

Date: 31st August, 2015

To
National Stock Exchange of India Ltd
"Exchange Plaza"
Bandra-Kurla Complex,
Bandra (East),
Mumbai – 400 051

To
The Bombay Stock Exchange Ltd.
Department of Corporate Services
25th Floor, P. J. Tower
Dalal Street,
Mumbai – 400 001

Company Symbol: **AMTL**

Company Code: **534612**

Sub: POSTAL BALLOT NOTICE

Dear Sir / Madam,

Please find enclosed herewith Postal Ballot Notice and Postal Ballot form sent to the members of the Company whose name appear on the Register of Members / list of Beneficial Owner as maintained by the Depositories as on the cut-off date i.e. August 21, 2015 for seeking approval of the members for the alteration in the Object Clause of the Memorandum of Association of the Company.

Please take the same on record.

Thanking you.

For ADVANCE METERING TECHNOLOGY LIMITED


Vikram Ranade
(Executive Director)
Encl. As above



ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN): L31401DL2011PLC271394
Registered Office: 207, Modi Tower, 98, Nehru place, New Delhi -110019
Tel. No: 0120- 4531400, 401, **Fax No:** 0120-4531402
Email address: corporate@pkrgroup.in, **Website:** www.pkrgroup.in

NOTICE OF POSTAL BALLOT

Dear Member,

Notice pursuant to Section 110 of the Companies Act, 2013

Notice is hereby given pursuant to Section 110 and other applicable provisions of the Companies Act, 2013, (the "Act") if any, read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification or re-enactment thereof for the time being in force), that the Resolution appended below is proposed to be passed as Special Resolution by way of Postal Ballot / e-Voting. The Explanatory Statement pertaining to the said Resolution setting out the material facts concerning the item and the reasons thereof is annexed hereto alongwith a Postal Ballot form (the "Form") for your consideration. The Board of Directors has appointed M/s. Navneet K Arora & Co., Practicing Company Secretaries, New Delhi as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner.

You are requested to carefully read the instructions printed on the Form, record your assent (for) or dissent (against) therein and return the same in original duly completed in the attached self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5:00 p.m. on 29th, September, 2015.

Members desiring to opt for e-voting as per facilities arranged by the Company are requested to read the notes to the Notice and instructions overleaf.

Upon completion of the scrutiny of the Forms, the Scrutinizer will submit his report to the Chairman. The result of the Postal Ballot would be announced by the chairman of the Company on 05th October, 2015 at 5.00 p.m. at the Registered Office of the Company.

The result of the postal ballot would be declared by posting it alongwith scrutiniser report at the Notice Board of the company at its Registered Office and its Corporate Office and also be placed on the website of the company i.e. www.pkrgroup.in

The said results would also be intimated to the Stock Exchange and the NSDL.

ITEM NO. 1

ALTERATION IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

TO CONSIDER AND, IF THOUGHT FIT, TO PASS THE FOLLOWING RESOLUTION AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to provision as of Sections 4, 13, 110(1)(a) of the Companies Act, 2013 ("Act") read with the Companies (Management & Administration) Rules, 2014 and all other applicable provisions, if any, of the Act, (including any statutory modification or re-enactment thereof for the time being in force), and subject to necessary approvals as may be required in this regard from appropriate authorities, the consent of the members of the company be and is hereby accorded for alteration in the Object Clause of the Memorandum of Association of the Company by-

- deletion of other object clauses of the Memorandum of Association of the Company.
 - insertion of following new clauses after the clause 4 of the Main Objects Clause of the Memorandum of Association in the manner set out hereunder-
5. To carry on business as Engineering and Procurement Contractors, general engineers, mechanical engineers, Process engineers, civil engineers, general mechanical and civil contractors and to enter into contracts and joint ventures in relation to and to erect, construct, supervise, maintain, alter, repair, pull down and restore, either alone or jointly with other companies or persons, works of all descriptions, including plants of all descriptions, factories, offices, mills, refineries, pipelines, gas works, electrical works, power plants, water works, water treatment plants, Bio-gas plants and to undertake turnkey projects of every description and to undertake the supervision of any plant or factory and to invest in or acquire interest in companies carrying on the above business.
 6. To carry on the business as manufacturer, developer and trader of electrical equipments and as exporter, importer, traders, buyers, sellers, merchant, agents, dealers, distributors, commission agents, brokers, stockiest, factors, consignors, collaborators, franchisers, concessionaire, consultants, advisors, manufacturer, manufacturer's representative, job worker, assembler, repairers and other wise to deal in all kinds, classes, size, nature and description of raw material, semi-finished and finished goods.

