



NOTICE

Notice is hereby given that the 19th (Nineteenth) Annual General Meeting of Ticker Limited will be held on Friday, 29th September, 2023 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

- A. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and Auditors thereon.
- B. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of Auditors thereon.

2. To appoint M/s. Hiren Buch Associates., Chartered Accountants, as Statutory Auditors of the Company.

To appoint M/s. Hiren Buch Associates, Chartered Accountants, as Statutory Auditors of the Company to hold office for a period of 5 (Five) consecutive financial years, from the conclusion of the 19th Annual General Meeting of the Company until the conclusion of the 24th Annual General Meeting of the Company and to authorise the Board of Directors of the Company to fix their remuneration.

To consider and if thought fit, to pass with or without modification(s), the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification, amendment or enactment thereof, for the time being in force), M/s. Hiren Buch Associates, Chartered Accountants (Firm Registration No. 116131W) be and are hereby appointed as a Statutory Auditor of the Company to hold the office for of 5 (Five) consecutive financial years from the conclusion of this 19th Annual General Meeting until the conclusion of the 24th Annual General Meeting of the Company to be held in the year 2028 at such remuneration plus applicable taxes and reimbursement of out-of-pocket expenses in connection with the Audit as may be mutually agreed between the Board of Directors of the Company and the Auditors.

RESOLVED FURTHER THAT any Director of the Company be and are hereby severally authorized to do all such act, deeds and things to give effect to this resolution.”

Ticker Limited

(Formerly TickerPlant Limited)

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3. **To appoint a Director in place of Mr. Ramesh Raghavan Puducheri (DIN: 03499156) who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, seeks re-appointment.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Ramesh Raghavan Puducheri (DIN: 03499156) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Non- Executive Director of the Company.

4. **To appoint a Director in place of Mr. Mukesh Chandra Joshi (DIN: 09410990), who retires by rotation and being eligible offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mukesh Chandra Joshi (DIN: 09410990) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Non- Executive Director of the Company.

5. **To appoint a Director in place of Mr. Madan Lal Sharma (DIN: 09431075), who retires by rotation and being eligible offers himself for re-appointment.**

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of section 152 of the Companies Act, 2013, Mr. Madan Lal Sharma (DIN: 09431075) who retires by rotation and being eligible offers himself for reappointment, be and is hereby re-appointed as a Non- Executive Director of the Company.

For and on behalf of the Board

Place: Mumbai
Date:

Joseph Massey
Managing Director & Chief Executive Officer
DIN: 00043586

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Notes:

1. *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.*
2. *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.*
3. 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.
4. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
5. The Register of Directors and Key Managerial Personnel and their Shareholding, the Register of Contracts or Arrangements in which Directors are interested will be available for inspection at 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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EXPLANATORY STATEMENT

As additional information, the Explanatory Statement also contains material facts pertaining to ordinary business mentioned at Item No. 2 of the said Notice.

Item No. 2

M/s. Hiren Buch Associates, Chartered Accountants (Firm Registration No. 116131W), be and are hereby appointed as the Statutory Auditor of the Company, to hold the office from the conclusion of 19th Annual General Meeting, for a single term of 5 (five) years, at such remuneration plus applicable taxes, and out of pocket expenses, as may be determined and recommended by the Audit Committee in consultation with the Auditors and duly approved by the Board of Directors of the Company to be held in the year 2028.

After evaluating and considering various factors such as industry experience, competency of the audit team, efficiency in conduct of audit, independence, etc., the Board of Directors of the Company ('Board') has, based on the recommendation of the Audit Committee, proposed the appointment of M/s. Hiren Buch Associates, as the Statutory Auditors of the Company, for the consecutive term of five years from the conclusion of Nineteenth AGM till the conclusion of Twenty Fourth AGM of the Company to be held in the year 2028, at a remuneration as may be mutually agreed between the Board and the Statutory Auditors.

