

AL: SEC: BSE/NSE: 2015
25th April, 2015

The Department of Corporate Services,
BSE Ltd
Phiroze Jejeebhoy Towers
Dalal Street
Mumbai - 400 001
Scrip: 532840

The Listing Department
The National Stock Exchange of India Ltd.
Exchange Plaza, Plot no. C/1, G Block
Bandra Kurla Complex, Bandra (E)
Mumbai - 400 051
Scrip : ADVANTA

Dear Sir,

Sub: Proceedings of 21st Annual General Meeting

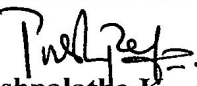
Ref: Clause 31(d) of Listing Agreement

With reference to the above, please find enclosed proceedings of 21st Annual General Meeting of the Members of Advanta Limited, held on April 23, 2015 at 10:30 A.M. at Hotel Taj Krishna, Road No.1, Banjara Hills, Hyderabad-500034.

This is for your information and records.

Thanking you.

Yours faithfully,
For Advanta Limited



Pushpalatha K
Company Secretary

**PROCEEDINGS OF THE TWENTY-FIRST ANNUAL GENERAL MEETING OF
ADVANTA LIMITED HELD ON THURSDAY, APRIL 23, 2015 AT 10:30 A.M.
AT HOTEL TAJ KRISHNA, ROAD NO. 1, BANJARA HILLS, HYDERABAD –
500 034, TELANGANA, INDIA.**

MEMBERS PRESENT:

49 members were present in person including 5 authorized representatives of the Bodies Corporate.

6 members were present by Proxy

DIRECTORS PRESENT:

- | | | |
|----|---------------------------|------------------------|
| 1. | Mr. Hardeep Singh | Chairman |
| 2. | Mr. Jaidev R Shroff | Vice-Chairman |
| 3. | Mr. Venkatram Vasantavada | Whole-Time Director |
| 4. | Mr. Vinod Sethi | Independent Director |
| 5. | Ambassador Deepak Vohra | Independent Director |
| 6. | Dr. Vasant P Gandhi | Independent Director |
| 7. | Ms. Pragna C Mankermi | Non-Executive Director |
| 8. | Mr. V.R Kaundinya | Non-Executive Director |

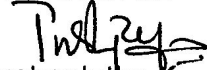
ALSO PRESENT:

- | | | |
|----|-----------------------|--|
| 1. | Mr. Manoj Gupta | Group CFO |
| 2. | Mr. B. Sharat Chandra | Chief Financial Officer |
| 3. | Ms. K. Pushpalatha | Company Secretary & Compliance Officer |

BY INVITATION:

- | | | |
|----|------------------------|--|
| 1. | Mr. Shankar Srinivasan | Partner, S.R.Batliboi & Associates LLP, Statutory Auditors |
|----|------------------------|--|

For ADVANTA LIMITED

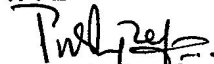

Pushpalatha K
Company Secretary

- | | | |
|----|---------------------|--|
| 2. | Mr. P.S Rao | Partner, P.S Rao & Associates, Company Secretaries |
| 3. | Mr. Vikas Sirohiya | Partner, P.S Rao & Associates, Company Secretaries |
| 4. | Mr. Y Suryanarayana | Scrutinizer |

The meeting commenced at 10:30 A.M. (IST) and concluded at 4.00 P.M. (IST)

1. Ms. Pushpalatha welcomed the members to the 21st Annual General Meeting (AGM) of the Company and introduced the Directors, Auditors and others present in the meeting.
2. Mr. Hardeep Singh, Chairman of the Company extended a warm welcome to all the persons present in the AGM. After ascertaining the presence of the requisite quorum, he called the meeting to order and commenced the proceedings.
3. The Chairman invited Mr. Jaidev R Shroff, the Vice-Chairman to address the meeting.
4. Mr. Jaidev R Shroff presented a brief overview of the business.
5. The Chairman informed the members that Mr. Claudio Torres, the Group CEO, who could not make it to the AGM would like to participate in the AGM through audio conferencing and address the members.
6. Necessary arrangements were made and Mr. Claudio Torres addressed the members, highlighting the global business of the Company vis a vis the industry scenario.
7. Mr. Hardeep Singh, Chairman of the Company addressed the members highlighting the business operations, future prospects, industry scenario etc.
8. The Company Secretary informed the members that the Register of Directors' Shareholding was available for inspection by the members during the meeting.
9. The Company Secretary also informed that the Certificate from the Auditors of the Company in respect of the Employee Stock Option Plans was also available for inspection by the members during the continuance of the meeting.
10. With the consent of the members present, the Notice convening the 21st AGM was taken as read.

