



Modern Science-Traditional Values

Notice of

Extra-Ordinary General Meeting

Of the members of

ADVANTA INDIA LIMITED

Date & Time:

Thursday, 17th March, 2011 at 11 A.M.

Venue:

“Earthen Oven”

Fortune Park Vallabha,

Road no.12, Banjara Hills,

Hyderabad - 500034.

Advanta India Limited

Registered office:

Krishnama House, #8-2-418, 4th Floor, Road No. 7,

Banjara Hills, Hyderabad-500034, A.P, India

ADVANTA INDIA LIMITED

Regd.Office : Krishnama House, #8-2-418, 4th Floor, Road No. 7, Banjara Hills, Hyderabad – 500 034, A.P., India

NOTICE

NOTICE is hereby given that an Extraordinary General Meeting of the Members of the Company will be held on Thursday, the 17th day of March 2011 at 11:00 A.M, at "Earthen Oven" Fortune Park Vallabha, Road No. 12, Banjara Hills, Hyderabad - 500034, to transact the following business:

SPECIAL BUSINESS

1. **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 Section 81(1), 81(1A) and/or Section 81(4), (if applicable), and other applicable provisions, if any, of the Companies Act, 1956, ("Act"), as amended, and all other applicable laws and regulations including the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000, as amended, and applicable statutes, policies, schemes, rules, regulations, guidelines, notifications, press notes, or circulars, if any, issued by the Government of India, the Securities and Exchange Board of India, ("SEBI"), the Reserve Bank of India, ("RBI"), and any other applicable laws, rules and regulations, as amended and the enabling provisions in the Memorandum and Articles of Association of the Company and Listing Agreements entered into by the Company with the stock exchanges where the equity shares of the Company are listed, and subject to such approvals, consents, permissions and sanctions of SEBI, the Stock Exchanges, Reserve Bank of India ("RBI"), the Department of Industrial Policy and Promotion, Ministry of Commerce, Ministry of Agriculture, the Foreign Investment Promotion Board ("FIPB") and relevant statutory, regulatory, governmental authorities, (including any court, tribunal or any other judicial and/or quasi-judicial authority), ("Concerned Authorities"), in this regard, as may be required and applicable and further subject to such terms and conditions or modifications thereto as may be prescribed or imposed by any of the Concerned Authorities while granting such approvals, and permissions as may be necessary or which may be agreed to by the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall include any committee constituted by the Board or any person(s) authorized by the Board to exercise the powers conferred on the Board by this Resolution), the consent of the Company be and is hereby accorded to the Board to create, offer, issue and allot, in one or more tranche(es), in one or more foreign markets or domestic markets, to persons and entities whether such persons and/or entities are shareholders of the Company or not, either to all or any or combination thereof, including but not limited to Domestic Investors/ Foreign Investors whether having presence in India or not, Institutional Investors, Foreign Institutional Investors, Members, Employees, Non-Resident Indians, Companies (or) Bodies Corporate, Trusts, Mutual Funds, Banks, Financial Institutions, Insurance Companies, Pension Funds, Qualified Institutional Buyers, (as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as may be amended from time to time, ("SEBI Regulations"), (collectively "Investors"):

- a) equity shares; and/or
- b) equity shares through depository receipts including American Depository Receipts (ADRs), Global Depository Receipts (GDRs); and/or
- c) non convertible debentures; and/or
- d) convertible bonds, foreign currency convertible bonds ("FCCBs"), convertible debentures, fully or partly, and/or;
- e) other securities convertible into equity shares at the option of the Company and/or the holder(s) of such securities; and/or
- f) securities linked to equity shares; and/or

- g) securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares; and/or
- h) any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with equity shares at a later date, (collectively referred to as **"Securities"**),

as the Board/Committee/Sub-Committee at its sole discretion or in consultation with underwriters, merchant bankers, financial advisors or legal advisors may at any time decide, by way of one or more:

