

**NOTICE**

Notice is hereby given that (01/2023-24) Extra Ordinary General Meeting of members of Ticker Limited (*formerly Tickerplant Limited*) will be held on Tuesday, January 16, 2024 at 04:30 P.M. at FT Tower, 6<sup>th</sup> Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093 to transact the following business(es):

**SPECIAL BUSINESS:**

**1. ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS**

**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 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as **“the Act”**) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other relevant rules made thereunder (including any statutory modification(s) thereto or re-enactment thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India or any other relevant statutory, governmental authorities or departments, institutions or bodies corporate by the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be deemed necessary by the Board of Directors of the Company (hereinafter referred to as the **“Board”** which terms shall be deemed to include any committee or Director(s) duly authorised by the Board or any committee, which the Board may hereafter constitute), to exercise one or more of its powers, including the powers conferred by this resolution, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot, on private placement basis, upto 27,00,000 (Twenty Seven Lakh) equity shares of face value of ₹1/- (Rupee One only) each at a premium of ₹11/- (Rupees Eleven only) per share, (**“Equity Shares”**) aggregating to ₹3,24,00,000/- (Rupees Three Crore Twenty Four Lakhs only) to proposed allottee as detailed below on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of the Proposed Allottee	Category	PAN NO.
1	Shri. Harish Dedhiya	Non-Promoter	AABPD6598F

**RESOLVED FURTHER THAT** the directors be and are hereby authorised to draft the letter of offer as per the prescribed format of PAS 4 under the Companies Act, 2013 and to make alteration therein as may be deemed necessary.

**RESOLVED FURTHER THAT** in connection with any of the foregoing resolutions, the members of the Board and such other persons as may be authorized by the Board, on behalf of the Company, be and are hereby severally authorized in their absolute discretion to execute and deliver any and all other documents, papers and to do or cause to be done any and all acts or

things as may be necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing resolutions for the Private Placement.

**RESOLVED FURTHER THAT** all actions taken by the Board, Directors or Committee(s) duly constituted for this purpose, if any, in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects.”

**For and on behalf of the Board of Directors**

Joseph Massey

**Managing Director and CEO**

DIN: 00043586

Place: Mumbai

Date: December 22, 2023

**Notes:**

1. The relative Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in relation to the Special Business of the meeting is annexed hereto.
2. *A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of herself/himself and the proxy need not be a member of the company.*
3. *Instrument of proxy, in order to be effective, must be deposited at the Registered Office of the Company not less than eight hours before the commencement of the meeting.*
4. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
5. A Body Corporate / Corporation being a member shall be deemed to be personally present at the meeting if represented in accordance with the provisions of Section 113 of the Companies Act, 2013.
6. Members are requested to register/ update their e-mail IDs with the Company, so that the notice and related documents can be served to Members on their e-mail IDs.
7. All documents referred to in the Notice are available for inspection on all working days upto the date of Extra Ordinary General Meeting.
8. The route map for the venue is enclosed.

## **ANNEXURE TO THE NOTICE**

### **Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013:**

#### **Item No. 1: Issuance of shares on private placement basis**

The resolution contained at agenda item no. 1 has been proposed pursuant to the provisions of Section 42 of the Companies Act, 2013 to create, issue, offer and allot, on private placement basis, upto 27,00,000 (Twenty Seven Lakhs) equity shares of face value of ₹1/- (Rupee One only) each at a premium of ₹ 11/- (Rupees Eleven only) per share, (“**Equity Shares**”) aggregating to ₹ 3,24,00,000/- (Rupees Three Crore Twenty Four Lakhs only) to, Shri. Harish Dedhiya (**‘Proposed Allottee’**).

The details of the issue and other particulars as required in pursuant to Rule 14 of the Companies (Prospects and Allotment) Rules 2014 are given hereunder:

#### **a) Particulars of the offer including date of passing of Board resolution;**

The issuance of proposed Equity shares of face value of Re. 1/-, at a price of ₹12.00 (Rupees Twelve only) per share including premium of ₹11.00 (Rupees Eleven only) per share aggregating to ₹3,24,00,000/- (Rupees Three Crore Twenty Four Lakhs only).

