

PHOTON CAPITAL ADVISORS LIMITED

**31st ANNUAL REPORT
2015-2016**

BLANK

PHOTON CAPITAL ADVISORS LIMITED

Board of Directors	
Whole-time Director	Mr. Tejaswy Nandury
Independent Directors	Mr. J. Narasimha Rao Mr. V R Shankara
Non-Executive Directors	Mrs. Suchitra Nandury Mrs. Sobha Rani Nandury
Chief Financial Officer	Mr. Sreedhar Babu Kanuri
Company Secretary	Mr. D. M. Basha
Auditors	M/s. K. Vijayaraghavan & Associates LLP Chartered Accountants Hyderabad
Bankers	HDFC Bank Ltd, Banjara Hills Branch, Hyderabad. Syndicate Bank, Banjara Hills Branch, Hyderabad. ING Vysya Bank Now Kotak Mahindra Bank, Madhapur Branch, Hyderabad
Registered Office	Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad - 500 033, Telangana Phone No. 040-40062950 Website : www.pcalindia.com Email ID : info@pcalindia.com
Registrars & Transfer Agents	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No 31&32, Gachibowli, Financial District, Nanakramguda, Serilingampally Hyderabad-500 032, Ph: 040-6716 1606/1602. Email Id: einward.ris@karvy.com

PHOTON CAPITAL ADVISORS LIMITED

NOTICE

Notice is hereby given that the 31st Annual General Meeting of the company will be held on Friday, the 30th September, 2016 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 statement of the company for the financial year ended 31st March, 2016 and the reports of the Board of Directors and Auditors thereon.
 - (b) The audited consolidated financial statement of the Company for the financial year ended 31st March, 2016 and the report of Auditors thereon.
2. To appoint a Director in the place of Mrs.Sobharani Nandury having director identification number 00567002 who retires by rotation and being eligible offers herself for re-appointment.
3. To ratify the appointment of M/s. K. Vijayaraghavan & Associates LLP, Chartered Accountants, Hyderabad, who were appointed as Auditors of the company in the 29th Annual General Meeting pursuant to section 139 of the Companies Act, 2013 and to fix their remuneration.

// By Order of the Board //
for **PHOTON CAPITAL ADVISORS LIMITED**

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
(DIN: 00041571)

Place: Hyderabad
Date: 10.08.2016

PHOTON CAPITAL ADVISORS LIMITED

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 25th September 2016 to 30th September 2016 (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. Gopi Reddy 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. 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 2016. 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 2016 is available on the Company's website, www.pcalindia.com.
Members are requested to note that the e-voting will open on 26th September, 2016 and shall remain open for 4 days i.e. up to 29th September, 2016. E-voting shall not be allowed beyond 5 p.m on 29th September, 2016.
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. D. M. Basha, Company Secretary & Compliance officer of the Company on +91 9493851015, 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

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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.

PHOTON CAPITAL ADVISORS LIMITED

DIRECTORS' REPORT

To,

The Members of
PHOTON CAPITAL ADVISORS LIMITED

Your Directors are pleased to present the 31st Annual Report together with Audited Accounts of the Company for the year ended 31st March, 2016.

FINANCIAL RESULTS

(₹ in Lakhs)

PARTICULARS	Standalone		Consolidated	
	2015-16	2014-15	2015-16	2014-15
Income from operations	32.13	46.66	32.13	46.66
Other Income	2.60	3.44	2.74	4.01
Expenditure	63.99	75.00	64.31	75.50
Profit/(loss) before tax	(32.98)	(29.70)	(33.15)	(29.62)
Provision for tax(Incl. deferred Tax)	(28.95)	(11.09)	(28.95)	(11.02)
Profit/(loss) after tax	(4.03)	(18.60)	(4.12)	(18.99)

REVIEW OF OPERATIONS :

During the year under review, the company has made revenue of Rs. 32.13 lakhs from operations and Rs. 2.60 lakhs from other Income aggregating to Rs. 34.73 lakhs and posted a net loss of Rs. 4.03 lakhs as per the standalone financials for the financial year 2015-16.

During the year under review, the company has made revenue of Rs. 32.13 lakhs from operations and Rs. 2.74 lakhs from other Income aggregating to Rs. 34.88 lakhs and posted a net loss of Rs. 4.12 lakhs as per the consolidated financials for the financial year 2015-16.

After more than a year of not showing any meaningful trends, the Indian equity market slowly began an upward climb to the highs made the previous year. The bond market also rallied on the back of easing monetary policy. As a result our investment portfolio showed mark to market gains of Rs.163.23 Lakhs as of 31st March 2016. This is a gain of 28.20% on our investment.

SUBSIDIARIES :

Your Board of Directors has reviewed the affairs of the Subsidiary Company, Soven Management Associates Private Limited and included the audited consolidated financial statements for the financial year 2015-16 in this Annual Report as required under Section 134 of the Companies Act 2013. The statement containing the salient feature of the financial statement of a company's subsidiary in form AOC-1 is enclosed as **Annexure-I**.

MANAGEMENT DISCUSSION AND ANALYSIS :

Industry structure and developments :

Except some regulatory changes made by the RBI, there have been no substantial changes in the NBFC industry as a whole.

Opportunities and threats :

The Government at the centre has shown its commitment to fiscal conservatism and has steadily been bringing down the fiscal deficit. Eventually, this policy is going to show results in terms of reduced inflation and interest rates. This is bound to impact Indian equity and bond markets positively. The government has also been steadily making small reforms and promises to overhaul the indirect tax system. Both these factors are also positive for the Indian economy. However, several external threats exist in the present environment. There is a critical American election. The improving economies of the developed world may also result in monetary tightening. The US Federal Reserve has been taking some steps towards normalizing monetary policy from historically low levels. These factors may increase volatility in global equities and shake up currency markets worldwide.

Segment-wise or product-wise performance :

Since the Company does not operate in different sectors, the segment wise performance of the financials are not applicable.

Outlook :

The present government has clearly shown itself to be fiscally conservative and business friendly. This combined with a benign global environment present a highly favourable environment for equity investors.

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Risks and concerns :

Your Company has continued to minimize risks from external factors and has constantly preferred and adopted methods and systems in its economic activities with low element of risk. In the current and future years, your company will further strengthen and bolster its efforts to minimize or negate all risk factors. However, external factors of foreign currencies and impact of global slowdown, currency corrections of other large growing economies do cause concern to all enterprises and your company does consider this as a concern. Nevertheless, such factors will be dealt with caution and adequate foresight.

Internal financial control systems and their adequacy :

The Company has an Internal Control System commensurate with the size, scale and complexity of its operations. The scope and authority of the Internal Audit (IA) function is defined in the Internal Audit Charter. To maintain its objectivity and independence, the Internal Audit function reports to the Chairman of the Audit Committee of the Board.

The Internal Audit Department monitors and evaluates the efficacy and adequacy of internal control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and its subsidiaries. Based on the report of internal audit function, process owners undertake corrective action in their respective areas and thereby strengthen the controls. Significant audit observations and corrective actions thereon are presented to the Audit Committee of the Board.

Material developments in Human Resources / Industrial Relations front, including number of people employed :

No new employees have been employed during the year under review. The company has not made significant development in human resources.

DIVIDEND :

As the company incurred loss during the financial year 2015-16, your Board of directors do not recommend any dividend.

BOARD OF DIRECTORS :

As per the provisions of section 152 of the Companies Act, 2013, Mrs. Sobharani Nandury, who retires by rotation at the ensuing Annual General Meeting and being eligible offer herself for re-appointment. The board recommends her re-appointment.

BOARD MEETINGS :

Four (04) meetings of the Board of Directors were held during the financial year and the details are given in paragraph 2 (d) of Corporate Governance report attached to this Annual Report.

EXTRACT OF ANNUAL RETURN :

Pursuant to section 92(3) of the Companies Act, 2013 ('the Act') and rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of annual return in form MGT-9 is enclosed as **Annexure II**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS :

The company has not granted any loans or given any guarantees or made any investments covered under the provisions of Section 186 of the Companies Act, 2013.

RELATED PARTY TRANSACTIONS :

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and regulation 23 of SEBI (LODR) Regulations, 2015 during the financial year were in the ordinary course of business and on an arm's length pricing basis. There were no materially significant transactions with related parties during the financial year which were in conflict with the interest of the Company. Suitable disclosure as required by the Accounting Standards (AS18) has been made in the notes to the financial statements. The details of related party transactions entered is enclosed as **Annexure-III**

CORPORATE SOCIAL RESPONSIBILITY :

In terms of Section 135 of the companies Act, 2013, every company having net worth of rupees five hundred crore or more, or turnover of rupees one thousand crore or more or a net profit of rupees five crore or more during any of the three immediately preceding financial years shall constitute CSR Committee and formulate a Corporate Social Responsibility (CSR) Policy. Since, the Company does not fall under the said criteria during any of the three immediately preceding financial years, the provisions of Sec 135 of the Companies Act, 2013, Schedule VII and the rules made thereunder are not applicable to the Company.

Accordingly, a report on CSR activities as per rule 9 of the Companies (Corporate Social Responsibility) Rules, 2014 is not applicable.

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CONSERVATION OF ENERGY, TECHNOLOGY, ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO :

The required information as per section 134(3)(m) of the Companies Act 2013, is provided hereunder :

CONSERVATION OF ENERGY :

The Company has been continuously making efforts to reduce energy consumption. The management is striving to achieve cost reduction by economical usage of energy and to bring a general awareness about energy conservation among employees.

(i) The steps taken or impact on conservation of energy :

The company does not fall in those list of industries which consumes high energy resources, However the company making efforts to reduce the energy consumption.

(ii) The steps taken by the company for utilizing alternate source of energy :

Not applicable

(iii) The capital investment on energy conservation equipment :

No capital investment made as the company is consuming very less energy.

TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNINGS AND OUT GO :

There was no technology absorption and no foreign exchange earnings or outgo, during the year under review. Hence, the information as required under Section 134(3)(m) of the Companies Act, 2013 read with The Companies (Accounts) Rules, 2014 is to be regarded as Nil.

The Company has not entered into any technology transfer agreement.

PARTICULARS OF EMPLOYEES :

The Company has not employed any individual whose remuneration exceeds the limits prescribed under the provisions of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

STATUTORY AUDITORS :

M/s. K. Vijayaraghavan & Associates LLP, Chartered Accountants, Hyderabad, have been appointed as statutory Auditors of the company for a period of three years at the Annual General Meeting held on 29th September 2014. Pursuant to section 139 of the Companies Act, the Auditors appointment shall be ratified at the ensuing annual general meeting. The Board recommended the ratification of the appointment of Auditor for the financial year 2016-17.

INTERNAL AUDITORS :

Pursuant to section 138 of the Companies Act, 2013, the Board in its meeting held on 30.05.2016 has appointed M/s. M. Anandam & Co, Chartered Accountants, Hyderabad, as Internal Auditors of the company for the financial year 2016-17.

SECRETARIAL AUDITOR :

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s SGP & Associates, Company Secretaries, a firm of Company Secretaries in Practice to undertake the Secretarial Audit of the Company and the Report on the Secretarial Audit for the financial year 2015-16 is enclosed herewith as **Annexure IV**.

DETAILS FRAUDS REPORTED BY AUDITORS U/S 143 :

The auditors have not reported any frauds pursuant to sec.143 (12) of the Companies Act, 2013. Hence, the information to be provided pursuant to Section 134 (3) (ca) of the Companies Act, 2013, may be treated as **NIL**.

CONSOLIDATED FINANCIAL STATEMENTS :

The Consolidated Financial Statements of the Company prepared in accordance with relevant Accounting Standards (AS) viz. AS 21, and AS 23 issued by the Institute of Chartered Accountants of India form part of this Annual Report.

CORPORATE GOVERNANCE :

As a listed company, necessary measures have been taken to comply with the SEBI (LODR) Regulations, 2015. A report on Corporate Governance, along with a certificate of compliance from the Auditors, forms part of this Report as **Annexure V**.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS :

Pursuant to section 134 (3) (d) of the Companies Act, 2013, a statement shall be made on declaration given by Independent Directors under sec 149 (6) of the companies Act, 2013 in the Board report.

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The Board has received declarations from the Independent Directors, as required under Sec 149 (7) of the Companies Act, 2013 stating the fulfilment of criteria mentioned in the sub section (6) of Sec 149 of the Companies Act, 2013 and the rules made thereunder and recorded the same in the board meeting held on 30.05.2016.

NOMINATION AND REMUNERATION POLICY CRITERIA FOR SELECTION AND REMUNERATION OF DIRECTORS, KMP AND EMPLOYEES :

The Nomination and Remuneration Committee of the Board, comprises two Independent Non-Executive Directors namely Mr. Narasimha Rao Joga, Mr. V.R. Shankara and one Non-Independent Non-Executive Director, namely Mrs. Suchitra Nandury.

The key features of the Nomination and Remuneration Policy as framed by the Nomination and Remuneration Committee of the company are set out below :

Selection criteria for Directors :

The Company shall consider the following aspects while appointing a person as a Director on the Board of the Company :

Skills and Experience: The candidate shall have appropriate skills and experience in one or more fields of finance, law, management, sales, marketing, administration, public administrative services, research, corporate governance, technical operations or any other discipline related to the Company's business.

Age Limit: The candidate should have completed the age of twenty-one (21) years and should not have attained the age of seventy (70) years for appointment as Managing Director or Whole Time Director.

Conflict of Interest : The candidate should not hold Directorship in any competitor company, and should not have any conflict of interest with the Company.

Directorship: The number of companies in which the candidate holds Directorship should not exceed the number prescribed under the Act.

Independence: The candidate proposed to be appointed as Independent Director, should not have any direct or indirect material pecuniary relationship with the Company and must satisfy the requirements imposed under the Act.

The policy provides that while appointing a Director to the Board, due consideration will be given to approvals of the Board and/or shareholders of the Company in accordance with the Act.

Remuneration for Directors, KMP and other Employees

The policy provides that the remuneration of Directors, KMP and other employees shall be based on the following key principles :

- Pay for performance: Remuneration of Executive Directors, KMP and other employees is a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goal. The remuneration of Non-Executive Directors shall be decided by the Board based on the profits of the Company and industry benchmarks.
- Balanced rewards to create sustainable value: The level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors and employees of the Company and encourage behaviour that is aligned to sustainable value creation.
- Competitive compensation: Total target compensation and benefits are comparable to peer companies in the industry and commensurate to the qualifications and experience of the concerned individual.
- Business Ethics: Strong governance processes and stringent risk management policies are adhered to, in order to safeguard our stakeholders' interest.

REPLIES TO THE QUALIFICATIONS OF THE AUDITORS UNDER 134 (3) (f) :

Since no qualifications have been reported in the Audit report, the Board of Directors need not give any replies in the Annual report.

TRANSFER TO RESERVES

During the financial year under review, no amount has been transferred to the reserves.

MATERIAL CHANGES AND COMMITMENTS OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR AND THE DATE OF THE REPORT AFFECTING THE FINANCIAL POSITION OF THE COMPANY :

There were no material changes from the end of the financial year till the date of this report, affecting the financial position of the Company.

DETAILS OF DEPOSITS UNDER CHAPTER V :

The company has not accepted deposits from the members/public falling within the meaning of section 73 and/or Sec 76 of the companies Act, 2013 and the companies (Acceptance of Deposits) Rule,2014. Accordingly, furnishing of the details of deposits which are not in compliance with the requirements of Chapter V of the Companies Act, 2013 does not arise.

