

Photon Capital Advisors Limited

CIN: L65910TG1983PLC004368

Registered Office: Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad, Telangana, India, 500033.

Email: info@pcalindia.com, Website: info@pcalindia.com

Notice is hereby given that the Extra-Ordinary General Meeting (EGM) of the Members of Photon Capital Advisors Limited will be held on Friday, December 05, 2025, at 10.00 AM at the Registered Office of the Company at Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad, 500033, Telangana, India to transact the following Special Businesses:

SPECIAL BUSINESSES:

- 1. Approval for Selling or Disposing of Assets / Undertaking of the Company by way of transfer of Investment (Equity Shares) in M/s. Nicos Consulting Private Limited (Associate Company).**

To consider, and if thought fit, to pass the following resolution, with or without modifications, as a Special Resolution.

“**RESOLVED THAT** pursuant to Section 180(1)(a) of the Companies Act, 2013 (the “Act”), other applicable provisions, if any, of the Companies Act 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Memorandum and Articles of Association of the Company, and subject to the applicable provisions of any laws, regulations, policies and guidelines issued by the Securities and Exchange Board of India and any other law for the time being in force and also subject to such other consents, permissions, sanctions and approvals, if and to the extent necessary, the consent of the Members of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as “Board”, which shall include any Committee constituted by the Board or any person authorised by the Board) to sell, transfer, convey, assign, deliver or cause to be sold, assigned, transferred and delivered or otherwise dispose of the whole or substantially the whole of the undertaking(s) of the Company by way of sale and transfer of 23,96,000 equity shares having face value of Rs. 10/- (Rupees Ten each) held by the Company in M/s Nicos Consulting Private Limited (the “Associate Company”), to the following persons at a price which is to be determined by valuation by the registered valuer and on such other terms and conditions as may be determined by the Board in its absolute discretion and in the best interest of the Company:

S. No.	Name of the Person	No. of shares
1	Mrs.Sobharani Nandury (Promoter and Wholetime Director of the Company)	11,98,000
2	Ms.Vennela Nandury (Promoter of the Company)	11,98,000
	Total	23,96,000

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation and if required to file all necessary applications with regulatory authorities, and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of giving effect to the aforesaid transaction, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approvals thereto.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to negotiate, settle, finalize, execute, modify and deliver, for and on behalf of the Company, all agreements including any documents that are incidental or ancillary to or necessary to give effect to the above resolution and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolutions to any Committee of the Board of Directors of the Company or to any Director or any other officer(s)/employee(s) of the Company or to any consultant, as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee or any person so authorized by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

2. Approval for proposed Related Party Transaction(s) with Mrs. Sobharani Nandury and Ms. Vennela Nandury, Promoters of the Company.

To consider, and if thought fit, to pass the following resolution, with or without modifications, as an Ordinary Resolution.

“**RESOLVED THAT** pursuant to Section 188 of the Companies Act, 2013 (the “Act”), other applicable provisions of the Companies Act, 2013 (the Act) and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the memorandum and articles of association of the Company, and subject to the applicable provisions of any laws, regulations, policies and guidelines issued by the Securities and Exchange Board of India and any other law for the time being in force and also subject to such other consents, permissions, sanctions and approvals, if and to the extent necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “**Board**” which will include any Committee constituted by the Board or any person authorised by the Board) to enter into the related party transaction with following related parties for the proposed sale and transfer of 23,96,000 equity shares having face value of Rs.10/- (Rupees Ten each) held by the Company in M/s Nicos Consulting Private Limited (the “Associate Company”) at a price which is to be determined by valuation by the registered valuer and on such other terms and conditions as may be determined by the Board in its absolute discretion and in the best interest of the Company:

S. No.	Name of the Person	No. of shares
1	Ms.Sobharani Nandury (Promoter and Wholetime Director of the Company)	11,98,000
2	Ms.Vennela Nandury (Promoter of the Company)	11,98,000
	Total	23,96,000

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, matters, deeds and things and give all such directions as it may in its absolute discretion deem necessary, expedient or desirable, in order to give effect to this resolution, including without limitation and if required to file all necessary applications with regulatory authorities, and to appoint consultants, valuers, legal advisors and all such agencies as may be required for the purposes of giving effect to the aforesaid transaction, without being required to seek further clarification, consent or approval of the members and that the members shall be deemed to have given their approval thereto.

