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NOTICE

NOTICE is hereby given that the (01/2026-27) Extra Ordinary General Meeting of Ticker Limited will be held on Monday, August 10, 2026 at 11:00 a.m. at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 to transact the following special businesses:

ITEM NO. 1:

To consider and approve preferential issue of equity shares to the proposed allottees in Non-Promoter category.

To consider and if thought fit, to pass, the following resolution, with or without modification, as a **Special Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India or any other relevant statutory, governmental authorities or departments, institutions or bodies corporate by the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be deemed necessary by the Board of Directors of the Company (hereinafter referred to as the "**Board**" which terms shall be deemed to include any committee or Director(s) duly authorised by the Board or any committee, which the Board may hereafter constitute), to exercise one or more of its powers, including the powers conferred by this resolution, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot, on preferential basis, upto 1,85,18,520 (One Crore Eighty-five lakhs Eighteen-thousand five hundred and twenty) Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up, aggregating to ₹ 50,00,00,040 (Rupees Fifty Crores and Forty only), to the proposed allottees as detailed below on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of proposed allottees	Fathers Name/CIN	Maximum No. of Equity Shares proposed to be allotted	Amount (Rs.)
1.	Mr. Bharat Kanaiyalal Sheth	Shri Kanaiyalal Sheth	37,03,704	10,00,00,008
2.	Mr. Rahul Ravi Sheth	Shri Ravi Sheth	27,77,778	7,50,00,006
3.	Mr. Arjun Ravi Sheth	Shri Ravi Sheth	27,77,778	7,50,00,006
4.	M/s. Laadki Trading and Investments Limited	U65990MH1980PLC022273	92,59,260	25,00,00,020
	TOTAL		**1,85,18,520**	**50,00,00,040**

RESOLVED FURTHER THAT the Board of Directors are hereby authorised, at their absolute discretion, to accept any deviation from what is offered to each of the aforesaid proposed allotee through the private placement offer cum application letter in PAS-4 as they may deem necessary and consider the allotment to the proposed allottee accordingly.

RESOLVED FURTHER THAT any Director or any Key Managerial Personnel of the Company, be and is hereby severally authorized to sign and issue the letter of offer to the aforesaid proposed allottees in the prescribed PAS-4 and to make any corrections, amendments, deletions, additions thereto as may be required under the applicable laws and/or for smooth completion of the proposed offer of the subscription of equity shares.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby severally authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies (including filing of the Form MGT-14 and Form PAS-3), and to take such necessary action as may be required in connection with the offer and issuance of the equity shares, and to submit all documents to the concerned authorities in this respect.

RESOLVED FURTHER THAT the monies received towards subscription of the shares shall be received and kept in a separate Bank account of the Company.

RESOLVED FURTHER THAT all actions taken by the Board, Directors or any of the key managerial personnel in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects."

ITEM NO. 2:

To consider and approve preferential issue of equity shares to the proposed allottee in Promoter group.

To consider and if thought fit, to pass, the following resolution, with or without modification, as a **Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any amendments, statutory modifications or re-enactments thereof for the time being in force), enabling provisions of Memorandum of Association and Articles of Association of the Company, and subject to the approvals, consents, permissions and/ or sanctions, as may be required from the Government of India or any other relevant statutory, governmental authorities or departments, institutions or bodies corporate by the Company and subject to such terms, conditions, alterations, corrections, changes, variations and/or, modifications, if any, as may be deemed necessary by the Board of Directors of the Company (hereinafter referred to as the **"Board"** which terms shall be deemed to include any committee or Director(s) duly authorised by the Board or any committee, which the Board may hereafter constitute), to exercise one or more of its powers, including the powers conferred by this resolution and subject to approval of the audit committee/shareholders of the holding company viz. 63moons technologies limited, pursuant to the applicable regulations of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as may be applicable, the consent of the members be and is hereby accorded to the Board to create, issue, offer and allot, on preferential basis, upto 2,59,25,926 (Two crore Fifty Nine Lakh Twenty Five Thousand Nine Hundred and Twenty six) Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up, aggregating to ₹ 70,00,00,002 (Rupees Seventy Crores and Two Rupees only) to the proposed allottee as detailed below on such terms and conditions and in such manner as the Board may think fit in its absolute discretion:

Sr. No.	Name of proposed allottee	UEN	Maximum No. of Equity Shares proposed to be allotted	Amount (Rs.)
1.	Financial Technologies Singapore Pte Limited	200906633G	2,59,25,926	70,00,00,002

RESOLVED FURTHER THAT the Board of Directors are hereby authorised, at their absolute discretion, to accept any deviation from what is offered to each of the aforesaid proposed allotee through the private placement offer cum application letter in PAS-4 as they may deem necessary and consider the allotment to the proposed allottee accordingly.

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RESOLVED FURTHER THAT any Director or any Key Managerial Personnel of the Company, be and is hereby severally authorized to sign and issue the letter of offer to the aforesaid proposed allottee in the prescribed PAS-4 and to make any corrections, amendments, deletions, additions thereto as may be required under the applicable laws and/or for smooth completion of the proposed offer of the subscription of equity shares.

RESOLVED FURTHER THAT any of the Directors of the Company or the Company Secretary, be and is hereby severally authorized to make necessary filings with the statutory authorities, including but not limited to the Registrar of Companies (including filing of the Form MGT-14 and Form PAS-3), and to take such necessary action as may be required in connection with the offer and issuance of the equity shares, and to submit all documents to the concerned authorities in this respect.

