



Corporate Office:
C-4 to C-11, Hosiery Complex
Phase-II Extension
Noida- 201305, U.P., India

Registered Office:
E-8/1, Malviya Nagar
New Delhi- 110 017
CIN # L31401DL2011PLC271394

Tel: +91 120 4531 400, 4531 401
Fax: +91 120 4531 402
Email: corporate@pkrgroup.in
Web: www.pkrgroup.in

Date: 03rd January, 2024

To,
The Manager
Listing Department
BSE Ltd.
Dept. Of Corporate Services
Phiroze Jeejeebhoy Towera
Dalal Street,
Mumbai-400001

Company Code: 534612
ISIN: INE436N01029

Sub: Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Postal Ballot Notice

We enclose herewith a copy of the Postal Ballot Notice of ADVANCE METERING TECHNOLOGY LIMITED ("the Company") dated December 22, 2023 along with the Statement pursuant to the applicable provisions of the Companies Act, 2013 read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**Notice**") for seeking approval of the Members of the Company on the following Special Businesses forming part of the Notice:

Special Businesses:

Sr. No.	Resolutions
1	Appointment of Mrs. Roopali Mittal (DIN: 02045584), as a Non-Executive Independent Director of the Company
2	Change in Designation of Mr. Pranav Kumar Ranade (DIN: 00005359)
3.	Change in Designation of Mr. Prashant Ranade (DIN: 00006024)

In compliance with MCA Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as ('MCA Circulars'), Notice is being sent by the Company only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.

The Company has engaged the services of the Central Depository Services (India) Limited ("CDSL") for the purpose of providing remote e-voting facility to its members. The voting period commences at 9.00 A.M (IST) on Friday, January 05th, 2024 and ends at 05.00 P.M. (IST) on Saturday, February 03rd, 2024. The e-voting module shall be disabled for voting

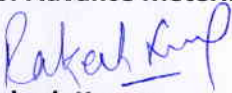
thereafter. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date. The communication of the assent or dissent of the Members would only take place through the remote e-voting system.

The Notice is also available on the website of the Company at <https://pkrgroup.in/index.php/investor-release/> and on the website of CDSL at www.evotingindia.com.

Please take the above intimation on record and kindly acknowledge.

Thanking You,

For Advance Metering Technology Limited



Rakesh Kumar

Company Secretary cum Compliance officer

M No.: F12868





ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN): L31401DL2011PLC271394

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

Corporate Office: C-4 to C-11, Hosiery Complex, Phase-II Extension, Noida-201305 (U.P.)

Tel. No: 0120-6958777

Notice of Postal Ballot

[Pursuant to Section 108 and 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, each as amended and applicable Circulars issued by the Ministry of Corporate Affairs, Government of India, from time to time]

VOTING STARTS ON	VOTING ENDS ON
Friday, January 5, 2024	Saturday, February 3, 2024

Dear Members,

NOTICE is hereby given pursuant to Section 108, 110 and other applicable provisions, if any, of the Companies Act, 2013, ('the Act') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and the Secretarial Standard - 2 on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), each as amended, and in accordance with the requirements prescribed by the Ministry of Corporate Affairs ('MCA') vide its General Circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020, June 23, 2021, December 8, 2021, May 5, 2022, December 28, 2022 and September 25, 2023 (collectively referred to as ('MCA Circulars') and any other applicable law, rules and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the special business(es) as set out hereunder by passing Ordinary / Special Resolution, as applicable, by way of postal ballot only by voting through electronic means (remote e-voting) only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice ('Notice') is being sent by ADVANCE METERING TECHNOLOGY LIMITED ('the Company') only through electronic mode to those Members whose email addresses are registered with the Company / Registrar and Transfer Agent ('RTA') / Depository Participants (DPs). Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules, MCA Circulars and SS-2, the Company is providing remote e-voting facility to its Members, to enable them to cast their votes electronically instead of submitting the Postal Ballot Form physically. The communication of the assent or dissent of the Members would only take place through the remote e-voting system. The Company has engaged the services of the Central Depository Services (India) Limited (CDSL) for the purpose of providing remote e-voting facility to its Members.