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FORMAL ANNUAL EVALUATION MADE BY THE BOARD OF ITS OWN PERFORMANCE AND OF ITS COMMITTEES AND INDIVIDUAL DIRECTORS :

Keeping in view the various provisions of the Companies Act, 2013 and SBI (LODR) Regulations, 2015 dealing with powers, duties and functions of the Board of the Company, your Company has adopted criteria for evaluating the performance of its Board, Committees and other Directors including Independent Directors applicable from the financial year 2015-16. The said criteria contemplates evaluation of Directors based on their performance as directors apart from their specific role as independent, non-executive and executive directors as mentioned below :

- a. Executive Directors, being evaluated as Directors as mentioned above, will also be evaluated on the basis of targets / Criteria given to executive Directors by the board from time to time as well as per their terms of appointment.
- b. Independent Directors, being evaluated as a Director, will also be evaluated on meeting their obligations connected with their independence criteria as well as adherence with the requirements of professional conduct, roles, functions and duties specifically applicable to Independent Directors as contained in Schedule IV to the Companies Act, 2013.

The criteria also specifies that the Board would evaluate each committee's performance based on the mandate on which the committee has been constituted and the contributions made by each member of the said committee in effective discharge of the responsibilities of the said committee. The Board of Directors of your company has made annual evaluation of its performance, its committees and directors for the financial year 2015-16 based on afore stated criteria.

DISCLOSURES :

Audit Committee:

The Audit Committee comprises three members namely Mr. J. Narasimha Rao (Chairman & Independent Director), Mr. V.R. Shankara (Independent Director) and Mrs. Suchitra Nandury (Non Independent Director). All the recommendations made by the Audit Committee were accepted by the Board.

Vigil Mechanism:

The Vigil Mechanism of the Company, which also incorporates a whistle blower policy in terms of the SEBI (LODR) Regulations, 2015, includes Vigilance and Ethics officer, Senior executive of the Company. Protected disclosures can be made by a whistle blower through an e-mail, or telephone or a letter to the officer or to the Chairman of the Audit Committee. The Policy on vigil mechanism and whistle blower policy may be accessed on the Company's website at the link: <http://www.pcalindia.com>

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the financial year 2015-16 and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16, are as under :

Sl No	Name of Director/KMP and Designation	Remuneration of Director/KMP for financial year 2015-16	% increase in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director to median remuneration of employees
1.	Mr. Tejaswy Nandury, Whole Time Director	Nil	Nil	Nil
2.	Mr. Narasimha Rao Joga, Director	Nil	Nil	Nil
3.	Mr. V.R. Shankara, Director	Nil	Nil	Nil
4.	Mrs. Sobha Rani Nandury, Director	Nil	Nil	Nil
5.	Mrs. Suchitra Nandury, Director	Nil	Nil	Nil
6.	Mr. DM Basha, Company Secretary	1,80,000	Nil	0.90
7.	Mr. K Sreedhar Babu, Chief Financial Officer	8,25,000	0.1	4.15

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- (ii) The median remuneration of employees of the Company during the financial year was Rs. 1,98,900/-
- (iii) In the financial year, there was an increase of 29.58% in the median remuneration of employees;
- (iv) There were 6 (Six) permanent employees on the rolls of Company as on March 31, 2016;
- (iv) Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year i.e. 2015-16 was 11.41 % whereas the increase in the managerial remuneration for the same financial year was 8.06 % and
- (v) It is hereby affirmed that the remuneration paid is as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

GENERAL :

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review :

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of Employee stock option Scheme
4. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
5. Whole-time Directors of the Company did not receive any remuneration or commission from any of its subsidiaries.
6. No significant or material orders were passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

Your Directors further state that during the year under review, there were no cases filed pursuant to the sexual Harassment of women at workplace (Prevention, Prohibition and Redressal) Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to the provisions of Sec 134(3)(C) of the Companies Act, 2013 the Board of Directors of your Company hereby certifies and confirms that:

- a. In the preparation of the Annual Accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. The Directors have selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the loss of the Company for that year;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
- d. The Directors have prepared the Annual accounts on a going concern basis.
- e. The directors, has laid down internal financial control to be followed by the company and that such internal financial controls are adequate and operating effectively;
- f. The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ACKNOWLEDGEMENTS :

Your Directors gratefully acknowledge the support and co-operation extended by all the shareholders, customers, bankers, mutual funds, share brokers to your company during the year and look forward to their continued support.

Your Directors also place on record their appreciation of the dedication and commitment displayed by the employees of the company.

//On behalf of the Board//
For **PHOTON CAPITAL ADVISORS LIMITED**

Sd/-
V R SHANKARA
DIRECTOR
(DIN:00041705)

Sd/-
TEJASWY NANDURY
WHOLE-TIME DIRECTOR
(DIN: 00041571)

Place: Hyderabad
Date : 10.08.2016

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ANNEXURE-I

Form AOC-1

(Pursuant to first provision to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries / associates companies / joint ventures

Part "A": Subsidiaries

(Information in respect of each subsidiary to be presented with accounts in Rs.)

1.	Sl. No.	1
2.	Name of the subsidiary	Soven Management Associates Private Limited
3.	The date since when subsidiary was acquired	27.03.2014
4.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	NA
5.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	NA
6.	Share capital	1,01,00,000
7.	Reserves & surplus	48,06,088
8.	Total assets	1,58,52,429
9.	Total Liabilities	1,58,52,429
10.	Investments	1,55,95,541
11.	Turnover	NIL
12.	Profit before taxation	(17,307)
13.	Provision for taxation	0
14.	Profit after taxation	(17,307)
15.	Proposed Dividend	-
16.	Extent of shareholding (in percentage)	49.50%

For Photon Capital Advisors LimitedPlace: Hyderabad
Date : 10.08.2016**Sd/-**
V R SHANKARA
DIRECTOR
(DIN:00041705)**Sd/-**
TEJASWY NANDURY
WHOLE-TIME DIRECTOR
(DIN: 00041571)

PHOTON CAPITAL ADVISORS LIMITED

Part "B": Associates and Joint Ventures
Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures: **NIL**

Name of Associates / Joint Ventures		
1.	Latest audited Balance Sheet Date	
2.	Date on which the Associate or Joint Venture was associated or acquired	
3.	Shares of Associate / Joint Ventures held by the company on the year end	
	No.	
	Amount of Investment in Associates / Joint Venture	
	Extent of Holding (in percentage)	
4.	Description of how there is significant influence	
5.	Reason why the associate / joint venture is not consolidated	
6.	Net worth attributable to Shareholding as per latest audited Balance Sheet	
7.	Profit / Loss for the year	
	i. Considered in consolidation	
	ii. Not considered in consolidation	

For Photon Capital Advisors Limited

Place: Hyderabad
Date : 10.08.2016

Sd/-
V R SHANKARA
DIRECTOR
(DIN:00041705)

Sd/-
TEJASWY NANDURY
WHOLE-TIME DIRECTOR
(DIN: 00041571)

PHOTON CAPITAL ADVISORS LIMITED

ANNEXURE 'II' TO THE BOARD'S REPORT

FORM NO. MGT-9

EXTRACT OF ANNUAL RETURN

As on the financial year ended 31.03.2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. Registration and other details :

i.	CIN:-	L65910TG1983PLC004368
ii	Registration Date	31 st December 1983
iii	Name of the Company	PHOTON CAPITAL ADVISORS LIMITED
iv)	Category / Sub-Category of the Company	Company having Share Capital
v)	Address of the Registered office and contact details	Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad –500 033, Telangana. Tel No : 040-40062950, E-mail ID: info@pcalindia.com , Website: www.pcalindia.com
vi)	Whether listed company Yes / No	Yes
vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Karvy Computershare Pvt. Ltd. Karvy Selenium Tower B, Plot No. 31 & 32 Gachibowli, Financial District, Nanakramguda, Serilingampally, Hyderabad-500 032. Ph: 040-6716 1606 1602. Email Id: einward.ris@karvy.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY :

All the business activities contributing 10% or more of the total turnover of the company shall

S.No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Activities auxiliary to financial service activities n.e.c	66190	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES :

S.No.	Name And Address Of The Company	CIN / GLN	Holding / Subsidiary / Associate	% of shares held	Applicable Section
1.	Soven Management Associates Private Limited	U74140TG1981 PTC003040	Subsidiary	49.50	2 (87)

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) :

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoter									
1. Indian									
a. Individual/ HUF	984958	0	984958	65.07	984958	0	984958	65.07	0
b. Cent. Govt.	0	0	0	0	0	0	0	0	0
c. State Govt.	0	0	0	0	0	0	0	0	0
d. Bodies Corp.	148631	0	148631	9.82	148631	0	148631	9.82	0

PHOTON CAPITAL ADVISORS LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
e. Bank/ FI	0	0	0	0	0	0	0	0	0
f. Any Other	0	0	0	0	0	0	0	0	0
Sub-Total-A(1)	1133589	-	1133589	74.89	1133589	-	1133589	74.89	0
2. Foreign									
a. NRI-Ind/HUF	0	0	0	0	0	0	0	0	0
b. Other Ind.	0	0	0	0	0	0	0	0	0
c. Body Corp.	0	0	0	0	0	0	0	0	0
d. Bank/ FI	0	0	0	0	0	0	0	0	0
e. Any	0	0	0	0	0	0	0	0	0
Sub Total- A (2)	0	0	0	0	0	0	0	0	0
Total SH of Promoter (1+2)	1133589	-	1133589	74.89	1133589	-	1133589	74.89	0
B. Public Share holding									
1. Institution									
a. Mutual Funds	0	0	0	0	0	0	0	0	0
b. Bank/ FI	0	0	0	0	0	0	0	0	0
c. Cent. Govt.	0	0	0	0	0	0	0	0	0
. State Govt.	0	0	0	0	0	0	0	0	0
e. Venture Capital	0	0	0	0	0	0	0	0	0
f. Insurance Co.	0	0	0	0	0	0	0	0	0
g. FIs	0	0	0	0	0	0	0	0	0
h. Foreign Venture Capital Fund	0	0	0	0	0	0	0	0	0
i. Other	0	0	0	0	0	0	0	0	0
Sub-Total-B (1)	0	0	0	0	0	0	0	0	0
2. Non- Institution									
a. Body Corp.									
India	2266	4162	6428	0.43	2623	4031	6654	0.44	0.01
Overseas	0	0	0	0	0	0	0	0	0
b. Individual	0	0	0	0	0	0	0	0	0
i. Individual share holders holding nominal share capital up to Rs. 1 lakh	39439	334046	373485	24.67	41814	331445	373259	24.66	(0.01)
ii. Individualshare holders holding nominal share capital in excess of Rs 1 lakh	0	0	0	0	0	0	0	0	0
c. Other	0	0	0	0	0	0	0	0	0
NRI	192	0	192	0.01	192	0	192	0.01	0
Sub-Total-B (2)	41897	338208	380105	25.11	44629	335476	380105	25.11	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	41897	338208	380105	25.11	44629	335476	380105	25.11	0
Shares held by Custodian or GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	1175486	3358208	1513694	100%	1178218	335476	1513694	0	0

PHOTON CAPITAL ADVISORS LIMITED

(ii) Shareholding of Promoters :

S.No.	Shareholder's Name	Shares held at the beginning of the year			Shares held at the end of the year			% change in shareholding during the year
		No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	No. of Shares	% of total shares of the company	% of shares pledged / encumbered to total shares	
1.	Mr. TEJASWY NANDURY	499440	32.99	0	499440	32.99	0	0
2.	Mrs. SOBHA RANI NANDURY	467416	30.88	0	467416	30.88	0	0
3.	SOVEN MANAGEMENT ASSOCIATES PVT LTD	51144	3.38	0	51144	3.38	0	0
4.	NANDURY FINANCE AND INVESTMENTS PVT LTD	47880	3.16	0	47880	3.16	0	0
5.	ALCHEMIST HR SERVICES PVT LTD	40320	2.66	0	40320	2.66	0	0
6.	VENNELA NANDURY	18102	1.20	0	18102	1.20	0	0
7.	HIFCO CONSUMER CREDIT LIMITED	9287	0.61	0	9287	0.61	0	0
	Total	1133589	74.89	0	1133589	74.89	0	0

(iii) Change in Promoters' Shareholding (please specify, if there is no change): NIL

Shareholders Name	At the beginning of the year		Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			Cumulative shareholding during at the end of the year	
	No. of Shares	% of total shares of the company	Date	No. of shares	Nature	No. of Shares	% of total shares of the company

(iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs) :

PHOTON CAPITAL ADVISORS LIMITED

Shareholders Name	At the beginning of the year		Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			Cumulative shareholding during at the end of the year	
	No. of Shares	% of total shares of the company	Date	No. of shares	Nature	No. of Shares	% of total shares of the company
SANJAYKUMAR SARAWAGI	4524	0.28	-	-	-	4524	0.28
PARESH AMRUTLAL TRIVEDI	3171	0.21	-	-	-	3171	0.21
POLISSETTY SRI HARI PRASADA RAO	2708	0.18	-	-	-	2708	0.18
CH B S SUBRAHMANYAM & CH RATNA MANIKYAM	2492	0.16	-	-	-	2492	0.16
PRATIK RAJENDRA GANDHI	459	0.03	Acquired during FY	1691	Purchase	2150	0.14
G VIJAYALAKSHMI	2080	0.14	-	-	-	2080	0.14
G RAMALINGA RAJU	2000	0.13	-	-	-	2000	0.13
RUDRA INFIN PVT LTD	1200	0.08	-	-	-	1200	0.08
K RAMAPULLAM RAJU	1036	0.07	-	-	-	1036	0.07
JAYANT SHARE BROKING PRIVATE LTD	-	-	Acquired during FY	880	Purchase	880	0.06

(v) Shareholding of Directors and Key Managerial Personnel :

Shareholders Name	At the beginning of the year		Date wise Increase / Decrease in Promoters shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc)			Cumulative shareholding during at the end of the year	
	No. of Shares	% of total shares of the company	Date	No. of shares	Nature	No. of Shares	% of total shares of the company
Mr. TEJASWY NANDURY	499440	32.99	-	-	-	499440	32.99
Mrs. SOBHA RANI NANDURY	467416	30.88	-	-	-	467416	30.88
Mr. J. NARASIMHA RAO	1		-	-	-	1	

PHOTON CAPITAL ADVISORS LIMITED

V INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for Payment :

	Secured Loans excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year : NIL				
1. Principal Amount	-	-	-	-
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	-	-	-	-
Total (1+2+3)	-	-	-	-
Change in Indebtedness during the financial year :				
Addition	-	-	-	-
Reduction	-	-	-	-
Net Change	-	-	-	-
Indebtedness at the end of the financial year :				
1. Principal Amount	-	-	-	-
2. Interest due but not paid	-	-	-	-
3. Interest accrued but not due	-	-	-	-
Total (1+2+3)	-	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager :

S.No.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		MD	WTD / ED	Manager	
1	Gross salary	-	-	-	-
	a. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	b. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	c. Profits in lieu of salary under section 17(3) Income-tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission - as % of profit	-	-	-	-
	- Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total-(A)	-	-	-	-
	Ceiling as per the Act	-	-	-	-

B. Remuneration to other directors: **NIL**

S.No.	Particulars of Remuneration	Name of Directors				Total Amount
1	Independent Directors	-	-	-	-	-
	a. Fee for attending board / committee meetings	-	-	-	-	-
	b. Commission	-	-	-	-	-
	c. Others, please specify	-	-	-	-	-
	Total (1)	-	-	-	-	-

