

PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad-500 033,
Telangana, Tel/Fax No: 091-9951339995,

Website: <http://www.pcalindia.com/>, Email Id - info@pcalindia.com

Date: 29.09.2023

To,
The Manager
DCS-CRD
The BSE Limited
25th Floor, Phiroze Jeejeebhoy Towers
Dalal Street,
Mumbai - 400 001

Dear Sir,

Sub: Disclosure of proceedings of Annual General Meeting under regulation 30 read with Para A of Part A of Schedule III of SEBI (LODR) Regulations, 2015-reg

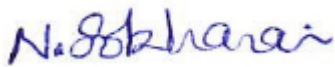
Please find enclosed herewith the copy of the proceedings of 38th Annual General Meeting of the Photon Capital Advisors Limited held on Friday, the 29th September, 2023 at 11.00 a.m. at the registered office of the Company.

This is for your information and records.

Thanking you,

Yours truly,

For **PHOTON CAPITAL ADVISORS LIMITED**



SOBHARANI NANDURY
WHOLE TIME DIRECTOR
DIN- 00567002

Encl: As above.

MINUTES BOOK

PHOTON CAPITAL ADVISORS LIMITED

MINUTES OF THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF PHOTON CAPITAL ADVISORS LIMITED HELD ON FRIDAY, THE 29TH SEPTEMBER, 2023 AT 11.00 A.M. AT THE REGISTERED OFFICE OF THE COMPANY SITUATED AT PLOT NO.90-A, ROAD NO.9, JUBILEE HILLS, HYDERABAD-500033, TELANGANA.

DIRECTORS PRESENT:

Mr. J. Narasimha Rao - Chairman & Member
Mrs. Sobharani Nandury - Whole Time Director & Member

MEMBERS PRESENT:

Present in person including representatives : 35
Proxies : NIL

INVITEES:

Mr. D.M Basha - Practicing Company Secretary, Scrutinizer
Mr. K. Sreedhar Babu - Chief Financial Officer

- Mr. J. Narasimha Rao, the Chairman of the Company conducted the proceedings of the meeting.
- The Chairman declared that the required quorum was present and called the meeting to order.
- The Chairman informed the meeting that the Register of Members and the Register of contracts or arrangements in which Directors are interested are kept open and accessible during the continuance of the meeting.
- With the consent of the members present, the notice of the meeting was taken as read.
- The Chairman informed the meeting that the auditor's report was taken as read.
- Thereafter, the Chairman delivered his speech on the performance of the Company and then proceeded to conduct the business as set out in the notice of the meeting

The Chairman informed the members that the Company has provided electronic voting facility to the members to vote on all the resolutions as set out in item nos. 1 to 4 of the Notice of Annual General Meeting and thus a similar right in the form of poll was provided to the members present in person at the meeting. Thereafter, the Chairman ordered for a poll to be taken and requested the scrutinizer Mr. D.M Basha, Practicing Company Secretary, to undertake the poll process and submit the report thereon.

Thereafter, the following resolutions specified in the notice calling the meeting were put to the members present at the meeting for a poll and poll was carried out in the presence of the scrutinizer:

CHAIRMAN'S INITIALS

[Handwritten initials]

MINUTES BOOK

ORDINARY BUSINESS:

1. **To consider and adopt the audited standalone and consolidated financial statements of the company for the financial year ended 31st March, 2023 and the reports of the Board of Directors and Auditors thereon:**

The Chairman informed the members that the Directors are pleased to deal with any question(s) on the accounts.

Having no queries raised by the shareholders, on the request of the Chairman, the following ordinary resolution was read to the members:

RESOLVED THAT the standalone and consolidated audited Balance Sheet of the Company as at 31st March 2023, the statement of Profit & Loss and Cash Flow Statement for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted.

Mr. Karunakar proposed and Mr. D.L.N. Murthy seconded the above resolution and then the chairman requested the members to cast their vote **for** or **against** the resolution by tick mark at appropriate place on the ballot paper.

2. **To re-appoint Mrs. Sobharani Nandury, Whole-time Director having director identification number (00567002), who retires by rotation and being eligible offers herself for re-appointment:**

On the request of the Chairman, the following ordinary resolution was read to the members.

RESOLVED THAT Mrs. Sobharani Nandury (DIN-00567002), Whole-time Director who retires by rotation at this meeting and being eligible for re-appointment, be and is hereby re-appointed as Director of the Company and liable to retire by rotation.

Mr. Sreedhar Babu Kanuri proposed and Mr. R. Sivannarayana seconded the above resolution and then the chairman requested the members to cast their vote **for** or **against** the resolution by tick mark at appropriate place on the ballot paper.

SPECIAL BUSINESS:

3. **To alter the objects Memorandum of Association of the Company:**

On the request of the Chairman, the following special resolution was read to the members.

RESOLVED THAT pursuant to section 13 and other applicable provisions, if any, of the Companies Act, 2013 and approval of members at the general meeting, Main Objects of the Memorandum of Association of the Company be and are hereby replaced with the following objects in place of the existing objects:

- 1.A To carry on the business of acting as advisors or consultants on management advisory services and investment advisory services relating to all kinds of securities and assets and to perform any other kind of role as an intermediary or advisor in the financial investment planning and online financial information relating to dealing in derivatives, securities and other related activities on all kinds of exchanges in India and abroad.
- 1.B To carry on the business of manufacture, sell, deal, export and import in all types of chemicals drugs, formulations, pharmaceuticals, pesticides and dyestuffs and other intermediaries.

