



Ticker Data Limited

Annual Report 2023-24



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Ticker Data Limited

Directors' Report 2023-24

CORPORATE INFORMATION

Ticker Data Limited

CIN: U63999MH2023PLC406517

Registered Office:

FT Tower, 4th Floor,
CTS No. 256 & 257,
Suren Road, Chakala,
Andheri East, Mumbai – 400093

Telephone:

+91 22 66866010

Email id:

connect@tickerdata.in

Website:

www.tickermarket.com

Board of Directors

Mr. Rushabh Shah

Managing Director & Chief Executive Officer

Mr. Krupesh Bhansali

Non - Executive Director

Mr. Areyada Poovaiah Raja

Non - Executive Director

Company Secretary

Poonam Venkatanarayanan

Auditors

Chaturvedi Sohan & Co, Chartered Accountants

Statutory Auditor

Bankers

ICICI Bank

Axis Bank

Bank of Baroda

DIRECTORS' REPORT

To,
The Members,
Ticker Data Limited

Your Directors present the First Annual Report of your Company together with the Audited Financial Statements for the period ended March 31, 2024.

FINANCIAL PERFORMANCE

The Company's financial performance, for the period ended March 31, 2024:

Particulars	<i>(Rs. In Lakhs)</i>	
	July 13, 2023 to March 31, 2024	
Total Income	84.67	
Total Expenditure	181.99	
Earnings before interest, taxes, depreciation, and amortization (EBITDA)	(97.32)	
Finance costs	-	
Depreciation	(3.80)	
Profit/ (Loss) before exceptional item and tax	(101.12)	
Exceptional Item	-	
Profit/ (Loss) before tax	(101.12)	
Provision for taxation	-	
Profit after Tax/ Net Profit for the year	(101.12)	
Earnings per share		
Basic	(0.04)	
Diluted	(0.04)	

STATE OF AFFAIRS / HIGHLIGHTS:

Ticker Data Limited was incorporated on July 13, 2023, and is a wholly owned subsidiary of Ticker Limited. The main activity of the Company is to carry on the business of providing information technology enabled services particularly in the fields of commodity, equity, forex, or multi asset class including but not limited to data, news, information and contents gathering, aggregation, assimilation and processing services and for that purpose 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 commerce in the field of financial and business information transaction processing and other routing, application integration, risk management, communication and network management, finance and treasurers, straight through processing, facilitation of electronic transactions as well as other internet related services, telecom, datacom, systems integration networking and electronic media, ERP, electronic communication, e-commerce and trading, intranet client server technology, and the provision of any of the foregoing 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 types of business or industry and to distribute and publish electronic information, products and services including but not limited to all their branches, clients, investors, research analysts 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.

Pursuant to the approval of the members, the Company acquired the Business undertaking comprising exclusively and referred to as "Content Providers Business / Content Undertaking, by way of slump sale, on a going concern basis from Ticker Limited (Holding Company) on March 12, 2024, by entering into a Business Transfer Agreement ("BTA"), for a lump sum consideration of Rs. 21,59,00,000/- (Rupees Twenty-One Crores Fifty-Nine Lakhs only) paid by the Company by way of issue and allotment of 21,59,00,000 Equity shares of Re. 1/- each per equity share to Ticker Limited as per the terms and conditions contained therein, fulfilling the purpose for which the Company was incorporated.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the business of the Company during the period ended March 31, 2024.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

I. Board of Directors

The composition of the Board of Directors and Key Managerial Personnel as on March 31, 2024 was as under:

Name of the Director	DIN	Category
Mr. Rushabh Shah	07000730	Managing Director & CEO
Mr. Krupesh Bhansali	07613071	Non-Executive Director
Mr. Areyada Poovaiah Raja	07764188	Non-Executive Director

II. Key Managerial Personnel

Pursuant to the provisions of Section 203 of the Companies Act, 2013, Key Managerial Personnel of the Company are:

Mr. Rushabh Shah - Managing Director & CEO (w.e.f. March 12, 2024)
Ms. Poonam Venkatanarayanan - Company Secretary (w.e.f. March 12, 2024)
Mr. Ranjit Hegde - Chief Financial Officer as on the date of this report.

Mr. Rushabh Shah (DIN: 07000730), Mr. Krupesh Bhansali (DIN:07613071) and Mr. Areyada Poovaiah Raja (DIN: 07764188) were appointed as the first directors of your Company by virtue of the Article of Association.

The Company at its Extra Ordinary General Meeting of the Company appointed Mr. Rushabh Shah as the Managing Director & CEO of your Company w.e.f. March 12, 2024 for a period of 5 years and is not liable to retire by rotation.

Mr. Krupesh Bhansali and Mr. Areyada Poovaiah Raja (First Directors), vacate office at the ensuing Annual General Meeting and being eligible have indicated their willingness to continue in office, if re-appointed. The Company has received a notice in writing from a member under Section 160 of the Companies Act, 2013, proposing their candidature for the office of Director and recommended by the Board of Directors of the Company.

Pursuant to the provisions of Section 164(1) and 164(2) of the Companies Act, 2013, none of the directors are disqualified to act as the Directors of the Company.

The Board recommends their appointment as Directors, in the ensuing Annual General Meeting, liable to retire to rotation.

COMMITTEES OF THE BOARD:

Pursuant to the exemption provided in Rule 4 (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, your Company is a wholly owned subsidiary, it does not need to constitute the Audit and Nomination & Remuneration Committee.

BOARD OPINION WITH REGARD TO INTEGRITY, EXPERTISE AND EXPERIENCE OF INDEPENDENT DIRECTORS APPOINTED DURING THE YEAR:

Pursuant to the exemption provided in Rule 4 (2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, your Company being a Wholly owned Subsidiary was not required to appoint any Independent Director, during the year under review, thus the disclosure of the said statement does not apply to your Company.

MEETINGS OF BOARD OF DIRECTORS:

During the period ended March 31, 2024, 5 (Five) Board meetings were held as detailed hereinbelow:

Sr. No.	Date of the Board meeting	Mode of Meeting	Name of Directors attended the Meeting
1.	August 11, 2023	Physical	1. Mr. Rushabh Shah, 2. Mr. Krupesh Bhansali, 3. Mr. Areyada Poovaiah Raja
2.	December 08, 2023	Physical	
3.	February 02, 2024	Video conferencing	
4.	March 11, 2024*	Physical	
5.	March 15, 2024*	Physical	

Board meetings, whenever convened virtually through video conferencing, the applicable provisions thereof were complied with. Proper and adequate notices were given to the directors for the above-mentioned meetings in accordance with the requirements of Secretarial Standards (SS1), issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013. *For the Board meetings held on March 11, 2024, and March 15, 2024, the directors provided their consent to hold the meeting at shorter notice. All circular resolutions passed by the Board of Directors were noted in the subsequent board meeting. The required quorum was duly present at all the Board meetings.

Provisions of Companies Act, 2013 relating to formal annual evaluation by the Board of its own performance and that of its committees and individual directors, are not applicable to the Company.

DISCLOSURE PURSUANT TO SECTION 197 (14) OF THE COMPANIES ACT, 2013 FOR RECEIPT OF ANY COMMISSION BY MANAGING DIRECTOR/WHOLE TIME DIRECTOR FROM A COMPANY OR FOR RECEIPT OF COMMISSION / REMUNERATION FROM ITS HOLDING OR SUBSIDIARY:

No commission has been received by the Managing Director from the Company or No commission / remuneration has been received by the Managing Director from the Company's holding Company or from its Ultimate Holding Company.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability confirmed:

- a. In the preparation of the annual accounts, the applicable accounting standards has been followed along with proper explanation relating to material departures, if any;
- b. The directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the period ended March 31, 2024, and of the loss of the Company for that period;
- c. The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The directors have prepared the annual accounts on a going concern basis;
- e. Disclosures for internal financial controls to be followed by the company do not apply to the Company as your Company is not a listed Company. However, disclosures pertaining to adequacy of internal financial controls with reference to the Financial Statements have been mentioned elsewhere in this report; and
- f. The directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that systems were adequate and operating effectively.

DECLARATION OF INDEPENDENT DIRECTORS:

Since the Company is a Wholly owned subsidiary of Ticker Limited, it is exempted from appointment of Independent Directors and hence the statement on declaration of independence under Section 149(6) of the Companies Act, 2013 does not applicable.

AUDITORS AND AUDITORS REPORT STATUTORY AUDITOR:

Pursuant to section 139 of the Act and rules framed thereunder, Chaturvedi Sohan & Co, Chartered Accountants, Mumbai, bearing Registration Number: FRN: 118424W, were appointed by the Board of Directors in their Board meeting held on August 11, 2023, as the First statutory auditors of the company to hold office till the conclusion of the first Annual General Meeting ("AGM").

Your Company has received a certificate stating that their appointment as statutory auditors, if made, would be in accordance to the provisions of sections 139 and 141 of the Companies Act, 2013 and rules framed thereunder. Accordingly, their appointment as statutory auditors are being sought from the Members of the Company at the forthcoming AGM. The Board recommends the appointment of the said statutory auditors in the ensuing AGM for a period of 5 (five) consecutive years commencing from the Financial Year 2024, and that they shall hold office from the conclusion of the 1st Annual General Meeting ("AGM") until the conclusion of the 6th AGM of the Company.

Observations of Statutory Auditors on Financial Statements for the year ended 31st March 2024

The Notes on financial statements referred to in the Auditors' Report are self-explanatory and do not call for any further comments. The Auditors' Report does not contain any qualification, reservation or adverse remark.

DETAILS OF FRAUD, IF ANY REPORTED BY AUDITORS:

During the period under review, the Statutory Auditors have not reported any instances of frauds committed in the Company by its Officers or employees of the Company or otherwise under section 143(12) of the Companies Act, 2013.