RESOLVED FURTHER THAT the Board be and is hereby also authorized to negotiate, settle, finalize, execute, modify and deliver, for and on behalf of the Company, all agreements including any documents that are incidental or ancillary to or necessary to give effect to the above resolution and to do all such other acts, deeds and things as may be considered necessary and expedient in the interest of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of the Board of Directors of the Company or to any Director or any other officer(s) or employee(s) of the Company or any consultant as it may consider appropriate in order to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee or any person so authorized by the Board in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

By Order of Board
For **Photon Capital Advisors Limited**

Sd/-
Sobharani Nandury
Wholetime director
(DIN: 00567002)

Date: November 10, 2025
Place: Hyderabad

NOTES:

1. The statements pursuant to Section 102(1) of the Companies Act, 2013 in respect of the special business set out in the notice and Secretarial Standard on General Meetings (SS-2), wherever applicable, are annexed hereto.
2. A member entitled to attend and vote at this Extra – Ordinary General Meeting (EGM) is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and such proxy need not be a member of the Company.
Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member.
The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report.
3. The route map showing directions to reach the venue of the meeting is annexed.
4. Members/proxies/authorized representatives are requested to bring their copies of Notice and produce duly filled in attendance slip at the entrance of the venue. Members holding shares in Demat form shall write their DP ID and Client ID and those holding in Physical form shall write their Folio No. in the attendance slip for attending the meeting. Copies of Notice will not be provided at the meeting.
5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a Company's Registered Office, a certified copy of the board resolution to the Company, authorizing inspection their representative to attend and vote on their behalf at the meeting.
6. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged with the Company, at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
7. Members may also note that the Notice of the Extra Ordinary General Meeting is available on the Company's website i.e. www.pcalindia.com. All documents referred to in the accompanying Notice and the Statement pursuant to Section 102(1) of the Companies Act, 2013 shall be open for inspection in electronic mode by the Members by writing an e-mail to the Company Secretary at info@pcalindia.com.
8. Notice of the EGM is being sent through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice will also be available on the Company's website at www.pcalindia.com, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
To support 'Green Initiative', members who have not registered their email addresses are requested to register the same with the Company's Registrar and Share Transfer Agent/ their Depository Participants in respect of shares held in physical/electronic mode respectively.
9. Members are requested to intimate immediately, any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts or to the Company's Registrar and Transfer Agent, M/s. KFin Technologies Limited, if the shares are held by them in physical form.
10. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or its Registrar and Transfer Agent, M/s. KFin Technologies Limited.

11. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agent, M/s. KFin Technologies Limited in this regard.
12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs, the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with Bigshare Services Private Limited ("Bigshare") for facilitating voting through electronic means, as the authorized E-Voting's agency. The facility of casting votes by a member using remote e-voting will be provided by Bigshare.
13. The facility for voting by poll shall also be made available at the EGM and the Members attending the meeting who have not already cast their vote by remote e-voting shall be able to exercise their right to vote at the EGM by poll. Poll is conducted under the supervision of the Scrutinizer appointed for remote e-voting and poll. Scrutinizer decision on validity of votes will be final.
14. The Chairman shall at the meeting, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of Scrutinizer, by use of Polling Paper for all those members who are present at the meeting but have not cast their votes by availing the remote e-voting facility.
15. The Company has appointed Mr. N Vanitha, a Practicing Company Secretary (Membership No.:26859), who in the opinion of the Board is a duly qualified person, as a Scrutinizer who will scrutinize the voting process in a fair and transparent manner. The Scrutinizer shall submit her report of the votes cast in favour or against, if any, to the Chairman of the Company within 2 working days of the completion of EGM.
16. The cut-off date for the purpose of remote e-voting and voting at the EGM shall be Friday, November 28, 2025. The voting right of members shall be in proportion to their shares in the paid-up equity share capital of the Company as on Cut-off date.
17. The remote e-voting period begins on Tuesday, December 02, 2025 at 09.00 A.M. and ends on Thursday, December 04, 2025 at 05.00 P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., Friday, November 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by CSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
18. The Members who have casted their vote by remote e-voting prior to the EGM may also attend the EGM but shall not be entitled to cast their vote again.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- i. The voting period begins on Tuesday, December 02, 2025 at 09.00 A.M and ends on Thursday, December 04, 2025 at 05.00P.M. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. Friday, November 28, 2025 may cast their vote electronically. The e-voting module shall be disabled by Bigshare for voting thereafter.
- ii. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

