

**31 March 2016**

To Listing Department BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai 400 001 BSE Scrip Code: 532840	To Listing Department National Stock Exchange of India Limited Exchange Plaza, Bandra Kurla Complex, Bandra (E) , Mumbai – 400 051 NSE Scrip Code: ADVANTA
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**Sub.: Disclosure of voting results of the Court Convened Meeting, Postal Ballot and E-voting of the equity shareholders (Resident in India and Resident outside India).**

**Ref : Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.**

Pursuant to Regulation 44 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, we wish to inform you that at the Court Convened meeting of the members of the Company held on March 30, 2016 to consider and approve Scheme of Amalgamation of Advanta Limited and UPL Limited, the Equity shareholders resident in India and Equity Shareholders resident outside India of the Company have duly approved the Scheme with requisite majority, based on scrutinizer's report on the voting by way of poll and through postal ballot and e-voting.

Details of the voting results and copies of the Scrutinizer's Reports are enclosed for your information and record.

Thanking you,

Yours faithfully,  
For Advanta Limited

  
Pushpalatha K  
Company Secretary



Encl: as above

**A UPL Group Company**

**Advanta Limited**

**Sub.: Voting results of the Court Convened Meeting, Postal Ballot and E-voting of the equity shareholders Resident in India**

Date of the Court Convened Meeting	<b>March 30 , 2016</b>
Total number of equity shareholders resident in India as on Cut-off date, 19th February 2016	<b>6043</b>
No. of shareholders resident in India present in the meeting either in person or through proxy	<b>32</b>
Promoters and Promoter Group	<b>8</b>
Public	<b>24</b>
No. of shareholders attended through Video Conferencing:	<b>NA</b>
Promoters and Promoter Group	<b>NA</b>
Public	<b>NA</b>

**Details of Agenda:**

To consider and if thought fit, approve with or without modification (s), the resolution under Section 391 to 394 of the Companies Act, 1956 ( including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme")

**Resolution Required:** Majority in number representing three-fourths in value of class of members as required under section 391 of the Companies Act, 1956

**Whether promoter/ promoter group are interested in the resolution:** None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,67,34,932	-	-	-	-	-	NA
	Postal Ballot		-	-	-	-	-	NA
	Poll		5,67,34,932	100.00	5,67,34,932	0	100.00	0
	<b>Total</b>		<b>5,67,34,932</b>	<b>5,67,34,932</b>	<b>100.00</b>	<b>5,67,34,932</b>	<b>0</b>	<b>100.00</b>
Public Institutional Holders	E-Voting	6,04,915	6,01,935	99.51	6,01,935	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>6,04,915</b>	<b>6,01,935</b>	<b>99.51</b>	<b>6,01,935</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	44,51,599	1755	0.04	985	770	56.13	43.87
	Postal Ballot		1025	0.02	1025	0	100.00	0
	Poll		1,41,307	3.17	1,41,307	0	100.00	0
	<b>Total</b>		<b>44,51,599</b>	<b>1,44,087</b>	<b>3.27</b>	<b>1,43,317</b>	<b>770</b>	<b>99.47</b>
<b>Total(A)</b>		<b>6,17,91,446</b>	<b>5,74,80,954</b>	<b>93.02</b>	<b>5,74,80,184</b>	<b>770</b>	<b>99.99</b>	<b>0.01</b>

For ADVANTA LIMITED

  
Pushpalatika  
Company Secretary

**Advanta Limited**

**Sub.: Voting results of the Court Convened Meeting, Postal Ballot and E-voting of the equity shareholders Resident outside India**

Date of the Court Convened Meeting	<b>March 30 , 2016</b>
Total number of equity shareholders resident outside India as on Cut-off date, 19th February 2016	<b>141</b>
No. of shareholders resident Outside India present in the meeting either in person or through proxy	<b>7</b>
Promoters and Promoter Group	<b>1</b>
Public	<b>6</b>
No. of shareholders attended through Video Conferencing:	<b>NA</b>
Promoters and Promoter Group	<b>NA</b>
Public	<b>NA</b>

**Details of Agenda:**

To consider and if thought fit, approve with or without modification (s), the resolution under Section 391 to 394 of the Companies Act, 1956 ( including any statutory modification(s) or re-enactment thereof for the time being in force) for approval of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme")

