

NOTICE

Notice is hereby given that (02/2022-23) Extra Ordinary General Meeting of members of Ticker Limited (*formerly known as Tickerplant Limited*) will be held on March 27, 2023 at 04:00 P.M. at a Shorter Notice at FT Tower, 6th Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

SPECIAL BUSINESS:

1. ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS TO THE PERSONS BELONGING TO NON-PROMOTER CATEGORY

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 Companies Act”) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, as amended, 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 3,33,33,333 (Three Crore Thirty Three Lakhs Thirty Three Thousand Three Hundred and Thirty Three only) 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 INR 39,99,99,996/- (Rupees Thirty Nine Crores Ninety Nine lakhs Ninety Nine Thousand Nine Hundred and Ninety Six only) to proposed allottees as detailed below and in the explanatory statement forming part of this notice on such terms and conditions and in such manner as the Board may think fit in its absolute discretion (the “Private Placement”).

The details of the proposed allottee and the Maximum number of Equity Shares of the Company proposed to be allotted are set forth in the table below:

Sr. No.	Name of the Proposed Allottee	Category	LLPIN / PAN NO.	Maximum No. of Equity Shares to be allotted
1	Florintree Sports Advisory LLP	Non-Promoter	AAZ-4654	3,33,33,333

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 6010 | F: +91 22 6686 6050 | info@tickermarket.com | tickermarket.com | CIN No.: U72900MH2005PLC151034

RESOLVED FURTHER THAT approval of the members be and is hereby accorded to issue equity shares as per following details:

- a. Equity shares of face value of Re. 1/-, partly paid at face value of Paise 50/- (Paise Fifty only) along with premium of Rs. 5.5 (Rupees Five and Paise Fifty only) totaling to Rs. 19,99,99,998 (Rupees Nineteen Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Eight) at the time of share application /allotment.
- b. The balance of face value of Paise 50/- (Paise Fifty only) along with premium of Rs. 5.5 (Rupees Five and paise Fifty only) totaling to Rs. 19,99,99,998 (Rupees Nineteen Crore Ninety Nine Lakhs Ninety Nine Thousand Nine Hundred and Ninety Eight) at the first and final call.

RESOLVED FURTHER THAT approval of the members be and are hereby accorded to the draft letter of offer as per the prescribed format of PAS 4 under the Companies Act, 2013 to make an offer to the Proposed Allottee, and Directors of the Company be and are hereby authorised to make such alterations, corrections, changes, variations and/or, modifications, if any, 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; and any such documents so executed and delivered or acts and things done or caused to be done shall be conclusive evidence of the authority of the Company in so doing and any document so executed and delivered or acts and things done or caused to be done prior to the date hereof are hereby ratified, confirmed and approved as the acts and deeds of the Company, as the case may be.

RESOLVED FURTHER THAT all actions taken by the Board, Directors or Committee(s) duly constituted for this purpose 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."

2. ALTERATION OF ARTICLES OF ASSOCIATION OF THE COMPANY

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 any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force), approval of the members of the Company be and is hereby accorded to delete the proviso to Clause 12(i) of Articles of Association of the Company.

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



Data | Information | Analysis

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 and on behalf of the Board of Directors

Sd/-

Joseph Massey

Managing Director and CEO

Place: Mumbai

Date: March 21, 2023

DIN: 00043586

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. Draft format of shorter consent from members.

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 3,33,33,333 (Three Crore Thirty Three Lakhs Thirty Three Thousand Three Hundred and Thirty Three only) 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 INR 39,99,99,996/- (Rupees Thirty Nine Crores Ninety Nine lakhs Ninety Nine Thousand Nine Hundred and Ninety Six only) to, Florintree Sports Advisory LLP, under non-promoter category ('Proposed Allottee'). The issuance is proposed as per following details:

- a. Equity shares of face value of Re. 1/-, partly paid at face value of Paise 50/- (Paise Fifty only) along with premium of Rs. 5.5 (Rupees Five and Paise Fifty only) totaling to Rs. 19,99,99,998 (Rupees Nineteen Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Eight only) at the time of share application /allotment.
- b. The balance of face value of Paise 50/- (Paise Fifty only) along with premium of Rs. 5.5 (Rupees Five and paise Fifty only) totaling to Rs. 19,99,99,998 (Rupees Nineteen Crore Ninety-Nine Lakhs Ninety-Nine Thousand Nine Hundred and Ninety-Eight only) at the first and final call.

