



# 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 Trustee Private Limited** (CIN: U67100KA2021PTC155537) will be held on Wednesday, July 31, 2024 at 05.00 PM to transact the following businesses. The venue of the Meeting is 153, 154, 4th Cross Road, JP Nagar 4th Phase, Dollars Colony, Phase-4, Bengaluru - 560078.

### ORDINARY BUSINESS:

- 1. To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31 2024, the reports of the Board of Directors and Auditors thereon.**
- 2. To appoint a Director in place of Mr. Karthik Rangappa (DIN: 03596015) who is retiring by rotation and being eligible, offers his candidature for re-appointment.**
- 3. To appoint M/s. MSKA & Associates, Chartered Accountant (FRN 105047W) as the Statutory Auditors 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Rules framed thereunder as amended from time to time (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. MSKA & Associates, Chartered Accountant (FRN 105047W) be and are hereby appointed as the Statutory Auditors of the Company, from the conclusion of this Annual General Meeting (AGM) (i.e from financial year 2024-25) until the conclusion of Annual General Meeting to be held for the Financial Year 2027-28 (i.e upto financial year 2027-28), on such remuneration as may be mutually agreed upon between the Audit Committee/Board of Directors and the Statutory Auditors.

**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 or any duly constituted Committee of the Board, be and are hereby authorised to do all acts, deeds, matters and things as may be deemed necessary and/or expedient in connection therewith or incidental thereto, to give effect to the foregoing resolution.”

**Zerodha Trustee Private Limited**

**CIN:** U67100KA2021PTC155537 **Email:** info@zerodhafundhouse.com **Phone:** +91-80 6960 1101

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## SPECIAL BUSINESS:

### 4. To consider and approve regularization of Additional Director, Mr. Vasanth Kamath (DIN: 07214307) 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) consent of the members be and is hereby accorded to appoint Mr. Vasanth Kamath (DIN: 07214307) as Non-Executive Director of the Company, who was appointed as Additional Director w.e.f. November 15, 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. Vasanth Kamath.

**RESOLVED FURTHER THAT** any Director of the Company be and is 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.”

### 5. To consider and approve regularization of Additional Director (Independent), Mr. Abhishek Bhardwaj (DIN: 10288607) as an Independent Director of the Company:

“**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) consent of the members be and is hereby accorded to appoint Mr. Abhishek Bhardwaj (DIN: 10288607) as Non-Executive Independent Director of the Company, who was appointed as Additional Director (Independent) w.e.f. November 15, 2023, till the conclusion of ensuing Annual General Meeting be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) years till November 14, 2028 and shall not be liable to retire by rotation.”

**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. Abhishek Bhardwaj.

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**RESOLVED FURTHER THAT** any Director of the Company be and is 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 Trustee Private Limited**

**Sd/-  
KARTHIK RANGAPPA  
DIN: 03596015  
Director**

**Place: Bengaluru  
Date: June 28, 2024**

**Zerodha Trustee Private Limited**

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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. 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 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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## 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. Karthik Rangappa (DIN: 03596015) is liable to retire by rotation at the ensuing AGM.

Mr. Karthik Rangappa 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 13, 2022.

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. Karthik Rangappa
Directors Identification Number (DIN)	03596015
Date of Birth	10/12/1979
Age:	44 years
Original Date of appointment	December 13, 2022
Qualification	Bachelor of Engineering, Bengaluru University, 2001 MSC Risk and Asset Management EDHEC
Experience and expertise in functional areas	Head of Business Team and leading all education initiatives at Zerodha Broking Limited.
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	4 out of 4

### Zerodha Trustee Private Limited

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# Zerodha Fund House

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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	Zerodha Capital Private Limited. Quantlab Education Services Private Limited.
Memberships/Chairmanship in other Indian Companies	

Save and except Mr. Karthik Rangappa 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 the proposed resolution at Item No. 2 of the notice. 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. MSKA & Associates, Chartered Accountant (FRN 105047W). The proposed appointment starting 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 2027-28 (i.e upto financial year 2027-28) on payment of such remuneration as may be mutually agreed upon between the 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 MSKA & Associates, Chartered Accountants 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.