For ADVANTA LIMITED


Pushpalatha K
Company Secretary

11. The Auditors were requested to read out their Report on the audited annual accounts of the Company for the financial year ended 31st December, 2014. Thereafter, Mr. Shankar Srinivasan, Partner, M/s. S.R.Batliboi & Associates LLP, Chartered Accountants, the Statutory Auditors, read out the Auditors Report.
12. Thereafter, the Chairman invited the members to raise their queries, if any.
13. Members raised queries pertaining to financial performance and business operations of the Company and also offered their suggestions.
14. The Chairman took note of the same and along with the management team responded to the queries from members. He assured to implement the positive suggestions from the members in the best possible manner.
15. The Company Secretary informed that in compliance with the provisions of Section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, voting on business items of the AGM is being carried out through electronic means as well as through physical poll. She further informed that the remote e- voting process has been completed, for which Mr. Suryanarayana, Advocate was appointed as the Scrutinizer by the Board. The Scrutinizer has submitted his Report to the Chairman. The results of the said e-voting will be declared in consolidation with the outcome of physical poll.

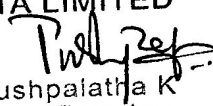
She further informed that the Company has made necessary arrangements for voting through physical poll to such shareholders who did not cast their vote through electronic voting. The Company Secretary, then explained the poll procedure to the members and noted that the members were in possession of the poll papers.
16. Thereafter, the business items as per the Notice of the AGM were taken up in chronological order.

The Company Secretary read out the business items and indicated the type of resolution required in each case:

Item No.1

Adoption of audited standalone financial statements, Report of the Board of Directors and Auditors for the financial year ended December 31, 2014 – proposed as ordinary resolution

For ADVANTA LIMITED



Pushpalatha K
Company Secretary

Item No.2

Adoption of audited consolidated financial statements and Report of the Auditors for the financial year ended December 31, 2014 – proposed as ordinary resolution

Item No.3

Appointment of a Director in place of Mr. Jaidev R Shroff, who retires by rotation and being eligible, offers himself for re- appointment – proposed as ordinary resolution

Item No.4

Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and authorise the Board of Directors to fix the remuneration – proposed as ordinary resolution

Item No.5

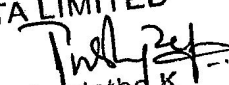
Adoption of new set of Articles of Association of the Company – proposed as special resolution

Next, the Company Secretary briefed about the requirement of appointing a woman Director and informed that Mrs. Pragna C Mankermi has been appointed as Additional Director of the Company w.e.f. 31.03.2015. She further informed that the appointment of Mrs. Pragna C Mankermi as Director of the Company is proposed for your consideration and her brief profile has been circulated in the Meeting.

Item No.6

Appointment of Mrs. Pragna C Mankermi as Director of the Company – proposed as ordinary resolution

17. The Company Secretary, then requested the members to fill up the Poll Papers and drop the same in the Ballot boxes provided for the said purpose. She requested the members to join for lunch upon completion of voting. She also requested the members to reassemble after lunch for the announcement of voting results.

For ADVANTA LIMITED

Pushpalatha K
Company Secretary

18. The volunteers helped the members in filling up the Poll Papers. The members cast their vote and proceeded for lunch.
19. After completion of voting, the Scrutinizer, in the presence of two witnesses, Mr. Bharat and Ms. Vandana opened the Ballot boxes, segregated the valid and invalid votes and ascertained the votes cast in favour and against in respect of each resolution.
20. After the Lunch break, at the request of the Company Secretary, the members reassembled in the Meeting Hall. The Scrutinizer submitted his Report to the Chairman.
21. Based upon the Scrutinizers Report, the Chairman announced the Results in respect of each resolution as follows. Copy of the report of Scrutinizer is enclosed.

