

NOTICE

Notice is hereby given that the 16th Annual General Meeting of the members of **Advanta India Limited** will be held on **Thursday, 29th April, 2010** at **11.30 a.m.** at **Quoram Hall, Hotel Minerva Grand, Sarojini Devi Road, Secunderabad – 500 003, Andhra Pradesh, India** to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the audited Balance Sheet as at 31st December, 2009 and the audited Profit & Loss Account as on that date together with the Schedules and Annexure thereto and the Reports of the Auditors and Board of Directors thereon.
2. To declare Dividend on Equity Shares of the Company for the Financial Year ended 31st December 2009.
3. To appoint a Director in place of Mr. Jaidev Rajnikant Shroff, who retires by rotation and being eligible, offers himself for re- appointment.
4. To appoint a Director in place of Mr. Vikram Rajnikant Shroff, who retires by rotation and being eligible, offers himself for re-appointment.
5. To appoint M/s. SR Batliboi & Associates, Chartered Accountants, Mumbai as Auditor of the Company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting and authorize the Board of Directors of the Company to fix the remuneration payable to them.

Special Business:

6. To consider and if thought fit, to pass, with or without modification (s), the following resolution as an **Ordinary Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Sections 16 & 94 and other applicable provisions, if any, of the Companies Act, 1956, the existing Authorized Share Capital of Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) of the Company consisting of 7,50,00,000 (Seven Crores and Fifth Lacs only) Equity Shares of Rs. 10/- each be and is hereby reclassified/ split as 6,00,00,000 (Six Crores only) Equity Shares of Rs. 10/- each aggregating to Rs. 60,00,00,000/- (Rupees Sixty Crores only) and 1,50,00,000 (One Crore Fifty Lacs only) Preference Shares, whether Cumulative or Non-cumulative of Rs. 10/- each aggregating to Rs. 15,00,00,000/- (Rupees Fifteen Crores only) and consequently the Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting the following new Clause V in place of existing Clause thereof:
‘V. The Authorised Share Capital of the Company is Rs. 75,00,00,000/- (Rupees Seventy Five Crores only) consisting of 6,00,00,000 (Six Crores only) Equity Shares of Rs. 10/- each and 1,50,00,000 (One Crore Fifty Lacs only) Preference Shares, whether Cumulative or Non-cumulative, of Rs. 10/- 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 any one Director of the Company be and is hereby authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution.”
7. To consider and if thought fit, to pass, with or without modification (s), the following resolution as a **Special Resolution**:
“**RESOLVED THAT** pursuant to the provisions of Section 31 and other applicable provisions, if any, of the Companies Act, 1956, the Articles of Association of the Company be and is hereby altered to insert the following new Sub-article (5) after the existing Sub-article (4) of Article 7 of the Articles of Association of the Company:
5) Subject to the Provisions of Section 80 of the Act and including any other relevant enactments, rules, regulations, guidelines, circulars issued by the relevant authorities, the Company shall have the power to issue Preference Shares which are, or at the options of the Company, liable to be redeemed or converted and the resolution authorizing such issue shall prescribe the manner, terms and conditions of redemption or conversion, as may be applicable.”

For Advanta India Limited

Date: 25th February, 2010
Place: Mumbai

(V. R. Kaundinya)
Managing Director

Notes:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY AND VOTE INSTEAD OF HIMSELF OR HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. **THE INSTRUMENT OF PROXY FORM DULY COMPLETED SHOULD BE DEPOSITED AT THE COMPANY'S REGISTERED OFFICE AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR THE MEETING.**
3. The explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956 in respect of special business item is annexed hereto.
4. Members / Proxies should bring the Attendance Slip duly filled in for attending the meeting.
5. The Register of Members / Register of Beneficiaries and Share Transfer Books of the Company will remain closed from Monday, 19th April, 2010 to Thursday, 29th April, 2010 (both days inclusive).
6. The Dividend, after declaration, will be paid to those shareholders whose name stand on the Register of Members at the close of 18th April, 2010. In respect of shares held in electronic form, the dividend will be payable on the basis of beneficial ownership as per the details furnished by National Securities Depositories Limited and Central Depository Services (India) Limited.
7. The Securities and Exchange Board of India had made it mandatory for all Companies to use the bank account details furnished by the depositories for depositing dividend through Electronic Clearing Service (ECS) to investors wherever ECS and bank details are available. In the absence of ECS facilities, the Company will print the bank account details if available, on the payment instrument for distribution of dividend.
8. You are advised to encash your dividend warrants immediately as the dividend amount remaining unclaimed / unpaid at the expiry of seven years from the date that becomes due for payment are required to be transferred by the Company to the Investor Education and Protection Fund under Section 205C in terms of Section 205A of the Companies Act, 1956.
9. The unclaimed dividend amount lying in the unpaid dividend account of the respective financial years is as follows. Investors are requested to encash the unclaimed dividend amount before the expiry of the seven years.

