

NOTICE

NOTICE is hereby given that the Eleventh Annual General Meeting of the Members of M/s. **ZERODHA CAPITAL PRIVATE LIMITED (CIN: U67100KA2014PTC073653)** will be held on 08th July 2024 at 2:30 P.M at the Registered Office of the Company at 175/176, 2nd Floor Bannerghatta Main Road, next to Rainbow Hospital, Bilekahalli, Bengaluru, Karnataka 560076 to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Financial Statements of the Company for the financial year ended 31st March, 2024 and Report of Director's and Auditor's thereon, including annexures thereto.

SPECIAL BUSINESS:

1. Regularisation of appointment of Mr. Karthik Rangappa as Director

To consider and, if thought fit, to pass with or without modifications, the following resolution as Ordinary Resolution:

"RESOLVED THAT pursuant to the provision of Section 149. Section 152 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in the force), Mr. Karthik Rangappa (DIN: 03596015), who was appointed as an Additional Director on 1st November 2023 by Board of Director up to the date of this Annual General Meeting and who is eligible for appointment and has consented to act as Director of the Company, be and is hereby appointed as a Director of the Company

FURTHER RESOLVED THAT any of the Directors of Company or Company Secretary, be and is hereby authorized to file necessary returns/forms with the Registrar of Companies, - and to do all such acts, deeds and things that may be necessary, proper, expedient or incidental for the purpose of giving effect to the aforesaid resolution."

By Order of the Board

**For & On behalf of
ZERODHA CAPITAL PRIVATE LIMITED**



**Meetal T Jain
Company Secretary
M.No. F12550**

Place: Bangalore

Date: 13th June 2024

CIN: U67100KA2014PTC073653 Website: www.zerodhacapital.com

Registered office: 175/176, 2nd Floor Bannerghatta Main Road next to Rainbow Hospital, Bilekahalli, Bannerghatta Road, Bangalore-560076, Karnataka, India

Branch office: No.172/1F/12A, (old Door No.769-1F-12A), Spencer Plaza, Anna Salai, Chennai-600002

NOTES:

1. *Any member of a company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person (whether a member or not) as his proxy to attend and vote instead of himself; but a proxy so appointed shall not have any right to speak at the meeting. A proxy need not be a Member of the Company.*
2. *Pursuant to the provision of Section 105 of the Companies Act 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total share capital of the company member holding more than ten percent of the total share capital of the company may appoint a single person as proxy, who shall not act as a proxy for any other member. Proxies submitted on behalf of limited companies, societies etc, must be supported by an appropriate resolution/ authority, as applicable.*
3. *A proxy shall not be entitled to vote except on a poll.*
4. *The instrument appointing the proxy shall be deposited not later than forty-eight hours before the time fixed for holding the meeting. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorized in writing or, if the appointer is a Body corporate, be under its seal or be signed by an officer or an attorney duly authorized by it.*
5. *Every member entitled to vote at a meeting of the company, or any resolution to be moved thereat, shall be entitled during the period beginning twenty-four hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, to inspect the proxies lodged, at any time during the business hours of the company, provided not less than three days' notice in writing of the intention so to inspect is given to the company.*
6. *Relevant Registers and documents as mentioned in the above Notice shall be open for Inspection at the Registered Office of the Company from 9 a.m. to 11 a.m. on any working day and also at the venue of AGM on AGM date till the commencement of the AGM.*
7. *The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) is not applicable as there is no any special business to transact during the year.*
8. *Route Map as per Secretarial Standard 2 is exempted as its directors and their relatives are members.*

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1F-12A), Spencer Plaza, Anna Salai, Chennai-
600002

EXPLANATORY STATEMENT**Item No. 1:**

Mr. Karthik Rangappa, having (DIN: 03596015) was appointed as an Additional Director of the Company by the Board of Director's with effect from 1st November 2023.

In terms of provisions of Section 161 of the Companies Act, 2013, Rules made thereunder he holds office up to the date of the next Annual General Meeting or the last date on which the AGM should have been held, whichever is earlier. However, in order to regularize his appointment as a Director (Non-Executive) the approvals of the members of the Company are sought.

The Board is of the view that the appointment of Mr. Karthik Rangappa on the Company Board is desirable and would be beneficial to the Company and hence it recommends the said resolution for approval by the members of the Company as an ordinary resolution.

There is no other information and facts to disclose that may enable members to understand the meaning, scope and implications of the said item of business and to take decision thereon.

Except Mr. Karthik Rangappa, None of the Directors, Key Managerial Personnel and their relatives are interested in the aforesaid resolution

By Order of the Board

For & On behalf of
ZERODHA CAPITAL PRIVATE LIMITED



Meetal T Jain
Company Secretary
M.No. F12550

Place: Bangalore
Date: 13th June 2024

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