- a) public issue;
- b) rights issue;
- c) private offerings;
- d) through qualified institutions placement in accordance with the provisions of Chapter VIII of the SEBI Regulations, ("Qualified Institutions Placement");
- e) by any one or more or a combination of the above model/methods or otherwise;

and at such time or times and in one or more tranches, whether rupee denominated or denominated in foreign currency, in the domestic and/or one or more international market(s), with or without an option to retain oversubscription of Securities, and including provisions for reservation on firm and/or competitive basis, of such part of issue and for such categories of persons including employees of the Company as may be permitted, as may be deemed appropriate by the Board/Committee/Sub-Committee and permitted under applicable statutory and regulatory requirements, resulting in the issue of up to an aggregate amount not exceeding Rs.750 Crores (Rupees Seven Hundred and Fifty Crores Only) or its equivalent in any other currency, including premium on conversion, exercise and/or exchange of such Securities, together with the aggregate value of the Securities retained for oversubscription, if any, and on such terms and conditions and timing of the issue(s)/offering(s) including the investors to whom the Securities are to be issued, issue price, number of Securities to be issued, creation of mortgage/ charge in accordance with Section 293(1)(a) of the Act, in respect of any Securities as may be required either on pari-passu basis or otherwise, the stock exchanges on which such Securities will be listed, finalization of allotment of the Securities on the basis of the subscriptions received, face value, rate of interest, redemption period, manner of redemption, amount of premium on redemption, the number of equity shares to be allotted on redemption/conversion, the ratio, period of conversion, fixing of record date or book closure dates, and any other matter in connection with, or incidental to, the issue, in consultation with the merchant bankers or other advisors or otherwise, as the Board/Committee/Sub-Committee at its sole discretion may decide together with any amendments or modifications thereto (the "Issue") through an offer document and/or prospectus and/or offer letter and/or offering circular and/or information memorandum and/or placement document and/or any other offering document including an umbrella or shelf offering document as the Board/Committee/Sub-Committee in its sole discretion may at any time or times hereafter determine.

RESOLVED FURTHER THAT

- (i) the Securities to be created, issued, offered and allotted shall be subject to the provisions of the Memorandum and Articles of Association of the Company and the equity shares allotted in terms of this resolution shall rank pari passu in all respects with the existing equity shares of the Company.
- (ii) the number and /or conversion price in relation to equity shares that may be issued and allotted on conversion of Securities that may be issued through a Qualified Institutional Placement pursuant to the SEBI Regulation as mentioned above shall be appropriately adjusted in accordance with the provisions of Chapter VIII of the SEBI Regulations.

- (iii) Subject to applicable statutory and/or regulatory requirements, the Board/Committee/Sub-Committee be and is hereby authorized on behalf of the Company to finalise the pricing, terms and conditions relating to the issue of the Securities and any other matter in connection with, or incidental to, the issue of the Securities as the Board/Committee/Sub-Committee, in its absolute discretion, deems necessary or desirable, together with any amendments or modifications thereto.

RESOLVED FURTHER THAT if the Issue or any part thereof is made by way of a Qualified Institutional Placement, the Securities issued for such purpose shall be fully paid-up and the allotment of such Securities shall be completed within twelve months from the date of this resolution or such other time as may be allowed under the SEBI Regulations from time to time, and that the pricing of the Securities shall be made subject to and in compliance with all applicable statutory and/or regulatory requirements and the Securities shall not be eligible to be sold for a period of twelve months from the date of allotment, except on a recognized stock exchange, or except as may be permitted from time to time under the SEBI Regulations at such price being not less than the price determined in accordance with the requirements relating to pricing as prescribed under the SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue / allotment of Equity Shares by way of a Qualified Institutional Placement the relevant date on the basis of which price of the shares shall be determined as specified under applicable law, shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of Shares or such other time as may be allowed under the SEBI Regulations, from time to time, and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.

RESOLVED FURTHER THAT in the event of issue/allotment of eligible convertible securities by way of Qualified Institutional Placement the relevant date on the basis of which price of resultant securities shall be determined, shall be the date of the meeting in which the Board or the committee of directors duly authorized by the Board decides to open the proposed issue of such convertible securities or the date on which the holders of such convertible securities become entitled to apply for the equity shares or such other time as may be allowed under the SEBI Regulations, from time to time, and such price shall be subject to appropriate adjustments in accordance with the applicable SEBI Regulations.

RESOLVED FURTHER THAT without prejudice to the generality of the above, subject to applicable laws and subject to approval, consents, permissions, if any of any governmental body, authority or regulatory institution(s) including any conditions as may be prescribed in granting such approval(s) or permissions by such governmental authority or regulatory institution, the aforesaid Securities may have such features and attributes or any terms or combination of terms that provide for the tradability and free transferability thereof in accordance with the prevailing practices in the capital markets including but not limited to the terms and conditions for issue of additional Securities and such of these Securities to be issued as are not subscribed may be disposed of by the Board/Committee/Sub-Committee in such manner and/or on such terms including offering or placing them with banks/financial institutions/mutual funds or otherwise, as the Board/Committee/Sub-Committee may deem fit and proper in its absolute discretion.

