

November 23, 2021

To,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Company Code: 534612
ISIN: INE436N01029

Sub: Postal Ballot Notice

Dear Sir/Ma'am,

Pursuant to Regulation 30 read with Schedule III (Part A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed is the Postal Ballot Notice dispatched to all the members for seeking approval for sale of property.

Further, the Remote E-voting facility is being provided by the Company through Central Depository Services (India) Limited (CDSL) to the members, who are registered as on Friday, November 19, 2021 (cut-off date). The Remote E-voting will commence on Saturday, November 27, 2021 at 09.00 A.M and end on December 26, 2021 at 05:00 P.M.

This is for your information and record.

Thanking you,

For Advance Metering Technology Limited

AAKANSH Digitally signed by
AAKANSHA SHARMA
A SHARMA Date: 2021.11.23
15:30:59 +05'30'

Aakansha Sharma
Company Secretary
Membership No. A57204



ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN): L31401DL2011PLC271394

Registered Office: E-8/1 Near Geeta Mandir, Malviya Nagar, New Delhi – 110017

Tel: 0120-4531400 / Website: www.pkrgroup.in / Email: corporate@pkrgroup.in

POSTAL BALLOT

Dear Member(s)

Notice is hereby given pursuant to section 108,110 of the Companies Act, 2013 (“the Act”) read with Rules 20 and 22 of the Companies (Management and Administration) Rules 2014 and guidelines prescribed by the Ministry of Corporate Affairs for holding general meeting / conducting postal ballot process vide Circular No.14/2020 dated April 8,2020, Circular no. 17/2020 dated April 13, 2020, Circular No. 39/2020 dated May 5,2020, Circular No.22/2020 dated June 15,2020, Circular no.33/2020 dated September 28, 2020, Circular No.30/2020 dated December 31, 2020, Circular no.02/2021 dated January 13, 2021 and Circular no.10/2021 dated June 23, 2021 and also Securities Exchange Board of India, vide its circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/11 dated January 15, 2021 (“circulars”), Secretarial Standard -2 issued by the Institute of Company Secretaries of India and other applicable laws and regulations (including any statutory modification(s) or enactment(s) or re-enactment(s) thereof for the time being in force) that it is proposed to seek consent of the shareholders of Advance Metering Technology Limited (“the Company”) for the Special Resolution as set out in this postal ballot notice through Electronic Voting (remote e-voting).

The explanatory statement pursuant to provision of section 102 of the Act, pertaining to the said Special Resolution proposed in this Notice, setting out the material facts regarding the Special Business and the reason thereof, is annexed hereto.

In view of the current pandemic situation of Covid -19 and in compliance with the requirement of MCA and SEBI Circulars, this notice is being sent through electronic mode only, and hard copy of the notice along with the postal Ballot Forms and the Pre-paid business envelope will not be sent to the Members for this Postal Ballot.

The Board of Directors of the Company has appointed M/s. Navneet K Arora & Co. LLP (Membership No. 3214) as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner.

In compliance with Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015 and pursuant to the provisions of Sections 108 and 110 of the Act read with the rules framed thereunder and the MCA Circulars, the Company is extending the remote only, to enable its Members to cast their instead of physical Postal Ballot Forms.

Further, the Company will send postal ballot Notice by e-mail to all its Members who have registered their e-mail addresses with the company, the Registrar and Transfer Agents of the Company i.e. **M/s Alankit Assignments Limited (RTA)** or the Depository Participants (DP) and the communication of assent/ dissent of the Members will only take place through the remote e-voting system.

For the purpose of providing remote e-voting facility to the shareholders, the Company has engaged the services of Central Depository Services (India) Limited. Members are requested to vote through the remote e-voting platform provided by CDSL.

After completion of scrutiny of the remote e-voting, the Scrutinizer will submit his report to the Chairman of the Company or any other person authorized by him. The result of the remote e-voting conducted through postal ballot will be announced on or before **28th December 2021** and by placing the same along with the Scrutinizer’s Report on the Company’s website www.pkrgroup.in. The results will simultaneously be communicated to the Stock Exchange where the Equity shares of the Company are listed.

