



## NOTICE

Notice is hereby given that the Eighteenth Annual General Meeting of Tickerplant Limited will be held on Tuesday, 30<sup>th</sup> August, 2022 at 04.00 P.M. at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

### Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Rushabh Shah (DIN: 07000730), who retires by rotation and being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Nimish Shukla (DIN: 09428299), who retires by rotation and being eligible offers himself for re-appointment.
4. To appoint a Director in place of Mr. Vaidyanathan Ramamurthy (DIN: 00221577), who retires by rotation and being eligible offers himself for re-appointment.
5. To authorize the Board of Directors to fix the remuneration of M/s Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (Reg. No. 118424W), Statutory Auditors of the Company who hold office upto the conclusion of the next annual general meeting, for the audit of the financial year 2022-23.

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** Ms. Vijaya Gupta (DIN: 09681933), who was appointed as an Additional Director (Woman Director) with effect from 30<sup>th</sup> July, 2022 on the Board of the Company in terms of Section 161 (1) of the Companies Act, 2013 and applicable Article of the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

7. To consider, and if thought fit, to pass, with or without modifications, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** Mr. Mayur Poddar (DIN: 07540048), who was appointed as an Additional Director with effect from 30<sup>th</sup> July, 2022 on the Board of the Company in terms of Section 161 (1) of the Companies Act, 2013 and applicable Article of the Articles of Association of the Company and who holds office up to the date of the ensuing Annual General Meeting and in respect of whom the Company has received a notice

### **TickerPlant Limited**

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CIN: U72900MH2005PLC151034

in writing under Section 160 of the Companies Act, 2013, from a Member proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company liable to retire by rotation;

**RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company, be and are hereby authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

8. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions, if any, of the Companies Act, 2013 and applicable rules framed thereunder, read with Schedule V of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of Central Government, if any, the consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Mayur Poddar (DIN: 07540048) as Whole-time Director and Chief Business Officer (CBO) of the Company for a period of three years commencing from 30<sup>th</sup> July, 2022 on terms and conditions including remuneration, commission and minimum remuneration in the event of inadequacy of profits in any financial year (as recommended by the Nomination & Remuneration Committee and the Board) as set out in the Explanatory Statement to this Notice with the authority to the Board of Directors/Committee to grant increments within the range stated therein and to alter and vary from time to time, the terms & conditions of the said appointment in such manner as may be agreed to between the Board of Directors/Nomination and Remuneration Committee and Mr. Mayur Poddar;

**RESOLVED FURTHER THAT** the Board of Directors or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

9. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 186 of the Companies Act, 2013 read with the Companies (Meetings of Board and its Powers) Rules, 2014 and other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and subject to such approvals, consents, sanctions and permissions as may be necessary, consent of the Members of the Company be and is hereby is accorded to the Board of Directors of the Company to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent as in one or more tranches upto Rs. 500 Crore (Rupees Five Hundred Crore only) Investments into Subsidiaries and other Bodies Corporate over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company;

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**RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, any of the Director or Chief Financial Officer of the Company be and is hereby authorized to agree, make, accept and finalize all such terms, condition(s), modification(s) and alteration(s) as it may deem fit including the terms and conditions within the above limits upto which such investments in securities made, as may be determined by the Board thereof, including with the power to transfer/dispose of the investments so made, from time to time, and the Board is also hereby authorized to resolve and settle all questions, difficulties or doubts that may arise in regard to such investments in securities and to finalize and execute all agreements, documents and writings and to do all such acts, deeds and things in this connection and incidental as the Board in its absolute discretion may deem fit.”

10. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Radha Binod Barman (DIN: 02612871), who is Non-Executive, Non-Independent Director on the Board of the Company since 08<sup>th</sup> December, 2021 and who’s appointment were ratified by the Members at their Extra Ordinary General Meeting held on 23<sup>rd</sup> June, 2022 and had / has no pecuniary relation or transaction with the Company other than remuneration as such Director and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013 and who is eligible for appointment as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) years commencing from 14<sup>th</sup> July, 2022;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

11. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to provisions of Sections 149, 150, 152, read with Schedule IV and the Companies (Appointment and Qualification of Directors) Rules, 2014 and all other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Ghanshyam Dass (DIN: 01807011), who was appointed as Non-Executive, Non-Independent Director on the Board of the Company since 08<sup>th</sup> December, 2021, who’s appointment were ratified by the Members at their Extra Ordinary General Meeting held on 23<sup>rd</sup> June, 2022 and had / has no pecuniary relation or transaction with the Company other than remuneration as such Director and who has submitted a declaration that he meets the criteria of Independence under Section 149(6) of the Companies Act, 2013, and who is eligible for appointment as Independent Director be and is hereby appointed as an Independent Director of the Company to hold office for a term of 3 (three) years commencing from 14<sup>th</sup> July, 2022;

**RESOLVED FURTHER THAT** the Board of Directors of the Company (or any committee thereof) be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary,

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expedient or desirable to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution.”