Financial year	Unclaimed Dividend as on 25 th February, 2010. (Rs.)	Due date of Transfer to Investor Education and Protection Fund.
01-01-2008 to 31-12-2008	5814.00	23-07-2016
01-01-2007 to 31-12-2007	3052.00	25-07-2015
01-04-2006 to 31-12 -2006	3.00	29-07-2014

10. Payment of Dividend through Electronic Clearing Services (ECS).

The Securities and Exchange Board of India (SEBI) has advised the Companies to mandatory use ECS facility, wherever available, for distributing dividends or other cash benefits etc, to the investors. This facility provides instant credit of dividend amount to your Bank account electronically at no extra cost. ECS also eliminates the delay in postal transit and fraudulent encashment of warrants.

Under this facility the amount of dividend payable to you would be directly credited to your bank account. Your bank's branch will credit your account and indicate the credit entry as 'ECS' in your pass book / statement account. We would be issuing an advice to you directly after the transaction is effected.

In case you wish to have your dividends paid through ECS, and are holding the Company's shares in electronic form, you may kindly fill in the enclosed ECS mandate form and submit it to your Depository Participant. However, in case you are holding the Company's Share in physical form and wish to have your future dividends paid through ECS, you may kindly return the said ECS mandate form duly completed and signed by you at our registered office mentioned elsewhere in this report.

If you do not wish to opt for ECS facility, we strongly recommend providing the details of your Bank's Name, Branch, type of Account and Account Number to your depository participant, in cases where shares are held in physical form for printing the same on the dividend warrants which will be dispatched to you. In the event of any change or correction in the details they might have been provided by you earlier, kindly send revised particulars to your Depository Participants or to us as the case may be, at an early date.

11. The Members are requested to kindly send all their correspondence relating to the change of address, transfer of shares, etc. directly to the Company's Registrars & Transfer Agents – Sharepro Services (India) Pvt. Ltd., Unit: Advanta India Limited, Samhita Complex, Gala No. 52 to 56, Building No. 13A-B, Near Sakinaka Telephone Exchange, Andheri-Kurla Road, Sakinaka, Mumbai - 400 072, India, quoting their Folio Number and in case their shares are held in dematerialized form, the intimation of change of address should be passed on to their respective Depository Participants.
12. It may be noted that no claim will be entertained against the Company or Investor Education Protection Fund in respect of the said unclaimed dividend amount transferred to the fund.
13. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the AGM.
14. Members who hold shares in dematerialized form are requested to write their client ID and DP ID. Those who hold shares in physical form are required to write their Folio Number in the Attendance slip for attending the meeting.
15. Members holding shares in physical form are requested to notify/send any change in their address to the Company's share transfer agents, or to the Company at its Registered Office. Members holding shares in dematerialized form are requested to notify/send any changes in their address to the concerned depository participant (s).
16. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
17. Section 109A of the Companies Act, 1956 extends the nomination facility to individual shareholders of the Company. Therefore, the shareholders willing to avail this facility may make nomination in Form 2B.
18. Members seeking any information with regard to Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
19. Additional information on Directors being appointed/re-appointed as required under Clause 49 (IV)(G) of the listing agreement with the Stock Exchanges is given below:

At the ensuing 16th Annual General Meeting, Mr. Jaidev Rajnikant Shroff, Chairman and Mr. Vikram Rajnikant Shroff, Director retire by rotation and being eligible offer themselves for re-appointment.

(a) Mr. Jaidev Rajnikant Shroff: DIN: 00191050

Brief Resume and nature of expertise in specific functional area	Mr. Jaidev R. Shroff, 45, a non-resident Indian, is the Chairman of the Company. He is a graduate in Chemistry from Bombay University and he is the Executive Director of UPL. He is currently responsible for managing new projects and venture and for planning in UPL and mainly looks after development of new products, international business and strategic alliances with various parties in different markets.		
Other Directorship	11 other Private Limited Companies		14 other Public Limited Companies
	<ul style="list-style-type: none"> • Shroff Envirotral Private Ltd. • Hardstone Properties Private Ltd. • Isar Builders & Developers Private Ltd. • Khagay Environment Private Ltd. • Khaline Environment Private Ltd. • Praskand Environment Private Ltd. • Heline Environment Private Ltd. • Demuric Holdings Private Ltd. • Force Aviation Private Ltd. • Magnus Properties Private Ltd. • Asia Society India Centre Private Ltd. 		<ul style="list-style-type: none"> • Bharuch Enviro Infrastructure Ltd. • United Phosphorus Ltd. • Entrust Environment Ltd. • Sharvak Environment Ltd. • Uniphos Enterprises Ltd. • Enviro Technology Ltd. • Nivi Trading Ltd. • Ventura Guaranty Ltd. • Tatva Global Environment Ltd. (formerly Search Enviro Limited) • Nirlon Ltd. • UPL Environmental Engineers Ltd. • Shivalik Solid Waste Management Ltd. • Latur Water Supply Management Co. Ltd. • Tatva Global Environment (Deonar) Ltd.
Membership of Committees	<ul style="list-style-type: none"> • Audit Committee 	<ul style="list-style-type: none"> • Remuneration Committee / Compensation Committee 	<ul style="list-style-type: none"> • Investor Grievance Committee
	Nil	<ul style="list-style-type: none"> • Advanta India Ltd. 	<ul style="list-style-type: none"> • Advanta India Ltd.
Shareholding in the Company as per Clause 49(IV)(E) (v).	1015350 Equity Shares of Rs. 10/- each.		6.03% of the Total Paid-up Share Capital of the Company.