M/s. Hiren Buch have consented to their appointment as the Statutory Auditors and have confirmed that the appointment, if made, would be within the limits specified under Section 141(3)(g) of the Act and that they are not disqualified to be appointed as the Statutory Auditors in terms of the provisions of Section 139 and 141 of the Act and the Rules framed thereunder.

The Board, in consultation with the Audit Committee, may alter and vary the terms and conditions of re-appointment, including remuneration, in such manner and to such extent as may be mutually agreed with the Statutory Auditors.

None of the Directors, Key Managerial Personnel or their respective relatives are, in any way, concerned or interested, financially or otherwise, in the Resolution at Item No. 2 of the accompanying Notice.

Based on the recommendation of the Audit Committee, the Board recommends the Ordinary Resolution set forth at Item No. 2 of the Notice for approval by the Members.

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Details of Directors (as on 31st March, 2023) seeking appointment / re-appointment as required under Secretarial Standards on General Meetings:

Name	Mr. Ramesh Raghavan Puducheri	Mr. Mukesh Chandra Joshi	Mr. Madan Lal Sharma
DIN	03499156	09410990	09431075
Date of Birth	10 st December, 1963	25 th January, 1952	11 th April, 1949
Age	60 years	71 years	74 years
Qualifications	ACS, CMA, LLB and B.Com	B.A. (Hons.) and M.A (Economics) and Joined Indian Revenue Services	Graduation, Post-Graduation in Economics and L.L.B.
Experience	<p>Mr. Ramesh is Member of the Bar Council of Maharashtra and Goa and is also an Associate Member of the Institute of Company Secretaries of India and the Institute of Cost Accountants of India.</p> <p>Mr. Ramesh practices in the area of Securities and Commodities Markets laws, and litigation related thereto and has an experience of three decades in the Indian securities Markets. He appears in leading securities market cases before SEBI and Securities Appellate Tribunal, Mumbai, and in appeals thereon before the Hon. Supreme Court. He advises promoters of leading corporates on Board matters and shareholder disputes besides compliance and regulatory matters. He</p>	<p>Mr. Mukesh Joshi joined the Indian Revenue Service in July 1974 as a probationer and was trained in the Lal Bahadur Shastri National Academy at Mussoorie and the National Academy of Direct Taxes at Nagpur between 1974-1975. Subsequently he was posted at Kolkata, Lucknow, Kanpur and Mumbai between 1976-1995 as Income Tax Officer and Additional Commissioner of Income Tax. In August 1995 he was selected by the Government of India for working in the Enforcement Directorate (ED) on deputation at New Delhi. Mr Joshi worked as Special Director Enforcement in the Enforcement Directorate between 1995-2000. During this period he handled some important cases related to cross border foreign</p>	<p>Mr. Madan Lal Sharma was a Central Information Commissioner from 2008 to 2013. During his tenure, he decided over 11,000 Second Appeals. As a Member of the Full Bench of the CIC, he authored many important decisions, including the decision holding the Political Parties to be 'public authority' under the RTI Act. With a distinguished career in the Indian Police Service from 1972 to 2008, Sharma is the recipient of the Police Medal for Distinguished Services. During the challenging and illustrious tenure of 18 years in three spells in the CBI, where he rose to position of some of the most complicated and delicate cases. Having served as Superintendent of Police</p>