**Resolution Required:** Majority in number representing three-fourths in value of class of members as required under section 391 of the Companies Act, 1956

**Whether promoter/ promoter group are interested in the resolution:** None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50,76,750	-	-	-	-	-	NA
	Postal Ballot		-	-	-	-	-	NA
	Poll		50,76,750	100.00	50,76,750	0	100.00	0
	<b>Total</b>		<b>50,76,750</b>	<b>50,76,750</b>	<b>100.00</b>	<b>50,76,750</b>	<b>0</b>	<b>100.00</b>
Public Institutional Holders	E-Voting	1,48,78,887	1,29,14,911	86.80	1,29,14,911	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Poll		1308	0.01	1308	0	100.00	0
	<b>Total</b>		<b>1,48,78,887</b>	<b>1,29,16,219</b>	<b>86.81</b>	<b>1,29,16,219</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	29,51,527	27,73,956	93.98	27,73,956	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Poll		94,185	3.19	94,185	0	100.00	0
	<b>Total</b>		<b>29,51,527</b>	<b>28,68,141</b>	<b>97.17</b>	<b>28,68,141</b>	<b>0</b>	<b>100.00</b>
<b>Total(A)</b>		<b>2,29,07,164</b>	<b>2,08,61,110</b>	<b>91.07</b>	<b>2,08,61,110</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

For ADVANTA LIMITED

*Pushpa K*  
Pushpa K  
Company Secretary

Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary majority of public shareholders as under:

<b>Resolution Required</b>	Majority of Public shareholders of the Company
<b>Whether promoter/ promoter group are interested in the resolution</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Promoter and promoter Group holding 6,18,11,682 Equity Shares of the Company have not been considered in voting Process.						
	Postal Ballot							
	Total							
Public Institutional Holders	E-Voting	1,54,83,802	1,35,16,846	87.30	1,35,16,846	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Total		<b>1,54,83,802</b>	<b>1,35,16,846</b>	<b>87.30</b>	<b>1,35,16,846</b>	<b>0</b>	<b>100.00</b>
Public- Non Institutions	E-Voting	74,03,126	27,75,711	37.49	27,74,941	770	99.97	0.03
	Postal Ballot		1025	0.01	1025	0	100.00	0
	Total		<b>1,18,54,725</b>	<b>27,76,736</b>	<b>23.42</b>	<b>27,75,966</b>	<b>770</b>	<b>99.97</b>
<b>Total(A)</b>		<b>2,28,86,928</b>	<b>1,62,93,582</b>	<b>71.19</b>	<b>1,62,92,812</b>	<b>770</b>	<b>99.99</b>	<b>0.01</b>

For Advanta Limited,

  
Pushpalatha K  
Company Secretary



Date: 31 March, 2016  
Place: Mumbai



**COMBINED SCRUTINISERS' REPORT FOR COURT CONVENED MEETING  
OF EQUITY SHAREHOLDERS RESIDENT IN INDIA OF ADVANTA LIMITED**

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India]

To,  
**Ms. PragnaMankermi,**  
Chairperson  
ADVANTA LIMITED  
Regd. Office: 3-11, G.I.D.C.,  
VAPI, Gujarat-396195.

1. The Board of Directors of the Company appointed Mr. N. L. Bhatia, a Practising Company Secretary in practice, as a scrutinizer:
  - (i) To scrutinize the e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meeting of shareholders resident in India held on March 30, 2016 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
  - (ii) To scrutinize with Mr. Vinnakota Sivarama Krishnaprasad, Equity Shareholder resident in India, Scrutinisers appointed by the Chairman for the physical poll voting process at Court Convened Meetings of shareholders under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) held on 30<sup>th</sup> March 2016 at 11.00 a.m. on the resolution contained in the Notice dated 22<sup>nd</sup> February, 2016 (the Notice) for business to be transacted in the matter of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme").