PHOTON CAPITAL ADVISORS LIMITED

S.No.	Particulars of Remuneration	Name of Directors			Total Amount
2	Other Non-Executive Directors	-	-	-	-
	a. Fee for attending board / committee meetings	-	-	-	-
	b. Commission	-	-	-	-
	c. Others, please specify	-	-	-	-
	Total-(2)	-	-	-	-
	Total-B (1+2)	-	-	-	-
	Total Managerial Remuneration	-	-	-	-
	Overall Ceiling as per the Act	-	-	-	-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

S.No.	Particulars of Remuneration	Key Managerial Personnel			Total Amount
		CEO	CS	CFO	
1	Gross salary	-	1,80,000	8,25,000	10,05,000
	d. Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	e. Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	f. Profits in lieu of salary under section 17(3) Income-tax Act,1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission as % of profit	-	-	-	-
	- Others, specify...	-	-	-	-
5	Others, please specify	-	-	-	-
	Total-(A)	-	1,80,000	8,25,000	10,05,000

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES: NIL

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A.COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-

PHOTON CAPITAL ADVISORS LIMITED

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

for and on behalf of the Board

Place: Hyderabad
Date : 10.08.2016

Sd/-
V R SHANKARA
DIRECTOR
(DIN:00041705)

Sd/-
TEJASWY NANDURY
WHOLE-TIME DIRECTOR
(DIN: 00041571)

ANNEXURE III**FORM NO. AOC-2**

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third provision thereto

1. Details of contracts or arrangements or transactions not at arm's length basis : Not applicable
2. Details of contracts or arrangements or transactions at arm's length basis :

Sl. No.	Name of the related party & Nature of relationship	Nature of contract / arrangements / transactions	Duration of the contracts / arrangements / transactions	Salient terms of the contracts or arrangements or transactions including the value, if any :	Date(s) of approval by the Board, if any :	Amount paid as advances, if any : In Rs.
1.	Mrs. Sobha Rani Nandury & Director of the Company.	Rent	Rent Agreement-From April 2014 - March 2017.	Rs.3,41,680/-	30.10.2014	75,000/-
2.	Mrs. Sobha Rani Nandury & Director of the Company.	Advertising Services	From April 2014- March 2016.	Rs.1,33,788/-	30.10.2014	-

for and on behalf of the Board

Place: Hyderabad
Date : 10.08.2016

Sd/-
V R SHANKARA
DIRECTOR
(DIN:00041705)

Sd/-
TEJASWY NANDURY
WHOLE-TIME DIRECTOR
(DIN: 00041571)

PHOTON CAPITAL ADVISORS LIMITED

ANNEXURE IV

Form No. MR-3

Secretarial Audit Report for the financial year ended 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
Photon Capital Advisors Limited,
Hyderabad.

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Photon Capital Advisors Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter :

1. We have examined the books, papers, Minute books, forms , returns filed and other records maintained by the company for the financial year ended on 31st March 2016, according to the Provisions of:
 - (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
 - (ii) The Securities Contracts (Regulation) Act, 1956 (SCRA) and rules made there under;
 - (iii) The Depositories Act, 1996 and the Regulation and Bye Laws framed there under;
 - (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
 - (v) Labour Laws
 - (vi) The following Regulations and Guidelines Prescribed under the securities and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - (a) The Securities exchange Board of India (Substantial Acquisition of shares and Takeovers) Regulations , 2011
 - (b) The Securities Exchange Board of India (Prohibition of insider Trading) Regulations 1992;
2. Provisions of the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') are applicable to the Company under the financial year under report:-
 - (a) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (b) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - (c) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - (d) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (e) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - (f) The Securities and Exchange Board of India (Buy back of securities) Regulations, 1998;
3. We have also examined compliance with the applicable regulations of SEBI (LODR) regulations, 2015.

We hereby report that during the period under review the Company has complied with the provisions of the Companies Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that :

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

PHOTON CAPITAL ADVISORS LIMITED

We further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

A. Rules and regulations of Reserve Bank of India in respect of Non-Banking Financial Company.

We further report that :

Adequate notices were given to all directors to convene and conduct the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All the decisions of the Board is carried through unanimously and recorded the same in the minutes. We further report that there are adequate systems and Processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For **SGP & Associates**
Company Secretaries

Sd/-
GOPIREDDY MALYADRI
Company Secretary
C P No: 7911

Place : Hyderabad
Date : 10.08.2016

PHOTON CAPITAL ADVISORS LIMITED

ANNEXURE -V

Corporate Governance Report

In accordance with Clause C of Schedule V of SEBI (LODR) Regulations, 2015, the report containing the details of Corporate Governance systems and processes at Photon Capital Advisors Limited is as follows :

1. **Company's Philosophy on Code of Governance :**

Your Company believes in conducting its affairs with the highest level of integrity, with proper authorizations, professionalism, accountability and transparency. The business operations of your Company are conducted not to benefit any particular interest group but for the benefit of all stakeholders. All matters of strategy and significant developments and other matters which are required for consent of Board are being placed before the Board. The Audit and Share Transfer and Grievance Committees regularly meet to consider aspects relevant to each committee whereas the Remuneration Committee meets based on need.

2. **Board of Directors:**

a. **Composition of the Board:**

The Board of Directors consists of Five (05) Directors and the composition and category of Directors is as follows:

Sl. No.	Name & Category of the Directors	No. of Directorships held in other Board of Directors	No. of Memberships / Chairmanships held in Committees of other companies
1.	Mr. Tejaswy Nandury Promoter - Executive Director (DIN- 00041571)	Holding Directorship in 02 private Companies	NIL
2.	Mr. V. R. Shankara Independent - Non - Executive (DIN- 00041705)	Holding Directorship in 01 private Company	NIL
3.	Mr. J. Narasimha Rao Independent - Non - Executive (DIN- 00024260)	Holding Directorship in 01 private Company	NIL
4.	Mrs. Sobha Rani Nandury Promoter -Non-Executive (DIN-00567002)	Holding Directorship in 02 private Companies	NIL
5.	Mrs. Suchitra Nandury Promoter - Non - Executive (DIN-00568167)	Holding Directorship in 01 private Company	NIL

The composition of the Board is in conformity with regulation 17 of SEBI (LODR) Regulations, 2015.

b. **Details of Directors being appointed and reappointed at the ensuing Annual General Meeting :**

Mrs. Sobharani Nandury, being the retiring director retires by rotation at the ensuing Annual General Meeting and being eligible offers herself for re-appointment. A brief resume of the Director being re-appointed is as follows :

Mrs. Sobharani Nandury holds a degree in History and Economics from Andhra University, served in the Boards of different companies and brings with her years of experience in strategic and operational oversight.

c. **Non-Executive Directors' compensation and disclosures:**

No fees/compensation is being paid to the Non-Executive Directors of the Company.

d. **Board meetings:**

During the financial year 2015-16, the Board of Directors met Four (04) times on the following dates:

1. 27th May, 2015,
2. 29th July, 2015,
3. 04th November, 2015 and
4. 11th February, 2016

The attendance of Directors at these Board meetings and at the previous Annual General meeting was as under:

PHOTON CAPITAL ADVISORS LIMITED

Sl. No.	Name of the Directors	No. of Board Meetings held during the period April 2015 -March 2016	No. of Meetings attended by the Director	Whether present at the previous AGM (30.09.2015)
1.	Mr. Tejaswy Nandury	4	4	Yes
2.	Mr. V. R. Shankara	4	4	No
3.	Mr. J. Narasimha Rao	4	4	Yes
4.	Mrs. Sobha Rani Nandury	4	4	Yes
5.	Mrs. Suchitra Nandury	4	4	Yes

e. Inter-se relationships between directors & Number of shares and convertible instruments held:

Sl. No.	Name of the Directors	Inter-se relationship with other Directors	No of shares held by non-executive Directors
1.	Mr. Tejaswy Nandury	Son of Mrs. Sobha Rani Nandury and Spouse of Mrs Suchitra Nandury.	-
2.	Mr. V. R. Shankara	No	-
3.	Mr. J. Narasimha Rao	No	1
4.	Mrs. Sobha Rani Nandury	Mother of Mr. Tejaswy Nandury and Mother-in-Law of Mrs. Suchitra Nandury	467416
5.	Mrs. Suchitra Nandury	Spouse of Mr. Tejaswy Nandury and Daughter-in-law of Mrs. Sobha Rani Nandury	-

f. Familiarization program for Independent Directors:

During the year under review, no new Independent Directors have been appointed. However, the company has framed a policy for training and familiarization programme for newly appointed Independent Directors. Further at the time of appointment of Independent Director, the company issues a formal letter of appointment outlining his/her role, function, duties and responsibilities. The format of letter of appointment is available on our website: www.pcalindia.com.

3. Audit Committee:

The Audit Committee was constituted by the Board of Directors. The terms of reference of this committee cover the matters specified in the Part C of Schedule II of SEBI (LODR) Regulations, 2015 and section 177 of the Companies Act, 2013.

a. Composition, Name of Members and Chairman:

The Audit committee was reconstituted as per the Companies Act, 2013 and now the Committee consists of the following Independent and Non-Executive Directors:

1. Mr. J. Narasimha Rao : Chairman
2. Mr. V. R. Shankara : Member
3. Mrs. Suchitra Nandury : Member

The Audit Committee invites the Statutory Auditors or their representatives, to be present at its meeting.

During the year under review, the total number of meetings held was Four (04) on the following dates:

1. 27th May, 2015,
2. 29th July, 2015
3. 04th November 2015 and
4. 11th February, 2016

PHOTON CAPITAL ADVISORS LIMITED

b. Meetings and attendance during the year:

Name of the Member	No. of Meetings held	Attendance
Mr. J. Narasimha Rao	4	4
Mr. V. R. Shankara	4	4
Mrs. Suchitra Nandury	4	4

Necessary Quorum was present for all the meetings.

Mr. J. Narasimha Rao Chairman of the Audit Committee

4. Nomination and Remuneration Committee:

a. Brief description of terms of reference:

The terms of reference of Nomination and Remuneration Committee cover all the matters specified for the Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015

b. Composition, Name of members and Chairperson:

The Nomination and Remuneration Committee comprises of Three (03) Directors as detailed below:

1. Mr. J. Narasimha Rao Independent Director
2. Mr. V.R. Shankara Independent Director
3. Mrs. Suchitra Nandury Non-Executive Director

The committee elected Mr. J. Narasimha Rao, an Independent director, as the Chairman of the Committee.

c. Meetings and attendance during the year:

No Nomination and remuneration committee meeting was held during the financial period under review, as none of the directors of the company received remuneration during the year 2015-2016.

d. Performance evaluation criteria for independent directors

During the year, the Nomination and remuneration Committee under the guidance of the Board formulated the criteria and framework for the performance evaluation of every director on the Board, including the executive and Independent Director and identified on-going training and education programmes to ensure that the Non-executive directors are provided with adequate information regarding the business, industry, and their legal responsibilities and duties.

5. Remuneration of Directors:

No remuneration paid during the year under review.

6. Share Transfer and Investors Grievance Committee:

Share Transfer and Investors Grievance Committees were formed by the Board of Directors in terms of regulation 19 of SEBI (LODR) Regulations, 2015.

a. Name of non-executive director heading the committee:

Mr. J. Narasimha Rao is the Chairman of the Share Transfer and Investors Grievance Committee.

b. Name and designation of Compliance officer:

Mr. D M Basha, Company Secretary

c. Composition of Share Transfer and Investors Grievance Committee:

The Share Transfer and Investors Grievance Committee consist of the following Independent and Non-Executive Directors:

1. Mr. J. Narasimha Rao - Independent Director
2. Mr. V.R. Shankara - Independent Director
3. Mrs. Suchitra Nandury - Non - Executive Director

Mr. J. Narasimha Rao is the Chairman of the Share Transfer and Investors Grievance Committee.

The committee look into the matters relating to the shareholder's complaints, grievances, various requests in the nature of transfer, transmission, etc., and also overseeing the performance of the Registrar & Transfer agents to improve the quality of investor services.

PHOTON CAPITAL ADVISORS LIMITED

d. Number of shareholder complaints received, solved and pending:

The status of shareholder complaints received during the reporting period under review and number of complaints solved and pending are detailed as below:

Sl. No.	Nature of complaint	No. of complaints received	No. of complaints solved	No. of complaints pending
1	Non-receipt of Sh certificate	01	01	Nil
2	Non-receipt of duplicate Sh certificate	-	-	-
3	Non-receipt of Annual Reports	03	03	Nil
4	Non-receipt of D/Ws	-	-	-
5	Non-receipt of refund order	-	-	-
	Total	04	04	Nil

7. General Body Meetings:

a. Annual General Meetings:

The details of last 3 Annual General Meetings held were as under:

Date	Time	Venue
30.09.2015	11.00 A.M	Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad-500 033, Telangana.
29.09.2014	10.00 A.M	Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad-500 033, Telangana.
27.09.2013	10.00 A.M	Sree Sitarama Kalyana Mandapam, Near Shiva Temple, IDPL Township, Balanagar, Hyderabad-500037.

b. Extra-Ordinary General Meetings : No Extra-Ordinary General Meeting of the Members was held during the financial year 2015 - 2016.

c. Postal Ballot : No Postal Ballot was conducted during the financial year 2015 - 2016.

d. Special Resolutions : No special resolutions were passed at the Three (03) previous Annual General Meetings held on 27.09.2013 29.09.2014 and 30.09.2015

8. Means of Communication:

- The Quarterly results are published in one English newspaper and in one regional newspaper i.e., Business Standard and Andhra Prabha.
- No Information is released to the press at the time of declaration of results except the publication of results in the newspapers.
- The Management Discussion and Analysis (MD & A) is a part of the Annual Report.
- No presentations made to institutional investors or to the analysts.

The Company has disclosed the means of communication at its website at www.pcalindia.com

9. General Shareholder Information:

a. Annual General Meeting:

Date : 30.09.2016

Time : 11 A.M

Venue : Plot No. 90-A,

Road No.9, Jubilee Hills, Hyderabad - 500 033, Telangana

PHOTON CAPITAL ADVISORS LIMITED

b. Financial Calendar:

The financial year covers the period from 1st April to 31st March:

Financial Reporting for 2016- 2017 (tentative) :

The First Quarter Results - 30.06.2016	Held on 10.08.2016
The Second Quarter Results - 30.09.2016	Between 15.10.2016 to 14.11.2016
The Third Quarter Results - 31.12.2016	Between 15.01.2016 to 14.02.2016
The Last Quarter Results - 31.03.2017	Between 15.04.2017 to 30.05.2017

c. Dividend payment Date:

Not applicable as the Board has not recommended any dividend for the financial year.

d. Stock exchange (s) and Listing fee:

Shares of the Company are listed on BSE Limited [BSE] and the Company has paid Annual Listing Fees for the year 2015-2016 to the BSE Limited [BSE]

e. Stock code:

Company's Stock Code in BSE : 509084

f. Market Price Data: High / Low during each month in last financial year :

Market Price Data : High / Low during each month of F.Y. 2015 - 2016 on the BSE

Month	High (Rs.)	Low (Rs.)	Close (Rs.)	Volume (Nos.)
Apr, 2015	10.12	8.75	8.75	85
May, 2015	8.50	8.32	8.50	99
Jun, 2015	8.08	8.08	8.08	71
Jul, 2015	7.69	7.69	7.69	32
Aug, 2015	7.85	7.48	7.85	195
Sep, 2015	8.24	7.47	8.23	108
Oct, 2015	9.07	8.64	9.07	69
Nov, 2015	8.62	7.41	7.41	226
Dec, 2015	8.56	7.78	8.56	150
Jan, 2016	8.20	8.15	8.15	144
Feb, 2016	8.55	8.55	8.55	128
Mar, 2016	8.13	8.13	8.13	80

g. Performance in comparison to broad-based indices such as BSE Sensex, CRISIL Index etc.:

Since the company is not in active trade list, comparing the performance with broad based indices not appropriate.

h. In case the securities are suspended from trading, the director's report shall explain the reason thereof:

The shares of the company have not been suspended during the period under review.

i. Registrar to an Issue and Share Transfer Agents:

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District,
Nanakramguda, Serilingampally
Hyderabad-500 032
Ph: 040-6716 1606/1602.
Email Id: einward.ris@karvy.com.

j. Share transfer System:

The Board has delegated share transfer formalities to the Registrars and Transfer Agents:

Karvy Computershare Pvt. Ltd.
Karvy Selenium Tower B, Plot No 31 & 32
Gachibowli, Financial District, Nanakramguda, Serilingampally
Hyderabad-500 032, Ph: 040-6716 1606/1602
Email Id: einward.ris@karvy.com.

