

PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad-500 033, Telangana,
Tel/Fax No: 091-9951339995, Website: <http://www.pcalindia.com>
Email Id info@pcalindia.com

NOTICE

Notice is hereby given that the 32nd Annual General Meeting of the company will be held on Friday, the 29th September, 2017 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:

(a) The audited standalone financial statements of the company for the financial year ended 31st March, 2017 and the reports of the Board of Directors and Auditors thereon.

(b) The audited consolidated financial statements of the Company for the financial year ended 31st March, 2017 and the report of Auditors thereon.

2. To appoint a Director in the place of Mrs. Suchitra Nandury having director identification number 00568167 who retires by rotation and being eligible offers herself for re-appointment.

3. 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 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 and to fix their remuneration.

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.

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

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
DIN: 00041571

Place: Hyderabad
Date: 10.08.2017

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 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.
3. 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.
4. 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.
5. The Register of members and transfer Books of the Company will be closed from 23rd September 2017 to 29th September 2017 (both days inclusive).
6. 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. Gopireddy Malyadri, 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. The 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 2017. 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 2017 is available on the Company's website, www.pcalindia.com.

Members are requested to note that the e-voting will open on 26th September, 2017 and shall remain open for 4 days i.e. up to 28th September, 2017. E-voting shall not be allowed beyond 5 p.m on 28th September, 2017.

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 Mr. K. Sreedhar Babu, Compliance officer of the Company on 995133995, 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/FIIs/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.