



Zerodha
Fund House

Zerodha Mutual Fund

Abridged

ANNUAL REPORT

2023-24

CORPORATE INFORMATION

ASSET MANAGEMENT COMPANY (AMC):**Zerodha Asset Management Private Limited**

Address: Indiqube Penta, New No. 51 (Old No.14),
Richmond Road, Bangalore - 560025

Board of Directors (as on 31.03.2024):

Mr. Bhuvanesh Rajanna (Associate Director)
Mr. Anugrah Shrivastava (Associate Director)
Ms. Nithya Easwaran (Independent Director)
Mr. Tushar Mahajan (Independent Director)

TRUSTEE COMPANY:**Zerodha Trustee Private Limited**

Address: Indiqube Penta, New No. 51 (Old No.14),
Richmond Road, Bangalore - 560025

Board of Directors (as on 31.03.2024):

Mr. Karthik Rangappa (Associate Director)
Mr. Vasanth Kamath (Associate Director)
Mr. Venkatesh Panchapagesan (Independent Director)
Mr. Sankarson Banerjee (Independent Director)
Mr. Shameek Ray (Independent Director)
Mr. Abhishek Bhardwaj (Independent Director)

STATUTORY AUDITOR:**M/s MSKA & Associates, Chartered Accountants**

Address: 602, Floor 6, Raheja Titanium, Western
Express Highway, Geetanjali Railway Colony, Ram Nagar
Goregaon (E), Mumbai - 400063 Maharashtra (India)

SPONSOR:**Zerodha Broking Limited**

Address: Address: #153/154, 4th Cross, Dollars
Colony, Opp. Clarence Public School, J.P Nagar
4th Phase, Bengaluru - 560078, Karnataka, India

CUSTODIAN:**a. Citibank, N.A.**

SEBI Registration No. - IN/CUS/004
Address: FIFC, 11th Floor C-54/55, G Block,
Bandra Kurla Complex, Bandra - East, Mumbai -
400098

b. Deutsche Bank A.G

SEBI Registration No. - IN/CUS/003
Address: DB House, Hazarimal Somani Marg, Fort,
Mumbai - 400 001
*(Effective from February 28, 2024 - For Gold and Gold Related
Schemes of Zerodha Mutual Fund)*

REGISTRAR AND TRANSFER AGENT (RTA)**Computer Age Management Services Limited (CAMS)**

SEBI Registration No. - INR000002813
Address: Rayala Tower-1, 158 Anna Salai, Chennai
- 600 002

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Trustee Report

Zerodha Mutual Fund

Indiqube Penta, New No. 51
(Old No.14), Richmond Road,
Bangalore - 560025

Trustee Report

Zerodha Trustee Private Limited ("Trustees") is pleased to present its 01st report and the audited financial statements for the Schemes of Zerodha Mutual Fund ("Mutual Fund" or "Fund") for the financial year ended March 31, 2024.

Please note that the Mutual Fund license was granted to Zerodha Mutual Fund by SEBI on August 11, 2023 and from the date of launch till March 31, 2024, the following schemes were launched:

S.No.	Scheme Name	Date of Launch	Type of Scheme as per SEBI
1.	Zerodha Nifty LargeMidcap 250 Index Fund	November 08, 2023	An open-ended scheme replicating/ tracking Nifty LargeMidcap 250 Index.
2.	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	November 08, 2023	An open-ended passive equity linked savings scheme with a statutory lock-in period of 3 years and tax benefit replicating/ tracking Nifty LargeMidcap 250 Index. The Scheme is an Equity Linked Savings Scheme and intends to meet the requirements of any other notifications/regulations that may be prescribed by the Government/regulatory bodies from time to time.
3.	Zerodha Nifty 1D Rate Liquid ETF	January 08, 2024	An open-ended Exchange Traded Fund replicating/ tracking Nifty 1D Rate Index. A relatively low interest rate risk and relatively low credit risk.
4.	Zerodha Gold ETF	February 16, 2024	An open-ended scheme replicating/tracking domestic price of Physical Gold.

1. SCHEME PERFORMANCE, FUTURE OUTLOOK AND OPERATIONS OF THE SCHEMES:

A. Schemes Performance: The performance of the Schemes from the date of launch i.e., November 08, 2023 till March 31, 2024, vis-a-vis the respective benchmark indices are given below:

- Zerodha Nifty LargeMidcap 250 Index Fund

Particulars	Zerodha Nifty LargeMidcap 250 Index Fund
	Direct Plan
Returns since launch %	Not Available*
Benchmark Returns since launch % [^]	17.79%
Benchmark Index	Nifty LargeMidcap 250 Index TRI
Risk-o-meter	Very High
Fund Manager	Mr. Kedarnath Mirajkar
Net Assets as of March 31, 2024	INR 281.55 Crores

*Returns are not mentioned, as the scheme has been in existence for less than six (6) months.

[^]The past performance may or may not sustain in future and should not be construed as an indicator of future returns.

- Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund

Particulars	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund
	Direct Plan
Returns since launch %	Not Available*
Benchmark Returns since launch % [^]	17.79%
Benchmark Index	Nifty LargeMidcap 250 Index TRI
Risk-o-meter	Very High
Fund Manager	Mr. Kedarnath Mirajkar
Net Assets as of March 31, 2024	INR 70.46 Crores

*Returns are not mentioned, as the scheme has been in existence for less than six (6) months.

[^]The past performance may or may not sustain in future and should not be construed as an indicator of future returns.

- Zerodha Nifty 1D Rate Liquid ETF

Particulars	Zerodha Nifty 1D Rate Liquid ETF
	Direct Plan
Returns since launch %	Not Available*
Benchmark Returns since launch % [^]	1.29%
Benchmark Index	Nifty 1D Rate Index

Risk-o-meter	Low Risk
Fund Manager	Mr. Apurv Parikh
Net Assets as of March 31, 2024	INR 670.35 Crores

**Returns are not mentioned, as the scheme has been in existence for less than six (6) months.*

^The past performance may or may not sustain in future and should not be construed as an indicator of future returns.

- Zerodha Gold ETF

Particulars	Zerodha Gold ETF
	Direct Plan
Returns since launch %	Not Available*
Benchmark Returns since launch % [^]	8.01%
Benchmark Index	Domestic Price of Physical Gold
Risk-o-meter	High Risk
Fund Manager	Mr. Shyam Agarwal
Net Assets as of March 31, 2024	INR 42.07 Crores

**Returns are not mentioned, as the scheme has been in existence for less than six (6) months.*

^The past performance may or may not sustain in future and should not be construed as an indicator of future returns.

B. Future Outlook:

Zerodha Mutual Fund (“Zerodha Fund House”) is India’s only digital-first, passive-only asset manager.

With a vision to increase penetration of mutual funds, we believe that creating simple products by design can be instrumental in enabling more people to access the capital markets. Hence, we are focusing on the power of indexing to launch simple index funds & ETFs to form the core building blocks of every portfolio.

It's been an exciting first few months with the launch of our first set of products. With two index funds and two Exchange Traded Funds (ETFs), we have achieved an Assets Under Management (AUM) of Rs. 1082.22 crores across 1,52,456 investors. We are happy to share that our investor base is spread out across the country covering nearly 10,000 pincodes.

Our achievements thus far are a testament to the team’s capability and the tech backbone which has been developed in-house resulting in a smooth launch and management of products across different formats i.e. Index Funds and ETFs investing across multiple asset classes i.e. Equity, Commodity and Debt.

Going forward, our focus is to scale the existing offerings through partnerships and to further expand the product suite with a focus on readymade solutions and more debt offerings.

C. Operations of the Schemes:

As of March 31, 2024, the Mutual Fund has introduced two Index Funds and two open-ended ETFs.

The AUM of the Mutual Fund for the period ending March 31, 2024, amounted to Rs. 1082.22 crores, encompassing 1,52,456 investors.

2. BRIEF BACKGROUND OF THE FUND, THE SPONSOR, THE TRUSTEE COMPANY AND THE AMC:

A. Zerodha Mutual Fund (“The Fund”):

Zerodha Mutual Fund has been constituted as a Trust on January 09, 2023, in accordance with the provisions of the Indian Trust Act, 1882 with Zerodha Broking Limited as the Sponsor and Zerodha Trustee Private Limited as Trustees to the Mutual Fund. The Trust Deed has been registered under the Indian Registration Act, 1908. The Mutual Fund was registered with Securities and Exchange Board of India (“SEBI”) on August 11, 2023 having registration no. as MF/080/23/06.