SECRETARIAL AUDITOR AND SECRETARIAL AUDIT REPORT:

The provisions of secretarial audit under Section 204 of the Companies Act, 2013 did not apply to the Company for the period ended March 31, 2024.

MAINTENANCE OF COST RECORDS:

Provisions of sub section (1) of the Section 148 of the Companies Act, 2013 with respect to maintenance of Cost Records are not applicable for the Company.

ANNUAL RETURN:

As required under the provisions of Section 92(3) and Section 134(3)(a) of the Act and the Companies (Management and Administration) Rules, 2014, a copy of the Annual Return of the Company for the period ended March 31, 2024 will be filed with the Ministry of Corporate Affairs in due course within the prescribed timelines and a copy of the Annual return has been uploaded on the website of the Company at <https://tickermarket.com/about/investors>.

MATERIAL CHANGES AND COMMITMENTS:

No material changes and commitments, if any, affecting the financial position of the company which have occurred between the end of the financial year of the company to which the financial statements relate and the date of the report.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS, AND TRIBUNALS:

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

CONTRACTS AND ARRANGEMENTS WITH RELATED PARTIES:

All related party transactions that were entered into during the period ended March 31, 2024, were on an arm's length basis and were in the ordinary course of business, and also the BTA Agreement which was a one-off transaction.

There are no materially significant related party transactions during the financial year under review made by the Company with Promoters, Directors, or other designated persons which may have a potential conflict with the interest of the Company at large. The disclosure in Form AOC-2 is enclosed as Annexure I.

The disclosure of transactions with related parties for the financial year, as per IND AS-18 Related Party Disclosures is given in Note no. 24 to notes forming part of the Financial.

COMPLIANCE WITH SECRETARIAL STANDARDS:

The Company has complied with the applicable Secretarial Standards (as amended from time to time) on meetings of the Board of Directors (SS-1) and General meeting (SS-2) issued by The Institute of Company Secretaries of India and approved by Central Government under section 118(10) of the Companies Act, 2013.

SUBSIDIARIES, JOINT VENTURES, AND ASSOCIATE COMPANIES:

The Company does not have any Subsidiary, Joint venture, or Associate Company.

DEPOSITS:

The Company has neither accepted / renewed or repaid any deposits from public during the period under review nor has any outstanding Deposits in terms of Section 73 of the Companies Act, 2013.

SHARE CAPITAL:

The Company's Paid-up Equity share capital as on March 31, 2024 was Rs. 26,69,00,000 comprising of 26,69,00,000 Equity shares of Re. 1/ each.

During the financial year 2023-24, the details of Equity Shares and increase in the paid-up share Capital are provided hereinbelow:

Sr. No	Particulars	Number of Equity Shares
1.	Initial capital at the time of incorporation of Company	10,00,000
2.	Issuance of 21,59,00,000 (Twenty-One Crores and Fifty-Nine Lakhs) Equity Shares of Re. 1/- each (Rupee One only) equity shares on preferential basis to Ticker Limited, for consideration other than cash, by way of slump sale on a going concern basis by executing Business Transfer Agreement ("BTA").	21,59,00,000
3.	Issuance of 5,00,00,000 (Five Crore) Equity Shares of Re. 1/- each (Rupee One only) equity shares on rights basis to Ticker Limited	5,00,00,000

After the closure of the period ended March 31, 2024, 5,00,00,000 (Five Crore) Equity Shares of Re. 1/- each (Rupee One only) equity shares were issued to Ticker Limited on rights basis and the Company's Paid-up Equity share capital as on the date of this report is Rs. 31,69,00,000 comprising of 31,69,00,000 Equity shares of Re. 1/ each.

DISCLOSURE REGARDING THE ISSUE OF SWEAT EQUITY SHARES ISSUE OF EMPLOYEE STOCK OPTIONS OR BONUS SHARES:

The Company has neither issued shares with differential voting rights nor granted any stock options or sweat equity or bonus shares. Further, the Company has not bought back any of its securities during the period under review.

INTERNAL FINANCIAL CONTROLS RELATING TO FINANCIAL STATEMENTS:

As per the statement made by the Auditors in Auditors Report there are adequate and accurate internal financial controls over financial reporting with regards to size and nature of its business for the period ended March 31, 2024.

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS:

The Company has not made any investment, given any loans, given guarantee and securities during the period under review.

LOAN FROM DIRECTORS:

During the period under review, the Company has not taken any loan from the Directors of the Company.

TRANSFER TO RESERVE:

The Board of Directors of your company does not propose to transfer any amount to the Reserves for the period under review.

DIVIDEND:

The Board of Directors of your company has not recommended and declared any dividend for the period ended March 31, 2024.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS & OUTGO:

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

(A) Conservation of energy:

(i) the steps taken or impact on conservation of energy:

Conservation of energy is of utmost significance to the Company. Operations of the Company are not energy intensive. However, every effort is made to ensure optimum use of energy by using energy-efficient computers, processes, and other office equipment. Constant efforts are made through regular/preventive maintenance and upkeep of existing electrical equipment to minimize breakdowns and loss of energy.

(ii) the steps taken by the company for utilising alternate sources of energy:

During the period under review there were no alternate sources of energy utilized by the Company, however, as and when any such opportunities arise, your Board of Directors shall take the necessary steps to utilize such alternate sources of energy.

(iii) the capital investment on energy conservation equipments:

Your company has not incurred any capital investment on energy conservation equipment during the year under review.

(B) Technology absorption:

(i) the efforts made towards technology absorption:

Considering the nature of business activities carried out by your company during the year under review, technology does not play a vital role in the same, however your Directors ensure that wherever possible technology is used to ensure business growth.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:

Considering the nature of the business carried out by the Company, technology does not contribute towards any business benefit.

(iii) the expenditure incurred on Research and Development:

The company has not incurred any expenditure on Research and Development during the year under review.

(iv) details of imported technology

The Company has not imported any technology during the period under review.

(C) Foreign exchange earnings and Outgo-

Foreign Exchange earning (actual Inflow): Nil (Previous Year: Not Applicable)

Foreign Exchange outgo (actual outflow): Nil (Previous Year: Not Applicable)

VIGIL MECHANISM:

As your Company has neither accepted deposits from the public nor borrowed money from banks and public financial institutions in excess of fifty crore rupees, your Company was not required to establish vigil mechanism pursuant to the provisions of Section 177(9) of the Act read with the Companies (Meetings of Board and its Powers) Rules, 2014.

RISK MANAGEMENT POLICY OF THE COMPANY:

The Company has in place a mechanism to identify, assess, evaluate, monitor and mitigate various risks to key business objectives. Major risks identified by the management are systematically addressed through mitigating actions on a continuing basis.

DETAILS OF APPLICATION MADE OR ANY PROCEEDINGS PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016 DURING THE YEAR AND STATUS AT THE END OF THE YEAR:

There were no applications made and no proceedings were pending under the Insolvency and Bankruptcy Code, 2016 during the year under review.

CORPORATE SOCIAL RESPONSIBILITY:

The provisions of Corporate Social Responsibility under Section 135 of the Companies Act, 2013 did not apply to the Company for the period ended March 31, 2024.

PREVENTION OF SEXUAL HARASSMENT OF WOMEN AT WORKPLACE [“POSH”]:

Our Company has always believed in providing a safe and harassment free workplace for every individual working in the Company premises. The Company has complied with the provisions relating to framing a policy against sexual harassment of employees and the constitution of Internal Complaints Committee under the Sexual Harassment of Women at Workplace (Prevention, Prohibition, and Redressal) Act, 2013.

The members of Internal Complaints Committee are:

1. Ms. Geetanjali Rao, Presiding Member
2. Ms. Poonam Venkatanarayanan, Member
3. Ms. Bhairavi Rawool, Member
4. Mr. Ranjit B. Hegde, Member
5. Mr. Vineet Kumar Gupta, Member
6. Mr. Sanjay Dhulapkar, External Member

There were no cases of sexual harassment of Women reported during the period ended March 31, 2024 under the said Act.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF THE VALUATION DONE AT THE TIME OF ONE TIME SETTLEMENT AND THE VALUATION DONE WHILE TAKING LOAN FROM THE BANKS OR FINANCIAL INSTITUTIONS ALONG WITH THE REASONS THEREOF:

No such instance arose during the year under review.

ACKNOWLEDGMENT:

Your directors place on record their sincere thanks to the Company's esteemed Shareholders, Bankers, Consultants and Vendors for their valuable contribution and continued support.

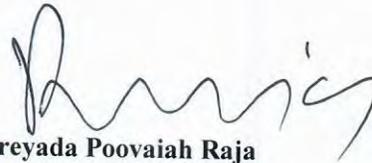
For and on behalf of the Board of Directors

Ticker Data Limited



Rushabh Shah
Managing Director & CEO
DIN: 07000730

Place: Mumbai
Date: 02/09/2024



Areyada Poovaiah Raja
Director
DIN: 07764188

Place: Mumbai
Date: 02/09/2024

ANNEXURE I

FORM NO. AOC 2

(Pursuant to clause (h) of sub section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arm's length transaction under third proviso thereto.

Details of contracts or arrangements or transactions not at Arm's length basis.

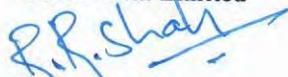
Name(s) of the related party and nature of relationship	The Company has not entered into any contract or arrangement or transactions with its related parties which is not at arm's length for the period ended March 31, 2024.
Nature of contracts/arrangements/transactions	
Duration of the contracts/arrangements/transactions	
Salient terms of the contracts or arrangements or transactions including the value, if any	
Justification for entering into such contracts or arrangements or transactions	
Date of approval by the Board	
Amount paid as advances, if any:	
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	

Details of contracts or arrangements or transactions at Arm's length basis.

