

FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11 of the Companies (Management and Administration) Rules, 2014]



सत्यमेव जयते

Annual Return (other than OPCs and Small Companies)

Form language ☒ English ☐ Hindi

Refer the instruction kit for filing the form.

I. REGISTRATION AND OTHER DETAILS

(i) * Corporate Identification Number (CIN) of the company

U72900MH2005PLC151034

Pre-fill

Global Location Number (GLN) of the company

* Permanent Account Number (PAN) of the company

AACCT3014G

(ii) (a) Name of the company

TICKER LIMITED

(b) Registered office address

FT TOWER, CTS No. 256 & 257, SUREN ROAD,
CHAKALA, ANDHERI (EAST),
MUMBAI
Maharashtra
400093
India

(c) * e-mail ID of the company

ir@tickermarket.com

(d) * Telephone number with STD code

02266866010

(e) Website

www.tickermarket.com

(iii) Date of Incorporation

04/02/2005

(iv)	Type of the Company	Category of the Company	Sub-category of the Company
	Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

☒ Yes

☐ No

(vi) * Whether shares listed on recognized Stock Exchange(s)

☐ Yes

☒ No

(b) CIN of the Registrar and Transfer Agent

U72400TG2017PLC117649

Pre-fill

Name of the Registrar and Transfer Agent

KFIN TECHNOLOGIES LIMITED

Registered office address of the Registrar and Transfer Agents

Selenium, Tower B, Plot No- 31 & 32,
Financial District, Nanakramguda, Serilingampally

(vii) *Financial year From date 01/04/2021 (DD/MM/YYYY) To date 31/03/2022 (DD/MM/YYYY)

(viii) *Whether Annual general meeting (AGM) held ☒ Yes ☐ No

(a) If yes, date of AGM 30/08/2022

(b) Due date of AGM 30/09/2022

(c) Whether any extension for AGM granted ☐ Yes ☒ No

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

*Number of business activities

1

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	J	Information and communication	J8	Other information & communication service activities	94.76

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

*No. of Companies for which information is to be given

1

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	63 MOONS TECHNOLOGIES LIM	L29142TN1988PLC015586	Holding	77.51

IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) *SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	1,340,000,000	1,200,536,440	1,200,536,440	1,200,536,440
Total amount of equity shares (in Rupees)	1,340,000,000	1,200,536,440	1,200,536,440	1,200,536,440

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
EQUITY				
Number of equity shares	1,340,000,000	1,200,536,440	1,200,536,440	1,200,536,440
Nominal value per share (in rupees)	1	1	1	1
Total amount of equity shares (in rupees)	1,340,000,000	1,200,536,440	1,200,536,440	1,200,536,440

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	0	0	0	0
Total amount of preference shares (in rupees)	0	0	0	0

Number of classes

0

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Number of preference shares				
Nominal value per share (in rupees)				
Total amount of preference shares (in rupees)				

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
Equity shares	Physical	DEMAT	Total			
At the beginning of the year	78,053,644	0	78053644	780,536,440	720,251,10	
Increase during the year	15,000,000	270,000,000	285000000	420,000,000	480,285,33	540,000,000
i. Public Issues	0	0	0	0	0	
ii. Rights issue	15,000,000	0	15000000	150,000,000	150,000,000	
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	270,000,000	270000000	270,000,000	270,000,00	540,000,000

v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify				0	60,285,335	0
Split and Converted to DEMAT						
Decrease during the year	0	0	0	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
Converted to DEMAT						
At the end of the year	93,053,644	270,000,000	363053644	1,200,536,4	1,200,536,4	
Preference shares						
At the beginning of the year	0	0	0	0	0	
Increase during the year	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0
iii. Others, specify				0	0	
NA						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify				0	0	
NA						
At the end of the year	0	0	0	0	0	

ISIN of the equity shares of the company

INE0JS401010

(ii) Details of stock split/consolidation during the year (for each class of shares)

1

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares	134,000,000		
	Face value per share	10		
After split / Consolidation	Number of shares	1,340,000,000		
	Face value per share	1		

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) *

☐ Nil

[Details being provided in a CD/Digital Media]



Yes



No



Not Applicable

Separate sheet attached for details of transfers



Yes



No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting	09/09/2021		
Date of registration of transfer (Date Month Year)	27/07/2021		
Type of transfer	Equity Shares	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	1	Amount per Share/ Debenture/Unit (in Rs.)	10
Ledger Folio of Transferor	9		
Transferor's Name	Desai		Naishadh
	Surname	middle name	first name
Ledger Folio of Transferee	14		

