

Zerodha Capital

Private Limited

NOTICE IS HEREBY GIVEN THAT THE 12TH ANNUAL GENERAL MEETING OF ZERODHA CAPITAL PRIVATE LIMITED WILL BE HELD ON FRIDAY, 25TH JULY 2025 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT NO. 680, 15TH CROSS, J.P NAGAR 2ND PHASE BANGALORE 560078 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2025.

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

Ordinary Resolution:

RESOLVED THAT the Audited Financial Statements comprising the Balance Sheet as at March 31, 2025, Statement of Profit & Loss of the Company and Cash Flow Statement of the Company for the Financial Year ended March 31, 2025 together with the Notes as annexed thereto and the Reports of the Auditors and the Board of Directors dated 26th June, 2025 thereon, as circulated to the Members of the Company, be and are hereby received, considered and adopted."

SPECIAL BUSINESS:

2. To Regularise the appointment of Mr. Shivachalianda Rajkumar Abhilash (DIN:10765160) as an Executive Director of the Company

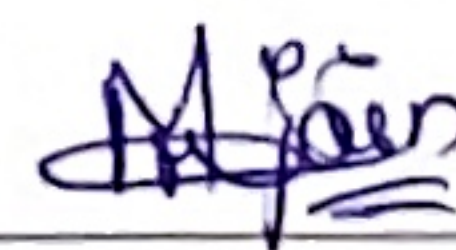
To consider and if thought fit, to pass with or without modification(s), the following Resolution as an
Ordinary Resolution:

"RESOLVED THAT pursuant to Section 152, 161 and other applicable provisions (including any statutory modification or re-enactment thereof for the time being in force), Rules made there under and Article of Association of the Company, Mr. Shivachalianda Rajkumar Abhilash (DIN: 10765160), who was appointed as an Additional Director by the Board of Directors with effect from December 20, 2024 and who holds office up to the date of this Annual General Meeting, be and is hereby appointed as an Executive Director of the Company.

RESOLVED FURTHER THAT any of the Directors or Company Secretary of the company be and is hereby authorised severally to do all acts including filing Forms to Registrar of Companies and to take all such steps as may be necessary, proper or expedient to give effect to the foregoing resolution."

3. Adoption of Memorandum of Association as per the provisions of the Companies Act 2013;

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



CIN: U67100KA2014PTC073653

Registered Office: No. 680, 15th Cross, J.P Nagar 2nd Phase Bangalore 560078

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

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RESOLVED THAT pursuant to the provisions of Section 4,13 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act"), read with the Companies(Incorporation) Rules, 2014 (including any statutory modifications(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent of the members be and is hereby accorded for alteration in the Memorandum of Association of the Company, by merging appropriate and relevant objects of the memorandum of Association, mentioned under Clause III(C) – Other Objects with Clause III (B) – Objects Incidental or Ancillary to the attainment of the Main Objects to appear under new Clause 3(b) -Matters which are necessary for furtherance of the objects specified in clause 3 (a) are' and consequently changing the object numbering as may be appropriate.

FURTHER RESOLVED THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause 3 (b) Matters which are necessary for furtherance of the objects specified in clause 3(a) are:

4. To Adopt New Set of Article of Association of the Company as Per Companies Act,2013

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

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and subject to such other approvals, consents, sanctions and permissions as may be necessary, the consent of the members of the Company be and is hereby accorded to adopt new set of Article of Association in place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, the Directors of the Company and Company Secretary of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary or expedient in this regard.

5. To increase the Authorised Share Capital of the Company and Amend the Capital Clause in the Memorandum of Association (MOA)

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

"RESOLVED THAT pursuant to provisions of Section 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013, including rules notified thereunder, as may be amended from time to time (including any statutory modification or re-enactment thereof for the time being in force) the consent of the members of the Company be and is hereby accorded, to increase Authorised Share Capital of the Company from Rs.11,00,00,000/- (Rupees Eleven Crores Only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- each to Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs.10/- each and 55,00,000 (Fifty-Five Lakhs only) Preference Shares of Rs. 10/- each ."