For and on behalf of the Board

Sd/-  
Joseph Massey  
Managing Director & Chief Executive Officer  
DIN: 00043586

Place: Mumbai  
Date: 30<sup>th</sup> July, 2022

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**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 himself / herself 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. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.
5. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
6. 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.
7. 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.
8. Pursuant to Secretarial Standards 2 (SS-2) issued by the Institute of Company Secretaries of India, the route map for reaching the meeting venue is annexed to the notice.

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## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 6**

The following class of companies shall appoint at least one woman Director:

- (i) every listed Company;
- (ii) every other public Company having –
  - (a) paid-up share capital of one hundred crore rupees or more; or
  - (b) turnover of three hundred crore rupees or more

Since as per the Audited Financial Statement for the financial year ending on 31<sup>st</sup> March, 2022, the Paid up share capital of the Company is Rs. 120,05,36,440/- which is more than rupees one hundred crore, thus there is need of appointing woman Director on the Board of the Company.

Further, the Board of Directors of the Company in its meeting held on 30<sup>th</sup> July, 2022 have appointed Ms. Vijaya Gupta (DIN: 09681933) as an Additional Director (Woman Director) on the Board of the Company.

Ms. Vijaya Gupta had completed her Ph. D. in Social Science in the year 1992 from University of Rajasthan, Jaipur India. Further she is M. Phil. (Economics 1985), M.A. (First Class, Economics 1983), B.A. (1981). She also holds Vocational Certificate (Information Technology), July 1995, RSA Examination Board, U.K.

Ms. Vijaya Gupta is a Professor in Economics at NITIE, Mumbai, since March 2013. Previously she was Associate Professor in Economics at NITIE (from April 2006-Feb 2013), Assistant Professor in Economics at NITIE, from (Sep 2000-March 2006), Reader, Malaviya National Institute of Technology (MNIT), Jaipur from (Feb 1998- Aug 2000), Lecturer, MNIT, Jaipur (from Nov 1987- Jan 1998).

The Company has received a notice in writing under Section 160 of the Companies Act, 2013, from a Member proposing her candidature for the office of Director.

Other than Ms. Vijaya Gupta, none of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the Resolution for your approval.

#### **ITEM NO. 7 & 8**

The Board of Directors at its meeting held on 30<sup>th</sup> July, 2022, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Mayur Poddar (DIN: 07540048) as an Additional Director in terms of Section 161 and other applicable provisions, if any, of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting (AGM) of the Company. The Company has received a notice in writing from Member under Section 160 of the Companies Act, 2013 proposing the candidature for the office of Director of the Company.

Further, with an aim to broad base the Board, the Board on the recommendation of the NRC appointed Mr. Mayur Poddar (DIN: 07540048), as Whole-time Director and Chief Business Officer (CBO) of the Company for a period

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of 3 years commencing from 30<sup>th</sup> July, 2022 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

**a) Remuneration:**

Remuneration of Rs. 0.60 Crores per annum as Cost to Company (CTC) in the range of CTC of Rs. 0.60 Crores to Rs. 1.50 Crores per annum.

The aforesaid remuneration is to be bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, Gratuity, other fringe benefits, performance pay and perquisites as per the rules and regulations of the Company for the time being in force and as determined by the Committee/Board from time to time.

The perquisites and benefits are to be evaluated as per the Income-Tax Rules, 1961 and in the absence of the same, applicable rules at the cost to the Company.

**b) Leave encashment:**

Payable in addition to the aforesaid remuneration to Mr. Mayur Poddar, as per the rule of the Company as applicable to Senior Management Personnel of the Company.

**c) Gratuity:**

Included in bifurcation of remuneration to Mr. Mayur Poddar, at the rate of half month's salary for each completed year of service which is part of CTC.

