



## NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Tickerplant Limited will be held on Thursday 23<sup>rd</sup> June, 2022 at 11:30 A.M. at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

### SPECIAL BUSINESS:

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

**“RESOLVED THAT** Mr. Mukesh Chandra Joshi (DIN: 09410990), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 8<sup>th</sup> December, 2021 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** Mr. Vaidyanathan Ramamurthy (DIN: 00221577), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 8<sup>th</sup> December, 2021 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

### **TickerPlant Limited**

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

**“RESOLVED THAT** Mr. Ghanshyam Dass (DIN: 01807011), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 8<sup>th</sup> December, 2021 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** Mr. Radha Binod Barman (DIN: 02612871), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 8<sup>th</sup> December, 2021 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

**“RESOLVED THAT** Mr. Ramesh Raghavan Puducheri (DIN: 03499156), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 8<sup>th</sup> December, 2021 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 in writing under

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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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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

“**RESOLVED THAT** Mr. Madan Lal Sharma (DIN: 09431075), who was appointed as an Additional Director (Non-executive & Non- Independent) with effect from 9<sup>th</sup> December, 2021 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 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 severally 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 modification(s), the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161, 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. Achudanarayanan Nagarajan (DIN: 02107169), who was appointed as an Additional (Non-executive & Independent) Director on 8<sup>th</sup> December 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing alongwith deposit of Rs. 1,00,000/- 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 an Independent Director of the Company to hold office for two consecutive years commencing from 23<sup>rd</sup> June, 2022, subject to Mr. Achudanarayanan Nagarajan satisfying the criteria of independence in terms of the Companies Act 2013, and shall not be liable to retire by rotation.

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

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

**“RESOLVED THAT** pursuant to provisions of Sections 149, 152, 161, 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), Justice Deepak Verma (Retd.) (DIN: 07489985), who was appointed as an Additional (Non-executive & Independent) Director on 8<sup>th</sup> December 2021, and who has submitted a declaration that he meets the criteria of independence under Section 149(6) of the Companies Act, 2013 and in respect of whom the Company has received a notice in writing alongwith deposit of Rs. 1,00,000/- 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 an Independent Director of the Company to hold office for five consecutive years commencing from 23<sup>rd</sup> June, 2022, subject to Justice Deepak Verma (Retd.) satisfying the criteria of independence in terms of the Companies Act 2013, and shall not be liable to retire by rotation.

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

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

**“RESOLVED THAT** Mr. Nimish Shukla (DIN: 09428299), who was appointed as an Additional Director with effect from 8<sup>th</sup> December, 2021 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

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 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

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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. Nimish Shukla (DIN: 09428299) as Whole-time Director and Chief Communication Officer (CCO) of the Company for a period of three years commencing from 8<sup>th</sup> December, 2021 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. Nimish Shukla.

**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.”

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

“**RESOLVED THAT** Mr. Joseph Massey (DIN: 00043586), who was appointed as an Additional Director with effect from 7<sup>th</sup> February, 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 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 severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

12. 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

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consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Joseph Massey (DIN: 00043586) as Managing Director and Chief Executive Officer (CEO) of the Company for a period of three years commencing from 7<sup>th</sup> February, 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. Joseph Massey.

**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.”

13. 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 4(4), Section 13 and 14 read with Rule 29 of Companies (Incorporation) Rules, 2014, and any other applicable provisions of Companies Act, 2013 read with Rules thereunder (including any statutory modifications or re-enactment thereof, for the time being in force) and subject to the approvals of the central government, regulatory authorities the existing name of the Company be changed from “Tickerplant Limited” to “**Ticker Limited**”.

**RESOLVED FURTHER THAT** the name ‘Tickerplant Limited’ wherever appearing in the Memorandum and Articles of Association, other documents etc. be substituted by the new name ‘Ticker Limited’ upon approval of the same by the Central Government.

**RESOLVED FURTHER THAT** the board of directors of the company (hereinafter referred to as “board”, which shall be deemed to include any committee which the board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution) be and is hereby authorized to make the necessary application to the central government for the approval of the aforesaid name and to take all such steps that may be required to give effect to this resolution.”

