESOLVED FURTHER THAT** Mr. Bhuvanesh Rajanna, Director or Mr. Vishal Jain, CEO or Mr. Pranav Koranne, Company Secretary be and are hereby severally authorised to take all such steps and do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**Sd/-  
Pranav Koranne  
Company Secretary  
Membership No.: A39485**

**Place: Bengaluru  
Date: June 26, 2024**

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## 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. The Ministry of Corporate Affairs (MCA), vide its General Circular No. 20/2020 dated 5th May, 2020 read with the subsequent circulars issued from time to time, the latest one being General Circular No. 09/2023 dated 25th September, 2023 (MCA Circulars), has allowed the Companies to conduct the Annual General Meeting (AGM) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) till 30th September, 2024. In compliance with the provisions of the Companies Act, 2013 (the Act), and MCA Circulars, the 3rd AGM of the Company shall be conducted through VC/OAVM.
3. As the AGM would be conducted through VC / OAVM, the facility for appointment of Proxy by the Members is not available for this AGM. Hence, the Proxy Form and Attendance Slip including Route Map are not annexed to this Notice.
4. 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.
5. In accordance with the circulars issued by MCA the Notice of the 3rd AGM 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).
6. 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.
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.
8. 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.

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9. 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 also at the venue during the meeting.

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## **PROCEDURE FOR JOINING THE AGM THROUGH VC / OAVM:**

1. The Company will provide VC / OAVM facility to its members for attending the AGM. Members are requested to follow the procedure given below:
2. Please click on the following link:  
  
Join Zoom Meeting:  
  
<https://zoom.us/j/94471212164?pwd=sC0Lz6V6q68EDYSeSOTXoc5lcxpM5D>
3. Enter Meeting ID and passcode as below to join the meeting:
  - a. Meeting ID: 944 7121 2164
  - b. Passcode: 036255
4. The attendance of the Members attending the AGM 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 Items of Ordinary Business:

### Item No. 2: Re-appointment of Director retiring by rotation:

Based on the terms of appointment and pursuant to Section 152 (6) of the Companies Act, 2013 (“the Act”), except the Independent Directors of the Company all Directors are liable to retire by rotation. Accordingly, Mr. Bhuvanesh Rajanna (DIN: 09434723) is liable to retire by rotation at the ensuing AGM.

Mr. Bhuvanesh Rajanna was appointed as Non-Executive Director (Associate Director) pursuant to the applicable provisions of the Act and the SEBI (Mutual Fund) Regulations, 1996 with effect from December 20, 2021.

Information of Directors who are being appointed/ re-appointment or whose remuneration is being proposed at this AGM, pursuant to the applicable provisions of the Companies Act, 2013 and Secretarial Standards-2, as on the date of Notice:

|  |  |
|--|--|
| Name:  | Mr. Bhuvanesh Rajanna  |
| Directors Identification Number (DIN)                    | 09434723   |
| Date of Birth  | 04/01/1992   |
| Age  | 32 years   |
| Original Date of appointment                             | December 20, 2021  |
| Qualification  | Bachelor of Commerce   |
| Experience and expertise in functional areas             | Part of the team at Zerodha Broking Limited that headed Mutual Funds (Coin), NPS and Fixed Income Product. |
| Terms and conditions of appointment and re-appointment   | Pursuant to the applicable provisions of the Companies Act, 2013   |
| No. of Board Meetings attended during the year           | 6 out of 6   |
| Shareholding in Zerodha Asset Management Private Limited | NIL  |

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|  |     |
|--|-----|
| Shareholding in Zerodha Asset Management Private Limited as beneficial owner | NIL |
| Relation with other Directors and Key Managerial Personnel                   | NA  |
| Directorships held in other Indian Companies                                 | NIL |
| Memberships/Chairmanship in other Indian Companies                           | NA  |

Save and except Mr. Bhuvanesh Rajanna and his relatives to the extent of their shareholding in the Company, if any, 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 Ordinary Resolution set out at Item No. 2 for the approval of Members.

