ANNUAL GENERAL MEETING

Notice

Fifth (05th) Annual General Meeting

DATE	TIME	MODE
July 31, 2026	03.00 PM	VC / OAVM

Ordinary Business

Special Business

Explanatory Statement

NOTICE

Notice is hereby given that the fifth (05th) Annual General Meeting of the Members of Zerodha Asset Management Private Limited (CIN: U67190KA2021PTC155726) will be held on July 31, 2026 at 03.00 PM through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), at #153/154, 4th Cross, Dollars Colony, Opp. Clarence Public School, J.P. Nagar 4th Phase, Bengaluru - 560 078 to transact the following businesses.

ORDINARY BUSINESS:

1. **To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the reports of the Board of Directors and the Auditors thereon.**

   To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

   > "**RESOLVED THAT** pursuant to the provisions of Section 129, 133 and 134 and other applicable provisions of the Companies Act, 2013, read with rules made thereunder, the audited financial statements viz., balance sheet of the Company as at March 31, 2026, statement of profit and loss, statement of changes in equity and statement of cash flow for the financial year ended March 31, 2026, together with all the notes annexed thereto and the Directors' report and auditor's report thereon, be and are hereby received, considered and adopted.

   > "**RESOLVED FURTHER THAT** the Board of Directors and/or CEO and/or Company Secretary be and is hereby severally authorised on behalf of the Company to do all such act(s), deed(s), matters and things as may be considered necessary, expedient and desirable and to delegate all or any of its powers herein conferred to any of its officer(s) to give effect to the above resolutions and matter incidental thereto."

2. **To re-appoint Mr. Bhuvanesh Rajanna (DIN: 09434723) who is retiring by rotation and being eligible, offers his candidature for re-appointment.**

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

> "**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, Mr. Bhuvanesh Rajanna (DIN: 09434723), Associate Director, who retires by rotation at 05th Annual General Meeting and being eligible for reappointment, who has given his consent to act as Director of the Company, be and is hereby re-appointed as Non Executive Director of the Company, liable to retire by rotation.

> "**RESOLVED FURTHER THAT** the Board of Directors and/or CEO and/or Company Secretary be and is hereby jointly and severally authorised on behalf of the Company to do all such acts, deeds, matters and things as may be considered necessary, expedient and desirable and to delegate all or any of its powers herein conferred to any of its officer(s) to give effect to the above resolutions and matter incidental thereto."

SPECIAL BUSINESS:

3. To consider and approve appointment of of Mr. Rohit Razdan (DIN: 05138893) as an Independent Director of the Company for a period of Five Years:

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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 ('Act'), if any, read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors), Rules, 2014 [including any statutory modification(s) or re-enactment(s) thereof for the time being in force] and the SEBI (Mutual Funds) Regulations, 2026, and the Articles of Association of the Company, as well as based on the recommendation of the Nomination and Remuneration Committee and the Board of AMC, Mr. Rohit Razdan (DIN: 05138893), be appointed as an Independent Director of the Company for a period of five years i.e., from July 27, 2026, not liable to retire by rotation.

> **RESOLVED FURTHER THAT** pursuant to the provisions of sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder, Mr. Rohit Razdan shall be entitled to receive the remuneration/ fees/ commission as permitted to be received in a capacity of Non-Executive, Independent Director under the Act as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors, from time to time.

> **RESOLVED FURTHER THAT** the Board of Directors of the Company and/or CEO and/or Company Secretary be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

Place: Bengaluru
Date: July 27, 2026

By Order of the Board
For Zerodha Asset Management Private Limited

Sd/-

Pranav Koranne
Company Secretary
Membership No.: A39485

NOTES

Notes to this Notice

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 05th AGM of the Company is being conducted through VC/OAVM. The deemed venue of the AGM 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 AGM 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 AGM. 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 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 at pranav.koranne@zerodhafundhouse.com/ secretarial@zerodhafundhouse.com.

5. In accordance with the circulars issued by MCA the Notice of the 05th AGM along with the Financial Statements for the Financial Year (FY) 2025-26 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 AGM.

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.

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 AGM in the electronic mode and shall remain accessible to any member.

PARTICIPATION

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.

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

A. MEETING ID	B. PASSCODE
947 0316 7414	**521715**

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.