Transferee's Name	<input type="text" value="Gandhi"/>	<input type="text"/>	<input type="text" value="Rakesh"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year)	<input type="text"/>
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Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock
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Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
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Ledger Folio of Transferor	<input type="text"/>
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Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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Ledger Folio of Transferee	<input type="text"/>
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Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
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	Surname	middle name	first name
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(iv) *Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	0	0	0
Partly convertible debentures	0	0	0
Fully convertible debentures	0	0	0
Total			0

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	0	0	0	0
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
Total					

V. *Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

167,380,483.04

(ii) Net worth of the Company

7,402,111,999

VI. (a) *SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	0	0	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	

6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	930,536,380	77.51	0	
10.	Others Nominee Shareholders	60	0	0	
	Total	930,536,440	77.51	0	0

Total number of shareholders (promoters)

7

(b) *SHARE HOLDING PATTERN - Public/Other than promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	221,700,000	18.47	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	48,300,000	4.02	0	
10.	Others	0	0	0	

	Total	270,000,000	22.49	0	0
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Total number of shareholders (other than promoters)

41

**Total number of shareholders (Promoters+Public/
Other than promoters)**

48

VII. *NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS
(Details, Promoters, Members (other than promoters), Debenture holders)

Details	At the beginning of the year	At the end of the year
Promoters	7	7
Members (other than promoters)	0	41
Debenture holders	0	0

VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

(A) *Composition of Board of Directors

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
A. Promoter	0	0	0	0	0	0
B. Non-Promoter	1	3	3	10	0	0
(i) Non-Independent	1	1	3	7	0	0
(ii) Independent	0	2	0	3	0	0
C. Nominee Directors representing	0	0	0	0	0	0
(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	3	3	10	0	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date

16

(B) (i) *Details of directors and Key managerial personnel as on the closure of financial year

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
JOSEPH MASSEY	00043586	Managing Director	0	
JOSEPH MASSEY	00043586	CEO	0	
RUSHABH RAJESHA	07000730	Whole-time director	0	
NIMISHHARIHARBHAIS	09428299	Whole-time director	0	
GHANSHYAM DASS	01807011	Additional director	0	
ACHUDANARAYANAN	02107169	Additional director	0	
RADHA BINODBARMA	02612871	Additional director	0	
RAMESH RAGHAVANP	03499156	Additional director	0	
VAIDYANATHANRAMA	00221577	Additional director	0	
DEEPAK VERMA	07489985	Additional director	0	
KRUPESH ARVINDBHA	07613071	Director	0	18/07/2022
AREYADA POOVAIAHR	07764188	Director	0	18/07/2022
MUKESH CHANDRAJO	09410990	Additional director	0	
MADAN LAL SHARMA	09431075	Additional director	0	
RAKESH DILIPKUMAR	AADPG4562G	CFO	0	
PRANAV RAJESHMAR	BKYPM8801Q	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

20

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
JIGISH SONAGARA	07024688	Additional director	08/12/2021	Appointment
JIGISH SONAGARA	07024688	Managing Director	08/12/2021	Change in Designation
JIGISH SONAGARA	07024688	CEO	08/12/2021	Appointment
DEEPAK VERMA	07489985	Additional director	08/12/2021	Appointment
ACHUDANARAYANAN	02107169	Additional director	08/12/2021	Appointment
RADHA BINODBARMA	02612871	Additional director	08/12/2021	Appointment
VAIDYANATHANRAMA	00221577	Additional director	08/12/2021	Appointment
RAMESH RAGHAVANP	03499156	Additional director	08/12/2021	Appointment
GHANSHYAM DASS	01807011	Additional director	08/12/2021	Appointment
MUKESH CHANDRAJO	09410990	Additional director	08/12/2021	Appointment
MADAN LAL SHARMA	09431075	Additional director	09/12/2021	Appointment
JAYANT NARHAR DEO	00568381	Director	09/12/2021	Cessation
JIGISH SONAGARA	07024688	Managing Director	03/02/2022	Cessation
JIGISH SONAGARA	07024688	CEO	03/02/2022	Cessation
JOSEPH MASSEY	00043586	Additional director	07/02/2022	Appointment
JOSEPH MASSEY	00043586	Managing Director	07/02/2022	Change in Designation
JOSEPH MASSEY	00043586	CEO	07/02/2022	Appointment
SAURAV RAGHUNATH	BPAPS8348H	CFO	23/07/2021	Cessation
RAKESH DILIPKUMAR	AADPG4562G	CFO	27/07/2021	Appointment
MANJAY PRAKASH SH	AAWPS9517Q	CEO	08/12/2021	Cessation

IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

5

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	09/09/2021	7	7	100
Extra-Ordinary General Mee	06/10/2021	7	7	100
Extra-Ordinary General Mee	20/10/2021	7	7	100
Extra-Ordinary General Mee	01/11/2021	7	7	100
Extra-Ordinary General Mee	24/11/2021	7	7	100