Members desiring to exercise their vote through the remote e-voting facility arranged by the Company are requested to carefully read the instructions and follow the procedure as stated in the Notes forming part of this Notice for casting of votes not later than 5:00 p.m. (IST) on **February 3, 2024**. The remote e-

voting facility will be disabled by CDSL immediately thereafter and voting shall not be allowed beyond the said time and date.

Pursuant to Rule 22(5) of the Rules, the Board of Directors of the Company through Circular Resolution has appointed M/s Navneet K Arora & Co LLP, Practicing Company Secretaries, NCR of Delhi (C P. No. 3005), as the Scrutinizer for conducting the postal ballot (e-voting process) in a fair and transparent manner.

The remote e-voting period commences from **Friday, January 5, 2024 at 9.00 a.m. (IST) and ends on Saturday, February 3, 2024 at 5.00 p.m. (IST)**. After completion of scrutiny of the votes cast, the Scrutiniser will submit his report to the Chairman or any other person authorised by him. The results declared, along with the Scrutiniser's Report, shall be announced by the Chairman or such person as authorised, within the stipulated timelines. The Scrutiniser's decision on the validity of votes cast will be final.

The postal ballot results will be submitted within 2 (Two) working days from conclusion of the e-voting period to the stock exchanges in accordance with the SEBI Listing Regulations. The said results will be displayed on the website of the Company at <https://pkrgroup.in/index.php/investor-release/>, the website of CDSL at www.evotingindia.com and shall also be communicated to the Stock Exchanges where the Company's Equity Shares are listed viz. BSE Limited ('BSE') and be made available on their respective websites viz. at www.bseindia.com.

The Explanatory Statement pursuant to Sections 102 and 110 and other applicable provisions of the Act, pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Notice.

SPECIAL BUSINESSES:

1. Appointment of Mrs. Roopali Mittal (DIN: 02045584), as a Non-Executive Independent Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152, 161, Schedule IV and other applicable provisions of the Companies Act, 2013 ("Act") read with the Rules framed thereunder, and applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("LODR Regulations") (including any statutory modification or re-enactment thereof for the time being in force), the Articles of Association of the Company, approvals and recommendation of the Nomination and Remuneration Committee and that of the Board of Directors, Mrs. Roopali Mittal (DIN: 02045584), who was appointed as an Additional Director in the capacity of an Independent Director with effect from November 09, 2023, who meets the criteria for independence under Section 149(6) of the Act and the Rules made thereunder and Regulation 16(1)(b) of the SEBI LODR Regulations, be and is hereby appointed as a Non-Executive Independent Director of the Company for a period of five years till November 08, 2028, and that she shall not be liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, expedient and incidental thereto, to give effects to this resolution."

2. Change in Designation of Mr. Pranav Kumar Ranade (DIN: 00005359)

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the recommendation of the Nomination and Remuneration committee and approval of Board of Directors at its meeting held on 9th November 2023 and in accordance with provisions of Section 196, 197, 203, Schedule V and other applicable provision, if any, of the Companies Act, 2013 and rules made thereunder including any statutory modification or re-enactment thereof for the time being in force, the approval of shareholders of the Company be and is hereby accorded for re-designation/appointment of Mr. Pranav Kumar Ranade (DIN: 00005359) the Chairman and Executive Director with immediate effect on the existing terms & Conditions as previously approved by Members of the Company in the 12th Annual General Meeting held on 27th September 2023 for the remaining tenure of the office.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, expedient and incidental thereto, to give effects to this resolution.”

3. Change in Designation of Mr. Prashant Ranade (DIN: 00006024)

To consider and if thought fit, to pass with or without modification, the following Resolution as a **Special Resolution**:

“RESOLVED pursuant to the recommendation of the Nomination and Remuneration committee and approval of Board of Directors at its meeting held on 9th November 2023 and pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Articles of Association & Schedule V to the Act (including any statutory modification(s) or re-enactment(s) thereof, for time being in force, the approval of shareholders of the Company be and is hereby accorded for re-designation/appointment of Mr. Prashant Ranade (DIN 00006024) from “Executive Director” to “Managing Director”, on the existing terms & Conditions as previously approved by Members of the Company in the 12th Annual General Meeting held on 27th September 2023 for the remaining tenure of the office.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to do all such acts, deeds, and things as may be necessary, expedient and incidental thereto, to give effects to this resolution.”