B. Zerodha Broking Limited (“The Sponsor”):

Zerodha Broking Limited is one of India’s leading stock broking and financial services platforms, with 14+ million registered users. Founded in 2010, they pioneered the discount broking model in India. Known for its simple, transparent, technology lead & low-cost products and offerings, Zerodha contributes to approximately 15% of all retail trading volumes. The company has developed multiple educational & community initiatives to empower investors & traders, and has further invested into and partnered with multiple fintech startups to increase the participation of retail investors in the capital markets of India.

C. Zerodha Trustee Private Limited (“The Trustee Company”):

Zerodha Trustee Private Limited, through its Board of Directors, discharges its obligations as Trustee of the Zerodha Mutual Fund. The Trustees ensure that the transactions entered into by the AMC are in accordance with the SEBI Regulations and will also review the activities carried out by AMC.

D. Zerodha Asset Management Private Limited (“The AMC or Zerodha AMC”):

Zerodha Asset Management Private Limited is a private limited company incorporated under the Companies Act, 2013 on December 20, 2021, having its registered office at New No.51, (Old No. 14) IndiQube Penta, 2nd Floor, Richmond Road, Bangalore - 560 025. The AMC has been appointed as the Asset Management Company of Zerodha Mutual Fund by the Trustee vide Investment Management Agreement dated January 09, 2023 executed between the Trustees and the AMC.

3. INVESTMENT OBJECTIVES OF THE SCHEMES:

a. Zerodha Nifty LargeMidcap 250 Index Fund:

The investment objective of the scheme is to invest in stocks comprising the Nifty LargeMidcap 250 Index in the same proportion as in the index to achieve returns equivalent to the Total Return Index of Nifty LargeMidcap 250 Index (subject to tracking error).

b. Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund:

The investment objective of the scheme is to invest in stocks comprising the Nifty LargeMidcap 250 Index in the same proportion as in the index to achieve returns equivalent to the Total Return Index of Nifty LargeMidcap 250 Index (subject to tracking error), while offering deduction on such investment made in the scheme under Section 80C of the Income-tax Act, 1961.

c. Zerodha Nifty 1D Rate Liquid ETF:

The investment objective of the Scheme is to invest in Tri Party repo on Government securities or treasury bills (TREPS). The Scheme aims to provide investment returns that, before expenses, correspond to the returns of the NIFTY 1D Rate Index, subject to tracking error.

d. Zerodha Gold ETF:

The investment objective of the scheme is to generate returns corresponding to the Domestic Price of Gold before expenses, subject to tracking errors, fees and expenses by investing in Physical Gold.

4. SIGNIFICANT ACCOUNTING POLICIES:

The significant accounting policies form part of the notes to the Accounts annexed to the Balance Sheet of the Schemes. The Accounting Policies are in accordance with Securities Exchange Board of India (Mutual Funds) Regulations, 1996.

Note - SEBI vide notification dated January 25, 2022 had amended SEBI (Mutual Funds) Regulations, 1996, wherein the AMCs are required to prepare the Financial Statements and Accounts of the Mutual Fund Schemes in accordance with IND AS with effect from April 01, 2023.

5. UNCLAIMED INCOME DISTRIBUTION CUM CAPITAL WITHDRAWAL (IDCW) & REDEMPTIONS AS ON MARCH 31, 2024:

The Summary of number of investors and corresponding amount of unclaimed redemption and dividend as at March 31, 2024 is as follows:

Scheme Name	Unclaimed IDCW		Unclaimed Redemptions	
	No. of Investors	Amount (Rs.)	No. of Investors	Amount (Rs.)
Zerodha Nifty LargeMidcap 250 Index Fund	Nil	Nil	1	0.42
Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	Nil	Nil	Nil	Nil
Zerodha Nifty 1D Rate Liquid ETF	Nil	Nil	Nil	Nil
Zerodha Gold ETF	Nil	Nil	Nil	Nil

6. REDRESSAL OF COMPLAINTS RECEIVED AGAINST THE FUND DURING 2023 -2024:

A report on the details of investor complaints received against Mutual Fund during the financial year ended March 31, 2024 is annexed hereto as **Annexure – “I”** and forms an integral part of this report.

7. ROLE OF MUTUAL FUND IN CORPORATE GOVERNANCE OF PUBLIC LISTED COMPANIES:

In terms of the SEBI circular no. SEBI/IMD/CIR No. 18/198647/2010 dated March 15, 2010 as amended from time to time, Mutual Fund has framed a general voting policy and procedures for exercising the voting rights in respect of shares held by its Schemes (“Voting Policy”). The Voting Policy and the scrutinizer’s certification on the voting report for financial year 2023-24 are annexed as **Annexure – “II” and Annexure - “III”** respectively.

The report for the financial year 2023-24 containing the details of votes cast, Scrutinizer’s certification thereon, as well as the Voting Policy (as amended from time to time) has been disclosed by the AMC on its website.

www.zerodhafundhouse.com/resources/disclosures/

8. LIABILITY AND RESPONSIBILITY OF TRUSTEE AND SPONSORS:

As per Regulation 25(26) of SEBI (Mutual Funds) Regulations, 1996, the main responsibility of the Trustees is to safeguard the interest of the Unitholders and inter-alia ensure that Zerodha AMC functions in the interest of investors and in accordance with the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996, the provisions of the Trust Deed and the Statement of Additional Information (SAI), Scheme Information Document (SID) of the respective Schemes. From the information provided to the Board of Trustees and the reviews undertaken periodically, the Trustees believe that Zerodha AMC has operated in the interests of the Unitholders.

The Sponsor is not responsible or liable for any loss or shortfall resulting from the operation of the Schemes beyond the initial contribution of Rs. 1 Lakh made by them towards setting up of the Mutual Fund.

9. IMPLEMENTATION OF STEWARDSHIP POLICY:





The SEBI vide its circular CIR/CFD/CMD1/168 /2019, dated December 24, 2019 requires reporting of the status of compliance with the stewardship principles as part of its annual intimation to investors. The Board of AMC and Trustee Company in their respective meetings had approved the Stewardship Policy for adoption and adherence by AMC.

In view of the above, a report on the compliance status of the stewardship activities of Zerodha Mutual Fund for the financial year ended March 31, 2024 is annexed hereto as **Annexure – “IV”** and forms an integral part of this report.

10. PRODUCT LABELING OF SCHEMES – RISK-O-METER:

In accordance with SEBI circular No. SEBI/HO/IMD/DF3/CIR/P/2020/197 dated October 05, 2020 ('Circular') and as per clause 17.4 of the SEBI Master Circular for Mutual Funds with respect to Product Labelling in Mutual Fund schemes – Risk-o-meter, the AMC/ Mutual Fund is required to evaluate the Risk-o-meter on a monthly basis and disclose the same along with portfolio disclosure for all their schemes on their respective and AMFI website within stipulated time period.

As per SEBI mandate and in order to inform investors about the change in risk-o-meter of schemes during the financial year, the below table indicates the changes in risk-o-meter of the schemes basis the portfolio as on March 31, 2024:

Sr. No.	Scheme Name	Risk-o-meter level at start of the financial year	Risk-o-meter level at end of the financial year	Number of changes in Risk-o-meter during the financial year	Risk-o-meter
1	Zerodha Nifty LargeMidcap 250 Index Fund	Very High Risk	Very High Risk	0	
2	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	Very High Risk	Very High Risk	0	
3	Zerodha Nifty 1D Rate Liquid ETF	Low Risk	Low Risk	0	
4	Zerodha Gold ETF	High Risk	High Risk	0	

11. POTENTIAL RISK CLASS (PRC) MATRIX OF DEBT SCHEMES:

In accordance with the SEBI Circular no. SEBI/HO/IMD/IMD-II DOF3/P/CIR/2021/573 dated June 07, 2021, all debt Mutual fund schemes were classified in terms of a PRC matrix consisting of parameters based on maximum interest rate risk and maximum credit risk, a fund can undertake. In this regard, the PRC matrix of Zerodha Nifty 1D Rate Liquid ETF as on March 31, 2024 is as under:

S No	Scheme Name	PRC Matrix			
1	Zerodha Nifty 1D Rate Liquid ETF	Potential Risk Class ("PRC") Matrix of the Scheme			
		Credit Risk	Relatively Low (Class A)	Moderate (Class B)	Relatively High Class (Class C)
		Interest Rate Risk			
		Relatively Low (Class I)	A-I		
		Moderate (Class II)			
		Relatively High Class (Class III)			

12. STATUTORY INFORMATION:

- The Sponsor (Zerodha Broking Limited) is not responsible or liable for any loss resulting from the operations of the schemes of the Fund beyond their initial contribution (to the extent contributed) of INR 1 Lakh for setting up the Fund, and such other accretions/ additions to the same.
- The price and redemption value of the units, and income from them, can go up as well as down with fluctuations in the market value of its underlying investments.
- Full Annual Report shall be disclosed on the website of the Fund www.zerodhafundhouse.com/ and shall be available for inspection at the Office of the Mutual Fund in Bangalore.

