

## NOTICE OF SECOND ANNUAL GENERAL MEETING

SHORTER Notice is hereby given that the Second Annual General Meeting of the members of M/s. Zerodha Broking Limited (CIN: U65929KA2018PLC116815) will be held on Friday the 06<sup>th</sup> day of November, 2020 through video conferencing at 04:00 p.m. to transact the following business.

### **ORDINARY BUSINESS:**

1. To consider and adopt the audited financial statement of the Company for the financial year ended March 31, 2020 and reports of the Board of Directors and Auditors thereon, and in this regard, pass the following resolution as **Ordinary Resolution:**

“RESOLVED THAT the audited financial statement of the Company for the financial year ended March 31, 2020 and the reports of the Board of Directors and Auditors thereon placed before the meeting, be and hereby considered and adopted.”

2. To appoint **Mr. Nikhil Kamath**, who retires by rotation and being eligible offers himself for re-appointment as Director and in this regard, pass the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 152 of the Companies Act, 2013 **Mr. Nikhil Kamath** (DIN: 03142938), who retires by rotation at this meeting and being eligible has offered herself for re-appointment, be and is hereby re-appointed as a Director of the Company liable to retire by rotation.”

### **SPECIAL BUSINESS:**

3. To appoint **Mr. Karthik Somanathan** as an Independent Director and in this regard, pass the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Sections 149, 161 and 152 read with Schedule IV and other applicable provisions, if any of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV to the Act, as amended from time to time and the applicable provisions if any, appointment of **Mr. Karthik Somanathan** (DIN: 07258231), a Non-Executive Director of the Company, Subject to approval of Stock Exchange who has submitted a declaration that he meets the criteria for independence as provided in Section 149 (6) of the Act and who is eligible for appointment as Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) years with effective from 06/11/2020 up to 05/11/2025, be and is hereby approved.”

4. To approve the draft scheme of amalgamation of Austin Global Ventures Private Limited with the Company (ZBL)

The Company proposes amalgamate Austin Global Ventures Private Limited with itself in this regard, pass the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 230 to 232 of the Companies Act, 2013 and the relevant provisions of the memorandum and articles of association of the Company and other applicable laws, rules, regulations as the case may be; and subject to requisite approval of creditors, and also subject to the sanction of the National Company Law Tribunal (NCLT), Bengaluru Bench, the draft Scheme of Amalgamation of the Company with Austin Global Ventures Private Limited and their respective shareholders ("the Scheme") as place before the meeting be and is hereby approved, subject to modifications, if any, as may be imposed by any regulatory authority or the National Company Law Tribunal.

**RESOLVED FURTHER THAT** the Board to take on record the appointed date for the said Scheme of Amalgamation as 01 April 2020 or such other date as the NCLT may direct or approve under the relevant provisions of the Companies Act, 2013."

5. To appoint Mr. Nithin kamath, Director and / or Mr. Nikhil kamath, Director for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme.

To give effect to the amalgamation of the Company with Austin Global Ventures Private Limited and to carry out any steps / activities / functions necessary or incidental to the proposed amalgamation, the Company authorises Mr. Nithin Kamath, Director and / or Mr. Nikhil Kamath, Director to carry out such steps / activities / functions.

In this regard, the Members are requested to consider and pass the following resolution with or without modification(s) as **Special Resolution**:

**"RESOLVED THAT** Mr. Nithin Kamath, Director or Mr. Nikhil Kamath, Director, for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the Scheme as may be expedient or necessary for satisfying the requirement or conditions imposed by NCLT, shareholders or any regulatory authority provided prior approval of Board of Directors shall be obtained for making any material changes in the said Scheme as approved by the Board.

