

NOTICE

Notice is hereby given that the (2/2024-25) Extra Ordinary General Meeting of Ticker Limited will be held at shorter notice, on Wednesday, November 6, 2024, at 12.00 noon at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following special businesses:

ITEM NO. 1:

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, with or without modification, 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 to increase the Authorised Share Capital of the Company from existing Rs.175,00,00,000/- (Rupees One Hundred and Seventy-Five Crores only) divided into 175,00,00,000/- (One Hundred and Seventy-Five Crores) Equity Shares of Re. 1/- (Rupee One Only) to Rs. 216,00,00,000/- (Rupees Two Hundred and Sixteen Crores only) divided into 216,00,00,000 (Two Hundred and Sixteen Crores) equity shares of Re. 1/- (Rupee One Only) each ranking *pari-passu* in all respect with the existing equity shares of the Company, by creating 41,00,00,000 (Forty-One Crore) equity shares of Re. 1/- (Rupee 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. 216,00,00,000/- (Rupees Two Hundred and Sixteen Crore Only) divided into 216,00,00,000 (Two Hundred and Sixteen Crore) equity shares of Re. 1/- (Rupee 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 and/or the Company Secretary 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.”

ITEM NO. 2:

ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS

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

“RESOLVED THAT pursuant to the provisions of Section 42 and all other applicable provisions, if any, of the Companies Act, 2013 (including any re-enactment(s) and modification(s) made there under, if any, for the time being in force) (hereinafter referred to as “the Act”) read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014, and other relevant rules, if any, 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 7,30,00,000 (Seven Crore Thirty Lakhs) equity shares of face value of Re. 1/- (Rupee One Only) each at a premium of Rs. 19/- (Rupees Nineteen Only) per share, (“Equity Shares”) aggregating to Rs. 146,00,00,000 (Rupees One Hundred and Forty-Six Crores) to the proposed allottees as detailed below on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Ticker 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 | tickerindia.com | CIN No. - U72900MH2005PLC151034

Sr. No.	Name and address of the Proposed Allottees	No. of Equity Shares proposed to be allotted
1.	Ishaan Tradefin LLP (LLPIN: ACE-1582) Address: A/30, Raghuleela Megamall, 1 st Floor, Borsa Pada, Poisar, Kandivali West, Mumbai - 400067	1,55,00,000
2.	Pivotal Enterprises Private Limited (CIN: U65990MH1992PTC066736) Address: Kalpataru Inspire, Unit 1, 8 th Floor, Santacruz (East) Mumbai 400055	50,00,000
3.	Sunidhi Securities & Finance Limited (CIN: U67190MH1985PLC037326) Address: Kalpataru Inspire, Unit 1, 8 th Floor, Santacruz (East) Mumbai 400055	75,00,000
4.	Bond Street Capital Private Limited (CIN: U67100MH1983PTC115063) Address: 112A, Embassy Centre, Nariman Point, Mumbai 400021	25,00,000
5.	Ashibhadarsh Ventures Private Limited (CIN: U51909MH2004PTC150142) Address: 608 Dalamal House, Nariman Point, Mumbai - 400021	1,25,00,000
6.	Prime Securities Limited (CIN: L67120MH1982PLC026724) Address: 1109/1110, Maker Chambers V, Nariman Point, Mumbai 400 021	55,00,000
7.	Chengmari Tea Co Ltd. (CIN: U01132WB1975PLC029797) Address: 37, Shakespeare Sarani, 2 nd Floor, Kolkata - 700017	15,00,000
8.	Dr. Har Prasad Goel Trust Address: Office No.14, 1st Floor, Plumber House, 557, J.S.S. Road, Chira Bazar, Mumbai - 400 002	5,00,000
9.	Deepa Jain Address: D2/1002, Kumar Sienna, NX HDFC School, Magarpatta Rd, Hadapsar, Pune-411028	5,00,000
10	Saumik Ketankumar Doshi Address: B-7102 Trump Towers, Lodha, The Park, Pandurang Budhkar Marg Worli, Mumbai 400013	17,50,000
11	Paulomi Ketankumar Doshi Address: B-7002 Trump Towers, Lodha, The Park, Pandurang Budhkar Marg Worli, Mumbai 400013	17,50,000
12	Girdharilal Vishindas Lakhi Address: 2A IL PALAZZO, 2 ND Floor Little Gibbs Road, Malabar Hill, Mumbai-400006	62,50,000
13	Dilipkumar Vishindas Lakhi Address: 1101/1102, Petit Tower, August Kranti Marg, Kemps Corner, Mumbai - 400036	62,50,000
14	Jagdish Naresh Master Address: 47, Master's, Hatkesh Society, 7 th N.S. Road, JVPD Scheme, Vile Parle (West), Mumbai-400049	50,00,000
15	Kaushal Ashwin Gandhi Address: B/1208 Samhavnath Tower, Sudha Park, Ghatkopar (East), Mumbai - 400077	5,00,000
16	Kinjal Kaushal Gandhi Address: B/1208 Samhavnath Tower, Sudha Park, Ghatkopar (East), Mumbai - 400077	5,00,000
	TOTAL	7,30,00,000