13. ACKNOWLEDGMENT:

The Trustees wish to thank SEBI, the Reserve Bank of India (RBI) and the Association of Mutual Funds in India (AMFI) for their support and guidance. The Trustees would also like to thank the Auditors, Custodians, Fund Accountant, Registrar & Transfer Agent, Bankers, Brokers, Stock Exchanges, Depositories, KYC Registration Agencies, CERSAI and all other service providers for their valuable support.

In addition, the Trustees extended their gratitude to thank all the Unitholders for their faith in the Fund and their strong support.

For **Zerodha Trustee Private Limited**

Karthik Rangappa
DIN: 03596015
Director

Date: June 28, 2024

Annexure – “I”

Status of Redressal of Complaints received against Zerodha Mutual Fund during the period from November 08, 2023 to March 31, 2024*#^

Total Number of folios as on 31st March 2024 - 1,52,456													
Complaint Code	Type of complaint #	(a) No. of complaints pending at the beginning of the period	(b) No of complaints received during the period	Action on (a) and (b)									
				Resolved					Non Actionable *	Pending			
				Within 30 days	30- 60 days	60- 180 days	Beyond 180 days	Average time taken ^ (in days)		0-3 months	3-6 months	6- 12 months	Beyond 12 Months
I A	Non receipt of amount declared under Income Distribution cum Capital Withdrawal option	0	0	0	0	0	0	0	0	0	0	0	0
I B	Interest on delayed payment of amount declared under Income Distribution cum Capital Withdrawal option	0	0	0	0	0	0	0	0	0	0	0	0
I C	Non receipt of Redemption Proceeds	0	0	0	0	0	0	0	0	0	0	0	0
I D	Interest on delayed payment of Redemption	0	0	0	0	0	0	0	0	0	0	0	0
II A	Non receipt of Statement of Account/Unit Certificate	0	0	0	0	0	0	0	0	0	0	0	0
II B	Discrepancy in Statement of Account	0	0	0	0	0	0	0	0	0	0	0	0
II C	Data corrections in Investor details	0	0	0	0	0	0	0	0	0	0	0	0

II D	Non receipt of Annual Report/Abridged Summary	0	0	0	0	0	0	0	0	0	0	0	0
III A	Wrong switch between Schemes	0	0	0	0	0	0	0	0	0	0	0	0
III B	Unauthorized switch between Schemes	0	0	0	0	0	0	0	0	0	0	0	0
III C	Deviation from Scheme attributes	0	0	0	0	0	0	0	0	0	0	0	0
III D	Wrong or excess charges/load	0	0	0	0	0	0	0	0	0	0	0	0
III E	Non updation of changes viz. address, PAN, bank details, nomination, etc	0	2	2	0	0	0	31	0	0	0	0	0
III F	Delay in allotment of Units	0	3	3	0	0	0	12	0	0	0	0	0
III G	Unauthorized Redemption	0	0	0	0	0	0	0	0	0	0	0	0
IV	Others	0	0	0	0	0	0	0	0	0	0	0	0
Total		0	5	5	0	0	0	21.5	0	0	0	0	0

including against its authorized persons/ distributors/ employees. etc.

*Non actionable means the complaint that are incomplete / outside the scope of the mutual fund

^ Average Resolution time is the sum total of time taken to resolve each complaint in days, in the current month divided by total number of complaints resolved in the current month.

*# The period from date of launch of 1st scheme till March 31, 2024

Annexure – “II”

Voting Policy¹

1. Background & Objective

Zerodha Asset Management Private Limited (“ZAMC” or “AMC”) acts as asset management company (“Investment Manager”) to the schemes of Zerodha Mutual Fund (“Fund”). As an Investment Manager, we have fiduciary responsibility to act in the best interest of the unitholders of the Fund. The responsibility includes exercising voting rights at the general meetings attached to the securities of the companies in which the schemes of the Fund invest (“Investee Company”) in the best interest of the unitholders. In terms of the SEBI circular no. SEBI/IMD /CIR No.18/198647/2010 dated March 15, 2010, CIR/IMD/DF/05/2014 dated March 24, 2014, SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016, CIR/CFD/CMD1/168/2019 dated December 24, 2019 and guidelines issued by SEBI in this regard ZAMC has framed the policy (“Voting Policy”). This voting policy shall be applicable to all equity holdings of public listed companies across all mutual fund schemes (including passive investment schemes viz Index funds, Exchange Traded Funds, etc.). The policy set out the norms to be followed by ZAMC in deciding whether and how to exercise, or to abstain from exercising, the rights on behalf of the unitholders of the investor schemes.

2. Proxy Voting Guidelines

The Voting Policy covers the framework and principles that need to be followed for exercising voting rights. The proxy voting guidelines set out in the Voting Policy are designed with an intent to promote accountability of a company’s management and board of directors to its shareholders; to align the interest of management with those of shareholders; and; to encourage companies to adopt best practices in terms of their corporate governance. The Investment Manager may rely on Company’s disclosures, its Board’s recommendations, a company track record, specific best practices codes, in-house research analysis, recommendations of external proxy advisory services, etc.

The fund managers shall review all voting proposals (routine as well as non-routine items) and shall ensure that non-routine items like change in the state of incorporation, merger and other corporate restructuring, changes in capital structure, stock options, appointment and removal of directors, etc are identified and voted in the manner designed to maximize the value of the unit-holders. The Fund Managers/Decision makers shall submit a declaration on quarterly basis to the Trustees that the votes cast by them have not been influenced by any factor other than the best interest of the unit holders. Further, Trustees in their Half Yearly Trustee Report to SEBI, shall confirm the same.

ZAMC will not be actively involved/ engaged with the investee companies for the passive schemes. Therefore, the voting responsibility/ activities as mentioned in the policy will be discharged on a best effort basis and to the extent possible for the passive schemes.

3. Proxy Voting Committee

All the decisions regarding proxy voting as per the principles set out in this policy would be taken by the Proxy Voting Committee. The Proxy Voting committee shall consist of senior members of the management as appointed by the Board.

The Proxy Voting Committee would consist of the following members:

¹This version of policy was applicable till June 27, 2024. An updated version of the policy has been approved by the Board of AMC & Trustees and the same is available on the website at this link

<https://assets.zerodhafundhouse.com/statutory-reports/policies/Voting%20Policy.pdf>

- Chief Executive Officer
- Head Equity/ Fund Manager - Equity
- Head Legal & Compliance/ Compliance Officer
- Risk Officer/ Chief Risk Officer

Quorum

Minimum 3 members.

For the purpose of quorum, the presence may either be in person or via teleconference or video conference. Members and personnel from various departments may be asked to participate when considered necessary.

Frequency

As and when required subject to at least one meeting per quarter.

The above committee composition and quorum would be subject to approval and revision by the board of directors from time to time.

Procedure to be followed by the Proxy Voting Committee

1. All the notices for which a decision needs to be made regarding voting would be sourced from the custodian or other specialized agencies providing this service.
2. It would be determined whether the holdings are in the schemes of ZAMC on record date.
3. The Committee would meet as envisaged in this policy and decide whether to vote for / against / abstain on each of the resolutions.
4. The Committee may if it considers necessary take note of the views of any third party or any member of the fund management team before taking any decision.
5. The Committee will be exempted from compulsory voting in cases where:
 - a. Notices of the meeting were either not received or received late from the investee company or custodian/ service provider.
 - b. ZAMC having no holdings on the record date/ day of voting.
 - c. Holdings are in a group company.
 - d. Investment in overseas securities.

There may be circumstances where the AMC believes it is in the best interests of a Fund to vote differently than the matter contemplated by the Guidelines. The ultimate decision as to the manner in which ZAMC's representatives/ proxies will vote rests with the Proxy Voting Committee.

