

Date: 20.01.2026

To,
The Corporate Relations Department,
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai — 400 001
Ref: Scrip Code: 509084

Dear Sir/Madam,

Subject: Outcome of Board Meeting- Disclosure under Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI LODR Regulations").

Pursuant to Regulation 30 of SEBI LODR Regulations, we hereby inform you that the Board of Directors of the Company at its Board Meeting held today, January 20, 2026, inter-alia considered and approved following businesses:

1. Increase of authorised share capital of the company and subsequent modification in the capital clause of Memorandum of Association.

Approved to Increase the authorised share capital of the Company from existing Rs. 4,00,00,000/- (Rupees Four crore only) divided into 40,00,000 (Forty Lakh) Equity Shares of Rs. 10/- (Rupees Ten only) **To** Rs. 6,00,00,000 (Rupees Six Crore only) divided into 60,00,000 (Sixty Lakh) Equity Shares of Rs 10/- (Rupees Ten only) each ranking Pari-passu in all respects with the existing Share Capital of the Company, subject to the approval of shareholders, in accordance with the applicable provisions of the Companies Act, 2013 and rules made there under.

2. Alteration of the object clause of the Memorandum of Association of the Company

Approved to alter the objects clause III A of Memorandum of Association of the Company by inserting new sub clauses 1.J & 1.K after the existing sub-clause 1.I. subject to the approval of shareholders, in accordance with the Companies Act, 2013 read with the rules made there under.

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in **Annexure – I.**

3. Issue upto 12,07,000 equity shares of the Company on preferential basis for consideration for Cash:

Approved to Issue upto 12,07,000 (Twelve Lakhs and Seven Thousand Only) equity shares on preferential basis ("**Preferential Issue**") to the persons under the proposed Promoter and Non-Promoters Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), Companies Act, 2013 and rules made there under and other applicable laws, subject to necessary approvals including approval of the shareholders and other statutory/regulatory authorities, as may be required, at a price not being lower than the price determined in accordance with Chapter V of SEBI ICDR Regulations and other applicable regulations.

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in **Annexure – II.**

4. Issue upto 19,90,000 (Nineteen Lakh Ninety Thousand Only) share warrants convertible into equity shares of the Company on preferential basis:

Approved to issue upto 19,90,000 (Nineteen Lakh Ninety Thousand Only) share warrants convertible into equal number of equity shares, on preferential basis ("**Preferential Issue**") to the persons under the proposed Promoter and Non- Promoters Category, in accordance with Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("**SEBI ICDR Regulations**"), Companies Act, 2013 and rules made there under and other applicable laws, subject to necessary approvals including approval of the shareholders and other statutory/regulatory authorities, as may be required, at a price not being lower than the price determined in accordance with Chapter V of SEBI ICDR Regulations and other applicable regulations.

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in **Annexure – III.**

5. Convening of Extra-Ordinary General Meeting (EGM):

Approved the Notice convening the Extra-Ordinary General Meeting of the Members of the Company to be held on Thursday, February 19, 2026 at 10:00 A.M. at the Registered Office of the Company situated at Plot No. 90-A, Road No. 9, Jubilee Hills, Hyderabad - 500033, Telangana, India.

The cut-off date for voting (remote e-voting and voting at the EGM) is Thursday, February 12, 2026.

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are disclosed in **Annexure – IV.**

6. Appointment of scrutinizer:

The Board appointed Ms. N. Vanitha, Practicing Company Secretary (Membership No. A26859), Hyderabad, as the Scrutinizer to oversee the voting process (remote e-voting and voting at the EGM) in a fair and transparent manner.

The aforesaid Board Meeting commenced at 5.00 P.M. and concluded at 5.30 P.M.

This is for your information and necessary records.

Regards,
For, **Photon Capital Advisors Limited**

Sobharani Nandury
Wholetime Director
DIN: 00567002

Annexure I

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

ALTERATION OF OBJECTS CLAUSE OF MEMORANDUM OF ASSOCIATION OF THE COMPANY:

Insertion of the following new sub clauses 1.J & 1.K after the existing sub-clause 1.I of main objects Clause III A of the Memorandum of the Association of the Company.

- 1.J. "To establish, expand, and scale advanced AI-native and data-driven businesses, including the research, development, deployment, and commercialization of artificial intelligence platforms, machine learning and deep-learning systems, autonomous decision engines, intelligent automation solutions, predictive analytics, large-scale data intelligence frameworks, cloud-native technologies, cybersecurity solutions, and other next-generation digital innovations; and to undertake investments in core technology infrastructure, proprietary algorithms, software platforms, tools, licenses, cloud environments, data assets, and intellectual property necessary to support and advance such activities and also to hire, train, develop, and retain skilled professionals and technical resources necessary to support, manage, and execute the aforesaid technology, IT, ITES, cloud, and data-driven business verticals; including but not limited to engineers, developers, analysts, cybersecurity specialists, management personnel, and operational teams.
- 1.K. To fund and undertake strategic acquisitions, mergers, takeovers, investments, and purchases of equity, securities, businesses, undertakings, or assets of target companies, whether in India or overseas, engaged in technology, IT, ITES, digital services, financial services, consulting, or other allied sectors; for the purpose of accelerating growth, driving market expansion, and enhancing value creation."