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Name	Mr. Ramesh Raghavan Puducheri	Mr. Mukesh Chandra Joshi	Mr. Madan Lal Sharma
	<p>provides advisory services to a host of top listed companies on regulatory affairs. Before setting up his law practice as over a decade ago, Ramesh was a Senior Regulator with the Securities and Exchange of India (SEBI) for over 12 years.</p> <p>At SEBI, Ramesh was a Division Chief and General manager and headed various important Departments over the years. He was involved in major market development activities such approving first Book built IPO, first buy back, delisting, reverse mergers, revamping the listing agreement and corporate governance norms; he was also the first Executive Assistant to Chairman, SEBI and headed the SEBI Chairman's office and Office of International Affairs; he was involved in policy and Regulation making relating to the entire securities markets. As the Chief of the Office of International Affairs, he was SEBI's representative on IOSCO committees, Indo Singapore comprehensive economic co-operation panel and USAID and World Bank initiatives on Indian capital</p>	<p>transactions and Money Laundering and travelled to Hong Kong, Singapore, Dubai, London and USA for follow up investigations. From 2001-2009 he was posted as Commissioner of Income Tax and Director (Investigations) at New Delhi and in 2009 he was promoted as Chief Commissioner of Income Tax (Dehradun) in charge of Uttarakhand. In the year 2010 he was promoted as Member in the Central Board of Direct Taxes and in 2011 was appointed as Chairman of the Central Board of Direct Taxes in the Department of Revenue, Ministry of Finance. Mr. Joshi retired from this post in January, 2012. 8. On his retirement in 2012 he was appointed as Chairman of the Quality Review Board, Ministry of Corporate Affairs u/s 28A of Chartered Accountant Act 1949 for a period of 3 years. During the period I was Chairman I led a delegation to the US Public Company Accounting Oversight Board. The PCAOB is an independent body which inspects registered accounting firms in the United States and in foreign jurisdictions also.</p>	<p>in several districts of Rajasthan, DIG of Ajmer Range and Inspector General of the North Bengal Frontier in the BSF, Mr. Sharma has an unmatched grassroots experience of field work in the police.</p>

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Name	Mr. Ramesh Raghavan Puducheri	Mr. Mukesh Chandra Joshi	Mr. Madan Lal Sharma
	<p>markets. He was also a nominee director on stock exchanges and Association of Investment Bankers of India.</p> <p>At SEBI, Mr. Ramesh has participated in over a thousand quasi-judicial proceedings and adjudication proceedings, besides acting as quasi-judicial officer in many cases. He has also investigated leading cases in the securities markets.</p> <p>Later, at leading investment banks, Ramesh was part of the senior management and was involved in all investment banking and M&A deals, dealing with domestic and international legal counsels involved in the transactions. Mr. Ramesh has also acted as legal advisor to stock broking houses in India and has been also an exclusive advisor to leading venture capital funds.</p>	<p>The delegation met Mr. James R. Doty Chairman US PCAOB and Mr. Louis Ferguson Board member of the US PCAOB and the Chairman of the International Forum of Independent Audit Regulators (IFIAR). After retiring as Chairperson QRB in June 2015 he have been doing his own consultancy on Direct Taxes, Money Laundering and Foreign Exchange Management Act at New Delhi.</p>	
Date of first appointment on Board	8 th December, 2021	8 th December, 2021	9 th December, 2021
Shareholding in the Company	Nil	Nil	Nil
Relationship with other Directors, Manager and Key Managerial	Nil	Nil	Nil

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Name	Mr. Ramesh Raghavan Puducheri	Mr. Mukesh Chandra Joshi	Mr. Madan Lal Sharma
Personnel			
Number of Board Meetings attended during the year	8	6	8
Directorships held in other Companies (except Foreign Companies)	Nil	Nil	Nil
Chairmanship / Membership of Committees of other Companies	Nil	Nil	Nil
Remuneration last drawn	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)
Remuneration proposed to be drawn	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)	25,00,000/- p.a. (Including Sitting Fees of Rs. 1,00,000 per meeting of Board of Directors and Committees)
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