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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.

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

Mr. Vasanth Kamath was appointed as an Additional Director of the Company with effect from November 15, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Act, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Vasanth Kamath is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director.

The Board is of the view that the appointment of Mr. Vasanth Kamath 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. Vasanth Kamath
Directors Identification Number (DIN)	07214307
Date of Birth	20/03/1991
Age:	33 years
Original Date of appointment	November 15, 2023
Qualification	MSc & BSc (Integrated Degree) in Economics from the Indian Institute of Technology, Kharagpur in 2013
Experience and expertise in functional areas	Head business, growth, finance, HR, investor relations
Terms and conditions of appointment and re-appointment	Pursuant to the applicable provisions of the Companies Act, 2013

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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>● Nexum Finvest Private Limited</li><li>● Windmill Capital Private Limited</li><li>● Essential Investment Managers Private Limited</li></ul>
Memberships/Chairmanship in other Indian Companies	NIL

Save and except Mr. Vasanth Kamath 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 the proposed resolution at Item No. 4 of the notice. The Board recommends the Ordinary Resolution set out at Item No. 4 for the approval of Members.

## **Item No. 5: Regularization of Additional Director:**

Mr. Abhishek Bhardwaj was appointed as an Additional Director of the Company with effect from November 15, 2023, in accordance with the provisions of Section 161 of the Companies Act, 2013, read with the Articles of Association of the Company.

Pursuant to Section 161 of the Act, the above director holds office only up to the date of the ensuing Annual General Meeting of the Company. Mr. Abhishek Bhardwaj 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.

**Zerodha Trustee Private Limited**

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The Board is of the view that the appointment of Mr. Abhishek Bhardwaj as Director is desirable and would be beneficial to the interest of the Company and hence it recommends the said Resolution No. 5 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. Abhishek Bhardwaj
Directors Identification Number (DIN)	07214307
Date of Birth	31/10/1989
Age:	35 years
Original Date of appointment	November 15, 2023
Qualification	B.Tech. & M.Tech. in Metallurgical Engineering from IIT Kharagpur in 2012.  Ph.D., M.Phil. in Finance from New York University 2022.
Experience and expertise in functional areas	Assistant Professor of finance at Tulane University
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	2 out of 2
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

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Directorships held in other Indian Companies	NA
Memberships/Chairmanship in other Indian Companies	NA

Save and except Mr. Abhishek Bhardwaj 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 the proposed resolution at Item No. 5 of the notice. The Board recommends the Ordinary Resolution set out at Item No. 5 for the approval of Members.

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

**Sd/-  
KARTHIK RANGAPPA  
DIN: 03596015  
Director**

**Place: Bengaluru  
Date: June 28, 2024**

**Zerodha Trustee Private Limited**

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**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:

<b>Name</b>	
<b>Registered Address</b>	
<b>Email ID</b>	
<b>Folio No./ Client ID &amp; ID:</b>	

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:**



# Zerodha Fund House

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Sr. No	Resolution	Number of Shares	For	Against
1.	To receive, consider and adopt Audited Financial Statements of the Company for the financial year ended March 31 2024, the reports of the Board of Directors and Auditors thereon.			
2.	To appoint a Director in place of Mr. Karthik Rangappa (DIN: 03596015) who is retiring by rotation and being eligible, offers his candidature for re-appointment.			
3.	To appoint M/s. MSKA & Associates, Chartered Accountant having firm registration number 105047W as the Statutory Auditors of the Company.			
4.	To consider and approve regularization of Additional Director, Mr. Vasanth Kamath (DIN: 07214307) as Director of the company			
5.	To consider and approve regularization of Additional Director (Independent), Mr. Abhishek Bhardwaj (DIN: 10288607) as an Independent Director of the Company			

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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.

