



PHOTON CAPITAL ADVISERS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: # Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad – 500 033, Telangana.

Tel/Fax No: +91 995133995, Website: <http://www.pcalindia.com>, Email Id - info@pcalindia.com

NOTICE

Notice is hereby given that the 33rd Annual General Meeting of the company will be held on Thursday, the 27th September, 2018 at 11:00 a.m. at Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad – 500 033, Telangana, to transact the following business:

Ordinary Business:

1. To consider and adopt the audited financial statements of the company for the financial year ended 31st March, 2018 and the reports of the Board of Directors and Auditors thereon.
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.
3. To fix the remuneration of statutory auditors for the F.Y. 2018-19.

Special Business:

4. To consider and if thought fit to pass the following resolution with or without modification(s) the resolution as a special resolution:

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.

5. To consider and if thought fit to pass the following resolution with or without modification(s) the resolution as a special resolution:

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.

6. To consider and if thought fit to pass the following resolution with or without modification(s) the resolution as an ordinary resolution:

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:

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.

7. To consider and if thought fit to pass the following resolution with or without modification(s) the resolution as a Special resolution:

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.

// By Order of the Board//
For PHOTON CAPITAL ADVISORS LIMITED

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
DIN: 00041571

Place: Hyderabad
Date: 13.08.2018

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING MAY APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Statement pursuant to Section 102 (1) of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.
3. The instrument appointing the proxy should be deposited at the Registered Office of the Company not later than 48 hours before the commencement of the meeting. A Proxy form for the AGM is enclosed. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified true copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
5. The Register of Contracts or arrangements in which Directors are interested, maintained under section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of members and transfer Books of the Company will be closed from 21st September 2018 to 27th September 2018 (both days inclusive).
7. The members are requested to –
 - a) Intimate to the Registrars and Transfer Agents of the Company / Depository Participants changes, if any, in their registered addresses at an early date.
 - b) Quote Ledger Folio/Client ID in all the correspondence.
 - c) Bring the copy of the Annual Report and attendance slip with them to the Annual General Meeting.
7. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
8. All documents referred to in the notice of AGM and statutory registers are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays up to the date of the Annual General meeting.
9. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and as amended from time to time, is extending e-voting facility for its members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General meeting. The Company has appointed Mr. Darga Mabu Basha, Practising Company Secretary who in the opinion of the Board is a duly qualified person, as Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
10. During the voting period, e-voting facility will be available at the link <http://evoting.karvy.com>

11. The login ID and password for e-voting along with process, manner and instructions for e-voting is being sent to the members who have not registered their e-mail IDs with the Company / their respective Depository Participants, along with physical copy of the AGM Notice and Annual Report of 2018. Those members who have registered their e-mail IDs with the Company / their respective Depository Participants are being forwarded the login ID and password for e-voting along with process, manner and instructions by e-mail. Members may also note that the Annual Report of 2018 is available on the Company's website, www.pcalindia.com.
11. Members are requested to note that the e-voting will open on 23rd September, 2018 and shall remain open for 4 days i.e. up to 26th September, 2018. E-voting shall not be allowed beyond 5 p.m. on 26th September, 2018.
12. The procedure and instructions for e-voting are as follows:
 - i. Open your web browser during the voting period and navigate to <https://evoting.karvy.com>
 - ii. Enter the login credentials (i.e., User-ID& password) provided to you as mentioned at point no. 9 supra.
 - iii. Please contact Ms. Neha Agarwal, Compliance officer of the Company on 9951339995, for any further clarifications.
 - iv. After entering these details appropriately, click on "LOGIN".
 - v. Members holding shares in Demat /Physical form will now reach Password Change menu wherein they are required to mandatorily change their login password in the new password field. The new password has to be minimum eight characters consisting of at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. Kindly note that this password can be used by the demat holders for voting for resolution of any other Company on which they are eligible to vote, provided that Company opts for e-voting through Karvy Computershare Private Limited e-voting platform. System will prompt you to change your password and update any contact details like mobile number, email ID etc., on 1st login. You may also enter the Secret Question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - vi. You need to login again with the new credentials.
 - vii. On successful login, system will prompt to select the 'Event' i.e., 'Company Name'.
 - viii. If you are holding shares in Demat form and had logged on to "<https://evoting.karvy.com>" and casted your vote earlier for any company, then your existing login id and password are to be used.
 - ix. On the voting page, you will see Resolution Description and against the same the option 'FOR/AGAINST/ABSTAIN' for voting. Enter the number of shares (which represents number of votes) under 'FOR/AGAINST/ABSTAIN' or alternatively you may partially enter any number in 'FOR' and partially in 'AGAINST', but the total number in 'FOR/AGAINST' taken together should not exceed your total shareholding. If the shareholders do not want to cast, select 'ABSTAIN'
 - x. After selecting the resolution, if you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
 - xi. Once you 'CONFIRM' your vote on the resolution, you will not be allowed to modify your vote.