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14. 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 197, 198 and all other applicable provisions of the Companies Act, 2013 and the Rules made thereunder and Schedule V and based on the recommendation of Nomination and Remuneration Committee and the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to pay remuneration to the Non-Executive Directors and Independent Directors of the Company for a period not exceeding three years and computed in accordance with the provisions of Schedule V of the Companies Act, 2013 and that the said remuneration is in addition to reimbursement of expenses for attending the meetings of the Board of Directors or Committees thereof.

**RESOLVED FURTHER THAT** the remuneration as detailed below be paid on monthly basis subject to applicable TDS w.e.f. 8<sup>th</sup> December, 2021 for all services to be rendered/ rendered by the Directors which is inclusive of 1,00,000/- per Board/Committee meeting attended.

**RESOLVED FURTHER THAT** the total remuneration to be paid to each Director shall not exceed the amount proposed against each name (inclusive of sitting fees paid /payable per meeting of Rs. 1,00,000/- per meeting) and such sitting fees paid shall be adjusted in such a manner that the total remuneration paid payable does not exceed the amount proposed against each individual for each financial year.

| Name of Director             | Designation                                    | Total Remuneration per annum (Rs.) | Basis of Payment |
|------------------------------|--|------------------------------------|------------------|
| Justice Deepak Verma (Retd.) | Chairman and Additional – Independent Director | 50,00,000/-                        | Monthly          |
| Mr. A. Nagarajan             | Additional – Independent Director              | 25,00,000/-                        | Monthly          |
| Mr. Ghanshyam Dass           | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Mukesh Joshi             | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Madan Lal Sharma         | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. P. R. Ramesh             | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Radha Binod Barman       | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. R. Vaidyanathan          | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Krupesh Bhansali         | Independent Director                           | 12,00,000/-                        | Monthly          |
| Mr. A. P. Raja               | Independent Director                           | 12,00,000/-                        | Monthly          |

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**RESOLVED FURTHER THAT** Mr. Joseph Massey, Managing Director and CEO, Mr. Rushabh Shah, Whole Time Director, Mr. Rakesh Gandhi, Chief Financial Officer and Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution.”

For and on behalf of the Board

Place: Mumbai  
Date: 19<sup>th</sup> May, 2022

Sd/-  
**Pranav Maru**  
**Company Secretary**

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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 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. 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.
9. The Register of Members of the Company and the Shares Transfer Books of the Company will remain closed from Monday, June 20, 2022 to Thursday, June 23, 2022 (both days inclusive). Pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 2013, the Company hereby informs that the register of members and index of members register and copies of all annual returns prepared, together with the copies of certificates and documents required to be annexed thereto under Sections 92 of the Act are kept at the registered office of the Company. The Registers, Indexes, Returns, documents etc. as aforesaid shall be kept open for inspection between 2.00 p.m. and 4.00 p.m. on any working day except when the Registers and Books are closed.
10. The cut-off date (record date) for dispatch of Notice to the shareholders of the Company, holding shares either in physical form or in dematerialized form is Friday, May 27, 2022.

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## **ANNEXURE TO THE NOTICE**

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

#### **ITEM NO. 1:**

On the recommendation of Nomination and Remuneration Committee, Mr. Mukesh Chandra Joshi was appointed as an Additional Director by the Board of Director w.e.f. 8<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Mukesh Chandra Joshi holds office up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Mukesh Chandra Joshi as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 1, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Mukesh Chandra Joshi is concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution for your approval.

#### **ITEM NO. 2:**

On the recommendation of Nomination and Remuneration Committee, Mr. Vaidyanathan Ramamurthy was appointed as an Additional Director by the Board of Director w.e.f. 8<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Vaidyanathan Ramamurthy holds office up to the date of the ensuing General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Vaidyanathan Ramamurthy as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 2, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Vaidyanathan Ramamurthy is concerned or interested financially or otherwise in this resolution.

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The Board recommends the Resolution for your approval.

**ITEM NO. 3:**

On the recommendation of Nomination and Remuneration Committee, Mr. Ghanshyam Dass was appointed as an Additional Director by the Board of Director w.e.f. 8<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Ghanshyam Dass holds office up to the date of the ensuing General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Ghanshyam Dass as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 3, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ghanshyam Dass is concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution for your approval.

**ITEM NO. 4:**

On the recommendation of Nomination and Remuneration Committee, Mr. Radha Binod Barman was appointed as an Additional Director by the Board of Director w.e.f. 8<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Radha Binod Barman holds office up to the date of the ensuing General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Radha Binod Barman as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 4, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Radha Binod Barman is concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution for your approval.