RESOLVED FURTHER THAT the monies received towards subscription of the shares shall be received and kept in a separate Bank account of the Company.

RESOLVED FURTHER THAT all actions taken by the Board, Directors or any of the key managerial personnel in connection with any matter(s) referred or contemplated in any of the foregoing resolutions be and are hereby approved, ratified, and confirmed in all respects."

ITEM NO. 3:

To consider and approve amendment/restatement/alteration to employee stock option scheme (ESOS) – 2021 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 62(1)(b) of the Companies Act, 2013 and rule 12 of Companies (Share Capital and Debenture) Rules, 2013 and all other applicable provisions, if any, Memorandum and Articles of Association of the Company as applicable and subject to such other approvals, permissions and sanctions as may be necessary, the consent of the shareholders be and is hereby accorded to the following amendment/restatement/alteration of Ticker Limited - Employee Stock Option Scheme (ESOS)-2021 (hereinafter ESOS-2021 Scheme):

1) Row 1 and 8 of table in Clause 7.3 pertaining to exercise of options, be and is replaced as under:

		Vested Options	Unvested Options
1	While in Employment	*The options granted shall be exercised within 48 months from the date of vesting.*	The options would continue to vest as per the vesting schedule

2) Clause 7.4 be and is hereby modified as under:

The options granted shall be exercised within a period of 48 months from the date of vesting.

RESOLVED FURTHER THAT any of the Directors and/or Company Secretary of the Company be and are hereby severally authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds and things as may be necessary or incidental to give effect to this resolution."

For and on behalf of the Board of Ticker Limited

Joseph Massey
Managing Director & CEO
DIN: 00043586

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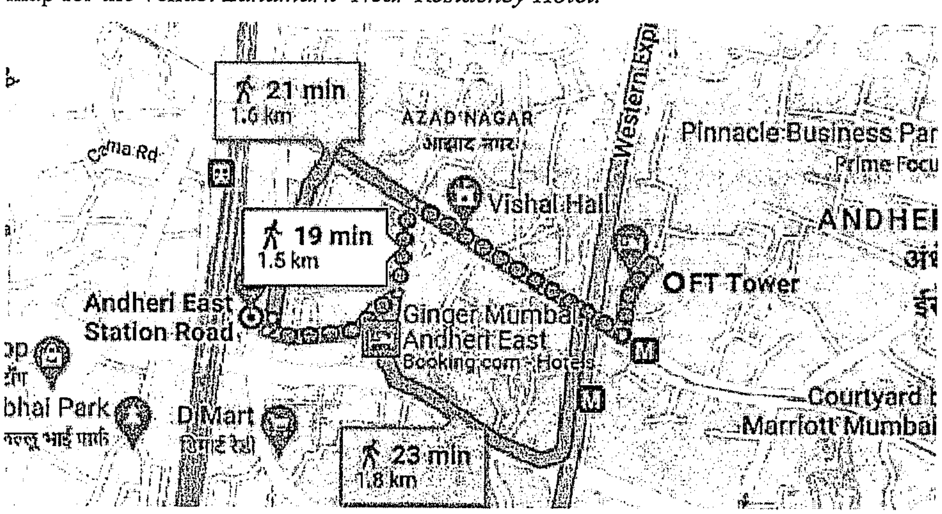
Date: July 16, 2026
Place: Mumbai

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. In terms of Section 105 of the Companies Act, 2013 read with Rule 19 of the Companies (Management and Administration) Rules, 2014 a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other shareholder.
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, proxies and Authorised representative are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client lID / Folio No. For security reasons and for proper conduct of the general meeting, entry to the place of the meeting will be regulated by the Attendance Slip, which is annexed to this Notice. Members, Proxies and authorized representatives attending the meeting are requested to bring the attendance slip duly filled to the Meeting complete in all respects and signed at the place provided thereat and hand it over at the entrance of the venue. Members/Proxies/Authorized representative attending the meeting are required to submit a valid identity proof such as PAN Card/ Driver's License Passport etc. to enter the meeting hall.
8. 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.
9. All documents referred to in the Notice are available for inspection at the registered office of the Company on all working days between 11.00 am to 5.00 pm upto the date of the Extra Ordinary General Meeting and also during the meeting.
10. The route map for the venue: *Landmark- Near Residency Hotel.*



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ANNEXURE TO THE NOTICE

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

ITEM NO. 1: APPROVE PREFERENTIAL ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS TO THE PROPOSED ALLOTTEES IN NON-PROMOTER GROUP

The resolution contained at agenda item no. 1 has been proposed pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 to create, issue, offer and allot, on preferential basis, upto 1,85,18,520 Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up ("Equity Shares"), aggregating to ₹ 50,00,00,040 (Rupees Fifty Crores and Forty only) to the proposed allottees, as mentioned in the proposed resolution.

I. The disclosures pursuant to Rule 14 of the Companies (Prospects and Allotment) Rules 2014 are given hereunder:

a) Particulars of the offer including date of passing of Board resolution;

The issuance of upto 1,85,18,520 Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up ("Equity Shares"), aggregating to ₹ 50,00,00,040 (Rupees Fifty Crores and Forty only).

The said proposal for raising funds by issuing the said equity shares has been considered and approved by the Board at their meeting held on July 16, 2026.

b) Kinds of securities offered and price at which security is being offered

upto 1,85,18,520 Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up ("Equity Shares"), aggregating to ₹ 50,00,00,040 (Rupees Fifty Crores and Forty only).

c) Basis or justification for the price (including premium) at which the offer or invitation is being made:

The Equity Shares are being issued at a price of ₹ 27/- per share (including a premium of ₹ 26 per share) on the basis of Valuation Report dated July 10, 2026 obtained from the Registered Valuer.

d) Name and address of valuer who performed valuation:

Shri CA Shubham Bansal, IBBI Registration No. IBBI / RV / 06 / 2023 / 15329, Registered Valuer.