Name(s) of the related party and nature of relationship	Ticker Limited, Holding Company
Nature of contracts/arrangements/transactions	Acquisition of Content Providers Business / Content Undertaking, by way of slump sale, on a going concern basis
Duration of the contracts/arrangements/transactions	One time transaction
Salient terms of the contracts or arrangements or transactions including the value, if any;	Lumpsum consideration of Rs. 21,59,00,000/- in the form of equity shares
Date(s) of approval by the Board, if any	Board approval – March 11, 2024 Shareholder's Approval vide Extra Ordinary General Meeting dated March 11, 2024.
Amount paid as advances, if any:	Nil

For and on behalf of the Board of Directors

Ticker Data Limited



Rushabh Shah
Managing Director & CEO
DIN: 07000730



Place: Mumbai
Date: 02/09/2024



Areyada Poovaiah Raja
Director
DIN: 07764188

Place: Mumbai
Date: 02/09/2024



Ticker Data Limited

Financial Statements

2023-24

Partners :
Sohan Chaturvedi FCA
Chaturvedi V N FCA
Noshir B Captain FCA
Rajiv Chauhan FCA
Neha Chauhan ACA
Shristi Chaturvedi ACA
Prakash Mistry FCA



Chaturvedi Sohan & Co.

Chartered Accountants

FRN - 118424W

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF **Ticker Data Limited**
Report on the Audit of the Financial Statements

Opinion

We have audited the accompanying financial statements of **Ticker Data Limited** (the "Company"), which comprise the Balance Sheet as at March 31, 2024, the Statement of Profit and Loss and the Statement of Cash Flows for the period 13th July, 2023 to 31st March, 2024 and a summary of significant accounting policies and other explanatory information (hereinafter referred to as the "financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 (the "Act") in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards prescribed under section 133 of the Act read with the Companies Act and other accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024 and its **loss** and its cash flows for the period from 13th July, 2023 to 31st March, 2024.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing ("SA"s) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ("ICAI") together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules made thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence obtained by us is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Reporting of key audit matters as per SA 701, Key Audit Matters are not applicable to the Company as it is an unlisted company.



- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal financial control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

Materiality is the magnitude of misstatements in the financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 (the "Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. A) As required by Section 143(3) of the Act, based on our audit we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account.

2



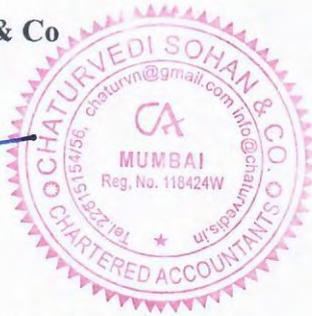
- d) In our opinion, the aforesaid financial statements comply with the AS specified under Section 133 of the Act.
- e) On the basis of the written representations received from the directors as on March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate report in "**Annexure B**"
- B) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
- 1) As explained to us no litigation is pending against the Company which would impact its financials position as on 31st March, 2024.
 - 2) There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
 - 3) The Company has no material foreseeable losses on long term contracts (including derivative contracts) and hence for the same the company has not made any provision.
 - 4) (a) The Management has represented that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person or entity, including foreign entity ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(b) The Management has represented, that, to the best of its knowledge and belief, no funds (which are material either individually or in the aggregate) have been received by the Company from any person or entity, including foreign entity ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
(c) Based on the audit procedures that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (a) and (b) above, contain any material misstatement.
- C) With respect to the other matters to be included in the Auditor's Report in accordance with the requirements of section 197(16) of the Act, as amended: In our opinion and to the best of our information and according to the explanations given to us, the remuneration paid by the Company to its directors during the period is in accordance with the provisions of section 197 of the Act.
3. Based on our examination, which include test checks, the Company has used accounting software for maintaining its books of account for the Financials period ended March 21, 2024 which has a feature of recording audit trail (edit log) facility and the same has operated during the period for all material transaction recorded in the software. Further, during the course of our audit we did not come across any instance of the audit trail feature being tampered with.

As provision to Rule 3(1) of the Companies (Accounts) Rule, 2014 is applicable from April 1, 2023, reporting under rule 11(g) of the Companies (Audit and Auditor) Rules, 2014 on preservation of audit trial as per the statutory requirement for records retention is not applicable for the financials period ended March 31, 2024.

For Chaturvedi Sohan & Co
Chartered Accountant
FRN: 118424W



Chaturvedi VN
Partner
M.No:106403
UDIN:24106403BKBFHM4512



Date: 21st May, 2024
Place: Mumbai

ANNEXURE 'A' TO THE INDEPENDENT AUDITOR'S REPORT (Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of **Ticker Data Limited** of even date)

To the best of our information and according to the explanations provided to us by the Company and the books of account and records examined by us in the normal course of audit, we state that:

- i) In respect of the Company Fixed Assets:
 - a) i) The Company has maintained proper records showing full particulars, including quantitative details and situation of all fixed assets.
 - ii) The Company has maintained proper records showing full particulars of intangible assets.
 - b) According to the information and explanation given to us and on the basis of our examination of the records of the Company, the property, plant, and equipment's have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the period and no material discrepancies between the books records and the physical fixed assets have been noticed.
 - c) The title deeds of immovable properties (which are included under the Note 2 - 'Property, plant and equipment') are held in the name of the Company.
 - d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the period.
 - e) According to information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.
- i. The Company does not have any inventory and hence reporting under clause 3(ii)(a) of the Order is not applicable.
 - ii. According to information and explanation given to us and on the basis of our examination of the records of the Company, The Company has not provided guarantee or security or granted any advance in the nature of loans, secured and unsecured, to Companies, firms, Limited Liability Partnership firm or any other parties during the period accordingly clause iii (a)(b),(c)(d)(e) and (f) of the order is not applicable to the Company, as explained to us and on the basis of relevant records of the Company during the period the Company has made Investment in the deposit of the other companies.
 - iii. The Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of loans granted, investments made and guarantee and securities provided, as applicable.
 - iv. The Company has not accepted any deposit or amounts which are deemed to be deposits. Hence, reporting under clause 3(v) of the Order is not applicable.

v. The maintenance of cost records has not been specified by the Central Government under sub-section (1) of section 148 of the Companies Act, 2013 for the business activities carried out by the Company. Hence, reporting under clause (vi) of the Order is not applicable to the Company.

vi. In respect of statutory dues:

(a) In our opinion, the Company has generally been regular in depositing undisputed statutory dues, including Goods and Services tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

There were no undisputed amounts payable in respect of Goods and Service tax, Provident Fund, Employees' State Insurance, Income Tax, Sales Tax, Service Tax, duty of Custom, duty of Excise, Value Added Tax, Cess and other material statutory dues in arrears as at March 31, 2024 for a period of more than six months from the date they became payable.

(b) Details of statutory dues referred to in sub-clause (a) above which have not been deposited as on March 31, 2024 on account of disputes are given below:

Nature of the statute	Nature of dues	Forum where the dispute is pending	Period to which the amount relates	Amount
NA	NA	NA	NA	NA

vii. There were no transactions relating to previously unrecorded income that have been surrendered or disclosed as income during the period in the tax assessments under the Income Tax Act, 1961 (43 of 1961).

viii. a. The Company has not taken any loans or other borrowings from any lender. Hence reporting under clause 3(ix)(a) of the Order is not applicable.

b. The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

c. The Company has not taken any term loan during the period and there are no outstanding term loans at the beginning of the period and hence, reporting under clause 3(ix)(c) of the Order is not applicable.

d. On an overall examination of the financial statements of the Company, funds raised on short-term basis have, prima facie, not been used during the period for long-term purposes by the Company.

e. On an overall examination of the financial statements of the Company, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiaries.

f. The Company has not raised any loans during the period and hence reporting on clause 3(ix)(f) of the Order is not applicable.

- ix. a. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) during the period and hence reporting under clause 3(x)(a) of the Order is not applicable.
- b. During the period, the Company has made preferential allotment of shares and the company and the requirement of section 42 and 62 of the companies Act, 2013 have been complied with, the Company has not issued any convertible debentures (fully or partly or optionally).
- x. a. No fraud by the Company and no material fraud on the Company has been noticed or reported during the period.
- b. No report under sub-section (12) of section 143 of the Companies Act has been filed in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government, during the period and upto the date of this report.
- c. As per Management Representation the Company has been not received any whistle blower complaints during the period and hence clause 3(xi)(c) is not applicable to the Company.
- xi. The Company is not a Nidhi Company and hence reporting under clause (xii) of the Order is not applicable.
- xii. In our opinion, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 with respect to applicable transactions with the related parties and the details of related party transactions have been disclosed in the financial statements as required by the applicable accounting standards.
- xiii. (a) In our opinion the Company has an adequate internal audit system commensurate with the size and the nature of its business.
- (b) In our opinion and as explained to us the company is not required to appoint internal auditor according to Section 138(1) of companies Act, 2013. Hence, reporting under Clause 3(xiv)(b) is not applicable.
- xiv. In our opinion during the period the Company has not entered into any non-cash transactions with its Directors or persons connected with its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xv. (a) In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Hence, reporting under clause 3(xvi)(a) and (b) of the Order is not applicable.
- (c) In our opinion, there is no core investment company within the Group (as defined in the Core Investment Companies (Reserve Bank) Directions, 2016) and accordingly reporting under clause 3(xvi)(d) of the Order is not applicable.
- xvi. The Company has incurred cash losses of Rs 97.32 lakh in the current period (previous period details is not applicable to the Company).
- xvii. There has been no resignation of the statutory auditors of the Company during the period.
- xviii. On the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the financial statements and our knowledge of the Board of Directors and Management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one period from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further

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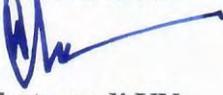
state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one period from the balance sheet date, will get discharged by the Company as and when they fall due.

xix. As per section 135 of the Companies Act 2013, the company is not liable to contribution toward CSR, accordingly clause 3(xx)(a)(b) of the order is not applicable to the Company.