By the order of Board
For ADVANCE METERING TECHNOLOGY LIMITED

Date : December 22, 2023

Place : Noida

Sd/-
Rakesh Kumar
Company Secretary
cum Compliance Officer
Membership No. : FCS-12868

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

NOTES:

An explanatory statement pursuant to the provisions of Section 102 and 110 of the Companies Act, 2013 ('Act') setting out the material facts relating to the business to be transacted is annexed hereto. The relevant details, pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of the Directors seeking appointment and re-designation is annexed.

1. This Postal Ballot Notice is being sent to the members whose names appear on the register of members / list of beneficial owners as received from the National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL") and whose email address is registered with the Company / depository participant(s), as on December 28, 2023 ("Cut-off Date"). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the SEBI (Listing Obligations & Disclosure Requirements) 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 manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting postal ballot forms. Accordingly, physical copy of the Notice along with Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot. The communication of the assent or dissent of the Members would only take place through the e-voting system.
2. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, M/s. Alankit Assignment Limited 1E/13, Jhandewalan Extension, New Delhi-110055 or email to ramap@alankit.com.
3. Board Resolution passed by circulation on December 22, 2023, the Board has appointed Mr. Navneet Arora, Managing Partner M/s Navneet K Arora & Co LLP, Practicing Company Secretaries bearing Membership No. 3214 having office at E 8/1, Near Geeta Bhawan Mandir, Shivalik Road, Malviya Nagar, New Delhi -110017, as the scrutinizer for conducting the postal ballot and remote e-voting process in accordance with the law and in a fair and transparent manner.
4. The voting period commences on **Friday, January 5, 2024 at 9.00 a.m. (IST) and ends on Saturday, February 3, 2024 at 5.00 p.m. (IST)**. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. on **Thursday, December 28, 2023** cast their vote electronically. The e-voting module shall be disabled for voting thereafter. Once the vote on the resolutions is cast by the Member, he/she shall not be allowed to change it subsequently.
5. The voting rights of the Members shall be in proportion of their shareholding to the total issued and paid-up equity share capital of the Company as on the cut-off date.
6. The Scrutinizer will submit his report to the Chairman of the Company or such person as authorized upon completion of scrutiny of the votes received through the e-voting platform on or before Monday, February 5, 2024. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before Tuesday, February 6, 2024.

7. The result of the Postal Ballot, along with the scrutinizer's report, will be posted on the Company's website <https://pkrgroup.in/index.php/investor-release/> and communicated to the stock exchanges where the Company's shares are listed and on the website of the CDSL at www.evotingindia.com.
8. The special resolutions mentioned above at Item no. 1 to Item no. 3 shall be declared as passed if the number of votes cast in favour is more than three times the number of votes cast against it. These resolutions shall be deemed to be passed on the last date specified by the Company for Remote e-voting i.e., **Saturday, February 3, 2024**.
9. Resolution passed by the shareholders through postal ballot are deemed to have been passed as if they have been passed at a General Meeting of the shareholders convened in that behalf.
10. The voting rights for Equity Shares are one vote per Equity Share, registered in the name of the members. Voting rights shall be reckoned on the paid-up value of Equity Shares registered in the name of the shareholders as on **Thursday, December 28, 2023**. A person who is not a shareholder on the relevant date should treat this notice for information purpose only.
11. Voting rights through e-voting cannot be exercised by a proxy.
12. All the material documents referred to in the explanatory statement will be available for inspection electronically until the last date for receipt of votes through the e-voting process. Members seeking to inspect such documents can send an email to secretarial@pkrgroup.in from their registered e-mail address mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
13. For any query(ies) / grievance(s) relating to remote voting, please contact helpdesk.evoting@cdslindia.com.
14. The General Instructions for shareholders voting electronically are as under:

CDSL e-Voting System – For Remote e-voting

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (i) The voting period begins on 05.01.2024 at 09.00 AM and ends on 03.02.2023 at 05.00 PM. 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 28.12.2023 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) 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.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

- (iv) 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 abovesaid SEBI Circular, Login method for e-Voting for **Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<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 users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab. 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, 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 cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 evoting 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 Depository	<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.nsdl.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 re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp

	<p>3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.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.</p>
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	<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.</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.