2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, e-voting means and Poll on the resolution contained in the Notice of the Meeting.
3. My responsibility as a scrutinizer for the voting process (by Postal Ballot, e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, e-voting process and poll at the meetings of shareholders in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by CDSL and based on the Poll taken at the Meeting.
4. The Company has appointed M/s. Central Depository Services Limited (CDSL), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 29<sup>th</sup> February, 2016 (Monday) to 5:00 P.M. on 29<sup>th</sup> March, 2016 (Tuesday). The voting by Postal Ballot commenced on Monday, the 29<sup>th</sup> February 2016 at 9.00 a.m. and ended on Tuesday, the 29<sup>th</sup> March 2016 at 5.00 p.m.
5. In terms of the Notice for Court Convened Meetings of shareholders dated 22<sup>nd</sup> day of February 2016, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the Court Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through poll papers at CCM meeting, then such voting through poll papers was not considered and counted.
6. The percentage of votes in favour and against is calculated on the total number of valid votes cast.
7. To ascertain the number of shareholders, shareholders holding multiple Member IDs were treated as one Shareholder.
8. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4<sup>th</sup> February 2013 and CIR/CFD/DIL/8/2013 dated 21<sup>st</sup> May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 issued by the Securities and Exchange Board of India the resolution is passed with the Ordinary majority of public shareholders resident in India as under:



<b>Resolution Required</b>	Majority of Public shareholders of the Company.
<b>Whether promoter/ promoter group are interested in the resolution?</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Promoter and promoter Group holding 5, 67, 34,932 Equity Shares of the Company have not been considered in voting Process.						
	Postal Ballot							
	Total							
Public Institutional Holders	E-Voting	6,04,915	6,01,935	99.51	6,01,935	-	100	0
	Postal Ballot		-	-		-	-	
	Total	6,04,915	6,01,935	99.51	6,01,935	-	100	0
Public-Non Institutions	E-Voting	44,51,599	1755	0.04	985	770	56.13	43.87
	Postal Ballot	9	1025	0.02	1025	0	100.00	0
	Total	44,51,599	2780	0.06	2010	770	72.30	27.70
<b>Total(A)</b>		50,56,514	6,04,715	11.96	6,03,945	770	99.87	0.13

9. Based on the report on results of voting by members at Court Convened Meeting of Shareholders Resident in India as required under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) the resolution is passed with the Requisite majority of members present in person or through proxy or through authorized representatives as under:



## a) Present at the meeting:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them
32	5,68,76,240

b) Voted **in favour** of the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ( number of equity shares)	% of total number of members present and voting
31	5,68,76,239	100.00	100.00

c) Voted **against** the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ( number of equity shares)	% of total number of members present and voting
NIL	NA	NA	NA

c) **Invalid** Votes:

Total number of Equity shareholders (in person or by proxy) whose votes were declared as invalid	Total number of votes cast by them
1	1

10. Based on the above reports, I submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, e-voting and Poll taken at the Meeting of shareholders resident in India on the resolution contained in the Notice of the Meeting as under :-





Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	5,67,34,932	-	-	-	-	-	NA
	Postal Ballot		-	-	-	-	-	NA
	Poll		5,67,34,932	100.00	5,67,34,932	0	100.00	0
	<b>Total</b>		<b>5,67,34,932</b>	<b>5,67,34,932</b>	<b>100.00</b>	<b>5,67,34,932</b>	<b>0</b>	<b>100.00</b>
Public Institutional Holders	E-Voting	6,04,915	6,01,935	99.51	6,01,935	0	100.00	0
	Postal Ballot		-	-	-	-	-	NA
	Poll		-	-	-	-	-	-
	<b>Total</b>		<b>6,04,915</b>	<b>6,01,935</b>	<b>99.51</b>	<b>6,01,935</b>	<b>0</b>	<b>100.00</b>
Public-Non Institutions	E-Voting	44,51,599	1755	0.04	985	770	56.13	43.87
	Postal Ballot		1025	0.02	1025	0	100.00	0
	Poll		1,41,307	3.17	1,41,307	0	100.00	0
	<b>Total</b>		<b>44,51,599</b>	<b>1,44,087</b>	<b>3.27</b>	<b>1,43,317</b>	<b>770</b>	<b>99.47</b>
<b>Total(A)</b>		<b>6,17,91,446</b>	<b>5,74,80,954</b>	<b>93.02</b>	<b>5,74,80,184</b>	<b>770</b>	<b>99.99</b>	<b>0.01</b>

11. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting of shareholders resident in India is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

*Naveen Bhatia*

Signature

(N.L. Bhatia)