Address: SCO 1 – 3, B, Swami Vivekanad Vridhashram Market, B Block, Model Town Extension, Ludhiana - 141002.

e) Amount which the company intends to raise by way of such securities:

The Company intends to raise ₹ 50,00,00,040 (Rupees Fifty Crores and Forty only).

f) Material Terms of raising such securities, proposed time schedule, Purposes or objects of offer, Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities:

Material Terms of raising such securities: The said Equity Shares to be issued and allotted, shall rank pari-passu with existing equity shares of the Company in all respects, except payment of dividend, if any, which shall be on pro-rata basis

Proposed Time Schedule: As per the proposed time schedule, Equity Shares shall be issued and allotted by the Company within a period of sixty (60) days from the date of receipt of share application money and related documentation, complete in all respects, by the Company, from the proposed allottees.

Purposes Or Objects Of Offer: The object of raising capital by issuing Equity Shares, inter alia, are:

1. to meet current and future working capital requirements of the Company,
2. for acquisition / merger and / or purchasing stake in any other company/entity,
3. to meet the capital expenditure of the Company for future growth,

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4. to develop new products / technology, scale up operations through organic and inorganic growth strategies of the Company,
5. to use funds for the purposes as stated in the main object clause of the Memorandum of Association (MOA) of the Company,
6. to meet General Corporate purpose,
7. to invest any surplus or unutilized funds by granting intercorporate loan, invests in units of debt scheme of various mutual funds etc.,
8. to infuse funds in any of the subsidiary(ies), present or future, for furtherance of its objectives or any of the aforesaid purpose(s).

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None of the promoters or directors of the Company intend to contribute, either as part of the offer or separately, in furtherance of objects.

Principle Terms of Assets Charged as Securities: Not Applicable

II. The disclosure pursuant to Rule 13 of the Companies (Share capital and Debenture) Rules, 2014 are given hereunder:

I.	**the objects of the issue;**	The object of raising equity share capital by issuing Equity Shares are: 1. to meet current and future working capital requirements of the Company, 2. for acquisition / merger and / or purchasing stake in any other company/entity, 3. to meet the capital expenditure of the Company for future growth, 4. to develop new products / technology, scale up operations through organic and inorganic growth strategies of the Company, 5. to use funds for the purposes as stated in the main object clause of the Memorandum of Association (MOA) of the Company, 6. to meet General Corporate purpose, 7. to invest any surplus or unutilized funds by granting intercorporate loan, invests in units of debt scheme of various mutual funds etc., 8. to infuse funds in any of the subsidiary(ies), present or future, for furtherance of its objectives or any of the aforesaid purpose(s).
II.	**the total number of shares or other securities to be issued:**	upto 1,85,18,520 Equity Shares of face value of ₹1/- (Rupee One only) each
III.	**the price or price band at/within which the allotment is proposed;**	at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up
IV.	basis on which the price has been arrived at along with report of the registered valuer;	the price has been arrived at on the basis of Valuation Report dated July 10, 2026 obtained from the Registered Valuer.

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<table>
<tr><td></td><td></td><td colspan="2">The valuation report is annexed to this notice as Annexure A</td></tr>
<tr><td>V.</td><td>relevant date with reference to which the price has been arrived at;</td><td colspan="2">March 31, 2026 as mentioned in the Valuation Report</td></tr>
<tr><td>VI.</td><td>the class or classes of persons to whom the allotment is proposed to be made;</td><td colspan="2">Three individuals and One body corporate</td></tr>
<tr><td>VII.</td><td>intention of promoters, directors or key managerial personnel to subscribe to the offer;</td><td colspan="2">None of the promoters, directors or key managerial personnel intend to subscribe to the offer</td></tr>
<tr><td>VIII.</td><td>the proposed time within which the allotment shall be completed;</td><td colspan="2">As per the proposed time schedule, Equity Shares shall be issued and allotted by the Company within a period of sixty (60) days from the date of receipt of share application money and related documentation, complete in all respects, by the Company, from the proposed allottees.</td></tr>
<tr><td rowspan="5">IX.</td><td rowspan="5">the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;</td><td>Name of the Proposed Allottee</td><td>percentage of post preferential offer that may be held by them (assuming entire offer made and fully subscribed and allotted)</td></tr>
<tr><td>Mr. Bharat Kanaiyalal Sheth</td><td>0.21%</td></tr>
<tr><td>Mr. Rahul Ravi Sheth</td><td>0.16%</td></tr>
<tr><td>Mr. Arjun Ravi Sheth</td><td>0.16%</td></tr>
<tr><td>Laadki Trading and Investments Limited</td><td>0.52%</td></tr>
<tr><td>X.</td><td>the change in control, if any, in the company that would occur consequent to the preferential offer:</td><td colspan="2">No change in control would occur consequent to the preferential offer</td></tr>
<tr><td>XI.</td><td>the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;</td><td colspan="2">Nil</td></tr>
<tr><td>XII.</td><td>the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:</td><td colspan="2">N.A.</td></tr>
<tr><td>XIII.</td><td>The pre issue and post issue shareholding pattern of the company:</td><td colspan="2">As mentioned in the table given below</td></tr>
</table>