Item No.1

Adoption of audited standalone financial statements, Report of the Board of Directors and Auditors for the financial year ended December 31, 2014.

- *passed with requisite majority*

Item No.2

Adoption of audited consolidated financial statements and Report of the Auditors for the financial year ended December 31, 2014.

- *passed with requisite majority*

Item No.3

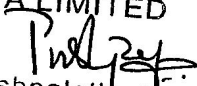
Appointment of a Director in place of Mr. Jaidev R Shroff, who retires by rotation and being eligible, offers himself for re- appointment.

- *passed with requisite majority*

Item No.4

Appointment of M/s. S.R. Batliboi & Associates LLP, Chartered Accountants as Statutory Auditors of the Company and authorise the Board of Directors to fix the remuneration.

- *passed with requisite majority*

For ADVANTA LIMITED

Pushpalatha K
Company Secretary

Item No.5

Adoption of new set of Articles of Association of the Company.

- passed with requisite majority

Item No.6

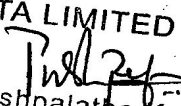
Appointment of Mrs. Pragna C Mankermi as Director of the Company.

- passed unanimously

22. Upon the request of the Chairman, the Company Secretary extended a vote of thanks.
23. The Chairman declared the meeting as concluded.

Place: Hyderabad
Date: 23.04.2015

Sd/-
Hardeep Singh
Chairman

For ADVANTA LIMITED

Pushpalatha K
Company Secretary



Y. Suryanarayana
Advocate,
Address: Nirmala Towers 200,
Flat No. 106, Dwarkapuri colony,
Punjagutta, Hyderabad-500082

Office: 040-23350486
Mobile: 9849866556
suryacorporatelawyer@gmail.com

COMBINED SCRUTINIZER'S REPORT ON E-VOTING AND ON POLL

To
The Chairman,
Advanta Limited,
Regd. Off: Krishnama House,
No. 8-2-418, 4th Floor, Road No.7
Banjara Hills, Hyderabad – 500034

Dear Sir,

Sub: Report on electronic voting carried out during 17th day of April, 2015 (09.00 hours) to 19th day of April, 2015 (18.00 Hours) and Poll conducted at the 21st Annual General Meeting of Advanta Limited held on 23rd April, 2015.

I, Y. Suryanarayana, in the capacity of the Scrutinizer, furnish the consolidated report as under:

1. The Company engaged the services of Central Depository Services of India Limited (CDSL) (hereinafter referred to as the "Service Provider") to offer the e-voting facility to its shareholders. The e-voting facility was offered and kept open by the Company to its Shareholders for the period commencing on 17th day of April, 2015 (09.00 hours) and ending on 19th day of April, 2015 (18.00 Hours). The shareholders whose names appeared in the Register of Members / List of Beneficial Owners as on 10th day of April, 2015 (i.e. cut – off date) were allowed to participate and vote electronically during the aforesaid period of e-voting. On 20th day of April, 2015, the votes cast through e-voting facility were duly unblocked by me in the capacity of the Scrutinizer in the presence of Mr. Lokesh Agarwal and Mr. Manohar Reddy who were present as witnesses.


Y. SURYANARAYANA
ADVOCATE
NO: AP/524/2012

2. At the 21st AGM of the Company held on Thursday, the 23rd day of April, 2015, at 10:30 A.M. at Hotel Taj Krishna, Road No. 1, Banjara Hills, Hyderabad – 500 034, Telangana, India, a Poll was conducted on all the resolutions to facilitate the members present at the meeting, who did not participate in the e-voting to cast their votes through the poll.
3. Further, 02 (Two) empty ballot (polling) boxes were locked and sealed by me in the presence of the members and the proxies. Subsequent to the completion of polling process, both the ballot (polling) boxes were unlocked by me in the presence of Mr. Bharat and Ms. Vandana and the poll papers were diligently scrutinized by me. The poll papers were reconciled with the records maintained by the Company / Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
4. All the resolutions were passed with requisite majority. I am herewith enclosing the details containing inter alia, list of equity shareholders, who cast their votes through e-voting and by poll on each of the resolutions.