EXPLANATORY STATEMENT

Explanatory Statement in Respect of Items of Special and 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 issued by Institute of Company Secretaries of India, as on the date of Notice:

Name	Bhuvanesh Rajanna
Directors Identification Number (DIN)	09434723
Date of Birth	04/01/1992
Age	34 years
Original Date of appointment	December 20, 2021
Qualification	Bachelor of Commerce
Experience and expertise in functional areas	Bhuvanesh has worked at Zerodha for over a decade on products like mutual funds, fixed income, and NPS. He also works on multiple educational initiatives to help investors understand what is happening in the markets and how to invest.
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	NA
No. of Board Meetings attended during the year	4 out of 5
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	NIL
Memberships/Chairmanship in other Indian Companies	NIL

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 Rohit Razdan as Independent Director:

Mr. Rohit Razdan (DIN: 05138893) was appointed by the Board of Directors as an Additional Director in the capacity of Non-Executive Independent Director of the Company, with effect from July 27, 2026, for a term of five (5) consecutive years, based on the recommendation of the Nomination and Remuneration Committee. In terms of Section 161 of the Companies Act, 2013, Mr. Razdan holds office as Additional Director up to the date of this General Meeting and is eligible for appointment as an Independent Director. As an Independent Director, Mr. Razdan shall not be liable to retire by rotation.

In the opinion of the Board, Mr. Razdan is a person of integrity, possesses the relevant expertise and experience, and fulfils the conditions specified in the Companies Act, 2013 and the rules made thereunder, as well as the SEBI (Mutual Funds) Regulations, 2026, for appointment as an Independent Director, and is independent of the management of the Company. The Company has received from Mr. Razdan the requisite declaration of independence under Section 149(7) of the Act and consent to act as Director. The brief profile and specific areas of expertise of Mr. Razdan are set out below:

Mr. Rohit Razdan has 20 (twenty) years of experience in various investment management, strategy consulting and operating roles.

He is a founding member of Tenacity Ventures AIF (a SEBI registered Category II Alternative Investment Fund) focused on investments in private technology companies. Prior investment management experience includes 2 (two) years at ICICI Venture Funds Private Limited (“ICICI Venture”), 2 (two) years at Arth Capital Advisors Private Limited (“Arth Capital”) and 4 (four) years at Gaja Capital Advisors Private Limited (“Gaja”). During these roles Rohit worked on all aspects of Investment Management including sourcing, portfolio management, and portfolio exits. Rohit also worked for 4 years at Cleartax, a SaaS company, as a key management team member. Prior to this, Rohit spent 4 years as a strategy consultant with McKinsey and Co. in various offices in the US, EU and India. Rohit's work was largely oriented towards corporate finance projects for both corporate and private equity clients, particularly in the pharmaceutical industry.

Mr. Razdan holds a B.Tech degree from NIT Trichy, a Masters in Manufacturing Systems from NC State, and an MBA from The Wharton School at University of Pennsylvania.

An electronic copy of the letter of appointment setting out the terms and conditions of appointment of the Independent Director is available for inspection by the Members at the Registered Office of the Company during business hours on any working day and is also available on the website of the Company.

Mr. Razdan, being the appointee, is interested in the resolution set out at Item No. 3 of the Notice. His relatives may also be deemed to be interested in the said resolution, to the extent of their shareholding, if any, in the Company. Save and except the above, none of the other Directors, Key Managerial Personnel of the Company or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board is of the view that the expertise and experience that Mr. Razdan brings to the Board's deliberations would be of significant value to the Company, and that his association as an Independent Director would be of immense benefit to the Company. Accordingly, the Board, based on the recommendation of the Nomination and Remuneration Committee, considers the appointment of Mr. Razdan as an Independent Director to be in the interest of the Company and recommends the resolution set out at Item No. 3 of the Notice for approval of the Members as a Special Resolution.

Save and except Mr. Rohit Razdan 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 Special Resolution set out at Item No. 3 for the approval of Members.

Place: Bengaluru
Date: July 27, 2026

By Order of the Board
For Zerodha Asset Management Private Limited

Sd/-

Pranav Koranne
Company Secretary
Membership No.: A39485

Zerodha Fund House
ASSET MANAGEMENT

#ERAOFPASSIVE

Making investing simple, transparent and accessible.

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Indiqube Penta, Richmond Road, Bengaluru - 560 025

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Mutual fund investments are subject to market risks. Read all scheme-related documents carefully.

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