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	**Promoters holding**				
1	Indian				
	Individual	0	0	0	0
	Bodies corporate	1,18,05,36,380	67.47%	1,18,05,36,380	66.77%
	Sub-total	1,18,05,36,380	67.47%	1,18,05,36,380	66.77%
2	Foreign promoters	0	0	0	
	Sub-Total (A)	**1,18,05,36,380**	**67.47%**	**1,18,05,36,380**	**66.77%**
B	**Non Promoter Holdings**				
1	Institutional investors	0	0	0	0
2	Non-institutional investors	0	0	0	0
	Private corporate bodies	15,88,34,035	9.08%	16,80,93,295	9.51%
	Directors and Relatives	55,35,000	0.32%	55,35,000	0.31%
	Indian public	39,92,43,680	22.82%	40,85,02,940	23.10%
	Others [including Non-residential Indians] (NRI's)	55,14,000	0.31%	55,14,000	0.31%
	Sub- total (B)	**56,91,26,715**	**32.53%**	**58,76,45,235**	**33.23%**
	GRAND TOTAL (A+B)	**1,74,96,63,095**	**100.00%**	**1,76,81,81,615**	**100.00%**

Note: The aforesaid post issue shareholding pattern is on the presumption that the entire offer being made by the Company is fully subscribed to and allotted.

The issue of Equity Shares on preferential basis is within the permissible limits of the existing Authorised Share Capital of the Company.

In accordance with Section 62 and 42 of the Companies Act, 2013 read with applicable rules thereto, approval of the members for the issue and allotment of the said Equity Shares to the above mentioned allottees on preferential basis is being sought by way of a special resolution as set out in the said item of the notice.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the above resolution.

The Board recommends the special resolution set out in item no. 1 of the Notice for approval of the members.

ITEM NO. 2: APPROVE PREFERENTIAL ISSUE OF EQUITY SHARES ON PRIVATE PLACEMENT BASIS TO THE PROPOSED ALLOTTEE IN PROMOTER GROUP

The resolution contained at agenda item no. 2 has been proposed pursuant to the provisions of Section 62(1)(c) read with Section 42 of the Companies Act, 2013 and applicable Rules thereof, to create, issue, offer and allot, on private placement basis, upto 2,59,25,926 Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of Rs. 27/- per share (including premium of ₹ 26/- each), fully paid up, aggregating to Rs. 70,00,00,002 (Rupees Seventy Crores and Two Rupees only) to the proposed allottees, as mentioned in the proposed resolution.

I. **The details of the issue and other particulars as required in pursuant to Rule 14 of the Companies (Prospects and Allotment) Rules 2014 are given hereunder:**

a) **Particulars of the offer including date of passing of Board resolution;**

The issuance of upto 2,59,25,926 (Two crore fifty nine lakh twenty five thousand Nine hundred and Twenty Six) Equity Shares of face value of ₹1/- (Rupee One only) each at an issue price of Rs. 27/- (Rupees Twenty-seven) per share (including premium of ₹ 26/- each), fully paid up, aggregating to Rs. 70,00,00,002 (Rupees Seventy Crores and Two Rupees only).

The said proposal for raising funds by issuing the said equity shares has been considered and approved by the Board at their meeting held on July 16, 2026.

b) Kinds of securities offered and price at which security is being offered

2,59,25,926 (Two crore fifty nine lakh twenty five thousand Nine hundred and Twenty Six) Equity Shares Equity shares of face value of ₹ 1/-, at a price of ₹ 27/- (Rupees twenty Seven) per share (including premium of ₹ 26/- each), fully paid up, aggregating to ₹ 70,00,00,002 (Rupees Seventy Crores and Two Rupees only).

c) Basis or justification for the price (including premium) at which the offer or invitation is being made:

The Equity Shares are being issued at a price of ₹ 27/- per share (including a premium of ₹ 26 per share) on the basis of Valuation Report dated July 10, 2026 obtained from the Registered Valuer.

d) Name and address of valuer who performed valuation:

Shri CA Shubham Bansal, IBBI Registration No. IBBI / RV / 06 / 2023 / 15329, Registered Valuer

Address: SCO 1 – 3, B, Swami Vivekanad Vridhashram Market, B Block, Model Town Extension, Ludhiana - 141002.

e) Amount which the company intends to raise by way of such securities:

The Company intends to raise ₹ 70,00,00,002 (Rupees Seventy Crores and Two Rupees only).

f) Material Terms of raising such securities, proposed time schedule, Purposes or objects of offer, Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects, principle terms of assets charged as securities:

Material Terms of raising such securities: The said Equity Shares to be issued and allotted, shall rank pari-passu with existing equity shares of the Company in all respects, except payment of dividend, if any, which shall be on pro-rata basis

Proposed Time Schedule: As per the proposed time schedule, Equity Shares shall be issued and allotted by the Company within a period of sixty (60) days from the date of receipt of share application money and related documentation, complete in all respects, by the Company, from the proposed allottees.

Purposes Or Objects Of Offer: The object of raising capital by issuing Equity Shares, inter alia, are:

1. to meet current and future working capital requirements of the Company,
2. for acquisition / merger and / or purchasing stake in any other company/entity,
3. to meet the capital expenditure of the Company for future growth,
4. to develop new products / technology, scale up operations through organic and inorganic growth strategies of the Company,
5. to use funds for the purposes as stated in the main object clause of the Memorandum of Association (MOA) of the Company,
6. to meet General Corporate purpose,
7. to invest any surplus or unutilized funds by granting intercorporate loan, invests in units of debt scheme of various mutual funds etc.,
8. to infuse funds in any of the subsidiary(ies), present or future, for furtherance of its objectives or any of the aforesaid purpose(s).