7. To act as advisors, consultants and provide, technical consultancy, liaison services in the field of construction, engineering, infrastructure and other related areas of providing guidance/support in the matters relating to execution of projects in the aforesaid areas.

RESOLVED FURTHER THAT the Board of Directors of the company be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary to give effect to the above resolution and to settle any or all questions and matters arising with respect to the same.

**By order of the Board
For Advance Metering Technology Limited**

**Rakesh Dhody
AVP (Corporate Affairs) and Company Secretary
Membership No. : F-4603**

Place: Noida

Date: 08th August, 2015

NOTES:

1. The business set out in the Notice may be transacted through electronic voting system and the Company is providing facility for voting by electronic means.
2. The Explanatory Statement and reasons for the proposed Special Resolution_pursuant to Section 102 of the Act setting out material facts are appended to the Notice.
3. The Postal Ballot Notice is being sent to all the Members, whose names appear in the Register of Members / list of Beneficial Owners, received from National Securities Depository Limited (NSDL) / Central Depository Services (India) Limited (CDSL) as on August 21, 2015.
4. The voting right shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital of the Company as on August 21, 2015 (record date). A person who is not a Member as on the record date should treat this Notice for information purposes only.
5. The Notice along with the Postal Ballot Form is being sent to the members in electronic form to the e-mail addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrars and Transfer Agents (in case of physical shareholding). For members whose e-mail addresses are not registered, physical copies of the Notice are being sent by permitted mode along with a self addressed postage pre-paid envelope.
6. Members who have received the Notice by e-mail and who wish to vote through physical Form may download the Postal Ballot Form attached to the e-mail or from the Company's website: www.pkrgroup.in where the Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 29th September, 2015.
7. Resolution passed by the members through postal ballot including voting by electronic means shall be deemed to have been passed as if they have been passed at a general meeting of the members convened in that behalf.
8. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force) and in terms of Clause 35B of the Listing Agreement, the Company has provided facility to members to exercise their votes through electronic means and have engaged the services of NSDL to provide e-voting facility. Instructions or the process to be followed for voting through electronic means are annexed to the Notice.
9. The members can opt for only one mode of voting, i.e., either by physical ballot or e voting. In case members cast their votes through both the modes, voting done by e voting shall prevail and votes cast through physical Postal Ballot Forms will be treated as invalid.
10. The voting period (both by postal ballot and e-voting) shall commences on 31st August, 2015 at 9:00 am and ends on 29th September, 2015 at 5:00 pm. The voting shall not be allowed beyond the said date and time.
11. A member cannot exercise his vote by proxy on postal ballot.
12. Corporate / Institutional Members (i.e. other than Individuals, HUF, NRI, etc.) opting for physical ballot are also required to send certified true copy of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer along with the Postal Ballot Form.
13. The Board of Directors has appointed M/s. Navneet K Arora & Co. practicing Company Secretary, New Delhi as a Scrutinizer to conduct the postal ballot voting process in a fair and transparent manner.

14. The Scrutinizer will submit his report to the Chairman after the completion of scrutiny, and the results of voting by postal ballot (including voting through electronic means) will be declared by posting it alongwith scrutiniser report at the Notice Board of the company at its Registered Office and its Corporate Office and also be placed on the website of the company i.e. www.pkrgroup.in and communicated to the Stock Exchanges.
15. The resolutions, if approved, shall be deemed to have been passed on the last date for receipt of duly completed postal ballot forms or e-voting, i.e. 29th September, 2015.
16. Relevant documents referred to in the Notice and the Statement are available for inspection by the members at Company's Corporate Office between 10.00 am to 12.00 noon on all working days excluding Saturday, Sunday and any other Holiday as specified by state and central government from the date of dispatch of the Notice till 29th September, 2015.
17. In case of any query/grievance with respect to voting by postal ballot including voting through electronic means, please contact to Mr. Rakesh Dhody AVP Corporate Affairs and Company Secretary by e-mail at rakesh.dhody@pkrgroup.in or call on 0120-4531400 for any further clarifications.
18. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrars and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.

The instructions for shareholders for e-voting are as under:

The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the facility of e-Voting for Postal Ballot.

