

PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot. No.90-A, Road No.9, Jubilee Hills,
Hyderabad-500033, Telangana, Tel No: 9951339995,

Website: <http://www.pcalindia.com>, Email ID- info@pcalindia.com

NOTICE

Notice is hereby given that the 39th Annual General Meeting of the company will be held on Monday, the 30th day of September, 2024 at 10:00 a.m. at the registered office of the Company situated at Plot. No.90-A, Road No.9, Jubilee Hills, Hyderabad - 500 033, Telangana, to transact the following businesses:

ORDINARY BUSINESS:

1. To consider and adopt the audited standalone and consolidated financial statements of the Company for the financial year ended 31st March, 2024 and the reports of the Board of Directors and Auditors thereon.
2. To consider and recommend the re-appointment of Mrs. Suchitra Nandury (DIN: 00568167), Director who is liable to retire by rotation.

SPECIAL BUSINESS:

3. **Regularization of Mr. Venkata Subash Lingareddy (DIN: 00125240) as an Independent Director of the Company:**

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Regulation 17 & 17(1A) of SEBI (LODR) Regulations, 2015 thereto, Mr. Venkata Subash Lingareddy (DIN: 00125240), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors for a period of 05 (five) Consecutive years with effect from 01.04.2024, be and is hereby approved the appointment of Mr. Venkata Subash Lingareddy, as an Independent Director of the Company and not liable to retire by rotation.

4. **Regularization of Mr. Sarath Kumar Jutur (DIN: 05187764) as an Independent Director of the Company:**

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

RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Regulation 17 & 17(1A) of SEBI (LODR) Regulations, 2015 thereto, Mr. Sarath Kumar Jutur (DIN: 05187764), who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Directors for a period of 05 (five) Consecutive years with effect from 01.04.2024, be and is hereby approved the appointment of Mr. Sarath Kumar Jutur as an Independent Director of the Company and not liable to retire by rotation.

5. Re-appointment of Mrs. Sobharani Nandury (DIN: 00567002) as Whole-time Director:

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

RESOLVED THAT pursuant to the provisions of sections 196, 197 and other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder, approval of the members and approval of the Board, be and is hereby accorded to re-appoint Mrs. Sobharani Nandury (DIN: 00567002), as Whole-Time Director of the Company for a period of 05 (five) Consecutive years with effect from 14.11.2024, liable to retire by rotation.

RESOLVED FURTHER THAT the board of directors of the Company be and is hereby authorized to sign and submit all the necessary forms to be filed with the Registrar of Companies and to do all such acts, deeds and things which are required for effecting the above resolution.

6. Regularization of Mr. V.R. Shankara (DIN: 00041705), as Non-Executive Non-Independent director of the Company:

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

RESOLVED THAT pursuant to section 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, approval of the members, Mr. V R Shankara (DIN: 00041705), who was appointed as an Additional Director of the Company by the Board of Directors with effect from 30.05.2024 and who holds the office until the date of the ensuing Annual General Meeting in terms of section 161 of the Companies Act, 2013, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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