Contribution being made by the promoters or directors either as part of the offer or separately in furtherance of objects: None of the promoters or directors of the Company intend to contribute, either as part of the offer or separately, in furtherance of objects. The entity to whom the equity shares are proposed to be issued is a Wholly Owned Subsidiary of the Holding Company viz. 63 moons technologies limited.

Principle Terms of Assets Charged as Securities: Not Applicable

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II. The disclosures pursuant to Rule 13 of the Companies (Share capital and Debenture) Rules, 2014 are given hereunder:

1.	**the objects of the issue;**	The object of raising equity share capital by issuing Equity Shares are: 1. to meet current and future working capital requirements of the Company, 2. for acquisition / merger and / or purchasing stake in any other company/entity, 3. to meet the capital expenditure of the Company for future growth, 4. to develop new products / technology, scale up operations through organic and inorganic growth strategies of the Company, 5. to use funds for the purposes as stated in the main object clause of the Memorandum of Association (MOA) of the Company, 6. to meet General Corporate purpose, 7. to invest any surplus or unutilized funds by granting intercorporate loan, invests in units of debt scheme of various mutual funds etc., 8. to infuse funds in any of the subsidiary(ies), present or future, for furtherance of its objectives or any of the aforesaid purpose(s).
2.	**the total number of shares or other securities to be issued:**	upto 2,59,25,926 Equity Shares of face value of ₹1/- (Rupee One only) each
3.	**the price or price band at/within which the allotment is proposed;**	at an issue price of ₹ 27/- per share (including premium of ₹ 26/- each), fully paid up
4.	**basis on which the price has been arrived at along with report of the registered valuer;**	the price has been arrived at on the basis of Valuation Report dated July 10, 2026 obtained from the Registered Valuer. The Valuation Report is annexed to this notice as **Annexure A**
5.	**relevant date with reference to which the price has been arrived at;**	March 31, 2026 as mentioned in the Valuation Report
6.	**the class or classes of persons to whom the allotment is proposed to be made;**	One body corporate, which is a wholly owned subsidiary of the promoter viz. 63 moons technologies limited
7.	**intention of promoters, directors or key managerial personnel to subscribe to the offer;**	None of the promoters, directors or key managerial personnel intend to subscribe to the offer. However, as the proposed allottee is a Wholly Owned subsidiary of the promoter / holding company viz. 63 moons technologies limited, it is being treated as part of the promoter group.

8.	**the proposed time within which the allotment shall be completed;**	As per the proposed time schedule, Equity Shares shall be issued and allotted by the Company within a period of sixty (60) days from the date of receipt of share application money and related documentation, complete in all respects, by the Company, from the proposed allottees.	
9.	**the names of the proposed allottees and the percentage of post preferential offer capital that may be held by them;**	**Name of the Proposed Allottee**	**percentage of post preferential offer that may be held by them** *(assuming entire offer, as per resolution no. 1 made, fully subscribed and allotted and thereafter entire offer made as per resolution number 2 and the same is fully subscribed and allotted)*
		Financial Technologies Singapore Pte Limited	1.45%
10.	**the change in control, if any, in the company that would occur consequent to the preferential offer:**	No change in control would occur consequent to the preferential offer	
11.	**the number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price;**	Nil	
12.	**the justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer:**	N.A.	
13.	**The pre issue and post issue shareholding pattern of the company:**	As mentioned in the table given below	

The pre issue and post issue shareholding pattern of the company:

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of shares held	% of Shareholding	No. of shares held	% of Shareholding
A	**Promoters holding**				
1	Indian				
	Individual	0	0	0	0
	Bodies corporate	1,18,05,36,380	66.77%	1,18,05,36,380	65.80%
	Sub-total	**1,18,05,36,380**	**66.77%**	**1,18,05,36,380**	**65.80%**
2	Foreign promoters	0	0	0	0
3	Promoter Group	0	0	2,59,25,926	1.45%
	Sub-Total (A)	**1,18,05,36,380**	**66.77%**	**1,20,64,62,306**	**67.25%**

Ticker Limited
FT Tower, 6th Floor, CTS No.: 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai - 400093, India
T: +91 22 6686 6060 | F: +91 22 6686 6050 | info@tickermarket.com | tickerindia.com | CIN No. - U72900MH2005PLC151034

TICKER LIMITED MUMBAI

B	**Non-Promoters holding**				
1	Institutional investors	0	0	0	0
2	Non-institutional investors	0	0	0	0
	Private corporate bodies	16,80,93,295	9.51%	16,80,93,295	9.37%
	Directors and Relatives	55,35,000	0.31%	55,35,000	0.31%
	Indian public	40,85,02,940	23.10%	40,85,02,940	22.77%
	Others [including Non-residential Indians] (NRI's)	55,14,000	0.31%	55,14,000	0.31%
	Sub- total (B)	**58,76,45,235**	**33.23%**	**58,76,45,235**	**32.75%**
	GRAND TOTAL	**1,76,81,81,615**	**100.00%**	**1,79,41,07,541**	**100.00%**

** The aforesaid shareholding pattern is on the presumption that the entire offer being made by the Company is fully subscribed to and allotted by the proposed allottees as mentioned in Resolution No. 1 and also by the proposed allottee under this resolution.*

The Proposed Allottee namely Financial Technologies Singapore Pte Limited is a shareholder of the Company. Further, it is a Non-Resident entity and also a Wholly-Owned Subsidiary of the Holding Company viz. 63 Moons Technologies Limited and is thus being considered as under Promoter Group category for disclosing the shareholding pattern of the Company.