The minutes of the proxy voting committee would be placed before the Stewardship Committee. Along with the minutes of meeting of the Stewardship Committee, all the proxy voting committee minutes would be placed before the Board of Directors of Zerodha Asset Management Private Limited and Zerodha Trustee Private Limited held after the quarterly Stewardship meeting.

4. General guidelines for voting

The vote shall be cast at Mutual Fund Level. However, in case Fund Manager/(s) of any specific scheme has a strong view against the views of Fund Manager/(s) of the other schemes, the voting at scheme level shall be allowed subject to recording of detailed rationale for the same. The voting will be exercised in respect of investments held by

the schemes of the Fund. However, in the event, the schemes of the Fund have no economic interest in the Investee Companies on the day of the voting, the Investment Manager may exercise its discretion with respect to the compulsory casting of votes.

- a. Corporate Governance Proposals (including change in the state of incorporation, merger and other corporate structuring, and anti-takeover provisions).

Investment manager supports resolutions like change in state of incorporation, merger and other corporate structuring, which are in the interest of the unitholders of the Fund. The Investment Manager will analyze various economic and strategic factors in making the final decision on merger, acquisition or any other corporate restructuring proposals. However, the Investment Manager will vote against the resolutions pertaining to takeover by an acquirer etc, which are against interest of unit holders.

- b. Changes to capital structure (including increases and decreases of capital & preferred stock issuances)

Change in Capitalization will be generally supported where a reasonable need for the change is demonstrated. Investment managers will review on a case-to-case basis, proposals by companies to increase authorized share capital and purpose for the increase. Investment managers believe that a company's decisions pertaining to financing have a material impact on its shareholders, in particular when they involve the issuance of additional shares or the assumption of additional debt. However, changes resulting in excessive dilution of existing shareholder value will not be generally supported.

- c. Stock management plans & other compensation proposals

The Investment Manager would support such remuneration proposals, which are tied to achieving long term performance and enhancing shareholder value. Stock option plans that are excessively generous or dilute other shareholders value will not be generally supported.

- d. Social and Corporate Responsibility Proposals

In the light of increasing need for fair disclosures, a growing need for corporate and social responsibility, the Investment manager's responsibility increases. Investment managers shall generally vote in favour of such matters which are believed to have significant socio-economic benefits.

- e. Appointment & Removal of Directors

The Investment Manager believes in the philosophy of having an independent Board of Directors as the same ensures compliance of good corporate governance norms.

- f. Any other proposals that may affect the interest of the shareholders in general and interest of the unitholders of the schemes of the Fund in particular.

- g. Investment manager would evaluate proposals of Related Party Transactions of Investee Companies (excluding own group companies) after considering inter-alia compliance with the provisions Companies Act, 2013, SEBI Listing Regulations, 2015, disclosure made in this regard by Investee Companies, etc. However, the Investment Manager would not support related party transactions which are in the best interest of unitholders.

A report on votes exercised by the AMC and the rationale recorded for each voting decision will be placed before the Board of Director of the AMC and Trustee Company from time to time to review that the AMC has voted on important decisions that may affect the interest of investors and the rationale recorded for vote decision is prudent and adequate. Although the AMC will generally vote in accordance with the Voting Rights Policy, there may be circumstances where the AMC may believe it is in the best interests of the AMC to vote differently than in the manner contemplated by the Guidelines. Hence, the AMC may deviate from the Voting Rights Policy which it determines that the deviation is necessary to protect the interests of the Unit holders.

5. Proxy Advisory Services

The AMC will be taking services of the proxy advisory service providers as felt appropriate from time to time.

The scope of proxy advisory service providers is limited to only assisting the AMC with research and recommendations pertaining to the proposed resolution of the investee companies.

The proxy advisory committee of the AMC will consider the recommendations of the above proxy advisory services as supplementary information which will help the proxy voting committee to decide on the various resolutions of the investee companies. The final decision to vote (for/ against/ abstain) will be taken by the AMC, through the proxy voting committee, in the best interest of the unitholders.

6. Disclosure of Voting

The AMC will disclose all the voting done on a quarterly basis in the prescribed format within the timelines provided in the SEBI (Mutual Funds) Regulations, 1996 and shall publish the same on the website. The requisite reports/certification, as specified in SEBI's Circular CIR/IMD/DF/05/2014 dated March 24, 2014, will also be disclosed on the Fund's website and/or in the Annual Report of the Fund.

7. Conflicts of Interest

The conflicts of interest may arise in certain situations, where:

- a. AMC/Fund Managers have a material business relationship with a proponent of a proxy proposal, participants in a proxy contest, or directors or director candidates of an investee company; and
- b. An employee of the AMC has a personal interest in the outcome of a particular proxy proposal (which might be the case if, for example, a member of an employee's immediate family were a director or executive officer of the relevant company).

However, AMC will make its best efforts to avoid such conflicts and ensure that any conflicts of interest are resolved in the best interests of unitholders.

8. Policy Review & Control

The Voting Policy and the actual process of exercising the proxy voting will be regularly reviewed by the AMC Board. Any change in the guideline by the Regulator will be incorporated appropriately and duly complied with.

9. Disclosure of Voting Policy & Exercise of Proxy Votes

The Voting Policy is available on the Fund's Website and also available in the annual reports of the schemes of the Mutual Fund.

The disclosure of exercise of proxy votes in equity holdings of public listed companies, if any, across all schemes of Mutual Fund shall be accessible on our website.

Annexure - “III”

Proxy Voting Certificate

To,
The Board of Directors of Zerodha Trustee Private Limited
Indiqube Penta New No. 51 (Old No. 14),
Richmond Road,
Bangalore,
Karnataka – 560 025.

To,
The Board of Directors of Zerodha Asset Management Private Limited
Indiqube Penta New No. 51 (Old No. 14),
Richmond Road,
Bangalore,
Karnataka – 560 025.

Independent Auditor’s Report on the Proxy Voting Reports for the period ended March 31, 2024

1. This report is issued in accordance with the terms of our audit engagement letter dated February 28, 2024 (the “Engagement Letter”).
2. Pursuant to the Engagement Letter, we have been requested by Zerodha Asset Management Private Limited (the “AMC”), the asset manager of Zerodha Mutual Fund (the “Fund”), to examine the attached Statements containing details of votes casted by the AMC in meetings of Investee companies of the Fund during the period ended March 31, 2024 (the “Voting Reports”) as disclosed by the Fund / AMC on their website, in terms of a Securities & Exchange Board of India (the “SEBI”) Circular No. SEBI/IMD/CIR No. 18/198647/2010 dated March 15, 2010 (the “2010 Circular”), Circular No. CIR/IMD/DF/05/2014 dated March 24, 2014 (the “2014 Circular”) and, Circular No. SEBI/HO/IMD/DF2/CIR/P/2016/68 dated August 10, 2016 (the “2016 Circular”), as amended from time to time (hereinafter collectively referred to as the “Circulars”). These Voting Reports, ‘Details of Votes cast during period ended March 31, 2024,’ have been prepared by the AMC and attached to this report for identification purposes only.

Management’s Responsibility for the Proxy Voting Reports

3. The Management of the AMC is responsible for the preparation of the Voting Reports and disclosure of the same in the Annual Report and on their website in accordance with the provisions of the Circulars, as amended from time to time, for maintaining the necessary records and for ensuring compliance with the SEBI (Mutual Funds) Regulations, 1996, as amended, and other circulars and guidelines issued by the SEBI for mutual fund/ asset management companies. This includes collecting, collating and validating data and designing, implementing and maintaining of internal controls relevant to the preparation and presentation of the Voting Reports as aforesaid that are free from material misstatement.

Auditor's Responsibility

4. Pursuant to the requirements of the Circulars, our responsibility is limited to reviewing the Voting Reports disclosed and certify the accuracy of the particulars contained by the Voting Reports with reference to the relevant records and documents maintained by the AMC and produced before us for verification and the information, explanations and representations given to us.
5. We have performed the following procedures in relation to the Voting Reports:
 - a. We have traced the details as provided in the Voting Reports to the 'Details of Votes Cast' uploaded on the website on quarterly basis.
 - b. We have verified on a test check basis the voting rights based on the holding statement of investments of the fund on the Record Date, as per the records maintained;
 - c. We traced on a test check basis the responses i.e. For, Against or Abstain and the reasons supporting the voting decision in the Voting Reports with the documentation maintained by AMC regarding the voting rights exercised;
 - d. We traced on a test check basis the details of the resolution, viz. the company name, date of meeting, type of meeting, proposal by management/shareholder and proposal description to the Notices of meetings issued by the investee companies (as hosted on their respective website or BSE/NSE website).
6. The procedures performed in a limited assurance engagement vary in nature and timing from, and are less in extent than for, a reasonable assurance engagement; and consequently, the level of assurance obtained in a limited assurance engagement is substantially lower than the assurance that would have been obtained had a reasonable assurance engagement been performed.
7. We conducted our examination of the accompanying Statement, on a test check basis, in accordance with the Guidance Note on Reports or Certificates for Special Purposes (Revised 2016) (the 'Guidance Note'), issued by the Institute of Chartered Accountants of India (the 'ICAI'). The Guidance Note requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI.
8. We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that Perform Audits and Reviews of Historical Financial Information, and Other Assurance and Related Services Engagements.