PHOTON CAPITAL ADVISORS LIMITED

All communications regarding Share Transfers, Transmissions, Change in Address and any other correspondence etc., may be addressed to the Registrars & Transfer Agents.

The company has constituted Shareholders/Investors Grievance Committee, which meets as and when required. Physical transfers are affected within the statutory period of 15 days. The Board has designated Mr. D M Basha as the Compliance Officer. Hence, in case of any grievances, the shareholders are free to approach the Share Transfer Committee for due redressal of their grievances.

k. Distribution of Shareholding 31.03.2016

Shares Amount	Number of Shares		Share holders	
	Number of accounts	% to accounts	In Rs.	% of Capital
(1)	(2)	(3)	(4)	(5)
1 - 5000	6624	99.53	3506080	23.16
5001 - 10000	15	0.23	89450	0.59
10001 - 20000	4	0.06	58470	0.39
20001 - 30000	3	0.05	72800	0.48
30001 - 40000	1	0.02	31710	0.21
40001 - 50000	1	0.02	42540	0.28
50001 - 100000	1	0.02	92870	0.61
100001 - Above	6	0.09	11243020	74.28
Total	6655	100.00	15136940	100.00

b) Categories of Shareholders as on 31st March, 2016

Sl. No.	Description	Cases	Shares	% Equity
1	HUF	2	145	0.01
2	BODIES CORPORATES	32	6690	0.44
3	NON-RESIDENT INDIANS	1	192	0.01
4	PROMOTERS BODIES CORPORATE	4	148631	9.82
5	PROMOTER INDIVIDUALS	3	984958	65.07
6	RESIDENT INDIVIDUALS	6613	373078	24.65
TOTAL		6655	1513694	100.00

l. Dematerialization of shares and liquidity:

Sl.No.	Description	No. of Holders	Shares	% to Equity
1	PHYSICAL	6227	3,36,213	22.21
2	NSDL	292	83,103	5.49
3	CDSL	136	10,94,378	72.30
TOTAL		6655	1513694	100.00

77.79 % of Company's paid-up equity share capital has been dematerialized up to March 31, 2016. Trading in equity shares of the Company is permitted only in de-materialized form.

The Company has established connectivity with CDSL and NSDL and the shareholders are requested to avail this facility and dematerialize their shares by sending their physical share certificates to the Share Transfer Agents or the Company through their Depository Participants.

m. Outstanding Global depository receipts or American depository receipts or warrants or any convertible instruments, conversion date and likely impact on equity:

The Company has not issued any GDR or ADR or other convertible instruments, hence there is no impact on equity of the Company.

n. Commodity price risk or foreign exchange risk and hedging activities.

As the Company does not trade in commodity markets and not involved in foreign exchange transactions, there is no commodity price risk or foreign exchange risk to the company's operations. The Company also not carried on the hedging activities.

PHOTON CAPITAL ADVISORS LIMITED

o. Plant locations:

The Company is not in the manufacturing sector and does not have any plant locations other than registered office.

p. Address for Correspondence:

Shareholders may correspond with the Company for the redressal of their grievances, if any at the registered office of the Company situate at:

Plot No. 90-A, Road No. 9, Jubilee Hills,
Hyderabad-500 033., Telangana.
Ph. No: 040-40062950
Email Id: info@pcalindia.com

10. Other Disclosures:

- a. There is no materially significant related party transactions that may have potential conflict with the interests of listed entity at large..
 - b. Details of non-compliance by the Company, penalties, strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets, during last Three (03) years 2013-14, 2014-15, 2015-16 respectively : NIL
 - c. The Company has adopted Whistle Blower policy and the Company affirmed that no personnel have been denied access to the audit committee.
 - d. The Company has complied with all mandatory requirements of chapter IV of SEBI (LODR) Regulations, 2015 and it has not adopted non-mandatory requirements of SEBI (LODR) Regulations, 2015.
 - e. The policy for determining material subsidiaries is placed on the website of the company i.e. www.pcalindia.com
 - f. The policy on dealing with related party transactions is placed on the website of the company i.e. www.pcalindia.com
 - g. The Company does not undertake purchase or sale in Commodity markets and hence no disclosure on commodity price risks and commodity hedging activities is required.
11. The compliance with the corporate governance provisions as specified in regulations 17, 18, 19, 20, 21,22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C , D and E of Schedule V of SEBI (LODR) Regulations, 2015 are not applicable to the Company. However, we have disclosed all the compliances as required under corporate governance section in the Annual report.
12. The compliance with the corporate governance provisions as specified in Part E of Schedule II is not applicable to the Company. However the Company has complied with the following compliances under Part E of Schedule II.
- a. The Company has moved towards a regime of financial statements with unmodified audit opinion.
 - b. The Company has appointed separate persons to the post of chairperson and chief executive officer.
 - c. The Internal auditor reports directly to the audit committee.
13. The disclosures of the compliance with corporate governance requirements specified in regulation 17 to 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 are not applicable to the Company. However, the Company has disclosed all compliances in the section on corporate governance of the annual report.
14. Declaration signed by the chief executive officer stating that the members of board of directors and senior management personnel have affirmed compliance with the code of conduct of board of directors and senior management, is enclosed as **Annexure A**.
15. Compliance certificate from either the auditors or practicing company secretaries regarding compliance of conditions of corporate governance is enclosed as **Annexure B**.
16. **Disclosures with respect to demat suspense account/ unclaimed suspense account:**
There are no demat suspense account (s) and no unclaimed suspense account.

// By Order of the Board//
for **PHOTON CAPITAL ADVISORS LIMITED**

Sd/-
V R SHANKARA
DIRECTOR
(DIN: 00041705)

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
(DIN: 00041571)

Place: Hyderabad
Date: 10.08.2016

PHOTON CAPITAL ADVISORS LIMITED

ANNEXURE A

DECLARATION BY CEO OF THE COMPANY ON CODE OF CONDUCT

As per Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Board shall lay down a code of conduct for all Board Members and senior management of the Company. The code of conduct shall be posted on the website of the company and all the Board Members and senior management personnel shall affirm compliance with the code on annual basis. The Annual report of the Company shall contain a declaration to this effect signed by CEO of the Company.

In regard to the compliance of the above I hereby declare that:

1. Code of conduct prepared for the Board Members and senior management of the company was approved by the Board of Directors and the same was adopted by the Company.
2. Code of conduct adopted by the Company was circulated to the members of the Board and senior management of the company and also posted in the website of the company.
3. All the members of the Board and senior management of the company have complied with all the provisions of the code of conduct.

For **PHOTON CAPITAL ADVISORS LIMITED**

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
(DIN: 00041571)

Place: Hyderabad
Date: 10.08.2016

CEO / CFO CERTIFICATION

To,
The Board of Directors
Photon Capital Advisors Limited

We, Mr. Tejaswy Nandury, Chief Executive Officer and Whole Time Director and Mr. K. Sreedhar Babu, Chief Financial Officer of Photon Capital Advisors Limited, to the best of our knowledge and belief, certify that:

1. We have reviewed financial statements and all the notes on annual accounts the Company and the Board report.
2. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
3. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
4. There are no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
5. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiency in the design or operation of such internal controls.
6. We have indicated to the Auditors and the Audit Committee:
 - (i) That there are no significant changes in internal control over financial reporting during the year;
 - (ii) That there are no significant changes in accounting policies during the year; and
 - (iii) That there are no instances of significant fraud of which we have become aware.

for **PHOTON CAPITAL ADVISORS LIMITED**

Sd/-
K SREEDHAR BABU
CHIEF FINANCIAL OFFICER

Sd/-
TEJASWY NANDURY
WHOLE TIME DIRECTOR
DIN : 00041571

Place: Hyderabad
Date: 10.08.2016

PHOTON CAPITAL ADVISORS LIMITED

Annexure B**AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE AS PER PARA E**
SCHEDULE V OF SEBI (LODR)
REGULATIONS, 2015.

To,
The Members of,
Photon Capital Advisors Limited.

We have examined the compliance of conditions of Corporate Governance by Photon Capital Advisors Limited, for the year ended on 31st March 2016, as stipulated in SEBI (LODR) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance as stipulated in the said Clause. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in SEBI (LODR) Regulations, 2015.

We state that such compliance is neither an assurance as to future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place : Hyderabad
Date : 10.08.2016

For **SGP & Associates**
Company Secretaries

Sd/-
GOPIREDDY MALYADRI
Partner
FCS No. : 8463
C P No: 7911

PHOTON CAPITAL ADVISORS LIMITED

INDEPENDENT AUDITORS' REPORT

To the Members of
Photon Capital Advisors Limited, Hyderabad

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Photon Capital Advisors Limited ("the Company"), which comprise the balance sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's management is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2016, and its statement of profit and loss and its cash flow for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

1. As required by section 143(3) of the Act, we report that :
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books
 - c) The Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the Balance Sheet, Statement of Profit and Loss, and Cash Flow Statement comply with the Accounting Standards referred to in section 133 of the Act, read with rule 7 of Companies (Accounts) rules, 2014;

PHOTON CAPITAL ADVISORS LIMITED

- e) On the basis of written representations received from the directors as on March 31, 2016, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure B and
- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the company does not have any pending litigations which would impact its financial position;
 - ii. the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses
 - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No: 004718S/S200040

Sd/-
K. Ragnathan
Partner

Membership No.213723

Place: Hyderabad
Date: May 30,2016

Annexure A to the Auditors' Report

The Annexure referred to in Independent Auditor's Report to the members of Photon Capital Advisors Limited on the standalone financial statements for the year ended March 31, 2016, we report that:

1. (a) The company has maintained proper records showing full particulars including quantitative details and situation of its fixed assets.
(b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of one year. In accordance with this programme, entire fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
(c) According to the information and explanation given to us and on the basis of our examination of the records of the company, the Company does not hold any immovable properties. Accordingly the provisions of paragraph 3(c) of the Order is not applicable to the Company.
2. Due to the nature of business, the Company does not hold any physical inventories and accordingly the provisions of paragraph 3(ii) of the Order is not applicable to the Company.
3. According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms, and limited liability partnerships or other parties listed in the register maintained under Section 189 of the Act. Accordingly, the provisions of paragraph 3(iii) of the Order is not applicable to the Company.
4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of the Act, with respect to the loans and investments made.
5. The Company has not accepted any deposits from the public covered under section 73 to 76 or any other relevant provisions of the Act and rules framed thereunder.
6. The Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the activities performed by the Company.
7. (a) According to the records of the company, undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income-tax, Sales-tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty, cess to the extent applicable and any other statutory dues have generally been regularly deposited with the appropriate authorities. According to the information and explanations given to us there were no outstanding statutory dues as on 31st of March, 2016 for a period of more than six months from the date they became payable.

PHOTON CAPITAL ADVISORS LIMITED

- (b) According to the information and explanations given to us, there are no material dues payable in respect of income tax, wealth tax, service tax, sales tax, customs duty and excise duty which have not been deposited on account of any disputes.
8. The Company did not have any outstanding dues to financial institutions, banks, government or debenture holders during the year. Accordingly paragraph 3(viii) of the Order is not applicable to the Company.
9. According to the information and explanation given to us the company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the year.
10. According to the information and explanation given to us no material fraud by the Company or on the Company by its officer or employees has been noticed or reported during the course of our audit.
11. According to the information and explanation given to us and based on our examination of the records of the Company, the Company has not paid / provided for any managerial remuneration. Accordingly the provisions of para 3(xi) of the Order is not applicable to the Company.
12. In our opinion and according to the information and explanation given to us, the Company is not a nidhi company. Accordingly paragraph 3(xii) of the Order is not applicable to the Company.
13. According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with sections 177 and 188 of the Act where applicable and details of such transactions have been disclosed in the financial statements as required by the applicable accounting standards.
14. According to the information and explanations give to us and based on our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year.
15. According to the information and explanations given to us and based on our examination of the records of the Company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable.

The Company is registered under Section 45-IA of the Reserve Bank of India Act, 1934.

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No: 004718S/S200040

Sd/-
K. Ragunathan
Partner
Membership No.213723

Date: Hyderabad
Place: May 30,2016

Annexure B to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Photon Capital Advisors Limited ("the Company") as of 31 March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

PHOTON CAPITAL ADVISORS LIMITED

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No: 004718S/S200040

Sd/-
K. Ragnathan
Partner
Membership No.213723

Date: Hyderabad
Place: May 30,2016

PHOTON CAPITAL ADVISORS LIMITED**Balance Sheet as at***Amount in rupees unless otherwise stated*

Particulars	Note No	31 March 2016	31 March 2015
Equity and liabilities			
Shareholders' funds			
Share capital	II (1)	1,51,36,940	1,51,36,940
Reserves and surplus	II (2)	9,21,79,184	9,25,82,434
		10,73,16,124	10,77,19,374
Non current liabilities			
Long-term provisions	II (3)	71,970	43,331
		71,970	43,331
Current liabilities			
Trade payables	II (4)	3,51,696	3,17,511
Other current liabilities	II (4)	16,164	18,130
Short-term provisions	II (3)	10,380	6,774
		3,78,240	3,42,415
TOTAL		10,77,66,334	10,81,05,120
Assets			
Non current assets			
Fixed assets			
Tangible assets	II (5)	7,85,668	11,57,212
Deferred tax assets (net)	II (6)	4,31,21,080	4,02,26,282
Long-term loans and advances	II (7)	3,58,345	3,56,982
Non-current investments	II (10)	50,00,000	50,00,000
		4,92,65,093	4,67,40,476
Current assets			
Current investments	II (8)	5,78,81,167	5,93,63,721
Cash and bank balances	II (9)	3,77,663	6,68,499
Short-term loans and advances	II (7)	91,489	91,166
Other current assets	II (10)	1,50,922	12,41,258
		5,85,01,241	6,13,64,644
TOTAL		10,77,66,334	10,81,05,120
Summary of significant accounting policies and notes to accounts	I		