You are requested to peruse the proposed resolution along with the explanatory statement and carefully read the instructions forming part of this notice.

SPECIAL BUSINESS

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 180(1)(a) of the Companies Act, 201, read with Rule 22 of the Companies (Management and Administration) Rules 2014, and any other applicable provisions if any, of the Companies Act, 2013 (including and statutory modifications or re-enactments thereof for the time being in force) and the Memorandum and Articles of Association of the Company, the provisions of the listing agreement entered into by the company with the stock exchange where the company's shares are listed, and such other approvals, consents and permissions being obtained from the appropriate authorities to the extent applicable and necessary, the consent of the Members be and is hereby accorded to the Board of Directors of the Company(hereinafter referred to as the "Board" which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute from time to time to exercise such powers including the power conferred by this resolution) to sell, transfer or otherwise dispose off the company's immovable property measuring 18,270 square meters situated at B-189, Phase- II, Noida U.P. to any prospective buyer, in such manner/ arrangement for consideration as the Board may consider deem fit and appropriate, in the best interest of the company on such terms and conditions and with effect from such date as may be decided by the Board.

RESOLVED FURTHER THAT the Board or the constituted committee of Directors be and is hereby authorized and empowered to finalize and execute necessary and requisite documents with effect from such date and in such manner s is decided by the Board to do all such other acts, deeds and things as they may deem necessary and /or expedient to give effect to the above resolution including without limitation, to settle and questions, difficulties or doubts that may arise in regard to sale and transfer as they may in their absolute discretion deem fit.

FURTHER RESOLVED THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company as it may fit to give effect to this resolution."

Registered Office:

E-8/1, Near Geeta Mandir,
Malviya Nagar
New Delhi 110017

By Order of the Board

Date: 12.11.2021

Place: New Delhi

**Sd/-
Aakansha Sharma
Company Secretary
Membership no. A57204**

NOTES:

An Explanatory Statement for the proposed special resolution, pursuant to Section 102 of the Companies Act, 2013 read together with Rule 22 of the Companies (Management and Administration) Rules, 2014 and Section 110 of the Act, read with Rules made there under, setting out material facts and reasons for the proposed resolution in respect of the business matter as set above is annexed hereto and forms a part of this Notice.

1. The Post Ballot notice is being sent to those members of the Company whose names appear on the Register of Members/ List of Beneficiary Owners received from the Depositories as on **19th November, 2021**.
2. A copy of this notice has been uploaded on the website of the Company i.e. www.pkrgroup.in
3. In compliance with the provisions of Sections 108 and 110 of the Act, read with the Rules made there under, Regulation 44 of SEBI Listing Regulations and Secretarial Standard -2 issued by the Institute of Company Secretaries of India on General Meetings, the Company is pleased to provide remote e-voting facility to the Members to exercise their votes electronically and vote on the resolution through remote e-voting service facility arranged by CDSL. The manner of voting of Members who have not registered their email addresses is provided under the section "Electronic Voting Particulars".
4. Members are requested to intimate all changes pertaining to their bank details such as bank account number, name of the bank and branch details, MICR code and IFSC code, mandates, nominations, power of attorney, change of address, email address, contact number etc., directly to their DP. The changes intimated to the DP will then be automatically reflected in the company's records.