For the purpose of gratuity, superannuation or deferred annuity policy and leave encashment benefits, the services of Senior Managerial Personnel / Executive Directors will be considered as continuous service with the Company from the date they have joined the services of the Company or its holding or subsidiary or step down subsidiary of Company in any capacity from time to time and termination / expiry of the Agreement followed by immediate renewal(s) thereof or execution of a fresh Agreement, will not be considered as any break in service.

**d) Commission:**

In addition to the aforesaid remuneration, after the profits are ascertained in each year, the Board / NRC at its sole discretion may pay a commission to Mr. Mayur Poddar, as they may deem fit and proper. However, the overall managerial remuneration including commission shall not exceed the limits prescribed under Section 197 and 198 of the Companies Act, 2013 read with schedule V as may be applicable from time to time.

**e) Minimum Remuneration:**

In case of absence of or inadequacy of profits in any year the Whole-time Director and CBO shall be entitled to salary, perquisites and benefits and any other allowances which shall be governed by the provisions of the Companies Act 2013 and rules made thereunder including any statutory amendments thereto or such other limit as may be prescribed by the Government from time to time as minimum remuneration.

**f) ESOP**

ESOP will be granted as per the recommendation of the Nomination and Remuneration Committee and in terms of the prevailing ESOP Scheme of the Company.

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Upon recommendation of the Nomination and Remuneration Committee of the Company, in view of the inadequacy of profits in the Company, the Company being a subsidiary of 63 moons technologies limited, a listed Company, pursuant to Rule 7(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules 2014, may without Central Government approval pay remuneration to its managerial personnel, in the event of no profit or inadequate profit beyond ceiling specified in Section II, Part II of Schedule V, subject to complying with the conditions mentioned in the said Rule.

The Board of Directors recommends the appointment of Mr. Mayur Poddar as Whole-time Director & Chief Business Officer (CBO) of the Company and recommends the resolutions as set out in item nos. 7 & 8 of the Notice for the approval of the Members. Other than Mr. Mayur Poddar, none of the other Directors, Key Managerial Personnel or their relatives are in any way, concerned or interested, in the proposed resolutions.

The documents referred to in this notice for item nos. 7 & 8, are available for inspection by the Members on all working days (except Saturdays, Sundays & Public Holidays) during business hours at the registered office of the Company up to the date of the meeting.

The Board recommends the Resolution for your approval.

#### **ITEM NO. 9**

The Company intends to make investment in two of its proposed subsidiaries and as per Section 186 of the Companies Act, 2013, no Company shall directly or indirectly

- (a) give any loan to any person or other body corporate;
- (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and
- (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate,

exceeding sixty percent of its paid-up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more.

Further, the said section provides that where the giving of any loan or guarantee or providing any security or the acquisition of securities of any body corporate as provided under Section 186 (2) of the Act, exceeds the limits specified therein, prior approval of the Members by means of Special Resolution is required.

As per the Audited Balancesheet as on 31<sup>st</sup> March, 2022 the Paid up share Capital + Free Reserves + Security Premium totaled to Rs. 74 Crores.

Further, the Board of Directors of the Company in its meeting held on 19<sup>th</sup> May, 2022 had passed the resolution allowing the Board to invest / acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), to the extent as per prescribed limit under Section 186 of the Companies Act in one or more tranches upto Rs. 40 Crore (Forty Crore only).

Now the Company wants to enhance the limit in excess of the permissible limit as provided under Section 186 and which was approved by Board of Directors in its meeting held on 19<sup>th</sup> May, 2022.

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Therefore, it is proposed to seek fresh approval of Members by way of a Special Resolution under Section 186(2) of the Companies Act, 2013 to authorize the Board of Directors of the Company to invest/acquire from time to time by way of subscription, purchase, conversion or otherwise Equity Shares, Preference Shares, Debentures (whether convertible or non-convertible) or any other financial instruments of one or more bodies corporate, whether in India or outside, which may or may not be subsidiary(ies) of the Company as the Board may think fit, in pursuance of Section 186 of the Companies Act, 2013 (including any ordinance or statutory modification or re-enactment thereof, for the time being in force), over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of the free reserves and securities premium account of the Company.

None of the Directors, Key Managerial Personnel of the Company or their relatives are deemed to be interested or concerned in the said resolution.

The Board recommends the Resolution for your approval.