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

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 toll free no. 1800 22 55 33
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 : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

- (v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 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 Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • 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. <ul style="list-style-type: none"> • 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.

- (vi) After entering these details appropriately, click on “SUBMIT” tab.
- (vii) 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.
- (viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (ix) Click on the EVSN for the relevant “Advance Metering Technology Limited” on which you choose to vote.
- (x) 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.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

- (xii) 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.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) 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.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - 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 will be mapped automatically & can be delink in case of any wrong mapping.
 - It is Mandatory that, 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 mandatory 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 and to the Company at the email address viz; info@navneetaroracs.com and secretarial@pkrgroup.in, 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 secretarial@pkrgroup.in /RTA email id ramap@alankit.com
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 e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 22 55 33

By the order of Board
For ADVANCE METERING TECHNOLOGY LIMITED

Date : December 22, 2023
Place : Noida

Sd/-
Rakesh Kumar
Company Secretary
cum Compliance Officer
Membership No. : FCS-12868

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

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In conformity with the provisions of Section 102 of the Companies Act, 2013, the following Explanatory Statement sets out all material facts relating to the business under Item Nos. 1 to 3 mentioned in the accompanying Notice.

Item No. 1: Appointment of Mrs. Roopali Mittal (DIN: 02045584), as a Non-Executive Independent Director of the Company

Pursuant to Section 161 of the Companies Act, 2013, the Board at its meeting held on November 9, 2023, appointed **Mrs. Roopali Mittal (DIN: 02045584)**, as an Additional Director in the capacity of Independent Director of the Company for a term of five (5) years with effect from November 9, 2023 to November 8, 2028, (both days inclusive) not liable to retire by rotation, subject to the approval of the shareholders through special resolution:

The Company has received:

- (i) consent in writing from Mrs. Roopali Mittal to act as Director in Form DIR 2
- (ii) intimation in Form DIR 8 in terms of the Appointment Rules from Mrs. Roopali Mittal to the effect that she is not disqualified under sub-section (2) of Section 164 of the Act, and
- (iii) a declaration to the effect that she meets the criteria of independence as provided in sub-section (6) of Section 149 of the Act and under LODR Regulations.
- (iv) Declaration that she has not been debarred from holding office of a Director by virtue of any Order passed by the SEBI or any other such authority.
- (v) Confirmation that she is registered in the Independent Director's databank.

In the opinion of the Board and Nomination and Remuneration Committee, Mrs. Roopali Mittal fulfils the conditions for independence specified in the Act, the Rules made thereunder and the LODR Regulations and such other laws / regulations for the time being in force, to the extent applicable to the Company.

FCS Roopali Mittal, a global professional with extensive experience of 19 years in the field of Corporate Law, Compliance Services & Start-up consultancy and a certified Posh Trainer. A Law graduate, Fellow Member of Institute of Company Secretaries of India (ICSI) and certified Independent Director by Indian Institute of Corporate Affairs with rich experience of corporate restructuring, she has been advising on transaction documents such as share purchase, share subscription, shareholders' agreements, business transfer agreements etc. She has been acting as a Corporate & Financial Advisor to both Indian and Overseas clients, advising them on establishment and setting up of entities in India and overseas, inbound and outbound investments involving FEMA, Private Equity, Capital restructuring, Board restructuring, strategizing, review and obtaining regulatory approvals Her forte lies in conducting secretarial due diligence on companies engaged in various sectors and excels in advising clients with respect to various matters under Companies Act, LODR, SEBI, Takeover Regulations, Insider Trading Regulations and other regulatory compliance.