(b) Mr. Vikram Rajnikant Shroff: DIN: 00191472

Brief Resume and nature of expertise in specific functional area	Mr. Vikram R. Shroff, 35, and Indian national, is a Director of the Company; He is an Executive Director of UPL. He is an alumnus of the University of Mumbai, from where he graduated with a Degree Chemistry. He is also a graduate of Harvard Business School, from where he completed the Owner/President Management Program. He is currently responsible for human resource planning, purchase, commercial, marketing (local) and production functions in UPL and mainly looks after cost reduction measures which contribute towards profitability, quality assurance and productivity of the organization.		
Other Directorship	10 other Private Limited Companies		11 other Public Limited Companies
	<ul style="list-style-type: none"> • Unicorn Seeds Private Ltd. • Shroff Envirotral Private Ltd. • Hardstone Properties Private Ltd. • Uniphos Envirotronic Private Ltd. • Isar Builders & Developers Private Ltd. • Khagay Environment Private Ltd. • Khaline Environment Private Ltd. • Praskand Environment Private Ltd. • Heline Environment Private Ltd. • Magnus Properties Private Ltd. 		<ul style="list-style-type: none"> • Bharuch Enviro Infrastructure Ltd. • Agrinet Solutions Ltd. • United Phosphorus Ltd. • Entrust Environment Ltd. • Sharvak Environment Ltd. • Shroff United Chemicals Ltd. • Agraja Properties Ltd. • Mrugal Properties Ltd. • Advanta Seeds Ltd. • Swal Corporation Ltd. • Tatva Global Environment (Deonar) Ltd.
Membership of Committees	<ul style="list-style-type: none"> • Audit Committee 	<ul style="list-style-type: none"> • Remuneration Committee / Compensation Committee 	<ul style="list-style-type: none"> • Investor Grievance Committee
	<ul style="list-style-type: none"> • Advanta India Ltd. • Swal Corporation Ltd. 	<ul style="list-style-type: none"> • Advanta India Ltd. 	<ul style="list-style-type: none"> • Advanta India Ltd.
Shareholding in the Company as per Clause 49(IV)(E) (v).	8,46,650 Equity Shares of Rs. 10/- each.		5.03% of the Total Paid-up Share Capital of the Company.

EXPLANATORY STATEMENT

[Pursuant to Section 173 (2) of the Companies Act, 1956]

Item # 6: Re-classify the Authorised Share Capital of the Company

The present Authorised share capital of the Company is Rs. 75 Crores consisting of 7.5 Crores Equity Shares of Rs. 10/- each. The Paid-up Share Capital of the Company is Rs. 16,84,16,380/- consisting of 1,68,41,638 Equity Shares of Rs. 10/- each. Board of Directors has considered it necessary to reclassify the un-issued share capital of the Company into Equity Shares and Preference Shares so that there will be scope for raising finance for the requirements of the Company by the issue of Equity Shares and / or preference shares as and when considered necessary.

So, it was proposed to re-classify / split the Authorized Equity Share Capital in the manner provided in the resolution above without affecting the total Authorised Share Capital of the Company. The re-classification will require the approval of members in general meeting by way of an Ordinary Resolution pursuant to Section 94 of the Companies Act, 1956 and hence the resolution at Item # 6 is submitted to the meeting for members' approval.

Board of Directors recommends the resolution for approval of members.

None of the Directors of the Company is, in any way concerned or interested in the above resolution except to the extent to which they may participate in the reclassified shares.

Item # 7: Alteration of Articles of Association of the Company

Pursuant to the provisions of Section 80, the Company is required to have an Article in the Articles of Association of the Company to issue Preference Shares. Resolution at Item No. 6 is proposed to re-classify / split the Authorised Share Capital of the Company into Equity Shares as well as Preference Shares. The existing Articles of Association of the Company do not have a specific Article authorizing the Board of Directors to issue the preference shares. Hence, it is proposed to alter the Articles of Association of the Company to insert a new Article in the manner provided in the resolution above. Pursuant to provisions of Section 31 of the Companies Act, 1956, alteration of Articles of Association requires the approval of members, in general meeting by way of an Ordinary Resolution.

Board of Directors recommends the resolution for approval of members.

None of the Directors of the Company is, in any way concerned or interested in the above resolution except to the extent to which they may participate in the reclassified shares.

For Advanta India Limited

Date: 25th February, 2010
Place: Mumbai

(V. R. Kaundinya)
Managing Director