### **ITEM NO. 10 & 11**

Mr. Krupesh Bhansali (DIN: 07613071) and Mr. Areyada P. Raja (DIN: 07764188), Independent Directors on the Board has completed their respective term as Independent Director on 18<sup>th</sup> July, 2022.

In view of the above, to comply with the provisions of the Companies Act, 2013 ('the Act') w.r.t. number of Independent Directors on the Board, the Board of Directors by way of circular resolution dated July 15, 2022, on the recommendation of the Nomination & Remuneration Committee, has recommended to the shareholders the appointment of the existing Non-executive Directors, Mr. Ghanshyam Dass (DIN: 01807011) and Mr. Radha Binod Barman (DIN: 02612871) as Independent Directors for a period of 3 (three) years commencing from 14<sup>th</sup> July, 2022 in terms of Section 149 read with Schedule IV of the Act and applicable rules framed thereunder, as set out in the Resolutions relating to their respective appointment. Further, the Company has received requisite disclosures from them for their appointment as Independent Directors on the Board of the Company.

Mr. Ghanshyam Dass (DIN: 01807011) and Mr. Radha Binod Barman (DIN: 02612871) were appointed as Non-Executive Non-independent Directors, liable to retire by rotation, on 23<sup>rd</sup> June, 2022. Though both the Directors met with the criteria of Independence at the time of their initial appointment itself, they were appointed as Non-Executive Directors, liable to retire by rotation, as the Company had adequate numbers of Independent Directors on its Board.

Both the above named persons have a significant understanding of the working of the Company, the challenges it faces and have contributed immensely during their association as non-executive non-independent Directors.

Mr. Ghanshyam Dass has had an outstanding career in domestic, international banking and capital markets for over 45 years, during which he developed a firm understanding of the complexities of global markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, Southeast Asia, Middle East, India and other major money-center locations.

While working for various organisations in the region, he has been able to establish close and mutually cooperative relationship with most Banking and Non-Banking Financial Institutions, Stock Exchanges, Corporates, Regulators and Government Departments. Over the last two decades, Ghanshyam has been a significant voice in promoting India and Indian corporates in many countries worldwide. He has travelled extensively across all continents and has been a speaker and participated in panel discussions and conferences (including World Economic Forum) in Australia, China, Hongkong, India, Singapore, South Korea, Vietnam,

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Thailand, Malaysia and several countries in the Middle East, among others. He is also regularly invited to speak, lead and participate at various seminars and panel discussions. Ghanshyam has been a strong advocate of sound corporate governance and high standards of transparency to the corporate sector in the region.

In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank N.A., (as Assistant Representative for India) and Marine Midland Bank, N.A, (before being seconded to Hongkong and Shanghai Banking Corporation, India in January 1986).

Dr. Barman holds Ph.D. degree in Economics from IIT, Bombay and MSc. In Statistics. Dr. Barman was Executive Director, RBI in 2008, held the position of Chairman of National Statistical Commission in the rank of Minister of State, Government of India. Dr. Barman was instrumental in the setting up of National Payments Corporation of India, of which he is Technology Advisor. Dr. Barman is an Independent Directors in few Companies.

The Board of Directors recommends the appointments of Mr. Ghanshyam Dass and Mr. Radha Binod Barman as Independent Directors of the Company, and recommends the Special Resolution as set out in Item No. 6 & 7 of the Notice for the approval of the Members. Other than Mr. Ghanshyam Dass and Mr. Radha Binod Barman, none of the other Directors, Key Managerial Personnel or their relatives are financially or otherwise, concerned or interested, in the proposed resolution.

For and on behalf of the Board

Sd/-  
Joseph Massey  
Managing Director & Chief Executive Officer  
DIN: 00043586

Place: Mumbai  
Date: 30<sup>th</sup> July, 2022

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**Detailed information as required under Schedule V (Part II, Section II) of the Companies Act, 2013 is as follows:**