**SOBHARANI NANDURY
WHOLE TIME DIRECTOR
DIN: 00567002**

Place: Hyderabad
Date: 06.08.2024

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. A statement pursuant to the provisions of Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM, is annexed hereto. Further, additional information as required under Listing Regulations and circulars issued thereunder are also annexed.
5. In compliance with the MCA Circulars and SEBI Circular dated October 7, 2023, Notice of the AGM along with the Annual Report for the financial year 2023-24 is being sent only through electronic mode to those members whose e-mail address is registered with the Company / Registrar and Transfer Agent / Depository Participants / Depositories. Members may note that this Notice and Annual Report for the financial year 2023-24 will also be available on the Company's website at <http://www.pcalindia.com>, websites of the Stock Exchanges, i.e., BSE Limited at www.bseindia.com and on the website of Company's Registrar and Transfer Agent, KFin Technologies Limited ("KFinTech") at <https://evoting.kfintech.com>.
6. 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.
7. The Register of members and transfer Books of the Company will be closed from 22.09.2024 to 30.09.2024 (both days inclusive).
8. The members are requested to –
 - a) Intimate to the Registrars and Transfer Agents of the Company / Depository Participants changes, if any, in their registered addresses at an early date.
 - b) Quote Ledger Folio/Client ID in all the correspondence.
 - c) Bring the copy of the Annual Report and attendance slip with them to the Annual General Meeting.
7. Members desiring any information as regards accounts are requested to write to the Company at least seven days before the date of the meeting to enable the management to keep the information ready at the meeting.
8. All documents referred to in the notice of AGM and statutory registers are open for inspection at the Registered Office of the Company during office hours on all working days except public holidays up to the date of the Annual General meeting.

9. The Company pursuant to Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules, 2014 and as amended from time to time, is extending e-voting facility for its members to enable them to cast their vote electronically instead of participating and voting physically in the Annual General meeting. The Company has appointed Mr. Darga Mabu Basha, Practising Company Secretary who in the opinion of the Board is a duly qualified person, as Scrutinizer who will collate the electronic voting process in a fair and transparent manner.
10. The Company is providing to its members, facility to exercise their right to vote on the resolutions proposed to be passed at the AGM by electronic means ("e-voting"). Members may cast their votes remotely, using an electronic voting system on the dates mentioned herein below ("remote e-voting").

The Company has engaged the services of KFinTech as the agency to provide e-voting facility.

11. The manner of voting, including voting remotely by (i) individual members holding shares of the Company in demat mode, (ii) members other than individuals holding shares of the Company in demat mode, (iii) members holding shares of the Company in physical mode, and (iv) members who have not registered their e-mail address, is explained in the instructions given, hereinbelow.

The remote e-voting facility will be available during the following voting period:

Commencement of remote e-voting: 10:00 a.m. (IST) on Thursday, September 26, 2024

End of remote e-voting : 5:00 p.m. (IST) on Sunday, September 29, 2024

The remote e-voting will not be allowed beyond the aforesaid date and time and the remote e-voting module shall be forthwith disabled by KFinTech upon expiry of the aforesaid period.

Voting rights of a member / beneficial owner (in case of electronic shareholding) shall be in proportion to his / her / its shareholding in the paid-up equity share capital of the Company as on the cut-off date, i.e., Saturday, September 21, 2024 ("Cut-off Date").

Mr. D.M. Basha, a Practising Company Secretary (Membership No.:11971), who is appointed as Scrutiniser to scrutinise the remote e-voting process in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose. The Scrutiniser's decision on the validity of the votes cast through remote e-voting shall be final.

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING

- i) The members who have cast their vote(s) by remote e-voting may also attend the Meeting but shall not be entitled to cast their vote(s) again at the Meeting.

- ii) Once the vote on a resolution is cast by a member, whether partially or otherwise, the member shall not be allowed to change it subsequently or cast the vote again.
- iii) A member can opt for only single mode of voting, i.e., through remote e-voting or voting at the Meeting. If a member casts vote(s) by both modes, then voting done through remote e-voting shall prevail and vote(s) cast at the Meeting shall be treated as "INVALID".
- iv) Only a person, whose name is recorded as on the Cut-off Date in the register of members / register of beneficial owners maintained by the Depositories, shall be entitled to avail the facility of remote e-voting or for participation at the AGM. A person who is not a member as on the Cut-off Date, should treat this Notice for information purpose only.

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.kfintech.com>
- ii. Enter the login credentials (i.e., User-ID & password) provided to you.
- iii. Please contact Ms. Shruti Agarwal, Compliance officer of the Company on 9951339995, for any further clarifications.