CHAIRMAN'S INITIALS

MINUTES BOOK

- 1.C To carry on the business of manufacturing drugs on loan license basis and intermediate compounds.
- 1.D To carry on the business as advisors or consultants in the field of all kinds of securities, derivatives, currencies as broker, sub-broker, dealer, trader, market maker, agent or in other capacity and also deal with services relating to currency trading, electronic transfer of funds, foreign currency exchange services, on-line real-time currency trading, facilitating transfer of electronic cash equivalent units having specified cash value, currency swaps and also to have membership or registration with one or more related exchanges for providing the services.
- 1.E To promote, establish, undertake, set-up, manage, maintain, operate or otherwise deal with software relating to platform or exchange for trading of all kinds of securities, metals, commodities, currencies and to develop technologies or software.
- 1.F To carry on business of providing solutions and consultancy on software designing, development, customization, implementation, maintenance, testing and benchmarking, designing, software development including block chain technology, networks and satellite communications, protocols, system development, computer training in software, infrastructure for software development and to import, export, sell, purchase, distribute, host (in data centres or over the web) or otherwise deal in own and third party computer software packages, programs and solutions, and to provide internet / web based applications, services and solutions, provide or take up Information technology related assignments on sub-contracting basis, offering services on-site/ offsite or through development centres using owned /hired or third party infrastructure and equipment, providing solutions/ Packages/ services through applications services provider mode via internet or otherwise, data warehousing and database management, solutions and services for Networking and network management, data centre management and in providing consultancy services in all above mentioned areas.
- 1.G To engage in providing services in the areas of trade strategy and business development services including market research, analysis, strategy development, identification and evaluation of and development of value propositions with potential alliances, deal structuring, negotiations and compliances, preparation of reports on technical feasibility and economical viability of projects, financial viability, business activity monitoring for performance improvement and growth and other related services.
- 1.H To carry on the business, by any means including with the advanced techniques of computer technology and to develop providing online information for related business, processes and activities and providing information related to investment, deposit, economy growth and such related information.
- 1.I To make evaluations, forecasts and surveys and to give expert advice and suggest ways and means for providing information related to various platforms in the media of all kinds in India and elsewhere in the world and improvement of business management, export management.

RESOLVED FURTHER THAT approval of the members of the Company, be and is hereby accorded to delete the sub-clause no. 4, 5, 7, 8, 9, 21, 23 and 32 of Clause III (B) of the object incidental or ancillary to attainment of the main objects of the Memorandum of Association.

CHAIRMAN'S INITIALS

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RESOLVED FURTHER THAT approval of the members of the Company, be and is hereby accorded to continue the other existing incidental/ancillary objects (Clause III B) of the Memorandum of Association of the Company.

RESOLVED FURTHER THAT the board of Directors of the Company be and is hereby authorized to do all the acts, deeds and things which are required for affecting the above said resolution.

Mr. K Ramadas proposed and Mr. Srinu Naik seconded the above resolution and then the chairman requested the members to cast their vote **for** or **against** the resolution by tick mark at appropriate place on the ballot paper.

4. To approve material related party transaction:

On the request of the Chairman, the following ordinary resolution was read to the members.

RESOLVED THAT pursuant to provisions of section 188 (1) (c) and other applicable provisions of the Companies Act, 2013 and the rules made thereunder and also Regulation 23 of Securities Exchange Board of India (Listing obligation and Disclosure Requirements) Regulation, 2015, approval of the members be and is hereby accorded to ratify related party transaction with Mrs Sobha Rani Nandury for availing of leasing services for a period of three years from 01.04.2023 to 31.03.2026, which was approved by the Board of Directors of the Company in their meeting held on 30.05.2023, based on renewed lease agreement and the details of transaction is as follows:

S.No.	Particulars	Transaction details
(a)	Name of the related party and nature of relationship	Mrs Sobha Rani Nandury, Whole Time Director of the Company is also owner of the premises.
(b)	Nature, duration of the contract and particulars of the contract or arrangement	Leasing of the property for registered office & revised lease agreement was entered on 5th May, 2023. Duration of the agreement is three years i.e., from 01.04.2023 to 31.03.2026
(c)	Material terms of the contract or arrangement including the value, if any;	Monthly rent of Rs. 20,000/- enhancement of rent by 5% every year and the contract can be extended by mutual consent of the parties to the contract.
(d)	Any advance paid or received for the contract or arrangement, if any;	The Company deposited a sum of Rs.75,000/- toward interest free refundable security deposit.
(e)	Manner of determining the pricing and other commercial terms, both included as a part of contract and not considered as a part of the contract.	Fair market price.
(f)	Whether all factors relevant to contract have been considered, if not, the details of factors not considered with the rationale for not considering those factors; and	Yes
(g)	Any other information relevant or important for the Board to take a decision on the proposed transaction.	NIL

CHAIRMAN'S INITIALS

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RESOLVED FURTHER THAT the disclosures made by Mrs. Sobha Rani Nandury, Whole Time Director of the Company for the above transaction be and is hereby taken on record.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to the above resolution.

Mr. S Sudharshan Reddy proposed and Mr. D.L.N. Murthy seconded the above resolution and then the chairman requested the members to cast their vote **for** or **against** the resolution by tick mark at appropriate place on the ballot paper.

There being no other business to transact, the meeting concluded at 11.50 a.m. with a vote of thanks to the chair.

All the above resolutions, which were put to vote through remote e-voting/poll were passed with requisite majority.

J. NARASIMHA RAO
CHAIRMAN

Place: Hyderabad
Date: 29.09.2023

CHAIRMAN'S INITIALS