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**ITEM NO. 5:**

On the recommendation of Nomination and Remuneration Committee, Mr. Ramesh Raghavan Puducheri was appointed as an Additional Director by the Board of Director w.e.f. 8<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Ramesh Raghavan Puducheri holds office up to the date of the ensuing General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Ramesh Raghavan Puducheri as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 5, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Ramesh Raghavan Puducheri is concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution for your approval.

**ITEM NO. 6:**

On the recommendation of Nomination and Remuneration Committee, Mr. Madan Lala Sharma was appointed as an Additional Director by the Board of Director w.e.f. 9<sup>th</sup> December, 2021 in accordance with the provisions of Section 161 of the Companies Act, 2013.

Pursuant to Section 161 of the Companies Act, 2013, Mr. Madan Lala Sharma holds office up to the date of the ensuing General Meeting. The Company has received notice in writing from a member of the Company proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 of the Companies Act, 2013. The details of Mr. Madan Lala Sharma as required under Secretarial Standards is included separately in this Notice.

The documents referred to in this notice for item nos. 6, 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.

None of the Directors, Key Managerial Personnel or their relatives, except Mr. Madan Lala Sharma is concerned or interested financially or otherwise in this resolution.

The Board recommends the Resolution for your approval.

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**ITEM NO. 7 AND 8:**

On the recommendation of Nomination and Remuneration Committee, Mr. Achudanarayanan Nagarajan and Justice Deepak Verma (Retd.) were appointed as Additional (Non-Executive & Independent) Directors on the Board of the Company with effect from 8<sup>th</sup> December, 2021 in terms of Section 149 and 161 of the Companies Act, 2013 to hold office up to the date of the ensuing Annual General Meeting. The Company has received notices in writing from member of the Company proposing the candidature of Mr. Achudanarayanan Nagarajan and Justice Deepak Verma (Retd.) for the office of Independent Director pursuant to Section 149 of the Companies Act, 2013.

In the opinion of the Board, the Independent Directors fulfill the conditions of the provisions of the Companies Act 2013 for their appointment as Independent Directors and the rules made thereunder.

In terms of Section 149 of the Companies Act 2013 read with Rule 4 of Companies (Appointment and Qualification of Directors) Rules, 2014, a Company having a paid-up share capital of ten crore rupees or more shall have at least two directors as Independent Directors. Also, Mr. Achudanarayanan Nagarajan and Justice Deepak Verma (Retd.) bring with them vast experience which will be a great resource for the Company. The details of Mr. Achudanarayanan Nagarajan and Justice Deepak Verma (Retd.) as required under Secretarial Standards are included separately in this Notice.

To bring the appointment of the Independent Directors in line with the provisions of the Companies Act 2013, the resolutions are proposed as ordinary resolutions, appointing the Independent Directors for a term which shall not exceed for a period of two years and five years respectively at one time and the Independent Director shall not be required to retire by rotation.

The documents referred to in this notice for item nos. 7 and 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.

Except the appointee Independent Directors in their respective resolution, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Resolutions for your approval.

**ITEM NO. 9 AND 10:**

The Board of Directors at its meeting held on 8<sup>th</sup> December, 2021, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Nimish Shukla (DIN: 09428299) 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

**TickerPlant Limited**

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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. Nimish Shukla (DIN: 09428299), as Whole-time Director and Chief Communication Officer (CCO) of the Company for a period of 3 years commencing from 8<sup>th</sup> December, 2021 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

**a) Remuneration:**

Remuneration of Rs. 1.00 Crore per annum as Cost to Company (CTC) in the range of CTC of Rs. 1.20 Crore to Rs. 2.00 Crore 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. Nimish Shukla, 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. Nimish Shukla, 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. Nimish Shukla, 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:**

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In case of absence of or inadequacy of profits in any year the Whole-time Director and CCO 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.