RESOLVED FURTHER THAT without prejudice to the generality of the foregoing, the Board/Committee/Sub-Committee be and is hereby authorized to prescribe with respect to the aforesaid issue of the Securities all or any of the terms or any combination of terms thereof in accordance with local and/or international practice including but not limited to conditions in relation to the offer, issue and allotment of the Securities, payment of interest, dividend, premium and redemption or early redemption of Securities, debt service payments and any other payments whatsoever, voting rights and all such terms as are provided in domestic and/or international offerings of this nature including terms for such issue, or variation of the price or period of conversion of any Securities into equity shares or issue of equity shares during the duration of the Securities or terms pertaining to early redemption of Securities and/or conversion into equity shares as the Board/Committee/Sub-Committee may in its sole discretion deem appropriate.

RESOLVED FURTHER THAT the Board/Committee/Sub-Committee be and is hereby authorized to finalize and approve the preliminary as well as the final offer documents, if required, for the proposed issue of the Securities and to authorize any director or directors of the Company or any other officer or officers of the Company to sign the above documents for and on behalf of the Company together with the authority to amend, vary or modify the same as such authorized persons may consider necessary, desirable or expedient and for the purpose aforesaid, to give such declarations, affidavits, certificates, consents and/or authorities as may, in the opinion of such authorized person, be required from time to time, and to arrange for the submission of the preliminary and final placement document, and any amendments and supplements thereto, with any applicable government and regulatory authorities, institutions or bodies, as may be required.

RESOLVED FURTHER THAT the Board/Committee/Sub-Committee be and is hereby authorized to do such acts, deeds and things as the Board/Committee/Sub-Committee in its absolute discretion deems necessary or desirable in connection with the issue of the Securities and to give effect to these resolutions, including, without limitation, the following:

- (i) seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in or outside India, and any other consents that may be required in connection with the issue and allotment of the Securities;
- (ii) giving or authorizing the giving of such declarations, affidavits, certificates, consents and authorities as may be required from time to time by concerned persons; and
- (iii) settling any questions, difficulties or doubts that may arise in regard to any such issue or allotment of Securities as it may in its absolute discretion deem fit.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution and any offer, issue and allotment of Securities, the Board/Committee/Sub-Committee be and is hereby authorized to take all such actions, give such directions and to do all such acts, deeds and things as may be necessary, desirable or incidental thereto and matters connected therewith including without limitation the entering into of arrangements including arrangements for underwriting, marketing, listing, trading, appointment of lead manager(s)/merchant banker(s), underwriter(s), guarantor(s), depository(s), custodian(s), stabilising agent(s), banker(s), advisor(s), registrar(s), paying and conversion agent(s), trustee(s), and other agents as may be required in order to facilitate or consummate the Issue, and to approve and execute all deeds, documents, instruments and writings and to pay any fees, commission, costs, charges and other outgoings in relation thereto and to settle all questions whether in India or abroad, for the Issue and to do all requisite filings with SEBI, the stock exchanges, the Government of India, the Reserve Bank of India, if required and any other concerned authority in India or outside, and to do all such acts and things as may be necessary and expedient for, and incidental and ancillary to the Issue, and to give such directions that may be necessary or arise in regard to or in connection with any such offer, issue or allotment of Securities and utilization of the issue proceeds, as it may, in its absolute discretion, deem fit and any such action, decision or direction of the Board/Committee/Sub-Committee shall be binding on all shareholders.

RESOLVED FURTHER THAT any director or directors of the Company or any other officer or officers of the Company as may be authorized by the Board/Committee/Sub-Committee, be and is or are hereby authorized to sign, execute and issue consolidated receipt/s for the Securities, listing, application, various agreements (including but not limited to subscription agreement, depository agreement, trustee agreement), undertaking, deeds, declarations and all other documents and to do all such things, deeds and acts and to comply with all the formalities as may, in the opinion of such authorized person, be required in connection with or incidental to the aforesaid offering of Securities, including post Issue formalities.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee / Sub-Committee or a person or persons, as it may deem fit in its absolute discretion, in order to give effect to this Resolution.