The said proposal has been considered and approved by the Board at their meeting held on March 21, 2023. The offer for the proposed allotments shall be made by way of an offer letter to be issued to the Proposed Allottee.

The proposed transaction with the Proposed Allottee is subject to the receipt of customary conditions and approvals including receipt of shareholders' approval.

The details of the issue and other particulars as required in terms of applicable statutes in relation to the proposed Special Resolution are given hereunder:

1. Objects of the Private Placement issue:

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).

2. The total number of shares to be issued and pricing:

The Board intends to create, offer, issue and allot up to 3,33,33,333 (Three Crore Thirty-Three lakhs Thirty Three Thousand Three Hundred and Thirty Three) Equity Shares of Re. 1/- each, at a price of Rs. 12.00 (Rupees Twelve only) per share (which includes a premium of Rs. 11.00 (Rupees Eleven only) per share, aggregating to INR 39,99,99,996/- (Rupees Thirty Nine Crores Ninety Nine lakhs Ninety Nine Thousand Nine Hundred and Ninety Six only), on private placement basis to Florintree Sports Advisory LLP.

3. Basis on which the price has been arrived at:

Since the shares of the Company are not traded, accordingly, the valuation reports are issued by the Independent Registered Valuer i.e. CA Bhavesh M. Rathod, (Reg. No. IBBI/RV/06/201910798) having office at A/101, Shelter CHSL, Dahisar (East), Mumbai 400068 dated March 20, 2023. The valuation report has also been obtained from M/s Capital Square Advisors Private Limited (Category I Merchant Banker) (Reg No. INM000012219) having office at 208, Arpee Centre, CTS- 70, MIDC, Road No. 11, Andheri (East), Mumbai 400093 on March 20, 2023.

Based on the valuation provided by the above said valuers, the Board has decided the price of the Equity Shares to be issued at price of Rs. 12.00 per share (including a premium of Rs. 11.00 per share).

4. Terms of Issue of the Equity Shares, if any.

The Equity Shares to be issued and allotted, shall rank *pari-passu* with existing equity shares of the Company in all respects. The proposed issue, inter-alia, authorize the Proposed Allottee to appoint one of their representatives as non-executive Director on the Board of the Company. The Board may also create, offer, issue or allot partly paid shares from all or any of the aforesaid mentioned shares at the discretion of the Board.

5. The class or classes of persons to whom the allotment is proposed to be made:

The allotment is proposed to be made to entity which does not form part of Promoter group.

6. Relevant Date with reference to which the price has been arrived at:

The Relevant Date is March 15, 2023.

7. The shareholding pattern of the Company, as on March 10, 2023, pre and post issue of Equity Shares as follows:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	Promoters holding				

TICKER

Data | Information | Analysis

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
1	Indian	-	-	-	-
	Individual	-	-	-	-
	Bodies corporate	93,05,36,440*	77.51	93,05,36,440*	75.42
	Sub-total	93,05,36,440	77.51	93,05,36,440*	75.42
2	Foreign promoters	-	-	-	-
	Sub-Total (A)	930536440*	77.51	93,05,36,440*	75.42
B	Non-promoters holding	-	-	-	-
1	Institutional investors	-	-	-	-
2	Non-institutional investors	-	-	-	-
	Private corporate bodies	4,83,00,000	4.02	8,16,33,333	6.62
	Directors and Relatives	-	-	-	-
	Indian public	22,17,00,000	18.47	22,17,00,000	17.97
	Others [including Non-residential] Indians (NRI's)	-	-	-	-
	Sub- total (B)	27,00,00,000	22.49	30,33,33,333	24.58
	GRAND TOTAL	1,20,05,36,440	100%	1,23,38,69,773	100%

* This share includes 60 shares held by 6 nominees of 63 moons in pursuance with Section 3 of the Companies Act, 2013

8. Proposal / Intention of Promoters, Director or Key Managerial Personnel (s) to subscribe the offer:

No Promoters, Director(s) or Key Managerial Personnel (s) are subscribing to this offer.