She is also actively involved in giving consultancy to start ups with respect to fund raising, Secretarial, Legal and financial matters. The experience also includes advising on investments by private equity players in unlisted as well as listed companies.

She is a vivid Rotarian and a past President (2021-2022) of Rotary Club, and is actively involved in Women Empowerment and Child Education.

She is also a regular visiting faculty with Institute of Company Secretaries of India (ICSI).

The NRC and the Board are of the view that Mrs. Roopali Mittal skills, background and experience are aligned to the role and capabilities identified by the NRC and that she is eligible for appointment as a Non-Executive Independent Director.

Mrs. Roopali Mittal has confirmed that she is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact her ability to discharge her duties as an Independent Director of the Company. Mrs. Roopali Mittal has confirmed that she is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to her registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs. She has also confirmed that she meets the criteria of Independence in terms of Companies Act and Listing Regulations.

The resolution seeks the approval of members for the appointment of Mrs. Roopali Mittal as a Non-Executive Independent Director of the Company from November 09, 2023 to November 08, 2028 (both days inclusive). All the material documents referred to in the Notice and Explanatory Statement such as the appointment letter, statutory forms etc. are available for inspection without any fee by the members at the Company's registered office during normal business hours on working days from the date of dispatch of the notice up to the last date of voting.

The profile and specific areas of expertise of Mrs. Roopali Mittal and other relevant information as required under SEBI LODR Regulations and SS-2 are provided as **Annexure-'A'**. In compliance with the provisions of Section 149 read with Schedule IV to the Act and Regulation 17 of the LODR Regulations, the approval of the Members is sought for the appointment of Mrs. Roopali Mittal a Non-Executive Independent Director of the Company, as a special resolution as set out above. No director, key managerial personnel or their relatives except Mrs. Roopali Mittal to whom the resolution relates is interested in or concerned with the resolution. The Board recommends the special resolution set forth in Item No. 1 in this notice for the approval of Members.

Item No. 2: Change in Designation of Mr. Pranav Kumar Ranade (DIN: 00005359)

Based upon the request received from Mr. Pranav Kumar Ranade Chairman and Managing Director for change in designation from Chairman and Managing Director to Executive Director and as recommendation of Nomination and Remuneration Committee of the Board. This is to further apprise the Board that their change in designation is subject to approval of members of the Company

The disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are as follows:

Brief resume of Mr. Pranav Kumar Ranade is as under:

Mr. Pranav Kumar Ranade has rich and varied experience of over 50 years and has been involved in the operations of the company since inception and the ethical leadership qualities of Mr. Pranav Kumar Ranade have created a performance culture that has resulted in the successful expansion and backward integration. It would be in the interest of the Company to continue the employment of Mr. Pranav Kumar Ranade as the Chairman and Executive Director for the remaining period.

Mr. Pranav Kumar Ranade holds a Bachelor's Degree in Science and also holds a Master's Degree in Mechanical Engineering from AACHAN University, Germany. Mr. Pranav Kumar Ranade has more than 42 years experience in the electrical and engineering industry. As the Joint Managing Director of Indo Asian Fusegear Limited, he was instrumental in collaborating with various German companies which catapulted the company into one of India's leading group.

Sr. No.	Particular	Disclosure
1.	Age	75 years
2.	Qualifications & experience	Master's Degree in Mechanical Engineering from AACHAN University, Germany. He has more than 50 years experience in the electrical and engineering industry
3.	Remuneration last drawn (for the whole financial year 2022-23)	Rs. 51,00,000/-
4.	Date of first appointment on the Board	07.02.2011
5.	Shareholding in the Company	8,54,635 equity shares
6.	Relationship with other directors, managers or key managerial personnel	Father of Mr. Prashant Ranade, Executive Director and husband of Mrs. Ameeta Ranade, Non-Executive Director of the Company.
7.	No. of meeting of the Board attended during the year	4
8.	Other directorship	PKR Technologies Private Limited Novateur Electricals & Digital Systems Private Limited Renewable Power Venture Private Limited R.S. Infosystems Private Limited PKR Infrastructure Private Limited
9.	Membership of committees of other Company	Nil
10	Chairmanship of the committees of other Company	Nil

The Board in its meeting held on 9.11.2023 accepted the request for change in designation of Mr. Pranav Kumar Ranade as Chairman & Managing Director to Chairman and Executive Director for remaining period w.e.f. 9th November, 2023 at the same terms and conditions as previously approved by Members of the Company in the 12th Annual General Meeting held on 27th September 2023.

