

ADVANTA INDIA LIMITED

Registered Office :
Krishnama House
8-2-418, 3rd Floor,
Road No. 7, Banjara Hills,
Hyderabad - 500 034. A.P. India.
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Website : www.advantaseeds.com

AIL: SEC: NSE: 2013

Date: June 7, 2013

To
The Listing Department,
The National Stock Exchange Ltd
Exchange Plaza,
Bandra Kurla Complex,
Bandra (East),
Mumbai - 400 051

Dear Sir,

Sub: Proceedings of the 19th Annual General Meeting

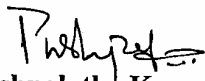
Ref: Clause 31(d) of the Listing Agreement; Scrip Code: ADVANTA

With reference to the above, please find enclosed proceedings of the 19th Annual General Meeting of the Members of Advanta India Limited, held on June 5, 2013 at 11:30 A.M. at Hotel Fortune Park Vallabha, Road No.12, Banjara Hills, Hyderabad-500034.

This is for your information and record please.

Thanking you.

Yours faithfully,
For Advanta India Limited


Pushpalatha K
Company Secretary



Encl: As above

**PROCEEDINGS OF THE NINETEENTH ANNUAL GENERAL MEETING OF
ADVANTA INDIA LIMITED HELD ON WEDNESDAY, JUNE 5, 2013 AT 11:30 A.M.
AT HOTEL FORTUNE PARK VALLABHA, ROAD NO. 12, BANJARA HILLS,
HYDERABAD – 500 034, A.P., INDIA.**

DIRECTORS PRESENT:

- | | | |
|----|----------------------|--|
| 1. | Mr. V.R.Kaundinya | Managing Director |
| 2. | Mr. Vikram R. Shroff | Non-executive Director |
| 3. | Mr. Hardeep Singh | Independent Director |
| 4. | Mr. Vinod Sethi | Independent Director, Chairman - Audit Committee |

MEMBERS PRESENT:

As per Attendance Register of Members and Proxies

ALSO PRESENT:

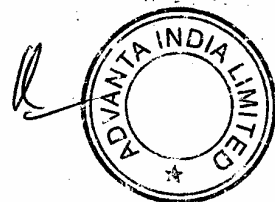
- | | | |
|----|--------------------|--|
| 1. | Mr. Manoj Gupta | Chief Financial Officer |
| 2. | Ms. Pushpalatha K | Company Secretary & Compliance Officer |
| 3. | Mr. P.S Rao | Partner, P.S Rao & Associates, Company Secretaries |
| 4. | Mr. Vikas Sirohiya | Partner, P.S Rao & Associates, Company Secretaries |
| 5. | Mr. Virendra Kanak | M/s. S.R.Batliboi & Associates LLP, Statutory Auditors |

Ms. Pushpalatha, Company Secretary informed the members that the Chairman of the Company has conveyed his inability to attend the Annual General Meeting (AGM). She requested the Directors on the Dias to elect one amongst themselves as the Chairman of the AGM. Mr. Vinod Sethi proposed Mr. V.R.Kaundinya as the Chairman of the meeting which was seconded by Mr. Hardeep Singh.

Thereafter, Mr. V.R.Kaundinya was elected as the Chairman of the meeting. Then he welcomed the members present and after ascertaining the presence of the requisite quorum, called the meeting to order and commenced the proceedings.

The Chairman informed the members that the Register of Directors' Shareholding and Register of Contracts were available and open for inspection at the Meeting. He also informed that a certificate from the auditors of the Company in respect of the Employees Stock Option and Shares Plan – 2006 certifying that the scheme has been implemented in accordance with the SEBI guidelines and in accordance with the resolutions passed by the company in General Meetings has been placed before the meeting and is also available for inspection by the members during the continuance of the meeting.

With the consent of the Members present, the Notice convening the 19th Annual General Meeting, dated 26th April 2013 was taken as read.



The Chairman requested the Company Secretary to read the Auditors' Report to the Members on the accounts for the year ended 31st December, 2012 who was pleased to read the Auditors' Report.

The Chairman's speech, copies of which were circulated to the members present at the meeting, was read out by the Chairman of the meeting.

The Chairman invited questions from the members.

Members raised queries on various items such as change of name, business operations, sub-division of shares, profitability, R & D expenditure etc.,

The Managing Director and the CFO responded appropriately to the queries raised by the members.