RESOLVED FURTHER THAT, the allotment of Securities under any Qualified Institutional Placement shall only be to qualified institutional buyers within the meaning of Regulation 2(1)(zd) of the SEBI Regulations, such Securities shall be fully paid-up and the allotment of such Securities shall be completed within 12 months from the date of this resolution or such other time as may be allowed by SEBI Regulations from time to time.

RESOLVED FURTHER THAT the Board/Committee/Sub-Committee be and is hereby authorized to open one or more bank accounts in the name of the Company in Indian currency or foreign currency (ies) with such bank or banks in India as may be required in connection with the aforesaid issue, subject to requisite approvals from Reserve Bank of India, if any, and the director or directors of the Company or other officer or officers of the Company authorized by the Board/Committee/Sub-Committee be and are hereby authorized to sign and execute the application form and other documents required for opening the account, to operate the said account, and to give such instructions including closure thereof as may be required and deemed appropriate by these signatories, and that the said bank/s be and is/are hereby authorized to honor all cheques and other negotiable instruments drawn, accepted or endorsed and instructions given by the aforesaid signatories on behalf of the Company.

RESOLVED FURTHER THAT the common seal of the Company, if required to be affixed in India on any agreement, undertaking, deed or other document, the same be affixed in the presence of anyone or more of the directors of the company or anyone or more of the officers of the company as may be authorized by the Board/Committee/Sub-Committee in accordance with the Articles of the Association of the Company.

RESOLVED FURTHER THAT the Board/Committee/Sub-Committee be and is hereby authorized to do such acts, deeds and things as the Board/Committee/Sub-Committee in its absolute discretion deems necessary or desirable in connection with the issue of the Securities, including, but without limitation, the following:

- i. finalization of the allotment of the Securities on the basis of the bids/applications received;
- ii. finalization of and arrangement for the submission of the preliminary and final offer document(s), and any amendments, supplements thereto, with any applicable statutory and/or regulatory authorities, institutions or bodies, as may be required;
- iii. approval of the preliminary and final offer document (including amending, varying or modifying the same, as may be considered desirable or expedient) as finalized in consultation with the lead manager(s)/underwriter(s)/advisor(s), in accordance with all applicable statutory and/or regulatory requirements;
- iv. finalization of the basis of allotment in the event of over-subscription;
- v. acceptance and appropriation of the proceeds of the issue of the Securities;
- vi. authorization of the maintenance of a register of holders of the Securities;
- vii. authorization of any director or directors of the Company or other officer or officers of the Company, including by the grant of power of attorneys, to do such acts, deeds and things as authorized person in its absolute discretion may deem necessary or desirable in connection with the issue and allotment of the Securities;
- viii. seeking, if required, the consent of the Company's lenders, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India, and any other consents that may be required in connection with the issue and allotment of the Securities;

- ix. seeking the listing of the Securities on any stock exchange whether in India or abroad, submitting the listing application to such stock exchange and taking all actions that may be necessary in connection with obtaining such listing;
- x. giving or authorizing the giving by concerned persons of such declarations, affidavits, certificates, consents and authorities as may be required from time to time; and
- xi. deciding the pricing and terms of the Securities, and all other related matters,

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolutions, the Board/Committee/Sub-Committee be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion deem necessary or desirable, including but without limitation to settle any question, difficulty or doubt that may arise in regard to the offer, issue and allotment of the Securities.

RESOLVED FURTHER THAT the Board/Committee/Sub-Committee be and is hereby authorized to accept any modifications in the proposal as may be required by the authorities involved in such issues but subject to such conditions as the SEBI/GOI/RBI/FIPB or such other appropriate authority, may impose at the time of their approval and as agreed to by the Board/Committee/Sub-Committee.

RESOLVED FURTHER THAT the acts, deeds and things already done by the Board/Committee/Sub-Committee or any designated officer of the Company in this regard be and are hereby confirmed, approved and ratified."

By Order of the Board
For Advanta India Limited

Sd/-
V.R. Kaundinya
Managing Director

Place: Mumbai
Date: 18.02.2011

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE, ON A POLL, INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXY FORM, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING. A PROXY FORM IS ENCLOSED FOR THIS PURPOSE.**
2. The explanatory statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.
3. Shareholders / Proxy Holders are requested to bring the Attendance Slip duly completed and signed to the meeting.
4. Corporate shareholders intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 173 (2) OF THE COMPANIES ACT, 1956

Item No. 1:

The Company proposes to increase its capital base by way of infusion of further capital for, including but not limited to, meeting long term capital requirements, expansion and modernization activities, acquisitions, working capital requirements, repayment of debt, ramping up & strengthening R & D and Biotech activities, investments in existing and / or new subsidiaries, joint ventures or associates, building capacities for existing and new line of business, etc., and for other general corporate purposes and / or any other purpose as the board may deem fit.