- iii. Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- iv. In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

1. Pursuant to above said SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi/Easiest is https://web.cdslindia.com/myeasitoken/home/login or visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of BIGSHARE the e-Voting service provider and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. BIGSHARE, so that the user can visit the e-Voting service providers' website directly.

	3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link https://evoting.cdslindia.com/Evoting/EvotingLogin. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress, and also able to directly access the system of all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-voting period.
Individual Shareholders holding securities in demat mode with NSDL	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be re-directed to i-Vote website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name BIGSHARE and you will be redirected to i-Vote website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page with all e-Voting Service Providers. Click on BIGSHARE and you will be re-directed to i-vote (E-voting website) for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free No. 1800 22 55 33.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022- 48867000.

2. Login method for e-Voting for shareholder other than individual shareholders holding shares in Demat mode & physical mode is given below:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on “**LOGIN**” button under the ‘**INVESTOR LOGIN**’ section to Login on E-Voting Platform.
- Please enter you ‘**USER ID**’ (User id description is given below) and ‘**PASSWORD**’ which is shared separately on you register email id.
 - Shareholders holding shares in **CDSL demat account should enter 16 Digit Beneficiary ID** as user id.
 - Shareholders holding shares in **NSDL demat account should enter 8 Character DP ID followed by 8 Digit Client ID** as user id.
 - Shareholders holding shares in **physical form should enter Event No + Folio Number** registered with the Company as user id.

Note If you have not received any user id or password please email from your registered email id or contact i-vote helpdesk team. (Email id and contact number are mentioned in helpdesk section).

- Click on **I AM NOT A ROBOT (CAPTCHA)** option and login.

NOTE: If Shareholders are holding shares in demat form and have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**INVESTOR LOGIN**' tab and then Click on '**Forgot your password?**'
- Enter "**User ID**" and "**Registered email ID**" Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on '**Reset**'.

(In case a shareholder is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for shareholders on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.
- Click on "**VIEW EVENT DETAILS (CURRENT)**" under '**EVENTS**' option on investor portal.
- Select event for which you are desire to vote under the dropdown option.
- Click on "**VOTE NOW**" option which is appearing on the right-hand side top corner of the page.
- Cast your vote by selecting an appropriate option "**IN FAVOUR**", "**NOT IN FAVOUR**" or "**ABSTAIN**" and click on "**SUBMIT VOTE**". A confirmation box will be displayed. Click "**OK**" to confirm, else "**CANCEL**" to modify. Once you confirm, you will not be allowed to modify your vote.
- Once you confirm the vote you will receive confirmation message on display screen and also you will receive an email on your registered email id. During the voting period, members can login any number of times till they have voted on the resolution(s). Once vote on a resolution is casted, it cannot be changed subsequently.
- Shareholder can "**CHANGE PASSWORD**" or "**VIEW/UPDATE PROFILE**" under "**PROFILE**" option on investor portal.

3. Custodian registration process for i-Vote E-Voting Website:

- You are requested to launch the URL on internet browser: <https://ivote.bigshareonline.com>
- Click on "**REGISTER**" under "**CUSTODIAN LOGIN**", to register yourself on Bigshare i-Vote e-Voting Platform.
- Enter all required details and submit.
- After Successful registration, message will be displayed with "**User id and password will be sent via email on your registered email id**".

NOTE: If Custodian have registered on to e-Voting system of <https://ivote.bigshareonline.com> and/or voted on an earlier event of any company then they can use their existing user id and password to login.

