

# 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](mailto:info@pcalindia.com)

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Date: 27.09.2018

To,  
The Manager  
DCS-CRD  
The BSE Limited  
25<sup>th</sup> 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 33<sup>rd</sup> Annual General Meeting of the Photon Capital Advisors Limited held on Thursday, the 27<sup>th</sup> September, 2018 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 33<sup>RD</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF THE COMPANY HELD ON THURSDAY, THE 27<sup>TH</sup> SEPTEMBER, 2018 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:

Mr. J. Narasimha Rao - Chairman  
Mr. Tejaswy Nandury - Whole Time Director  
Mrs. Suchitra Nandury - Director

### IN ATTENDANCE:

Ms. Neha Agarwal - Company Secretary

### MEMBERS PRESENT:

Present in person including representatives : 40  
Proxies : NIL

### INVITEES:

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

M/s. M. Anandam & Co., Statutory Auditors of the company have been granted permission for not attending the meeting.

- 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 7 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. D.M Basha, Practicing Company Secretary, to undertake the poll process and submit the report thereon.

CHAIRMAN'S INITIALS

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# 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 consider and adopt the audited financial statements of the company for the financial year ended 31<sup>st</sup> March, 2018 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 Company Secretary read the following ordinary resolution to the members:

**RESOLVED THAT** the Audited Balance Sheet of the Company as at 31<sup>st</sup> March 2018, cash Flow Statement 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.

Mr. K. S. R. Murthy, proposed and Mr. D. L. Narasimham, 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 appoint a Director in the place of Mrs. Nandury Sobharani having director identification number (00567002) who retires by rotation and being eligible offers herself for re-appointment:**

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

**RESOLVED THAT** Mrs. Nandury Sobharani, 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, proposed and Mr. K. Ramadas, 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.

- 3. To fix the remuneration of statutory auditors for the F.Y. 2018-19:**

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

**RESOLVED THAT** approval of the members be and is hereby given for payment of Rs.2,50,000/- plus applicable taxes and out of pocket expenses if any incurred during the course of audit, towards remuneration to M/s. M. Anandam & Co., Chartered Accountants, Hyderabad, for the services to be rendered by them as statutory auditors of the Company for the financial year 2018-19.

Mr. A. Karunakar, proposed and Mr. D. L. Narasimham, 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.

CHAIRMAN'S INITIALS

# MINUTES BOOK

## SPECIAL BUSINESS:

### **4. To re-appoint Mr. J. Narasimha Rao as an Independent Director:**

Mr. J. Narasimha Rao, Chairman of the meeting stepped down from the chair and left the meeting place, as he was interested in the item and requested Mr. Tejaswy Nandury, Whole Time Director of the company to occupy the Chair and accordingly Mr. Tejaswy Nandury has occupied the chair for this item.

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Regulation 17 & 17(1A) of SEBI (LODR) Regulations, 2015 thereto, Mr. J. Narasimha Rao (DIN: 00024260), whose tenure expires on 31.03.2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for further period of 5 (Five) consecutive years up to 31.03.2024 and that he shall not be liable to retire by rotation.

Mr. Tejaswy Nandury, proposed and Mr. K. Sreedhar Babu, 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.

### **5. To re-appoint Mr. V R Shankara as an Independent Director:**

Mr. J. Narasimha Rao re-occupied the chair and conducted the rest of the proceedings of the meeting.

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder(including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Regulation 17 of SEBI (LODR) Regulations, 2015 thereto, Mr. V R Shankara (DIN: 00041705), whose tenure expires on 31.03.2019, be and is hereby re-appointed as an Independent Director of the Company to hold office for further period of 5 (Five) consecutive years up to 31.03.2024 and that he shall not be liable to retire by rotation.

Mr. Tejaswy Nandury, proposed and Mr. K. Ramadas, 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.

### **6. To re-appoint Mr. Tejaswy Nandury as Whole Time Director:**

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

RESOLVED THAT pursuant to Section 196, 197, and other applicable provisions if any of the Companies Act, 2013 read with Schedule V of the Companies Act, 2013 and approval of the members be and is hereby accorded for the re-appointment of Mr. Tejaswy Nandury (DIN- 00041571), as Whole Time Director of the Company for a further period of 5 years w.e.f. 25.03.2018 with remuneration, perquisites, benefits and allowances as under:

CHAIRMAN'S INITIALS

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# MINUTES BOOK

**A. Salary:** There is no basic and incentive salary. There are only benefits by way of perquisites and allowances.

**B. Perquisites and allowances:** perquisites and allowances will be restricted to an amount of Rs. 9,00,000/- per annum or actuals whichever is less.

Subject to the above limit, the whole time director will be allowed the following.

i. Housing including Gas, Electricity, Water and Furnishings (Non-Interchangeable);

a) Expenditure incurred by the company on hiring accommodation as per the Income Tax Act 1962 and rules made thereunder.

b) Expenditure incurred by the company on Gas, Electricity, Water and Furnishings will be evaluated as per the Income Tax Act 1962 and rules made thereunder.

ii. Medical benefits for self and family:

Reimbursement of expenses actually incurred for self and his family members.

iii. Leave Travel Concession:

Leave travel concession for self and family once in a year in accordance with the rules of the company.

iv. Personal accident insurance:

Actual premium not to exceed Rs. 20,000/- per annum.

v. Fees of Clubs:

Subject to a maximum of 2 clubs. No admission fee or life membership fee is paid by the company.

vi. Car:

Use of car for Company business is provided.

vii. Telephone & Cell Phone:

Phone facility at residence will be provided.

viii. Others:

Reimbursement of actual entertainment expenses, actual travelling and hotel expenses for the company's business and/or allowances as per the Company's rules.

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



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## **7. Approval of members to make investments exceeding the limit prescribed under section 186 of the Companies Act, 2013:**

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

**RESOLVED THAT** pursuant to the provisions of Section 186 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification thereof for the time being in force and as may be enacted from time to time) and subject to such other approvals, consents, sanctions and permissions as may be necessary and all other provisions of applicable laws, consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company to give loans or give any guarantee or provide security in connection with a loan or acquire by way of subscription, purchase or otherwise, the securities of anybody corporate up to an aggregate amount not exceeding Rs. 10.00 crore, which is in excess of 60% of the paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account of the Company, whichever is more.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and are hereby authorized to finalize the terms and conditions of the such investments, loans, guarantees and securities that will be given or provided in connection with the loans and other credit facilities availed or to be availed by any person or body corporates from Banks, financial institutions or others, which they may deem fit in the best interests of the company.

Mr. K. S. Murthy, proposed and Mr. D. L. Narasimham, 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 12.25 p.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.

**Place: Hyderabad**  
**Date: 27.09.2018**

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

CHAIRMAN'S INITIALS