Conclusion

9. Based on the information, explanations and representations provided by the Management and procedures performed by us as stated in paragraph 5 above, nothing has come to our attention that causes to believe that the details mentioned in the attached Voting Reports, providing details of voting rights exercised during the period ended March 31, 2024 is not as per the relevant records and documents maintained and representations provided by the AMC.

Restriction on use

10. The report has been issued for the sole use of the Management, to whom it is addressed, in order to comply with the requirements of the Circulars and should not be used by any other person or for any other purpose. M S K A & Associates shall not be liable to the Management or to any other concerned for any claims, liabilities or expenses relating to the assignment. Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any person to whom this report is shown or into whose hands it may come without our prior consent in writing.

For M S K A & Associates**Chartered Accountants**

ICAI Firm Registration No. 105047W

Swapnil Kale

Partner

Membership No. 117812

UDIN: 24117812BKFIFM2316

Mumbai

May 22, 2024

Annexure – “IV”

Report on Compliance of Stewardship Code for the Financial Year 2023-24^

SEBI vide its circular no. CIR/CFD/CMDI/168/2019 dated December 24, 2019 (“SEBI Circular”) has mandated all Mutual Funds to follow the Stewardship Code in relation to the investment(s) by the schemes in listed equities of companies (“Investee Companies”).

The Principle 6 of the Stewardship Code prescribed in the circular mentioned herein above requires a periodic reporting of the stewardship activities undertaken by the Mutual Fund to the Unitholders.

Accordingly, a report on the compliance of the stewardship activities of Zerodha Mutual Fund for the financial year ended 31st March, 2024 is as follows:

Principle	Description	Status	Remarks
1.	Institutional Investors should formulate a comprehensive policy on the discharge of their stewardship responsibilities, publicly disclose it, review and update it periodically.	Complied	Zerodha Mutual Fund (‘the Fund’) has formulated Stewardship Code (‘the Code’) in accordance with the provision of the SEBI Circular mentioned herein above. The Code is approved by the Board of Directors of Zerodha Asset Management Private Limited (‘AMC’) and the Zerodha Trustee Private Limited (‘Trustee Company’) and was effective from August 11, 2023. The Code has been disclosed on the AMC’s website www.zerodhafundhouse.com . The Committee authorized under the Code undertakes annual review and / or whenever any changes are to be incorporated in the Code.
2.	Institutional investors should have a clear policy on how they manage conflicts of interest in fulfilling their stewardship responsibilities and publicly disclose it.	Complied	The Code also covers conflict of interests in fulfilling stewardship responsibilities. It specifies and prescribes procedures to be followed by the AMC for identifying and managing conflicts. There was no instance of conflict of interest noted by the Conflict of interest committee of the AMC during the period ended March 31, 2024.
3.	Institutional investors should monitor their investee companies.	Complied	The Fund monitors the investee companies on a best effort basis by diligently following a pre-defined investment mandate based on the specific market index that a particular scheme tracks or mimics. While active monitoring or intervention is limited by the passive investment strategy followed by the Schemes of the Fund, however the fund further strengthens its monitoring by voting on all the resolutions proposed by the investee companies.

4.	Institutional investors should have a clear policy on intervention in their investee companies. Institutional investors should also have a clear policy for collaboration with other institutional investors where required, to preserve the interests of the ultimate investors, which should be disclosed.	Complied	<p>The Stewardship Code includes guiding principles for intervention in investee companies and on collaboration with other institutional investors. Accordingly, the intervention in Investee Companies and collaboration with other Institutional Investors may be undertaken (if required) in specific situations where exceptional circumstances arise that could significantly impact the investments made by the Fund.</p> <p>During the period under consideration, the Fund's investment strategy did not necessitate any intervention in the Investee Companies.</p>
5.	Institutional investors should have a clear policy on voting and disclosure of voting activity.	Complied	<p>Zerodha Mutual Fund has formulated the Voting policy approved by the Board of directors of AMC and Trustee Company with effect from August 11, 2023. The Policy has been disclosed on AMC's website www.zerodhafundhouse.com. The AMC also uploads its voting activities on the website on a quarterly basis as per the guidelines issued by SEBI, Stewardship Code and Voting policy.</p> <p>The Quarterly Proxy Voting disclosures and summary of votes cast during the Financial Year 2023-24 can be accessed from the Disclosures section of the AMC's website (www.zerodhafundhouse.com/resources/disclosures).</p>
6.	Institutional investors should report periodically on their stewardship activities.	Complied	<p>Zerodha Mutual Fund has reported the Compliance status of its stewardship activities as per the guidelines issued by SEBI vide circular mentioned herein above and as per the Code.</p>

^The schemes of Zerodha Mutual Fund became operational from November 08, 2023 and accordingly, the financial year covers the effective date from November 08, 2023 to March 31, 2024.

Independent Auditor Report

1. Audit Report - Zerodha Nifty LargeMidcap250 Index Fund

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Trustee of Zerodha Mutual Fund Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Zerodha Nifty LargeMidcap250 Index Fund Scheme (the "Scheme") of Zerodha Mutual Fund (the "Fund"), which comprise the Balance Sheet as at March 31, 2024, the Revenue Account for the period November 08, 2023 to March 31, 2024 and the Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of material accounting policy and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements of the Scheme give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulation 50 and Ninth Schedule to the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the "SEBI Regulations") (collectively referred to as "the Regulations"), as amended:

- a. in the case of the Balance Sheet, of the state of affairs of the Scheme as at March 31, 2024;
- b. in the case of the Revenue Account, of the net surplus for the period ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Scheme in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information other than the Financial Statements and Auditor's Report Thereon

The Management of Zerodha Trustee Private Limited and Zerodha Asset Management Private Limited (collectively referred to as the "Management") are responsible for the other information. The other information comprises the information included in the Trustees report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations, and cash flows of the Scheme in accordance with the accounting principles generally accepted in India, including the accounting policies and standards specified in the Ninth Schedule to the Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the SEBI Regulations for safeguarding of the assets of the Scheme and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Scheme's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management, either intends to liquidate the Scheme or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance are also responsible for overseeing the Scheme's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by regulation 55(4) and clause 5(ii)(2) of the Eleventh Schedule of the SEBI Regulations, we report that:
 - a. we have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, the Balance Sheet and the Revenue Account dealt with by this report have been prepared in accordance with the accounting policies and standards specified in the Regulations; and
 - c. The Balance Sheet, the Revenue Account, and the Cash Flow Statement, dealt with by this report are in agreement with the books of accounts of the Scheme.
2. On the basis of information and explanations given to us, the scheme does not have any non-traded securities as at March 31, 2024 and hence reporting requirement of Eighth Schedule of the SEBI Regulations is not applicable.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Sd/-

Swapnil Kale

Partner

Membership No. 117812

UDIN: 24117812BKFIQH4124

Mumbai

June 28, 2024

2. Audit Report - Zerodha ELSS Tax Saver Nifty LargeMidcap250 Index Fund

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Trustee of Zerodha Mutual Fund Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Zerodha ELSS Tax Saver Scheme (the "Scheme") of Zerodha Mutual Fund (the "Fund"), which comprise the Balance Sheet as at March 31, 2024, the Revenue Account for the period November 08, 2023 to March 31, 2024 and the Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of material accounting policy and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements of the Scheme give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulation 50 and Ninth Schedule to the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the "SEBI Regulations") (collectively referred to as "the Regulations"), as amended:

- a. in the case of the Balance Sheet, of the state of affairs of the Scheme as at March 31, 2024;
- b. in the case of the Revenue Account, of the net surplus for the period ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Scheme in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Information other than the Financial Statements and Auditor's Report Thereon

The Management of Zerodha Trustee Private Limited and Zerodha Asset Management Private Limited (collectively referred to as the "Management") are responsible for the other information. The other information comprises the information included in the Trustees report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations, and cash flows of the Scheme in accordance with the accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the SEBI Regulations for safeguarding of the assets of the Scheme and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Scheme's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management, either intends to liquidate the Scheme or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance are also responsible for overseeing the Scheme's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.

- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by regulation 55(4) and clause 5(ii)(2) of the Eleventh Schedule of the SEBI Regulations, we report that:
 - a. we have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, the Balance Sheet and the Revenue Account dealt with by this report have been prepared in accordance with the accounting policies and standards specified in the Regulations; and
 - c. The Balance Sheet, the Revenue Account, and the Cash Flow Statement, dealt with by this report are in agreement with the books of accounts of the Scheme.
2. On the basis of information and explanations given to us, the scheme does not have any non-traded securities as at March 31, 2024 and hence reporting requirement of Eighth Schedule of the SEBI Regulations is not applicable.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Sd/-

Swapnil Kale

Partner

Membership No. 117812

UDIN: 24117812BKFIQI7802

Mumbai

June 28, 2024

3. Audit Report - Zerodha Nifty 1D Rate Liquid ETF

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Trustee of Zerodha Mutual Fund Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Zerodha Nifty 1D Rate Liquid ETF (the "Scheme") of Zerodha Mutual Fund (the "Fund"), which comprise the Balance Sheet as at March 31, 2024, the Revenue Account for the period January 17, 2024 to March 31, 2024 and the Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of material accounting policy and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements of the Scheme give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulation 50 and Ninth Schedule to the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the "SEBI Regulations") (collectively referred to as "the Regulations"), as amended:

- a. in the case of the Balance Sheet, of the state of affairs of the Scheme as at March 31, 2024;
- b. in the case of the Revenue Account, of the net surplus for the period ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Scheme in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the period ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Key Audit Matter	How the Key Audit Matter was addressed in our audit
Information Technology systems and controls	
<p>As a Mutual Fund, the reliability of Information Technology (“IT”) systems plays a key role in the business operations. Since large volumes of transactions are processed, the IT controls are required to ensure that systems process data as expected and that changes are made in an appropriate manner.</p> <p>The IT infrastructure is critical for smooth functioning of the Fund’s business operations as well as for timely and accurate financial accounting and reporting.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions we have considered IT systems and controls as a key audit matter.</p>	<p>Our audit procedures on the IT infrastructure and applications relevant to the financial reporting of the fund included the following:-</p> <ul style="list-style-type: none"> ● We assessed the information systems used by the Fund for: (I) IT General controls (ITGCs) and (II) Application controls; ● We obtained understanding of the process, evaluated the design of IT systems and tested the operating effectiveness of the controls by also engaging IT specialists; ● Performed test of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system; and ● Tested the design and operating effectiveness of compensating controls in case deficiencies were identified, and where necessary, extended the scope of our substantive audit procedures.

Information other than the Financial Statements and Auditor’s Report Thereon

The Management of Zerodha Trustee Private Limited and Zerodha Asset Management Private Limited (collectively referred to as the “Management”) are responsible for the other information. The other information comprises the information included in the Trustees report but does not include the financial statements and our auditor’s report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations, and cash flows of the Scheme in accordance with the accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the SEBI Regulations for safeguarding of the assets of the Scheme and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Scheme’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of

accounting unless Management, either intends to liquidate the Scheme or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance are also responsible for overseeing the Scheme's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional scepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the period ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by regulation 55(4) and clause 5(ii) of the Eleventh Schedule of the SEBI Regulations, we report that:
 - a. we have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;
 - b. In our opinion, the Balance Sheet, the Revenue Account and Cash Flow Statement dealt with by this report have been prepared in accordance with the accounting policies and standards specified in the Regulations; and
 - c. The Balance Sheet, the Revenue Account, and the Cash Flow Statement, dealt with by this report are in agreement with the books of accounts of the Scheme.

2. On the basis of information and explanations given to us, the scheme does not have any non-traded securities as at March 31, 2024 and hence reporting requirement of Eighth Schedule of the SEBI Regulations is not applicable.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Sd/-

Swapnil Kale

Partner

Membership No. 117812

UDIN: 24117812BKFIQJ2605

Mumbai

June 28, 2024

4. Audit Report - Zerodha Gold ETF

INDEPENDENT AUDITOR'S REPORT

To the Board of Directors of Trustee of Zerodha Mutual Fund Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of Zerodha Gold ETF Scheme (the "Scheme") of Zerodha Mutual Fund (the "Fund"), which comprise the Balance Sheet as at March 31, 2024, the Revenue Account for the period February 26, 2024 to March 31, 2024 and the Cash Flow Statement for the period then ended, and notes to the financial statements, including a summary of material accounting policy and other explanatory information.

In our opinion, and to the best of our information and according to the explanations given to us, the aforesaid financial statements of the Scheme give a true and fair view in conformity with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Companies Act, 2013 (the "Act") read with Companies (Indian Accounting Standards) Rules, 2015, as amended and other accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulation 50 and Ninth Schedule to the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996 (the "SEBI Regulations") (collectively referred to as "the Regulations"), as amended:

- a. in the case of the Balance Sheet, of the state of affairs of the Scheme as at March 31, 2024;
- b. in the case of the Revenue Account, of the net surplus for the period ended on that date; and
- c. in the case of the Cash Flow Statement, of the cash flows for the period ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SAs") and other applicable authoritative pronouncements issued by the Institute of Chartered Accountants of India (the "ICAI"). Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Scheme in accordance with the Code of Ethics issued by the ICAI together with the ethical requirements that are relevant to our audit of the financial statements, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the period ended March 31, 2024. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report:

Sr. No.	Key Audit Matter	How the Key Audit Matter was addressed in our audit
1	Information Technology systems and controls	
	<p>As a Mutual Fund, the reliability of Information Technology ('IT') systems plays a key role in the business operations. Since large volumes of transactions are processed, the IT controls are required to ensure that systems process data as expected and that changes are made in an appropriate manner.</p> <p>The IT infrastructure is critical for smooth functioning of the Fund's business operations as well as for timely and accurate financial accounting and reporting.</p> <p>Due to the pervasive nature and complexity of the IT environment and large volume of transactions we have considered IT systems and controls as a key audit matter.</p>	<p>Our audit procedures on the IT infrastructure and applications relevant to the financial reporting of the fund included the following:-</p> <ul style="list-style-type: none"> ● We assessed the information systems used by the Fund for: (I) IT General controls (ITGCs) and (II) Application controls; ● We obtained understanding of the process, evaluated the design of IT systems and tested the operating effectiveness of the controls by also engaging IT specialists; ● Performed test of controls (including other compensatory controls wherever applicable) on the IT application controls and IT dependent manual controls in the system; and ● Tested the design and operating effectiveness of compensating controls in case deficiencies were identified, and where necessary, extended the scope of our substantive audit procedures.
2	Existence and Valuation of investments	
	<p>The investments held by the Scheme as at March 31, 2024 mainly comprised of Gold. There is a risk on the existence of investments and that the fair value of investments is not determined appropriately. Accordingly, the existence and valuation of investments are considered as a key audit matter.</p>	<p>Our audit procedures in relation to existence and valuation of investments included the following:</p> <ul style="list-style-type: none"> ● assessed the design and implementation of controls over existence and valuation of investments; ● reviewed the key controls on existence and valuation of Investments; ● conducted physical verification of Gold and traced the existence of investments held by the Scheme from the confirmation provided by the Custodian with the holding as per the books of account as at March 31, 2024; ● tested the valuation of investments as per the investment valuation policy approved by the Board of Directors of Zerodha Trustee Private Limited, and in accordance with the SEBI Regulations; and ● assessed that the disclosures in the financial statements are in accordance with the SEBI Regulations.

Information other than the Financial Statements and Auditor’s Report Thereon

The Management of Zerodha Trustee Private Limited and Zerodha Asset Management Private Limited (collectively referred to as the “Management”) are responsible for the other information. The other information comprises the information included in the Trustees report but does not include the financial statements and our auditor's report thereon.

Our opinion on the financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of the state of affairs, results of operations, and cash flows of the Scheme in accordance with the accounting principles generally accepted in India, including the accounting policies and standards specified in the Regulations. This responsibility also includes maintenance of adequate accounting records in accordance with the SEBI Regulations for safeguarding of the assets of the Scheme and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Management is responsible for assessing the Scheme’s ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless Management, either intends to liquidate the Scheme or to cease operations, or has no realistic alternative but to do so.