- If you have forgotten the password: Click on '**LOGIN**' under '**CUSTODIAN LOGIN**' tab and further Click on '**Forgot your password?**'

- Enter “**User ID**” and “**Registered email ID**” Click on **I AM NOT A ROBOT (CAPTCHA)** option and click on ‘**RESET**’.

(In case a custodian is having valid email address, Password will be sent to his / her registered e-mail address).

Voting method for Custodian on i-Vote E-voting portal:

- After successful login, **Bigshare E-voting system** page will appear.

Investor Mapping:

- First you need to map the investor with your user ID under “**DOCUMENTS**” option on custodian portal.
 - Click on “**DOCUMENT TYPE**” dropdown option and select document type power of attorney (POA).
 - Click on upload document “**CHOOSE FILE**” and upload power of attorney (POA) or board resolution for respective investor and click on “**UPLOAD**”.

Note: The power of attorney (POA) or board resolution has to be named as the “**InvestorID.pdf**” (Mention Demat account number as Investor ID.)

 - Your investor is now mapped and you can check the file status on display.

Investor vote File Upload:

- To cast your vote select “**VOTE FILE UPLOAD**” option from left hand side menu on custodian portal.
- Select the Event under dropdown option.
- Download sample voting file and enter relevant details as required and upload the same file under upload document option by clicking on “**UPLOAD**”. Confirmation message will be displayed on the screen and also you can check the file status on display (Once vote on a resolution is casted, it cannot be changed subsequently).
- Custodian can “**CHANGE PASSWORD**” or “**VIEW/UPDATE PROFILE**” under “**PROFILE**” option on custodian portal.

Helpdesk for queries regarding e-voting:

Login type	Helpdesk details
Shareholder’s other than individual shareholders holding shares in Demat mode & Physical mode.	In case shareholders/ investor have any queries regarding E-voting, you may refer the Frequently Asked Questions (‘FAQs’) and i-Vote e-Voting module available at https://ivote.bigshareonline.com , under download section or you can email us to ivote@bigshareonline.com or call us at: 1800 22 54 22, 022-62638338

STATEMENTS PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SECRETARIAL STANDARD ON GENERAL MEETINGS (SS-2) SETTING OUT THE MATERIAL FACTS IN RESPECT OF ITEM NOS. 1 AND 2 OF THE ACCOMPANYING NOTICE ARE AS UNDER:

ITEM NO. 1

The Company currently holds 23,96,000 equity shares with a face value ₹10/- each in M/s Nicos Consulting Private Limited (The “Associate Company”). In a strategic move to capitalize on positive market conditions and enhance corporate liquidity and in order to realize its investments, the Board of Directors, proposes to disinvest its entire holding in Nicos Consulting by selling these 23,96,000 equity shares to the Company's promoters. The Board believes that this sale is in the best interest of the Company as it will unlock significant value from non-core investment and to meet the long-term objectives of the Company. The share price for the transaction will be determined based on an independent valuation report.

The said investment will be sold to the following persons by the Board of Directors of the company at a price which is to be determined by valuation by the registered valuer by the Valuation report:

S. No.	Name of the person	No. of shares
1	Mrs. Sobharani Nandury (Promoter and Wholetime Director of the Company)	11,98,000
2	Ms. Vennela Nandury (Promoter of the Company)	11,98,000
	Total	23,96,000

The relevant details with respect to the transfer / sale of the investment in the WOS to the Holding Company, pursuant to Regulation 37A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with other relevant information for the members, are outlined as under:

S. No.	Particulars	Details
1	The object of and Commercial Rationale for the proposed transfer / Sale of WOS to the Holding Company	Realization of investment in light of favourable market conditions
2	The use of proceeds arising from such sale / transfer.	To meet the long-term objectives of the Company.

Section 180(1)(a) of the Companies Act, 2013, provides that the consent of the shareholders of the Company by way of a special resolution would be required in order to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company. The Companies Act, 2013, defines “undertaking” shall mean an undertaking in which the investment of the company exceeds twenty per cent of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates twenty per cent of the total income of the company during the previous financial year; and the expression “substantially the whole of the undertaking” in any financial year shall mean twenty per cent or more of the value of the undertaking as per the audited balance sheet of the preceding financial year.