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No.: 004718S/S200040
Sd/-
K. Ragunathan
Partner
Membership No.: 213723

for and on behalf of the Board

Sd/-
Tejaswy Nandury
Whole time Director
DIN : 00041571

Sd/-
V. R. Shankara
Director
DIN : 00041705

Hyderabad
Dated : 30-05-2016

Sd/-
D.M. Basha
Company Secretary

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

Statement of Profit and Loss for the year ended

Amount in rupees unless otherwise stated

Particulars	Note No	31 March 2016	31 March 2015
Income			
Revenue from operations	II (11)	32,13,250	46,66,132
Other income	II (12)	2,59,958	3,43,536
Total revenue (I)		34,73,208	50,09,668
Expenses			
Loss from investment activities	II (13)	12,57,833	36,45,827
Employee benefits expense	II (14)	18,35,765	16,90,761
Other expenses	II (15)	33,06,115	21,63,788
Total (II)		63,99,713	75,00,376
Earnings / (Loss) before interest, tax, depreciation and amortisation -EBITDA (I)-(II)		(29,26,505)	(24,90,708)
Depreciation and amortisation expense	II (16)	3,71,543	4,79,371
Profit/(loss) before tax		(32,98,048)	(29,70,079)
Tax expenses:			
Current tax		-	-
Deferred tax		(28,94,798)	(11,09,500)
Total tax expense		(28,94,798)	(11,09,500)
Profit/(loss) for the year from continuing operations (A)		(4,03,250)	(18,60,580)
Earnings per equity share - basic & diluted	II (17)	(0.27)	(1.23)
Summary of significant accounting policies and notes to accounts	I		

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No.: 004718S/S200040
Sd/-
K. Ragunathan
Partner
Membership No.: 213723

for and on behalf of the Board

Sd/-
Tejaswy Nandury
Whole time Director
DIN : 00041571

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V. R. Shankara
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Hyderabad
Dated : 30-05-2016

Sd/-
D.M. Basha
Company Secretary

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C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

Statement of cash flow for the year ended

Amount in rupees unless otherwise stated

Particulars	31 March 2016	31 March 2015
(I) Cash flows from operating activities		
Profit / (loss) before taxation	(32,98,048)	(29,70,079)
Adjustments for:		
Depreciation and amortisation	3,71,543	4,79,371
Interest on fixed deposits	(26,573)	(97,042)
Diminution in value of investments	14,08,774	22,098
Provision for gratuity	-	(28,192)
Excess provision no longer required written back	-	(33,979)
(Profit) / loss on sale of investments	(19,55,417)	(10,20,305)
Dividends	(2,33,385)	(2,12,515)
Operating profit before working capital changes	(37,33,106)	(38,60,643)
(Increase)/Decrease in Current Assets	11,37,993	(10,19,925)
Increase/(Decrease) in Loans and Advances	(323)	(24,092)
Increase/(Decrease) in Current Liabilities and provisions	64,464	(33,374)
Cash generated from operations	(25,30,972)	(49,38,034)
Income Tax refund received (including interest)	(1,363)	(8,306)
Net cash from operating activities	(25,32,335)	(49,46,340)
(II) Cash flow from investing activities		
Purchase of fixed assets	-	(82,386)
Purchase of Investment	(1,40,30,080)	(4,57,41,389)
Proceeds from sale of investments	1,60,59,278	5,03,18,415
Interest received on fixed deposits	28,746	1,04,598
Dividends received	1,83,555	2,34,548
Net cash used in investing activities	22,41,499	48,33,786
(III) Cash flow from financing activities	-	-
Net Increase in cash and cash equivalents	(2,90,836)	(1,12,554)
Cash equivalent at the beginning of the period	6,68,499	7,81,053
Cash equivalent at the end of the period	3,77,663	6,68,499

Notes

- (i) The above cash flow statement has been prepared under Indirect method as per Accounting Standard 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.
- (ii) Figures in bracket indicate cash outgo, except for adjustments for operating activities.
- (iii) Previous year's figures have been regrouped / rearranged wherever necessary.

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No.: 004718S/S200040

Sd/-
K. Ragunathan
Partner
Membership No.: 213723
Hyderabad
Dated : 30.05.2016

for and on behalf of the Board

Sd/-
Tejaswy Nandury
Whole time Director
DIN : 00041571

Sd/-
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Company Secretary

Sd/-
V. R. Shankara
Director
DIN : 00041705

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

I. Significant accounting policies

1 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

2 Use of estimates

The preparation of financial statements, in conformity with GAAP, requires that the management makes estimates and assumptions that affect the reported amounts of assets and liabilities, disclosure of contingent liabilities as at the date of financial statements and the reported amounts of revenue and expenses during the reported period. Actual results could differ from those estimates. Any revision to accounting estimates is recognized prospectively in current and future periods.

3 Tangible fixed assets

Tangible assets are stated at their original cost less accumulated depreciation and impairment losses. Cost comprises the purchase price and any other attributable cost of bringing the asset to its working condition for its intended use. Subsequent expenditures related to an item of Tangible Asset are added to its book value only if they increase the future benefits from the existing asset beyond its previously assessed standard of performance. Capital work in progress includes cost of assets not ready for intended use before the balance sheet date.

4 Intangible assets

Portfolio Management Fees are amortized on straight line basis over their expected useful life in line with Accounting Standard 26 "Intangible Assets" issued by the Institute of Chartered Accountants of India.

5 Depreciation on tangible fixed assets

Depreciation on assets is provided on straight-line method at the rates and in the manner specified in Schedule II to the Companies Act, 2013 except for lease hold improvement which are depreciated over the period of lease. Depreciation on fixed assets added / disposed off during the year is provided on pro-rata basis with reference to the month of addition / disposal. Individual assets costing less than Rs. 5,000 are depreciated in full in the year of purchase.

6 Leases

- (i) Assets acquired under lease where the Company has substantially all the risks and rewards of ownership are classified as finance lease. Such leases are capitalized at the inception of lease at lower of the fair value and present value of minimum lease payments.
- (ii) Assets acquired under lease where the significant portion of risks and rewards of ownership are retained by the lesser are classified as operating lease. Lease rentals are charged to profit and loss account on accrual basis.

7 Impairment of tangible and intangible assets

The company assesses at each reporting date whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) net selling price and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets. Where the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining net selling price, recent market transactions are taken into account, if available. If no such transactions can be identified, an appropriate valuation model is used.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the company estimates the asset's or cash-generating unit's recoverable amount. A previously recognized impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognized. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognized for the asset in prior years. Such reversal is recognized in the statement of profit and loss unless the asset is carried at a revalued amount, in which case the reversal is treated as a revaluation increase.

8 Investments

Investments, which are readily realizable and intended to be held for not more than one year from the date on which such investments are made, are classified as current investments. All other investments are classified as long-term investments.

PHOTON CAPITAL ADVISORS LIMITED

- (i) Long term investments are carried at cost. Diminution in the value of investments, other than temporary, is provided for
- (ii) Current investments are carried at lower of cost and fair value
- (iii) Unlisted and not-actively traded investments are stated at their cost of acquisition less provision for diminution in the value.

9 Revenue recognition

Revenue is recognized to the extent that it is probable that the economic benefits will flow to the company and the revenue can be reliably measured. The following specific recognition criteria must also be met before revenue is recognized:

a Income from services

Revenues from maintenance contracts are recognized pro-rata over the period of the contract as and when services are rendered. The company collects service tax on behalf of the government and, therefore, it is not an economic benefit flowing to the company. Hence, it is excluded from revenue.

b Interest

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the applicable interest rate. Interest income is included under the head "other income" in the statement of profit and loss.

c Dividends

Dividend income is recognized when the company's right to receive dividend is established by the reporting date.

10 Foreign currency transactions

The transactions in foreign currency are accounted at the exchange rate prevailing on the date of transaction. Foreign currency monetary assets and monetary liabilities at the balance sheet date are translated at the rate of exchange prevailing on that date. The exchange difference arising from foreign currency transactions and premium on forward contracts are amortized as expenses or income over the life of the contract.

11 Retirement and other employee benefits

a Short-term employee benefits

Short-term employee benefits including salaries, social security contributions, short term compensated absences (such as paid annual leave) where the absences are expected to occur within twelve months after the end of the period in which the employees render the related employee service, profit sharing and bonuses payable within twelve months after the end of the period in which the employees render the related services and non monetary benefits (such as medical care) for current employees are estimated and measured on an undiscounted basis.

b Defined contribution plans

Company's contributions paid/payable during the year are recognized in the Profit and Loss Account.

c Defined benefit plans

The Company provides for gratuity in accordance with the Payment of Gratuity Act, 1972, a defined benefit retirement plan (the Plan) covering all employees. The plan, subject to the provisions of the above Act, provides a lump sum payment to eligible employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment. Gratuity liability is accrued and provided for on the basis of an actuarial valuation on projected unit credit method made at the end of each financial year. Actuarial gains/losses are immediately taken to profit and loss account and are not deferred.

12 Income taxes

a Income tax

Tax expense comprises current and deferred tax. Current income-tax is measured at the amount expected to be paid to the tax authorities in accordance with the Income-tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdictions where the company operates. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date. Current income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss. Deferred income taxes reflect the impact of timing differences between taxable income and accounting income origination during the current year and reversal of timing differences for the earlier years. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted at the reporting date. Deferred income tax relating to items recognized directly in equity is recognized in equity and not in the statement of profit and loss.

b Deferred tax

Deferred tax liabilities are recognized for all taxable timing differences. Deferred tax assets are recognized for deductible timing differences only to the extent that there is reasonable certainty that sufficient future taxable income will be available against which such deferred tax assets can be realized. In situations where the company has unabsorbed depreciation or carry forward tax losses, all deferred tax assets are recognized only

PHOTON CAPITAL ADVISORS LIMITED

if there is virtual certainty supported by convincing evidence that they can be realized against future taxable profits.

13 Segment reporting

Identification of segments

The Company's business is organized in two segments - Financial services and Investment services. Accordingly, these divisions comprise the primary basis of segment information. The Company caters to Indian markets and as such there are no reportable geographical segments. All the assets are also located in India.

The generally accepted accounting principles used in the preparation of the financial statements are applied to record revenue and expenditure in individual segments

Revenue and direct expenses in relation to segments are categorized based on items that are individually identifiable to that segment, while other costs, wherever allocable, is apportioned to the segments on an appropriate basis. Certain expenses are not specifically allocable to individual segments as the underlying services are used interchangeably. The Company believes that it is not practicable to provide segment disclosures relating to such expenses, and accordingly such expenses are separately disclosed as 'unallocated' and directly charged to total income.

14 Earnings Per Share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting preference dividends and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they are entitled to participate in dividends relative to a fully paid equity share during the reporting period.

15 Provisions

A provision is recognized when the company has a present obligation as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. Provisions are not discounted to their present value and are determined based on the best estimate required to settle the obligation at the reporting date. These estimates are reviewed at each reporting date and adjusted to reflect the current best estimates.

16 Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognize a contingent liability but discloses its existence in the financial statements.

17 Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand and short-term investments with an original maturity of three months or less.

18 Derivative instruments

In accordance with the ICAI announcement, derivative contracts, other than foreign currency forward contracts covered under AS 11, are marked to market on a portfolio basis, and the net loss, if any, after considering the offsetting effect of gain on the underlying hedged item, is charged to the statement of profit and loss. Net gain, if any, after considering the offsetting effect of loss on the underlying hedged item, is ignored.

19 Measurement of EBITDA

As permitted by the Guidance Note on the Revised Schedule VI to the Companies Act, 1956, the company has elected to present earnings before interest, tax, depreciation and amortization (EBITDA) as a separate line item on the face of the statement of profit and loss. The company measures EBITDA on the basis of profit/ (loss) from continuing operations. In its measurement, the company does not include depreciation and amortization expense, finance costs and tax expense.

for and on behalf of the Board

Hyderabad
Dated : 30.05.2016

Sd/-
Tejaswy Nandury
Whole time director
DIN : 00041571
Sd/-
D.M. Basha
Company Secretary

Sd/-
V. R. Shankara
Director
DIN : 00041705
Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts

Amount in rupees unless otherwise stated

Particulars	31-Mar-16	31-Mar-15
1 Share capital		
Authorised		
40,00,000 Equity shares of Rs 10/- each	4,00,00,000	4,00,00,000
Total of Authorised Share Capital	4,00,00,000	4,00,00,000
Issued, subscribed and paid-up capital		
15,13,694 equity shares of Rs.10/- for cash, fully paid	1,51,36,940	1,51,36,940
Total of issued, subscribed and fully paid up share capital	1,51,36,940	1,51,36,940

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	31-Mar-16		31-Mar-15	
	No of Shares	Value	No of Shares	Value
At the beginning of the period	15,13,694	1,51,36,940	15,13,694	1,51,36,940
Issued during the period	-	-	-	-
Outstanding at the end of the period	15,13,694	1,51,36,940	15,13,694	1,51,36,940

(b) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	31-Mar-16		31-Mar-15	
	%	Number of shares	%	Number of shares
Mrs. Sobharani Nandury	30.88	4,67,416	31	4,67,416
Mr. Tejaswy Nandury	32.99	4,99,440	33	4,99,440

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

2 Reserves and surplus

Particulars	31-Mar-16	31-Mar-15
A. Capital reserve	2,55,545	2,55,545
B. Statutory reserve	3,22,44,767	3,22,44,767
C. General reserve		
Opening balance	7,54,64,418	7,54,64,418
Add : Transferred from P&L	-	-
Closing balance	7,54,64,418	7,54,64,418
D. Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(1,53,82,296)	(1,28,79,914)
Adjustment relating to Fixed Assets - (refer note no 5.1)	-	(6,41,802)
Profit (Loss) for the year	(4,03,250)	(18,60,580)
Net surplus / (deficit) in the statement of profit and loss	(1,57,85,546)	(1,53,82,296)
Total (A+B+C+D)	9,21,79,184	9,25,82,434

3 Provisions

Particulars	Long-term		Short-term	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Provisions				
Provision for Leave Encashment	-	-	7,689	6,049
Provision for gratuity	71,970	43,331	2,691	725
Total	71,970	43,331	10,380	6,774

4 Other current liabilities

Particulars	31-Mar-16	31-Mar-15
Trade payables	3,51,696	3,17,511
Other liabilities		
-Professional tax payable	550	-
-TDS payable	15,614	18,130
Total	16,164	18,130

PHOTON CAPITAL ADVISORS LIMITED

**II. Notes to accounts
5. Fixed assets**

Amount in rupees unless otherwise stated

Description	Gross block at cost			Accumulated depreciation			Net book value		
	1-Apr-15	Additions during the year	Deletions during the year	31-Mar-16	1-Apr-15	Charge for the year	Deletions during the year	31-Mar-16	31-Mar-15
Tangible Assets									
Furniture	11,11,038	-	-	11,11,038	5,86,441	1,58,994	-	7,45,435	3,65,603
Electrical fittings	9,87,704	-	-	9,87,704	4,85,358	1,78,421	-	6,63,779	3,23,925
Computer equipment	7,40,003	-	-	7,40,003	6,89,640	24,489	-	7,14,129	25,874
Office equipments	11,90,212	-	-	11,90,212	11,10,307	9,639	-	11,19,946	70,266
Total of tangible assets	4,02,8,957	-	-	4,02,8,957	28,71,746	3,71,543	-	32,43,289	7,85,668
Previous year	39,46,572	82,386	-	40,28,958	17,50,573	11,21,174	-	28,71,746	21,95,999

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts

6 Deferred tax asset/liability

Amount in rupees unless otherwise stated

Particulars	31-Mar-16	31-Mar-15
Deferred tax asset		
Impact of difference between depreciation / amortization charged for the financial reporting and tax depreciation	4,90,785	4,62,882
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	6,52,033	1,72,307
Carry forward of business loss	4,19,78,263	3,95,91,093
Carry forward unabsorbed depreciation	-	-
Deferred tax asset as at March 2015	4,31,21,080	4,02,26,282
Deferred tax asset as at March 2014	4,02,26,282	3,91,16,782
Deferred tax expenses / (income)	(28,94,798)	(11,09,500)

