

PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad-500 033,
Telangana, Tel/Fax No: 09951339995,

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

Date: 29.09.2017

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 32nd Annual General Meeting of the Photon Capital Advisors Limited held on Friday, the 29th September, 2017 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**


TEJASWY NANDURY
WHOLE TIME DIRECTOR
DIN-00041571



MINUTES BOOK

PHOTON CAPITAL ADVISORS LIMITED

MINUTES OF THE 32ND ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON FRIDAY, THE 29TH SEPTEMBER, 2017 AT 11.00 A.M AT THE REGISTERED OFFICE OF THE COMPANY SITUATED 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. Sobha Rani Nandury - Director
4. Mrs. Suchitra Nandury - Director

MEMBERS PRESENT:

Present in person including representatives : **37**
Proxies : **NIL**

INVITEES:

- Mr. Gopireddy Malyadri - Practicing Company Secretary, Scrutinizer
- Mr. D.M Basha - Practicing Company Secretary
- Mrs. Ketna Kanodia - Representative of M/s K. Vijayaraghavan & Associates LLP, Chartered Accountants

- 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 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.

CHAIRMAN'S INITIALS

MINUTES BOOK

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 Annual financial statements for the financial year ended 31st March, 2017, 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 at 31st March 2017, 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.

RESOLVED FURTHER THAT the Audited consolidated Balance Sheet of the Company as at 31st March 2017, Statement of Profit & Loss and cash flow statement for the year ended on that date and is hereby received, considered and adopted.

Mr. Ramadas, member proposed and Mr. Sudharshan Reddy, representative of M/s Alchemist HR Services Pvt Ltd 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 her-self for re-appointment:**

On the request of the Chairman, 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 and liable to retire by rotation.

Mr. Joga Narasimha Rao, member proposed and Mr. K. Sreedhar Babu, 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.

- 3. To appoint M/s Anandam & Co, Chartered Accountants as Statutory Auditors in place of retiring Auditors M/s. K. Vijayaraghavan & Associates LLP, Chartered Accountants:**

On the request of the Chairman, the company secretary read the following resolution to the members.

CHAIRMAN'S INITIALS

MINUTES BOOK

RESOLVED THAT pursuant to section 139 of the Companies Act, 2013 and the rules made thereunder, M/s. Anandam & Co, Chartered Accountants, Hyderabad, be and are hereby appointed as statutory auditors of the Company in place of M/s. Vijayaraghavan & Associates LLP, Chartered Accounts, Hyderabad, the retiring auditors, whose tenure has been expired at this annual general meeting, and to hold the office from the conclusion of 32nd Annual General Meeting till the conclusion of the 37th Annual General Meeting of the Company on a remuneration of Rs.2,50,000/- (plus applicable tax) and out of pocket expenses as may be incurred at the time of the Audit at actuals.

RESOLVED FURTHER THAT the above appointment of auditor shall be ratified by members at every annual general meeting of the Company till the conclusion of the term of the Auditor.

Mr. D.L. Narasimham, member proposed and Mr. Karunakar Annavajhala, 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. Tejaswy Nandury, , Whole Time 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 32nd Annual General Meeting.

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

Mr. Tejaswy Nandury, Whole Time Director has received the combined scrutinizer report (e-voting and poll) along with the supporting documents from CS Gopireddy Malyadri, the Scrutinizer, on 29.09.2017 at 4.00 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
Item No.1 Adoption of audited standalone and consolidated annual financial Statements for the financial year ended 31-03-2017 together with the Directors' report and Auditors' report.	E-voting	1	0.512	194	99.488	0	0
	Poll	1134487	100	0	0	0	0
	Total	1134488	99.98	194	0.02	0	0
Item No.2 Appointment of Mrs. Suchitra Nandury as Director who retires by rotation and herself being eligible for re-appointment.	E-voting	1	0.512	194	99.488	0	0
	Poll	1134487	100	0	0	0	0
	Total	1134488	99.98	194	0.02	0	0

CHAIRMAN'S INITIALS

[Handwritten Signature]

MINUTES BOOK

Item No.3 Appointment of M/s Anandam & Co, Chartered Accountants, Hyderabad as Statutory Auditors in place of retiring Auditors, M/s. K. Vijayaraghavan & Associates LLP, Chartered Accountants as Statutory Auditor for a period of 5 financial years from the FY 2017-18 to 2021-2022.	E-voting	1	0.512	194	99.488	0	0
	Poll	1134487	100	0	0	0	0
	Total	1134488	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: 29.09.2017



J NARASIMHA RAO
CHAIRMAN

CHAIRMAN'S INITIALS