For Chaturvedi Sohan & Co

Chartered Accountant

FRN: 118424W



Chaturvedi VN

Partner

M.No:106403

UDIN:24106403BKBFHM4512



Date: 21st May, 2024

Place: Mumbai

“Annexure B” to the Independent Auditor’s Report of even date on the Financial Statements of Ticker Data Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

In conjunction with our audit of the financial statements of the Company for the period ended March 31, 2024 we have audited the internal financial controls over financial reporting of Ticker Data Limited. (“the Company”) which is a Company incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India”. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting



A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that;

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2024, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

For Chaturvedi Sohan & co.

Chartered Accountants

FRN: 118424W

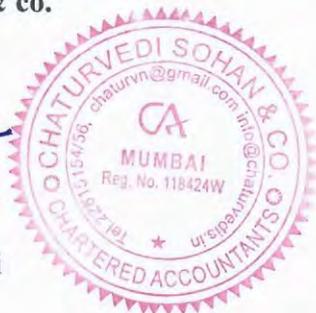


Vivekanand Chaturvedi

Partner

M No. 106403

UDIN: 24106403BKBFHM4512



Date: 21st May, 2024.

Place: Mumbai

Particulars	Note	As at 31.03.2024
ASSETS		
Non-current assets		
Property, plant and equipment	1	143.81
Other intangible assets	2	2,866.46
Capital work-in-progress		-
Financial assets		
(i) Investments		-
(ii) Other financial assets	3	5.57
Other non-current assets	4	12.79
Total non-current assets		3,028.63
Current assets		
Financial assets		
(i) Trade receivables	5	37.20
(ii) Cash and cash equivalents	6	476.51
(iii) Bank Balances other than (ii) above		-
(iv) Other financial assets	3	0.53
Current tax assets (net)		-
Other current assets	4	67.27
Total current assets		581.51
Total assets		3,610.14
EQUITY AND LIABILITIES		
EQUITY		
Equity share capital		2,669.00
Other equity		(100.88)
Total equity		2,568.12
LIABILITIES		
Non-current liabilities		
Provisions	8	101.48
Other non-current liabilities	9	9.48
Total non-current liabilities		110.97
Current liabilities		
Financial liabilities		
(i) Trade payables	10	-
Due to micro and small enterprises		-
Due to others		275.10
(ii) Other financial liabilities	7	48.12
Provisions	8	1.15
Other current liabilities	9	606.69
Total current liabilities		931.06
Total Liabilities		1,042.02
Total equity and liabilities		3,610.14

See accompanying notes forming part of the financial statements 1 to 27

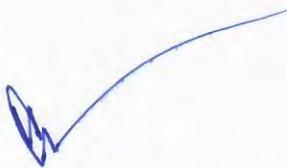
In terms of our report attached

For Chaturvedi Sohan & Co.

Chartered Accountants

(Firm's Registration No.118424W)

by the hand of



Chaturvedi V N

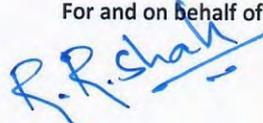
Partner

Membership No: 106403

Place : Mumbai

Date: 21st May, 2024

For and on behalf of the Board



Rushabh Shah

MD and CEO

DIN: 07000730

Place: Johannesburg

Date: 20th May, 2024



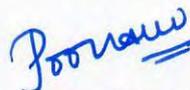
Krupesh Bhansali

Director

DIN: 07613071

Place : Mumbai

Date: 21st May, 2024



Poonam Venkatanarayanan

Company Secretary

Membership No. : A63255

Place : Mumbai

Date: 21st May, 2024



Ticker Data Limited

Statement of profit and loss for the period ended March 31, 2024

(Rs in lakhs)

Particulars	Note	Year Ended 31.03.2024
Continuing Operations		
Revenue from operations	11	83.78
Other income	12	0.88
Total Income		84.67
Expenses		
Employee benefits expense	13	54.86
Finance costs	14	-
Depreciation and amortisation expenses	15	3.80
Other expenses	16	127.13
Total expenses		185.79
Profit/ (Loss) before exceptional item and tax		(101.12)
Exceptional items		-
Profit/ (Loss) before tax		(101.12)
Tax expense / (credit):		
Current tax		-
Total tax expense		-
Profit / (Loss) for the year		(101.12)
Other Comprehensive Income		
Items that will not be reclassified subsequently to profit or loss		
Remeasurement of the net defined benefit liability/asset		-
Total Other Comprehensive Income (net of tax)		-
Total comprehensive income for the year		(101.12)
Earnings per share:		
Basic and Diluted per share (in Rs.)		(0.04)
Face Value per share (in Rs.)		1.00

See accompanying notes forming part of the financial statements 1 to 27

In terms of our report attached
For Chaturvedi Sohan & Co.
 Chartered Accountants
 (Firm's Registration No.118424W)
 by the hand of



Chaturvedi V N
 Partner
 Membership No: 106403
 Place : Mumbai
 Date: 21st May, 2024

For and on behalf of the Board



Rushabh Shah
 MD and CEO
 DIN: 07000730
 Place: Johannesburg
 Date: 20th May, 2024



Krupesh Bhansali
 Director
 DIN: 07613071
 Place : Mumbai
 Date: 21st May, 2024



Poonam Venkatanarayanan
 Company Secretary
 Membership No. : A63255
 Place : Mumbai
 Date: 21st May, 2024



Ticker Data Limited

Cash Flow Statement for the Period ended March 31, 2024

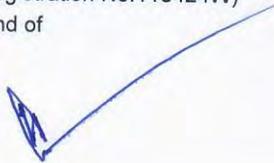
Particulars	(Rs. in lakhs)
A. Cash flow from operating activities	
Profit / (Loss) before tax	(101.12)
Adjustments for:	
Depreciation and amortisation expense	3.80
Finance costs	
Expenses on employee stock option (ESOP) schemes	0.24
Interest income	(0.88)
Operating profit / (loss) before working capital changes	(97.96)
Changes in working capital:	
Adjustments for:	
Trade receivables, other financial assets and other assets	(123.36)
Trade payables, other financial liabilities, other liabilities and provision	1,042.02
Cash used in operations	820.70
Net Income Tax paid	-
Net cash flow from operating activities (A)	820.70
B. Cash flow from investing activities	
Capital expenditure on Property, plant and equipment and other Intangible assets including capital advances	(3,014.07)
Proceeds from sale of Property, plant and equipment	
Bank deposits not considered as Cash and cash equivalents	
Interest income	0.88
Cash flow from investing activities	(3,013.19)
Income tax paid (net of refund)	-
Net cash flow from investing activities (B)	(3,013.19)
C. Cash flow from financing activities	
Proceeds from issue of shares	2,669.00
Share application money received pending allotment	
Net cash used in financing activities (C)	2,669.00
Net (decrease) / increase in cash and cash equivalents (A + B + C)	
Cash and cash equivalents (opening balance)	-
Cash and cash equivalents (closing balance)	476.51

Notes to cash flow statement:

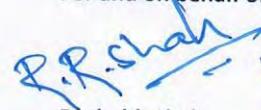
- Cash and cash equivalents include cash and bank balances in current and deposit accounts, with original maturities not exceeding three months.
- Fixed deposits with banks with maturity period of more than three months are classified and grouped in investing activities and not included in cash and cash equivalents.
- The cash flow statement has been prepared under the indirect method, as per IND AS 7.

For and on behalf of the Board

In terms of our report attached
For Chaturvedi Sohan & Co.
 Chartered Accountants
 (Firm's Registration No.118424W)
 by the hand of



Chaturvedi V N
 Partner
 Membership No: 106403
 Place : Mumbai
 Date: 21st May, 2024



Rushabh Shah
 MD and CEO
 DIN: 07000730
 Place: Johannesburg
 Date: 20th May, 2024



Krupesh Bhansali
 Director
 DIN: 07613071
 Place: Mumbai
 Date: 21st May, 2024



Poonam Venkatanarayanan
 Company Secretary
 Membership No. : A63255
 Place: Mumbai
 Date: 21st May, 2024



Statement of changes in equity for the period ended March 31, 2024

Particulars	Equity Share Capital					Other Comprehensive Income	Total other equity	(Rs. in lakhs)
		Securities premium reserve	General Reserve	Share Options Outstanding Account	Retained earnings			Total equity attributable to equity holders of
Balance at 01.04.2023								
Changes in equity for the period ended 11.03.2024								
Increase in share capital	510.00	-	-	-	-	-	-	510.00
Security Premium received on issue of share	-	-	-	-	-	-	-	-
Share based payment to employees	-	-	-	0.24	-	-	0.24	0.24
Remeasurement of The Net Defined Benefit Liability/Asset	2,159.00	-	-	-	-	-	-	2,159.00
Loss for the year	-	-	-	-	(101.12)	-	(101.12)	(101.12)
Balance at 31.03.2024	2,669.00	-	-	0.24	(101.12)	-	(100.88)	2,568.12

EQUITY SHARE CAPITAL

Particulars	As at 31.03.2024	
	Number of shares	Rs. in lakhs
Authorised:		
Equity shares of Rs. 1/- each	30,00,00,000	3,000
Issued, subscribed and fully paid up:		
Equity shares of Rs. 1/- each	26,69,00,000	2,669
Equity shares issued of Rs. 1/- each during the period	-	-
Issued, subscribed and partly paid up:		
Equity shares of Rs. 1/- each ((Previously Rs. 10/- each)	26,69,00,000	2,669
Total		-