7 Loans and advances

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Unsecured, considered good				
Advances recoverable in cash or kind	-	-	7,439	7,116
Security deposits	-	-	84,050	84,050
Balances with government authorities	-	-	-	-
- Advance income-tax (net of provision for taxation and Tax Deducted at Source)	3,58,345	3,56,982	-	-
Total	3,58,345	3,56,982	91,489	91,166
8 Investments				
Investment in equity instruments	-	-	2,95,44,480	2,96,20,031
Less : Provision for diminution	-	-	(18,89,742)	(4,80,968)
Book value of Investments in equity	-	-	2,76,54,738	2,91,39,062
Investment in mutual fund	-	-	3,02,26,429	3,02,24,659
Total of quoted investment (A)			5,78,81,167	5,93,63,721
Investment in Associates	50,00,000	50,00,000	-	-
Others	-	-	-	7,81,000
Less : Provision for diminution	-	-	-	(7,81,000)
Total of unquoted investment (B)	50,00,000	50,00,000		
Total (A+B)	50,00,000	50,00,000	5,78,81,167	5,93,63,721

Market value of quoted investments as on balance sheet date	31-Mar-16	31-Mar-15
Market value of equity investments	3,28,43,316	4,33,59,462
Net asset value of mutual funds	4,13,60,951	4,33,22,904

(ii) Current investments are valued at lower of cost and market value

9 Cash and bank balances

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
A. Cash and cash equivalents				
Balances with banks :				
- On current accounts	-	-	372,753	661,402
Cash on hand	-	-	4,910	7,097
Total	-	-	377,663	668,499

PHOTON CAPITAL ADVISORS LIMITED

10 Other Assets

Amount in rupees unless otherwise stated

Particulars	Non-current		Current	
	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
Deposit for margin money	-	-	-	11,57,813
Interest accrued on fixed deposits	-	-	219	2,392
Prepaid expenses	-	-	1,00,873	81,053
Accrued dividend	-	-	49,830	-
Total			1,50,922	12,41,258

Particulars	2015-16	2014-15
11 Revenue from operations		
Profit from :		
- Sale of Investment	32,13,250	46,66,132
Revenue from operations (net)	32,13,250	46,66,132
12 Other income		
Interest income on bank deposits	26,573	97,042
Dividend income	2,33,385	2,12,515
Other non-operating income	-	33,979
Total	2,59,958	3,43,536
13 Loss from investment activities		
Loss from :		
- Sale of investment	12,57,833	36,45,827
Total	12,57,833	36,45,827
14 Employee benefits expense		
Salaries, wages and bonus	18,00,251	16,05,246
Staff welfare expenses	35,514	85,515
Total	18,35,765	16,90,761
15 Other expenses		
Audit fees (refer note below)	2,93,868	2,90,039
Power and fuel	1,93,661	1,34,322
Rent	3,41,680	3,82,153
Rates and taxes	2,66,697	1,25,892
Consultancy charges	2,17,066	2,04,399
Building Maintenance	49,181	35,730
Others	76,355	1,48,165
Traveling and conveyance	31,485	83,395
Communication costs	2,01,761	2,59,290
Provision for diminution in value of investments	14,08,774	22,098
Office maintenance	21,085	46,102
Subscriptions and membership	-	1,07,753
Printing & stationary	42,270	1,06,097
Bank charges	4,696	2,905
Software charges	16,923	6,017
Miscellaneous expenses	1,40,613	2,09,431
Total	33,06,115	21,63,788

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts

Amount in rupees unless otherwise stated

Particulars	2015-16	2014-15
Payment to auditor		
As auditor:		
Audit fee*	2,29,000	2,02,248
Tax audit fee*	-	22,472
In other capacity :		
Other services (certification fees)*	57,250	56,180
Reimbursement of expenses	7,618	9,139
Total	2,93,868	2,90,039
* Includes service tax		
16. Depreciation and amortisation expenses		
Depreciation of tangible assets	3,71,543	4,79,371
Total	3,71,543	4,79,371
17. Earnings per Share		
The following reflects the profit and equity share data used in the basic and diluted EPS computations:		
Total operations for the year		
Profit / (loss) after tax	(4,03,250)	(18,60,580)
Net profit / (loss) for calculation of basic and diluted EPS	(4,03,250)	(18,60,580)
Weighted average number of equity shares in calculating basic EPS	15,13,694	15,13,694
Earnings per share - basic and diluted	(0.27)	(1.23)
18. Gratuity		
The following tables summaries the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the respective plans		
Reconciliation of opening and closing balances of the present value of defined benefit obligation		
Obligations at the beginning of the period	1,07,364	80,168
Current service cost	11,348	9,717
Interest cost	8,589	6,413
Actuarial (gain) / loss	36,400	11,066
Benefits paid	-	-
Obligations at the period end	1,63,701	1,07,364
Reconciliation of opening and closing balances of the Plan assets		
Plan assets at period beginning, at fair value	64,444	7,920
Expected return on plan assets	6,254	4,916
Actuarial gain / (loss)	-	-
Premium expenses	(1,858)	-
Contribution from employer	20,200	50,472
Benefits paid	-	-
Plan assets at year end, at fair value	89,040	63,308
Reconciliation between defined benefit obligation and plan assets		
Fair Value of plan assets at the end of the period	89,040	63,308
Present value of defined benefit obligations at the end of the period	(1,63,701)	(1,07,364)
Asset/(Liability) recognised in the balance sheet	(74,661)	(44,056)
Gratuity cost for the year		
Current service cost	11,348	9,717
Interest cost	8,589	6,413
Expected return on plan assets	(6,254)	(4,916)
Actuarial (gain) / losses	36,400	11,066
Net gratuity cost	50,083	22,280
Assumptions :		
Discount rate	8%	8%
Salary escalation	4%	4%

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts Amount in rupees unless otherwise stated

19 Related party disclosures

(i) Names of related parties and related party relationship

(a) Key management personnel

Mr. Tejaswy Nandury
Mrs. Shobha Rani Nandury

(b) Enterprises over which key management personnel exercise significant influence

Hifco Consumer Credit Private Limited
Calypso Growth Investments
Sobha Advertising services
Nicobar Capital
Soven Management Associates Private Limited
Calypso Technologies Inc.

(ii) Transactions with related parties

Particulars	2015-16	2014-15
Rent - Shobha Rani Nandury	3,41,680	3,37,080
Advertisement Expenditure - Sobha Advertising Services	1,33,788	1,04,595

20 Segment information

The Company does not have any reportable segments as per AS-17 and hence, disclosures are not required to be presented.

21 Balance sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars	Amount Outstanding
1. Liabilities side :	
Loans and advances availed by non-banking financial company inclusive of interest accrued thereon but not <i>paid</i> :	
(a) Debentures : Secured	Nil
: Unsecured	Nil
(other than falling within the meaning of public deposits)	
(b) Deferred Credits	Nil
(c) Term Loans	Nil
(d) Inter-corporate loans and borrowings	Nil
(e) Commercial Paper	Nil
2. Assets side :	
2.1 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	
(a) Secured	Nil
(b) Unsecured	Nil
2.2 Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial lease	Nil
(b) Operating lease	Nil
(ii) Stock on hire including hire charges under sundry debtors :	
(a) Assets on hire	Nil
(b) Repossessed Assets	Nil
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been reposed	Nil
(b) Loans other than (a) above	Nil
3. Break up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtor :	
(a) Finance lease	Nil
(b) Operating lease	Nil
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	Nil
(b) Repossessed Assets	Nil
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been repossessed	Nil
(b) Loans other than (a) above	Nil

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts

Amount in rupees unless otherwise stated

Particulars	Amount Outstanding	Market Value	
4. Break-up of Investments :			
<i>Current investments :</i>			
1. <i>Quoted :</i>			
(i) Shares: (a) Equity	2,76,54,738	3,28,43,316	
(b) Preference	Nil	Nil	
(ii) Debentures and Bonds	Nil	Nil	
(iii) Units of mutual funds	3,02,26,429	4,13,60,951	
(iv) Government Securities	Nil	Nil	
(v) Others	Nil	Nil	
2. <i>Unquoted :</i>			
(i) Shares : (a) Equity	Nil	Nil	
(b) Preference	Nil	Nil	
(ii) Debentures and Bonds	Nil	Nil	
(iii) Units of mutual funds	Nil	Nil	
(iv) Government Securities	Nil	Nil	
(v) Others	Nil	Nil	
<i>Long term investments :</i>			
1. <i>Quoted :</i>			
(i) Shares : (a) Equity	Nil	Nil	
(b) Preference	Nil	Nil	
(ii) Debentures and bonds	Nil	Nil	
(iii) Units of mutual funds	Nil	Nil	
(iv) Government securities	Nil	Nil	
(v) Others	Nil	Nil	
2. <i>Unquoted :</i>			
(i) Shares : (a) Equity	50,00,000	75,21,550	
(b) Preference	Nil	Nil	
(ii) Debentures and bonds	Nil	Nil	
(iii) Units of mutual funds	Nil	Nil	
(iv) Government securities	Nil	Nil	
(v) Others	Nil	Nil	
5. Borrower group-wise classification of assets financed as in (2) and (3) above :			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties **			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil
**As per Accounting Standard 18 issued by ICAI			
6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :			
Category	Market value / Break up or fair value or NAV	Book value (Net of Provisions)	
1. Related Parties - As per Accounting standard 18 issued by ICAI			
(a) Subsidiaries	75,21,550	50,00,000	
(b) Companies in the same group	Nil	Nil	
(c) Other related parties	Nil	Nil	
2. Other than related parties	7,42,04,267	5,78,81,167	
Total			

PHOTON CAPITAL ADVISORS LIMITED

II. Notes to accounts

Amount in rupees unless otherwise stated

Particulars	Amount
7. Other information	
(i) Gross Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(ii) Net Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(iii) Assets acquired in satisfaction of debt	Nil

22 There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made.

The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.

23 Value of imports on C.I.F. basis Rs. Nil (Previous year Rs. Nil)

24 Earnings in foreign currency Rs. Nil (Previous year Rs. Nil)

25 Expenditure incurred in foreign currency Rs. Nil (Previous year Rs. Nil)

26 Dividend remitted in foreign currency Rs. Nil (Previous year Rs. Nil)

27 There are no loans and advances in the nature of loans to associates outstanding, accordingly disclosure under clause 32 of the listing agreement is not applicable.

28 All numbers mentioned in the financial statements are denominated in Indian Rupees (Rs.) unless otherwise mentioned as such.

29 Previous year figures have been regrouped / reclassified, wherever necessary, to conform to current year presentation.

for and on behalf of the Board

Hyderabad
Dated : 30-05-2016

Sd/-
Tejaswy Nandury
Whole time Director
DIN : 00041571

Sd/-
V. R. Shankara
Director
DIN : 00041705

Sd/-
D.M. Basha
Company Secretary

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

DETAILS OF INVESTMENTS PURCHASED, REINVESTED AND SOLD DURING THE YEAR: 2015-16

Government and Trust Securities: Nil

Quoted-equity shares

Investments	Purchased		Sales	
	Quantity	Amount	Quantity	Amount
Aban Offshore Ltd	7807	18,77,114	-	-
Eros International Media Ltd	4692	23,77,673	4692	16,55,672
LARSEN & TOUBRO LTD	-	-	2165	35,49,738
Nilkamal Ltd	4134	44,89,315	-	-
Orbit Corp.Ltd	-	-	16848	1,99,352
Shemaroo Entertainment Ltd	9652	28,91,445	-	-
Sintex Industries Limited	4265	525,443	21690	17,98,398
SKS Microfinance Ltd	2440	13,23,671	1420	8,02,497
Suzlon Energy Ltd	17760	528,180	-	-
Tata Steel Limited	-	-	2232	7,36,200
Transport Corporation of India Ltd	-	-	22541	55,66,332
VST Tillers Tractors Ltd	-	-	1215	17,51,088
Total	50750	14,012,842	72803	1,60,59,278

INDEPENDENT AUDITORS' REPORT

To the board of directors of
Photon Capital Advisors Limited, Hyderabad.

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of Photon Capital Advisors Limited ("the Holding Company"), and its subsidiary (collectively called 'the Company or 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2016, the Consolidated Statement of Profit and Loss and Consolidated Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information ('the Consolidated Financial Statements').

Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of Companies Act, 2013 ('the Act') that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the Companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the Consolidated Financial Statements by the Directors of the Holding Company, as aforesaid.

PHOTON CAPITAL ADVISORS LIMITED

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2016, and its consolidated statement of profit and loss and its consolidated cash flow for the year ended on that date.

Other Matters

We have relied on the unaudited consolidated financial statements of one subsidiary whose consolidated financial statement reflects net loss of Rs 0.17 Lakhs and total revenues of Rs. 0.14 lakhs for the year then ended on that date, total assets of Rs 161.40 Lakhs as at March 31, 2016. These unaudited consolidated financial statements as approved by the respective Board of Directors of these companies have been furnished to us by the Management and our report in so far as it relates to the amounts included in respect of these subsidiaries is based solely on such approved unaudited consolidated financial statements.

Our opinion on the Consolidated Financial Statements and our report on other Legal and Regulatory requirements below is not modified in respect of above matters with respect to our reliance on the work done and financial statements certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by section 143(3) of the Act, we report, to the extent applicable, that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
 - b) In our opinion proper books of account as required by law relating to the preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
 - c) The Consolidated Balance Sheet, Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the Consolidated Financial Statements.
 - d) In our opinion, the aforesaid Consolidated Financial Statements comply with the Accounting Standards referred to in section 133 of the Act, read with rule 7 of Companies (Accounts) rules, 2014;
 - e) On the basis of written representations received from the directors of the Holding Company as on March 31, 2016, and taken on record by the Board of Directors of the Holding Company and representation received from the directors of its group companies as confirmed by the Board of Directors of group companies incorporated in India, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of section 164(2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Group and the operating effectiveness of such controls, refer to our separate report in Annexure A and
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. the Company and its group companies does not have any pending litigations which would impact the consolidated financial position;

PHOTON CAPITAL ADVISORS LIMITED

- ii. the Company and its group companies did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses

There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company and its group companies incorporated in India.

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No: 004718S/S200040

Sd/-
K. Ragnathan

Partner
Membership No.213723

Date : Hyderabad
Place : May 30, 2016

Annexure - A to the Auditors' Report

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of Photon Capital Advisors Limited ("the Holding Company") and its subsidiary companies which are incorporated in India as of 31 March 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of Holding Company and its subsidiary companies which are incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI').