LOGIN METHOD FOR E-VOTING:

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY INDIVIDUAL MEMBERS HOLDING SHARES OF THE COMPANY IN DEMAT MODE:

As per the SEBI Master Circular bearing reference no. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023, as amended, all "individual shareholders holding shares of the Company in demat mode" can cast their vote, by way of a single login credential, through their demat accounts / websites of Depositories / Depository Participants. The procedure to login and access remote e-voting, as devised by the Depositories / Depository Participant(s), is given below:

PROCEDURE TO LOGIN THROUGH WEBSITES OF DEPOSITORIES

NSDL	CDSL
<p>1. Users already registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. Type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Click on the button "Beneficial Owner" available for login under 'IDeAS' section. iii. A new page will open. Enter your User ID and Password for accessing IDeAS. iv. On successful authentication, you will enter your IDeAS service login. Click on "Access to e-Voting" under Value Added Services on the panel available on the left-hand side. v. You will be able to see Company Name: "PHOTON CAPITAL ADVISORS LIMITED" on the next screen. Click on the e-Voting link available against PHOTON CAPITAL ADVISORS LIMITED or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication. 	<p>1. Users already registered for Easi / Easiest facility of CDSL may follow the following procedure</p> <ul style="list-style-type: none"> i. Type in the browser/Click on any of the following links: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com and click on New System Myeasi / Login to My Easi option under Quick Login (best operational in Internet Explorer 10 or above and Mozilla Firefox) ii. Enter your User ID and Password for accessing Easi / Easiest. iii. You will see Company Name: "PHOTON CAPITAL ADVISORS LIMITED" on the next screen. Click on the e-Voting link available against PHOTON CAPITAL ADVISORS LIMITED or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.
<p>2. Users not registered for IDeAS e-Services facility of NSDL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following e-Services link: https://eservices.nsd.com ii. Select option "Register Online for IDeAS" available on the left-hand side of the page. iii. Proceed to complete registration using your DP ID, Client ID, Mobile Number etc. 	<p>2. Users not registered for Easi / Easiest facility of CDSL may follow the following procedure:</p> <ul style="list-style-type: none"> i. To register, type in the browser / Click on the following link: https://web.cdslindia.com/myeasitoken/home/login ii. Proceed to complete registration using your DP ID-Client ID (BO ID), etc. iii. After successful registration, please follow steps given under Sr. No.1 above to cast your Vote.

<p>iv. After successful registration, please follow steps given under Sr. No. 1 above to cast your vote</p>	
<p>3. Users may directly access the e-Voting module of NSDL as per the following procedure:</p> <p>i. Type in the browser / Click on the following link: https://www.evoting.nsdl.com/</p> <p>ii. Click on the button "Login" available under "Shareholder / Member" section.</p> <p>iii. On the login page, enter User ID (i.e., 16-character demat account number held with NSDL, starting with IN), Login Type, i.e., through typing Password (in case you are registered on NSDL's e-voting platform) / through generation of OTP (in case your mobile / e-mail address is registered in your demat account) and Verification Code as shown on the screen.</p> <p>iv. You will be able to see Company Name: "PHOTON CAPITAL ADVISORS LIMITED" on the next screen. Click on the e-Voting link available against PHOTON CAPITAL ADVISORS LIMITED or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>	<p>3. Users may directly access the e-Voting module of CDSL as per the following procedure:</p> <p>i. Type in the browser / Click on the following link: https://evoting.cdslindia.com/Evoting/EvotingLogin</p> <p>ii. Provide Demat Account Number and PAN.</p> <p>iii. System will authenticate user by sending OTP on registered Mobile & E-mail as recorded in the Demat Account.</p> <p>iv. On successful authentication, you will enter the e-voting module of CDSL. Click on the e-Voting link available against PHOTON CAPITAL ADVISORS LIMITED or select e-Voting service provider "KFinTech" and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.</p>

PROCEDURE TO LOGIN THROUGH THEIR DEMAT ACCOUNTS / WEBSITE OF DEPOSITORY PARTICIPANT.