Particulars	
Salary	Rs 3,75,000/- PM
Perquisites	
Housing	Company Owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.
Medical Expenses Allowance	One month's basic salary per annum
Mediclaime and personal accident insurance coverage	As per rules of the Company
Special Allowance	One month's basic salary per annum
Gratuity	As per Payment of Gratuity Act, 1972.
Car Facility	Company Maintained Car with driver
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 09.11.2023 have re-designated Mr. Pranav Kumar Ranade as the Chairman & Executive Director of the Company for the remaining period w.e.f. 9th November, 2023 on the above terms and conditions as previously approved by Members of the Company in the 12th Annual General Meeting held on 27th September 2023.

Section 196(4) of the Companies Act, 2013 provides that Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule:

Your Directors recommend the re-designation of Mr. Pranav Kumar Ranade as the Chairman & Executive Director of the Company for the remaining period, put up for your approval.

Mr. Pranav Kumar Ranade, Chairman & Executive Director because of his change in designation and Mr. Prashant Ranade, Managing Director and Mrs. Ameeta Ranade, Non-Executive Director of the Company being the relatives of Mr. P. K. Ranade are deemed to be interested in the resolution.

None of the director and key managerial personnel except above are concerned or interested in this resolution.

Item No. 3: Change in Designation of Mr. Prashant Ranade (DIN: 00006024)

Based upon the recommendation of Nomination and Remuneration Committee of the Board, Mr. Prashant Ranade was re-designated as the Managing Director of the Company for the remaining period started from 9th November, 2023.

This is to further apprise the Board that their change in designation is subject to approval of members of the Company

The disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are as follows.

Brief resume of Mr. Prashant Ranade is as under:

He is a Bachelor of Engineering (Electrical) and holds a Master Degree in Business Administration (Marketing) from the London School of Economics. He has worked as an independent consultant in a reputed consulting firm based in United Kingdom and has handled various performance Audit projects in South East Asia. He has rich and diversified experience in information technology, implementation of ERP systems, international business, setting up new projects and production as well as Marketing of Switchgear and lighting products.

Sr. No.	Particular	Disclosure
1.	Age	43 Years
2.	Qualifications & experience	He is a Bachelor of Engineering (Electrical) and holds a Master Degree in Business Administration (Marketing) from the London School of Economics.

3.	Remuneration last drawn	Rs. 55,32,000
4.	Date of first appointment on the Board	28.07.2011
5.	Shareholding in the Company	13,12,158 equity shares
6.	Relationship with other directors, managers or key managerial personnel	Son of Mr. P K Ranade, Chairman and Managing Director and Mrs. Ameeta Ranade, Non-Executive director of the Company.
7.	No. of meeting of the Board attended during the year	4 (Four)
8.	Other directorship	PKR Technologies Private Limited Renewable Power Venture Private Limited R.S. Infosystems Private Limited
9.	Membership of committees of other Companies	Nil
10.	Chairmanship of the committees of other Companies	Nil

The nomination and remuneration committee of the Company recommended to the Board the re-designation/appointment of Mr. Prashant Ranade as the Managing Director of the Company for the remaining period w.e.f. 9th November, 2023 at the same terms and conditions as follows:

Particulars	
Salary	Rs 3,00,000/- PM
Perquisites:	
Housing	Company Owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.
Medical Expenses Allowance	One month's basic salary per annum
Mediclaime and personal accident insurance coverage	As per rules of the Company
Special Allowance	One month's basic salary per annum
Gratuity	As per Payment of Gratuity Act, 1972.
Car Facility	Company Maintained Car with Driver
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 09.11.2023 re-designate/appoint Mr. Prashant Ranade as the Managing Director of the Company for the remaining period w.e.f. 9th November, 2023 at the same terms and conditions.