The Company has issued 21,59,00,000 Equity Shares of Face value of Re. 1 Each on preferential basis for the consideration other than cash in accordance with the Business Transfer Agreement Dated 11th March 2024 to it Holding Company Ticker Ltd. (formerly TickerPlant Ltd) .The Company has also made allotment of 5,00,00,000 Equity Shares of Re. 1 each on rights basis

a. Reconciliation of number of shares

Particulars	As at 31.03.2024	
	Number of shares	in lakhs
Equity Shares		
Opening Balance	-	-
Changes during the period		
Increase during the year	26,69,00,000	2,669.00
Closing Balance	26,69,00,000	2,669.00

b. Rights, preferences and restrictions attached to equity shares:

The Company has only one class of shares referred to as equity shares having a par value of Rs. 1/- per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend recommended by the Board of Directors is subject to the approval of the shareholders at the ensuing annual general meeting, except in the case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts in the proportion of equity shares held.

c. Details of equity shares held by each shareholder holding more than 5% equity shares in the Company:

Particulars	As at 31.03.2024	
	Number of Equity Shares held	% Holding
Ticker Ltd (formerly TickerPlant Ltd)	26,69,00,000	100%

d. Details of equity shares held by promoters in the Company:

Particulars	Number of Equity Shares held	% of total shares
Year ended March 31, 2024		
Ticker Ltd (formerly TickerPlant Ltd)	26,69,00,000	100%
Total	26,69,00,000	100%

Notes forming part of the financial statements for the period ended March 31, 2024**1 Property, plant and equipment**

(Rs in lakhs)

Particulars	Office Equipment**	Computer Hardware	Furniture and Fixtures	Vehicles	Total
Opening Balance					
Gross carrying Value as at July 13, 2023	-	-	-	-	-
Legacy Balance Transferred as on					
*Gross carrying Value as at March 12, 2024	-	525.14	-	3.50	528.64
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Gross carrying Value as at March 31, 2024	-	525.14	-	3.50	528.64
Accumulated depreciation and impairment as at March 12,2024	-	377.73	-	3.50	381.23
Charged during the year	-	3.61	-	-	3.61
Disposals	-	-	-	-	-
Upto March 31, 2024	-	381.34	-	3.50	384.84
Net carrying amount as at March 31, 2024	-	143.81	-	-	143.81

*Refer Note to the Financial Statement No. 3.3 on Business Combination

Ticker Data Limited

Notes forming part of the financial statements for the period March 31, 2024

2 Other Intangible Assets

Particulars	Trade Mark	Computer software	IPR	Total
Opening Balance				
Gross carrying Value as at July 13, 2023	-	-	-	-
Legacy Balance Transferred as on				
*Gross carrying Value as at March 12, 2024	23.93	44.67		68.59
Additions	-	-	2,855.87	2,855.87
Disposals	-	-		-
Gross carrying Value as at Dec 31, 2023	23.93	44.67	2,855.87	2,924.46
Accumulated depreciation and impairment as at March 12, 2024	18.55	39.26		57.81
Charged during the year	0.13	0.06		0.19
Disposals	-	-		-
Upto March 31, 2024	18.68	39.32	-	58.00
Net carrying amount as at March 31, 2024	5.24	5.35	2,855.87	2,866.46

*Refer Note to the Financial Statement No. 3.3 on Business Combination

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

3 Other Financial Assets		(Rs. in lakhs)
Particulars	As at	
	31.03.2024	
Non-Current		
Security Deposits		5.57
	Total	5.57
Current		
Interest accrued on bank fixed deposits		0.53
Security Deposit		-
Contractually reimbursable expenses		
Considered good		-
Considered doubtful		-
		-
Less: Allowance For Doubtful reimburseble expense		-
		-
	Total	0.53
Total Other Financial Assets		6.11
4 Other Non Current Assets		(Rs. in lakhs)
Particulars	As at	
	31.03.2024	
Other Non-Current assets		
Advance Income Tax (net of provisions)		12.26
Prepaid Expenses		0.53
Other Receivable - Ticker Ltd.		-
	Total	12.79
Other current assets		
Prepaid expenses		59.83
Balances With Government Authorities		7.44
Advances for supply of goods and services		
Considered good		-
Considered doubtful		-
		-
Less: Allowance for doubtful advances		-
		-
	Total	67.27
Total Other Assets		80.05

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

5 Trade receivables		(Rs. in lakhs)
Particulars		As at 31.03.2024
Current Unsecured		
Undisputed Trade receivables – considered good		37.20
Undisputed Trade Receivables – which have significant increase in credit risk		-
Undisputed Trade Receivables – credit impaired		-
		<u>37.20</u>
Less: Allowance for expected credit loss on undisputed trade receivable		-
Total Trade Receivables		37.20

Trade receivables ageing schedule for the year ended as on March 31, 2024 and March 31, 2023:

Particulars	Not Due Less than 6 Months	6 months to 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered	37.20	-	-	-	-	37.20
Previous Year	-	-	-	-	-	-
Undisputed Trade receivables – credit	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Disputed Trade receivables – considered	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Disputed Trade receivables – credit	-	-	-	-	-	-
Previous Year	-	-	-	-	-	-
Less: Allowance for credit loss	-	-	-	-	-	-
	-	-	-	-	-	-
Total Trade Receivables	37.20	-	-	-	-	37.20
Previous Year	-	-	-	-	-	-

6 Cash and cash equivalents		(Rs. in lakhs)
Particulars		As at 31.03.2024
Cash And Bank Balances		
Cash on hand		0.70
Balances with banks		
In current accounts		41.41
In deposit accounts with original maturity of less than 3 months		434.40
		<u>475.81</u>
Total Cash and Cash equivalents		476.51

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

7 Other Financial Liabilities	(Rs. in lakhs)
Particulars	As at
	31.03.2024
Current	
Payable to employees and other contractual obligations	37.58
Advances from customers	10.53
Total	48.12
Total Other Financial Liabilities	48.12
8 Provisions	(Rs. in lakhs)
Particulars	As at
	31.03.2024
Non-Current	
Provision for employee benefits	
Compensated absences	48.81
Gratuity	52.68
Total	101.48
Current	
Provision for employee benefits	
Compensated absences	1.15
Gratuity	
Total	1.15
Total Provisions	102.63
9 Other liabilities	(Rs. in lakhs)
Particulars	As at
	31.03.2024
Non-Current	
Income received in advance/unearned revenue	9.48
Total	9.48
Current	
Statutory remittances	22.68
Income received in advance/unearned revenue	584.01
Total	606.69
Total other liabilities	616.17

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

10 Trade payable

(Rs. in lakhs)

Particulars	As at 31.03.2024
Undisputed Dues To Micro And Small Enterprises	
Disputed dues Micro And Small Enterprises	-
Total Outstanding Dues Of Creditors Other Than Micro And Small Enterprises	229.81
Disputed dues – Of Creditors Other Than Micro And Small Enterprises	-
Payable to related parties	45.29
Total Trade payable	275.10

Trade Payable ageing schedule for the year ended as on March 31, 2024:

Particulars	Less than 1 Year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade payables – considered good	275.10				275.10
Previous Year	-	-	-	-	-
Undisputed Trade payables – credit impaired					
Previous Year	-	-	-	-	-
Disputed Trade payables – considered good					
Previous Year	-	-	-	-	-
Disputed Trade payables – credit impaired					
Previous Year	-	-	-	-	-
Less: Allowance for credit loss					
Previous Year	-	-	-	-	-
Total Trade Payables	275.10				275.10
Previous Year	-	-	-	-	-

Disclosures required under Section 22 of the Micro, Small and Medium Enterprises Development Act, 2006:

- (a) No amount was due and outstanding to suppliers as at the end of the accounting year i.e. March 31, 2024 on account of Principal and Interest respectively.
- (b) No interest paid during the year.
- (c) No interest is due and payable at the end of the year.
- (d) No amount of interest accrued and unpaid at the end of the accounting year.
- (e) No amount of further interest remaining due and payable even in the succeeding years

The above information regarding Micro and Small Enterprises has been determined to the extent replies to the Company's communication have been received from vendors/suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006. This has been relied upon by the auditors.

Ticker Data Limited

Notes forming part of the audited financial statements for the period ended March 31, 2024

11 Revenue from operations	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Income from Ticker Solutions	9.66
Income from Product services	74.12
Total Revenue From Operations	- 83.78
Changes in unearned and deferred revenue are as follows:	(Rs. in lakhs)
	Period Ended 31.03.2024
(i) Balance at the beginning of the year	641.01
(ii) Revenue recognised that was included in the unearned and deferred revenue at the beginning of the year	83.08
(iii) Increase due to invoicing during the year, excluding amounts recognised as revenue during the year	35.57
(iv) Translation exchange difference	-
Balance at the end of the year	593.49
12 Other income	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Interest received on financial assets-Carried at amortised cost	
On Bank deposits*	0.88
On Income tax refunds	-
	0.88
Profit on sale of fixed assets	-
Total Other Income	0.88
13 Employee benefits expense	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Salaries and wages	48.26
Contribution to provident fund and other funds	3.12
Gratuity	2.55
Expenses on employee stock option (ESOP) schemes	0.24
Staff welfare expenses	0.69
Total Employee Benefits expense	54.86
14 Finance Costs	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Interest expense	
Others	-
Total Finance Costs	-
15 Depreciation and amortisation expenses	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Depreciation on property, plant and equipment	3.61
Amortisation of intangible assets	0.19
Total Depreciation and Amortisation expenses	3.80
16 Other expenses	(Rs. in lakhs)
Particulars	Period Ended 31.03.2024
Data Feed	102.01
Managed Services	1.15
Electricity	0.67
Rent including lease rentals	2.42
Repairs and maintenance	1.35
Office Expenses	0.96
Advertisement, branding & promotion expenses	1.65
Sales promotion expenses	1.07
Travelling and conveyance	1.10
ROC & Other Charges	-
Insurance	1.39
Software license fees	4.14
Communication expenses	3.02
Legal and professional charges	4.52
Outsourcing charges	1.58
Remuneration to non-executive directors	-
Miscellaneous expenses	0.12
Total Other expenses	127.13