Further, the provisions of Regulation 24(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable to the Company by virtue of the exemptions as granted under Regulation 15(2) of the said regulations.

Accordingly, Shareholders' approval is being sought by a Special Resolution to enable the Company to sell and transfer its entire investment in the M/s Nicosia Consulting Private Limited (the "Associate Company").

Except for Mrs. Sobharani Nandury (Whole-time Director), Mrs. Suchitra Nandury (Director), and Mr. Tejaswy Nandury (Director), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the relevant Special Resolution set forth at item no. 1 in the Notice for the approval of the shareholders.

ITEM NO. 2:

In reference to the facts as mentioned in the explanatory statement for the Item No.1 of this notice of Extra Ordinary General meeting notice, your company is seeking your approval in the form of special resolution for the sale/transfer of its entire investment in M/s Nicosia Consulting Private Limited (the "Associate Company") to related parties as per the provisions of Section 188 of the Companies Act, 2013 and rules made thereunder.

As the proposed transaction of selling/transferring the investments in Nicosia Consulting Private Limited (the "Associate Company") is to be made to the promoters, who are related parties, which exceeds the requisite threshold limits as specified under Section 188(1)(a) of the Companies Act, 2013 read with rule 15 of Companies (Meeting of Board and Its Powers) Rules, 2015 as the selling, purchase or supply of goods or material with related party, amounting to ten percent or more of the turnover of the company requires prior approval the shareholders of the Company by passing a resolution. As the proposed transaction exceeds the threshold limit of turnover of your Company and therefore requires your approval.

Further, the provisions of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which inter-alia requires the shareholders' approval for the aforesaid transaction, are not applicable to the Company by virtue of the exemptions as granted under Regulation 15(2) of the said regulations, hence disclosure requirements as specified under regulation 23 and master circular on SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are not applicable.

In light to the aforesaid, Shareholders' approval is being sought by an Ordinary Resolution to enable the Company to sell and transfer its entire investment in M/s Nicosia Consulting Private Limited (the "Associate Company") to following related parties by the Board of Director of the company at a price which is to be determined by valuation by the registered valuer by the Valuation report:

S. No.	Name of the Person	No. of shares
1	Mrs. Sobharani Nandury (Promoter and Wholetime Director of the Company)	11,98,000
2	Ms. Vennela Nandury (Promoter of the Company)	11,98,000
	Total	23,96,000

The relevant details with respect to Related Party Transactions to be entered into with Promoters, pursuant to sub-rule rule (3) of Rule 15 of Companies (Meeting of Board and its Power) Rules, 2015 along with other relevant information for the members, are outlined as under:

S. No.	Particulars	Details
1.	Name of the related party(ies)	1.Sobharani Nandury (Promoter and Whole Director of the company) 2. Vennela Nandury (Promoter of the Company)
2	Name of the director or key managerial personnel who is related, if any	1. Sobharani Nandury, Whole-time director 2. Suchitra Nandury, Director 3. Tejaswy Nandury, Director
3	Nature of relationship	1.Mrs. Sobharani Nandury - Promoter and Whole Director of the company is the mother of Vennela Nandury. 2. Ms. Vennela Nandury -Promoter of the Company is the daughter of Mrs. Sobharani Nandury.
4	Nature, material terms, monetary value and particulars of the contract or arrangements	Sale of 23,96,000 equity shares of ₹10/- each held in M/s Nicosia Consulting Private Limited at a price arrived as per valuation report.

The shareholders may note that in terms of the proviso to Section 188 of the Companies Act, 2013, no member of the company shall vote on such resolution to approve any contract or arrangement which may be entered into by the company, if such member is a related party. Considering the aforesaid fact, Promoters being interested, being a related party, shall not be entitled to vote on this resolution.

Except for Mrs. Sobharani Nandury (Whole-time Director), Mrs. Suchitra Nandury (Director), and Mr. Tejaswy Nandury (Director), none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the proposed resolution.