Thanking You
Yours faithfully,

Place: Hyderabad
Date: 23rd April, 2015

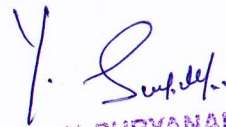

Y. SURYANARAYANA
ADVOCATE
NO: AP/524/2012

Y. Suryanarayana
Advocate

Item No. 1		Adoption of Financial Statements for the year ended 31st December, 2014					
Resolution required		Ordinary Resolution					
Mode of Voting		Electronic Voting & Physical Poll at AGM					
Promoter/Public	No. of. Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	$7 = \{5 / 2\} * 100$
Promoter and Promoter Group							
Electronic Poll	59175606	0	0	0	0	NA	NA
Physical Poll		59153721	99.96	59153721	0	100	0
Sub Total	59175606	59153721	99.96	59153721	0	100	0
Public Institutional Holders							
Electronic Poll	17360334	1571495	9.05	1571495	0	100	0
Physical Poll		0	NA	0	0	NA	NA
Sub Total	17360334	1571495	9.05	1571495	0	100	0
Public-Others							
Electronic Poll	7835155	80	0.001	80	0	100	0
Physical Poll		92220	1.18	91905	315	99.66	0.34
Sub Total	7835155	92300	1.18	91985	315	99.66	0.34
TOTAL	84371095	60817516	72.08	60817201	315	99.99	0.01


Y. SURYANARAYANA
 ADVOCATE
 NO:AP/524/2012

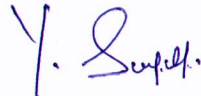
Item No. 2		Adoption of Consolidated Financial Statements for the year ended 31st December, 2014					
Resolution required		Ordinary Resolution					
Mode of Voting		Electronic Voting & Physical Poll at AGM					
Promoter/Public	No. of. Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{ 2 / 1 \} * 100$			$6 = \{ 4 / 2 \} * 100$	$7 = \{ 5 / 2 \} * 100$
Promoter and Promoter Group							
Electronic Poll	59175606	0	NA	0	0	NA	NA
Physical Poll		59153721	99.96	59153721	0	100	0
Sub Total	59175606	59153721	99.96	59153721	0	100	0
Public Institutional Holders							
Electronic Poll	17360334	1571495	9.05	1100000	471495	70.00	30.00
Physical Poll		0	NA	0	0	NA	NA
Sub Total	17360334	1571495	9.05	1100000	471495	70.00	30.00
Public-Others							
Electronic Poll	7835155	80	0.001	80	0	100	0
Physical Poll		92220	1.18	92220	0	100	0
Sub Total	7835155	92300	1.18	92300	0	100	0
TOTAL	84371095	60817516	72.08	60346021	471495	99.22	0.78


Y. SURYANARAYANA
 ADVOCATE
 NO: AP/524/2012

Item No. 3			Appointment of Director in place of Mr. Jaidev R Shroff (DIN: 00191050), who retires by rotation and being eligible, offers himself for re- appointment						
Resolution required			Ordinary Resolution						
Mode of Voting			Electronic Voting & Physical Poll at AGM						
Promoter/Public	No. of. Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled		
			3			4	5	6	7
			3 = { 2 / 1 } *100					6 = { 4 / 2 } *100	7 = { 5 / 2 } *100
Promoter and Promoter Group									
Electronic Poll	59175606	0	NA	0	0	NA	NA		
Physical Poll		59153721	99.96	59153721	0	100	0		
Sub Total	59175606	59153721	99.96	59153721	0	100	0		
Public Institutional Holders									
Electronic Poll	17360334	1571495	9.05	1564276	7219	99.54	0.46		
Physical Poll		0	NA	0	0	NA	NA		
Sub Total	17360334	1571495	9.05	1564276	7219	99.54	0.46		
Public-Others									
Electronic Poll	7835155	80	0.001	80	0	100	0		
Physical Poll		92220	1.18	91905	315	99.66	0.34		
Sub Total	7835155	92300	1.18	91985	315	99.66	0.34		