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. Nimish Shukla as Whole-time Director & Chief Communication Officer (CCO) of the Company and recommends the resolutions as set out in Item Nos. 9 & 10 of the Notice for the approval of the members. Other than Mr. Nimish Shukla, 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. 9 and 10, 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. 11 AND 12:**

The Board of Directors at its meeting held on 7<sup>th</sup> February, 2022, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Joseph Massey (DIN: 00043586) 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. Joseph Massey (DIN: 00043586), as Managing Director and Chief Executive Officer (CEO) of the Company for a period of 3 years commencing from 7<sup>th</sup> February, 2022 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

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**a) Remuneration:**

Remuneration of Rs. 1.5 Crore per annum as Cost to Company (CTC) in the range of CTC of Rs. 1.5 Crores to Rs. 2.5 Crore 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. Joseph Massey, 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. Joseph Massey, 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. Joseph Massey, 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 CEO 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.

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**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.

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. Joseph Massey as Managing Director and Chief Financial Officer (CEO) of the Company and recommends the resolutions as set out in Item Nos. 11 & 12 of the Notice for the approval of the members. Other than Mr. Joseph Massey, 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. 11 and 12, 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. 13**

The present name of the Company is TICKERPLANT LIMITED. The Board of Directors are of the opinion that it should align itself more significantly with the blockchain and virtual digital assets industry so that it can relate to the ecosystem more clearly and also have synergy of co-existing with the blockchain and virtual digital assets ecosystem.

The Board of Directors thus in their meeting held on 29<sup>th</sup> April, 2022 proposed to apply for change of name of the Company to Ticker Limited.

The CRC has granted the name Ticket Limited vide letter dated 17<sup>th</sup> May, 2022, bearing reference number SRN F00288605.

The proposed change in the Name of the Company requires approval of members by passing Special Resolution. Hence, the members are requested to pass the Special resolution accordingly.

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

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The Board recommends the Resolution for your approval.

#### **ITEM NO. 14**

The Company ('Ticker') has a Nomination & Remuneration Policy (NRC policy) which provides that "The remuneration/profit-linked commission etc. to the executive directors, non-executive directors and independent directors shall be in accordance with the limits prescribed in the Companies Act, 2013 and shall be subject to approval of the shareholders of the Company, wherever required.

Presently, Ticker is a loss-making company and in a loss-making company, NEDs and IDs obviously cannot receive any remuneration based on net profit. Further, under Rule 4 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the sitting fees payable to any NED/ID for attending a Board or Committee meeting cannot exceed INR 1 Lakh per meeting

The Companies (Amendment) Act, 2020 has amended Section 149(9) and 197(3) of the Companies Act 2013(The Act), permitting remuneration to be paid to Non-Executive Directors(NED) including Independent Directors(ID) in case Inadequacy or absence of Profit as NEDs and IDs give their valuable time to the company and have the experience to give critical advice to the company.

The Company has launched - a global crypto super app-----the CryptoWire, which seeks to empower participants in the crypto universe, that will provide real-time market prices and insight, news, knowledge, research, training, information and data platform through Crypto University, Crypto TV and CryptoWire for crypto assets and blockchain to be duly guided by the new Board constituted on December 8, 2021 comprising of eminent persons from virtual ecosystem, legal, bureaucracy and academics collectively having in-depth knowledge in areas of finance, technology, general management and corporate governance and providing strategic guidance to the Company.

As the gestation for growth of new business and profit is likely to be around 2-3 years and the Company is likely to incur loss/have inadequate profit during the gestation period, the NRC is of the view that overall remuneration (including sitting fees) to NED/ID should be reasonable and sufficient to attract, retain and motivate Directors aligned to the requirements of the Company, taking into consideration the challenges faced by the Company and its future growth initiatives.

Further, as NED/ID devote their valuable time in deliberating on the strategic and critical issues in the course of the Board and Committee meetings of the Company and give their valuable advice, suggestions and guidance to the management of the Company from time to time, NRC believes that the remuneration to be paid to Non- executives Directors should be motivational, reflective of the size of the

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Company and complexity of the sector/ industry/ Company's operations and should be consistent with recognized best practices .

A Director may be paid remuneration under Sub-Section (6) of Section 197 in any one of the following ways.

