

**Corporate Identity Number (CIN) - L31401DL2011PLC271394**  
**Registered Office:** 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 4<sup>th</sup> Annual General Meeting of members of Advance Metering Technology Limited will be held on Wednesday, 30<sup>th</sup> day of September, 2015 at 9.00 A.M. at Roshan Farms, Palla- Bakhtawar Pur Road, G.T. Karnal Road, Delhi-110036, to transact the following business:

#### **Ordinary Business**

1. To receive, consider and adopt the financial statement of the company (standalone and consolidated) i.e. the Balance Sheet as at March 31, 2015, the Profit & Loss Account of the company and cash flow statement for the year ended March 31, 2015 and the report of Directors' and Auditors thereon.
2. To appoint a Director in place of Mr. Vikram Ranade (DIN: 00006021) who retires by rotation at this Annual General Meeting and being eligible offers himself for re-appointment.
3. To ratify the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting at a remuneration fixed by the Board.

**“RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 and Rules made there under, and pursuant to the recommendation of the Audit Committee of the Board of Directors and pursuant to the resolution passed by the members of the Company at their Annual General Meeting held on 30<sup>th</sup> September, 2014, the appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants as the Statutory Auditors of the Company to hold the office till the conclusion of next Annual General Meeting be and is hereby ratified at such remuneration as may be mutually decided by the Board and Auditors after considering recommendation of the Audit Committee of the Board.”

#### **Special Business**

4. **Re- appointment of Mr. P. K. Ranade (DIN: 00005359) as Chairman & Managing Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, 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 the re-appointment of Mr. P.K. Ranade (DIN : 00005359) as Chairman & Managing Director of the Company for a period of 3 years w.e.f. 12<sup>th</sup> May, 2015 on the terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

5. **Re-appointment of Mr. Vikram Ranade (DIN: 00006021) as an Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, 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 the re-appointment of Mr. Vikram Ranade (DIN: 00006021) as an Executive Director of the Company for a period of 3 years w.e.f. 12<sup>th</sup> May, 2015 on the terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

6. **Re-appointment of Mr. Prashant Ranade (DIN: 00006024) as an Executive Director of the Company**

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

**“RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203, Schedule V and other applicable provisions, 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 the re-appointment of Mr. Prashant Ranade (DIN: 00006024) as an Executive Director of the Company for a period of 3 years w.e.f. 12<sup>th</sup> May, 2015 on the terms and conditions as set out in the explanatory statement annexed to the notice.

**RESOLVED FURTHER THAT** the Board be and is hereby authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

7. **Appointment of Dr. Priya Somaiya (DIN: 07173195) as an Independent Director of the Company.**

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, Dr. Priya Somiya (DIN : 07173195) an Additional Director

of the Company, who has submitted a declaration that she 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 her candidature for the office of director, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from 05<sup>th</sup> May 2015 to 04<sup>th</sup> May, 2020."

**For and on behalf of the Board of Directors**

**Place: Noida**  
**Date: 08/08/2015**

**P. K. Ranade**  
**Chairman and Managing Director**  
**DIN: 00005359**

## **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. During the period beginning 24 hours before the time fixed for commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company provided not less than three days notice in writing of the intension so to inspect is given to the company.
4. 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.
5. 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.
6. The Company has notified closure of Register of Members and Transfer Books thereof from 26<sup>th</sup> September 2015 to 30<sup>th</sup> September 2015 (both days inclusive).
7. The register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Companies Act, 2013 will be available for inspection by members at the AGM.
8. The register of contracts or arrangement with the related parties, maintained under Section 189 of the Companies Act, 2013 will be available for inspection by members at the AGM.
9. 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.
10. Members are requested to bring their Attendance Slip along with their copy of the Annual Report to the Meeting.
11. 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.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the permanent Account Number (PAN) by every participants in the security market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants. Members holding shares in physical form are required to submit their PAN details to the Company.
13. 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 are requested to register their email address / update the same with their respective Depository Participant(s).
14. The Annual Report 2014-15, Notice of the 4<sup>th</sup> Annual General Meeting and instructions for e-voting alongwith attendance sheet and proxy form being sent by electronic mode to all the members whose email address are registered with the Company/ Depository Participants unless a member has requested for the hard copy of the same. For members who have not registered their e-mail addresses, physical copies of the documents are being sent by permitted mode.
15. Members may also note that the Notice of the 4<sup>th</sup> Annual General Meeting and Annual Report 2014-15 will be available on the Company's website i.e. [www.pkrgroup.in](http://www.pkrgroup.in).
16. **Voting through electronic means**