These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;

PHOTON CAPITAL ADVISORS LIMITED

- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Holding Company and its Subsidiary Company which are incorporated in India, has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No: 004718S/S200040

Sd/-
K. Ragunathan
Partner
Membership No.213723

Date : Hyderabad
Place : May 30, 2016

PHOTON CAPITAL ADVISORS LIMITED

Consolidated Balance Sheet as at

Amount in rupees unless otherwise stated

Particulars	Note No	31 March 2016	31 March 2015
Equity and liabilities			
Shareholders' funds			
Share capital	II (1)	1,51,36,940	1,51,36,940
Reserves and surplus	II (2)	9,48,42,755	9,49,57,897
		10,99,79,695	11,00,94,837
Minority Interest			
		75,29,967	75,38,706
Non current liabilities			
Long term borrowings	II (3)	9,30,342	9,30,342
Long-term provisions	II (4)	71,970	43,331
		10,02,312	9,73,673
Current liabilities			
Trade payables	II (5)	3,51,696	3,17,511
Other current liabilities	II (5)	32,164	31,630
Short-term provisions	II (4)	10,380	9,134
		3,94,240	3,58,275
TOTAL		11,89,06,214	11,89,65,491
Assets			
Non current assets			
Fixed assets			
Tangible assets		7,85,668	11,57,212
Deferred tax assets (net)	II (6)	4,31,21,081	4,02,26,283
Long-term loans and advances	II (7)	3,59,048	3,75,685
Non-current investments	II (10)	1,07,08,162	1,07,08,162
		5,49,73,959	5,24,67,342
Current assets			
Current investments	II (8)	5,78,81,167	5,93,63,721
Cash and bank balances	II (9)	58,08,677	58,02,004
Short-term loans and advances	II (7)	91,489	91,166
Other current assets	II (10)	1,50,922	12,41,258
		6,39,32,255	6,64,98,149
TOTAL		11,89,06,214	11,89,65,491
Summary of significant accounting policies and notes to accounts	I		

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No. : 004718S/S200040
Sd/-
K. Ragunathan
Partner
Membership No.: 213723

Hyderabad
Dated : 30-05-2016

for and on behalf of the Board

Sd/-
Tejaswy Nandury
Whole Time Director
DIN : 00041571

Sd/-
V. R. Shankara
Director
DIN : 00041705

Sd/-
D.M. Basha
Company Secretary

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

Statement of Consolidated Profit and Loss for the year ended

Amount in rupees unless otherwise stated

Particulars	Note No	31 March 2016	31 March 2015
Income			
Revenue from operations	II (11)	32,13,250	46,66,132
Other income	II (12)	2,74,425	4,01,148
Total revenue (I)		34,87,675	50,67,280
Expenses			
Loss from investment activities	II (13)	12,57,833	36,45,827
Employee benefits expense	II (14)	18,35,765	16,90,761
Other expenses	II (15)	33,37,889	22,13,180
Total (II)		64,31,487	75,49,768
Earnings before interest, tax, depreciation and amortisation -EBITDA (I)-(II)		(29,43,812)	(24,82,488)
Depreciation and amortisation expense	II (16)	3,71,543	4,79,371
Profit/(loss) before tax		(33,15,355)	(29,61,859)
Tax expenses :			
Current tax		-	2,360
Deferred tax		(28,94,798)	(11,04,039)
Total tax expense		(28,94,798)	(11,01,679)
Profit/(loss) for the year from continuing operations (A)		(4,20,557)	(18,60,180)
Prior Period Expense		-	(78,414)
Loss after tax before Minority Interest		(4,20,557)	(19,38,594)
Share of loss transferred to Minority Interest		(8,739)	(39,398)
Consolidated Profit for the year		(4,11,818)	(18,99,196)
Earnings per equity share - basic & diluted	II (17)	(0.27)	(1.25)
Summary of significant accounting policies and notes to accounts	I		

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**
Chartered Accountants
Firm Registration No.: 004718S/S200040
Sd/-
K. Ragunathan
Partner
Membership No.: 213723

Hyderabad
Dated : 30-05-2016

for and on behalf of the Board

Sd/-
Tejaswy Nandury
Whole Time Director
DIN : 00041571

Sd/-
V. R. Shankara
Director
DIN : 00041705

Sd/-
D.M. Basha
Company Secretary

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

Statement of Consolidated cash flow for the year ended

Amount in rupees unless otherwise stated

Particulars	31 March 2016	31 March 2015
(I) Cash flows from operating activities		
Profit / (loss) before taxation	(33,15,355)	(30,40,273)
Adjustments for:		
Depreciation and amortisation	3,71,543	4,79,371
Interest on fixed deposits	(28,425)	(1,33,879)
Foreign exchange translation adjustment	2,96,676	-
Diminution in value of investments	14,08,774	22,098
Provision for gratuity	-	(28,192)
Excess provision no longer required written back	-	(33,979)
(Profit) / loss on sale of investments	(19,55,417)	(10,20,305)
(Profit) / loss on sale of assets	-	5,626
Dividends	(2,33,385)	(2,12,515)
Operating profit before working capital changes	(34,55,589)	(39,62,048)
(Increase)/Decrease in Current Assets	11,37,993	(10,19,925)
Increase/(Decrease) in Long term Loans and Advances	(323)	11,180
Increase/(Decrease) in Current Liabilities and provisions	66,964	(4,83,006)
Cash generated from operations	(22,50,955)	(54,53,799)
Income Tax refund received (including interest)	14,277	49,482
Net cash from operating activities	(22,36,678)	(54,04,317)
(II) Cash flow from investing activities		
Purchase of fixed assets	-	(82,386)
Purchase of long term investment	-	(1,05,00,000)
Purchase of Investment	(1,40,30,080)	(4,57,41,389)
Proceeds from sale of investments	1,60,59,278	5,51,90,368
Interest received on fixed deposits	30,598	1,41,435
Proceeds from sale of fixed assets	-	18,500
Dividends received	1,83,555	2,34,548
Net cash used in investing activities	22,43,350	(7,38,924)
(III) Cash flow from financing activities		
Net Increase in cash and cash equivalents	6,673	(61,43,241)
Cash equivalent at the beginning of the period	58,02,004	1,19,45,245
Cash equivalent at the end of the period	58,08,677	58,02,004

Notes

- (i) The above cash flow statement has been prepared under Indirect method as per Accounting Standard 3 "Cash Flow Statement" issued by the Institute of Chartered Accountants of India.
- (ii) Figures in bracket indicate cash outgo, except for adjustments for operating activities.
- (iii) Previous year's figures have been regrouped / rearranged wherever necessary.

In terms of our report attached

for **K. Vijayaraghavan & Associates LLP**

Chartered Accountants

Firm Registration No.: 004718S/S200040

Sd/-

K. Ragunathan

Partner

Membership No.: 213723

Hyderabad

Dated : 30-05-2016

for and on behalf of the Board

Sd/-

Tejaswy Nandury

Whole Time Director

DIN : 00041571

Sd/-

D.M. Basha

Company Secretary

Sd/-

V. R. Shankara

Director

DIN : 00041705

Sd/-

Sreedhar Babu K

C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

I. Significant accounting policies

1 Basis of preparation

The financial statements of the company have been prepared in accordance with generally accepted accounting principles in India (Indian GAAP), including the Accounting Standards notified under the relevant provisions of the Companies Act, 2013. The financial statements are prepared on accrual basis under the historical cost convention. The financial statements are presented in Indian rupees rounded off to the nearest rupees.

2 Principles of consolidation

The consolidated financial statements have been prepared on the following basis:

- a The financial statements of the Company and its subsidiary company have been consolidated on a line-by-line basis by adding together the book values of like items of assets, liabilities, income and expenses, after fully eliminating intra-group balances and unrealized profits or losses on intra-group transactions as per Accounting Standard (AS) 21 - "Consolidated Financial Statements" notified by the Companies (Accounting Standards) Rules, 2006 as amended from time to time.
- b The financial statements of the subsidiary used in the consolidation are drawn up to the same reporting date as that of the Company, i.e. March 31, 2016.
- c The excess of cost to the Company, of its investment in the subsidiary over the Company's share of equity is recognized in the financial statements as Goodwill and tested for impairment annually.
- d The excess of the Company's share of equity of the subsidiary on the acquisition date, over its cost of investment is treated as Capital Reserve.
- e Minority interest in the net assets of the consolidated subsidiary is identified and presented in consolidated balance sheet separately from current liabilities and equity of the company
- f Minority Interest in the net assets of consolidated subsidiary consists of: i) The amount of equity attributable to minorities at the date on which investment in a subsidiary is made; and ii) The minorities' share of movements in the equity since the date the parent subsidiary relationship came into existence.
- g Minority interest in the net profit for the year of consolidated subsidiaries is identified and adjusted against the profit after tax of the group
- h The consolidated financial statements are prepared to the extent possible using uniform accounting policies for like transactions and other events in similar circumstances and are presented to extent possible, in the same manner as the Company's separate financial statements.

3 Other Significant Accounting Policies

These are set out under "Significant Accounting Policies" as given in the Company's separate financial statements.

for and on behalf of the Board

Hyderabad
Dated : 30-05-2016

Sd/-
Tejaswy Nandury
Whole time director
DIN : 00041571

Sd/-
V. R. Shankara
Director
DIN : 00041705

Sd/-
D.M. Basha
Company Secretary

Sd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts

Amount in rupees unless otherwise stated

Particulars	31-Mar-16	31-Mar-15
1 Share capital		
Authorised share capital		
40,00,000 Equity shares of Rs 10/- each	4,00,00,000	4,00,00,000
Total of authorised share capital	4,00,00,000	4,00,00,000
Issued, subscribed and paid-up capital		
15,13,694 equity shares of Rs.10/- for cash, fully paid	1,51,36,940	1,51,36,940
Total of issued, subscribed and fully paid up share capital	1,51,36,940	1,51,36,940

(a) Reconciliation of the shares outstanding at the beginning and at the end of the reporting period

Equity shares	31-Mar-16		31-Mar-15	
	No of Shares	Value	No of Shares	Value
At the beginning of the period	15,13,694	1,51,36,940	15,13,694	15,136,940
Issued during the period	-	-	-	-
Outstanding at the end of the period	15,13,694	1,51,36,940	15,13,694	15,136,940

(b) Details of shareholders holding more than 5% shares in the company

Name of the shareholder	As at March 31, 2016		As at March 31, 2015	
	%	No of Shares	%	No of Shares
Mrs. Sobharani Nandury	30.88	4,67,416	31	4,67,416
Mr. Tejaswy Nandury	32.99	4,99,440	33	4,99,440

As per records of the company, including its register of shareholders/ members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

Particulars	31-Mar-16	31-Mar-15
2 Reserves and surplus		
A. Capital reserve	27,38,212	27,38,212
B. Statutory reserve	3,22,44,767	3,22,44,767
C. General reserve		
Opening balance	7,54,64,418	7,54,64,418
Add : Transferred from P&L	-	-
Closing balance	7,54,64,418	7,54,64,418
D. Surplus/ (deficit) in the statement of profit and loss		
Balance as per last financial statements	(1,54,74,068)	(1,29,33,070)
Adjustment relating to Fixed Assets - (refer note no 5.1)	-	(6,41,802)
Profit (Loss) for the year	(4,11,818)	(18,99,196)
Net surplus / (deficit) in the statement of profit and loss	(1,58,85,886)	(1,54,74,068)
E. Foreign Currency Translation Reserve	2,81,244	(15,432)
Total (A+B+C+D)	9,48,42,755	9,49,57,897

Particulars	31-Mar-16	31-Mar-15
3 Long term borrowings		
Long term borrowings from related parties		
Directors	9,30,342	9,30,342
Total	9,30,342	9,30,342

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts*Amount in rupees unless otherwise stated***4 Provisions**

Particulars	31-Mar-16		31-Mar-15	
	Long-term	Short-term	Long-term	Short-term
Provision for Leave Encashment	-	-	7,689	6,049
Provision for tax	-	-	-	2,360
Provision for gratuity	71,970	43,331	2,691	725
Total	71,970	43,331	10,380	9,134

PHOTON CAPITAL ADVISORS LIMITED

**II. Consolidated Notes to accounts
5. Fixed assets**

Amount in rupees unless otherwise stated

Description	Gross block at cost			Accumulated depreciation			Net book value		
	1-Apr-15	Additions during the year	Deletions during the year	31-Mar-16	1-Apr-15	Charge for the year	Deletions during the year	31-Mar-16	31-Mar-15
Tangible Assets									
Furniture	11,11,038	-	-	11,11,038	5,86,441	1,58,994	-	7,45,435	5,24,597
Electrical fittings	9,87,704	-	-	9,87,704	4,85,358	1,78,421	-	6,63,779	3,23,925
Computer equipment	7,40,003	-	-	7,40,003	6,89,640	24,489	-	7,14,129	50,363
Office equipments	11,90,212	-	-	11,90,212	11,10,307	9,639	-	11,19,946	79,904
Total of tangible assets	40,28,957	-	-	40,28,957	28,71,746	3,71,543	-	32,43,289	11,57,211
Previous year	39,46,572	82,386	-	40,28,958	17,50,573	11,21,174	-	28,71,746	21,95,999

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts

Amount in rupees unless otherwise stated

6 Other current liabilities

Particulars	31-Mar-16	31-Mar-15
Trade payables	3,51,696	3,17,511
Other liabilities		
-Professional tax payable	550	-
-TDS payable	15,614	18,130
-Others	16,000	13,500
Total	32,164	31,630

7 Deferred tax asset / liability

Particulars	31-Mar-16	31-Mar-15
Deferred tax asset		
Impact of difference between depreciation / amortization charged for the financial reporting and tax depreciation	4,90,785	4,62,882
Impact of expenditure charged to the statement of profit and loss in the current year but allowed for tax purposes on payment basis	6,52,033	172,307
Carry forward of business loss	4,19,78,263	3,95,91,093
Deferred tax asset as at March 2016	4,31,21,080	4,02,26,282
Deferred tax asset as at March 2015	4,02,26,282	3,91,16,782
Deferred tax expenses / (income)	(28,94,798)	(11,09,500)

8 Loans and advances

Particulars	31-Mar-16		31-Mar-15	
	Non-current	Current	Non-current	Current
Unsecured, considered good				
Advances recoverable in cash or kind	-	-	7,439	7,116
Security deposits	-	-	84,050	84,050
Balances with government authorities	-	-	-	-
- Advance income-tax (net of provision for taxation and Tax Deducted at Source)	3,59,048	3,75,685	-	-
Total	3,59,048	3,75,685	91,489	91,166
9 Investments				
Investment in equity instruments	2,08,162	2,08,162	2,95,44,480	2,96,20,030
Less : Provision for diminution			(18,89,742)	(4,80,968)
Book value of Investments in equity	2,08,162	2,08,162	2,76,54,738	2,91,39,062
Investment in mutual fund	1,05,00,000	1,05,00,000	3,02,26,429	3,02,24,659
Total of quoted investment (A)	1,07,08,162	1,07,08,162	5,78,81,167	5,93,63,721
Others	-	-	-	7,81,000
Less : Provision for diminution				(7,81,000)
Total of unquoted investment (B)	-	-	-	-
Total (A+B)	1,07,08,162	1,07,08,162	5,78,81,167	5,93,63,721

Market value of quoted investments as on balance sheet date	31-Mar-16	31-Mar-15
Market value of equity investments	3,28,43,316	4,39,04,146
Net asset value of mutual funds	5,38,67,513	5,78,85,266

(i) Current investments are valued at lower of cost and market value

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts

Amount in rupees unless otherwise stated

Particulars	31-Mar-16	31-Mar-15	31-Mar-16	31-Mar-15
	Non-current		Current	
10 Cash and bank balances				
A. Cash and cash equivalents				
Balances with banks:				
– On current accounts	-	-	5,794,037	57,76,217
Cash on hand	-	-	14,640	25,787
Total	-	-	58,08,677	58,02,004
11. Other Assets				
Deposit for margin money	-	-	-	11,57,813
Interest accrued on fixed deposits	-	-	219	2,392
Prepaid expenses	-	-	1,00,873	81,053
Accrued dividend	-	-	49,830	-
Total			1,50,922	12,41,258