Thereafter, the business items as per the Notice of the AGM were taken up in chronological order.

1. Adoption of Annual Accounts:

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands.

Mr. Ramesh Manguluri proposed the following resolution as an ordinary resolution.

***"RESOLVED THAT** pursuant to the provisions of Section 210 and all other applicable provisions of the Companies Act, 1956, the Audited Balance Sheet as at 31st December, 2012 and Statement of Profit and Loss account & Cash Flow Statement for the financial year ended as on that date, together with the Notes appended thereto, Auditors Report and the Report of the Directors thereon be and are hereby received, considered, approved and adopted."*

The resolution was seconded by Mr. Bharat H. Shah

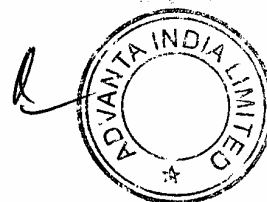
It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

The Chairman declared the Resolution as passed unanimously.

2. Re-appointment of Mr. Vikram R. Shroff as Director of the Company

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands.

Mr. Shantilal C. Shah proposed the following resolution as an ordinary resolution.



“RESOLVED THAT pursuant to the provisions of Section 255 & 256 of the Companies Act, 1956, Mr. Vikram R. Shroff be and is hereby appointed as a Director of the Company whose office is liable to be determined by retirement of Directors by rotation.”

The resolution was seconded by Mr. Mohd. Waheed

It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

The Chairman declared the Resolution as passed unanimously.

3. Re-appointment of Mr. Vinod Sethi, as Director of the Company:

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands.

Mr. K. Subba Rao proposed the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 255 & 256 of the Companies Act, 1956 Mr. Vinod Sethi, be and is hereby appointed as a Director of the Company whose office is liable to be determined by retirement of Directors by rotation.”

The resolution was seconded by Mr. P.N. Sekhar

It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

The Chairman declared the Resolution as passed unanimously.

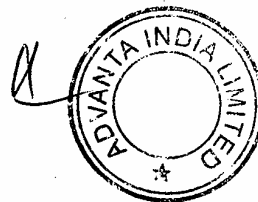
4. Re-appointment of Statutory Auditors.

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands.

Mr. M.V. Seetharam Reddy proposed the following resolution as an ordinary resolution.

“RESOLVED THAT pursuant to the provisions of Section 224 and other applicable provisions, if any, contained under the Companies Act, 1956, M/s. S R Batliboi & Associates LLP, Chartered Accountants (ICAI Registration No. 101049W) be and are hereby re-appointed as Statutory Auditors of the company to hold office as such from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting at such remuneration as may be determined by the Board of Directors of the Company.”

The resolution was seconded by Mr Ramesh Shankar G



It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

The Chairman declared the Resolution as passed unanimously.

5. Change of Name of the Company:

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands:

Mr Krishna Gopal Gupta proposed the following resolution as a special resolution.

***"RESOLVED THAT** pursuant to the provisions of Section 21 and all other applicable provisions, if any, contained under Companies Act, 1956 and subject to the approval of the Central Government i.e., Registrar of Companies, Andhra Pradesh, the name of the Company be and is hereby changed to ADVANTA LIMITED.*

***RESOLVED FURTHER THAT** pursuant to the provisions of Sections 16, 31 and all other applicable provisions, if any, contained under the Companies Act, 1956, the existing name of the Company i.e. ADVANTA INDIA LIMITED be substituted by ADVANTA LIMITED wherever it occurs in the Memorandum and Articles of Association of the Company and on all the letter heads, vouchers and other books of Account."*

The resolution was seconded by Mr. L. Srinivasu

It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

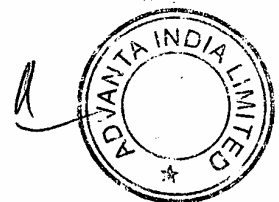
The Chairman declared the Resolution as passed unanimously.

6. Sub- Division of Shares:

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands:

Mr. Y. Venu proposed the following resolution as an ordinary resolution.