Those Charged with Governance are also responsible for overseeing the Scheme’s financial reporting process.

Auditor’s Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor’s report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of internal control.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management.
- Conclude on the appropriateness of Management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Scheme's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Scheme to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide to those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the period ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

As required by regulation 55(4) and clause 5(ii)(2) of the Eleventh Schedule of the SEBI Regulations, we report that:

- a. we have sought and obtained all the information and explanations which, to the best of our knowledge and belief were necessary for the purposes of our audit;

- b. in our opinion, the Balance Sheet and the Revenue Account dealt with by this report have been prepared in accordance with the accounting policies and standards specified in the Regulations; and
- c. The Balance Sheet, the Revenue Account, and the Cash Flow Statement, dealt with by this report are in agreement with the books of accounts of the Scheme.

On the basis of information and explanations given to us, the scheme does not have any non-traded securities as at March 31, 2024 and hence reporting requirement of Eighth Schedule of the SEBI Regulations is not applicable.

For M S K A & Associates

Chartered Accountants

ICAI Firm Registration No. 105047W

Sd/-

Swapnil Kale

Partner

Membership No. 117812

UDIN: 24117812BKFIQK3144

Mumbai

June 28, 2024

Zerodha Mutual Fund

Abridged Balance Sheet as at March 31, 2024

(All amounts are in Rupees in Lakhs unless otherwise stated)

		Zerodha Nifty Large Midcap250 Index Fund	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	Zerodha Nifty 1D Rate Liquid ETF	Zerodha Gold ETF
		As at March 31, 2024	As at March 31, 2024	As at March 31, 2024	As at March 31, 2024
	LIABILITIES				
1.	Unit Capital	23,961.96	5,997.46	66,114.03	3,906.65
2.	Reserves & Surplus				
2.1.	Unit Premium Reserve	1,688.96	560.76	3.83	13.58
2.2.	Unrealised Appreciation Reserve	2,320.37	455.79	-	284.36
2.3.	Other Reserves				
	Opening Balance	-	-	-	-
	Add: Transfer from Revenue Account	183.53	31.70	917.38	2.76
	Closing Balance	183.53	31.70	917.38	2.76
3.	Current Liabilities & Provisions				
3.1.	Other Current Liabilities & Provisions	431.73	406.99	10.21	1.16
	TOTAL	28,586.55	7,452.70	67,045.45	4,208.51
	ASSETS				
1.	Investments				
1.1.	Listed Securities:				
	Equity Shares	28,144.37	7,037.12	-	-
1.2.	Unlisted Securities				
	Gold	-	-	-	4086.21
	Total Investments	28,144.37	7,037.12	-	4,086.21
2.	Current Assets				
2.1.	Cash & Bank Balance	13.57	32.76	0.91	2.60
2.2.	Reverse Repo Lending/TREPs	209.96	329.94	66,711.16	5.99
2.3.	Others	218.65	52.88	333.38	113.71
	TOTAL	28,586.55	7,452.70	67,045.45	4,208.51

The notes to abridged financial statements form an integral part of the accounts

Schemes are launched during this period, hence previous comparative figures are not shown

Zerodha Mutual Fund

Abridged Revenue Account for the period ended March 31, 2024

(All amounts are in Rupees in Lakhs unless otherwise stated)

		Zerodha Nifty Large Midcap250 Index Fund	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	Zerodha Nifty 1D Rate Liquid ETF	Zerodha Gold ETF
		Period from November 08, 2023 to March 31, 2024	Period from November 08, 2023 to March 31, 2024	Period from January 17, 2024 to March 31, 2024	Period from February 26, 2024 to March 31, 2024
1.	INCOME				
1.1	Dividend	61.19	12.77	-	-
1.2	Interest	12.74	2.56	371.55	3.67
1.3	Realized Gains on Sale/Redemption of Investments	142.77	22.69	-	-
1.4	Other Income	13.62	3.17	-	-
	(A)	230.32	41.19	371.55	3.67
2.	EXPENSES				
2.1	Management fees	6.50	-	7.06	0.49
2.2	Trusteeship fees #	0.00	0.00	0.00	0.00
2.3	Audit fees	1.53	1.18	0.83	0.65
2.4	Other operating expenses	51.69	12.71	8.16	0.09
	(B)	59.72	13.89	16.05	1.23
3.	NET REALIZED GAINS FOR THE PERIOD (A-B=C)	170.60	27.30	355.50	2.44
4.	Change in unrealised appreciation in the value of investments (D)	2,320.37	455.79	-	284.36
5.	NET SURPLUS FOR THE PERIOD (C+D=E)	2,490.97	483.09	355.50	286.80
5.1.	Add: Balance transfer from Unrealised Appreciation Reserve	-	-	-	-
5.2.	Less: Balance transfer to Unrealised Appreciation Reserve	(2,320.37)	(455.79)	-	(284.36)
5.3.	Add: Equalisation Reserve	12.93	4.40	561.88	0.32
6	Total	183.53	31.70	917.38	2.76
7	Income appropriation				
7.1	Income distributed during the period	-	-	-	-
8	Retained Surplus carried forward to Balance Sheet	183.53	31.70	917.38	2.76

Amount represents less than Rs. one thousand

The notes to abridged financial statements form an integral part of the accounts

Schemes are launched during this period, hence previous comparative figures are not shown

Zerodha Mutual Fund

Notes Forming Part Of The Abridged Balance Sheet And Abridged Revenue Account For The Period From Launch Date of The Schemes To March 31, 2024

1. Organization:

Zerodha Mutual Fund has been established as a Trust on January 09, 2023 in accordance with the provisions of the Indian Trusts Act, 1882. Zerodha Broking Limited (Sponsor) and Smallcase Technologies Private Limited (Shareholder of AMC) and Zerodha Trustee Private Limited ('Trustee') is the Trustee to the fund. The trust Deed has been registered under the Indian Registration Act, 1908. The Fund was registered with SEBI on August 11, 2023 under the Registration Code MF/080/23/06.

Zerodha Asset Management Private Limited ('the AMC') has been appointed as the asset management company to the Fund by the Trustee, vide Investment Management Agreement (IMA) dated January 09, 2023, executed between the Trustee and the AMC.

List of Schemes of Zerodha Mutual Fund

Scheme Name	Date of Launch	Date of Allotment	Scheme Short Name
Zerodha Nifty LargeMidcap 250 Index Fund	October 20, 2023	November 08, 2023	ZN250
Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	October 20, 2023	November 08, 2023	ZELSS
Zerodha Nifty 1D Rate Liquid ETF	January 08, 2024	January 17, 2024	ZLIQD
Zerodha Gold ETF	February 16, 2024	February 26, 2024	ZGOLD

* Note- All the schemes of Zerodha Mutual Fund offer only Direct Plan. Further the Direct plan has Growth Option only.

2. As per the Securities & Exchange Board of India (SEBI) (Mutual Funds) (Amendment) Regulations, 2012, issued on February 21, 2012, the Eighth schedule to the regulations was amended to include "Principles of Fair Valuation" which required the mutual funds to value their investments in accordance with the specified overarching principles so as to ensure fair treatment to all investors including existing investors as well as investors seeking to purchase or redeem units of mutual funds in all schemes at all points of time.

3. Investments

3.1. Investments of the schemes are registered in the name of the Schemes/Trustees for the benefits of the schemes' unit holders.