I. General Information				
Nature of industry	Real time Market Data (Information of Financial Markets)			
Date of commencement of commercial production	February 2007			
In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable			
Financial performance based on given indicators	(in Rs.)			
	Particulars	FY 20-21	FY 19-20	FY 18-19
	Total Revenue (Including Other Income)	16,34,24,013	17,42,05,141	20,93,67,842
	Profit After Tax	(7,24,46,212)	(12,21,30,926)	(9,87,00,721)
Foreign investments or collaborations, if any	NIL			
II. Information about the appointee				
Background details	<p>Mr. Mayur Poddar has been working with Tickerplant Limited since 2021. Earlier he was Chief Communication Officer at Digital Ticks Ou, Estonia for a period starting from 2018 to 2021.</p> <p>Apart from this he has also worked with Eximius Training &amp; Research, Mumbai, Partner (2015-2018), Total Securities Limited, Mumbai, CEO (2008-2015).</p>			
Past remuneration	60 Lakhs CTC (last drawn remuneration)			
Recognition or awards	NIL			
Job profile and his suitability	<p>As a Whole-Time Director and CBO of the Company, manages, conducts and transacts all the business affairs and operations of the company.</p> <p>Considering his past experience he is best suited as Whole Time Director and Chief Business Officer of the Company.</p>			
Remuneration proposed	As mentioned in the Explanatory Statement to the Notice dated 30 <sup>th</sup> July, 2022			
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriated the relevant details would be with respect to the country of his origin)	Taking into consideration the size of the Company, the profile of the appointee, the responsibilities shouldered on him and the industry benchmarks, the proposed remuneration is reasonable and commensurate with the remuneration packages paid in the comparable companies.			

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Pecuniary relationship with the managerial personnel, if any	Mr. Mayur Poddar has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration in the Company.
<b>III. Other information</b>	
Reasons of loss or inadequate profits	Flat Growth rate for Market Data Industry & other challenges like customer attrition, employee attrition due to credibility dent as a result of incident in one of the group company. Competition has much larger team size across functions like Business Development & News, both of which are critical to business growth.
Steps taken or proposed to be taken for improvement	Working on improving the product offering with the current team, working on strategic partnerships with esteemed names, new product offerings to open new channel for business, however, this will take time to yield revenues.
Expected increase in productivity and profits in measurable terms	Though the company is facing the challenge of downtrend, in anticipation of revival of the market in near future, the above steps taken/proposed to be taken by the Company are expected to increase the productivity and profits of the Company.

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**Details of Directors (as on 31<sup>st</sup> March, 2022) seeking appointment / re-appointment as required under Secretarial Standards on General Meetings:**

Name	Mr. Rushabh Shah	Mr. Nimish Shukla	Mr. Vaidyanathan Ramamurthy
DIN	06898672	09428299	00221577
Date of Birth	21 <sup>st</sup> September, 1982	9 <sup>th</sup> June, 1968	21 <sup>st</sup> December, 1951
Age	40 years	54 years	71 years
Qualifications	BSc (IT)	M.A. Economics	Graduate from Loyola College of Madras, M. Stat from Indian Statistical Institute, - Calcutta and Doctorate from IIM - Calcutta
Experience	Mr. Rushabh Shah, BSc (IT) with over 18 years of professional experience in Software Design, Development, Business Analysis, Software Project Management, Risk Management and Capital Markets. Prior to this he was working with 63 Moons Technologies Limited as Vice President and Head of the Department of New Ventures. With his rich experience in Software Development, Technology he has contributed and was a part of Exchange Technology team of 63 Moons and worked upon tools like Trading System. Mr. Rushabh Shah is a person with admirable managerial abilities and human centric approach.	Mr. Nimish Shukla has over 22 years of professional experience across media and journalism, Corporate Communications and Corporate Affairs domain. Mr. Shukla has held senior position in the Times of India Group. He was a journalist and the Business and Markets Editor for Financial Express, Times of India and Economic Times. Before assuming the President Position at Financial Technologies (India) Limited (FTIL), he was in a senior role in Business Development of MCX Stock Exchange (MCX-SX) along with Public Affairs and Media Relations on Pan-India level. During his stint with MCX Sock Exchange (MCX-SX), he developed a strong network of brokers and increased the Exchange's footprint and	Dr. R. Vaidyanathan is retired Professor of Finance at IIM-Bangalore. A graduate of the Loyola College, Madras and a Masters from the Indian Statistical Institute, Calcutta he obtained his Doctorate from the Indian Institute of Management Calcutta where he also taught for four years. He is two times Fulbright scholar and a Fellow of ICSSR-Visiting Faculty at various universities in USA / UK, he has been selected by Business today as one of the ten best professors at all IIMs. He has the rare privilege of being in various committees of regulators like SEBI / RBI / IRDA / PFRDA.