5. Members whose names appear on the Register of Members / List of Beneficial Owners as on **19th November, 2021** i.e the cutoff date, will be considered for the purpose of voting. Voting rights of the Members shall be in proportion to the Equity Share held by them in the paid up equity Share Capital of the Company as on the cut-off date. A person who is not a member as on the cut- off date should treat this Noticed for information only.
6. A Member cannot exercise his/her vote through proxy on postal ballot. However Corporate and Institutional Members shall be entitled to vote through their authorized representatives. Corporate and Institutional Members are requested to provide a proof of authorization (board resolution / authority letter/ power of attorney etc) in favor of their authorized representatives by sending an e-mail to the scrutinizer at contact@navneetaroracs.com on or not later than **5.00 p.m. 26th December, 2021**.
7. The Board of Directors of the Company has appointed **M/s. Navneet K Arora & Co LLP, Practicing Company Secretaries (Membership No. 3214)** as the Scrutinizer for conducting the postal ballot through remote e-voting in a fair and transparent manner.
8. The remote e-voting period commences on **27th November 2021 at 9.00 a.m. IST and ends on 26th December 2021 at 5.00 p.m. IST**. During this period, Members of the Company as on the cut-off date may cast their vote by remote e-voting. The e-voting module will be disabled by CDSL after the aforesaid date and time for voting. Once the vote on the resolution is cast by the Member, the same cannot be changed subsequently.
9. The Proposed resolution if passed with requisite majority, shall be deemed to have been passed on the last date specified by the company for remote e-voting i.e. **26th December 2021**.
10. The Scrutinizer shall prepare and submit his report on the total number of votes cast in favour or against or abstained, if any. The Scrutinizer shall after completion of his scrutiny of the remote e-voting, submit his report to the Chairman or any other person authorized by him, who will declare the result of voting by postal ballot on or before **28th December 2021**, at the Registered Office of the company. The Scrutinizer's decision on the validity of the postal ballot will be final.
11. The Notice has also on the company's website www.pkrgroup.in and CDSL's e-voting website i.e. www.evotingindia.com and will also be available on the website of the stock exchange i.e. www.bseindia.com
12. The results of the Postal Ballot will also be communicated to the Stock Exchange where the shares of the company are listed. The Results along with the Scrutinizer's Report will also be displaces on the Company's website at www.pkrgroup.in and website of CDSL i.e. www.evotingindia.com
13. Instructions and other information relating to remote e-voting is provided under this section.

INTRUCTIONS OF SHAREHOLDERS FOR REMOTEE-VOTING ARE AS UNDER:

- (i) The voting period begins on **27th November 2021 at 9.00 a.m.** and ends on **26th December 2021 5.00 p.m.** During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **November 19, 2021** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iii) In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to above said SEBI Circular, Login method for e-Voting and joining virtual meetings **for Individual shareholders holding securities in Demat mode** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> 1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or visit www.cdslindia.com and click on Login icon and select New System Myeasi. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers i.e. CDSL/NSDL/KARVY/LINKINTIME, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> 1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsd.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

- (iv) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders holding in Demat form & physical shareholders.**
- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
 - 2) Click on “Shareholders” module.
 - 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
 - 4) Next enter the Image Verification as displayed and Click on Login.
 - 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
 - 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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) • Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	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. • 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 (3).

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.

(xv) **Facility for Non – Individual Shareholders and Custodians –Remote Voting**

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
- 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.
- Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer at contact@navneetaroracs.com and to the Company at the email address viz; corporate@pkrgroup.in (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/ DEPOSITORIES.

1. For Physical shareholders – please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding attending AGM & e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022-23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatla Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

EXPLANATORY STATEMENT

FOR THE SALE / TRANSFER OF COMPANY'S IMMOVABLE PROPERTY.

The Company acquired the immovable property admeasuring 18,720 square meters situated at B-189, Phase- II Noida U.P. in the year 2012.

The pandemic since 2020 has very adversely affected the working of the company's main business of manufacture and sale of meters. The Government's schemes for replacing the conventional meters with smart meters has not been fully implemented. This has resulted in drain of the company's finances.

In order to establish itself as a major supplier of smart meters, the company needs funds for its ongoing R&D activities for the development of different kinds of smart meters. The R&D activities coupled with the building of updated infrastructure would require funds.

To garner funds for the purpose of expenses on R&D and building of infrastructure for the manufacture of smart meters, it is proposed that the existing property of the company situated at B-189 Phase II Noida be demonetized by its sale. The area of the said property is 18,720 square meters which is in far excess of its requirement.

The sale proceeds will provide sufficient funds to not only meet the expenses for the R&D and new and updated infrastructure for the manufacture of smart meters but would also go to the liquidation of the bank borrowings. This will make the company a debt free company. With no interest payable to the Banks, the company will be better placed to service its shareholders.

For Advance Metering Technology Limited

Sd/-
Aakansha Sharma
Company Secretary
Membership No. A57204