Further, as Financial Technologies Singapore Pte Limited is a related party of the Holding Company viz. 63 moons technologies limited and the transaction amount of the transaction between the Company and Financial Technologies Singapore Pte Limited exceeds the permissible threshold limits, the transaction is subject to the approval of the audit committee / shareholders of 63 moons technologies limited.

Only subsequent to the approval from the audit committee / shareholders of 63 moons technologies limited, shall the company make an offer as permitted in resolution 2 of the notice.

The issue of Equity Shares on preferential basis is within the permissible limits of the existing Authorised Share Capital of the Company.

In accordance with Section 62 and 42 of the Companies Act, 2013 read with applicable rules thereto, approval of the members for the issue and allotment of the said Equity Shares to the above mentioned allottee on preferential basis is being sought by way of a special resolution as set out in the said item of the notice.

The members are informed that once the allotment under the preferential issue comprised in the resolution set out in Item no. 1 to the proposed allottees is completed with requite filings, the Company shall proceed to issue shares to the proposed allottee in resolution set out in Item No.2.

None of the Directors or Key Managerial Personnel of the Company or their relatives, are concerned or interested in the above resolution.

The Board recommends the special resolution set out in item no. 2 of the Notice for approval of the members.

ITEM NO. 3: TO CONSIDER AND APPROVE AMENDMENT/RESTATEMENT/ALTERATION TO EMPLOYEE STOCK OPTION SCHEME (ESOS)-2021 OF THE COMPANY.

The ESOS Scheme- 2021 was approved by the Shareholders of the Company at their general meeting held on 24th November, 2021, further, the exercise period was changed from 12 months to 36 months in Clause 7.3 vide special resolution passed on 25th September, 2024.

Further, due to the proposed merger process being deferred and the constrains therein, the employees could not exercise their vested options. In view of the same, the Nomination and Remuneration Committee further extended the exercise period to 48 months (i.e. the options granted shall be exercised within **48 months** from the date of grant). This was done to enable the employees to exercise their vested options, which could not be exercised within the 36 months, as per the existing clause of the scheme.

TICKER LIMITED MUMBAI

Accordingly, the amended clause (1) in the table by addition (underlined) and deletion (strikethrough) of the following:

		Vested Options	Unvested Options
1	**While in Employment**	The options granted shall be exercised within ~~36~~ <u>48</u> months from the date of vesting.	The options would continue to vest as per the vesting schedule

Further, Clause 7.4 of the Scheme needs to be amended to incorporate the extension in exercise period to 48 months, as stated earlier. Accordingly, post the approval, the amended Clause 7.4 is to be read as under:

"The options granted shall be exercised within a period of 48 months from the date of vesting."

None of the Directors, key managerial personnel of the Company and their relatives are concerned or interested in the said resolution, except to the extent of their respective shareholding, if any, in the Company and the number of options granted to / exercised by, them, if any, pursuant to the ESOS-2021 Scheme.

The disclosures pursuant to Rule 12 (5) of the Companies (Share Capital & Debenture) Rules, 2014 are mentioned hereunder:-

a. The terms of Employees Stock Option Scheme not yet exercised by the employees, are proposed to being varied by a special resolution and such variation is not prejudicial to the interests of the option holders.
b. The disclosure of the full proposed variation and the rationale therefor, have been mentioned hereinabove
c. The employees who are beneficiaries of such variation are all those employees who were unable to exercise their vested options as per the Scheme.

None of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested in the said resolution, except to the extent of the options granted, if any, or their respective shareholding, if any, in the Company.

The Board recommends the special resolution set out in item no. 3 of the Notice for approval by members.

For and on behalf of the Board of Ticker Limited

TICKER LIMITED MUMBAI

Joseph Massey
Managing Director & CEO
DIN: 00043586

Date: July 16, 2026
Place: Mumbai

ATTENDANCE SLIP

Ticker Limited
Extra Ordinary General Meeting
Monday, August 10, 2026 at 11:00 a.m.

I/ We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held on Monday, August 10, 2026 at 11:00 a.m. at 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093.

Member's Folio/ DP ID-Client ID.	**Member's name & signature** (in block letters)	**Proxy's name & signature** (in block letters)

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: 6th Floor, FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), 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 Monday, August 10, 2026 at 11:00 a.m. at 6th Floor, 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)		
Special Business:		For	Against	Abstain
1	Preferential issue of equity shares on private placement basis to the proposed allottee in non-promoter group			
2	Preferential issue of equity shares on private placement basis to the proposed allottee in Promoter group			
3	To consider and approve amendment/ restatement/ alteration to Employee Stock Option Scheme (ESOS) – 2021 of the Company.			

Signed this _____________ day of ________ 2026.

Affix Revenue Stamp

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.s

'ANNEXURE A'

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C / T / VR / 2627 / 248
10.07.2026

VALUATION REPORT

Ticker Limited
CIN: U72900MH2005PLC151034

Valuation of Equity Shares

Er. Nalin Tayal
B.E. (Mech.) M.E. (Prod.) MBA (Finance), LLB
Arbitrator (IL/ICA/5264)
Approved Valuer (F-8427)

Er. Nitin Tayal
B. Tech. (Civil), LLB
Approved Valuer (F-14320)
Chartered Engineer (M 148943-1)

ADMINISTRATIVE OFFICE
SCO 1 - 3, B, Swami Vivekanand
Vridhashram Market, B Block, Model
Town Extension. Ludhiana - 141002

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Background information about the Ticker:
Ticker Limited ("Ticker") (formerly Ticker Plant Limited ("TPIL"), earlier a wholly owned subsidiary of 63 moons technologies limited ("63 moons") (formerly Financial Technologies India Limited ("FTIL")) was incorporated as on February 4, 2005. The Company's name was changed from Ticker Plant Limited to Ticker Limited with effect from 2nd August, 2022.

