



NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Tickerplant Limited will be held on Monday, 1st November, 2021 at 2:00 P.M. at a shorter Notice at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

SPECIAL BUSINESS:

1. SUB- DIVISION OF 1 (ONE) EQUITY SHARE OF FACE VALUE OF RS. 10/- EACH INTO 10 (TEN) EQUITY SHARES OF RS. 1/- EACH.

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

“RESOLVED THAT pursuant to the provisions of section 61, 64 and all other applicable provisions, if any of the Companies Act, 2013 and the rules made thereunder including the statutory modification(s) or re-enactment(s) thereof for the time being in force and the relevant provisions of the Memorandum and Articles of Association of the Company and the other Rules, Regulations, Circular, Notifications, etc. issued there under, consent of the Shareholders of the Company be and is hereby accorded to approve the sub-division of the nominal value of equity shares of the Company from the existing nominal value of Rs. 10 each to nominal value of Rs. 1/- each, thereby keeping the paid share capital intact and consequently, the existing Clause V (a) of the Memorandum of Association of the Company be and hereby deleted and substituted by the following new Clause V:

V. (a) The Authorised Share Capital of the Company is Rs. 134,00,00,000/- (Rupees One Hundred and Thirty-Four Crore only) divided into 134,00,00,000 (One Hundred and Thirty-Four Crore) equity shares of Rs. 1/- (Rupees One only) each.

RESOLVED FURTHER THAT pursuant to Sub-Division of the equity shares of the Company, nominal value of Rs. 10 (Rupees Ten only) of all the issued, subscribed and paid-up equity shares of the Company existing on the Record Date to be fixed by the Company shall stand sub-divided into equity shares of nominal value of Rs. 1 (Rupee one only) each fully paid.

RESOLVED FURTHER THAT upon Sub-Division of equity shares, as aforesaid, the existing share certificate(s) in relation to the existing equity shares of the nominal value of Rs. 10/- (Rupees

TickerPlant Limited

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

Tel: +91-22-6686 010 Fax: +91-22-6686 www.tickerplantindia.com

CIN: U72900MH2005PLC151034



Ten only) each held in physical form shall be deemed to have been automatically cancelled and be of no effect on and from the “Record Date” to be fixed by the Company and Company may without requiring the surrender of existing share certificate(s) directly issue and dispatch the new share certificate(s) of the Company, in lieu thereof, subject to the provisions of the Companies (Share Capital and Debentures) Rules, 2014.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company or any Key Managerial Personnel’s be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things and give such directions as it may in absolute discretion deem necessary, proper or desirable and to settle any questions, difficulty or doubt that may arise in this regards and also to the extent permitted by law, all or any of the power herein conferred to any Committee or Director(s) or any Key Managerial Personnel’s of the Company.”

For and on behalf of the Board

Place: Mumbai
Date: 29th October, 2021

Pranav Maru
Company Secretary

TickerPlant Limited

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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. Members / proxies should bring their Attendance slip duly filled in for attending the meeting.
5. 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.
6. 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.

TickerPlant Limited

ANNEXURE TO THE NOTICE

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

ITEM NO. 1:

With a view to have more participation from the investors in the scrip and in order to increase the liquidity and make the equity shares of the Company more affordable to the small investors, the Board of Directors of the Company in its meeting held on October 29, 2021 has recommended Sub-Division of 1 (one) Equity Share of face value of Rs. 10/- (ten) each fully paid up into 1 (one) Equity Shares of Rs. 1/- (one) each fully paid up, resulting in issuance of 10 (ten) Equity Shares of Rs. 1/- (one) each fully paid up, thereby keeping the paid up capital intact.

The recommended sub-division of equity shares requires approval of the Shareholders by way of Ordinary resolution, however considering that the sub-division consequently requires approval for amending the 'Capital Clause' of the Memorandum of Association of the Company also, the approval of shareholders is sought by way of Ordinary Resolution.

Accordingly, it is proposed to amend the "Capital Clause V (a)" of the Memorandum of Association and replace it with following new clause-

V. (a) The Authorised Share Capital of the Company is Rs. 134,00,00,000/- (Rupees One Hundred and Thirty-Four Crore only) divided into 134,00,00,000 (One Hundred and Thirty-Four Crore) equity shares of Rs. 1/- (Rupees One only) each.

The draft of revised Memorandum of Association of the Company, reflecting the said changes are available for inspection by the members at the Registered Office of the Company on all working days.

The consent of the members is sought for sub-division of equity shares of the Company into smaller denomination and consequently to amend the Memorandum of Association through proposed Ordinary Resolution

The Record Date for the aforesaid sub-division of the Equity Shares will be fixed after approval of the Members is obtained None of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested in the Resolution except to the extent of their shareholding.

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The Board of Directors accordingly recommends passing of the proposed resolution in item no. 1 as Ordinary Resolutions.

For and on behalf of the Board

Place: Mumbai
Date: 29th October, 2021

Pranav Maru
Company Secretary

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ATTENDANCE SLIP
Extra Ordinary General Meeting
Monday, 1st November, 2021 2.00 p.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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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 1st November, 2021 at 2.00 p.m. at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution	Vote (Optional – See Note 2)		
		For	Against	Abstain
1	Sub-Division of 1 (One) Equity Share of face value of Rs. 10/- each into 10 (ten) equity shares of Rs. 1/- each. (Ordinary Resolution)			

Signed this _____ day of _____ 2021.

Signature of shareholder: _____

Signature of Proxy holder (s): _____

Note:

- 1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) It is optional to put a ✓ in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.

Affix
Revenue
Stamp

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