Individual members holding shares of the Company in Demat mode can access e-Voting facility provided by the Company using login credentials of their demat accounts (online accounts) through their demat accounts / websites of Depository Participants registered with NSDL / CDSL. An option for "e-Voting" will be available once they have successfully

logged-in through their respective logins. Click on the option “e-Voting” and they will be redirected to e-Voting modules of NSDL / CDSL (as may be applicable). Click on the e-Voting link available against PHOTON CAPITAL ADVISORS LIMITED or select e-Voting service provider “KFinTech” and you will be re-directed to the e-Voting page of KFinTech to cast your vote without any further authentication.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available on the websites of Depositories / Depository Participants.

Members facing any technical issue- NSDL	Members facing any technical issue- CSDL
Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at tollfree no.: 022-4886 7000 / 022-2499 7000	Members facing any technical issue during login can contact CSDL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

INFORMATION AND INSTRUCTIONS FOR REMOTE E-VOTING BY (I) MEMBERS OTHER THAN INDIVIDUALS HOLDING SHARES OF THE COMPANY IN DEMAT MODE AND (II) ALL MEMBERS HOLDING SHARES OF THE COMPANY IN PHYSICAL MODE

(A) In case a member receives an e-mail from the Company / KFinTech [for members whose e-mail address is registered with the Company / Depository Participant(s)]:

- a. Initial password is provided in the body of the email.
- b. Launch internet browser and type the URL: <https://evoting.kfintech.com> in the address bar.
- c. Enter the login credentials i.e. User ID and password mentioned in your email. The E-Voting Event Number + Folio No. or DP ID Client ID will be your User ID. However, if you are already registered with RTA for e-voting, you can use your existing User ID and password for casting your votes. If required, please visit <https://evoting.kfintech.com> or contact toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days) for assistance on your existing password.

User ID: For Members holding shares in Demat Form: -

For NSDL: 8-character DP ID followed by 8 digits Client ID.
 For CDSL: 16 digits beneficiary ID.
 User ID: For members holding shares in Physical Form:
 Event Number followed by Folio No. registered with the Company.

Password: Your unique password is sent via e-mail forwarded through the electronic notice

Captcha: Please enter the verification code i.e. the alphabets and numbers in the exact way as they are displayed for security reasons

- d. After entering the details appropriately, click on LOGIN.
- e. You will reach the password change menu wherein you will be required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$,etc.). It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. You need to login again with the new credentials.
- g. On successful login, the system will prompt you to select the EVENT of the Company i.e. Photon Capital Advisors Limited.
- h. On the voting page, the number of shares (which represents the number of votes) held by you as on the cut-off date will appear. If you desire to cast all the votes assenting/dissenting to the resolution, enter all shares and click 'FOR'/'AGAINST' as the case may be or partially in 'FOR' and partially in 'AGAINST', but the total number in 'FOR' and/or 'AGAINST' taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option 'ABSTAIN' and the shares held will not be counted under either head.
- i. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.
- j. Cast your votes by selecting an appropriate option and click on 'SUBMIT'. A confirmation box will be displayed. Click 'OK' to confirm, else 'CANCEL' to modify. Once you confirm, you will not be allowed to modify your vote subsequently. During the voting period, you can login multiple times till you have confirmed that you have voted on the resolution.
- k. Corporate/institutional members (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned image (pdf/jpg format) of certified true copy of relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who is/are authorised to vote, to the Scrutinizer through email at basha@sqpassociates.com and may also upload the same in the e-voting module in their login.

(B)In case of a member whose e-mail address is not registered / updated with the Company / KFinTech / Depository Participant(s), please follow the following steps to generate your login credentials:

- a. Members holding shares in dematerialised mode who have not registered their e-mail address with their Depository Participant(s) are requested to register / update their e-mail address with the Depository Participant(s) with which they maintain their demat accounts.
- b. After due verification, the Company / KFinTech will forward your login credentials to your registered e-mail address.
- c. Follow the instructions at I.(A).(a) to (k) to cast your vote.

