



Zerodha Fund House

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

NOTICE

Notice is hereby given that the fourth Annual General Meeting of the Members of **Zerodha Trustee Private Limited (“Company”) (CIN: U67100KA2021PTC155537)** will be held on the July 25, 2025 at 04.45 P.M. 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 the Audited Financial Statements of the Company for the financial year ended March 31, 2025 together with the reports of the Board of Directors and the Auditors thereon.**
- 2. To re-appoint Mr. Vasanth Sanoor Kamath (DIN: 07214307) who is retiring by rotation and being eligible, offers his candidature for re-appointment.**

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

Sd/-

**KARTHIK RANGAPPA
DIN: 03596015
Director**

**Place: Bengaluru
Date: June 27, 2025**



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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 4th AGM for the Financial Year (FY) 2024-25 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.

Zerodha Trustee Private Limited

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

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Explanatory Statement in Respect of Items of Ordinary Business:

Item no. 02:

To consider and approve the regularization of Mr. Vasanth Sanoor Kamath (DIN: 07214307) as a Director of the Company:

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. Vasanth Sanoor Kamath (DIN: 07214307) is liable to retire by rotation at the ensuing AGM.

Mr. Vasanth Sanoor Kamath was appointed as Additional Director pursuant to the applicable provisions of the Act and the SEBI (Mutual Fund) Regulations, 1996 with effect from November 15, 2023 and his appointment was regularized in the previous annual general meeting held on

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 issued by Institute of Company Secretaries of India, as on the date of Notice:

Name:	Mr. Vasanth Sanoor Kamath
Directors Identification Number (DIN)	07214307
Date of Birth	20/03/1991
Age	34 years
Original Date of appointment	November 15, 2023
Qualification	Integrated Master of Science (M.Sc.), Economics - Department of Humanities & Social Sciences, IIT Kharagpur, India (2013)
Experience and expertise in functional areas	Head business, growth, finance, HR, investor relations at Smallcase
Terms and conditions of appointment and re-appointment	Pursuant to the applicable provisions of the Companies Act, 2013
Remuneration sought to be paid	NIL
Remuneration last drawn	NIL

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No. of Board Meetings attended during the year	5 out of 6
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">• Nexum Finvest Private Limited• Windmill Capital Private Limited• Smallcase Technologies Private Limited• Essential Investment Managers Private Limited
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 this resolution. The Board recommends the Ordinary Resolution set out at Item No. 2 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 27, 2025**

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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:

Name	
Registered Address	
Email ID	
Folio No./ Client ID & ID:	

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:

Sr. No	Resolution	Number of Shares	For	Against
1.	To receive, consider and adopt the Audited Financial Statements of the Company for the			

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	financial year ended March 31 2025 together with the reports of the Board of Directors and the Auditors thereon.			
2.	To re-appoint Mr. Vasanth Sanoor Kamath (DIN: 07214307) who is retiring by rotation and being eligible, offers his candidature for re-appointment.			

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 _____ 2025

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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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 (4th) 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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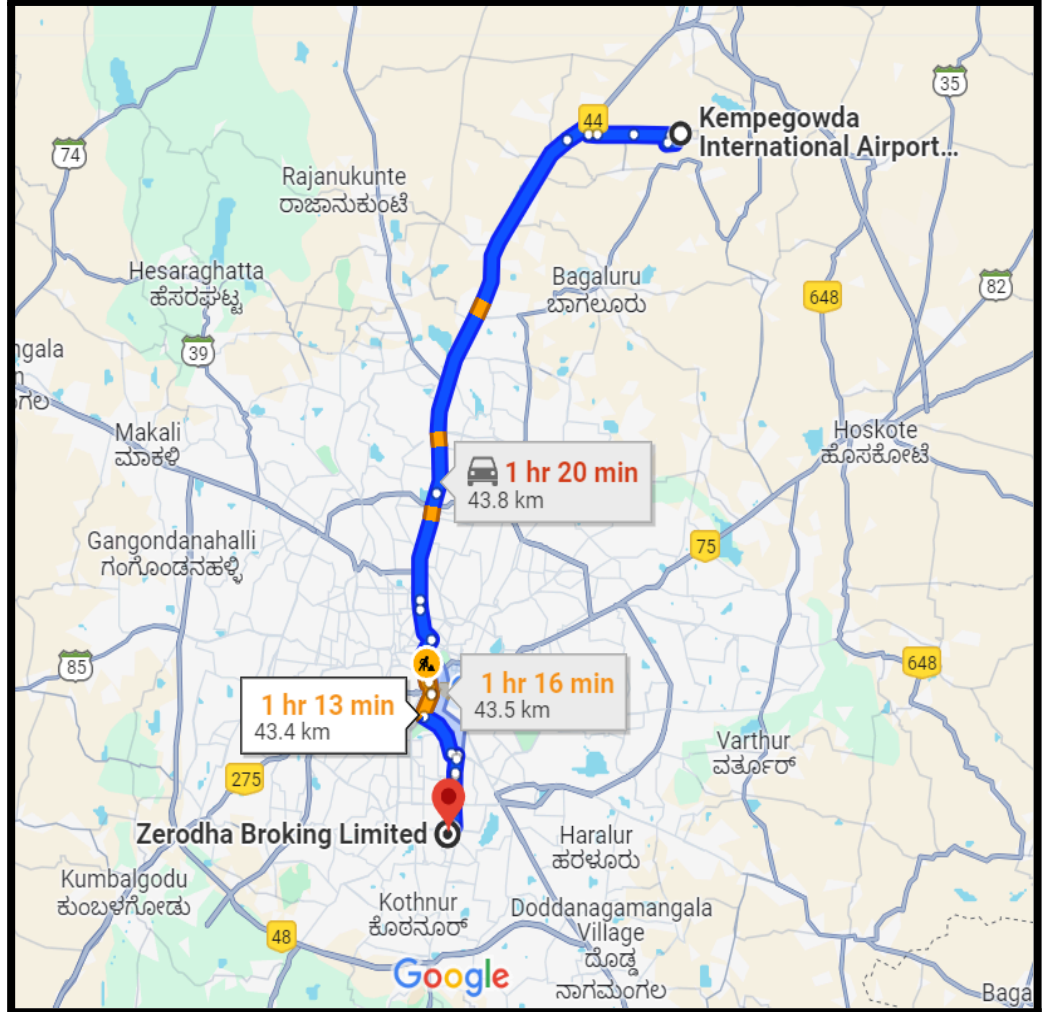
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ROUTE MAP OF THE VENUE OF MEETING



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