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

17 Financial instruments

Financial instruments by category

The carrying amounts and fair values of financial instruments by categories as at March 31, 2024 are as follows:

As at March 31, 2024

Particulars	Amortised Cost / Cost	FVTPL	FVTOCI	(Rs. in lakhs)
				Fair Value/ Carrying Value
Assets :				
Investment				
In equity instruments of subsidiary	-	-	-	-
Cash and cash equivalents	476.51	-	-	476.51
Bank balances other than above	-	-	-	-
Trade receivables	37.20	-	-	37.20
Other financial assets	0.53	-	-	0.53
Total Assets	514.24	-	-	514.24
Liabilities:				
Trade payables	275.10	-	-	275.10
Other financial liabilities	48.12	-	-	48.12
Total Liabilities	323.22	-	-	323.22

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorised within the fair value

- Level 1 hierarchy includes methods and input that use active quoted prices depending upon type of instrument.
- Under level 2 the fair value of the financial instruments that are not traded in any active market are determined using
- In case of level 3 if one or more of the significant inputs are not derived on the basis of observable market data then

The Company follows a policy to recognise transfers between the levels only at the end of reporting period and accordingly there

The information based on the above levels is tabulated here below:

Fair value of financial assets and liabilities measured at amortised cost

Particulars	(Rs.in lakhs)	
	As at March 31, 2024	
	Carrying amount	Fair value
Financial assets at amortised cost		
Investment		
In equity instruments of subsidiary	-	-
Bank balances other than above	-	-
Trade receivables	37.20	37.20
Other financial assets	0.53	0.53
Total	514.24	514.24
Financial liabilities at amortised cost		
Trade payables	275.10	275.10
Other financial liabilities	48.12	48.12
Total	323.22	323.22

The carrying amount of financial assets and financial liabilities above is considered to be the same as their fair value because of their short-term nature. The financial assets and liabilities that are measured at fair value, the carrying amounts are equal to their fair value.

Ticker Data Limited

Notes forming part of the financial statements for the period ended March 31, 2024

18 Risk Management

Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to Rs. 26.67 (in Lakhs) as of March 31, 2024 and unearned revenue amounting to Rs. 593.49 (in Lakhs) as of March 31, 2024. Trade receivables and unearned revenue are typically unsecured and are derived from revenue earned from customers primarily located in India. Credit risk has always been managed by the Company through credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers in the normal course of business. On account of adoption of Ind AS 109, the Company uses expected credit loss model to assess the impairment loss or gain. The Company uses a provision matrix to compute the expected credit loss allowance for trade receivables and unbilled revenues. The provision matrix takes into account available external and internal credit risk factors such as credit default and the Company historical experience for customers.

Liquidity Risk

The company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations. The company has no borrowings. The company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Foreign Currency risk

The Company's exchange risk arises primarily from its trade receivable. The advance in foreign currency are provided for. The exchange rate between the Indian rupee and US dollars has changed substantially in recent periods and may continue to fluctuate in the future. However since, outstanding amount is not material, foreign currency exposures have not been hedged by a derivative instrument or otherwise. The Company's foreign currency exposures as on year end are as under:

(Rs. in lakhs)

Particulars	As at 31.03.2024		
	Currency	Foreign Currency	
Payable in foreign currency			
Trade payables	MYR	1.82	-
Receivables in foreign currency			
Trade receivables		-	-

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For the year ended March 31, 2024 every 1% increase/decrease of the respective foreign currencies compared to functional currency of the Company would result in loss / gain of Rs.0.0182 lakhs.

Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's investment are primarily in fixed rate interest bearing deposits and hence do not carry substantial interest rate risk. Company investments in bank deposits are normally for less than one year fixed rate interest and hence subject to repricing risk on maturity.

Capital Management

The primary objective of Company's capital management is to maximize shareholders value and safeguard its ability to continue as a going concern. The Company is predominantly equity financed and has no borrowings.

19 Contingent liabilities & assets and commitments (to the extent not provided for)		(Rs. in lakhs)
Particulars	As at 31.03.2024	
1. Contingent liabilities:	Nil	
2. Contingent Assets:	Nil	
3. Capital and other commitments	Nil	

20 a) Expenditure in foreign currency		(Rs. in lakhs)
Nature of Expenses	Year Ended 31.03.2024	
Data feed	1.82	
Total	1.82	

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b) Earnings in foreign exchange:		(Rs. in lakhs)
Nature of Income	Year Ended 31.03.2024	
Income from Product services	3.00	
Total	3.00	

Unearned reveni

21 Legal and professional charges includes payments to statutory auditors (excluding GST)		(Rs. in lakhs)
Particulars	Year Ended 31.03.2024	
For audit	1.00	
Total	1.00	

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22 Earnings Per Share is calculated as follows :

Particulars	Year Ended 31.03.2024
Net profit / (Loss) attributable to the equity shareholders (for basic/diluted EPS) (` in lakhs)	(101.12)
Weighted average number of equity shares	
For Basic EPS	26,69,00,000
For Diluted EPS	26,69,00,000
Basic earnings per share (in Rs.)	(0.04)
Diluted earnings per share (in Rs.)	(0.04)
Face value Rs. per share	1.00

Notes forming part of the financial statements for the period ended March 31, 2024**23 Employee benefit plans:**

Defined contribution plans: The Company makes Provident Fund and Employee State Insurance Scheme contributions which are defined contributions plans, for qualifying employees. Under the schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. The Company has recognised following amounts as contributions in the statement of profit and loss as part of contribution to provident fund and other funds in Note 24 Employee benefits expenses.

Contribution to PF : Rs. 6.01 lakhs

Contribution to ESIC : Rs. 0.017lakhs

Post employment defined benefit plans:

Gratuity Plan (Included as part of contribution to provident fund and other funds in Note 21 Employee benefits expense): The Company makes annual contributions to the Employee's Group Gratuity Assurance Scheme administered by the Life Insurance Corporation of India ('LIC'), a funded defined benefit plan for qualifying employees. The scheme provides for lump sum payment to vested employees at retirement, death while in employment or on termination of employment of an amount equivalent to fifteen days salary payable for each completed year of service or part thereof in excess of six months. Vesting occurs on completion of five years of service.

The following table sets out the funded status of the gratuity plan and amount recognised in the financial statements.

(Rs.in lakhs)

Particulars	Year Ended 31.03.2024
I. Change in defined benefit obligation during the year:	
Present Value of defined benefit obligation at the beginning of the year	-
Interest Cost	-
Current Service Cost	2.04
Benefits Paid	143.87
Actuarial (gain) / loss on obligations	-
Obligation transferred	-
Present Value of defined benefit obligation at the end of the year	145.91
II. Change in fair value of plan assets during the year:	
Fair Value of the plan asset at the beginning of the year	-
Expected return on plan assets	-
Contributions	-
Benefits paid	-
Obligation transferred	93.23
Actuarial gain/ (loss) on plan assets	-
Fair value of plan assets at the end of the year	93.23
Excess of obligation over plan assets	(52.68)
III. Components of employer's expense	
Current service cost	-
Interest cost	-
Expected return on plan assets	-
Net actuarial (gain) / loss recognized	2.04
Total expense / (credit) recognised in the Statement of Profit and Loss	2.04
IV. Actual return on plan assets	-
V. Composition of Plan Assets as at the end of the year	
Insurer Managed Funds	93.23
Fund is managed by LIC of India as per IRDA guidelines, category wise composition of planned asset is not available	
Total	93.23
VI. Actuarial assumptions	
Discount rate	7.09%
Salary escalation rate	7.50%
Expected rate of return on plan assets	7.09%
Attrition rate	For service 4 yrs. & Below 24.00% p.a. & 10.00% p.a. thereafter
Mortality rates	Indian Assured Lives Mortality 2012-14 (Urban)

Notes forming part of the financial statements for the period ended March 31, 2024

VIII. Sensitivity Analysis

Description	Year Ended 31.03.2024
Projected Benefit Obligation on Current Assumptions	-
Delta Effect of +1% Change in Rate of Discounting	(10,55,296)
Delta Effect of -1% Change in Rate of Discounting	12,03,887
Delta Effect of +1% Change in Rate of Salary Increase	12,48,776
Delta Effect of -1% Change in Rate of Salary Increase	(11,15,177)
Delta Effect of +1% Change in Rate of Employee Turnover	(82,021)
Delta Effect of -1% Change in Rate of Employee Turnover	84,338

The sensitivity analysis have been determined based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period, while holding all other assumptions constant. The sensitivity analysis presented above may not be representative of the actual change in the projected benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated. Furthermore, in presenting the above sensitivity analysis, the present value of the projected benefit obligation has been calculated using the projected unit credit method at the end of the reporting period, which is the same method as applied in calculating the projected benefit obligation as recognised in the balance sheet. There was no change in the methods and assumptions used in preparing the sensitivity analysis from prior years.

IX. Maturity Analysis of Projected Benefit Obligation: From the Fund

Projected Benefits Payable in Future Years From the Date of Reporting	Year Ended 31.03.2024
1st Following Year	71,51,541
2nd Following Year	14,38,612
3rd Following Year	12,62,890
4th Following Year	13,52,298
5th Following Year	13,57,096
Sum of Years 6 To 10	75,47,697
Sum of Years 11 and above	1,55,54,170

The expected rate of return on plan assets is based on expectation of the average long term rate of return expected to prevail over the estimated term of the obligation on the type of the investments assumed to be held by LIC, since the fund is managed by LIC.