The said proposal for raising funds by issuing the said equity shares has been considered and approved by the Board at their meeting held on December 20, 2023.

#### **b) Kinds of securities offered and price at which security is being offered**

Equity shares of face value of Re. 1/-, at a price of ₹12.00 (Rupees Twelve only) per share including premium of ₹11.00 (Rupees Eleven only) per share aggregating to ₹3,24,00,000/- (Rupees Three Crore Twenty Four Lakhs only).

#### **c) Basis or justification for the price (including premium) at which the offer or invitation is being made:**

The Equity Shares are being issued at a price of ₹12 per share (including a premium of ₹11.00 per share) on the basis of valuation report taken by the Company.

#### **d) Name and address of valuer who performed valuation:**

M/s. Suman Kumar Verma, D-9, Lane No. 5, Mahavir Enclave, Palm Colony, New Delhi-110045, Registered Valuer - Securities or Financial Assets with IBBI Registration No.: IBBI/RV/05/2019/1237.

#### **e) Amount which the company intends to raise by way of such securities:**

The company intends to raise ₹3,24,00,000/- (Rupees Three Crore Twenty Four Lakhs only).

#### **f) Material Terms of raising such securities, proposed time schedule, Purposes or objects of offer, Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities:**



The said Equity Shares to be issued and allotted, shall rank *pari-passu* with existing equity shares of the Company in all respects. Issue and allotment may be done in one or multiple tranches. The Board may also issue, offer and allot partly paid shares.

As per the proposed time schedule, Equity Shares shall be issued and allotted by the Company within a period of sixty (60) days from the date of receipt of share application money and related documentation, complete in all respect, by the Company from the proposed allottee.

The object of raising equity share capital by issuing Equity Shares are:

- a. to meet current and future working capital requirements of the Company,
- b. for acquisition / merger and / or purchasing stake in any other technology company/entity,
- c. to meet the capital expenditure of the Company for future growth,
- d. to develop new products / technology, scale up operations through organic and inorganic growth strategies of the Company,
- e. to use funds for the purposes as stated in the main object clause of the Memorandum of Association (MOA) of the Company,
- f. to meet General Corporate purpose,
- g. any surplus or unutilized funds may be used for granting intercorporate loan, invests in units of debt scheme of various mutual funds etc.,
- h. to infuse funds by the Company in any of its subsidiary (present or future).

No contribution is being made by the promoters or directors either as part of the offer or separately in furtherance of objects.

As no assets are charged as securities, the principle terms of assets charged as securities is not Applicable

In accordance with Section 42 of the Companies Act, 2013 read with applicable rules thereto, approval of the members for the issue and allotment of the said Equity Shares to the above mentioned allottee on private placement basis is being sought by way of a special resolution as set out in the said items of the notice. The issue of Equity Shares on private placement basis would be within the authorised share Capital of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are concerned or interested in the above resolution.

**For and on behalf of the Board of Directors**

Joseph Massey  
**Managing Director and CEO**  
DIN: 00043586

Place: Mumbai  
Date: December 22, 2023



**Form No. MGT-11**

**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: U72900MH2005PLC151034

Name of Company: Ticker Limited

Registered Office: FT Tower, 4th Floor, CTS 256 & 257, Suren Road, Chakala, Andheri (E), Mumbai -400093

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/her; |
| 2. Name:   | Address:                              |
| E-mail Id: | Signature: _____, or failing him/her; |
| 3. Name:   | Address:                              |
| E-mail Id: | Signature: _____                      |

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the (01/2023-24) Extra Ordinary General Meeting of the Company, to be held on January 16, 2024 at FT Tower, 6<sup>th</sup> Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 at 4:30 p.m. and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution	Vote (Optional – See Note 2)		
		For	Against	Abstain
1	Issue of Equity Shares on Private Placement basis			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2024.

Signature of shareholder: \_\_\_\_\_

Signature of Proxy holder (s): \_\_\_\_\_

Affix  
Revenue  
Stamp

**Note:** 1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.  
2) It is optional to put a ✓ in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.