

AL: SEC: BSE/NSE: 2015
Date: 17th October, 2015

The Department of Corporate Services,
BSE Ltd
Phiroz 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,

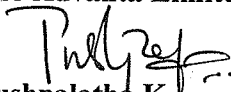
Sub: Notice of Postal Ballot
Ref: Clause 31 of Listing Agreement

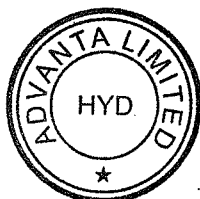
With reference to the above cited subject, please find enclosed the Notice of postal ballot along with postal ballot form in connection with shifting of registered office from Hyderabad, State of Telangana to Vapi, State of Gujarat.

This is for your information and records.

Thanking You.

Yours faithfully,
For Advanta Limited


Pushpalatha K
Company Secretary





Modern Science-Traditional Values

ADVANTA LIMITED

CIN: L01119TG1994PLC063664

Registered Office: Krishnama House, No. 8-2-418, 4th Floor, Road No.7

Banjara Hills, Hyderabad – 500 034, Telangana State, India

Ph: 040-6628 4000, Fax: 040-6628 4040

e-mail: investor@advantaseeds.com; website: www.advantaseeds.com

POSTAL BALLOT NOTICE

[Pursuant to Section 110 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to Section 110 of the Companies Act, 2013 (the “Act”) read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), Clause 35B of the Equity Listing Agreement and other applicable laws and regulations, that the resolution in relation to shifting of registered office of the Company from Hyderabad, State of Telangana to Vapi, State of Gujarat is proposed to be passed by the Members through postal ballot / electronic voting (remote e-voting).

The proposed resolution, along with the explanatory statement setting out the material facts and the reasons thereto, is appended herewith and a Postal Ballot Form (the “Form”) is enclosed for your consideration.

The Board of Directors of the Company (the “Board”) has appointed Mr. Vikas Sirohiya, Practising Company Secretary, as Scrutinizer for conducting the postal ballot and e-voting process in a fair and transparent manner. Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Form and return the same duly completed. The duly completed Form should reach the Scrutinizer not later than 17:00 Hours (IST) on 16.11.2015 (Monday).

Members desiring to opt for remote e-voting as per the facility arranged by the Company are requested to read the instructions under the section ‘Instructions for shareholders voting electronically’.

The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot forms and votes cast through remote e-voting. The result of the voting will be announced by the Chairman or any Director or the Company Secretary of the Company duly authorized in this regard, on 18.11.2015 (Wednesday) at the registered office of the Company and will also be displayed on the website of the Company at www.advantaseeds.com, besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

Item No. 1 - Shifting of registered office of the Company from the State of Telangana to the State of Gujarat

To consider and, if thought fit, to pass the following Resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with the Companies (Incorporation) Rules, 2014 and subject to the approval of Central Government, (delegated to Regional Director) and that of any other regulatory or statutory authority as may be required in this regard under the provisions of the said Act or under any other Law for the time being in force, the consent of the Members of the Company be and is hereby accorded to shift the registered office of the Company from the State of Telangana to the State of Gujarat.

RESOLVED FURTHER THAT pursuant to Section 13 of the Companies Act, 2013 and subject to confirmation and approval of the Central Government (Regional Director), Clause II of the Memorandum of Association be and is hereby amended to read as under:

"II. The Registered Office of the Company will be situated in the State of Gujarat"

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds, matters and things (including delegation of all or any of its powers herein to its Directors, Company Secretary or any other officer(s)) as it may in its absolute discretion deem necessary or desirable for and on behalf of the Company."

By Order of the Board of Directors
For Advanta Limited

Place: Mumbai
Date: 30.09.2015

Pushpalatha K
Company Secretary

Notes:

1. The statement pursuant to Section 102 of the Act, stating all material facts and the reasons for the proposal set above is annexed herewith.
2. The Notice is being sent to the Members, whose names appear in the Register of Members/List of Beneficial Owners as on 09.10.2015 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the members as on the said date.
3. Corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization as stated in the instructions for e-voting.
4. The Board has appointed Mr. Vikas Sirohiya, Practicing Company Secretary, as the scrutinizer for conducting the postal ballot/ remote e-voting process in a fair and transparent manner.
5. In compliance with Clause 35B of the Listing Agreement and Sections 108 and 110 and other applicable provisions of the Act, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide remote e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the Ballot Form by post. The Company has engaged the services of CDSL for the purpose of providing remote e-voting facility to all its Members. Please note that the remote e-voting is an alternate mode to cast votes and is optional.
6. As per Section 110 of the Act read with Rule 22 of the Companies (Management and Administration) Rules, 2014, Notice of postal ballot may be served on the members through electronic means. This notice is being sent by e-mail to such members who have registered their e-mail IDs with depositories and through post to such members who have not registered their e-mail IDs. Members who receive postal ballot notice by e-mail but wish to vote through physical mode may download the form from www.evotingindia.com or from the "Investors" section on the Company's website www.advantaseeds.com.
7. Members can opt for only one mode of voting, i.e., either by physical ballot or remote e-voting. In case Members cast their votes through both the modes, voting done by remote e-voting shall prevail and votes cast through physical postal ballot forms will be treated as invalid. The instructions for electronic voting are provided hereunder.
8. Members desiring to exercise their vote by physical postal ballot are requested to carefully read the instructions printed on the Form and return the Form duly completed and signed, in the enclosed self-addressed postage pre-paid envelope to the Scrutinizer, so as to reach the Scrutinizer not later than close of working hours (i.e. 17:00 Hours (IST)) on 16.11.2015 (Monday). Forms received after this date / time will be strictly considered as if no reply has been received from the Member.

9. REMOTE E-VOTING

The business as set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer remote e-voting facility as an alternate, to its members to cast their votes electronically on the resolution set forth in the Notice of Postal Ballot. The Company has engaged the services of Central Depository Services of India Limited (CDSL) to provide the e-voting facility.

The Members whose names appear in the Register of Members / List of Beneficial Owners as on 09.10.2015 (cut – off date), are entitled to vote on the resolution set forth in this Notice.

The remote e-voting period will commence on 17.10.2015 (9:00 hrs) and will end on 16.11.2015 (17:00 hrs). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Members will not be able to cast their votes electronically beyond the date & time mentioned above.

The Company has appointed Mr. Vikas Sirohiya, Practicing Company Secretary to act as the Scrutinizer to conduct and scrutinise the electronic voting process in a fair and transparent manner. The members desiring to vote through electronic mode may refer to the detailed procedure for remote e-voting given hereunder.

PROCEUDRE FOR REMOTE E-VOTING:

Instructions for members for voting electronically are as under:

A. In case of members receiving e-mail (for members whose e-mail address are registered with the Depositories/ Registrars)

- (i) The shareholders should log on to the e-voting website www.evotingindia.com.
- (ii) Click on “Shareholders” tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) - Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. - In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.

Dividend Bank Details	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.
OR Date of Birth (DOB)	If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iii).

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvi) If a Demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xviii) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

B. In case of members receiving the physical copy of Postal Ballot Notice by post (for members whose e-mail ids are not registered with the Depositories/Registrars):

Please follow all the steps from S.No.(i) to S.No.(xvii) to cast vote

10. The Scrutinizer shall within a period not exceeding two (2) days after the conclusion of the remote e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
11. The Scrutinizer will submit his report to the Chairman after completion of the scrutiny of postal ballot forms and votes cast through remote e-voting. The result of the voting will be announced by the Chairman or any Director or the Company Secretary duly authorized in this regard, on 18.11.2015 (Wednesday) at the registered office of the Company and will also be displayed on the website of the Company at www.advantaseeds.com, besides being communicated to the Stock Exchanges, the Depositories and the Registrar and Share Transfer Agent.

Explanatory Statement pursuant to Section 102 of the Companies Act, 2013

Item No 1:

As the members are aware, presently the Company's Registered Office is situated in the state of Telangana. However, considering that some of the group companies have their offices in Gujarat, it is proposed to shift the registered office of the Company to Vapi in Gujarat for ease of administration and cost effectiveness. This will bring in administrative and management ease and would be in no way be detrimental to the interest of any member of the public, employees or other associates of the Company in any manner.

Hence, it is proposed to shift the Registered Office of the Company from its existing location in Hyderabad, Telangana to Vapi, Gujarat.

The Board of Directors in their meeting held on 30th September, 2015 have approved the shifting of the Registered Office of the Company from the State of Telangana to the State of Gujarat subject to the approval of the Members and Regional Director.

Pursuant to the provisions of Section 13 of the Companies Act, 2013 and the Rules thereunder, shifting of Registered office of a Company from one State to another and consequent alteration of Memorandum of Association of the Company requires the approval of the members by way of a Special Resolution, which would be subject to the approval of the Central Government (Regional Director).