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Name	Mr. Rushabh Shah	Mr. Nimish Shukla	Mr. Vaidyanathan Ramamurthy
		<p>extended its reach, especially to every corner of the state of Gujarat. He also helped build strategic relations with media, corporate houses, government and managed public affairs. Mr. Shukla in his current capacity as President, Corporate Communications and Corporate Affairs, steer and oversees all the aspects of 63 Moons (Formerly FTIL) and Group Companies Communication and Corporate Affairs mandate including positioning, branding, press and media relations, crisis management, advertising, digital and social media including online reputation management and public affairs. He is also the Chairman of Finance Committee, ASSOCHAM (Gujarat Council), and the Founder Director of Gujarat Innovation Society.</p>	<p>He is consultant to many organizations and is on the Board of many corporates. He has been conferred Life Contribution award by Asia Pacific Risk and Insurance Association [APRIA] and KYBO LIFE in 2019. His book India Uninc - Role of Non-corporate sectors in India - which focus on Indian / Asian value systems- has been well received by planners and policy makers. His other book on black money and tax havens has been acclaimed by experts. His recent book - Caste as social Capital - has been well received by the market. He is on the Advisory council of Vivekananda International Foundation [VA]. He was a Member of “National Security Advisory Board” under National Security Council [2019 / 20]</p> <p>Currently he is Cho Ramaswamy Chair Professor in Public Policy at Sastra University Tanjore- Tamil Nadu and Emeritus Adjunct professor of Rashtriya Raksha University [RRU] an institution</p>

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Name	Mr. Rushabh Shah	Mr. Nimish Shukla	Mr. Vaidyanathan Ramamurthy
			of national importance at Ahmedabad
Date of first appointment on Board	20 <sup>th</sup> October, 2020	8 <sup>th</sup> December, 2021	8 <sup>th</sup> December, 2021
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil	Nil	Nil
Number of Board Meetings attended during the year	9	1	1
Directorships held in other Companies (except Foreign Companies)	- Own Technovation Private Limited	Nil	<ul style="list-style-type: none"> <li>- Indian Gas Exchange Limited,</li> <li>- General Optics (Asia) Ltd,</li> <li>- Global Entropolis (Vizag) Private Limited,</li> <li>- Bengal Shriram Hitech City Private Limited,</li> <li>- Performancegurus Services Private Limited,</li> <li>- Shriram Properties Limited,</li> <li>- Shrivision Homes Private Limited,</li> <li>- Shriprop Builders Private Limited,</li> <li>- Shriram Management Company Limited</li> </ul>
Chairmanship / Membership of Committees of other Companies	Nil	Nil	Nil
Remuneration last drawn	Rs. 82.5 Lakhs per annum as Cost to Company (CTC)	Nil	Nil

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<b>Name</b>	<b>Mr. Rushabh Shah</b>	<b>Mr. Nimish Shukla</b>	<b>Mr. Vaidyanathan Ramamurthy</b>
Remuneration proposed to be drawn	Rs. 82.5 Lakhs per annum as Cost to Company (CTC)	Rs. 1.20 Crore per annum as Cost to Company (CTC)	25,00,000/- p.a. (Including of Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)
Terms and conditions of appointment/re-appointment	Appointed as Whole-time Director and Deputy CEO, liable to retire by rotation, for a period of 3 years.	Whole Time Director and Chief Communication Officer liable to retire by rotation	Non-executive and Non-independent Director liable to retire by rotation

