

NOTICE

Notice is hereby given that the Extra Ordinary General Meeting of Tickerplant Limited will be held on Wednesday 20th October, 2021 at 11:30 A.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. ALTERATION OF OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY.

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 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Registrar of Companies, Mumbai, and such changes/modifications as they may suggest, which the Company is hereby authorized to accept to replace to existing sub clause III A. with the following sub-clause III A. after Clause II of the Memorandum of Association of Company:

III A. 1. “To carry on the business of providing information technology enabled ecosystem and / or services particularly in the field of commodity, equity, forex, crypto currency or any other asset class, using TV, social media, educational academy, franchise network, distributors or other medium of disseminating content / information and knowledge ecosystem for all assets classes including crypto, make educational or information content or news or entertainment or infotainment, distribution network for TV, Academy or wire services for all assets class including crypto but not limited to data, news, TV, Academy, issue crypto coins or loyalty coins, use Blockchain technology, provide wallets, custodial service and any other financial service or enable trading, payment, market services as may be needed by the users for crypto or any other asset class, provide information and content gathering aggregation, assimilation and processing service to develop, import, export, buy, sell or otherwise deal in or provide for support of other software and information technology based business solutions and services including e-commerce and m-commerce in the field of financial and business transaction processing and other routing application, integration, risk management, communications and network management, finance and treasurers, straight through processing functional or electronic

TickerPlant Limited

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CIN: U72900MH2005PLC151034



transactions as well as other internet related services, blockchain platform, telecom, Datacom, system integration, networking and electronic media, ERP, electronic communication e-commerce and trading, internet client server technology and the provision of any of the forgoing services or / and solutions to various parties in India and abroad and to sell, collect, analyze, process, interpret distribute and circulate data, statistics and information relating to all type of business or industry and to distribute and publish electronic information, products and services including but not limited to all the branches, clients, investors research analyst and for that purpose to establish, run or manage whether in India or abroad data processing, data mining, data storage, data extraction and transcription centers.”

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, any of the Directors, Chief Financial Officer or Company Secretary of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns and to make any addition, deletion or changes as suggested by Registrar of Companies, Mumbai for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies, Mumbai.”

For and on behalf of the Board

Place: Mumbai
Date: 18th 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:

The principal business of the company is to carry on in India or elsewhere, the business of providing information technology enabled services particularly in the field of commodity, equity forex, including but not limited to news, information and content gathering. The company now proposes to undertake the business of **providing information technology enabled services in the field of crypto currency (digital currency) and/ or any other asset class in India or elsewhere.**

To enable the company to commence the aforesaid business, it is proposed to amend the Main Objects under the Objects Clause of the Memorandum of Association of the company, by substitution of Clause III A 1. as stated in the resolution in the annexed notice. The above amendment would be subject to the approval of the Registrar of Companies, Mumbai and any other statutory or Regulatory authority, as may be necessary. The Directors commend the passing of the resolution under item No.1 of the accompanying Notice for the approval of the members of the company. None of the Directors of the company or their relatives are concerned or interested in the passing of the above resolution.

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 alteration of object clause the Memorandum of Association through proposed Special Resolution

For and on behalf of the Board

Place: Mumbai
Date: 18th October, 2021

Pranav Maru
Company Secretary

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ATTENDANCE SLIP
Extra Ordinary General Meeting
Wednesday, 20th October, 2021 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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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 20th October, 2021 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
2	Alteration of Object Clause in the Memorandum Of Association of the Company.(Special Resolution)			

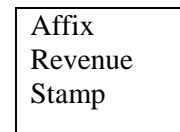
Signed this _____ day of _____ 2021.

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.



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