



NOTICE

Notice is hereby given that the Seventeenth Annual General Meeting of Tickerplant Limited will be held on Thursday, 9th September, 2021 at 2:00 P.M. at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2021 and the Statement of Profit and Loss for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To appoint a Director in place of Mr. Jayant Deo (DIN: 00568381), who retires by rotation and being eligible offers himself for re-appointment.
3. To authorize the Board of Directors to fix the remuneration of M/s Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (Reg. No 118424W), Statutory Auditors of the Company who hold office upto the conclusion of the next annual general meeting, for the audit of the financial year 2021-22.

Special Business:

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

“RESOLVED THAT Mr. Rushabh Shah (DIN: 07000730), who was appointed as an Additional Director with effect from 20th October, 2020 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 this 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 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 consent of the shareholders of the Company be and is hereby accorded to appoint Mr. Rushabh Shah (DIN: 07000730) as Whole-time Director and Deputy CEO of the Company for a period of three years commencing from 20th October, 2020 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. Rushabh Shah.

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.”

For and on behalf of the Board

Place: Mumbai
Date: 27th July, 2021

Pranav Maru
Company Secretary



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.



ANNEXURE TO THE NOTICE

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

ITEM NO. 4 & 5

The Board of Directors at its meeting held on 20th February, 2020, on the recommendation of the Nomination and Remuneration Committee (NRC) appointed Mr. Rushabh Shah (DIN: 07000730) 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 and in order to elevate/promote an internal candidate, the Board on the recommendation of the NRC appointed Mr. Rushabh Shah (DIN: 07000730), the present Deputy CEO of the Company, as Whole-time Director and Deputy CEO of the Company for a period of 3 years commencing from 20th October, 2020 subject to the approval of shareholders, on the following terms, conditions, remuneration etc;

a) Remuneration:

Starting Remuneration of Rs. 50 lakhs per annum in the range of Cost to Company (CTC) of Rs. 0.50 Crore to Rs. 1.50 Crore per annum.

The aforesaid remuneration is to be bifurcated by way of basic salary, HRA, Provident Fund, Special allowances, Gratuity, other fringe benefits 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) Yearly Performance Bonus:

Payable in addition to the aforesaid remuneration determined at 20% Profit Before Tax (PBT) achieved by the Company for a financial year, as decided by NRC and to be within the range of CTC of Rs. 0.50 Crore to Rs. 1.50 Crore per annum.



c) Leave encashment:

Payable in addition to the aforesaid remuneration to Mr. Rushabh Shah, as per the rule of the Company as applicable to Senior Management Personnel of the Company.

d) Gratuity:

Payable to Mr. Rushabh Shah, 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.

e) 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. Rushabh Shah, 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.

f) Minimum Remuneration:

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

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 100% 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. Rushabh Shah as Whole-time Director & Deputy CEO of the Company and recommends the resolutions as set out in Item Nos. 4 & 5 of the Notice for the approval of the members. Other than Mr. Rushabh Shah, 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. 4 and 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.

The Board recommends the Resolution for your approval.

For and on behalf of the Board

Place: Mumbai

Date: 27th July, 2021

Pranav Maru
Company Secretary



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

| I. General Information | | | | |
|---|---|-----------------|-----------------|-----------------|
| 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.) | | | |
| | Particulars | FY 19-20 | FY 18-19 | FY 17-18 |
| | Total Revenue (Including Other Income) | 17,42,05,141 | 20,93,67,842 | 18,77,87,152 |
| | Profit After Tax | (12,21,30,926) | (9,87,00,721) | (8,98,58,886) |
| Foreign investments or collaborations, if any | NIL | | | |
| II. Information about the appointee | | | | |
| Background details | Mr. Rushabh Shah, BSC (IT) with over 18 years of professional experience in Software Design, Development, Business Analysis, Software Project Management, Risk Management and Capital Markets. Prior to this he was working with 63 moons technologies limited as Vice President and Head of the Department of New Ventures. With his rich experience in software development, technology he has contributed and was a part of Exchange Technology team of 63 moons and worked upon tools like Trading System. Mr. Rushabh Shah is a person with admirable managerial abilities and human centric approach. | | | |
| Past remuneration | Rs. 63 Lakhs CTC (last drawn remuneration) | | | |
| Recognition or awards | NIL | | | |
| Job profile and his suitability | As a Whole-time Director and Deputy CEO of the Company, manages, conducts and transacts all the business affairs and operations of the company. Considering his past experience he is best suited as Whole-time Director of the Company. | | | |
| Remuneration proposed | As mentioned in the Explanatory Statement to the Notice dated 27 th July | | | |

| | |
|---|---|
| | 2021 |
| 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. Rushabh Shah has no pecuniary relationship directly or indirectly with the Company except to the extent of his remuneration and shareholding in the Company. |
| III. Other information | |
| 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. |