Practicing Company Secretary

M. No. FCS 1176

C. P No: 422

Place: Mumbai

Date: March 30, 2016





**COMBINED SCRUTINISERS' REPORT FOR COURT CONVENED MEETING  
OF EQUITY SHAREHOLDERS RESIDENT OUTSIDE INDIA OF ADVANTA  
LIMITED**

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India]

To,

**Ms. PragnaMankermi,**  
Chairperson  
ADVANTA LIMITED  
Regd. Office: 3-11, G.I.D.C.,  
VAPI, Gujarat-396195.

1. The Board of Directors of the Company appointed Mr. N. L. Bhatia, a Practising Company Secretary in practice, as a scrutinizer:
  - (i) To scrutinize the e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meetings of shareholders resident outside India held on March 30, 2016 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
  - (ii) To scrutinize with Mr. Vinnakota Sivarama Krishnaprasad, acting as proxy on behalf of Mr. Jaidev R. Shroff, Equity Shareholder resident outside India; Scrutinizers appointed by the Chairman for the physical poll voting process at Court Convened Meeting of shareholders under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) held on 30<sup>th</sup> March 2016 at 12. p.m. on the resolution contained in the Notice dated 22<sup>nd</sup> February, 2016 (the Notice) for business to be transacted in the matter of Scheme of Amalgamation of Advanta



Limited (“Transferor Company”) and UPL Limited (“Transferee Company”) and their respective shareholders and creditors (“Scheme”).

2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, e-voting means and Poll on the resolution contained in the Notice of the Meeting.
3. My responsibility as a scrutinizer for the voting process (by Postal Ballot, e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, e-voting process and poll at the meetings of shareholders in a fair and transparent manner and to prepare a consolidated Scrutinizer’s report of the votes cast “in favour” or “against” the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by CDSL and based on the Poll taken at the Meetings.
4. The Company has appointed M/s. Central Depository Services Limited (CDSL), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 29<sup>th</sup> February, 2016 (Monday) to 5:00 P.M. on 29<sup>th</sup> March, 2016 (Tuesday). The voting by Postal Ballot commenced on Monday, the 29<sup>th</sup> February 2016 at 9.00 a.m. and ended on Tuesday, the 29<sup>th</sup> March 2016 at 5.00 p.m.
5. In terms of the Notice for Court Convened Meetings of shareholders dated 22<sup>nd</sup> day of February 2016, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the Court Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through poll papers at CCM meeting, then such voting through poll papers was not considered and counted.
6. The percentage of votes in favour and against is calculated on the total number of valid votes cast.

7. To ascertain the number of shareholders, shareholders holding multiple Member IDs were treated as one Shareholder.



8. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 the resolution is passed with the Ordinary majority of public Shareholders Resident outside India as under:

<b>Resolution Required</b>	Majority of Public shareholders of the Company.
<b>Whether promoter/ promoter group are interested in the resolution?</b>	None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.

Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
<b>Promoter and Promoter Group</b>	<b>E-Voting</b>	Promoter and promoter Group holding 50,76,750 Equity Shares of the Company have not been considered in voting Process.						
	<b>Postal Ballot</b>							
	<b>Total</b>							
<b>Public Institutional Holders</b>	<b>E-Voting</b>	1,48,78,887	1,29,14,911	86.80	1,29,14,911	0	100.00	0
	<b>Postal Ballot</b>		-	-	-	-	-	-
	<b>Total</b>	<b>1,48,78,887</b>	<b>1,29,14,911</b>	<b>86.80</b>	<b>1,29,14,911</b>	<b>0</b>	<b>-</b>	<b>0</b>
<b>Public-Non Institutions</b>	<b>E-Voting</b>	29,51,527	27,73,956	93.98	27,73,956	0	100.00	0
	<b>Postal Ballot</b>		-	-	-	-	-	-
	<b>Total</b>	<b>29,51,527</b>	<b>27,73,956</b>	<b>93.98</b>	<b>27,73,956</b>	<b>0</b>	<b>100.00</b>	<b>0</b>
<b>Total(A)</b>		<b>1,78,30,414</b>	<b>1,56,88,867</b>	<b>87.99</b>	<b>1,56,88,867</b>	<b>0</b>	<b>100.00</b>	<b>0</b>

9. Based on the report on results of voting by members at Court Convened Meeting of Shareholders Resident outside India as required under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) the resolution is passed with the requisite



majority of members resident outside India present in person or through proxy or through authorized representatives as under:

a) Present at the meeting:

Number of Equity Shareholders present and voting (in person or by proxy)	Number of votes cast by them
7	51,72,243

b) Voted **in favour** of the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ( number of equity shares)	% of total number of members present and voting
7	51,72,243	100.00	100.00

c) Voted **against** the resolution:

Number of Equity Shareholders present and voting(in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast ( number of equity shares)	% of total number of members present and voting
NIL	NA	NA	NA

d) **Invalid** Votes:

Total number of Equity shareholders (in person or by proxy) whose votes were declared as invalid	Total number of votes cast by them
NIL	NA

10. Based on the above reports, I submit a consolidated Scrutinizer's report on the results of voting by Postal Ballot, e-voting and Poll taken at the Meeting of shareholders resident outside India on the resolution contained in the Notice of the Meeting as under :-



Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	50,76,750	-	-	-	-	-	NA
	Postal Ballot		-	-	-	-	-	NA
	Poll		50,76,750	100.00	50,76,750	0	100.00	0
	Total		50,76,750	50,76,750	100.00	50,76,750	0	100.00
Public Institutional Holders	E-Voting	1,48,78,887	1,29,14,911	86.80	1,29,14,911	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Poll		1308	0.01	1308	0	100.00	0
	Total		1,48,78,887	1,29,16,219	86.81	1,29,16,219	0	100.00
Public-Non Institutions	E-Voting	29,51,527	27,73,956	93.98	27,73,956	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Poll		94,185	3.19	94,185	0	100.00	0
	Total		29,51,527	28,68,141	97.17	28,68,141	0	100.00
Total(A)		2,29,07,164	2,08,61,110	91.07	2,08,61,110	0	100.00	0

11. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting of shareholders resident outside India is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

*N.L. Bhatia*

Signature

(N.L. Bhatia)

Practising Company Secretary

M. No. FCS 1176

C. P No: 422

Place: Mumbai

Date: March 30, 2016





**N L BHATIA & ASSOCIATES**  
PRACTISING COMPANY SECRETARIES

Tel. : 91-022-2506 3310  
Tel. : 91-022-2506 0321  
E-mail : navnitlb@hotmail.com  
brupadhyay@hotmail.com  
Website : www.nlba.in

**COMBINED SCRUTINISERS' REPORT FOR COURT CONVENED MEETINGS OF  
EQUITY SHAREHOLDERS RESIDENT IN INDIA AND EQUITY  
SHAREHOLDERS RESIDENT OUTSIDE INDIA OF ADVANTA LIMITED**

[Pursuant to section 108 and 110 of the Companies Act, 2013 and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and read with SEBI Circulars bearing Nos. CIR/CFD/DIL/5/2013 dated 4th February 2013 and CIR/CFD/DIL/8/2013 dated 21st May 2013 now replaced with SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30th November, 2015 issued by the Securities and Exchange Board of India]

To,  
**Ms. PragnaMankermi,**  
Chairperson  
ADVANTA LIMITED  
Regd. Office: 3-11, G.I.D.C.,  
VAPI, Gujarat- 396195.

1. The Board of Directors of the Company appointed Mr. N. L. Bhatia, a Practising Company Secretary in practice, as a scrutinizer:
  - (i) To scrutinize the e-voting and Postal Ballot process for the item to be transacted at the Court Convened Meetings of shareholders resident in India and resident outside India held on March 30, 2016 under the provisions of Section 108 and 110 of the Companies Act, 2013 (the Act) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 as amended (Rules); and
  - (ii) To scrutinize with Mr. Vinnakota Sivarama Krishnaprasad, Equity Shareholder resident in India and Mr. Vinnakota Sivarama Krishnaprasad, acting as proxy on behalf of Mr. Jaidev R. Shroff, Equity Shareholder resident outside India; Scrutinizers appointed by the Chairman, the physical poll voting process at Court Convened Meetings of shareholders under Section 391 to 394 of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof for the time being in force) held on 30<sup>th</sup> March 2016 at 11.00 a.m. and 12. p.m. respectively on the resolution contained in the Notice dated 22<sup>nd</sup> February, 2016 (the Notice) for business to be transacted in the matter of Scheme of Amalgamation of Advanta Limited ("Transferor Company") and UPL Limited ("Transferee Company") and their respective shareholders and creditors ("Scheme") under the provisions of Section 109 of the Act read with Rule 21 of the Rules.