- Sittings fees
- Monthly Payment
- At specific percentage of net profit of the Company (in business parlance also termed as "Commission on net profit of the Company")
- Partly by one way and partly by other way

If a company wants to make payment of remuneration more than the limits specified in Table A of Section II of Part II of Schedule V of the Act, the company can do the same by passing of "Special Resolution" in General Meeting of the Company. Hence, subject to approval by Special Resolution at the forthcoming General meeting, the NRC proposes the following remuneration schedule for the following Directors considering their overall qualification, expertise and specialized knowledge

| Name of Director             | Designation                                    | Total Remuneration per annum (Rs.) | Basis of Payment |
|------------------------------|--|------------------------------------|------------------|
| Justice Deepak Verma (Retd.) | Chairman and Additional – Independent Director | 50,00,000/-                        | Monthly          |
| Mr. A. Nagarajan             | Additional – Independent Director              | 25,00,000/-                        | Monthly          |
| Mr. Ghanshyam Dass           | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Mukesh Joshi             | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Madan Lal Sharma         | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. P. R. Ramesh             | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Radha Binod Barman       | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. R. Vaidyanathan          | Additional – Non Executive Director            | 25,00,000/-                        | Monthly          |
| Mr. Krupesh Bhansali         | Independent Director                           | 12,00,000/-                        | Monthly          |
| Mr. A. P. Raja               | Independent Director                           | 12,00,000/-                        | Monthly          |

Hence, the Board of Directors of the Company has proposed to pay the above mentioned remuneration to NED/ID.

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The proposed remuneration to be paid to all the Directors requires approval of members by passing Special Resolution. Hence, the members are requested to pass the Special resolution accordingly.

The Board recommends the Resolution for your approval.

For and on behalf of the Board

Place: Mumbai  
Date: 19<sup>th</sup> May, 2022

SD/-  
**Pranav Maru**  
**Company Secretary**

**TickerPlant Limited**

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

| <b>I. General Information</b>   |   |                 |                 |                 |
|---|---|-----------------|-----------------|-----------------|
| 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.)  |                 |                 |                 |
|   | <b>Particulars</b>  | <b>FY 20-21</b> | <b>FY 19-20</b> | <b>FY 18-19</b> |
|   | 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   |                 |                 |                 |
| <b>II. Information about the appointee</b>  |   |                 |                 |                 |
| Background details  | <p>Mr. Joseph Massey has been a professional in Financial Sector for over 30 years and has been instrumental in being part of establishment of various financial markets. He has been instrumental in formulating and implementing policies, procedures and best practices at the exchange and oversees strategic operations, and overall functioning of the exchange.</p> <p>Mr. Massey has been a part of the MCX, MCX-SX, IEX, DGCX and SMX team since inception and his last responsibility was as MD &amp; CEO of MCX Stock Exchange.</p> <p>He has traveled widely to several international exchanges, Global Trade Bodies and Global Regulatory agencies. He has interacted with multiple regulators in India during his time with Exchanges in different asset classes.</p> |                 |                 |                 |
| Past remuneration   | NA  |                 |                 |                 |
| Recognition or awards   | NIL   |                 |                 |                 |
| Job profile and his suitability   | As a Managing Director and CEO of the Company, manages, conducts and transacts all the business affairs and operations of the company.  |                 |                 |                 |

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|   |   |
|---|---|
|   | Considering his past experience he is best suited as Managing Director and Chief Executive Officer of the Company.  |
| Remuneration proposed   | As mentioned in the Explanatory Statement to the Notice dated 19 <sup>th</sup> May, 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.  |
| Pecuniary relationship with the managerial personnel, if any  | Mr. Joseph Massey 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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**Detailed information as required under Schedule V (Part II, Section II) of the Companies Act, 2013 is as follows:**

| <b>I. General Information</b>   |   |                 |                 |                 |
|---|---|-----------------|-----------------|-----------------|
| 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.)  |                 |                 |                 |
|   | <b>Particulars</b>  | <b>FY 20-21</b> | <b>FY 19-20</b> | <b>FY 18-19</b> |
|   | 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   |                 |                 |                 |
| <b>II. Information about the appointee</b>  |   |                 |                 |                 |
| Background details  | <p>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 Indi 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 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> |                 |                 |                 |
| Past remuneration   | Rs. 80 Lakhs CTC (last drawn remuneration)  |                 |                 |                 |

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|   |   |
|---|---|
| Recognition or awards   | NIL   |
| Job profile and his suitability   | As a Whole-Time Director and CCO of the Company, manages, conducts and transacts all the business affairs and operations of the company.<br><br>Considering his past experience he is best suited as Whole Time Director and Chief Communication Officer of the Company.  |
| Remuneration proposed   | As mentioned in the Explanatory Statement to the Notice dated 19 <sup>th</sup> May, 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.  |
| Pecuniary relationship with the managerial personnel, if any  | Mr. Nimish Shukla 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.   |