***"RESOLVED THAT** pursuant to the provisions of Section 94 and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendments thereto or re-enactment thereof) and subject to such approvals, consents, permissions and sanctions, if any, as may be required from any authority and pursuant to Article No. 60 (d) of the Articles of Association of the Company, the consent of the members of the company be and is hereby accorded for sub-dividing the equity shares of the Company, including the paid-up shares, such that each existing equity share of the Company of the face value of 10/- (Rupees Ten) each be sub-divided into Five equity shares of the face value of 2/- (Rupees Two) each.*



RESOLVED FURTHER THAT pursuant to the sub-division of the equity shares of the Company, the Authorized, issued, subscribed and paid up equity shares of face value of 10 /- (Rupees Ten) each, shall stand sub-divided into equity shares of 2/- (Rupees Two) each, fully paid-up.

RESOLVED FURTHER THAT the Managing Director, Company Secretary or any other Director of the Company be and are hereby severally authorized to do, perform and execute all such acts, deeds, matters and things as may be considered necessary, expedient, usual or proper to give effect to this resolution including but not limited to fixing of the Record Date as per the requirements of the Listing Agreement, execution of all necessary documents with the Stock Exchanges and the Depositories, Reserve Bank of India and/or any other relevant statutory authority, if any, cancellation or rectification of the existing physical share certificates in lieu of the old certificates and in case of shares held in dematerialized form, the sub-divided equity shares be credited to the respective demat accounts of the beneficiaries in lieu of the existing equity shares held by them and to settle any question or difficulty that may arise with regard to the sub-division of the equity shares as aforesaid or for any matters connected herewith or incidental hereto."

The resolution was seconded by Ms. Megha Vijay

It was noted that except two members, all the other members present in the meeting have voted in favour of the Resolution by way of show of hands.

The Chairman declared the Resolution as passed with requisite majority.

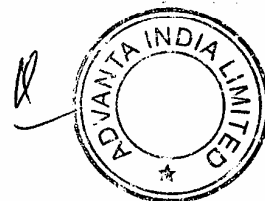
7. Alteration of Memorandum of Association:

The draft resolution was read out before the Meeting and the members were requested to convey their assent / dissent by way of show of hands:

Mr. Shaik Ahmed proposed the following resolution as an ordinary resolution.

"RESOLVED THAT pursuant to the provisions of Section 16 and all other applicable provisions, if any, of the Companies Act, 1956 (including amendments thereto or re-enactment thereof), the consent of the members of the Company be and is hereby accorded for alteration of the Memorandum of Association of the Company by replacing the existing Clause V with the new Clause V which shall read as follows:

V. The Authorized Share Capital of the Company is 77,00, 00,000 (Rupees Seventy Seven Crores only) consisting of 30,31,00,000 (Thirty Crores Thirty One Lakhs only) Equity Shares of 2/- (Two) each and 1,63,80,000 (One Crore Sixty Three Lakhs Eighty Thousand only) Redeemable Preference Shares, whether Cumulative or Non-cumulative of 10/- (Ten) each with the power to increase or reduce the capital of the Company and to divide the shares in the capital for the time being into several classes and to attach thereto



respectively such rights as may be determined by or in accordance with the Articles of Association of the Company and to vary, modify, amalgamate or abrogate any such rights in such manner as may for the time being be provided in the Articles of Association of the Company.

RESOLVED FURTHER THAT *the Board of Directors of the Company or any Committee thereof be and is hereby authorized to do perform and execute all such acts, matters, deeds and things as it may consider necessary, expedient, usual or proper to give effect to this resolution, including but not limited to filing of necessary forms with the Registrar of Companies and to comply with all other requirements in this regard and for any matters connected herewith or incidental hereto."*

The resolution was seconded by Mr. Mohd. Waheed.

It was noted that all the members present in the meeting have voted in favour of the Resolution by way of show of hands.

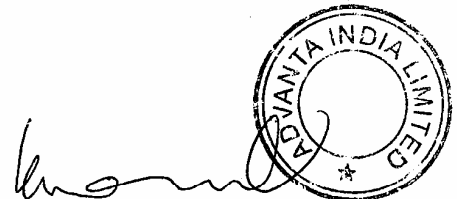
The Chairman declared the Resolution as passed unanimously.

The business of the Meeting having been transacted, the Chairman thanked the members for their participation in the meeting.

The Company Secretary extended vote of thanks.

The Meeting was declared as concluded

Place: Hyderabad
Date: 05.06.2013

A handwritten signature in black ink is written over a circular stamp. The stamp contains the text "ADANTA INDIA LIMITED" around the perimeter and a small star in the center.

CHAIRMAN