3.2. Open Position of derivatives as at March 31, 2024 is Nil.

3.3. Investments in Associates and Group Companies of the Sponsor or the AMC for the period: Nil

3.4. Open position of securities lent by the schemes:

Scheme	ISIN	Issuer Name	Quantity Lent
ZN250	INE438A01022	Apollo Tyres Ltd.	8000
ZN250	INE463A01038	Berger Paints India Ltd.	2000
ZN250	INE127D01025	Hdfc Asset Management Company Ltd.	3500
ZN250	INE203G01027	Indraprastha Gas Ltd.	9000
ZN250	INE774D01024	Mahindra & Mahindra Financial Services Ltd.	15000
ZN250	INE018E01016	Sbi Cards And Payment Services Ltd.	1500
ZN250	INE092A01019	Tata Chemicals Ltd.	6000
ZN250	INE256A01028	Zee Entertainment Enterprises Ltd.	7224
ZELSS	INE438A01022	Apollo Tyres Ltd.	2000
ZELSS	INE463A01038	Berger Paints India Ltd.	750
ZELSS	INE127D01025	Hdfc Asset Management Company Ltd.	1090
ZELSS	INE203G01027	Indraprastha Gas Ltd.	3500
ZELSS	INE774D01024	Mahindra & Mahindra Financial Services Ltd.	4000
ZELSS	INE092A01019	Tata Chemicals Ltd.	1500
ZELSS	INE256A01028	Zee Entertainment Enterprises Ltd.	6000

3.5. Securities classified as below investment grade or default as at March 31, 2024 is Nil

3.6. Aggregate unrealised gain / (loss) and percentage to net assets:

Scheme	Unrealised gain/(loss)	Net Assets as on March 31, 2024	% to Net assets
ZN250	2,320.37	28,154.87	8.24
ZELSS	455.79	7,045.72	6.47
ZLIQD	-	67,035.24	0
ZGOLD	284.36	4,207.35	6.76

(Rs. In Lakhs)

3.7. The aggregate value of investments purchased and sold during the period and these amounts as a percentage of average daily net assets:

(Rs. In Lakhs)

Scheme	Purchase Amount	Purchase as % to average daily net assets	Sold Amount	Sold as % to average daily net assets
ZN250	27,646.59	354.71%	1,926.96	24.72%
ZELSS	7,007.30	434.24%	438.99	27.20%
ZLIQD	-	0	-	0
ZGOLD	3,801.85	1009.81%	-	0

Note: TREPS is not considered while calculating figures of aggregate purchase and sale.

4. Details of transactions with associates in terms of regulation 25(8):

a) As per the disclosure under Regulation 25(8) of the SEBI Regulations, brokerage/ commission paid to associate brokers are as follows:

I. Brokerage paid to associates/ related parties/ group companies of Sponsor/ AMC

Name of Associate	Scheme	Nature of Association	Period Covered	Value of Transaction		Brokerage Paid	
				Rs. in Lacs	% of total value of transaction of the fund	Rs. in Lacs	% of total brokerage paid by the fund
DAM Capital Advisor Limited	ZN250	Associate Company of the AMC	2023-24	904.52	3.06%	0.27	3.06%
DAM Capital Advisor Limited	ZELSS	Associate Company of the AMC	2023-24	108.19	1.45%	0.03	1.45%

II. Commission paid to associates/ related parties/ group companies of Sponsor/ AMC Commission paid to associates/ related parties/ group companies of Sponsor/AMC

Name of Associate	Scheme Name	Nature of Association	Period Covered	Business Given		Commission Paid	
				Rs. in Lacs	% of total business received by the Fund	Rs. in Lacs	% of total commission paid by the fund
NA	NA	NA	2023-24	NA	NA	NA	NA

5. Details of large holdings in the schemes (i.e. over 25% of the net assets of the schemes) as on March 31, 2024: Nil

6. Unit capital movement during the period ended March 31, 2024:

Scheme	Face Value (Rs.)	Opening Units	Units Sold/Switch in/ NFO Allotment	Redemption/ Switch Out	Closing Units
ZN250	10	-	26,73,22,649.80	2,77,03,096.80	23,96,19,553
ZELSS	10	-	5,99,74,558.93	-	5,99,74,558.93
ZLIQD	100	-	8,18,18,969.01	1,57,04,941.01	6,61,14,028.00
ZGOLD	10	-	3,90,66,490.08	0.08	3,90,66,490.00

7. Contingent Liability as at March 31, 2024 is Rs. Nil.

8. Prior period comparatives:

As this is the first Financial Statements since the date of launch for all our schemes, there is no comparative for the prior year.

9. Details of significant item in other income:

Scheme	(₹ in lacs)		
	Security Lending Fees	Miscellaneous Income	Total
ZN250	13.60	0.02	13.62
ZELSS	3.17	-	3.17
ZLIQD	-	-	-
ZGOLD	-	-	-

10. Expenses other than management fee are inclusive of GST wherever applicable.

Zerodha Mutual Fund

Annexure - Key Statistics For The Period Ended March 31, 2024

	Particulars	Zerodha Nifty Large Midcap250 Index Fund	Zerodha ELSS Tax Saver Nifty LargeMidcap 250 Index Fund	Zerodha Nifty 1D Rate Liquid ETF	Zerodha Gold ETF
1	NAV per unit (Rs.)				
	Open	^^	^^	^^	^^
	High	11.8723	11.8713	101.3934	10.77
	Low	10.0105	10.0117	100.1995	9.996
	Close	11.7498	11.7478	101.3934	10.7697
2	Closing Assets Under Management				
	As on March 31,2024 (Rs. In Lacs)	28,154.87	7,045.72	67,035.24	4,207.35
	Average AAUM (Rs in Lacs)	19,673.32	4,073.17	27,107.58	3,939.46
3	Gross income as % of AAUM*	3.52%	3.16%	6.69%	0.97%
4	Expense Ratio				
	a. Total Expense as % of AAUM	1.33%	1.47%	0.29%	0.33%
	b. Management Fee as % AAUM	0.07%	0%	0.11%	0.11%
5	Net Income as a percentage of AAUM@	2.19%	1.69%	6.40%	0.65%
6	Portfolio turnover ratio#	0.10	0.11	N.A.	N.A.
7	Total IDCW per unit distributed during the year	N.A.	N.A.	N.A.	N.A.
8	Returns ~				
	a. Last one year				
	- Scheme	N.A.	N.A.	N.A.	N.A.
	- Benchmark	N.A.	N.A.	N.A.	N.A.
	b. Since Inception				
	- Scheme	N.A.	N.A.	N.A.	N.A.
	- Benchmark	N.A.	N.A.	N.A.	N.A.

Note:

^^ Since the scheme has been launched in current year there is no opening NAV

* Gross Income is total income in revenue account excluding gain on fair value changes

@ Net income is net income in revenue account excluding fair value changes

Portfolio Turnover = Lower of Sales or Purchase divided by the Average AUM for the period







~ Since the schemes have not completed six months from the date of launch, returns are not disclosed



All the Schemes have only Direct Plan and Growth Option

N.A . is Not Applicable

Zerodha Mutual Fund

Disclosure of product label, risk-o-meter and potential risk class of schemes and risk-o-meter of benchmarks

Risk-o-meter of Scheme	Risk-o-meter of Benchmark	Product Labeling
Zerodha Nifty LargeMidcap 250 Index Fund	Nifty LargeMidcap 250 Index - TRI	Product Labeling
		<p>This product is suitable for investors who are seeking*:</p> <ol style="list-style-type: none"> 1. Long term capital growth 2. Investment in securities covered by Nifty LargeMidcap 250 Index <p>Investors should understand that their principal will be at Very High Risk</p> <p>*Investors should consult their financial advisers if in doubt about whether the product is suitable for them.</p>
Zerodha ELSS Tax saver Nifty LargeMidcap 250 Index Fund	Nifty LargeMidcap 250 Index - TRI	
		<p>This product is suitable for investors who are seeking*:</p> <ol style="list-style-type: none"> 1. Long term capital growth 2. Investment in securities covered by Nifty LargeMidcap 250 Index <p>Investors should understand that their principal will be at Very High Risk</p> <p>*Investors should consult their financial advisers if in doubt about whether the product is suitable for them.</p>
Zerodha Nifty 1D Rate Liquid ETF	Nifty 1D Rate Index	
		<p>This product is suitable for investors who are seeking*:</p> <ol style="list-style-type: none"> 1. Short Term savings solution 2. Investment in securities covered by NIFTY 1D Rate Index <p>Investors should understand that their principal will be at Low Risk</p> <p>*Investors should consult their financial advisers if in doubt about whether the product is suitable for them.</p>

Zerodha Gold ETF	Domestic Price of Physical Gold	
		<p>This product is suitable for investors who are seeking*:</p> <ol style="list-style-type: none"> 1. Long term capital appreciation 2. Investment in gold in order to generate returns similar to the performance of the gold, subject to tracking errors. Investors should understand that their principal will be at High Risk <p>*Investors should consult their financial advisers if in doubt about whether the product is suitable for them.</p>

Potential Risk Class of Zerodha Nifty 1D Rate Liquid ETF			
Credit Risk	Relatively Low (Class A)	Moderate (Class B)	Relatively High (Class C)
Interest Rate Risk			
Relatively Low (Class I)	A-I		
Moderate (Class II)			
Relatively High (Class III)			

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Zerodha Asset Management Private Limited

CIN: U67190KA2021PTC155726

Zerodha Trustee Private Limited

CIN: U67100KA2021PTC155537

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