RESOLVED FURTHER THAT the Board of Directors are hereby authorised, at their absolute discretion, to accept any deviation from what may / shall be offered to each of the aforesaid proposed allottee through the private placement offer cum application letter in PAS 4 as they may deem necessary.

RESOLVED FURTHER THAT any Director or any Key Managerial Personnel of the Company, be and are hereby severally authorized to sign and issue the letter of offer to the aforesaid proposed allottees in the prescribed PAS 4 and to make any corrections, amendments, deletions, additions thereto as may be required under the applicable laws and/or for smooth completion of the proposed offer of the subscription of equity shares.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and are hereby severally authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies (including filing of the Form MGT-14 and Form PAS-3), and to take such necessary action as may be required in connection with the offer and issuance of the equity shares, and to submit all documents to the concerned authorities in this respect.

RESOLVED FURTHER THAT all actions taken by the Board, Directors or any of the key managerial personnel in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects.”

For and on behalf of the Board of Ticker Limited


Joseph Massey
Managing Director & CEO
DIN: 00043586



Place: Mumbai
October 23, 2024

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. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
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. All documents referred to in the Notice are available for inspection at the registered office of the Company on all working days between 11.00 am to 5.00 pm upto the date of the Extra Ordinary General Meeting and available for inspection during the meeting.
9. The route map for the venue.

ANNEXURE TO THE NOTICE

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

ITEM NO. 1: INCREASE IN AUTHORISED CAPITAL

The Board vide resolution passed on 23rd October 2024 proposed to increase the Authorized Share Capital from Rs. 175,00,00,000/- (Rupees One Hundred and Seventy-Five Crores only) divided into 175,00,00,000/- (One Hundred and Seventy-Five Crores) Equity Shares of Re. 1/- (Rupee One Only) to Rs. 216,00,00,000/- (Rupees Two Hundred and Sixteen Crores only) divided into 216,00,00,000 (Two Hundred and Sixteen Crores) equity shares of Re. 1/- (Rupee One Only), subject to the approval of the members of the Company, by creating 41,00,00,000 (Forty-One Crores) further equity shares of Re. 1/- (Rupee One Only) each.

Members are requested to note that the proposed increase is to accommodate the 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 accordance with Section 61 of the Companies Act, 2013. The Board thus recommends resolution no. 1 for the approval of members.