**TickerPlant Limited**



**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. Mukesh Chandra Joshi   | Mr. Vaidyanathan Ramamurthy  | Mr. Ghanshyam Dass  |
|----------------|--|--|---|
| DIN            | <b>09410990</b>  | <b>00221577</b>  | <b>01807011</b>   |
| Date of Birth  | 25 <sup>th</sup> January, 1952   | 21 <sup>st</sup> December, 1951  | 11 <sup>th</sup> July, 1952   |
| Age            | 70 years   | 70 years   | 69 years  |
| Qualifications | B.A. (Hons.) Economics from Delhi University in 1971 and M.A (Economics) from the Delhi School of Economics in 1973 and Joined Indian Revenue Services   | Graduate from Loyola College of Madras, M. Stat from Indian Statistical Institute, - Calcutta and Doctorate from IIM - Calcutta  | 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  |
| Experience     | 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 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 | Dr. R. Vaidyanathan is retired Professor of Finance at IIM-Bangalore.<br>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.<br>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. He is consultant to many organizations and is on the board of many corporates.<br>He has been conferred Life Contribution award by Asia Pacific Risk and Insurance Association | 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, South East 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 |

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CIN: U72900MH2005PLC151034

| Name  | Mr. Mukesh Chandra Joshi  | Mr. Vaidyanathan Ramamurthy   | Mr. Ghanshyam Dass   |
|---|---|---|--|
|   | <p>Delhi and in 2009 he was promoted as Chief Commissioner of Income Tax (Dehradun) in charge of Uttrakhand. 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. 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> | <p>[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] 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 of national importance at Ahmedabad</p> | <p>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. 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 Fulbright 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).</p> |
| Date of first appointment on Board                                      | 8 <sup>th</sup> December, 2021  | 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  | 1   | 1   | 0  |

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CIN: U72900MH2005PLC151034

| Name   | Mr. Mukesh Chandra Joshi  | Mr. Vaidyanathan Ramamurthy   | Mr. Ghanshyam Dass  |
|--|---|---|---|
| attended during the year   |   |   |   |
| Directorships held in other Companies (except Foreign Companies) | Nil   | Dalmia DSP Limited, Indian Gas Exchange Limited, General Optics (Asia) Ltd, Global Entropolis (Vizag) Private Limited, Bengal Shriram Hitech City Private Limited, Performancegurus Services Private Limited, Shriram Properties Limited, Shrivision Homes Private Limited, Shriprop Builders Private Limited, Shriram Management Company Limited | Jain Irrigation Systems Limited, Jain Farm Fresh Foods Limited, Cosmea Financial Holdings Private Limited, Mayar Infrastructure Development Private Limited, Premiereduleague Private Limited |
| Chairmanship / Membership of Committees of other Companies       | Nil   | Nil   | Jain Irrigation Systems Limited – Audit Committee and Corporate Social Responsibility Committee<br>Mayar Infrastructure Development Private Limited – Audit Committee                         |
| Remuneration last drawn  | NA  | NA  | NA  |
| Remuneration proposed to be drawn                                | 50,00,000/- 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)   | 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               | 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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CIN: U72900MH2005PLC151034

| Name           | Dr. Radha Binod Barman   | Mr. Ramesh Raghavan Puducheri  | Mr. Madan Lal Sharma  |
|----------------|--|--|---|
| DIN            | 02612871   | 03499156   | 09431075  |
| Date of Birth  | 1 <sup>st</sup> August, 1948   | 10 <sup>st</sup> December, 1963  | 11 <sup>th</sup> April, 1949  |
| Age            | 73 years   | 59 years   | 73 years  |
| Qualifications |  | ACS, CMA, LLB and B.Com  | Graduation from Rajasthan University (Gold Medalist), Post-Graduation in Economics from Delhi School of Economics. L.L.B. from Delhi University   |
| Experience     | <p>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.</p> <p>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.</p> | <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 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</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.</p> <p>Having served as Superintendent of Police 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                               | Dr. Radha Binod Barman         | Mr. Ramesh Raghavan Puducheri  | Mr. Madan Lal Sharma           |
|------------------------------------|--------------------------------|--|--------------------------------|
|                                    |                                | <p>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 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&amp;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> |                                |
| Date of first appointment on Board | 8 <sup>th</sup> December, 2021 | 8 <sup>th</sup> December, 2021   | 9 <sup>th</sup> December, 2021 |