Technology Solutions: (Developed by Holding company):
Ticker has developed a technology solutions and Apps which is at the forefront of the financial revolution, to transform the financial markets having following functionality integrated, based on user requirement: Technology solutions to enable Trading, market ecosystems and AI based world's first fully integrated institutional grade Smart Order Multi Market Routing Platform.

The solutions offer a full suite of real-time market prices and insights, news, knowledge, awareness information, and data platform.

The trade routing app has many unique features like, enabling trade in multiple exchanges, news, arbitrage opportunities and market intelligence feature etc, which would attract users. By a single sign in all functionality can be accessed.

Ticker has entered into a licensing arrangement with its 100% owned subsidiary Three O Verse Global IT Services L.L.C to market its technology solutions globally on a revenue sharing model.

Some of the key technology Users are in countries include India, Vietnam, South Korea, Indonesia, Philippines, Russia, United States, Brazil, UAE, Thailand, African Countries and Europe.

Key objectives for each of the Ticker Limited and its subsidiaries are as follows:
Ticker Limited: (Holding Company) For defining strategy, technology development, operations for products and raising resources. Three 100% owned subsidiaries that have been created as under:

Three O Verse Global IT Services L.L.C: (Overseas Enterprise) A gateway for global sales, marketing and international tie-up for providing technology solutions for exchanges and ecosystem as well as marketing products of Ticker Limited.

3.0 Verse Limited: Provides education and information dissemination service on markets. Continue to provide training and education on emerging technologies and industries through TV and collaboration with educational institutions.

Ticker Data Limited: To continue to grow earlier business of providing real-time financial & regulated market information vending solutions on markets of all asset class, the company is also enabling trading solution and also introduce new offerings based on demand for Indian and global markets in different asset class on regulated Exchanges.

Quantblock Technovation: Advisory & Consultancy business

Roadmap for the Future:
Ticker Ltd has made significant inroads into the global exchange technology industry in the last 3 years. The learnings during this period due to various market developments, regulatory developments, and business considerations will be a valuable asset for the company.

Ticker Ltd has invested both financial and human capital to create a world class technology solution which will drive future growth. Ticker has identified the areas of future growth to monetize its product and service offerings over the next 3 years. The key areas of growth for each of Technology Solutions, 3.0 Verse TV and 3.0 Verse University are laid out below.

Key areas of growth for Technology Solutions and Products of Ticker Limited and its Subsidiaries:
Ticker with its subsidiaries will further leverage the existing technology platform to develop more product and service offerings to become a one-stop solution. The expansion of products and services offerings will help in serving diverse client base, both retail and institutional by providing them technology solutions for various market, products, instruments and segments to diversify revenue streams.

As various industries are gradually getting more globally regulated, various products and services which are being launched by regulated industry will be provided by Ticker and its Subsidiaries to meet the requirements of new retail and institutional clients, who feel more comfortable trading in regulated product & services.

The company will also provide technology solutions and different products for trading platform for different markets and geographies for providing solutions to industry.

VALUATION OF SHARES

1. Scope and Background for Valuation:
We have been appointed by the Company on July 09, 2026 to estimate the fair value of equity shares as on March 31, 2026. The purpose of valuation is to comply with the provisions of Section 42 and Section 62(1)(c) of the Companies Act, 2013, read along with Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 ("Companies Act") for issue of additional securities of the Company.

2. Disclosure of Interest:
The valuer does not have any sort of interest in the company. Further, the valuer is not having any type of conflicts with any party, related to the above securities.

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3. Disclaimers and Limitations:

I. This report has been prepared solely for limited purpose as mentioned above and should not be relied upon for any other purpose and without appreciation of the limitations under which the valuation has been carried out. We do not assume any responsibility or liability to any third party to whom the report is disclosed or otherwise made available. Consequently, users are cautioned that this valuation Report may not be appropriate for the purposes other than as described above.

II. The valuer does not give any representation or warranty (express or implied) in relation to the accuracy, reasonableness and/or completeness of the information contained in this document. No responsibility or liability is accepted for any direct, indirect or consequential loss or damage suffered by any person arising there from and the same is expressly disclaimed.

III. As per the management, there is no contingent or any other liability which has arisen either as on or after the date of valuation which are likely to affect materially the state of the balances of accounts as on that date.

IV. For the purpose of this assignment, we have relied upon and accepted the information and representations made available to us by the management of the Company and our conclusions are dependent on such information being complete and accurate in all material aspects.

V. Although we have ensured the appropriateness of the estimates and assumptions, we were neither required nor have we independently verified, or carried out a due diligence of the management's information and future projections submitted to us for the purpose of this valuation. Valuation is based on estimates of future financial performance or opinions that represent reasonable expectations at a particular point of time, but such information, estimates or opinions are not offered as predictions or as assurances that a particular level of income or profit will be achieved, that events will occur, or that a particular price will be offered or accepted. Actual results achieved during the period covered will vary from these estimates and these variations may be material. We express no opinion as to how closely the actual results will correspond to the results projected.

VI. In furnishing this report, we reserve the right to amend or replace the report at any time. Our engagement will be governed by and construed in accordance with Laws of India. All disputes hereunder will be subject to final & binding arbitration in Ludhiana, India in accordance with Arbitration & Conciliation Act, 1996 as amended.