Section 196(4) of the Companies Act, 2013 provides that Subject to the provisions of section 197 and Schedule V, a managing director, whole-time director or manager shall be appointed and the terms and conditions of such appointment and remuneration payable be approved by the Board of Directors at a meeting which shall be subject to approval by a resolution at the next general meeting of the company and by the Central Government in case such appointment is at variance to the conditions specified in that Schedule:

Your Directors recommend the re-designation of Mr. Prashant Ranade as the Managing Director of the Company for the remaining period, put up for your approval.

Mr. Prashant Ranade, Managing Director because of his appointment and Mr. Pranav Kumar Ranade, Chairman & Executive Director and Mrs. Ameeta Ranade, Non-Executive Director of the Company being the relatives of Mr. Prashant Ranade are deemed to be interested in the resolution.

None of the director and key managerial personnel except above are concerned or interested in this resolution.

By the order of Board
For ADVANCE METERING TECHNOLOGY LIMITED

Date : December 22, 2023

Place : Noida

Sd/-

**Rakesh Kumar
Company Secretary
cum Compliance Officer
Membership No. : FCS-12868**

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

Details of Directors seeking appointment pursuant to Regulation 36 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India

Mrs. Roopali Mittal

Sr. No.	Particulars	Details
1.	Name	Mrs. Roopali Mittal
2.	DIN	02045584
3.	Date of Birth	10-06-1980
4.	Age	43 Years
5.	Nationality	Indian
6.	Date of first appointment on Board, last drawn remuneration and number of Board meetings attended	It is proposed to appoint Mrs. Roopali Mittal as Director for his first term on the Board and hence, these details are not applicable.
7.	Relationship with Director/ Manager/ KMP	There is no relationship with other Directors on the Board, Managers and KMPs.
8.	Brief Profile	<p>FCS Roopali Mittal, a global professional with extensive experience of 19 years in the field of Corporate Law, Compliance Services & Start-up consultancy and a certified Posh Trainer. A Law graduate, Fellow Member of Institute of Company Secretaries of India (ICSI) and certified Independent Director by Indian Institute of Corporate Affairs with rich experience of corporate restructuring, she has been advising on transaction documents such as share purchase, share subscription, shareholders' agreements, business transfer agreements etc. She has been acting as a Corporate & Financial Advisor to both Indian and Overseas clients, advising them on establishment and setting up of entities in India and overseas , inbound and outbound investments involving FEMA, Private Equity, Capital restructuring, Board restructuring, strategizing, review and obtaining regulatory approvals Her forte lies in conducting secretarial due diligence on companies engaged in various sectors and excels in advising clients with respect to various matters under Companies Act, LODR, SEBI, Takeover Regulations, Insider Trading Regulations and other regulatory compliance.</p> <p>She is also actively involved in giving consultancy to start ups with respect to fund raising, Secretarial, Legal and financial matters. The experience also includes advising on investments by private equity</p>

		players in unlisted as well as listed companies. She is a vivid Rotarian and a past President (2021-2022) of Rotary Club, and is actively involved in Women Empowerment and Child Education.
9.	Qualification	1. CS 2. LLB
10.	Experience/ expertise in specific functional area	Extensive experience of 19 years in the field of Corporate Law, Compliance Services & Start-up consultancy and a certified Posh Trainer.
11.	Terms and Conditions of appointment or reappointment	To be appointed as Non-Executive Independent Director, not liable to retire by rotation, for First term of Five years till November 08, 2028.
12.	Board Membership of Other Companies as on Date	Greenhat Consultants Pvt Ltd. Sterling Compliances Pvt Ltd.
13.	Chairman/ Member of the Committee of the other Boards	Nil
14.	Number of shares held in the Company including shareholding as a beneficial owner	Nil
15.	Listed entities from which the person has resigned in the past three years	Nil
16.	Details of Remuneration sought to be paid	She shall be paid Sitting fees only for attending Board/Committee meetings (as applicable) as per Remuneration Policy of the Company.
17.	Other information	As per Notice & Explanatory Statement