xii. Corporate/ Institutional Members (corporate/FIs/Flls/Trust/ Mutual Funds/ Banks, etc.,) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to info@pcalindia.com with a copy to evoting@karvy.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."

xiii. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.

xiv. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

EXPLANATORY STATEMENT

STATEMENT AS REQUIRED UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013.

Item No. 4:

Mr. J. Narasimha Rao (DIN- 00024260) was earlier appointed as an Independent Director of the Company under sec 149 of the Companies Act, 2013 read with Regulation-17 of SEBI (LODR) Regulation 2015 and his tenures is going to expire on 31.03.2019. Being eligible, the re-appointment for a further period of 5 years may be considered by the Company. The declaration from Mr. J. Narasimha Rao stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act has been enclosed.

The Board of Directors of your Company, after reviewing the declaration submitted by the above Independent Director, is of the opinion that the said Director meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Regulation-17 of SEBI (LODR) Regulation 2015 for being Independent Director on the Board of the Company and is also independent of the management.

In view of the same, it is proposed to re-appoint Mr. J. Narasimha Rao as an Independent Director under Section 149 of the Act and Regulation-17 and 17(1A) of SEBI (LODR) Regulation 2015 to hold office for further 5 (five) consecutive years i.e. up to 31.03.2024 and shall not be liable to retire by rotation during the said period.

Brief resume of Mr. J. Narasimha Rao, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Regulation-17 of SEBI (LODR) Regulation 2015, is provided hereunder.

Brief Profile of Mr. J. Narasimha Rao:

Mr. J. Narasimha Rao is a commerce and law graduate, member of the Institute of Internal Auditors Inc., U.S.A. and fellow member of Institute of Chartered Accountants of India. He is in practice since 1970.

He is not a director of any other public company and also not a member/chairman of any board committees of other public companies.

None of the Directors, Key Managerial Personnel or their relatives have concern or interest in the above said resolution.

Item No. 5:

Mr. V. R. Shankara was earlier appointed as an Independent Director of the Company under sec 149 of the Companies Act, 2013 read with Regulation-17 of SEBI (LODR) Regulation 2015 and his tenures is going to expire on 31.03.2019. Being eligible, the re-appointment for a further period of 5 years may be considered by the Company. The declaration from Mr. V. R. Shankara stating that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act has been enclosed.

The Board of Directors of your Company, after reviewing the declaration submitted by the above Independent Director, is of the opinion that the said Director meet the criteria of Independence as per Section 149(6) of the Companies Act, 2013 and the rules made thereunder and also meet with the requirements of Regulation-17 of SEBI (LODR) Regulation 2015s for being Independent Director on the Board of the Company and are also independent of the management.

In view of the same, it is proposed to re-appoint Mr. V. R. Shankara as an Independent Director under Section 149 of the Act and Regulation-17 of SEBI (LODR) Regulation 2015 to hold office for further 5 (five) consecutive years i.e. up to 31.03.2024 and shall not be liable to retire by rotation during the said period.

Brief resume of Mr. V. R. Shankara, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees and shareholding as stipulated under Regulation-17 of SEBI (LODR) Regulation 2015, are provided hereunder.

Brief Profile of Mr. V. R. Shankara:

Mr. V.R. Shankara is a postgraduate in commerce and has an experience of over 32 years in administration. He started his career in 1977 in corporate sector and held several senior management positions.