RESOLVED FURTHER THAT Mr. Nithin Kamath, Director or Mr. Nikhil Kamath, Director, be and are hereby severally authorised to take all necessary steps including the following to give effect to the Scheme of Amalgamation -

- a) To make modifications, amendments, revisions, edits and all other actions as may be required to finalize the Scheme;
- b) To file necessary applications with the Central/State government or any body, authority or agency and to obtain sanction or approval to any provisions of the Scheme or for giving effect thereto;
- c) To file applications with the NCLT or such other competent authority for direction to hold or to exempt the holding of meetings of the shareholders and / or creditor and /or such other classes as may be concerned with the said Scheme and where necessary to take steps to convene and hold such meetings as per the directions of the NCLT to give effect to the Scheme;
- d) To file petitions for confirmation of the Scheme with the NCLT or such other competent authority;
- e) To file affidavits, petitions, pleadings, applications or any other proceedings incidental or deemed necessary or useful in connection with the above proceedings and to engage Counsels, Advocated, Solicitors, Chartered Accountants and other professionals and to sign and execute vakalatnama wherever necessary or incidental to the said proceedings for obtaining confirmation by the NCLT to the said Scheme and for giving effect to the Scheme;
- f) Take all steps as may be required, including without limitation for obtaining and / or approvals and / or consents of the shareholders, creditors, banks, financial institutions and other regulatory authorities or entities or agencies as may be applicable from time to time in this regard;
- g) To settle question or difficulty that may arise and given any directions necessary with regard to the implementation of the said Scheme, and to give effect to the above resolution;
- h) To make any alterations/changes to the Scheme as may be expedient or necessary which does not materially change the substance of the Scheme, particularly for satisfying the requirement or conditions imposed by the Central/State Government or the NCLT or shareholders or any other authority;
- i) To suspend, withdraw or revive the Scheme from time to time as may be specified by the statutory authority or as may be suo-moto decided by the Board in its absolute discretion;
- j) To take all steps necessary or incidental and considered appropriate with regard to the above applications or petitions and implementation of the orders passed thereon and generally for putting through the Scheme and completing the same;
- k) To sign all applications, petitions, documents or to issue public advertisements and notices relating to the Scheme or delegate such authority to another person by a valid Power of Attorney;

- l) To all further acts, deeds, matters and things as may be considered necessary, proper or expedient to give effect to the Scheme and for matters connected therewith or incidental thereto;

Take all such actions and steps in the above matter, as may be required from time to time to give effect to the above resolutions including resolving the difficulties, if any, as and when arises."

For **ZERODHA BROKING LIMITED**



**NITHIN KAMATH**

Managing Director & CEO

DIN: 03142935

(Address: No 44 Classic Orchards, Kothanur Village,  
Uttarahalli Hobli Bangalore South, Subramanyapura  
Bengaluru 560061)

Place: Bangalore

Date: 28/10/2020

Notes

**NOTES:**

1. Pursuant to the Circular No. 20/2020 dated May 5<sup>th</sup>, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
2. In view of the massive outbreak of the COVID-19 pandemic, social distancing is to be a pre-requisite and Pursuant to the Circular No. 20/2020 dated May 5<sup>th</sup>, 2020, issued by the Ministry of Corporate Affairs, physical attendance of the Members to the AGM venue is not required. Hence, Members have to attend and participate in the ensuing AGM through VC/OAVM.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (Act) in respect of Item Nos. 4 to 5 are annexed hereto.
6. A Member of the Company entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, before the commencement of the AGM.
7. In compliance with the aforesaid MCA Circulars, Notice of the AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company.
8. The Register of Directors and Key Managerial personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, relevant documents referred to in the notice and the statements will be available for inspection by the members at the registered office of the Company on all working days, during business hours up to and on the date of the meeting.
9. Since the proceedings of the AGM are being conducted through VC/OAVM, the registered office of the Company situated at #153/154, 4th Cross, 4th Phase, Dollars Colony, Opposite Clarence School, J.P Nagar, Bangalore-560078, Karnataka, India is deemed to be the venue of the AGM.
10. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution/ Power of Attorney/Letter of Authority authorizing their representative to attend and vote on their behalf at the Meeting.
11. Members may note that the Notice and will also be available on the Company's website <http://www.zerodha.com/>.

**EXPLANATORY STATEMENT**  
(Pursuant to Section 102 of the Companies Act, 2013)

Annexed to the Notice Convening the Second Annual General Meeting to be held on Friday, 06<sup>th</sup> November, 2020.