Y. Suryanarayana
Y. SURYANARAYANA
ADVOCATE
NO:AP/524/2012

Item No. 4		Appointment of M/s. S.R. Batliboi and Associates LLP, Chartered Accountants (ICAI Registration No. 101049W) as Statutory Auditors of the Company and authorise the Board of Directors to fix the remuneration					
Resolution required		Ordinary Resolution					
Mode of Voting		Electronic Voting & Physical Poll at AGM					
Promoter/Public	No. of Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{ 2 / 1 \} * 100$			$6 = \{ 4 / 2 \} * 100$	$7 = \{ 5 / 2 \} * 100$
Promoter and Promoter Group							
Electronic Poll	59175606	0	NA	0	0	NA	NA
Physical Poll		59153721	99.96	59153721	0	100	0
Sub Total	59175606	59153721	99.96	59153721	0	100	0
Public Institutional Holders							
Electronic Poll	17360334	1571495	9.05	1564276	7219	99.54	0.46
Physical Poll		0	NA	0	0	NA	NA
Sub Total	17360334	1571495	9.05	1564276	7219	99.54	0.46
Public-Others							
Electronic Poll	7835155	80	0.001	80	0	100	0
Physical Poll		92220	1.18	92220	0	100	0
Sub Total	7835155	92300	1.18	92300	0	100	0


Y. SURYANARAYANA
 ADVOCATE
 NO:AP/524/2012

Item No. 5		To approve the adoption of new Articles of Association in substitution and to the entire exclusion of the existing Articles of Association of the Company.					
Resolution required		Special Resolution					
Mode of Voting		Electronic Voting & Physical Poll at AGM					
Promoter/Public	No. of. Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3 $3 = \{ 2 / 1 \}$ *100	4	5	6 $6 = \{ 4 / 2 \}$ *100	7 $7 = \{ 5 / 2 \}$ *100
Promoter and Promoter Group							
Electronic Poll	59175606	0	NA	0	0	NA	NA
Physical Poll		59153721	99.96	59153721	0	100	0
Sub Total	59175606	59153721	99.96	59153721	0	100	0
Public Institutional Holders							
Electronic Poll	17360334	1548946	8.92	1541727	7219	99.53	0.47
Physical Poll		0	NA	0	0	NA	NA
Sub Total	17360334	1548946	8.92	1541727	7219	99.53	0.47
Public-Others							
Electronic Poll	7835155	80	0.001	80	0	100	0
Physical Poll		92220	1.18	92220	0	100	0
Sub Total	7835155	92300	1.18	92300	0	100	0

Y. Suryanarayana
Y. SURYANARAYANA
ADVOCATE
NO:AP/524/2012

Item No. 6		To appoint Mrs. Pragna C Mankermi, for the office of Director of the Company who shall be liable to retire by rotation.					
Resolution required		Ordinary Resolution					
Mode of Voting		Electronic Voting & Physical Poll at AGM					
Promoter/Public	No. of. Shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes in Favor	No. of Votes Against	% of Votes in Favor on votes polled	% of Votes against on votes polled
	1	2	3	4	5	6	7
			$3 = \{ 2 / 1 \} * 100$			$6 = \{ 4 / 2 \} * 100$	$7 = \{ 5 / 2 \} * 100$
Promoter and Promoter Group							
Electronic Poll	59175606	0	NA	0	0	NA	NA
Physical Poll		59153721	99.96	59153721	0	100	0
Sub Total	59175606	59153721	99.96	59153721	0	100	0
Public Institutional Holders							
Electronic Poll	17360334	1100000	6.34	1100000	0	100	0
Physical Poll		0	NA	0	0	NA	NA
Sub Total	17360334	1100000	6.34	1100000	0	100	0
Public-Others							
Electronic Poll	7835155	80	0.00	80	0	100	0
Physical Poll		92220	1.18	92220	0	100	0
Sub Total	7835155	92300	1.18	92300	0	100	0


Y. SURYANARAYANA
 ADVOCATE
 NO:AP/524/2012