The Postal Ballot Notice along with the Explanatory Statement, instructions and manner of e-Voting process and the Postal Ballot Form can be downloaded from the link <https://www.evoting.nsdl.com> or <http://www.pkrgroup.in>

The process and manner in which e-Voting is to be carried out is given below:

In case of Members receiving Postal Ballot Form by e-mail from NSDL:

- a. Open e-mail and open PDF file viz: "AMTL e-Voting.pdf" with your Client ID or Folio No. as password containing your user ID and password for e-voting. Please note that the password is an initial password.
 - b. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
 - c. Click on "Shareholder - "Login"
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. Password change menu appears. Change the password with new password of your choice with minimum 8 digits/ characters or combination thereof.
- Note. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- f. Home page of " e-voting" opens. Click on" e-voting: — Active Voting Cycles."
 - g. Select "EVEN" of AMTL. Now you are ready for " e-voting" as "Cast Vote" page opens.
 - i. Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
 - j. Upon confirmation, the message "Vote cast successfully" will be displayed.
 - k. Once you have voted on the resolution, you will not be allowed to modify your vote.
 - l. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through E-mail at info@navneetaroracs.com with a copy marked to evoting@nsdl.co.in

In case of shareholders' receiving physical copy of Notice of Postal Ballot:

- a. Initial password is provided at the bottom of the Postal Ballot Form send to the members alongwith the Notice of Postal Ballot. Please follow all steps from Sl. No. (b) to Sl. No. (j) above, to cast vote If you are already registered with NSDL for e-voting then you can use your existing User ID and password for casting your vote.

You can update your mobile number and email Id in the user profile details of the folio which may be used for sending communication(s) regarding NSDL e-voting system in future.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for members and e-voting user manual for members available at the "downloads" section of www.evoting.nsdl.com. You can also mail your queries to NSDL by sending e-mail to evoting@nsdl.co.in

EXPLANATORY STATEMENT

Explanatory Statement for Resolution mentioned under Item Nos. 1 pursuant to Section 102 of the Companies Act, 2013 (hereinafter referred to as the “Act”):

Presently, the Company is engaged in the business of manufacturing of meters, generation of power and energy Audit.

The Company has over the years hired resources who have multi-functional skills and in order to best use their talents in the best interest of the organization as well as explore new avenues available for the Company there is a need to tap such opportunities.

With the various opportunities available in the market in the area of Engineering, Power and Construction (EPC), The Board is of the opinion that there is a need for enlarging the scope and diversification of the activities of the Company to enter into new activities and undertake new business which can be advantageously carried on with the existing business of the Company. Since, doing new businesses in addition to existing business requires modifications of the Main Objects of the Memorandum of Association of the Company, certain additions in the Object Clause of Memorandum of Association have been proposed so as to diversify its business activities in varied fields.

However, the Company would continue with the existing business of manufacturing of electrical meters, production of energy and energy audit.

As per the provisions of Section 13 of the Companies Act, 2013 for alteration in the object clause of the Memorandum of Association of the Company approval of the shareholders of the Company is required by way of special resolution and as per the provisions of section 110 of the Companies Act, 2013 read with Companies (Management & administration) Rules, 2014, in the case of listed companies, the consent of the shareholders of the company for this purpose shall be obtained by means of postal ballot. Accordingly, it is proposed to seek shareholders' approval by way of postal ballot for Alteration to the Object Clause of the Memorandum of Association by deleting the other objects and inserting 3 new clauses after clause 4 of the Main Object Clause of the Memorandum of Association of the Company. The Board of Directors of the Company recommends the Resolution for your approval as Special Resolution.

None of the Directors, Key managerial personnel or manager and their relatives are anyway concerned or interested in the aforesaid special resolution.