Particulars	2015-16	2014-15
12 Revenue from operations		
Profit from:		
- Sale of Investment	32,13,250	46,66,132
- Commodities	-	-
Revenue from operations (net)	32,13,250	46,66,132
13 Other income		
Interest income on bank deposits	28,425	1,33,879
Dividend income	2,33,385	2,12,515
Other non-operating income	12,615	54,754
Total	2,74,425	4,01,148
14 Loss from investment activities		
Loss from:		
- Equity index futures	-	-
- Loss on sale of investment	12,57,833	36,45,827
- Currency futures	-	-
Total	12,57,833	36,45,827
15 Employee benefits expense		
Salaries, wages and bonus	18,00,251	16,05,246
Staff welfare expenses	35,514	85,515
Total	18,35,765	16,90,761
16 Other expenses		
Audit fees (refer note below)	2,98,868	2,95,039
Power and fuel	1,93,661	1,34,322
Rent	3,41,680	3,82,153
Rates and taxes	2,67,897	1,48,892
Consultancy charges	2,28,066	2,13,899
Building Maintenance	49,181	35,730
Others	76,355	1,48,165
Traveling and conveyance	31,485	83,395
Loss on sale of asset	-	5,626
Communication costs	2,01,761	2,59,290
Provision for diminution in value of investments	14,08,774	22,098
Office maintenance	25,285	48,892
Subscriptions and membership	-	1,07,753
Printing & stationery	52,530	1,09,345
Bank charges	4,810	3,133
Software charges	16,923	6,017
Miscellaneous expenses	1,40,613	2,09,431
Total	33,37,889	22,13,180

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts		<i>Amount in rupees unless otherwise stated</i>	
Particulars	2015-16	2014-15	
17 Payment to auditor			
As auditor :			
Audit fee*	2,11,100	2,07,248	
Tax audit fee*	22,900	22,472	
In other capacity:			
Other services (certification fees)*	57,250	56,180	
Reimbursement of expenses	7,618	9,139	
Total	2,98,868	2,95,039	
* Includes service tax			
18 Depreciation and amortisation expenses			
Depreciation of tangible assets	3,71,543	4,79,371	
Total	3,71,543	4,79,371	
19 Earnings per Share			
The following reflects the profit and equity share data used in the basic and diluted EPS computations:			
Total operations for the year			
Profit / (loss) after tax	(4,11,818)	(18,99,196)	
Net profit / (loss) for calculation of basic and diluted EPS	(4,11,818)	(1,8,99,196)	
Weighted average number of equity shares in calculating basic EPS	15,13,694	15,13,694	
Earnings per share - basic and diluted	(0.27)	(1.25)	
20 Gratuity			
The following tables summaries the components of net benefit expense recognised in the profit and loss account and the funded status and amounts recognised in the balance sheet for the respective plans			
Reconciliation of opening and closing balances of the present value of defined benefit obligation			
Obligations at the beginning of the period	1,07,364	80,168	
Current service cost	11,348	9,717	
Interest cost	8,589	6,413	
Actuarial (gain) / loss	36,400	11,066	
Benefits paid	-	-	
Obligations at the period end	1,63,701	1,07,364	
Reconciliation of opening and closing balances of the Plan assets			
Plan assets at period beginning, at fair value	64,444	7,920	
Expected return on plan assets	6,254	4,916	
Actuarial gain / (loss)	-	-	
Premium expenses	(1,858)	-	
Contribution from employer	20,200	50,472	
Benefits paid	-	-	
Plan assets at year end, at fair value	89,040	63,308	
Reconciliation between defined benefit obligation and plan assets			
Fair Value of plan assets at the end of the period	89,040	63,308	
Present value of defined benefit obligations at the end of the period	(1,63,701)	(1,07,364)	
Asset/(Liability) recognised in the balance sheet	(74,661)	(44,056)	
Gratuity cost for the year			
Current service cost	11,348	9,717	
Interest cost	8,589	6,413	
Expected return on plan assets	(6,254)	(4,916)	
Actuarial (gain) / losses	36,400	11,066	
Net gratuity cost	50,083	22,280	
Assumptions :			
Discount rate	8%	8%	
Salary escalation	4%	4%	

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts

Amount in rupees unless otherwise stated

21 Related party disclosures

(i) Names of related parties and related party relationship

(a) Key management personnel

Mr. Tejaswy Nandury
Mrs. Sobharani Nandury

(b) Enterprises over which key management personnel exercise significant influence

Hifco Consumer Credit Private Limited
Calypso Growth Investment
Sobha Advertising services
Nicobar Capital
Calypso Technologies Inc.
Soven Management Associates Private Limited

(ii) Transactions during the year

Particulars	2014-15	2015-16
Rent - Shobha Rani Nandury	3,41,680	3,37,080
Advertisement Expenditure - Sobha Advertising Services	1,33,788	1,04,595

22 Segment information

The Company does not have any reportable segments as per AS-17 and hence, disclosures are not required to be presented.

23 Balance sheet of a non-deposit taking non-banking financial company (as required in terms of paragraph 13 of Non-Banking Financial (Non-Deposit Accepting or Holding) Companies Prudential Norms (Reserve Bank) Directions, 2007

Particulars	Amount Outstanding
1. Liabilities side :	
Loans and advances availed by non-banking financial company inclusive of interest accrued thereon but not paid :	
(a) Debentures : Secured	Nil
: Unsecured (other than falling within the meaning of public deposits)	Nil
(b) Deferred Credits	Nil
(c) Term Loans	Nil
(d) Inter-corporate loans and borrowings	Nil
(e) Commercial Paper	Nil
2. Assets side :	
2.1 Break-up of Loans and Advances including bills receivables [other than those included in (4) below] :	
(a) Secured	Nil
(b) Unsecured	Nil
2.2 Break-up of Leased Assets and stock on hire and other assets counting towards AFC activities	
(i) Lease assets including lease rentals under sundry debtors :	
(a) Financial lease	Nil
(b) Operating lease	Nil
(ii) Stock on hire including hire charges under sundry debtors:	
(a) Assets on hire	Nil
(b) Repossessed Assets	Nil
(iii) Other loans counting towards AFC activities	
(a) Loans where assets have been reposed	Nil
(b) Loans other than (a) above	Nil

PHOTON CAPITAL ADVISORS LIMITED

II Consolidated Notes to accounts		Amount in rupees unless otherwise stated	
Particulars		Amount Outstanding	
3. Break up of Leased Assets and stock on hire and other assets counting towards AFC activities			
(i) Lease assets including lease rentals under sundry debtor:			
(a) Finance lease			Nil
(b) Operating lease			Nil
(ii) Stock on hire including hire charges under sundry debtors:			
(a) Assets on hire			Nil
(b) Repossessed Assets			Nil
(iii) Other loans counting towards AFC activities			
(a) Loans where assets have been repossessed			Nil
(b) Loans other than (a) above			Nil
Particulars		Amount Outstanding	Market Value
4. Break-up of Investments :			
<i>Current investments :</i>			
1. <i>Quoted :</i>			
(i) Shares : (a) Equity		2,76,54,738	3,28,43,316
(b) Preference		Nil	Nil
(ii) Debentures and Bonds		Nil	Nil
(iii) Units of mutual funds		3,02,26,429	5,38,67,513
(iv) Government Securities		Nil	Nil
(v) Others		Nil	Nil
2. <i>Unquoted :</i>			
(i) Shares : (a) Equity		Nil	Nil
(b) Preference		Nil	Nil
(ii) Debentures and Bonds		Nil	Nil
(iii) Units of mutual funds		Nil	Nil
(iv) Government Securities		Nil	Nil
(v) Others		Nil	Nil
<i>Long term investments :</i>			
1. <i>Quoted :</i>			
(i) Shares : (a) Equity		2,08,162	8,83,286
(b) Preference		Nil	Nil
(ii) Debentures and bonds		Nil	Nil
(iii) Units of mutual funds		1,05,00,000	5,38,67,513
(iv) Government securities		Nil	Nil
(v) Others		Nil	Ni
2. <i>Unquoted :</i>			
(i) Shares : (a) Equity		Nil	Nil
(b) Preference		Nil	Nil
(ii) Debentures and bonds		Nil	Nil
(iii) Units of mutual funds		Nil	Nil
(iv) Government securities		Nil	Nil
(v) Others		Nil	Nil
5. Borrower group-wise classification of assets financed as in (2) and (3) above :			
Category	Amount net of provisions		
	Secured	Unsecured	Total
1. Related Parties**			
(a) Subsidiaries	Nil	Nil	Nil
(b) Companies in the same group	Nil	Nil	Nil
(c) Other related parties	Nil	Nil	Nil
2. Other than related parties	Nil	Nil	Nil
Total	Nil	Nil	Nil
** As per Accounting Standard issued by ICAI			

PHOTON CAPITAL ADVISORS LIMITED**II Consolidated Notes to accounts***Amount in rupees unless otherwise stated***6. Investor group-wise classification of all investments (current and long term) in shares and securities (both quoted and unquoted) :**

Category	Market value / Break up or fair value or NAV	Book value (Net of Provisions)
1. Related Parties - As per Accounting Standard issued by ICAI		
(a) Subsidiaries	Nil	Nil
(b) Companies in the same group	Nil	Nil
(c) Other related parties	Nil	Nil
2. Other than related parties	8,67,10,829	5,78,81,167
Total	Nil	Nil

7. Other information

Particulars	Amount
(i) Gross Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(ii) Net Non-Performing Assets	
(a) Related parties	Nil
(b) Other than related parties	Nil
(iii) Assets acquired in satisfaction of debt	Nil

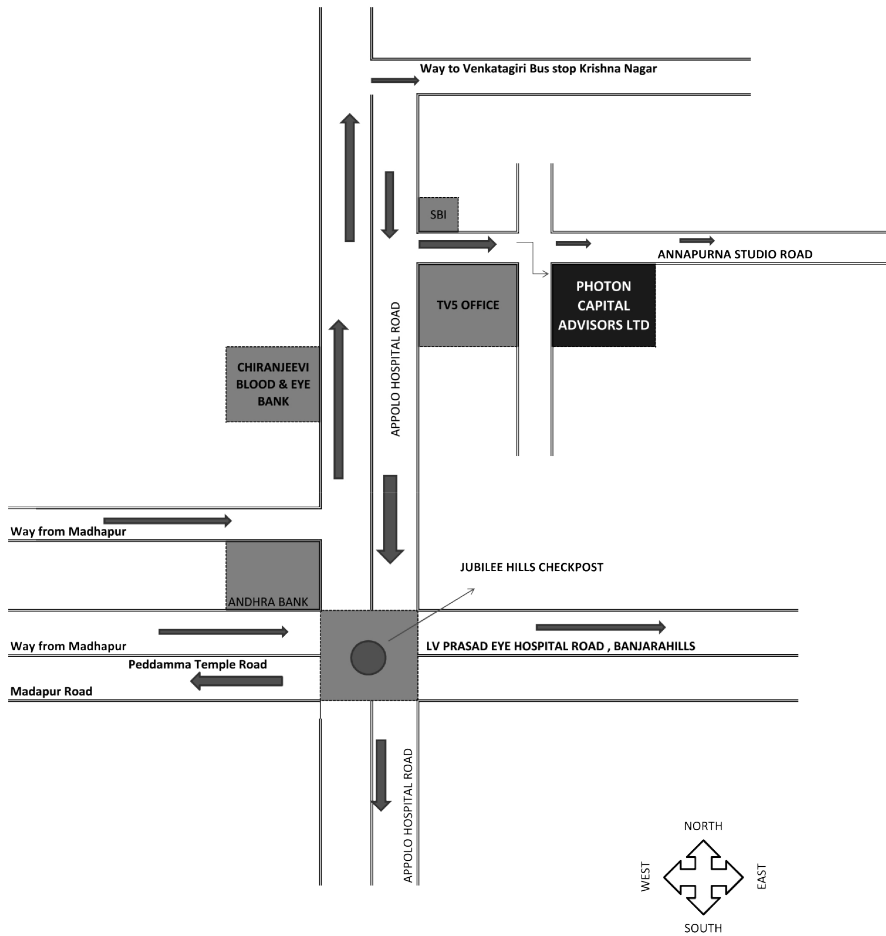
- 23** There are no Micro, Small and Medium Enterprises, as defined in the Micro, Small and Medium Enterprises Development Act, 2006 to whom the Company owes dues on account of principal amount together with interest and accordingly no additional disclosures have been made. The above information regarding Micro, Small and Medium Enterprises has been determined to the extent such parties have been identified on the basis of information available with the Company. This has been relied upon by the auditors.
- 24** Value of imports on C.I.F. basis Rs. Nil (Previous year Rs. Nil)
- 25** Earnings in foreign currency Rs. Nil (Previous year Rs. Nil)
- 26** Expenditure incurred in foreign currency Rs. Nil (Previous year Rs. Nil)
- 27** Dividend remitted in foreign currency Rs. Nil (Previous year Rs. Nil)
- 28** There are no loans and advances in the nature of loans to associates outstanding, accordingly disclosure under clause 32 of the listing agreement is not applicable.
- 29** All numbers mentioned in the financial statements are denominated in Indian Rupees (Rs.) unless otherwise mentioned as such.
- 30** Previous year figures have been regrouped / reclassified, wherever necessary, to conform to current year presentation.

for and on behalf of the Board

Hyderabad
Dated : 30-05-2016Sd/-
Tejaswy Nandury
Whole Time Director
DIN : 00041571Sd/-
V. R. Shankara
Director
DIN : 00041705Sd/-
D.M. Basha
Company SecretarySd/-
Sreedhar Babu K
C.F.O.

PHOTON CAPITAL ADVISORS LIMITED

Route Map



Photon Capital Advisors Limited
Plot No. 90-A, Road No. 9, Jubilee Hills,
Hyderabad - 500 033.
Phone No. 040 - 4006 2950
Website : www.pcalindia.com
Email ID: info@pcalindia.com

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PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot No.90-A, Road No.9, Jubilee Hills, Hyderabad –500 033, Telangana
Tel/Fax No: 040-40062950, Website:http://www.pcalindia.com/Email Id : info@pcalindia.com

PROXY FORM

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

CIN No.	L65910TG1983PLC004368
Name of the Company :	PHOTON CAPITAL ADVISORS LIMITED
Registered Office :	Plot No. 90-A, Road No. 9, Jubilee Hills, Hyderabad - 500 033, Telangana
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 31st Annual General Meeting of the Company, to be held on Friday, the 30th September, 2016 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	
		For	Against
Ordinary Business			
1.	to consider and adopt (a) The audited standalone financial statement of the company for the financial year ended 31 st March, 2016 and the reports of the Board of Directors and Auditors thereon. (b) The audited consolidated financial statement of the Company for the financial year ended 31 st March, 2016 and the report of the Auditors thereon.		
2.	To appoint a Director in the place of Mrs. Sobharani Nandury having director identification number (00567002) who retires by rotation and being eligible offers herself for re-appointment.		
3.	To ratify the appointment of statutory Auditors and fix their remuneration for the FY 2016-17.		

Signed this day of 2016.

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix below
Re. 1
Revenue
Stamp

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 31st Annual General Meeting of the Company being held on Friday, the 30th September, 2016 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.

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Printed Matter

If undelivered, please return to:

Photon Capital Advisors Limited

Plot No. 90-A, Road No. 9,
Jubilee Hills, Hyderabad - 500 033.
Phone No. 040 - 4006 2950
Website : www.pcalindia.com
Email ID: info@pcalindia.com