The Board recommends the Ordinary Resolution set forth at item no. 2 in the Notice for the approval of the shareholders.

Photon Capital Advisors Limited

CIN: L65910TG1983PLC004368

Registered Office: Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad, Telangana, India, 500033.

Email: info@pcalindia.com, Website: info@pcalindia.com

ATTENDANCE SLIP

Extra-Ordinary General Meeting to be held on Friday, December 05, 2025 at 10.00 AM at Registered Office Situated at Plot. No.90-A, Road No.9 Jubilee Hills, Hyderabad, Telangana, India, 500033.

DP Id*	
Client Id*	
Regd. Folio No.	

Name and Address of the Shareholder: _____

No. of Share(s) held: _____

I certify that I am a member/proxy for a member of the Company. I hereby record my presence at the Extra-Ordinary General Meeting of the Company at Registered Office Situated at Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad, Telangana, India, 500033 at 10.00 AM on Friday, December 05, 2025.

** Member's/Proxy's name in Block Letters

** Member's/Proxy's Signature

Notes:

- please sign this attendance slip and hand it over at the Attendance Verification Counter at the Entrance of the Meeting Hall.
- This Attendance Slip is valid only in case shares are held on the date of the meeting.

* Applicable for Investors holding shares in electronic form.

** Strike out whichever is not applicable.

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PROXY FORM

(Form No.MGT-11)

(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 Member(s):

Registered address:

E-mail Id:

Folio No. / Client ID No.:DP ID No.

I / We, being the member(s) of Shares of Photon Capital Advisors Limited, hereby
point

1. Name:E-mail Id:

Address:

..... Signature:

or failing him

2. Name:E-mail Id:

Address:

..... Signature:

Or failing him

3. Name:E-mail Id:

Address:

..... Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra – Ordinary
General Meeting of the Company to be held on Friday, December 05, 2025 at 10.00 AM at Registered
Office Situated at Plot. No.90-A, Road No.9 Jubilee Hills, Hyderabad, Telangana, India, 500033 and at
any adjourn thereof in respect of such resolutions as are indicated below:

Resolution No.	Resolutions
1	Approval for Selling or Disposing of Assets / Undertaking of the Company by way of transfer of Investment (Equity Shares) in M/s. Nicosia Consulting Private Limited (Associate Company).
2	Approval for proposed Related Party Transaction(s) with Mrs. Sobharani Nandury and Ms. Vennela Nandury, Promoters of the Company

Signed this day of 2025

Affix Re.1
Revenue
Stamp

Signature of shareholder.....

Signature of Proxy holder(s).....

NOTES:

1. This Form in order to be effective should be duly completed and deposited at the Registered Office of the Company Situated at Plot. No.90-A, Road No.9 Jubilee Hills, Hyderabad, Telangana, India, 500033, not less than 48 hours before the commencement of the Meeting.

Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/Proxy.

2. A Proxy need not be a member of the Company
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% 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. For the Resolutions, Explanatory Statement and Notes, please refer to the Notice of the Extra-Ordinary General Meeting.
5. It is optional to put an 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the 'For' or 'against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
6. Please complete all details including details of member(s) in above box before submission.

Photon Capital Advisors Limited

CIN: L65910TG1983PLC004368

Registered Office: Plot. No.90-A, Road No.9 Jubilee Hills, Hyderabad, Telangana, India, 500033.

Email: info@pcalindia.com, Website: info@pcalindia.com

Form No. MGT-12

POLLING PAPER

[Pursuant to Section 109(5) of the Companies Act, 2013 and Rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

1. Name of the First Named Shareholder (in block letters)

2. Postal address:

.....

