



ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN) - L31401HR2011PLC042015
Registered Office: Flat No. 207, Modi Tower, 98 Nehru Place, New Delhi -110019
Tel. No: 91 120 4531400, 401, Fax No: 91 120 4531402
Email address: corporate @pkrgroup.in Website: www.pkrgroup.in

NOTICE

NOTICE is hereby given that the 3rd Annual General Meeting of Advance Metering Technology Limited will be held on Tuesday, 30th day of September, 2014 at 9.00 A.M. at Shiv farms, Palla - Bakhtawarpur Road, Alipur, Delhi- 110036, to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr Prashant Ranade, (DIN: 00006024) who retires by rotation at this Annual General Meeting and being eligible, offers himself for re-appointment.
3. To appoint M/s S. S. Kothari Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Fifth Annual General Meeting to be held in 2016 (subject to the ratification of their appointment at every AGM) and fix their remuneration.

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 section 139 and other applicable provisions, if any, of the Companies Act 2013, and the rules framed thereunder , M/s S. S. Kothari Mehta & Co., Chartered Accountants be and are hereby appointed as the Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of Fifth (5th) AGM to be held in 2016 (subject to the ratification of their appointment) at every AGM), at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

Special Business

4. Appointment of Mr. A.K. Ghosh as an Independent Director

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 Section 149,152 read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement , Mr. A.K. Ghosh (DIN : 00005404) a director of the Company , who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the act, who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the Company with effect from 30th September 2014 up to 29th September 2019”

5. Appointment of Mr. R.C. Bansal as an Independent Director

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 Section 149,152 read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and qualification of Directors) Rules,2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and clause 49 of the listing agreement , Mr. R.C. Bansal (DIN :00005387) a director of the Company , who has submitted a declaration that he meets the criteria of Independence as provided in Section 149(6) of the act, who is eligible for appointment and in respect of whom the company has received a notice in writing under Section 160 of the Companies Act 2013, from a member proposing his candidature for the office of director, be and is hereby appointed as an Independent Director of the with effect from 30th September 2014 up to 29th September 2019”

6. Ratification of Remuneration of Cost Auditors

To consider and, if thought fit, to pass with or without modification(s) the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 148 and all other applicable provisions of the Companies Act 2013 (‘Act’) and Companies (Cost record and Audit) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) Mr. H. Tara & Company, Cost Accountants , Delhi (ICWA Registration No.17321) the cost auditor appointed by the Board of Directors of the Company , to conduct the audit of cost records of the Company for the financial year ending 31st March 2015, be paid the remuneration of Rs. 50,000.00/- (Rupees Fifty Thousand only) and out of pocket expenses.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all acts and take all steps as such may be necessary, proper or expedient to give effect to this resolution.”

For and on behalf of the Board of Directors

Place: Noida
Date: 04/08/2014

P. K. Ranade
Chairman and Managing Director

NOTES:

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 is annexed hereto
2. A member entitled to attend and vote at the Annual General Meeting (“the Meeting”) is entitled to appoint a proxy to attend and to vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the Registered Office of the Company not less than forty- eight hours before the commencement of the Meeting.

A person can act as proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company may appoint a single person as proxy. However, such person shall not act as a proxy for any other person or shareholder.
3. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
4. 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.
5. The Company has notified closure of Register of Members and Transfer Books thereof from 26th September 2014 to 30th September 2014 (both days inclusive)
6. Relevant documents referred to in the Notice and Explanatory Statement are open for inspection at the Registered Office of the Company on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. upto the date of the Meeting.
7. Brief resume of the directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, names of companies in which they hold directorship and memberships/ chairmanships of the Board committees, shareholding and relationship between directors inter se as stipulated under Clause 49 of the Listing Agreement is given in the Report on Corporate Governance forming part of the Annual Report.
8. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
9. Members holding the shares in physical form may obtain the Nomination forms from the Company’s Registrar and Share Transfer Agents. Members holding shares in electronic form may obtain the Nomination forms from their respective depository participants.
10. Members are requested to note that in case of transfers, deletion of name of deceased shareholder, transmission and transposition of names in respect of shares held in physical form, submission of photocopy of PAN Card of the transferee(s), surviving holder(s), legal heir(s) and joint holder(s) respectively, along with necessary documents at the time of lodgment of request for these transactions, is mandatory.
11. Members who have not registered their e-mail addresses so far or who would like to change their email address already registered, are requested to register / update their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically. Members holding shares in electronic form are requested to register their email address / update the same with their respective Depository Participants.
12. Voting through electronic means