2. The management of the Company is responsible for ensuring compliance with the requirements of the Act and the Rules relating to voting through Postal Ballot, e-voting means and Poll on the resolution contained in the Notice of the Meeting.
3. My responsibility as a scrutinizer for the voting process (by Postal Ballot, e-voting and Poll at the Meeting), was restricted to scrutinize the Postal Ballot, e-voting process and poll at the meetings of shareholders in a fair and transparent manner and to prepare a consolidated Scrutinizer's report of the votes cast "in favour" or "against" the resolution stated in the Notice, based on postal ballot and the reports generated from the e-voting system provided by CDSL and based on the Poll taken at the Meetings.
4. The Company has appointed M/s. Central Depository Services Limited (CDSL), the agency authorised under Rule 20 of the Companies (Management and Administration) Rules, 2014, to provide e-voting facilities to the Equity Shareholders of the Company from 09:00 A.M. on 29<sup>th</sup> February, 2016 (Monday) to 5:00 P.M. on 29<sup>th</sup> March, 2016 (Tuesday). The voting by Postal Ballot commenced on Monday, the 29th February 2016 at 9.00 a.m. and ended on Tuesday, the 29th March 2016 at 5.00 p.m.
5. In terms of the Notice for Court Convened Meetings of shareholders dated 22<sup>nd</sup> day of February 2016, the shareholders who have already voted through postal ballot or E-voting were not entitled to vote at the Court Convened Meeting. Accordingly, shareholders who have exercised their right to vote either through postal ballot or E-Voting and also subsequently voted through poll papers at CCM meeting, then such voting through poll papers was not considered and counted.
6. The percentage of votes in favour and against is calculated on the total number of valid votes cast.
7. To ascertain the number of shareholders, shareholders holding multiple Member IDs were treated as one Shareholder.
8. Based on the report on results of voting by Postal Ballot and e-voting as required under SEBI Circular bearing no. CIR/CFD/CMD/16/2015 dated 30<sup>th</sup> November, 2015 the resolution is passed with the Ordinary majority of public Shareholders Resident and Non Resident in India as under:





Resolution Required		Majority of Public shareholders of the Company						
Whether promoter/ promoter group are interested in the resolution		None of the Promoters/ Promoter Group has any material interest, direct or indirect, in the scheme except to the extent of their respective Shareholdings in the Company.						
Category	Mode of Voting	Number of Shares held (1)	Number of Votes polled (2)	% of Votes polled on Outstanding shares (3)=[(2)/(1)]*100	Number of Votes in favour (4)	Number of Votes Against (5)	% of Votes in favour on Votes polled (6)=[(4)/(2)]*100	% of Votes Against on Votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	E-Voting	Promoter and promoter Group holding 6,18,11,682 Equity Shares of the Company have not been considered in voting Process.						
	Postal Ballot							
	Total							
Public Institutional Holders	E-Voting	1,54,83,802	1,35,16,846	87.30	1,35,16,846	0	100.00	0
	Postal Ballot		-	-	-	-	-	-
	Total	1,54,83,802	1,35,16,846	87.30	1,35,16,846	0	100.00	0
Public-Non Institutions	E-Voting	74,03,126	27,75,711	37.49	27,74,941	770	99.97	0.03
	Postal Ballot		1025	0.01	1025	0	100.00	0
	Total	1,18,54,725	27,76,736	23.42	27,75,966	770	99.97	0.03
<b>Total(A)</b>		<b>2,28,86,928</b>	<b>1,62,93,582</b>	<b>71.19</b>	<b>1,62,92,812</b>	<b>770</b>	<b>99.99</b>	<b>0.01</b>

9. A Compact Disc containing Electronic data and other relevant records relating to postal Ballot, e- voting and Poll has been kept in my safe custody and shall be retained until the minutes of the Court Convened Meeting of shareholders resident in India is approved and signed, and shall be handed over to the Company Secretary for safe keeping.

Thanking You,  
Yours faithfully,

*Narvithal Bhatia*

Signature

(N.L. Bhatia)

Practising Company Secretary

M. No. FCS 1176

C. P No: 422

Place: Mumbai

Date: March 30, 2016

