



**Minutes of Postal Ballot process completed on
18th November, 2015.**

Background:

Pursuant to the provisions of Section 110 of the Companies Act, 2013, read with Companies (Management and Administration) Rules, 2014, the approval of shareholders was sought for passing Special Resolution for shifting the registered office of the Company from Hyderabad, the State of Telangana to Vapi, the State of Gujarat through postal ballot process.

The Board of Directors of the Company in its meeting held on 30th September 2015, appointed Mr. Vikas Sirohiya, Practising Company Secretary as the Scrutinizer to receive and scrutinize the Ballot Forms received from the Members (including the votes cast through electronic means) and to conduct the Postal Ballot process in a fair and transparent manner. The Postal Ballot Notice dated 30th September 2015 was dispatched to the Members of the Company on 16th October, 2015 (electronic mode) and on 17th October, 2015 (physical dispatch).

The last date fixed for receipt of Postal Ballot Forms at the Registered Office and e-voting was 16th November, 2015.

Mr. Vikas Sirohiya, scrutinized all the postal ballot forms received from the members and votes cast through electronic means before IST 17:00 hrs of 16th November, 2015 and submitted his report on 18th November, 2015. The Scrutinizer's Report is attached herewith.

Based on the Scrutinizer's Report the result of postal ballot process was announced at the registered office of the Company on 18th November, 2015 that the resolution has been duly passed with requisite majority.

The text of resolution duly approved by the Members is laid as under:

Shifting of Registered Office of the Company from the State of Telangana to the State of Gujarat - 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.

For ADVANTA LIMITED


Pushpalatha K
Company Secretary

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.”

Date: 18.11.2015

Sd/-
Hardeep Singh
Chairman

// CERTIFIED TRUE COPY //

For ADVANTA LIMITED


Pushpalatha K
Company Secretary



SCRUTINIZER'S REPORT

To
The Chairman
ADVANTA LIMITED
Krishnama House
8-2-418, 4th Floor
Road No. 7, Banjara Hills
Hyderabad – 500034
Telangana

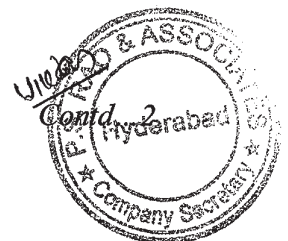
Sub: Report on the votes polled in respect of Special Resolution as set out in the Postal Ballot Notice, dated 30th September, 2015.

Dear Sir(s),

With reference to the above subject, pursuant to the resolution passed by the Board of Directors of the Company on 30th day of September, 2015, I was appointed as scrutinizer for conducting the postal ballot process, in connection with the business as provided in the Postal Ballot Notice, dated 30th day of September, 2015.

In terms of Companies (Management and Administration) Rules, 2014, I submit my report as under:

1. The Company completed the dispatch of notice along with postal ballot forms and postage pre-paid business reply envelope to its members, whose names appeared in the Register of Members / List of Beneficial Owners as on 9th October, 2015, through e-mail on 16th October, 2015 and through post on 17th October, 2015.
2. The Company engaged the services of Central Depository Services of India Limited (CDSL) (hereinafter referred to as the "Service Provider") for providing the e - voting platform to the shareholders of the Company. The service provider provided a system for recording the votes of the shareholders of the Company electronically on the item of business as laid in the Postal Ballot Notice, dated 30th September, 2015.



3. The cut-off date for the purpose of identifying the shareholders entitled to exercise their vote on the resolution was fixed as 9th October, 2015.
4. The remote e-voting facility was kept open by the Company during the period commencing on 17th day of October, 2015 (09.00 hours) and ending on 16th day of November, 2015 (17.00 Hours).
5. Further, all the postal ballot forms received upto the close of working hours on 16th November, 2015 were considered for the scrutiny, being the last date fixed by the Company for receipt of the forms and voting through electronic means.
6. The particulars of the postal ballot forms received from the members were entered in a register separately maintained for this purpose, containing the information as required in compliance with section 110 of the Companies Act, 2013 read with Companies (Management and Administration) Rules, 2014.
7. The postal ballot forms were kept under my safe custody before commencing the scrutiny of the postal ballot forms. The postal ballot forms were opened by me, in the presence of Ms. Varsha Gupta and Mrs. K. Malleshwari who were present as witnesses, and scrutinized and the shareholding in the postal ballot forms/e-voting platform was matched /confirmed with the Register of Members / List of Beneficial Owners as on 9th October, 2015, to determine the number of valid and invalid votes. All the valid votes cast through physical ballot forms and electronic mode (remote e-voting) have been considered in my scrutiny.
8. The details of voting in respect of business mentioned in the postal ballot notice through Physical and electronic mode are attached as Annexure – I to this Report.
9. I have handed over the postal ballot forms and other related papers/registers and records for the safe custody to the Company Secretary.

Thanking You

Yours faithfully

Vikas Sirohiya

Partner

P.S Rao & Associates

Company Secretaries

M.No. 15116

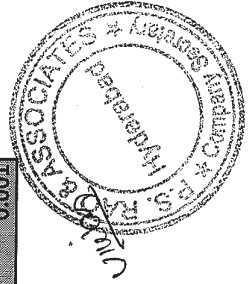
C.P No. 5246



Place: Hyderabad

Date: 18th November, 2015

Item No. 1							
Shifting of Registered Office of the Company from the State of Telangana to the State of Gujarat							
Special Resolution							
Electronic Voting & Physical Poll through Postal Ballot							
Resolution required	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	
Mode of Voting	1	2	3	4	5	6	
Promoter/Public			$3 = \{2 / 1\} * 100$			$6 = \{4 / 2\} * 100$	7
Promoter and Promoter Group							$7 = \{5 / 2\} * 100$
Electronic Poll	60241054	0	NA	NA	NA	NA	
Physical Poll		56446739	93.70	56446739	0	100.00	NA
Sub Total	60241054	56446739	93.70	56446739	0	100.00	NA
Public Institutional Holders							
Electronic Poll	16925474	1699627	10.04	1699627	0	100.00	NA
Physical Poll		0	NA	NA	NA	NA	NA
Sub Total	16925474	1699627	10.04	1699627	0	100.00	NA
Public-Others [Refer Note 2]							
Electronic Poll	7490697	42315	0.56	41925	390	99.08	0.92
Physical Poll		34967	0.47	34956	11	99.97	0.03
Sub Total	7490697	77282	1.03	76881	401	99.48	0.52
TOTAL	84657225	58223648	68.78	58223247	401	99.999	0.001



Notes:

1. The aforementioned shareholding details are based on the benpos as on 9th October, 2015 i.e. Cut-off date
2. Excludes 15,888,280 shares held by Custodian against which Global Depository Receipts have been issued