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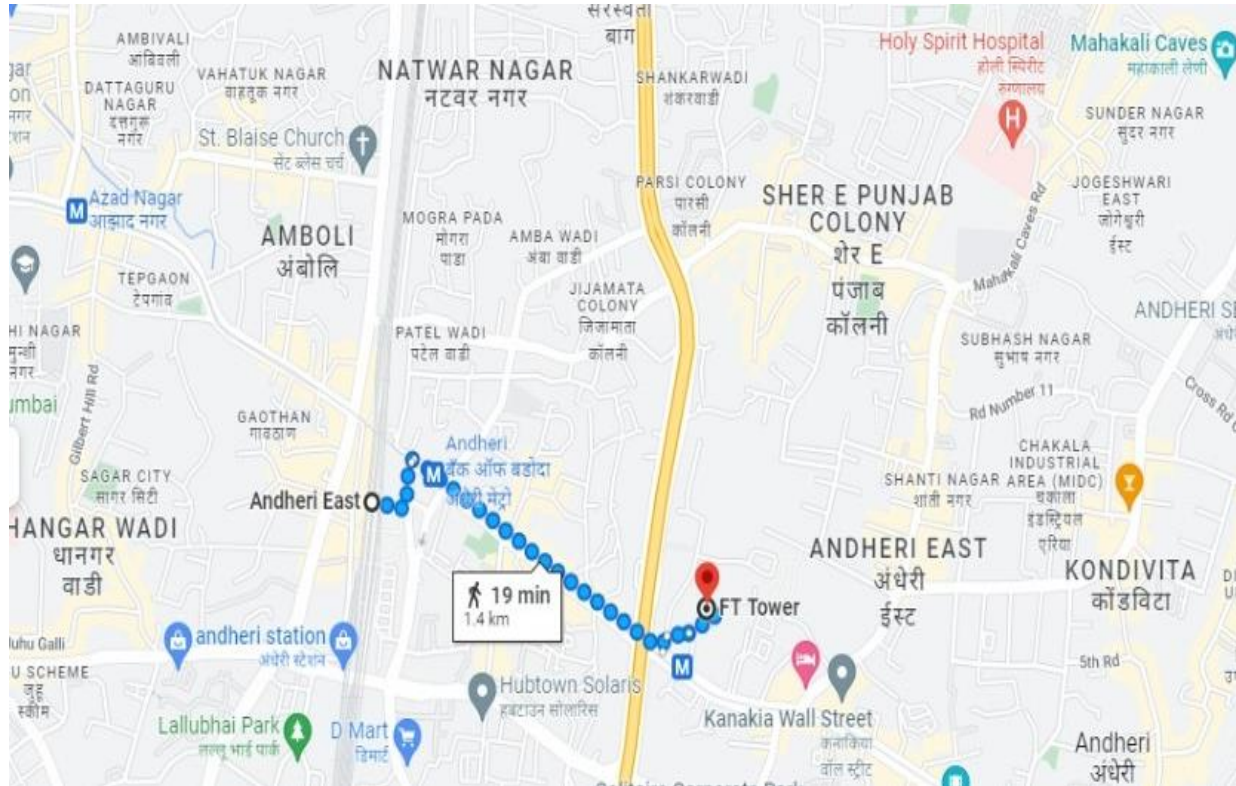
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MAP OF AGM VENUE:

FT Tower, 4th Floor, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai 400093.



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ATTENDANCE SLIP
Annual General Meeting
Friday, 29th September, 2023 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]

CIN: U72900MH2005PLC151034

Registered Office: FT Tower, 4th Floor, CTS 256 & 257, Suren Road, Chakala, Andheri (East), 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 Annual General Meeting of the Company, to be held on Friday, 29th September, 2023 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)		
Ordinary Business:		For	Against	Abstain
1	To receive, consider and adopt A. The Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon			

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	B. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the reports of the Board of Directors and Auditors thereon (Ordinary Resolution)			
2	To authorize the Board of Directors to fix the remuneration of M/s Hiren Buch and Associates, Chartered Accountants, Mumbai (Reg. No116131W), Statutory Auditors of the Company			
3	To appoint a Director in place of Mr. Ramesh Raghavan Puducheri (DIN: 03499156), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			
4	To appoint a Director in place of Mr. Mukesh Chandra Joshi (DIN: 09410990), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			
5	To appoint a Director in place of Mr. Madan Lal Sharma (DIN: 09431075), who retires by rotation and being eligible offers himself for re-appointment (Ordinary Resolution)			

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.
- 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.

Affix
Revenue
Stamp

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