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CIN: U72900MH2005PLC151034

| Name  | Dr. Radha Binod Barman  | Mr. Ramesh Raghavan Puducheri   | Mr. Madan Lal Sharma  |
|---|---|---|---|
| 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                       | 1   | 1   | 1   |
| Directorships held in other Companies (except Foreign Companies)        | Reliance Asset Reconstructions Co. Ltd, Sarvatra Technologies Private Limited, National Cooperative Finance Dev. Corp | Nil   | Nil   |
| Chairmanship / Membership of Committees of other Companies              | Nil   | Nil   | Nil   |
| Remuneration last drawn   | NA  | NA  | NA  |
| 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) | 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                      | 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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CIN: U72900MH2005PLC151034

| Name           | Mr. Achudanarayanan Nagarajan   | Justice Deepak Verma (Retd.)  | Mr. Nimish Shukla  | Mr. Joseph Massey  |
|----------------|---|---|--|--|
| DIN            | 02107169  | 07489985  | 09428299   | 00043586   |
| Date of Birth  | 17 <sup>th</sup> July, 1948   | 28 <sup>th</sup> August, 1947   | 9 <sup>th</sup> June, 1968   | 3 <sup>rd</sup> December, 1961   |
| Age            | 73 years  | 74 years  | 53 years   | 61 years   |
| Qualifications | Retd. IAS   | B.A. L.L.B.   |  | M.A. Economics, Master in Finance Management from Jamnalal Bajaj Institute of Management Studies, Mumbai University  |
| Experience     | <p>Mr. A. Nagarajan, I.A.S. (Retd.) is a former Special Chief Secretary and Development Commissioner to the Government of Tamil Nadu. During his career span Mr. Nagarajan was associated with various institutions / Government bodies / Corporations inter alia Housing &amp; Urban Development Dept., Tamil Nadu Powerfin Development Corporation Ltd., Tamil Nadu Industrial Investment Corporation Ltd. He was also former Special Commissioner of Treasuries and Accounts, Member Secretary of State Planning Commission, Additional Secretary, Industries - Government. of Tamil Nadu, Commissioner - Regional Provident Fund, Chennai, Executive Director - National Seeds Corporation.</p> | <p>Justice Deepak Verma is a former Judge of the Supreme Court of India. Justice Verma carries four decades of rich experience in various judicial positions. He held senior positions including, Judge of the Supreme Court of India, Chief Justice of the Rajasthan High Court, Judge of the High Court of Madhya Pradesh, Judge of the Karnataka High Court, Bangalore. Mr. Verma was additionally appointed as Welfare Commissioner, Bhopal Gas Victims, to disburse the amount of compensation to the Gas Victims of Bhopal. Almost all the victims have been awarded compensation during his tenure except for those who were not</p> | <p>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 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</p> | <p>Mr. Joseph Massey has been a professional in Financial Sector for over 30 years and has been instrumental in being part of establishment of various financial markets. He has been instrumental in formulating and implementing policies, procedures and best practices at the exchange and oversees strategic operations, and overall functioning of the exchange.</p> <p>Mr. Massey has been a part of the MCX, MCX-SX, IEX, DGCX and SMX team since inception and his last responsibility was as MD &amp; CEO of MCX Stock Exchange.</p> |