"RESOLVED FURTHER THAT pursuant to provisions of Section 13, 61 and 64 and any other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment

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thereof for the time being in force) and rules framed thereunder; the consent of the members of the Company be and is hereby accorded, for substituting Clause V of the Memorandum of Association of the Company with the following clause:

V. The Authorised Share Capital of the Company is Rs. 13,50,00,000 (Rupees Thirteen Crores Fifty Lakhs only) divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each and 55,00,000 (Fifty-Five Lakhs only) Preference Shares of Rs. 10/- each

FURTHER RESOLVED THAT any Director or Company Secretary of the Company be and is hereby severally authorized to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution."

By Order of the Board
For Zerodha Capital Private Limited



Meetal T Jain
Company Secretary
(M. No. F12550)

Address: No. 9, 3rd Cross, 3rd Main Road, Near Maruthi Circle Srinagar,
Bangalore South, Banashankari Bangalore-560050

Place: Bangalore

Date: 26.06.2025

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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. Route Map as per Secretarial Standard 2 is exempted as its directors and their relatives are members.

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Explanatory Statement as required under Section 102 of the Companies Act, 2013

ITEM NO 2: TO CONSIDER REGULARISATION OF MR. SHIVACHALIANDA RAJKUMAR ABHILASH (DIN: 10765160) AS AN EXECUTIVE DIRECTOR

Pursuant to the provisions of Section 152 of the Companies Act, 2013 the directors shall be appointed by the members in the General Meeting of the Company. In view of the same, Mr. Shivachalianda Rajkumar Abhilash will be regularised by the members at the ensuing Annual General Meeting of the company.

The Board of directors of the Company through the resolution passed in Board meeting held on 20th December 2024 appointed, Mr. Shivachalianda Rajkumar Abhilash as Additional Director up to the ensuing Annual General Meeting.

The Company has received consent to act as a Director of the Company in Form DIR 2 and a declaration that he is not disqualified from being appointed as a Director of the Company in Form DIR 8.

Mr. Abhilash holds a Bachelor of Science (BSc) degree from Mangalore University. He started his career with ICICI Prudential Life Insurance Company Limited as a Key Relationship Manager, handling the HNI portfolio and cross-selling bank products. He then joined Zerodha Broking Limited, where he worked for 8 years as Associate Vice President - Level 1 Non-Individual Sales (Team Handling). Currently, Mr. Abhilash leads the business operations at Zerodha Capital, managing operations, including the credit function & lending, fundraising, and day-to-day activities of the entity for the past year.

Accordingly, in terms of the requirements of the section 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder of Companies Act, 2013 approval of the members of the Company is required for the appointment of Mr. Shivachalianda Rajkumar Abhilash as Executive Director of the Company.

None of the other Directors or Key Managerial Personnel of the Company, is in any way, concerned or interested, financially or otherwise, in the resolution, set out at Item No. 2 of the Notice except Mr. Shivachalianda Rajkumar Abhilash.

The Board recommends for the approval by the members as an Ordinary Resolution set out at Item No. 2 of the Notice

ITEM NO 3: ADOPTION OF MEMORANDUM OF ASSOCIATION AS PER THE PROVISIONS OF COMPANIES ACT 2013

Upon the enactment of the Companies Act, 2013, ("Act") the Memorandum of Association of the Company were required to be re-aligned as per the provisions of the new Act. As per the Companies Act, 2013, a Company can have only following objects clause in its Memorandum of Association.

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1. The Objects to be pursued by the Company on its incorporation i.e. main objects
2. Matters which are necessary for the furtherance of the main objects.

It is proposed to delete the other businesses, which were earlier stated in "Other Objects" and make it in line with the Scheduled with the Schedule I of the Companies Act, 2013. Accordingly, the existing Clause III (A), Clause III (B) and clause III(C) of Memorandum of Association of the Company are proposed to be replaced by substituting and inserting Clause 3(a) and Clause 3(b) with new numbering of the clauses.

The Board of Directors at their meeting held on 26th June 2025 has approved, subject to the approval shareholders, adopted the Memorandum of Association of the Company as per the provisions of Companies Act, 2013.

Copy of the draft Memorandum of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

ITEM NO 4: TO ADOPT NEW SET OF ARTICLES OF ASSOCIATION (AOA) OF THE COMPANY AS PER COMPANIES ACT, 2013

The Articles of Association ("AOA") of the Company as presently in force are based on the erstwhile Companies Act, 1956 and several regulations in the existing AOA are no longer in conformity with the Companies Act, 2013. Further several regulations / articles of the existing AOA of the Company require alteration or deletion pursuant to changes in applicable laws. Therefore, it is considered expedient to wholly replace the existing AOA by a new set of Articles. The new set of AOA to be substituted in place of the existing AOA.