B. BOARD MEETINGS

*Number of meetings held

9

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	20/05/2021	4	4	100
2	27/07/2021	4	4	100
3	04/10/2021	4	4	100
4	18/10/2021	4	4	100
5	29/10/2021	4	4	100
6	22/11/2021	4	4	100
7	03/12/2021	4	4	100
8	08/12/2021	4	4	100
9	07/02/2022	12	11	91.67

C. COMMITTEE MEETINGS

Number of meetings held

10

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	20/05/2021	3	3	100
2	Audit Committee	27/07/2021	3	3	100

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
3	Audit Committee	18/10/2021	3	3	100
4	Audit Committee	29/10/2021	3	3	100
5	Audit Committee	04/02/2022	2	2	100
6	Nomination and Remuneration	20/05/2021	3	3	100
7	Nomination and Remuneration	27/07/2021	3	3	100
8	Nomination and Remuneration	22/11/2021	3	3	100
9	Nomination and Remuneration	08/12/2021	3	3	100
10	Nomination and Remuneration	04/02/2022	3	3	100

D. *ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	30/08/2022
								(Y/N/NA)
1	JOSEPH MAS	1	1	100	0	0	0	Yes
2	RUSHABH RA	9	9	100	8	8	100	No
3	NIMISHHARIH	1	1	100	0	0	0	No
4	GHANSHYAM	1	0	0	0	0	0	No
5	ACHUDANAR	1	1	100	1	1	100	No
6	RADHA BINO	1	1	100	0	0	0	Yes
7	RAMESH RAG	1	1	100	0	0	0	No
8	VAIDYANATH	1	1	100	0	0	0	No
9	DEEPAK VER	1	1	100	0	0	0	No
10	KRUPESH AR	9	9	100	10	10	100	No
11	AREYADA PO	9	9	100	10	10	100	No
12	MUKESH CHA	1	1	100	0	0	0	No
13	MADAN LAL S	1	1	100	0	0	0	No

X. *REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL☐ Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	JOSEPH MASSEY	Managing Director	2,058,288	0	0	4,821	2,063,109
2	JIGISH SONAGARAM	Managing Director	1,806,353	0	0	0	1,806,353
3	NIMISHHARIHARB	Whole-Time Director	3,309,053	0	0	6,706	3,315,759
4	RUSHABH RAJESH	Whole-Time Director	5,376,566	0	0	32,400	5,408,966
	Total		12,550,260	0	0	43,927	12,594,187

Number of CEO, CFO and Company secretary whose remuneration details to be entered

4

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	MANJAY PRAKASH	CEO	15,350,374	0	0	27,252	15,377,626
2	RAKESH DILIPKUMAR	CFO	1,627,717	0	0	0	1,627,717
3	SAURAV RAGHUNATH	CFO	761,717	0	0	0	761,717
4	PRANAV RAJESH	Company Secretary	787,868	0	0	0	787,868
	Total		18,527,676	0	0	27,252	18,554,928

Number of other directors whose remuneration details to be entered

11

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	KRUPESH ARVIND	Director	77,419	0	0	500,000	577,419
2	AREYADA POOVAI	Director	77,419	0	0	500,000	577,419
3	ACHUDANARAYAN	Additional Director	586,290	0	0	200,000	786,290
4	DEEPAK VERMA	Additional Director	1,372,581	0	0	200,000	1,572,581
5	GHANSHYAM DAS	Additional Director	0	0	0	786,290	786,290
6	MADAN LAL SHARMA	Additional Director	686,290	0	0	100,000	786,290
7	MUKESH CHANDRA	Additional Director	686,290	0	0	100,000	786,290
8	RAMESH RAGHAV	Additional Director	686,290	0	0	100,000	786,290

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
9	VAIDYANATHANRA	Additional Direct	686,290	0	0	100,000	786,290
10	RADHA BINODBAR	Additional Direct	686,290	0	0	100,000	786,290
11	JAYANT NARHAR D	Director	0	0	0	180,000	180,000
	Total		5,545,159	0	0	2,866,290	8,411,449

XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year ☒ Yes ☐ No

B. If No, give reasons/observations

XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status

(B) DETAILS OF COMPOUNDING OF OFFENCES ☒ Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

☒ Yes ☐ No

XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

ABDUL KARIM KAZI

Whether associate or fellow

☐ Associate ☒ Fellow

Certificate of practice number

9538

I/We certify that:

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
(b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

Declaration

I am Authorised by the Board of Directors of the company vide resolution no. ... dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.

To be digitally signed by

Director

DIN of the director

00043586

To be digitally signed by

☐ Company Secretary

☒ Company secretary in practice

Membership number

9088

Certificate of practice number

9538

Attachments

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachement(s), if any

Attach**Attach****Attach****Attach****List of attachments**

List of Shareholders 31 March 2022.pdf

Remove attachment

Modify

Check Form

Prescrutiny

Submit

This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company