Annexure- II

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

Sl. No.	Particulars of Disclosure	Disclosure
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Equity shares
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of equity shares in accordance with the SEBI (ICDR) Regulations, 2018 read with the Companies Act, 2013 and rules made there under.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately).	Issue of up to 12,07,000 equity shares of Rs.10/- each on Preferential basis to the persons under the proposed Promoter and Non- Promoters Category
4.	Names of Proposed Allottees/Investors	Attached as Annexure-A.
5.	Issue price	Rs.115 /- (Rupees One Hundred and Fifteen only)
6.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Attached as Annexure-A.
7.	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	Not Applicable
8.	Nature of Consideration	Cash
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

Annexure- III

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

Sl. No.	Particulars of Disclosure	Disclosure
1.	Type of securities proposed to be issued (viz. equity shares, convertibles etc.)	Fully convertible equity warrants
2.	Type of issuance (further public offering, rights issue, depository receipts (ADR/GDR), qualified institutions placement, preferential allotment etc.)	Preferential Issue of Warrants in accordance with the SEBI (ICDR) Regulation 2018 read with the Companies Act, 2013 and rules made there under.
3.	Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)	Issue of up to 19,90,000 Warrants aggregating to Rs. 22,88,50,000 to the persons under the proposed Promoter and Non- Promoters Category. Each warrant is convertible into one equity share of the company within a period of 18 months.
4.	Names of Proposed Allottees/Investors	Attached as Annexure-A.
5.	Issue price	Rs.115 /- (Rupees One Hundred and Fifteen only)
6.	post allotment of securities - outcome of the subscription, issue price / allotted price (in case of convertibles), number of investors	Attached as Annexure-A.
7.	In case of convertibles – intimation on conversion of securities or on lapse of the tenure of the instrument	<p>Each warrant shall be convertible into 1 (one) equity shares within a period of 18 (eighteen) months from the date of allotment in one or more tranches, as the case may be and on such other terms and conditions as applicable upon exercise of option of conversion by the warrant holder.</p> <p>25% of the total consideration will be paid at the time of issuance of the warrants and the remaining 75% of the total consideration shall be paid upon the exercise/ conversion of each warrant within a period of 18 months of allotment of warrants.</p>
8.	Nature of Consideration	Cash
9.	Any cancellation or termination of proposal for issuance of securities including reasons thereof.	Not Applicable

Annexure A

S. No.	Name of the Proposed Allottee (s)	Category	Pre Issue shareholding		Allotment of equity shares	Allotment of warrants	Post Issue shareholding	
			No. of shares	%			No. of shares	%
1	Sreeram Reddy Vanga	Proposed Promoter	0	0%	4,85,000	9,90,000	14,75,000	31.31
2	Kamath Technology LLP	Non-Promoter	0	0%	2,10,000	2,25,000	4,35,000	9.23
3	P Sridhar Reddy	Non-Promoter	0	0%	2,10,000	2,25,000	4,35,000	9.23
4	Madanmohanreddy Kandula	Non-Promoter	0	0%	50,000	75,000	1,25,000	2.65
5	Pravan Holdings LLP	Non-Promoter	0	0%	75,000	1,00,000	1,75,000	3.71
6	Sembmarine Kakinada Limited	Non-Promoter	0	0%	90,000	1,50,000	2,40,000	5.09
7	M Lakshmichand Jain	Non-Promoter	0	0%	25,000	1,25,000	1,50,000	3.18
8	Sujeet Kumar	Non-Promoter	0	0%	52,000	1,00,000	1,52,000	3.23
9	Sunkavalli Anjani Sri Mourya	Non-Promoter	0	0%	10,000	-	10,000	0.21
Total					12,07,000	19,90,000	31,97,000	67.87

Note: Post-issue shareholding and Post issue % has been calculated on a fully diluted basis, assuming full conversion of all outstanding warrants into equity shares.

Annexure- IV

The details pursuant to Regulation 30 of SEBI LODR Regulations read with SEBI master Circular no. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024 are as under:

Date of Notice	January 20, 2026				
Prescribed Details					
Agenda /Resolutions Proposed	Resolutions Type		Manner of approval		
Increase of authorized share capital of the Company	Ordinary Resolution		Extra Meeting	Ordinary	General
Alteration of object clause of the Memorandum of Association subject to approval of the shareholders of the company	Special Resolution		Extra Meeting	Ordinary	General
Issue upto 12,07,000 equity shares of the Company on preferential basis for consideration for Cash.	Special Resolution		Extra Meeting	Ordinary	General
Issue upto 19,90,000 (Nineteen Lakh Ninety Thousand Only) share warrants convertible into equal no. of equity shares of the Company on preferential basis	Special Resolution		Extra Meeting	Ordinary	General