Section 81(1) of the Companies Act, 1956, ("Act"), provides, inter alia, that whenever a public company proposes to increase its subscribed capital by further issue/ offer and allotment of shares, such shares shall be offered to the existing shareholders of the Company in the manner laid down in the said Section, unless the shareholders decide otherwise by a special resolution passed under Section 81(1A) of the Act. Accordingly, the consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and all other applicable provisions of the Act, authorizing the Board to issue Securities, as stated in the Resolution, which would result in issuance of shares of the Company to persons other than the existing shareholders of the Company.

- a. in order to increase its capital base for, including but not limited to, meeting long term capital requirements, expansion and modernization activities, acquisitions, working capital requirements, repayment of debt, ramping up & strengthening R & D and Biotech activities, investments in existing and / or new subsidiaries, joint ventures or associates, building capacities for existing and new line of business, etc., and for other general corporate purposes and / or any other purpose as the board may deem fit it is proposed to create, offer, issue and allot equity shares; and/or.
- b. equity shares through depository receipts including American Depository Receipts (ADRs), Global Depository Receipts (GDRs); and/or
- c. convertible bonds, foreign currency convertible bonds ("FCCBs"), convertible debentures, fully or partly, and/or;
- d. other securities convertible into equity shares at the option of the Company and/or the holder(s) of such securities; and/or
- e. securities linked to equity shares; and/or

- f. securities with or without detachable/non-detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares; and/or
- g. any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with equity shares at a later date, (collectively referred to as "Securities"),

at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead managers, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency, as the Board at its absolute discretion may deem fit and appropriate. The Company intends to issue Securities up to an aggregate amount not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores Only) or its equivalent in any other currency.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranche or tranches, at such time or times, at such price or prices and to such person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead managers, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement.

Section 81(1) of the Companies Act, 1956 and the relevant clauses of the Listing Agreement with the Stock Exchanges where the Equity Shares of the Company are listed provides, inter alia, that when it is proposed to increase the issued capital of a Company by offering, issuance and allotment of further Securities, such further Securities, shall be offered to the existing shareholders of such Company in the manner laid down in Section 81 unless the shareholders in a General Meeting decide otherwise as provided under Section 81(1A) of the Act. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and the Listing Agreement.

The consent of the shareholders is being sought pursuant to the provisions of Section 81(1A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Special Resolution, if passed, will have the effect of authorizing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of Securities issued / allotted to them, if any.

The Board recommends the Special Resolution set out at Item No. 1 for approval by the shareholders.

By Order of the Board
For Advanta India Limited

Sd/-
V.R. Kaundinya
Managing Director

Place: Mumbai
Date: 18.02.2011

1. securities with or without detachable warrants and/or warrants with a right exercisable by the warrant-holder to subscribe for equity shares; and/or
2. any instruments or securities representing either equity shares, secured premium notes, and/or any other financial instruments which would be converted into/ exchanged with equity shares at a later date, (collectively referred to as "Securities").

at such price, at a discount or premium to market price or prices in such manner and on such terms and conditions including security, rate of interest etc. as may be deemed appropriate by the Board at its absolute discretion including the discretion to determine the categories of investors to whom the offer, issue and allotment shall be made at the time of such offer, issue and allotment considering the prevailing market conditions and other relevant factors and wherever necessary in consultation with lead manager, either in foreign currency or equivalent Indian Rupees inclusive of such premium as may be determined by the Board, in any convertible foreign currency as the Board at its absolute discretion may deem fit and appropriate. The Company intends to issue Securities up to an aggregate amount not exceeding Rs. 750 Crores (Rupees Seven Hundred and Fifty Crores Only) or its equivalent in any other currency.

The Special Resolution seeks to give the Board powers to issue Securities in one or more tranches or tranches, at such time or times, at such price or prices and to each person(s) including institutions, incorporated bodies and/or individuals or otherwise as the Board in its absolute discretion deem fit. The detailed terms and conditions for the offer will be determined by the Board in consultation with the advisors, lead manager, underwriters and such other authority or authorities as may be required to be consulted by the Company considering the prevailing market conditions and in accordance with the applicable provisions of law, and other relevant factors.