In terms of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and clause 35B of the Listing Agreement, the Company is pleased to provide facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting.

A member may exercise his vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule. The facility of casting the votes by the Members using an electronic voting system from a place other than venue of AGM ("remote e-voting") will be provided by NSDL.

The Members who have cast their vote by remote e-voting prior to the Meeting may also attend the AGM but shall not be entitled to cast their vote again.

Members may contact Mr. Rakesh Dhody, AVP (Corporate Affairs) & Company Secretary, for any grievances connected with electronic means by email at [rakesh.dhody@pkrgroup.in](mailto:rakesh.dhody@pkrgroup.in) or Tel. No.: 0120-4531400.

The remote e-voting period commences on 26<sup>th</sup> September, 2015 at 9:00 am and ends on 29<sup>th</sup> September, 2015 at 5:00 pm.

Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23<sup>rd</sup> September, 2015 may opt for remote e-voting and cast their vote electronically.

A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the meeting and the person who is not a Member as on the cut-off date should treat this Notice for information purposes only.

Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the notice and holding shares as on the cut-off date i.e. 23<sup>rd</sup> September, 2015 may obtain the login ID and password by sending an email to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [rakesh.dhody@pkrgroup.in](mailto:rakesh.dhody@pkrgroup.in) by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset your password by using "Forget User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently or cast the vote again.

At the end of remote e-voting period, the facility shall forthwith be blocked.

The Board vide its Resolution passed on 08<sup>th</sup> August, 2015 has appointed M/s. Navneet K Arora & Co., Practicing Company Secretary (Membership No. 3214), as Scrutinizer to scrutinize the e-voting process in accordance with the law in a fair and transparent manner.

The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility

The Scrutinizer shall immediately after the conclusion of voting at the AGM, first count the votes cast at the meeting, thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than 3 (Three) days of the conclusion of the meeting, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or any person authorized by him in writing and the Results shall be declared by the Chairman or any person authorized by him thereafter.

The Results declared along with the Scrutinizer's Report shall be placed on the website of the Company [www.pkrgroup.in](http://www.pkrgroup.in) and on the website of NSDL immediately after the declaration of Result by the Chairman or any person authorized by him in writing. The results shall also be forwarded to the stock exchanges where the shares of Company are listed.

**Please see the instructions below for details on e-Voting facility.**

In case of shareholders receiving e-mail from NSDL:

- a. Open e-mail and open PDF file viz; "AMTL remote 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 "remote e-voting" opens. Click on "remote e-voting: — Active Voting Cycles."
- g. Select "EVEN" of Advance Metering Technology Limited. Now you are ready for "remote e-voting" as "Cast Vote" page opens.
- l. 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](mailto:info@navneetaroracs.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

In case of shareholders' receiving physical copy of Notice of AGM:

- a. Initial password is provided at the bottom of the e-voting letter send to the members alongwith the notice of the AGM. 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 the e-voting user manual for Shareholders available at the "downloads" section of <http://www.evoting.nsdl.com>. You can also mail your queries to NSDL by sending e-mail to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”)****ITEM NO. 4**

Mr. P.K. Ranade was appointed as the Chairman & Managing Director of the Company for a period of three years starting from 12<sup>th</sup> May, 2012.