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Name	Mr. Ghanshyam Dass	Dr. Radha Binod Barman	Ms. Vijaya Gupta
DIN	01807011	02612871	09681933
Date of Birth	11 <sup>th</sup> July, 1952	1 <sup>st</sup> August, 1948	08 <sup>th</sup> May, 1962
Age	70 years	74 years	60 years
Qualifications	Graduation in Economics from Delhi University, Post-Graduation in Linguistics from Jawahar Lal Nehru University and have attended several programs and courses overseas, including a BootCamp covering investment Banking & Transactions Advisory conducted by Harvard Business School	Ph.D. degree in Economics from IIT, Bombay and MSc. in Statistics	Ph. D. (Social Science 1992)- University of Rajasthan, Jaipur India, Thesis title - Dry Farming Technology-A Study of its productivity and profitability in Rajasthan, M. Phil. (Economics 1985), M.A. (First Class, Economics 1983), B.A. (1981), Vocational Certificate (Information Technology), July 1995, RSA Examination Board, U.K.
Experience	Mr. Ghanshyam Dass has had an outstanding career in domestic, international banking and capital markets for over 45 years, during which he developed a firm understanding of the complexities of global markets. He is thoroughly familiar with the regulatory and business environment in USA, European Union, Southeast Asia, Middle East, India and other major money-center locations. While working for various organisations in the region, he has been able to establish close and mutually cooperative relationship	Dr. Barman holds Ph.D. degree in Economics from IIT, Bombay and MSc. In Statistics. Dr. Barman was Executive Director, RBI in 2008, held the position of Chairman of National Statistical Commission in the rank of Minister of State, Government of India. Dr. Barman was instrumental in the setting up of National Payments Corporation of India, of which he is Technology Advisor. Dr. Barman is an Independent Directors in few Companies.	Ms. Vijaya Gupta is a Professor in Economics at NITIE, Mumbai, since March 2013. Previously she was Associate Professor in Economics at NITIE (from April 2006-Feb 2013), Assistant Professor in Economics at NITIE, from (Sep 2000-March 2006), Reader, Malaviya National Institute of Technology (MNIT), Jaipur from (Feb 1998-Aug 2000), Lecturer, MNIT, Jaipur (from Nov 1987- Jan 1998).

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Name	Mr. Ghanshyam Dass	Dr. Radha Binod Barman	Ms. Vijaya Gupta
	<p>with most Banking and Non-Banking Financial Institutions, Stock Exchanges, Corporates, Regulators and Government Departments. Over the last two decades, Ghanshyam has been a significant voice in promoting India and Indian corporates in many countries worldwide. He has travelled extensively across all continents and has been a speaker and participated in panel discussions and conferences (including World Economic Forum) in Australia, China, Hongkong, India, Singapore, South Korea, Vietnam, Thailand, Malaysia and several countries in the Middle East, among others. He is also regularly invited to speak, lead and participate at various seminars and panel discussions.</p> <p>Ghanshyam has been a strong advocate of sound corporate governance and high standards of transparency to the corporate sector in the region.</p> <p>In his early career, he spent over nine years with US Educational Foundation in India (as Research Assistant to a Senior Fullbright Scholar), Bank of India, Wells Fargo Bank N.A., (as Assistant Representative for India) and Marine Midland Bank, N.A, (before being seconded to Hongkong and</p>		

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CIN: U72900MH2005PLC151034

Name	Mr. Ghanshyam Dass	Dr. Radha Binod Barman	Ms. Vijaya Gupta
	Shanghai Banking Corporation, India in January 1986).		
Date of first appointment on Board	8 <sup>th</sup> December, 2021	8 <sup>th</sup> December, 2021	30 <sup>th</sup> July, 2022
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil	Nil	Nil
Number of Board Meetings attended during the year	0	1	1
Directorships held in other Companies (except Foreign Companies)	<ul style="list-style-type: none"> <li>- Jain Irrigation Systems Limited,</li> <li>- Jain Farm Fresh Foods Limited,</li> <li>- Cosmea Financial Holdings Private Limited,</li> <li>- Mayar Infrastructure Development Private Limited,</li> <li>- Premiereduleague Private Limited</li> </ul>	<ul style="list-style-type: none"> <li>- Reliance Asset Reconstructions Co. Ltd,</li> <li>- Sarvatra Technologies Private Limited,</li> <li>- National Cooperative Finance Dev. Corp</li> </ul>	Nil
Chairmanship / Membership of Committees of other Companies	<ul style="list-style-type: none"> <li>- Jain Irrigation Systems Limited – Audit Committee and Corporate Social Responsibility Committee</li> <li>- Mayar Infrastructure Development Private Limited – Audit Committee</li> </ul>	Nil	Nil
Remuneration last drawn	Nil	Nil	Nil
Remuneration proposed to be drawn	25,00,000/- p.a. (Including of Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	25,00,000/- p.a. (Including of Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors

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<b>Name</b>	<b>Mr. Ghanshyam Dass</b>	<b>Dr. Radha Binod Barman</b>	<b>Ms. Vijaya Gupta</b>
Terms and conditions of appointment/re-appointment	Non-executive and Non-independent Director liable to retire by rotation	Non-executive and Non-independent Director liable to retire by rotation	Non-executive and Non-independent Director liable to retire by rotation