Copy of the draft Articles of Association of the Company would be available for inspection by the members at the Registered Office/ Corporate Office of the Company on any working day and including the date of AGM and also at the venue of the meeting.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

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ITEM NO 5: TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND AMEND THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION (MOA)

Considering the fund requirements to expand the operations of the Company, the Board of Directors, in its meeting held on December 20, 2024, accorded its consent to increase the Authorised Share Capital of the Company and to alter Clause V of the Memorandum of Association, subject to the approval of the Members of the Company.

The existing Authorised Share Capital of the Company is Rs. 11,00,00,000/- (Rupees Eleven Crores Only), divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each and 30,00,000 (Thirty Lakhs) Preference Shares of Rs. 10/- each.

It is proposed to increase the Authorised Share Capital to Rs. 13,50,00,000/- (Rupees Thirteen Crores Fifty Lakhs Only), divided into 80,00,000 (Eighty Lakhs) Equity Shares of Rs. 10/- each and 55,00,000 (Fifty-Five Lakhs) Preference Shares of Rs. 10/- each, by the creation of an additional 25,00,000 (Twenty-Five Lakhs) Preference Shares of Rs. 10/- each."

As per the provisions of Sections 13, 61 and 64 and other applicable provisions of the Companies Act, 2013, the approval of shareholders is required for both the alteration in the Memorandum of Association and the increase in the Authorised Share Capital by way of passing a Special Resolution.

Accordingly, the Board of Directors recommends the matter and the resolution set out under Item No. 5 for approval of the Members by way of passing a Special Resolution.

Pursuant to Section 102 of the Companies Act, 2013, the Board of Directors hereby confirms that none of the Directors, Key Managerial Personnel, or their relatives are in any way interested, financially or otherwise, in the aforesaid resolution.



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Registered Office: No. 680, 15th Cross, J.P Nagar 2nd Phase Bangalore 560078
CIN: U67100KA2014PTC073653

ATTENDANCE SLIP

Members or their proxies are requested to present this form for admission, duly signed in accordance with their specimen signatures registered with the Company

Name of the Member	
Registered Folio No	
Address of the Member	
Name of the proxy (To be filled if the proxy attends instead of the member)	
DP ID	
Client ID	

I/We hereby record my/our presence at the 12th Annual General Meeting to be held at Zerodha Capital Private Limited at No. 680, 15th Cross, J. P Nagar 2nd Phase Bangalore 560078 on 25th July, 2025 at the Registered Office of the Company.

- Please (✓)
- 1. Member
 - 2. Proxy

Signature of member/ Proxy

Zerodha Capital

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FORM MGT - 11

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 read with Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U67100KA2014PTC073653

Name of the Company: Zerodha Capital Private Limited

Registered Office: No. 680, 15th Cross, J.P Nagar 2nd Phase Bangalore 560078

I/We, being the member (s) of the company holding Equity shares/CCPS, hereby appoint

Name:

Address:

E-mail Id:

Signature:

Or failing him/her

Name:

Address:

E-mail Id:

Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on/my behalf at the 12th Annual General Meeting of the Company, to be held on **FRIDAY, 25th JULY 2025 AT 11.00 A.M** at the Registered Office of the Company and any adjournment thereof in respect of such resolutions as are indicated below –

1. To receive, consider and adopt the Audited Financial Statements of the Company together with the Reports of the Auditors and Board of Directors thereon for the Financial Year ended March 31, 2025
2. To consider regularisation of Mr. Shivachalianda Rajkumar Abhilash (DIN:10765160) as Executive Director of the Company
3. To Increase the Authorised Share Capital of the Company and Amend the Capital Clause in the Memorandum of Association (MOA).
4. To adopt a new set of Articles of Association (AOA) of the company as per Companies Act, 2013

Signed on the _____ day of _____ 2025

Affix revenue
stamp

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Signature of Shareholder

Signature of Proxy Holder(s)

NOTE - This form of Proxy in order to be valid and effective has to be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

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