VII. The Company or user of this report has verified the factual accuracy of the contents of the report. In case of any discrepancy, the same must be brought to the notice of

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4. Method Adopted:

There are various methods adopted for valuation of the Company. Certain methods are based on asset value of an entity while certain other methods are based on the earnings potential of the company. Each method proceeds on different fundamental assumptions which have greater or lesser relevance and at times even no relevance, to a given situation. Thus, the methods to be adopted for a particular valuation exercise must be judiciously chosen.

Net Assets Value ('NAV') Method:

The Net Assets Method represents the value with reference to historical cost of assets owned by the company and the attached liabilities on the valuation date. It involves examining every asset held by the company, both tangible and intangible. The Net Asset Value (NAV) arrived at under this approach is based on the financial statements of the business. This approach to valuation is more commonly used in finance industry or industries that are required to have huge tangible assets on their balance sheets. Considering the going concern nature of the Company we have not used the Net Asset Value Method.

Comparable Companies Multiple Method:

The Comparable Companies Multiple Method arrives at the value of the company by using multiples derived from valuations of comparable companies, as manifest through stock market valuations of listed companies. This valuation is based on the principle that market valuations, taking place between informed buyers and informed sellers, incorporate all factors relevant to valuation. Relevant multiples need to be chosen carefully and adjusted for differences, such as growth potential, past track record, size, company dynamics, etc.
We have not considered this methodology in the analysis as we understand that there is no exact Listed Comparable Company for the Company of similar size and risk.

Discounted Cash Flow (DCF) Method:

The Discounted Cash Flow (DCF) Method values the Company by discounting its free cash flows for the explicit forecast period and the perpetuity value thereafter. The free cash flows represent the cash available for distribution to both the owners and the creditors of the company. The free cash flows are discounted by Cost of Equity (Ke). The Cost of Equity represents the returns expected by the equity investors in the entity. The present value of the free cash flows during the explicit period and the perpetuity value indicates the equity value of the company.
For the purpose of the present valuation exercise, we have considered the Discounted Cash Flow Method for determining the fair value of Equity Shares of the Company.

Valuation Methodology:

The valuation is based on the Company's projected financial performance for the period FY 2026-27 to FY 2028-29 (explicit forecast period). The free cash flows have been determined using the following approach:

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- Projected Profit after Tax (PAT) has been considered as the starting point.
- Non-cash expenses, including depreciation, have been added back.
- Adjustments have been made for changes in net working capital.
- Capital expenditure requirements have been deducted.
- The resulting annual cash flows have been discounted using the Cost of Equity.

Cost of Equity:
The Cost of Equity has been estimated using the following formula:
Cost of Equity = Risk-Free Rate + (Beta × Equity Risk Premium) + Company-Specific Risk Premium

The assumptions considered are:
- **Risk-Free Rate: 7.16%**, based on the yield of the 10-year Government of India Bond.
- **Beta: 1.00** (market beta).
- **Expected Market Return: 13.62%**, based on the CAGR of the BSE Sensex over the period from February 1979 to March 2026.
- **Equity Risk Premium: 6.46%** (Market Return – Risk-Free Rate).
- **Company-Specific Risk Premium: 10.00%**, considering factors such as liquidity, company size, and cash flow risks.

Accordingly, the Cost of Equity has been estimated at **23.62%**.

Terminal Value:
The terminal value has been estimated using a **terminal growth rate of 5%**, reflecting the Company's expected long-term sustainable growth beyond the explicit forecast period.

Value Conclusion
Valuation of Share:
To the best of our knowledge and understanding, and relying upon the information and assumptions as mentioned above the value per equity share of the Company on fully dilutive basis works out to be **Rs. 25.22 per equity share** using Discounted Cash Flow Method as on March 31, 2026. (Detailed calculation of valuation per Equity share is provided in Annexure 1.)

GATS INDIA L

CA Shubham Bansal
Registered Valuer
Security & Financial Assets
IBBI / RV/ 06/2023/15329
ICAI M.No.548972

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Annexure - 1
Fair Value of Equity share of Ticker Limited based on Discounted Cash Flow Method

INR in Lacs

Particulars	FY 2026-27	FY 2027-28	FY 2028-29	Terminal Year
PAT	86.37	5,194.55	10,154.00	10,661.70
Add: Depreciation	20.23	27.88	39.46	41.43
Less: Other Income	-22.14	-4.88	-43.53	-45.71
Add / Less: Changes in Non-Cash Working Capital	145.10	26.90	129.06	-3.36
Less: Capex	-51.68	-72.00	-	-41.43
Add / Less: Changes in Borrowings	-	-	-	-
Free Cash Flow	177.88	5,172.45	10,278.99	10,612.63
Discounting Period	0.50	1.50	2.50	2.50
Discounting Factor	0.90	0.73	0.59	0.59
Discounted Cash Fl0ows	160.09	3,775.89	6,064.60	6,261.45

Particulars	Amount
Sum of discounted Cash Flows (explicit value)	10,000.58
Present value of terminal value	33,627.57
Add: Cash & cash equivalents	487.24
Equity Value as on 31-03-2026	44,115.40
No. of Shares	1,74,92,94,465.00
Value per shares (INR)	25.22

Calculation of cost of equity	
Risk free rate	7.16%
Beta	1
Market return	13.62%
Cost of Equity	13.62%
Add: Company specific risk premium	10%
Adjusted Cost of equity	23.62%

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