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CIN: U72900MH2005PLC151034

| Name  | Mr. Achudanarayanan Nagarajan   | Justice Deepak Verma (Retd.)   | Mr. Nimish Shukla   | Mr. Joseph Massey                                |
|---|---|--|---|--|
|   |   | traceable despite notices.   | 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. |  |
| Date of first appointment on Board                                      | 8 <sup>th</sup> December, 2021  | 8 <sup>th</sup> December, 2021   | 8 <sup>th</sup> December, 2021  | 7 <sup>th</sup> February, 2022                   |
| Shareholding in the Company   | Nil   | Nil  | Nil   | Nil  |
| Relationship with other Directors, Manager and Key Managerial Personnel | Nil   | Nil  | Nil   | Nil  |
| Number of Board Meetings attended during the year                       | 1   | 1  | 1   | 1  |
| Directorships held in other Companies (except Foreign Companies)        | Nil   | 63 moons technologies Limited  | Nil   | Nil  |
| Chairmanship / Membership of Committees of other Companies              | Nil   | Nil  | Nil   | Nil  |
| Remuneration last drawn   | NA  | NA   | NA  | NA   |
| 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) | 50,00,000/- p.a. (Including of Sitting Fees of Rs. 1,00,000 per meeting of Board | Rs. 1.20 Crore per annum as Cost to Company (CTC)   | Rs. 1.5 Crore per annum as Cost to Company (CTC) |

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CIN: U72900MH2005PLC151034





| Name   | Mr. Achudanarayanan Nagarajan                                       | Justice Deepak Verma (Retd.)  | Mr. Nimish Shukla  | Mr. Joseph Massey  |
|--|---|---|--|--|
|  |   | of Directors and Committees)  |  |  |
| Terms and conditions of appointment/re-appointment | Non-executive independent Director not liable to retire by rotation | Non-executive independent Director not liable to retire by rotation | Whole Time Director and Chief Communication Officer liable to retire by rotation | Managing Director and Chief Executive Officer liable to retire by rotation |

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CIN: U72900MH2005PLC151034

## ROUTE MAP OF EGM VENUE:

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



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**ATTENDANCE SLIP**  
**Extra Ordinary General Meeting**  
**Thursday, 23<sup>rd</sup> June, 2022 11:30 a.m.**

I/ We hereby record my / our presence at the Extra Ordinary 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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CIN: U72900MH2005PLC151034



**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 Thursday, 23<sup>rd</sup> June, 2022 at 11:30 a.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       | Appointment of Mr. Mukesh Chandra Joshi (DIN: 09410990) as Director liable to retire by rotation. (Ordinary Resolution)      |                              |         |         |
| 2       | Appointment of Mr. Vaidyanathan Ramamurthy (DIN: 00221577) as Director liable to retire by rotation. (Ordinary Resolution)   |                              |         |         |
| 3       | Appointment of Mr. Ghanshyam Dass (DIN: 01807011) as Director liable to retire by rotation. (Ordinary Resolution)            |                              |         |         |
| 4       | Appointment of Mr. Radha Binod Barman (DIN: 02612871) as Director liable to retire by rotation. (Ordinary Resolution)        |                              |         |         |
| 5       | Appointment of Mr. Ramesh Raghavan Puducheri (DIN: 03499156) as Director liable to retire by rotation. (Ordinary Resolution) |                              |         |         |

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|    |   |  |  |  |
|----|---|--|--|--|
| 6  | Appointment of Mr. Madan Lal Sharma (DIN: 09431075) as Director liable to retire by rotation. (Ordinary Resolution)   |  |  |  |
| 7  | Appointment of Mr. Achudanarayanan Nagarajan (DIN: 02107169) as Non-Executive & Independent Director not liable to retire by rotation. (Ordinary Resolution)      |  |  |  |
| 8  | Appointment of Justice Deepak Verma (Retd.) (DIN: 07489985) as Non-Executive & Independent Director not liable to retire by rotation. (Ordinary Resolution)       |  |  |  |
| 9  | Appointment of Mr. Nimish Shukla (DIN: 09428299) as Director. (Ordinary Resolution)   |  |  |  |
| 10 | Appointment of Mr. Nimish Shukla (DIN: 09428299) as Whole-time Director and Chief Communication Officer (CCO), liable to retire by rotation. (Special Resolution) |  |  |  |
| 11 | Appointment of Mr. Joseph Massey (DIN: 00043586) as Director. (Ordinary Resolution)   |  |  |  |
| 12 | Appointment of Mr. Joseph Massey (DIN: 00043586) as Managing Director and Chief Executive Officer (CEO), liable to retire by rotation. (Special Resolution)       |  |  |  |
| 13 | Change of Name of the Company. (Special Resolution)   |  |  |  |
| 14 | Remuneration to be paid to Non-Executive Directors (NED). (Special Resolution)  |  |  |  |

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

Signature of shareholder: \_\_\_\_\_

|                           |
|---------------------------|
| Affix<br>Revenue<br>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.

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