The estimate of future salary increases, considered in actuarial valuation, takes into account the inflation, seniority, promotion, increments and other relevant factors, such as supply and demand in the employment market.

The Company expects to contribute ` 71.51 lakhs to the plan assets in the immediate next year.

24 Related Party Disclosure:

(i) Names of related parties and nature of relationship:

(i) Entities whose control exists (Ultimate Holding Company)

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(ii) Entities whose control exists (Holding Company)

Ticker Ltd.

(v) Key Management Personnel (KMP) as per Ind AS 24

(a) Executive directors :

1 Mr. Rushabh Shah : Managing Director & CEO (w.e.f. March 12, 2024)

(b) Company Secretary :

1 Ms. Poonam Venkatanarayanan : Company Secretary (w.e.f. March 12, 2024)

(c) Non-executive directors :

1 Mr. Krupesh Bhansali

2 Mr. Areyada P. Raja

Notes forming part of the financial statements for the period ended March 31, 2024

II. Details of transactions with subsidiaries during the year ended 31st March, 2024 and balances outstanding as at 31st March, 2024

(a) Party-wise details of transactions with holding company:

(Rs. in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2024
1	Issue and allotment of Equity Shares during the year	510.00
2	Issue and allotment of Equity Shares during the year as part of Business Transfer Agree	2,159.00
3	Other reimbursement charged to the Company	93.97
4	Other reimbursement charged by the Company	120.96
5	Other payables	5.03

(Rs. in lakhs)

Sr. No.	Particulars	As at 31.03.2024
1	Trade payables	-

(b) Party-wise details of transactions with Ultimate holding company:

(Rs. in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2024
1	Expenses Charged to the company Managed Services Rent and amenities	- - -
2	Other reimbursement charged to the company	2.31
3	Expenses Charged by the company	-

III. Transactions with Key Managerial Personnel (KMP), relatives of KMP and Entity over which KMP and relative of KMP can exercise significant influence:

(Rs. in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2024
a)	Key Managerial Personnel (Executive Directors, Chief Financial Officer and Company Remuneration) Short-term employee benefits Post-employment benefits* Other long-term benefits	5.98 - -
	* Post-employment benefits which are actuarially determined on overall basis are not	-
b)	Key Management Personnel (Non-executive directors) Director Sitting Fees Director Remuneration	- -

IV. Transactions with Promoter / Promoter Group, relatives of Promoter and Entity over which Promoter and relative of Promoter can exercise significant influence:

(Rs. in lakhs)

Sr. No.	Particulars	Year Ended 31.03.2024
a)	Promoter / Promoter Group, Relative of Promoter Group (Excluding KMP Remuneration) Short-term employee benefits Post-employment benefits* Other long-term benefits	- - -
	* Post-employment benefits which are actuarially determined on overall basis are not	-

25 Ratios

The following are analytical ratios for the year ended March 31, 2024

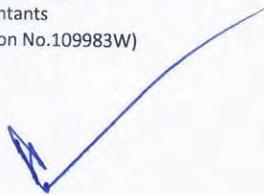
Particulars	Numerator	Denominator	March 31, 2024	Variance
Current Ratio	Current assets	Current liabilities	0.62	NA
Trade receivables turnover ratio	Revenue	Average Trade Receivable	2.25	NA
Trade payables turnover ratio	Purchases of services and other expenses	Average Trade Payables	0.46	NA
Net capital turnover ratio	Revenue	Working Capital	-0.24	NA
Return on Investment(ROI)	Income generated from investments	Time weighted average investments	NA	NA
Debt – Equity Ratio	Total Debt	Shareholder’s Equity	Not applicable as the Company does not have Debt	
Debt Service Coverage Ratio	Earnings available for debt service	Debt Service	Not applicable as the Company does not have Debt	
Return on Equity (ROE)	Net Profits after taxes	Average Shareholder’s Equity	Not applicable as the Company does not have Net Profit	
Net profit ratio	Net profit	Revenue	Not applicable as the Company does not have Net Profit	
Return on capital employed (ROCE)	Earning before interest and taxes	Capital Employed	Not applicable as the Company does not have EBIT	

26 Other Statutory Information

1. The Company is not classified as wilful defaulter.
2. The Company does not have any charges or satisfaction, which is yet to be registered with Registrar of Companies, beyond the statutory period.
3. The Company doesn't have any transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year
4. The Company has not traded or invested in crypto currency or virtual currency during the year.
5. The Company does not have any Benami property and further, no proceedings have been initiated or are pending against the Company, in this regard.
6. The Company did not have any transactions with companies struck off under Section 248 of the Companies Act, 2013 or Section 560 of Companies Act, 1956
7. The Company has not advanced or loan or invested funds (either from borrowed funds or share premium or any other sources or kind of funds) by the
8. The Company has not received any fund from any parties (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or

27 Previous year's figures have been regrouped/reclassified wherever necessary to correspond with the current year's classification / disclosure

In terms of our report attached
For Chaturvedi Sohan & Co.
 Chartered Accountants
 (Firm's Registration No.109983W)
 by the hand of

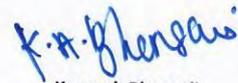


Chaturvedi V N
 Partner
 Membership No: 106403

Place : Mumbai
 Date : 21st May, 2024

For and on behalf of the Board


Rushabh Shah
 Managing Director & CEO
 DIN: 07000730
 Place : Johannesburg
 Date : 20th May, 2024


Krupesh Bhansali
 Director
 DIN:07613071
 Place : Mumbai
 Date : 21st May, 2024


Ms. Poonam Venkatanarayanan
 Company Secretary
 Membership No: A63255
 Place : Mumbai
 Date : 21st May, 2024



Ticker Data Limited

Notes to the Financial Statement for the year ended March, 2024

1. Company Overview:

Ticker Data Limited (the 'Company') is domiciled in India. The Company's registered office is at FT Tower, 4th Floor, CTS No: 256-257, Suren Road, Chakala, Andheri Kurla Road, Andheri (East), Mumbai – 400 093, India. The Company Certificate of Incorporation Number (CIN) is U63999MH2023PLC406517 dated July 13, 2023, from the Registrar of Companies (ROC).

Ticker Data Limited is one of the leading global content providers in the financial information services industry and virtual digital assets that integrates and disseminates ultra-low latency data feeds, news and information. Real-time market data and information is distributed in a user friendly and flexible format on Ticker Data's own state-of-the-art platform as well as on third-party websites, including mobile phones, at competitive prices. Ticker Data's adoption of open technology standards allows it to integrate content with rich features and analytical tools, enhancing customer experience through customized delivery and display of data and tools. Resilient data management system and dedicated teams of information and technology specialists ensure the highest standards of data security, completeness, quality and authentication.

These IND-AS compliant financial statements were approved by the Board of Directors on May 20, 2024.

2. Basis of Preparation:

These financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Indian Accounting Standards (IND AS) notified under Section 133 of the Companies Act, 2013 ("the 2013 Act") read with Rule 4 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant provisions of the 2013 Act.

These financial statements for the year ended 31 March 2024 are prepared in accordance with IND AS.

The financial statements have been prepared on accrual basis using the historical cost measurement along with other permissible measurement basis.

The accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2.1 Functional and presentation currency:

These Separate financial statements are presented in Indian Rupees, which is the Company's functional currency. All amounts have been rounded to the nearest rupee, unless otherwise indicated.

2.2 Use of Judgments and estimates :

The preparation of the financial statements is in conformity with IND AS requires management to make certain estimates, judgments and assumptions. These affect the application of accounting policies, the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the reporting date of the financial statements and reported amounts of income and expenses during the period. Accounting estimates could change from period to period and the actual results could differ from those estimates. These are reviewed by the management on an on-going basis and appropriate changes in estimates are made prospectively as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

The management believes that the estimates used in preparation of these financial statements are just, prudent and reasonable.

Ticker Data Limited

Notes to the Financial Statement for the year ended March, 2024

2.3 Judgements

Information about judgements made in applying accounting policies that have the most significant effects on the amounts recognised in these financial statements is included in the following notes:

Note 3.10 – measurement of defined benefit obligations: key actuarial assumptions.

Note 3.12(ii) – recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used.

2.4 Business Combinations

The Board of Directors and shareholders of the Company at their respective meetings held on 11th March 2024, approved the purchase, and acquire Content Undertaking and identified assets (i.e., inventory and intellectual property) of Ticker Limited, the Holding Company on a going concern basis under a slump sale arrangement. The Content Undertaking includes content providers in the financial information service industry that integrates and disseminates ultra – low latency data feeds, news, and information. Real – time market data and information are distributed in a user friendly and flexible format on Ticker’s own state-of-art platform as well as on the third-party websites, application integration including mobile phone at competitive prices. Accordingly, a Business Transfer Agreement ('BTA') was executed on 12th March 2024 between the Company Ticker Limited.

- (i) Details of Purchase consideration, the net assets acquired, and Intellectual Property rights (IPR) are as follows:

Mode of consideration	Purchase consideration (Rs. In Lakhs)
Consideration (other than cash)	2,159
Total Consideration	2,159

- (ii) The assets and liabilities recognised as a result of the acquisition are as follows:

Particulars	Amount (Rs. In Lakhs)
Assets	
Property, Plant and Equipment	147.42
Other Intangible Assets	10.78
Financial Assets	5.57
- Other Financial Assets	
Other Non-Current Assets	
Financial Assets	
- Trade Receivables	-9.90
- Bank Balances	
Current Tax Assets (net)	
Other Current Assets	87.99
Liabilities	
Provisions	150.60
Other Non-Current Liabilities	
Financial Liabilities	
- Trade Payables	268.08
- Other Financial Liabilities	
Provisions	
Other Current Liabilities	520.05

Net Identifiable Assets Acquired	-696.87
(iii) Calculation of Intellectual Property rights (IPR)	
Particulars	Amount (Rs. In Lakhs)
Consideration transferred	2159.00
Less: Net identifiable assets acquired	-696.87
Less: Fair Value of customer contracts	
Less: Fair Value of non-compete agreement	
Intellectual Property rights (IPR)	2855.86

(iv) Purchase Consideration – cash outflow

Particulars	Amount (Rs. In Lakhs)
Outflow of cash for assets deal (slump Sale), net of cash acquired	2159.00
Cash consideration paid	
Less: Cash and bank balance acquired	
Net outflow of cash – investing activities	2159.00

3. Material Accounting Policies

The Company has consistently applied the following accounting policies to all periods presented in these financial statements.