As and when the Board does take a decision on matters on which it has the discretion, necessary disclosures will be made to the stock exchanges under the provisions of the Listing Agreement.

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Section 81(1) of the Companies Act, 1956 provides that when the Equity Shares of the Company are listed, then if it is proposed to increase the issued capital of a Company by offering, issuance and allotment of further Securities, such further Securities shall be offered to the existing shareholders of such Company in the manner laid down in Section 81 unless the shareholders in a General Meeting decide otherwise as provided under Section 81(A) of the Act. Since, the Special Resolution proposed in the business of the Notice results in the issue of shares of the Company otherwise than to the shareholders of the Company, consent of the shareholders is being sought pursuant to the provisions of Section 81(A) and other applicable provisions of the Companies Act, 1956 and the Listing Agreement.

The consent of the shareholders is being sought pursuant to the provisions of Section 81(A) and other applicable provisions of the Companies Act, 1956 and in terms of the provisions of the Listing Agreement executed by the Company with the Stock Exchanges where the Equity Shares of the Company are listed.

The Special Resolution, if passed, will have the effect of authorizing the Board to issue and allot Securities to the investors who may or may not be the existing shareholders of the Company.

The Directors of the Company may be deemed to be concerned or interested in the proposed resolution to the extent of Securities issued / allotted to them if any.

The Board recommends the Special Resolution set out at Item No. 1 for approval by the shareholders.

By Order of the Board
For Advanta India Limited

Sd/-
V.R. Kumbhakar
Managing Director

Place: Mumbai
Date: 18.02.2011

ATTENDANCE SLIP**Advanta India Limited**

Registered office: Krishnama House, #8-2-418, 4th Floor, Road No. 7, Banjara Hills, Hyderabad – 500034.

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

Joint Shareholders may obtain additional Slip at the venue of the meeting

DP Id*	
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Master Folio No.	
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Client Id*	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company held on Thursday, March 17, 2011 at 11 a.m. at "Earthen Oven" Fortune Park Vallabha, Road No. 12, Banjara Hills, Hyderabad – 500034.

* Applicable for investor holding shares in electronic form

Member's/Proxy signature

**PROXY FORM****Advanta India Limited**

Registered office: Krishnama House, #8-2-418, 4th Floor, Road No. 7, Banjara Hills, Hyderabad – 500034.

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Master Folio No.	
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Client Id*	
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No. of Shares	
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I/We _____ of _____ in the district of _____ being a member/members of Advanta India Limited hereby appoint _____ of _____ in the district of _____ or failing him _____ of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company to be held on Thursday, March 17, 2011 at 11 a.m. at "Earthen Oven" Fortune Park Vallabha, Road No. 12, Banjara Hills, Hyderabad - 500034 and at any adjournment thereof.

Signed this.....day of.....2011.

Revenue
Stamp

Signature

Note: (1) This Proxy Form in order to be effective should be duly filled in stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company.
(2) No gifts will be distributed at the meeting.



Modern Science-Traditional Values

BOOK POST

DP Id*	
Client Id*	
No. of Shares	
Master Folio No.	

NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company held on Thursday, March 17, 2011 at 11 a.m. at "EARTHEN OVEN" Fortune Park, Vallabha, Road No. 7, Banjara Hills, Hyderabad - 500034.

Member's/Proxy signature

* Applicable for investor holding shares in electronic form



Advanta India Limited

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No. of Shares	
Master Folio No.	

I/we _____ of _____ in the district of _____ being a member/member of Advanta India Limited hereby appoint _____ of _____ in the district of _____ as my/our proxy to attend and vote for me/us on my/our behalf at the EXTRA-ORDINARY GENERAL MEETING of the Members of the Company to be held on Thursday, March 17, 2011 at 11 a.m. at "EARTHEN OVEN" Fortune Park, Vallabha, Road No. 7, Banjara Hills, Hyderabad - 500034 and at any adjournment thereof.

Signed this _____ day of _____, 2011.

Revenue

If undelivered please return to :

Advanta India Limited

Registered office:

Krishnama House, # 8-2-418, 4th Floor,

Road No. 7, Banjara Hills,

Hyderabad - 500034.

Signature

Note: (1) This Proxy Form in order to be effective should be duly filled in stamped and signed and must be submitted to the Office of the Company not less than 48 hours before the time for holding the meeting. The Proxy need not be a member of the Company. (2) No gift will be distributed at the meeting.