In compliance with provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and clause 35B of Listing Agreement with Stock Exchanges, the Company is pleased to provide members facility to exercise their right to vote at the meeting by electronic means and the business may be transacted through e-Voting Services provided by National Service Depository Limited (NSDL):

The instructions for members for voting electronically are as under:

- A. In case a member receives a email from NSDL [for members whose email IDs are registered with the Company/depository participant(s)]:
 - (i) Open Email and open PDF file viz. “AMTL e-voting.pdf” with your Client ID or folio No. as password. The said PDF file contains your User ID and password for E-voting. Please note that the password is an initial password.
 - (ii) Launch the internet browser by typing the following [https:// www.evoting.nsdl.com](https://www.evoting.nsdl.com)

- (iii) Click on Shareholder- Login
 - (iv) Put user ID and password as initial password noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password with new password of your choice with minimum 8 digits /characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens. Click on e-Voting: Active Voting Cycles.
 - (vii) Select "EVEN" (e-voting EVENT Number) of Advance Metering Technology Limited.
 - (viii) Now you are ready for e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the company at e-mail id to investors@pkrgroup.in with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/ depository participants(s) or requesting physical copy:
- (i) Initial password is provided in the enclosed ballot form: EVEN (e-voting EVENT Number) User ID and Password.
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for Shareholders available at the Downloads section of www.evoting.nsdl.com
 - (iii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
 - (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- C. Other Instructions:
- (i) The e-voting period commences on 22nd September, 2014 (10.00 a.m.) and ends on 24th September, 2014 (6.00 p.m.). During this period member of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 21st August, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
 - (ii) The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 21st August, 2014.
 - (iii) M/s. Navneet K Arora & Co., Practicing Company Secretaries, (Membership No. FCS-3214) have been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
 - (iv) The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a scrutinizer's Report of the votes cast in favour or against, if any, and submit forthwith to the Chairman of the Company.
 - (v) The result shall be declared on or after the AGM of the Company. The results declared alongwith the Scrutinizers report shall be place on the Company website www.pkrgroup.in and on the website of NSDL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the stock exchanges.

ANNEXURE TO NOTICE

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013 (“ACT”)

ITEM NO. 4 AND 5.

Shri. A.K Ghosh and Shri. R.C. Bansal are Independent Directors of the Company and have held the positions as such for 2 years.

Section 149 of the Act further provides that Independent Directors are required to hold office for a term up to five consecutive years on the Board of a company and can be re-appointed thereafter subject to the limit under sub-section (11) of section 149 of the Act which provides that they shall not hold office for more than two consecutive terms.

The amended clause 49 of the Listing Agreement with the Stock Exchanges also stipulates similar conditions with regard to initial tenure for appointment of Independent Directors for a term up to five consecutive years.

Further, in terms of sub-section (13) of section 149 read with Explanation to sub-section (6) of section 152 of the Act, Independent Directors are not liable to retire by rotation.

It is proposed to appoint Shri.A.K. Ghosh and Shri. R.C. Bansal as independent director under section 149 and clause 49 of the listing agreement to hold office for 5 (five) consecutive years for a term upto the conclusion of the 8th Annual General Meeting of the Company in the calendar year 2019.

Shri.A.K. Ghosh and Shri. R.C. Bansal are not disqualified from being appointed as a directors in terms of section 164 of the act and has given his consent to act as the Director.

The Company has received a notice in writing from members along with the deposit of requisite amount under section 160 of the Act proposing the candidature of each of Shri.A.K. Ghosh and Shri. R.C. Bansal for the office of the directors of the Company.

The Company has received a declaration from Shri.A.K. Ghosh and Shri. R.C. Bansal that they meet the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and clause 49 of the Listing Agreement.

Brief resume of Shri.A.K. Ghosh and Shri. R.C. Bansal, nature of his expertise in specific functional areas and names of companies in which he hold directorship and memberships/ chairmanships of the Board committees , shareholding and relationship between directors inter se as stipulated under Clause 49 of the Listing Agreement is given in the Report on Corporate Governance forming part of the Annual Report.

Copy of the draft letter of appointment of Shri.A.K. Ghosh and Shri. R.C. Bansal as an Independent Director is available for inspection by members at the registered office of the Company.

Shri.A.K. Ghosh and Shri. R.C. Bansal are interested in the resolutions set out respectively at item No .4 and 5 of the notice with regard to their respective appointments.