Pursuant to Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is providing the facility to its Members holding shares in physical or dematerialized form as on the Cut-off date, being 21.09.2024 (For Agenda items 1 to 3) to exercise their right to vote by electronic means i.e. remote e-voting, on the business specified in the Notice convening the AGM of the Company as mentioned above.

Your user ID and password for this purpose are furnished below:

EVEN (e-Voting Event Number)	USER ID	Password / PAN

Note: If you forget your password, you can reset your password by using "Forgot user details/Password" option available on <https://evoting.kfintech.com>.

Any person who becomes a member of the Company after despatch of this Notice of the Meeting and holding shares as on the Cut-off Date / any member who has forgotten the User ID and Password, may obtain / generate / retrieve the same from KFinTech in the manner as mentioned below:

(a) If the mobile number of the member is registered:

In case the shares are held in dematerialised mode: The member may send SMS MYEPWD <space>DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

In case the shares are held in physical mode: The member may send SMS MYEPWD <space> E-Voting Event Number + Folio No. to 9212993399

Example for Physical: MYEPWD <SPACE> XXXX123456789

(b) If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.kfintech.com>, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate password.

(c) Member may call on KFinTech's toll-free number 1800 309 4001 (from 9:00 a.m. (IST) to 6:00 p.m. (IST) on all working days).

(d) Member may send an e-mail request to evoting@kfintech.com After due verification of the request, User ID and password will be sent to the member.

(e) If the member is already registered with KFinTech's e-voting platform, then he / she / it can use his / her / its existing password for logging-in.

In case of any query, you may refer to the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the Downloads sections of <https://evoting.kfintech.com> or contact Mr. Mohammed Shanoor, KFin Technologies Ltd. (Unit –Photon Capital Advisors Limited) at email: einward.ris@kfintech.com or contact at Phone No: 1-800-309-4001 (toll free).

13. Those members who have registered their email IDs with the Company / their respective Depository Participants are being forwarded Annual report containing the login ID and password for e-voting along with process, manner and instructions by e-mail. For others the copy of Annual report can be downloaded from the Company's website: www.pcalindia.com and BSE Limited website bseindia.com.
14. The Company has appointed Mr. Darga Mabu Basha, Practising Company Secretary, as Scrutinizer for conducting the e-voting process for the Annual General Meeting in a fair and transparent manner.
15. The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-voting period unlock the votes in the presence of at least two witnesses not in the employment of the Company and make Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman / Whole Time Director of the Company.
16. Corporate/Institutional Members (corporate/FIs/FIIIs/Trust/Mutual Funds/Banks, etc.,) are required to send scan (PDF format) of the relevant Board resolution to the Scrutinizer through e-mail to basha@sgpassociates.com with a copy to evoting@kfintech.com. The file scanned image of the Board Resolution should be in the naming format "Corporate Name_ Event no."
17. Once the vote on the resolution is cast by the shareholder, he shall not be allowed to change it subsequently.
18. The members who have cast their vote by remote-voting prior to the meeting may also attend the meeting, but shall not be entitled to cast their vote again.

PHOTON CAPITAL ADVISORS LIMITED

(CIN: L65910TG1983PLC004368)

Regd. Office: Plot. No.90-A, Road No.9, Jubilee Hills,
Hyderabad-500033, Telangana, Tel No: 9951339995,

Website: <http://www.pcalindia.com>, Email ID- info@pcalindia.com

STATEMENT OF MATERIAL FACTS

Pursuant to Section 102 of the Companies Act, 2013, a Statement of Material Facts is furnished below:

Item No. 3:

Your Board of Directors have appointed Mr. Venkata Subash Lingareddy (DIN: 00125240), as an additional director in the capacity of Non-executive Independent Director of the Company for a period of 05 (Five) consecutive years with effect from 01.04.2024. The Director is having knowledge and experience in the activities similar to that of activities carried on by the Company, and his appointment would be beneficial for the future progress of the Company.

Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV and Regulation 17 & 17(1A) of SEBI (LODR) Regulations, 2015, Mr. Venkata Subash Lingareddy shall hold office up to the date of ensuing Annual General Meeting of the Company.

The Company has received from Mr. Venkata Subash Lingareddy, (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub section (2) of section 164 and the declaration under section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Venkata Subash Lingareddy as an Independent Director of the Company pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the resolution set out in Item No.3 for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution except to the extent of the shares held by them.

Item No. 4:

Your Board of Directors have appointed Mr. Sarath Kumar Jatur (DIN: 05187764), as an additional director in the capacity of Non-executive Independent Director of the Company for a period of 05 (Five) consecutive years with effect from 01.04.2024. The Director is having knowledge and experience in the activities similar to that of activities carried on by the Company, and the appointment would be beneficial for the future progress of the Company.

Pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment

thereof for the time being in force) read with Schedule IV and Regulation 17 & 17(1A) of SEBI (LODR) Regulations, 2015, Mr. Sarath Kumar Jutur (DIN: 05187764), shall hold office up to the date of ensuing Annual General Meeting of the Company.

The Company has received from Mr. Sarath Kumar Jutur (DIN: 05187764), (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 and the declaration under section 149 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. Sarath Kumar Jutur (DIN: 05187764), as Independent Director of the Company pursuant to section 149, 152 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the resolution set out in Item No.4 for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution except to the extent of the shares held by them.

Item No. 5:

It is to inform the members that Mrs. Sobharani Nandury (DIN: 00567002) has re-appointed as Whole Time Director of the Company for a period of 5 (five) years with effect from 14.11.2019 and her tenure will be expired on 13.11.2024.

The Company has received the consent letter from Mrs. Sobharani Nandury to act as whole-time director of the Company.

Mrs. Sobharani Nandury attains the age of seventy years as on appointment date i.e., 14.11.2024. She has rich and varied experience in the industry and has been involved in the operations of the Company. It would be in the interest of the Company to continue to avail of her considerable expertise and to re-appoint Mrs. Sobharani Nandury as a Whole-time Director. Accordingly, approval of the members is sought for passing a Special Resolution for re-appointment of Mrs. Sobharani Nandury as a Whole-time Director, as set out in Part-I of Schedule V to the Act as also under sub-section (3) of Section 196 of the Act.

The Board recommends the special resolution set out in Item No. 5 for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution except to the extent of the shares held by them.

Item No. 6:

Your Board of Directors have appointed Mr. V R Shankara (DIN: 00041705), is appointed as an additional director in the capacity of Non-Executive Non-Independent Director of the Company as on 30.05.2024. He is having knowledge and experience in the activities similar to that of activities carried on by the Company, and the appointment would be beneficial for the future progress of the Company.

Pursuant to section 152, and other applicable provisions of the Companies Act, 2013 and the rules made thereunder, Mr. V R Shankara (DIN: 00041705), shall hold office up to the date of ensuing Annual General Meeting of the Company.

The Company has received from Mr. V R Shankara (DIN: 00041705), (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014 and (ii) Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub section (2) of section 164 of the Companies Act, 2013.

The resolution seeks the approval of members for the appointment of Mr. V R Shankara (DIN: 00041705) as a Director of the Company pursuant to section 161 and other applicable provisions of the Companies Act, 2013 and the rules made thereunder.

The Board recommends the resolution set for the in-Item No.6 for the approval of the members of the Company.

None of the Directors, Key Managerial Personnel and their relatives is interested or concerned in the resolution except to the extent of the shares held by them.

// By Order of the Board//

For PHOTON CAPITAL ADVISORS LIMITED

**SOBHARANI NANDURY
WHOLE TIME DIRECTOR
DIN: 00567002**

Place: Hyderabad
Date: 06.08.2024