He is not a director of any other public company and also not a member/chairman of any board committees of other public companies

None of the Directors, Key Managerial Personnel or their relatives have concern or interest in the above said resolution

Item No. 6:

Mr. Tejaswy Nandury is a Whole Time Director and one of the Promoters of the Company. He has an excellent knowledge on the Industry of the company and their operations.

His current term of appointment as a Whole Time Director of the company has expired on 24.03 2018. In view of his experience on various aspects relating to the Company's affairs and long business exposure, the Board of Directors at its meeting held on 14.02.2018 considered that for smooth and efficient running of the administrative affairs of the company, the services of Mr. Tejaswy Nandury should be available for a further period of five years with effect from 25.03.2018.

Accordingly, in terms of the provisions of the Companies Act, 2013 and the articles of association of the Company, the Board of Directors have re-appointed him as a Whole Time Director of the Company for a further period of 5 years with effect from 25.03.2018.

The Board recommends the resolution set forth the notice for the approval of the members.

None of the directors or Key managerial personal are interested in the above resolution except Mr. Tejawsy Nandury and his relatives.

Item No. 7:

It is to inform that the company is having surplus funds and a proposal has been made to invest the funds as and when needed into shares of group companies, based on the business potentialities and opportunities, which will be in the best interest of the Company.

As per section 186 of the Companies Act, 2013, prior approval of the members by means of special resolution is required if the aggregate value of loan, guarantees and securities given or provided and to be given or to be provided by a Company along with the investment made or to be made, exceeds 60% of the paid up share capital, free reserves and security premium account of the company or 100% of free reserves and security premium account of the company, whichever is more.

The aggregate value of the investment from the Company may exceed the limits stated above.

The Board recommends the special resolution set forth the notice for the approval of the members.

None of the directors or Key managerial personal are interested in the above resolution except Mr. Tejaswy Nandury and Mrs. Suchitra Nandury and their relatives.

// By Order of the Board//
For PHOTON CAPITAL ADVISORS LIMITED

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
DIN: 00041571

Place: Hyderabad
Date: 13.08.2018

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Company	PHOTON CAPITAL ADVISORS LIMITED
Registered Office	PLOT NO.90-A, ROAD NO.9, JUBILEE HILLS, HYDERABAD-500033, TELANGANA. INDIA.

Name of the Member(s)	
Registered Address	
E-mail Id	
Folio No./ Client ID	
DP ID	

I/We, being the member (s) of _____ shares of the above named Company, hereby appoint:-

1.Of.....having e-mail id.....or failing him
2.Of.....having e-mail id.....or failing him 3.
-of.....having e-mail id.....

and whose signature(s) are appended below as my / our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 33rd Annual General Meeting of the Company, to be held on Thursday, the 27th September, 2018 at 11.00 a.m. at Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad – 500 033, Telangana, and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolution	Vote	
Ordinary Business		For	Against
1.	To consider and adopt the audited financial statement of the company for the financial year ended 31 st March, 2018 and the reports of the Board of Directors and Auditors thereon.		
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.		
3.	To fix the remuneration for statutory auditors of the F.Y. 2018-19.		
Special Business			
4.	To re-appoint Mr. J. Narasimha Rao (DIN: 00024260), as an Independent Director of the company.		
5.	To re-appoint Mr. V R Shankara (DIN: 00041705), as an Independent Director of the company.		
6.	To re-appoint Mr. Tejaswy Nandury (DIN: 00041571), as Whole Time Director of the company		
7.	To approve the investment limits in excess of ceiling under sec 186 of the Companies Act, 2013.		

Signed this day of 2018.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Notes:

1. The proxy duly completed should be deposited at the Registered Office of the Company not less than 48 (Forty Eight) hours before time fixed for holding the meeting.

ATTENDANCE SLIP

I hereby record my presence at the 33rd Annual General Meeting of the Company being held on Thursday, the 27th September, 2018 at 11.00 a.m. at Plot No. 90-A, Road No.9, Jubilee Hills, Hyderabad – 500 033, Telangana.

Name of the Shareholder:

Name of the Proxy:

Signature of Member / Proxy:

Regd. folio/*Client ID:

*Applicable for members holding shares in electronic form.

Note: To be signed and handed over at the entrance of the Registered office of the Company.