3.1 Revenue Recognition:

Revenue is recognized upon transfer of control of promised products or services to customers in an amount that reflects the consideration expected to receive in exchange for those products or services. Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold, and services rendered is net of variable consideration on account of various discounts and schemes offered by the Company as part of the contract. Revenue also excludes taxes collected from customers.

Income from Services:

Revenue is recognized when no significant uncertainty as to determination or realization exists. Income from data feed services, fixed price contracts and product based services are recognized as per the terms of the contract and when the services are provided. Income from services is stated net of taxes wherever applicable.

Sale of goods:

Sales are recognised, net of returns and trade discounts, on transfer of significant risks and rewards of ownership to the buyer, which generally coincides with the delivery of services to customers. Sales exclude GST.

3.2 Interest Income:

Interest income is recognised using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

Ticker Data Limited
Notes to the Financial Statement for the year ended March, 2024

3.3 Property, plant and equipment

(i) Recognition and measurement

Property, Plant and Equipment (PPE) are carried at cost less accumulated depreciation and any accumulated impairment losses, if any.

The cost of PPE comprises its purchase price including import duties and non-refundable purchase taxes after deducting trade discounts and rebates and any costs directly attributable to bring in the asset to the location and condition necessary for it to be capable of operating in the manner intended by management. Subsequent expenditure relating to PPE is capitalised only when it is probable that future economic benefits with these flow to the company and cost of the item can be measured reliably.

The useful lives and residual values of company's assets are determined by management at the time the asset is acquired and reviewed periodically, including at each financial year-end. Borrowing costs that are directly attributable to the acquisition, construction or production of a qualifying asset form part of the cost of the asset.

Any gain or loss on disposal of an item of property, plant and equipment is recognised in profit or loss.

(ii) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

(iii) Depreciation

Depreciation is calculated to write off the cost of items of property, plant and equipment less their estimated residual values using the straight-line method over their estimated useful lives, and is recognised in profit or loss.

Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted if appropriate. Depreciation has been provided on the straight-line method on the basis of useful life as follows:

<u>Asset</u>	<u>Useful life</u>
(a) Computer Hardware	3 to 6 Years

Assets costing up to Rs.5,000/- are fully depreciated in the year of acquisition.

The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in net profit in the statement of profit and loss.

3.4 Intangible assets

Intangible assets are stated at cost less accumulated amortization and impairment. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. Amortization methods and useful lives are reviewed periodically including at each financial year end.

The Company amortises intangible assets on the straight-line method on the basis of finite life as follows:

<u>Asset</u>	<u>Useful life</u>
(a) Trademarks	8 Years

(b) Computer Software

6 Years

3.5 Financial Instruments

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. All financial assets and liabilities are recognized at fair value on initial recognition, except for trade receivables which are initially measured at transaction price. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities that are not at fair value through profit or loss are added to the fair value on initial recognition. Regular way purchase and sale of financial assets are accounted for at trade date.

3.5.1 Subsequent Measurement**a. Non-derivative financial instruments****1. Financial assets at fair value through profit or loss:**

Financial Assets are recognised at fair value excluding directly attributable costs. A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

b. Share Capital**1. Ordinary Shares:**

Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognized as a deduction from equity, net of any tax effects.

Derecognition of financial instruments:

The company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or it transfers the financial asset and the transfer qualifies for derecognition under IND AS 109. A financial liability (or a part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

Any gain or loss on derecognition is recognised in statement of profit and loss including cumulative gain or loss in case of financial assets subsequently valued at fair value through other comprehensive income. In case of financial assets subsequently fair valued through profit or loss gain or loss is presented on a net basis.

3.6 Measurement of Fair Value

In determining the fair value of its financial instruments, the Company uses a variety of methods and assumptions that are based on market conditions and risks existing at each reporting date. The methods used to determine fair value include discounted cash flow analysis, available quoted market prices and dealer quotes. All methods of assessing fair value result in general approximation of value, and such value may never actually be realized.

3.7**(i) Financial Assets:**

As per IND AS 109, the Company recognizes loss allowances using the expected credit loss (ECL) model for the financial assets which are not fair valued through profit or loss. Loss allowance for trade receivables with no significant financing component is measured at an amount equal to lifetime ECL. For all other financial assets, expected credit losses are measured at an amount equal to the 12-month ECL, unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL. The amount of expected credit

losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognized as an impairment gain or loss in profit or loss.

(ii) Impairment of Non-Financial Assets:

Intangible assets and property, plant and equipment

Intangible assets and property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the statement of profit and loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated amortization or depreciation) had no impairment loss been recognized for the asset in prior years.

3.8 Foreign Currency Translation

Transactions in foreign currencies are translated into the respective functional currencies of the Company at the exchange rates at the dates of the transactions.

Foreign currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the balance sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at fair value are translated at the exchange rate prevalent at the date when the fair value was determined. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the transaction.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

3.9 Employee Benefits

a) Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees. The Gratuity Plan provides a lump-sum payment to vested employees at retirement, death, incapacitation, or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

Liabilities with regard to the Gratuity Plan are determined by actuarial valuation, performed by an independent actuary, at each balance sheet date using the projected unit credit method.

The Company recognizes the net obligation of a defined benefit plan in its balance sheet as an asset

or liability. Gains and losses through re-measurements of the net defined benefit liability/(asset) are recognized in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet. The effect of any plan amendments is recognized in net profit in the Statement of Profit and Loss as past service costs.

b) Provident Fund

Eligible employees of the Company receive benefits from a provident fund, which is a defined benefit plan and are recognised as employee benefit expenses when they are due. The Company pays provident fund contributions to publicly administered provident funds as per local regulations. The Company has no further payment obligations once the contributions have been paid.

Both the eligible employee and the company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. The rate at which the annual interest is payable to the beneficiaries by the trust is being administered by the government.

3.10 Operating Cycle

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. Based on the nature of products / activities of the Company and the normal time between acquisition of assets and their realisation in cash or cash equivalents, the Company has determined its operating cycle as 12 months for the purpose of classification of its assets and liabilities as current and non-current.

3.11 Provisions

A provision is recognized if, as a result of a past event, the company has a present legal or constructive obligation that is reasonably estimable, and it is probable that an outflow of economic benefits will be required to settle the obligation. Provisions are determined by discounting the expected future cash flows at a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

3.12 Contingencies

Contingent liabilities are disclosed by way of notes to Financial Statements after careful evaluation by management of the facts and legal aspects of the matter involved.

3.13 Earnings per share

Basic earnings per equity share are computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares outstanding during the period. Diluted earnings per equity share is computed by dividing the net profit attributable to the equity holders of the company by the weighted average number of equity shares considered for deriving basic earnings per equity share and the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been issued at fair value (i.e. the average market value of the outstanding equity shares). Dilutive potential equity shares are deemed converted as of the beginning of the period, unless issued later. Dilutive potential equity shares are determined independently for each period presented.

The number of equity shares and potentially dilutive equity shares are adjusted retrospectively for all periods presented for any share splits including for changes effected prior to the approval of the financial statements by the Board of Directors.

Ticker Data Limited

Notes to the Financial Statement for the year ended March, 2024

4. ESOP

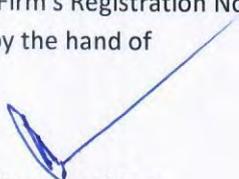
During the financial year 2023-2024, Ticker Limited, parent company of Ticker Data Limited, has granted stock option to employees of Ticker Data Limited under employee stock option scheme - 2021 at a price of ₹ 3/- to eligible employees of the Company in terms of SEBI (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 as amended from time to time and as approved by the Shareholders at the Extra Ordinary General Meeting of the Parent Company held on November 24, 2021.

Each option entitles the holder to exercise the right to apply for and seek allotment of one equity share of ₹ 1/- each at a premium of ₹ 2/- each. The options shall vest in three instalments of 30%, 30% and 40% at the end of 1st year, 2nd year and 3rd year respectively from the date of the grant and can be exercised in pursuance of the Scheme.

5. Recent Accounting pronouncements

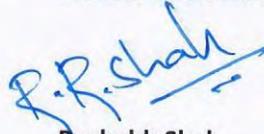
Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards. MCA issued notifications dated March 24, 2021 to amend Schedule III to the Companies Act, 2013 to enhance the disclosures required to be made by a Company in its financial statements. These amendments are applicable to the Company for the financial year starting April 1, 2021.

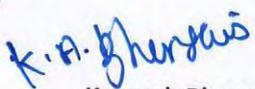
In terms of our report attached
For Chaturvedi Sohan & Co.
Chartered Accountants
(Firm's Registration No.118424W)
by the hand of


Chaturvedi V N
Partner
Membership No: 106403

Place : Mumbai
Date: 21st May, 2024

For and on behalf of the Board


Rushabh Shah
MD and CEO
DIN: 07000730
Place: Johannesburg
Date: 20th May, 2024


Krupesh Bhansali
Director
DIN: 07613071
Place: Mumbai
Date: 21st May, 2024


Poonam Venkatanarayanan
Company Secretary
Membership No. : A63255
Place: Mumbai
Date: 21st May, 2024