<b>Name</b>	<b>Mr. Mayur Poddar</b>
DIN	07540048
Date of Birth	10 <sup>th</sup> January, 1985
Age	37 years
Qualifications	Bachelor of Management Studies (BMS) – University of Mumbai
Experience	<p>Tickerplant Limited (2021-Present): Market Aggregator and Information Platform with over 2 million registered users in span of 6 months, Tickerplant has become the most trusted brand of Indian crypto Users in terms of Reliability, Neutrality and Credibility. Tickerplant currently covers more than 500+ cryptocurrencies and 70+ exchanges.</p> <p>Digital Ticks Ou, Estonia, Chief Communications Officer (2018 – 2021): A crypto currency exchange platform involved since inception - from ICO to the development of the whole exchange Developed the framework of the exchange</p> <p>Eximius Training &amp; Research, Mumbai, Partner (2015-2018): Eximius excelled in Merchant Banking Solutions, Corporate Financing, Private Equity Placement solutions for SMEs, handled and serviced more than 20 SMEs through their IPO process, advising and extending guidance on the best funding options available for them expanded the team to include professionals who would grow the Company</p> <p>Total Securities Limited, Mumbai, CEO (2008-2015): Executive leadership for a Rs 500 mn+ broking house spread across the country, Generated substantial volume on</p>

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Name	Mr. Mayur Poddar
	all Indian exchanges, especially more than 15% of market share in currency derivatives segment on MCX-SX and NSE. Developed various Risk Management Software's, an important tool for any financial organization to excel in financial world handle over 300 professional traders
Date of first appointment on Board	30 <sup>th</sup> July, 2022
Shareholding in the Company	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil
Number of Board Meetings attended during the year	1
Directorships held in other Companies (except Foreign Companies)	- Market Hub Stock Broking IFSC Private limited
Chairmanship / Membership of Committees of other Companies	Nil
Remuneration last drawn	Nil
Remuneration proposed to be drawn	60,00,000/- p.a.
Terms and conditions of appointment/re-appointment	Whole-Time Director and Chief Business Officer, liable to retire by rotation

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## ROUTE MAP OF AGM VENUE:

FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400093.



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**ATTENDANCE SLIP**  
**Annual General Meeting**  
**Tuesday, 30<sup>th</sup> August, 2022 04.00 P.M.**

I/ We hereby record my / our presence at the Annual General Meeting of the Company held at 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.

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**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]

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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 Annual General Meeting of the Company, to be held on Tuesday, 30<sup>th</sup> August, 2022 at 04.00 P.M. at 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	To receive, consider and adopt the Audited Balance Sheet as at 31 <sup>st</sup> March, 2022 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors' and Auditors' thereon (Ordinary Resolution)			
2	To appoint a Director in place of Mr. Rushabh Shah (DIN: 07000730), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			
3	To appoint a Director in place of Mr. Nimish Shukla (DIN: 09428299), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			

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4	To appoint a Director in place of Mr. Vaidyanathan Ramamurthy (DIN: 00221577), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			
5	To authorize the Board of Directors to fix the remuneration of M/s Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (Reg. No 118424W), Statutory Auditors of the Company who hold office upto the conclusion of the next annual general meeting, for the audit of the financial year 2022-23 (Ordinary Resolution)			
Special Business:				
6	To appoint Ms. Vijaya Gupta (DIN: 09681933) as a Director of the Company (Ordinary Resolution)			
7	To appoint Mr. Mayur Poddar (DIN: 07540048) as a Director of the Company (Ordinary Resolution)			
8	To appoint Mr. Mayur Poddar (DIN: 07540048) as Whole-time Director and Chief Business Officer (CBO), liable to retire by rotation. (Special Resolution)			
9	To increase in threshold of loans / guarantees, providing of securities and making of investments in securities under Section 186 of the Companies Act, 2013 (Special Resolution)			
10	Appointment of Mr. Radha Binod Barman (DIN: 02612871), as an Independent Director of the Company for a term of 3 (three) years w.e.f. 14 <sup>th</sup> July, 2022 (Special Resolution)			
11	Appointment of Mr. Ghanshyam Dass (DIN: 01807011), as an Independent Director of the Company for a term of 3 (three) years w.e.f. 14 <sup>th</sup> July, 2022 (Special Resolution)			

Signed this \_\_\_\_\_ day of \_\_\_\_\_ 2022

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.

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