

SHORTER NOTICE FOR EXTRAORDINARY GENERAL MEETING

(Notice is hereby given pursuant to Section 101 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014)

To,
The Members
Zerodha Broking Limited

SHORTER NOTICE is hereby given that the First Extra Ordinary General Meeting of the Members of the Zerodha Broking Limited ('the company') will be held on Wednesday, the 30th day of April 2025 at 12.30 p.m. Through Video Conferencing deemed to be held at company's Registered Office at 153/154, 4th Cross, 4th Phase, Dollars Colony, Opposite Clarence School, J.P Nagar, Bangalore -560078 to transact the following business:

SPECIAL BUSINESS**Item No. 1****1. Appointment of Mr. Santosh Hegde (DIN: 03380709) as an Independent Director of the Company.**

"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. Santosh Hegde (DIN: 03380709) as an Independent Director of the Company, 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 30/04/2025 till 29/04/2030 be and is hereby approved.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mr. Nithin Kamath, (DIN: 03142935), Chairman, Managing Director and CEO, Ms. Shikha Singh, Company Secretary and Pankathi H Jain, Compliance officer of the company be and are hereby severally authorized to sign on behalf of the Board of the Directors of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-Form as Return of Appointment with the Registrar of Companies, Karnataka."

By Order of the Board
For **Zerodha Broking Limited**

Sd/-
Shikha Singh
Company Secretary
M. No. 52855

Place: Bangalore
Date: 30/04/2025

Note:-

1. Any member of a company entitled to attend and vote at a meeting of the Company.
2. Pursuant to the provision of section 105 of the Companies Act 2013, requirement of proxy not applicable as this is meeting through video conferencing.
3. 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 day's notice in writing of the intention so to inspect is given to the company.
4. The explanatory statement pursuant to Sec.102 of the Companies Act 2013 in respect of special business is annexed herewith.
5. Relevant documents as mentioned in the above Notice shall be open for Inspection at the place of meeting.

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

Annexed to the Shorter Notice Convening the Extraordinary General Meeting to be held on Wednesday, 30th day of April, 2025 at 12.30 p.m.

Item No 1.**Appointment of Mr. Santosh Hegde (DIN: 03380709) as an Independent Director of the Company:**

The board of directors of the Company (“the Board”) at the meeting held on 30/04/2025, approved the appointment of **Mr. Santosh Hegde (DIN: 03380709)** as an independent director, subject to the approval of shareholders; hence, the board recommended to the Members for approval of the appointment of Mr. Santosh Hegde (DIN: 03380709) as an Independent Directors of the Company, as set out in the Resolution relating to their respective position.

The Board of Directors of the company is of the view that, given the knowledge, experience, and performance of Mr. Santosh Hegde (DIN: 03380709) and their continued association would benefit the Company. Respective Declarations have been received by him that he meets the criteria of Independence prescribed under Section 149 of the Act, read with the Companies (Appointment and Qualification of Directors) Rules, 2014, and do not disqualify him from being a director of the Company.

As per the Requirement of the Exchange, the company has received the pre-approval from the Exchange for the appointment, and also his name is being registered in the Independent Director’s Databank as per the requirement of 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, are interested in this Special Business.

CIN: U65929KA2018PLC116815

Registered Office: 153/154,4th Cross, Dollars Colony, JP Nagar 4th Phase, Bangalore - 560078

Website: zerodha.com

Email id: audit@zerodha.com

Phone no: 080-4718-1888

The Board recommends this Special resolution for your approval.

By Order of the Board
For **Zerodha Broking Limited**

Sd/-
Shikha Singh
Company Secretary
M. No. 52855

Place: Bangalore
Date: 30/04/2025