### **Item No. 3: Appointment of Statutory Auditors:**

The Board of Directors of the Company (“the Board”), at its meeting held on June 26, 2024, considering the experience and expertise and based on the recommendation of the Audit Committee, have proposed to the Members of the Company, appointment of M/s. M.P. Chitale & Co., Chartered Accountant (FRN 101851W). The proposed appointment is for a term of 5 (five) consecutive years from the conclusion of this Annual General Meeting (AGM) (i.e from financial year 2024-25) until the conclusion of the AGM of the Company to be held for the financial year 2028-29 (i.e upto financial year 2028-29) on payment of such remuneration as may be mutually agreed upon between the Audit Committee and Board of Directors and the Statutory Auditors, from time to time.

Pursuant to Section 139 of the Companies Act, 2013 (the Act) and the Rules framed thereunder, the Company has received written consent from M/s. M.P. Chitale & Co. and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and Rules framed thereunder.

*None of the Directors or other Key Managerial Personnel and their relatives, are concerned or interested financially or otherwise in this Resolution. The Board recommends the Ordinary Resolution set out at Item No. 3 for the approval of Members.*

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## Item No. 4: Regularization of Additional Director:

Mr. Anugrah Shrivastava was appointed as an Additional Director of the Company with effect from August 23, 2023, in accordance with the provisions of Section 161 of the Act, read with the Articles of Association of the Company.

As per the provisions of Section 161 of the Act, the “Additional Director” so appointed shall hold office upto the date of the next Annual General Meeting or the last date on which the Annual General Meeting should have been held, whichever is earlier. Accordingly, Mr. Anurgh Shrivastava shall hold office as an Additional Director upto the date of Annual General Meeting of the Company to be held for financial year 2023-2024. Mr. Anugrah Shrivastava is not disqualified from being appointed as Director in terms of Section 164 of Companies Act, 2013 and has given his consent to act as Director.

The Company has also received a notice from a member proposing the candidature of Mr. Anugrah Shrivastava for the office of Director in terms of Section 160 of the Act.

The Board is of the view that the appointment of Mr. Anugrah Shrivastava as Director is desirable and would be beneficial to the interest of the Company and hence it recommends the said Resolution No. 4 for approval by the members of the Company.

Additional Information on Director as required pursuant to Secretarial Standard -2 on General meetings issued by the Institute of Company Secretaries of India:

|  |   |
|--|---|
| Name:  | Mr. Anugrah Shrivastava   |
| Directors Identification Number (DIN)        | 07044041  |
| Date of Birth                                | 09/02/1989  |
| Age  | 35 years  |
| Original Date of appointment                 | August 23, 2023   |
| Qualification                                | <ul style="list-style-type: none"><li>• Integrated Master of Science (M.Sc.), Economics - Department of Humanities &amp; Social Sciences, IIT Kharagpur, India (2012)</li><li>• CFA Level 3 - CFA Institute, USA (2013)</li></ul> |
| Experience and expertise in functional areas |   |

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|  |   |
|--|---|
| Terms and conditions of appointment and re-appointment                       | Pursuant to the applicable provisions of the Companies Act, 2013  |
| No. of Board Meetings attended during the year                               | 3 out of 4  |
| Shareholding in Zerodha Asset Management Private Limited                     | NIL   |
| Shareholding in Zerodha Asset Management Private Limited as beneficial owner | NIL   |
| Relation with other Directors and Key Managerial Personnel                   | NA  |
| Directorships held in other Indian Companies                                 | <ul style="list-style-type: none"><li>• Smallcase Technologies Private Limited;</li><li>• Windmill Capital Private Limited;</li><li>• Anchorage Technologies Private Limited;</li><li>• Essential Investment Managers Private Limited</li></ul> |
| Memberships/Chairmanship in other Indian Companies                           | NIL   |

Save and except Mr. Anugrah Shrivastava and his relatives to the extent of their shareholding in the Company, if any, 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 Ordinary Resolution set out at Item No. 3 for the approval of Members.

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

**Sd/-  
Pranav Koranne  
Company Secretary  
Membership No.: A39485**

**Place: Bengaluru  
Date: June 26, 2024**

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