**Item No. 4**

The Board of Directors of the Company ("the Board") at the meeting held on 16<sup>th</sup> October, 2020, appointed Mr. **Karthik Somanathan** as Directors (Non-Executive & Independent). The Board also recommended for approval of the Members and Exchange, the appointment of Mr. **Karthik Somanathan** as Independent Directors of the Company with effective from 06<sup>th</sup> November, 2020, as set out in the Resolution relating to their respective appointment.

The Board of Directors of the Company are in the view that, given the knowledge, experience and performance of Mr **Karthik Somanathan**, and their continued association would benefit the Company. Declaration have been received by him that he meet the criteria of Independence prescribed under Section 149 of the Act read with the Companies (Appointment and Qualification of Directors) Rules, 2014.

In compliance with the provisions of Section 149 of the Act read with Schedule IV of the Act, the appointment of both Independent Directors is now being placed before the Members in general meeting for their approval. As per the provisions of the Section 149 of the Act, an Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and is not liable to retire by rotation.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

The Board recommends these Special Resolutions for your approval.

**Item No. 5**

**To approve the draft scheme of amalgamation of Austin Global Ventures Private Limited with the Company**

The Company proposes amalgamate Austin Global Ventures Private Limited with itself. In this regard, pass the following resolution as a **Special Resolution**:

None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in these Special Resolutions.

Item No. 6

To appoint Mr. Nithin kamath, Director and / or Mr. Nikhil kamath, Director for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme.

To give effect to the amalgamation of the Company with Austin Global Ventures Private Limited and to carry out any steps / activities / functions necessary or incidental to the proposed amalgamation, the Company authorises Mr. Nithin Kamath, Director and / or Mr. Nikhil Kamath, Director to carry out such steps / activities / functions.

None of the other Directors and Key Managerial Personnel of the Company, or their relatives other than Nithin Kamath and Nikhil Kamath, is interested in these Special Resolutions.

In this regard, the Members are requested to consider and pass the following resolution with or without modification(s) as **Special Resolution**:

For **ZERODHA BROKING LIMITED**



**NITHIN KAMATH**

Managing Director & CEO

DIN: 03142935

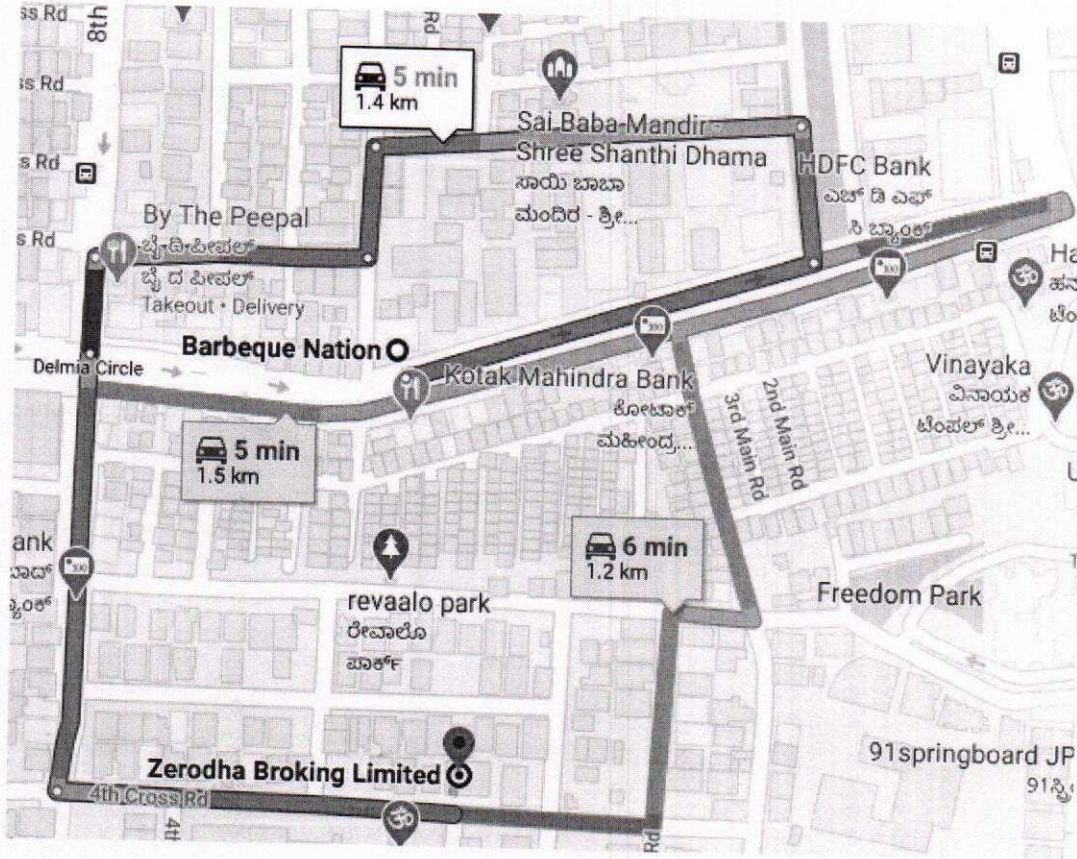
(Address: No 44 Classic Orchards, Kothanur Village,  
Uttarahalli Hobli Bangalore South, Subramanyapura  
Bengaluru 560061)