The relatives of Shri.A.K. Ghosh and Shri. R.C. Bansal may be deemed to be interested in the resolutions set out respectively at item No. 4 and 5 of the Notice, to the extent of their shareholding interest, if any, in the company.

Save and expect the above none of the other Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 and 5 of the Notice.

The Board recommends the Ordinary resolution set out at item No. 4 and 5 of the notice for the Approval of Shareholders.

ITEM NO. 6

The Board on the recommendation of the Audit Committee has approved the appointment and remuneration of the Cost Auditors to conduct the Audit of the cost records of the Company for the financial year ending March 31st, 2015 as per the following details:

Mr. H. Tara & Co. Cost Accountants, to conduct the audit of electrical goods at a remuneration of Rs. 50,000.00/- only and out of pocket expenses.

In Accordance with the provisions of Section 148 of the Act, read with the Companies (Audit & Auditors) rules, 2014 the remuneration payable to cost auditor has to be ratified by the shareholders of the Company.

Accordingly, the consent of members is sought for passing an ordinary resolution as set out at item no. 6 of the notice for ratification of remuneration payable to the cost Auditors for the financial year ending March 31, 2015.

None of the Directors/ Key Managerial Personnel of the Company/their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board recommends the Ordinary resolution set out at item No. 6 of the notice for the approval of Shareholders.

For and on behalf of the Board of Directors

**Place: Noida
Date: 04/08/2014**

**P. K. Ranade
Chairman and Managing Director**



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ATTENDANCE SLIP

3rd ANNUAL GENERAL MEETING ON TUESDAY, 30th SEPTEMBER 2014 AT 09.00 A.M. at Shiv farms, Palla-Bakhtawarpur Road, Alipur, Delhi- 110036

Folio NO	DP ID No.	Client ID No.

I/we hereby record my /our presence at the THIRD ANNUAL GENERAL MEETING of the Company at Shiv farms, Palla-Bakhtawarpur Road, Alipur, Delhi- 110036 at 09.00 A.M. on Tuesday, 30th September 2014.

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

Notes:

- Only Member/ Proxy holder can attend the Meeting.
- Please complete the Folio NO./ DP ID No. and name of the Member/ Proxyholder, sign the attendance slip and hand it over duly signed, at the entrance of the meeting Hall.
- A Member/Proxy holder attending the Meeting should bring copy of the Annual Report for reference at the Meeting.



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PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014

Name of Member(s) :.....

Registered address :.....

Email id :.....

Folio No./ Client ID / DP ID* :.....

I/We being the member (s) of _____ Equity Shares of Advance Metering Technology Limited, hereby appoint:

1. Name:..... Email Id:.....

Address:.....

.....Signature.....or failing him/her;

2. Name:..... Email Id:.....

Address:.....

.....Signature.....or failing him/her;

3. Name:..... Email Id:.....

Address:.....

.....Signature.....

As my/our Proxy to attend and vote (on a poll) for me/us and on my /our behalf at the THIRD ANNUAL GENERAL MEETING of the Company to be held on Tuesday , 30th September ,2014 at 09.00 A.M. At Shiv farms, Palla-Bakhtawarpur Road, Alipur, Delhi- 110036 and at any adjournment thereof in respect of such resolutions as are indicated below:

S.No	Resolutions	Type of Resolution	For	Against
1	Adoption of statement of profit and loss, Balance Sheet, Reports of Board of Directors and auditors for the year ended 31 st March 2014.	Ordinary Resolution		
2	Re-Appointment of Mr. Prashant Ranade who retires by rotation.	Ordinary Resolution		
3	Appoint auditors and fix their remuneration	Ordinary Resolution		
4	Appointment of Mr. A.K. Ghosh as Independent Director	Ordinary Resolution		
5	Appointment of Mr. R.C. Bansal as Independent Director	Ordinary Resolution		
6	Ratification of the remuneration of the Cost Auditor	Ordinary Resolution		

Signed this _____ day of _____ 2014.

Signature of the shareholder _____ Signature of Proxyholder(s) _____

Affix
Revenue
Stamp

Note:

1. This form in order to be effective should be completed and deposited at the Registered Office of the Company at Flat No. 207, 98 Modi Tower, Nehru Place-110019 , not less than 48 hours before the commencement of the Meeting.
2. A proxy need not be a member of the Company.
3. For the Resolutions, Explanatory Statement and Notes, Please refer to the Notice of the THIRD ANNUAL GENERAL MEETING OF THE COMPANY