Hence, the Board recommends the Resolution for your approval.

Subsequent to your approval, requisite application will be made to the Central Government, i.e., Regional Director, South East Region, as required under the Act.

The copy of the Memorandum and Articles of Association of the Company and the List of Creditors will be open for Inspection at the Registered Office of the Company from 10.00 A.M. to 6.00 P.M. on all working days till the announcement of result of voting.

None of the Directors, Key Managerial Personnel and their relatives is interested in this resolution except to the extent of their shareholding in the Company.

By Order of the Board of Directors
For Advanta Limited

Pushpalatha K
Company Secretary

Place: Mumbai
Date: 30.09.2015



Modern Science-Traditional Values

ADVANTA LIMITED

CIN: L01119TG1994PLC063664

Registered Office: Krishnama House, No. 8-2-418, 4th Floor, Road No.7

Banjara Hills, Hyderabad – 500 034, Telangana State, India

Ph: 040-6628 4000, Fax: 040-6628 4040

e-mail: investor@advantaseeds.com; website: www.advantaseeds.com

POSTAL BALLOT FORM

Sl. No. :

1. Name and address of the sole/first named shareholder as registered with the Company.

2. Name(s) of the joint shareholder(s), if any, registered with the Company.

3. Registered folio No. / *Client ID No. :
(*Applicable to shareholders holding shares in dematerialized form)

4. No. of equity shares held :

I/we hereby exercise my/our vote in respect of Special resolution to be passed through postal ballot in connection with business stated in the postal ballot notice by recording my/our assent or dissent to the said resolution by placing the (✓) in the appropriate box below:

Item No.	Description	No. of Shares	(For) I/We assent to the Resolution	(Against) I/We dissent to the Resolution
1.	Shifting of registered office of the Company from Hyderabad, State of Telangana to Vapi, State of Gujarat.			

Place:

Date:

(Signature of the shareholder/
authorized representative)

1. Last date for receipt of postal ballot form – November 16, 2015 (17:00 hrs)

2. Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. GENERAL INFORMATION

- a) There will be one Postal Ballot Form / e-voting for every Client ID No. / Folio No., irrespective of the number of joint holders.
- b) Members can opt for only one mode of voting i.e. either by Postal Ballot or through remote e-voting. In case you are opting for voting by Postal Ballot, then please do not cast your vote by remote e-voting and vice versa. In case Members cast their votes both by Postal Ballot and remote e-voting, the votes cast through remote e-voting shall prevail and the votes cast through postal ballot form shall be considered invalid.
- c) Voting rights in the Postal Ballot / e-voting cannot be exercised by a proxy

2. PROCEDURE FOR MEMBERS OPTING FOR VOTING BY POSTAL BALLOT

- a) Members desiring to cast their vote by Postal Ballot should complete and sign this Postal Ballot Form and send it to the Scrutinizer, Mr. Vikas Sirohiya, Practising Company Secretary at Krishnama House, #8-2-418, 4th Floor, Road No. 7, Banjara Hills, Hyderabad – 500034 in the enclosed postage prepaid self-addressed envelope.
- b) In case of joint holding, this Postal Ballot Form should be completed and signed by the first named Member and in his absence by the next named Member.
- c) In respect of shares held by corporate and institutional shareholders (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant board resolution / appropriate authorisation, with the specimen signature(s) of the authorised signatory (ies) duly attested.
- d) The signature of the Member on this Postal Ballot Form should be as per the specimen signature furnished by National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) or as registered with the Company, in respect of shares held in dematerialised form or in physical form, respectively.
- e) The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the postal ballot form. The assent or dissent received in any other form shall not be considered valid.
- f) Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e at 17:00 hrs (IST) on November 16, 2015. Postal Ballot Forms received after this date will be considered invalid and as if the reply from such member has not been received.
- g) Postal Ballot Form which is incomplete or unsigned or defective in any manner is liable to be rejected. The Scrutinizer's decision in this regard shall be final and binding.
- h) Member(s) is/are requested not to send any other paper along with the postal ballot form. They are also requested not to write anything in the postal ballot form except giving their assent/dissent and putting signature. If any other paper is sent, the same will be destroyed by the Scrutinizer.
- i) A Member seeking duplicate Postal Ballot Form or having any grievance pertaining to the Postal Ballot process can write to the Company's Registrars at saritam@shareproservices.com or contact at 022-67720300/353/385 and signed duplicate Postal Ballot Form should, however, reach the Scrutinizer not later than the close of working hours on November 16, 2015.