



ADVANTA INDIA LIMITED

Regd. Office: 104-105, 1ST Floor, Bhuvana Towers, Sarojini Devi Road,
Secunderabad -500003. Andhra Pradesh, India.

Addendum to Notice dated 30th April, 2009 convening 15th Annual General Meeting of the Company scheduled to be held on Monday, 22nd June, 2009 at 11.30 a.m. at Quoram Hall, Hotel Minerva Grand, Sarojini Devi Road, Secunderabad – 50003, Andhra Pradesh, India.

Attention of the members is invited to the Notice of 15th Annual General Meeting of the members of the Company dated 30th April, 2009 already sent to all the Shareholders. Notice is further given that the following item of business shall be included in the aforesaid notice as a new Item No. 7 under Special Business:

SPECIAL BUSINESS:

7. To consider and if thought fit to pass with or without modification, the following resolution as Special Resolution:

“**RESOLVED THAT** subject to the approval of Central Government and pursuant to Section 309(5B) of the Companies Act, 1956, consent of the Members of the Company be and is hereby accorded to waive the excess remuneration paid to Mr. V.R. Kaundinya, Managing Director of the Company over and above the limits prescribed under Section 309 read with Schedule XIII to the Companies Act, 1956 for the three Financial Years ended on 31st December, 2006, on 31st December, 2007 and on 31st December, 2008.

RESOLVED FURTHER THAT the Director(s) and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds and things and furnish such information / clarifications / declaration, certificate and other papers as may be required in this regard including authorizing any other person to represent before the Central Government.”

THE EXPLANATORY STATEMENT PURSUANT TO SECTION 173 OF THE COMPANIES ACT, 1956 IS AS FOLLOWS:

Mr. V.R. Kaundinya was appointed as the Managing Director of the Company with effect from 10th July, 2006 in the Board Meeting held on 7th June, 2006 for a period of 3 years on the terms and conditions contained in the Board Resolution and Employment Agreement executed with him. The remuneration proposed was approved by the Remuneration Committee in their meeting held on 7th June, 2006. The appointment and remuneration so fixed was ratified by the Shareholders in 12th Annual General Meeting held on 20th September, 2006. As the remuneration proposed was exceeding the eligible limits under Section 309 read with Schedule XIII to the Companies Act, 1956, Company has made an application to the Central Government and the approval of the Central Government is still awaited. Mr. V.R. Kaundinya, Managing Director is a Chief Executive Officer of the Company and devoting his full time for the development and growth of the Company. Before joining the Company, Mr. V.R. Kaundinya has relinquished his previous job as Country Head of Emergent Genetics, which is one of the Largest Seed Company for joining this Company, as a full time employee. In view of this and in the interest of your Company, the Company is obliged to pay the remuneration as agreed, pending the approval of Central Government.

However, the Company had to seek the Central Government approval for waiver of remuneration paid in excess of limits prescribed under Schedule XIII to the Companies Act, 1956 as per the following table, and accordingly made the separate applications to them.

Period	Remuneration Paid (Rs. in Lakhs)	Eligible Remuneration as per Schedule XIII to the Companies Act, 1956. (Rs. in Lakhs)	Excess Remuneration (Rs. in Lakhs)
2006 (10 th July, 2006 to 31 st December, 2006)	101.78	75.97	25.81
2007 (1 st January, 2007 to 31 st December, 2007)	105.02	102.35	2.67
2008 (1 st January, 2008 to 31 st December, 2008)	110.61	48.00*	62.61

* Arrived on effective capital basis.

The Central Government, later, advised the Company to obtain the approval of members for waiver of excess remuneration vide its email communication dated 5th June, 2009. In order to secure the members' approval in the ensuing 15th AGM, United Phosphorus Limited, Promoter and majority shareholder in the Company holding 49.88% of the capital of the Company has given its requisition / statement dated 7th June, 2009 under Section 188 of the Companies Act, 1956 requiring circulation of resolution to members of the Company for seeking members approval in the 15th AGM. The requisition / statement of United Phosphorus Limited concerning the resolution received with the requisition pursuant to Section 188 (1) of the Companies Act, 1956 can be inspected at the Registered Office of the Company on any working day between 10.00 a.m. to 5.00 p.m. till the day of the meeting.

Board of Directors recommends the above resolution to the members.

Except Mr. V.R. Kaundinya, none of the Directors of the Company is in any way concerned or interested in this resolution.

**For and on behalf of the Board of Directors
of Advanta India Limited**

Date: 10th June, 2009
Place: Secunderabad

Sd/-
(H.K.Agarwal)
Company Secraetary