



NOTICE

Notice is hereby given that the (1/2024-25) Extra Ordinary General Meeting of Ticker Limited will be held on Monday, July 1, 2024, at 4:30 P.M. at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

SPECIAL BUSINESS:

INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY AND CONSEQUENTIAL AMENDMENT IN THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION OF THE COMPANY:

To consider and if thought fit, to pass, the following resolution as an **Ordinary Resolution**:


“**RESOLVED THAT** pursuant to the provisions of section 61 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof) and the Rules framed thereunder, consent of the members of the Company be and is hereby accorded for increase in the Authorised Share Capital of the Company from existing Rs. 134,00,00,000/- (Rupees One Hundred and Thirty-Four Crores only) divided into 134,00,00,000/- (One Hundred and Thirty-Four Crores) Equity Shares of Rs. 1/- (Rupees One only) to Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crore only) divided into 175,00,00,000/- (One Hundred and Seventy-Five Crore) equity shares of Rs. 1/- (Rupees One only) each ranking *pari-passu* in all respect with the existing equity shares of the company as per the Memorandum and Articles of Association of the Company by creating 41,00,00,000 (Forty-One Crore) equity shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT pursuant to section 61 and all other applicable provisions, if any, of the Companies Act, 2013, consent of the members of the Company be and is hereby accorded, for alteration of clause V of the Memorandum of Association of the Company by substituting in its place and stead the following: -

V. (a) The Authorised Share Capital of the Company is Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crore only) divided into 175,00,00,000/- (One Hundred and Seventy-Five Crore) equity shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT approval of the members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

For and on behalf of the Board of Ticker Limited


Joseph Massey
Managing Director & CEO
DIN: 00043586
Place: Mumbai
June 07, 2024



Ticker Limited

(Formerly TickerPlant Limited)

FT Tower, 4th Floor, CTS No.: 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093, India
T: +91 22 6686 6060 | F: +91 22 6686 6050 | info@tickermarket.com | tickermarket.com | CIN No. - U72900MH2005PLC151034

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 forty-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:

The Board vide circular resolution passed on June 07, 2024 proposed to increase the Authorized Share Capital from 134,00,00,000/- (Rupees One Hundred and Thirty-Four Crores only) divided into 134,00,00,000/- (One Hundred and Thirty-Four Crores) Equity Shares of Rs. 1/- (Rupees One only) to Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crore only) divided into 175,00,00,000/- (One Hundred and Seventy-Five Crore) equity shares of Rs. 1/- (Rupees One only), subject to the approval of the members of the Company, by creating 41,00,00,000 (Forty-One Crore) further equity shares of Rs. 1/- (Rupees One only) each..

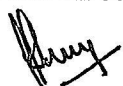
Members are requested to note that the proposed increase is to accommodate issue of fresh capital, if any, in the near future. Hence it is proposed to increase the Authorised Share Capital to enable the Board to issue shares.

The increase in the authorized share capital as aforesaid would entail consequential alteration of the existing clause V of the Memorandum of Association of the Company, which in turn requires member's approval in terms of Section 61 of the Companies Act, 2013. The Board recommends resolution no. 1 for the approval of members.

The draft copy of the Memorandum of Association and Articles of Association will be kept open for inspection by members on all working days (except Saturday and Sunday) between 11:00 a.m. to 4.00 p.m.

None of the Promoters, Directors, Key Managerial Personnel and their relatives are concerned or interested in the resolution no. 1 of this notice.

For and on behalf of the Board of Ticker Limited


Joseph Massey
Managing Director & CEO
DIN: 00043586
Place: Mumbai
Date: June 07, 2024



ATTENDANCE SLIP

Extra Ordinary General Meeting

Monday, July 1, 2024 at 4:30 P.M.

I/ We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093.

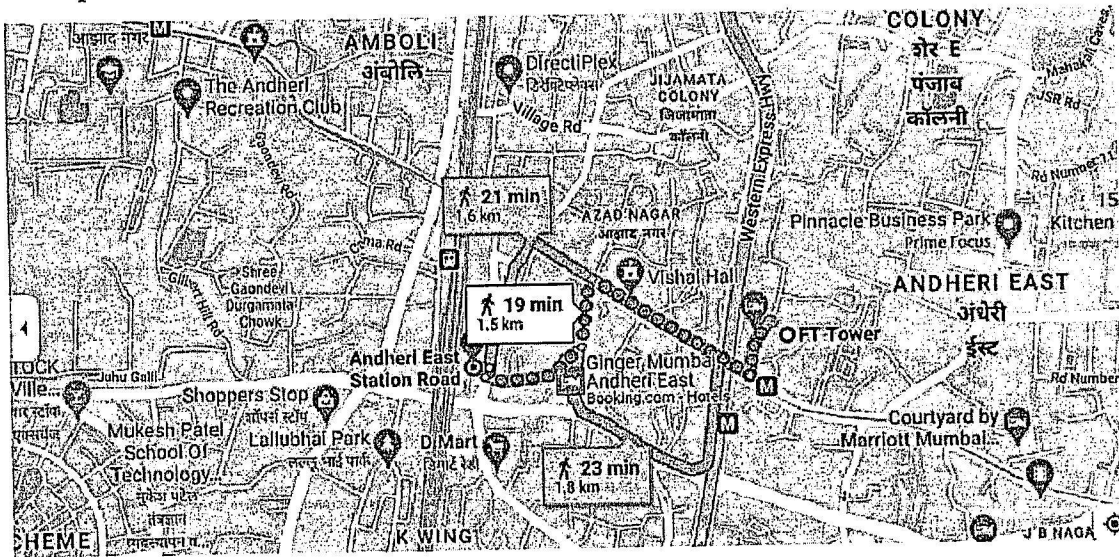
Member's Folio/
DP ID-Client ID

Member's/Proxy's name
in block letters

Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.

Route map for the venue



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

Registered Office: FT Tower, 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 Extra Ordinary General Meeting of the company, to be held on Monday, July 1, 2024 at 4:30 P.M. at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 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	Increase the authorised share capital of the company and consequential amendment in the capital clause in the Memorandum of Association of the Company.			

Signed this _____ day of _____ 2024.

Signature of shareholder: _____

Affix
Revenue
Stamp

Signature of Proxy holder (s): _____

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.