Details of Directors (as on 31st March, 2021) seeking appointment/re-appointment as required under Secretarial Standards on General Meetings:

| Name | Mr. Jayant Deo | Mr. Rushabh Shah |
|------------------------------------|--|--|
| DIN | 00568381 | 06898672 |
| Date of Birth | 20 th July, 1944 | 21 st September, 1982 |
| Age | 77 years | 39 years |
| Qualifications | Mechanical engineer from College of Engineering Aurangabad, Postgraduate in Industrial Engineering (NIT Durgapur) and Financial Management (Jamnalal Bajaj Institute, Mumbai). | BSC (IT) |
| Experience | <p>He was MD & CEO of Indian Energy Exchange Ltd. (IEX) The man behind the concept of India's Power Exchange - the first in the world to operate successfully under supply deficit scenario. Before being appointed as MD & CEO he was successfully operating his consulting company Deo & Associates since 1979. Testament to his unwavering commitment to serve the nation and safeguard public interest Mr. Deo was the first whistleblower in the Enron Dabhol Project and has passionately advocated the need for independent regulatory commission. In 1999, Maharashtra Government recognized Mr. Deo's extensive contribution to the power Sector and inducted him as a founder member of a quasi-judicial commission at Maharashtra Electricity Regulatory Commission (MERC).</p> <p>He is also on the Board of Transparent Energy Systems Pvt Ltd, Pune. Based in Pune, he has now restarted his Corporate Advisory Services with focus on many companies for energy cost optimization. Apart from various directorship positions, he is an active member of World Energy Council, Fellow of Institution of Engineers India, and Energy Conservation Committee of Government of Maharashtra.</p> | <p>Mr. Rushabh Shah, BSE (IT) with over 18 years of professional experience in Software Design, Development, Business Analysis, Software Project Management, Risk Management and Capital Markets. Prior to this he was working with 63 moons technologies limited as Vice President and Head of the Department of New Ventures. With his rich experience in software development, technology he has contributed and was a part of Exchange Technology team of 63 moons and worked upon tools like Trading System. Mr. Rushabh Shah is a person with admirable managerial abilities and human centric approach.</p> |
| Date of first appointment on Board | 9 th May, 2018 | 20 th October, 2020 |

| Name | Mr. Jayant Deo | Mr. Rushabh Shah |
|---|---|---|
| Shareholding in the Company | Nil | Nil |
| Relationship with other Directors, Manager and Key Managerial Personnel | Nil | Nil |
| Number of Board Meetings attended during the year | 0 | 0 |
| Directorships held in other Companies (except Foreign Companies) | Transparent Energy Systems Private Limited | Own Technovation Private Limited |
| Chairmanship / Membership of Committees of other Companies | Nil | Nil |
| Terms and conditions of appointment/re-appointment | Non-executive and Non-independent Director liable to retire by rotation | Appointed as Whole-time Director and Deputy CEO, liable to retire by rotation, for a period of 3 years. |



ATTENDANCE SLIP

**Seventeenth Annual General Meeting
Thursday, 9th September, 2021 2.00 p.m.**

I/ We hereby record my / our presence at the Fourteenth Annual General Meeting of the Company held at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093.

Member's Folio/
DP ID-Client ID

Member's/Proxy's name
in block letters

Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.



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 Seventeenth Annual General Meeting of the company, to be held on 9th September, 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 |
| Ordinary Business: | | | | |
| 1 | Adoption of Audited Financial Statements, Reports of the Board of Directors and Auditors for the F.Y. ended 31 st March, 2021 | | | |
| 2 | Appointment of a Director in place of Mr. Jayant Deo (DIN: 00568381) who retires by rotation and being eligible offers himself for re-appointment. | | | |
| 3 | Authorize the Board to fix the remuneration of Statutory Auditors of the Company who hold office upto the conclusion of the next Annual General Meeting for the audit of the FY 2020-21. | | | |
| Special Business: | | | | |
| 4 | Appointment of Mr. Rushabh Shah (DIN: 07000730) as Director | | | |
| 5 | Appointment of Mr. Rushabh Shah (DIN: 07000730) as Whole-time Director and Deputy CEO, liable to retire by rotation. | | | |

Signed this _____ day of _____ 2021.

Signature of shareholder: _____

Signature of Proxy holder (s): _____

| |
|---------------------------|
| Affix Revenue Stamp |
|---------------------------|

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

Tel.: +91-22-6686 6010 Fax: +91-22-6686 6050 www.tickerplantindia.com

CIN: U72900MH2005PLC151034



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.