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**(CIN: U67100KA2021PTC155537)**  
**Registered Office: IndiQube Penta, No. 51, 2nd Floor**  
**Richmond Road, Bengaluru - 560025**  
**Email: [secretarial@zerodhafundhouse.com](mailto: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 (3rd) Annual General Meeting of Zerodha Trustee Private Limited 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 \_\_\_\_\_

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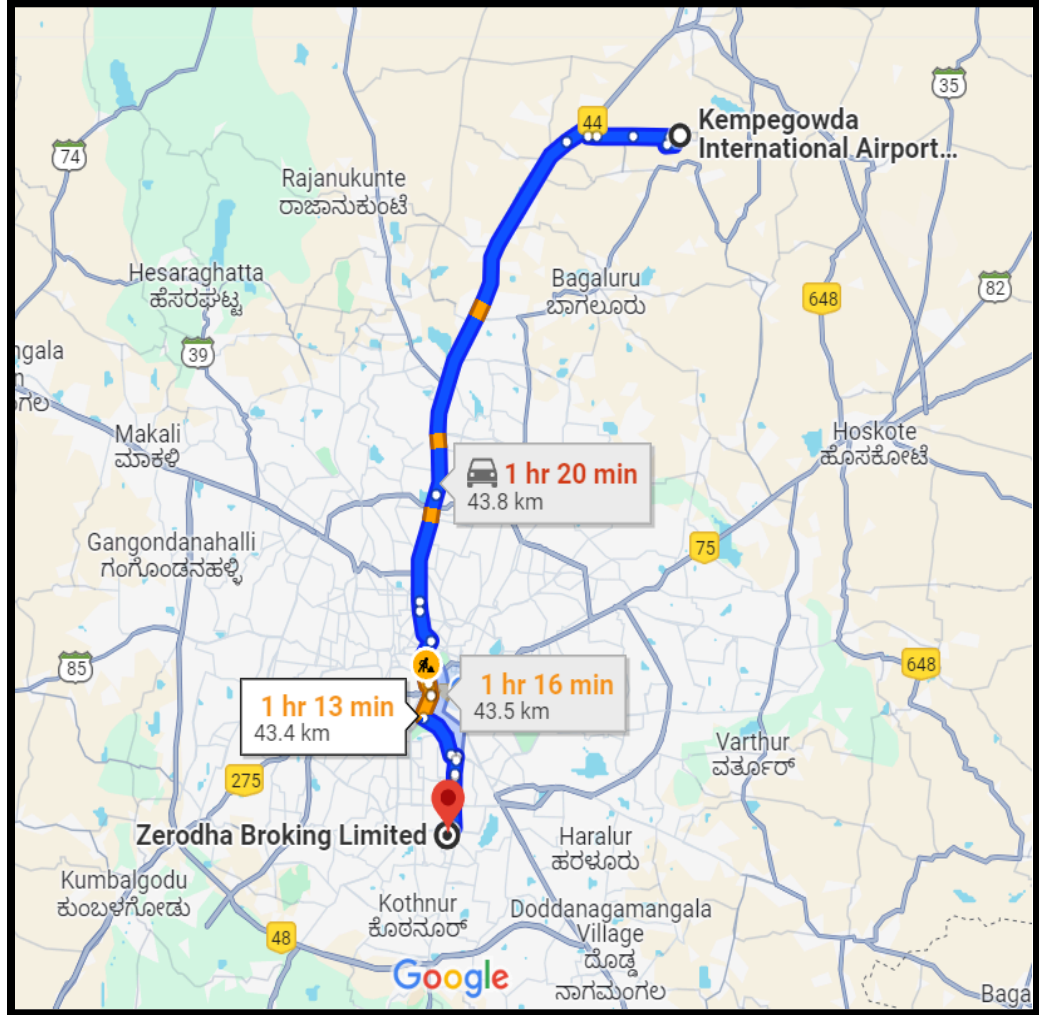
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## ROUTE MAP OF THE VENUE OF MEETING



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