3. Registered Folio No./*Client ID No.

(*Applicable to investors holding shares in dematerialized form)

4. Class of Share(s)

I hereby exercise my vote at the Extra – Ordinary General Meeting of the Company to be held on Friday, December 05, 2025 at 10.00 AM at Registered Office Situated at Plot. No.90-A, Road No.9 Jubilee Hills, Hyderabad, Telangana, India, 500033 in respect of Ordinary/Special Resolutions enumerated below by recording my assent or dissent to the said Resolution in the following manner:

Resolution No.	Resolutions	Optional	
		For	Against
1	Approval for Selling or Disposing of Assets / Undertaking of the Company by way of transfer of Investment (Equity Shares) in M/s. Nicos Consulting Private Limited (Associate Company).		
2	Approval for proposed Related Party Transaction(s) with Mrs. Sobharani Nandury and Ms. Vennela Nandury, Promoters of the Company		

(Name & Signature of the PROXY)

(Signature of the Shareholder)

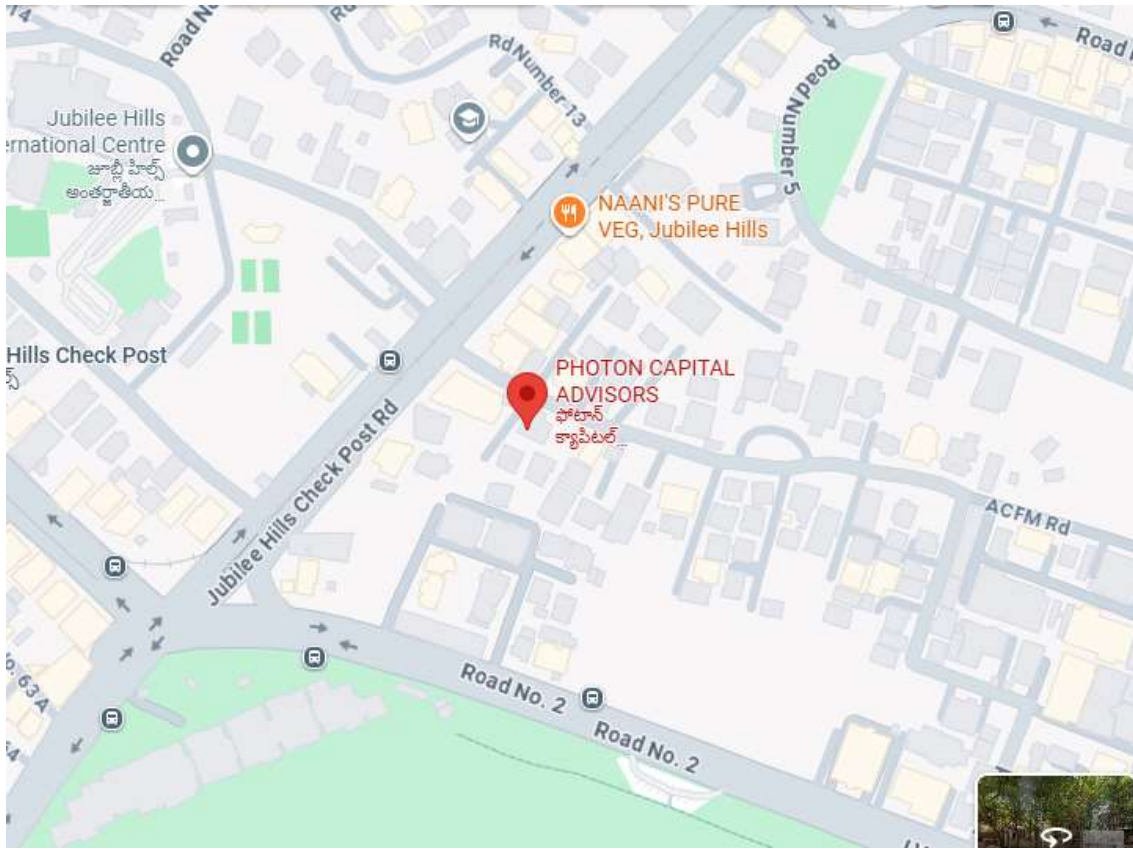
Note: Proxy who are attending and voting in this general meeting on behalf of some members are requested to first write their name before signing it.

Date: _____

Place: _____

[illegible]

Route Map for Venue of the Meeting



Photon Capital Advisors Limited
Plot No. 90-A, Road No. 9, Jubilee Hills, Hyderabad - 500 033.
Phone No.: +91 9951339995
Website : www.pcalindia.com
Email ID: info@pcalindia.com