9. The proposed time within which the issue or allotment shall be completed:

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, provided that where the issue and allotment of the said Equity Shares is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

10. Change in control, if any, in the Company that would occur consequent to the private placement basis:

There shall be no change in control of the Company pursuant to the aforesaid issue and allotment of Equity Shares on private placement basis. However, subsequent to the allotment, the Proposed Allottee would be entitled to appoint one non-executive Director on the Board of the Company.

11. No. of persons to whom allotment on private placement basis have already been made during the year, in terms of number of securities as well as price:

During the financial year commencing from 1st April, 2022 till date of notice of this Extra Ordinary General Meeting, the Company has not made any private placement.

12. Valuation for consideration other than cash: Not applicable.

13. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

14. Lock-in period:

The Equity Shares will be subject to applicable transfer restrictions stipulated under any Act or applicable law, if any.

15. Listing:

As of now, the Company's shares are not listed on any of the Stock Exchanges. The Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

16. Auditors Certificate:

Not Applicable

17. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- i. None of the Issuer, any Promoter or Directors of the Company is willful defaulter.
- ii. No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the last 6 (Six) months.
- iii. No person belonging to the promoters / promoter group has previously subscribed to any equity share of the company but failed to exercise them.

18. The name of the proposed allottees and the percentage of post private placement capital that may be held by them:

Sr. No.	Name of the Proposed Allottee	Category	CIN/ LLPIN	Maximum No. of Equity Shares to be allotted	Percentage of post private placement capital held by them
1	Florintree Sports Advisory LLP	Non-Promoter	AAZ-4654	3,33,33,333	2.70%

19. Other Disclosures:

In accordance with the provisions 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 allottees and issue and allotment of said Equity Shares 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.

The Board of Directors believe that the proposed private placement issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under item no. 1 of the accompanying notice for the approval of the members 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.

ITEM NO. 2: Alteration of Articles of the Company

The proviso to 12 (i) of the Articles of Association of the Company prohibits making of calls on shares exceeding one-fourth of the nominal value of the shares. The relevant clause is reproduced as follows:

“Provided that no call shall exceed one-fourth of the nominal value of the share or be payable at less than one month from the date fixed for the payment of the last preceding call.”



In order to provide flexibility to the Board on making calls on the unpaid portion of shares it is proposed to delete the said clause. As per Section 14 of the Companies Act, 2013 approval of members by way of special resolution is required for effecting the Alteration of Articles of Association of the Company.

The Board of Directors recommends the Special Resolution as specified under item no. 2 of the accompanying notice for the approval of the members of the company by way of special resolution.

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

Sd/-

Joseph Massey

Managing Director and CEO

Place: Mumbai

Date: March 21, 2023

DIN: 00043586



ATTENDANCE SLIP
Extra Ordinary General Meeting

I/ We hereby record my / our presence at the (02/2022-23) Extra Ordinary General Meeting of the Company held at FT Tower, 6th Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 on _____ at _____.

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.



Data | Information | Analysis

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, 6th 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 (02/2022-23) Extra Ordinary General Meeting of the Company, to be held on March 27, 2023 at FT Tower, 6th Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 at 4:00 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 to persons belonging to Non-Promoter Category			
2	Alteration of Articles of Association of the Company			

Signed this _____ day of _____ 2023.

Signature of shareholder: _____

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.

Affix
Revenue
Stamp

TICKER

Data | Information | Analysis

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.

TICKER

Data | Information | Analysis

Route map