**By order of the Board
For Advance Metering Technology Limited**

**Rakesh Dhody
AVP (Corporate Affairs) and Company Secretary
Membership No.: F-4603**

Place: Noida

Date: 08th August, 2015

ADVANCE METERING TECHNOLOGY LIMITED



Corporate Identity Number (CIN): L31401DL2011PLC271394

Registered Office: 207, Modi Tower, 98, Nehru place, New Delhi -110019

Tel. No: 0120- 4531400, 401, Fax No: 0120-4531402

Email address: corporate@pkrgroup.in, Website: www.pkrgroup.in

POSTAL BALLOT FORM

Serial No. _____

- (1) Name & Address of the sole / first :
named Shareholder
- (2) Name of the joint-share holder(s) :
if any
- (3) Folio No./ DP ID*/ Client ID No.* :
(*Applicable only to members holding
Equity shares in dematerialized form)
- (4) Number of equity share(s) held :
- (4) I/we hereby exercise my / our vote(s) in respect of the following resolution to be passed through postal ballot/
e-voting by conveying my / our assent or dissent to the said resolution by placing the (✓) mark in the appropriate
box below:

Item No.	Description of Resolution	No. of Equity Shares	I/We assent to the resolution (FOR)	I/We dissent to from Resolution (AGAINST)
1	Alteration in the Objects Clause of the Memorandum of Association of the Company			

Place
Date

Signature of the Shareholder

Particulars for voting through Electronic means

For those opting to vote through electronic means, instead of voting by the above postal ballot, facility is available at the web link: <https://www.evoting.nsdl.com> Particulars for electronic voting are as under:

EVEN (E-Voting Event Number)	User ID	Password

Facility to exercise vote by postal ballot including voting through electronic means will be available during the following period:

Commencing of Voting : From 09.00 A.M.(IST) on 31st August, 2015

End of voting : Up to 5.00 P.M.(IST) on 29th September, 2015

The facility for voting through electronic means will be disabled for voting by NSDL upon expiry of the aforesaid voting period.

NOTES: Please read the instruction printed overleaf carefully before exercising your vote.

INSTRUCTIONS

1. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self-addressed postage pre-paid business reply envelope. Postage will be borne and paid by the Company. However, envelopes containing postal ballots, if deposited in person or sent by courier / registered / speed post at the expense of the member will also be accepted.
2. Alternatively, a member may vote through electronic means as per "Instructions or process to be followed by members opting to vote through electronic means" provided in the Postal Ballot Notice sent herewith.
3. This form should be completed and signed by the member. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first-named member and in his / her absence, by the next-named member.
4. The votes of a member will be considered invalid on any of the following grounds:
 - a) A form other than one issued by the company has been used;
 - b) It has not been signed by or on behalf of the Member;
 - c) Signature on the postal ballot form doesn't match the specimen signatures with the company;
 - d) It is not possible to determine without any doubt the assent or dissent of the Member;
 - e) Neither assent nor dissent is mentioned;
 - f) Any competent authority has given directions in writing to the company to freeze the Voting Rights of the Member;
 - g) The envelope containing the postal ballot form is received after the last date prescribed;
 - h) The postal ballot form, signed in a representative capacity, is not accompanied by a certified copy of the relevant specific authority;
 - i) It is received from a Member who is in arrears of payment of calls
 - j) is defaced or mutilated in such a way that its identity as a genuine form cannot be established;
 - k) Member has made any amendment to the Resolution or imposed any condition while exercising his vote.
5. Duly completed Postal Ballot Forms should reach the Scrutinizer on or before 5.00 p.m. on 29th September, 2015. If any Postal Ballot Form is received after this date, it will be strictly treated as if reply from such member has not been received.
6. The voting right shall be reckoned in proportion to a Member's share of voting rights on the paid-up Equity Share capital registered in the name of the member / beneficial owner (in case of electronic shareholding) as on 21st August, 2015. (Cut-off date).
7. A member may request for a duplicate Postal Ballot Form, if so required, from Company. However, the duly filled in Postal Ballot Forms should reach the Company/Scrutinizer not later than the date specified in Item (5) above.
8. Corporate / Institutional members (i.e. other than Individuals, HUF, NRI, etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Scrutinizer at e-mail ID: info@navneetaroracs.com. In case of voting through electronic means, they may upload the same in the e-voting module in their login. The scanned image of the above mentioned documents should be in the naming format "AMTI_EVENT NO."
9. Members are requested NOT to send any other paper along with the Postal Ballot Form in the enclosed self-addressed postage-prepaid business reply envelopes as all such envelopes will be sent to the Scrutinizer and any extraneous paper found in such envelopes would be destroyed by the Scrutinizer and the Company would not be able to act on the same.
10. A member need not use all his / her / its votes nor does he / she / it need to cast his / her / its votes in the same way.
11. Only a member entitled to vote is entitled to fill in the Postal Ballot Form and send it to the Scrutinizer, and any recipient of the Notice who has no voting right should treat the Notice as intimation only.