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

ITEM NO. 2: ISSUANCE OF SHARES ON PRIVATE PLACEMENT BASIS

The resolution contained at agenda item no. 2 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 7,30,00,000 (Seven Crore Thirty Lakhs) equity shares of face value of Re. 1/- (Rupee One Only) each at a premium of Rs. 19/- (Rupees Nineteen only) per share, ("Equity Shares") aggregating to Rs. 146,00,00,000 (Rupees One Hundred and Forty-Six Crores) to the proposed allottees, as mentioned in the proposed resolution. The details of the issue and other particulars as required in pursuant to Rule 14 of the Companies (Prospects and Allotment) Rules 2014 are given hereunder:

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

The issuance of upto 7,30,00,000 (Seven Crore Thirty Lakhs) Equity shares of face value of Re. 1/-, at a price of ₹ 20.00 (Rupees Twenty only) per share including premium of ₹ 19.00 (Rupees Nineteen only) per share aggregating to ₹ 146,00,00,000 (Rupees One Hundred and Forty-Six Crores).

The said proposal for raising funds by issuing the said equity shares has been considered and approved by the Board at their meeting held on October 23, 2024.

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

7,30,00,000 (Seven Crore Thirty Lakhs) Equity shares of face value of Re. 1/-, at a price of ₹ 20.00 (Rupees Twenty only) per share including premium of ₹ 19.00 (Rupees Nineteen only) per share aggregating to ₹ 146,00,00,000 (Rupees One Hundred and Forty-Six Crores).

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

The Equity Shares are being issued at a price of ₹ 20 per share (including a premium of ₹19 per share) on the basis of Valuation Report dated October 23, 2024 obtained from the Registered Valuer.

d) Name and address of valuer who performed valuation:

Mr. Suman Kumar Verma, Cost Accountant & Registered Valuer, D-9, Lane No. 5, Mahavir Enclave, Palm Colony, New Delhi-110045, Registered Valuer - Securities or Financial Assets - IBBI Registration No.: IBBI/RV/05/2019/12376.

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

The Company intends to raise ₹ 146,00,00,000 (Rupees One Hundred and Forty Six Crores only).

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

The said Equity Shares to be issued and allotted, shall rank *pari-passu* with existing equity shares of the Company in all respects.

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

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 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 purposes,
- g. any surplus or unutilized funds may be used for granting intercorporate loan, investments in units of debt scheme of various mutual funds etc.,
- h. to infuse funds by the Company in any of its subsidiary(ies) (present or future) for any or all of the aforesaid purpose,


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

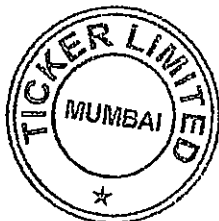
As no assets are charged as securities, the principle terms of assets charged as securities is Not Applicable

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

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

For and on behalf of the Board of Ticker Limited


Joseph Massey
Managing Director & CEO
DIN: 00043586
Place: Mumbai
October 23, 2024



ATTENDANCE SLIP

Ticker Limited

Extra Ordinary General Meeting

Wednesday, November 6, 2024, at 12.00 noon

I/ We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on Wednesday, November 6, 2024, at 12.00 noon 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.

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 Wednesday, November 6, 2024, at 12.00 noon 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)		
Special Business:		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.			
2	Issuance of Shares on Private Placement Basis			

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.

Consent by Shareholder for shorter notice
[Pursuant to provision of Section 101 (1) of the Companies Act, 2013]

To,
Ticker Limited
FT Tower, 4th Floor, CTS 256 & 257,
Suren Road, Chakala,
Andheri (East), Mumbai -400093.

October __, 2024

I/We, _____, member of Ticker Limited, holding _____ equity shares of Re. 1/- each, representing _____ of the paid up share capital of the Company, hereby give my/our consent pursuant to the proviso to Section 101(1) of the Companies Act, 2013 and the Rules thereunder, to convene an Extraordinary General Meeting of members of the Company at shorter notice to be held on Wednesday, November 6, 2024, at 12.00 noon at 6th Floor, FT Tower, CTS 256 & 257, Suren Road, Chakala, Andheri (E), Mumbai -400093 or postponement or adjournment or at any other date as may be decided by the Board.

Yours Faithfully

Route Map for the Venue:

