

# MINUTES BOOK

## PHOTON CAPITAL ADVISORS LIMITED

**MINUTES OF THE 30<sup>TH</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON MONDAY, THE 30<sup>TH</sup> SEPTEMBER 2015 AT 11.00 A.M AT PLOT NO.90-A, ROAD NO.9, JUBILEE HILLS, HYDERABAD - 500 033, TELANGANA.**

### **DIRECTORS PRESENT:**

1. Mr. J. Narasimha Rao - Chairman
2. Mr. Tejaswy Nandury - Whole Time Director
3. Mrs. Suchitra Nandury - Director
4. Mrs. Sobha Rani Nandury - Director

### **MEMBERS PRESENT:**

Present in person including representatives : **30**  
Proxies : **03**

### **IN ATTENDANCE:**

Mr. Darga Mabu Basha - Company Secretary

- Mr. J. Narasimha Rao was elected to be the Chairman of the Annual General Meeting and conducted the proceedings of the meeting.
- The Chairman declared that the required quorum was present and called the meeting to order.
- The Statutory Auditors were given exemption from attending the meeting.
- 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.
- On the request of the Chairman, Mr. Darga Mabu Basha, Company Secretary read the Auditors' Report.
- 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

CHAIRMAN'S INITIALS

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The Chairman informed the members that the Company had provided electronic voting facility to the members to vote on all the resolutions as set out in item no. 1 to 3 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 and proxy at the meeting. Thereafter, the Chairman ordered for a poll to be taken and requested the scrutinizer Mr. Gopireddy Malyadri, 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:

## **ORDINARY BUSINESS:**

- 1. To receive, consider and adopt the Audited standalone and consolidated financial statements for the financial year ended March 31<sup>st</sup>, 2015, the Directors' and Auditor's reports thereon:**

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

After clarifying the queries raised by the Shareholders, on the request of the Chairman, the Company Secretary read the following resolution to the members:

RESOLVED THAT the Audited standalone Balance Sheet of the Company as on 31<sup>st</sup> March 2015 and the statement of Profit & Loss for the year ended on that date together with the Directors' Report and Auditors' Report thereon be and are hereby received, considered and adopted.

RESOLVED FURTHER THAT the Audited Consolidated Balance Sheet of the Company as on 31<sup>st</sup> March 2015 and the statement of Profit & Loss for the year ended on that date and is hereby received, considered and adopted.

Mr. K. Sreedhar Babu, Member proposed and Mr. K. Ramdoss, another member seconded the above said 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 Appoint a Director in place of Mrs. Suchitra Nandury, who retires by rotation and being eligible, offer herself for re-appointment:**

On the request of the Chairman, the Company Secretary read the following resolution to the members.

RESOLVED THAT Mrs. Suchitra Nandury, 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 liable to retire by rotation.

Mr. G. Srinivasulu, member proposed and Mr.V V Sudhakar Reddy, another member seconded the above said 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.

CHAIRMAN'S INITIALS

*[Handwritten Signature]*

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## 3. To ratify the appointment of M/s. K. Vijayaraghavan & Associates, Chartered Accountants, Hyderabad as Statutory Auditors for the FY 2015-16:

On the request of the Chairman, the Company Secretary read the following resolution to the members.

RESOLVED THAT pursuant to Section 139 of the Companies Act, 2013 and the rules made thereunder, the appointment of M/s. K. Vijayaraghavan & Associates, Chartered Accountants, be and is hereby ratified to continue as Statutory Auditors from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting on a remuneration of Rs. 1,80,000/- (exclusive of service tax) and out of pocket expenses incurred at the actuals.

Mr. TVS Manikya Prasad, member proposed and Mr. DLN Murthy, another member seconded the above said 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.

The Chairman informed that the combined result of e-voting and poll will be announced within 48 hours of AGM and will be informed to the Stock Exchanges and also will be put on the Company's website.

Thereafter Mr. Suchitra Nandury, Director of the Company proposed vote of thanks to the Chairman, Directors and members present at the meeting for their continued support and thanked all who helped directly and indirectly in conducting of the 30<sup>th</sup> Annual General Meeting.

As there was no other business to be transacted, except declaration of the results, the Chairman thanked the members for their co-operation and concluded the meeting at 11.45 a.m.

The whole time Director Mr. Tejaswy Nandury received the combined scrutinizer report (e-voting and poll) along with the supporting documents from CS Gopireddy Malyadri on 01.10.2015 at 2.30 P.M and the results of voting were declared as detailed below:

Resolutions	Mode	Votes in favour of resolution		Votes against resolution		Invalid votes	
		No's	%age	No's	%age	No's	%age
<b>Item No.1</b> Adoption of audited stand alone and consolidated financial Statements for the year ended 31-03-2015 together with the Directors' Report and Auditors' Report.	E-voting	3	1.52	194	98.48	0	0
	Poll	113447 3	100	0	0	0	0
	Total	113447 6	99.98	194	0.02	0	0
<b>Item No.2</b> Appointment of Mrs. Suchitra Nandury as Director who retires by rotation and being eligible for reappointment.	E-voting	3	1.52	194	98.48	0	0
	Poll	113447 3	100	0	0	0	0
	Total	113447 6	99.98	194	0.02	0	0

CHAIRMAN'S INITIALS

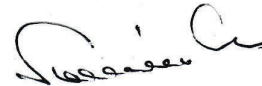


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<b>Item No.3</b> Ratification of Appointment of M/s. K. Vijayaraghavan & Associates, Chartered Accountants as Auditor.	E-voting	3	1.52	194	98.48	0	0
	Poll	113447 3	100	0	0	0	0
	Total	113447 6	99.98	194	0.02	0	0

All the resolution were declared as passed with the requisite majority, since the number of votes cast in favor of the three resolutions exceeds the number of votes cast against.

**Place: Hyderabad**  
**Date: 06.10.2015**



**J NARASIMHA RAO**  
**CHAIRMAN**

CHAIRMAN'S INITIALS