Place: Bangalore

Date: 28/10/2020

**ROUTE MAP TO THE VENUE**

Since the proceedings of the AGM are being conducted through VC/OAVM, the registered office of the Company situated at #153/154, 4th Cross, 4th Phase, Dollars Colony, Opposite Clarence School, J.P Nagar, Bangalore-560078, Karnataka, India is deemed to be the venue of the AGM.





**ATTENDANCE SLIP**

Second Annual General Meeting

06th November, 2020

Folio No. / DP ID Client ID No. :
Name of First named Member/Proxy/ Authorised Representative:
Name of Joint Member(s), if any:
No. of Shares held:

I/we certify that I/we am/are member(s)/proxy for the member(s) of the Company.

I/we hereby record my/our presence at the Second Annual General Meeting of the Company being held on Friday the 06<sup>th</sup> day of November, 2020 through video conferencing at 04:00 p.m.

Signature of First holder/Proxy/ Authorised Representative

Signature of 1st Joint holder

Signature of 2nd Joint holder

Note(s) : 1. Please sign this attendance slip and hand it over at the Attendance Verification Counter at the MEETING VENUE.

2. Only shareholders of the Company and/or their Proxy will be allowed to attend the Meeting.

PROXY FORM

(Pursuant to Section 105 (6) of the Companies Act, 2013 and rule 19 (3) of the Companies (Management and Administration) Rules, 2014)

CIN:	U65929KA2018PLC116815
Name Of The Company:	ZERODHA BROKING LIMITED
Registered Office:	153/154, 4th Cross, 4th Phase, Dollars Colony, Opposite Clarence School, J.P Nagar, Bangalore - 560078.

Name of the Member (s):
Registered Address:
E-Mail ID:
Folio No/ Client ID:
DP ID:

I/We, being the member (s) of ..... shares of the above named Company, hereby appoint

1. Name: .....  
Address:  
  
E-Mail ID:  
Signature: ....., or failing him

2. Name: .....  
Address:  
  
E-Mail ID:  
Signature: ....., or failing him

As my/our proxy to attend and vote ( on a poll) for me/us and on my/our behalf at second annual General Meeting of members of the Company, to be held on 06<sup>th</sup> November 2020 through video conferencing at 04:00 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No	Description
	<b>Special Business</b>
3.	To appoint <b>Mr. Karthik Somanathan</b> as an Independent Director
4.	To approve the draft scheme of amalgamation of Austin Global Ventures Private Limited with the Company
5.	To appoint Mr. Nithin kamath, Director and / or Mr. Nikhil kamath, Director for the purpose of giving effect to this resolution, be and are hereby severally authorized to make such alterations and/or changes in the scheme.

Signed this ..... day of .....2020

.....  
Signature of Shareholder

Affix Revenue Stamp
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.....  
Signature of Proxy Holder(s)

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, before the commencement of the Meeting.