The disclosures as required under clause 49 of the listing agreement and Secretarial Standard are as follows:

Brief resume of Mr. P.K. Ranade is as under:

Mr. P.K. Ranade holds a Bachelor's Degree in Science and also holds a Master's Degree in Mechanical Engineering from AACHAN University, Germany. Mr. P.K. 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.

After the Demerger of Eon Electric Limited of its Power & Metering division business into M/s. ADVANCE METERING TECHNOLOGY LIMITED, Mr. P.K. Ranade is acting as the Chairman & Managing Director of the company, the company under his leadership, has successfully set up its 11.7 MW wind power generation capacity which is under further expansion and has also set up the energy audit vertical which has in a short span, has made a niche for itself in the industry. He is responsible for strategic initiatives, international opportunities and seeking alliances and strengthening governance practices and overall growth of company.

Sr. No.	Particular	Disclosure
1.	Age	67 years
2.	Qualifications & experience	Master's Degree in Mechanical Engineering from AACHAN University, Germany. He has more than 42 years experience in the electrical and engineering industry
3.	Remuneration last drawn (for the whole financial year 2014-15)	Rs. 74,95,000/-
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. Vikram Ranade and Prashant Ranade, Executive Directors of the Company.
7.	No. of meeting of the Board attended during the year (from 01.04.2014 to 31.03.2015)	4 (Four) out of 4 (Four)
8.	Other directorship	1. PKR Technologies Private Limited 2. Novateur Electricals & Digital Systems Private Limited 3. PKR Power Private Limited 4. PKR Energy Limited 5. 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 in it's meeting held on 31.03.2015 approved and recommended to the Board the re-appointment of Mr. P.K. Ranade as Chairman & Managing Director for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 at the following terms and conditions:

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
Mediclaim 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
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 05.05.2015 re-appointed Mr. P.K. Ranade as the Chairman & Managing Director of the Company for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 on the above 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-appointment of Mr. P.K. Ranade as the Chairman & Managing Director of the Company for a period of 3 years for your approval.

Mr. P.K. Ranade, Chairman & Managing Director because of his appointment and Mr. Vikram Ranade and Mr. Prashant Ranade, Executive Directors of the Company being the relatives of Mr. P.K. Ranade are deemed to be interested in the resolution.

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

#### ITEM NO. 5

Mr. Vikram Ranade was appointed as the Executive Director of the Company for a period of three years starting from 12<sup>th</sup> May, 2012.

The disclosures as required under clause 49 of the listing agreement and Secretarial Standard are as follows:

Brief resume of Mr. Vikram Ranade is as under:

Mr. Vikram Ranade is a M. Tech in Electrical Power Engineering from University of Karlsruhe, Germany. He has rich and diversified experience in engineering technology and implementation of development of products and efficient manufacturing processes. He also has vast experience in Information Technology and Electrical Power Engineering. He has worked in the Corporate Research Centre in ABB GmbH, Germany and has been closely involved in the development of the ABB Industrial IT<sup>™</sup> initiative. He has experience in the design and deployment of sophisticated Industrial Automation System as well as integration with IT systems. He was the head of lighting division of M/s. Eon Electric Limited (formerly Indo Asian Fusegear Limited) and was instrumental in streamlining the production system efficiently.

Mr. Vikram Ranade is one of the promoter director of Advance Metering Technology Limited. He is responsible for the company venturing into the Bio Mass and Hydro Power Projects of 100 MW each which the company is planning to set by the year 2017. In furtherance to achieving the objects of the Company in the power generation sector, he is instrumental in setting up of a wholly owned subsidiary in Germany for setting up renewable power generation projects.

Sr. No.	Particular	Disclosure
1.	Age	37 Years
2.	Qualifications & experience	Mr. Vikram Ranade is a M. Tech in Electrical Power Engineering from University of Karlsruhe, Germany. He has rich and diversified experience in engineering technology
3.	Remuneration last drawn (for the whole financial year 2014-15)	Rs. 59,95,000
4.	Date of first appointment on the Board	07.02.2011
5.	Shareholding in the Company	6,56,079 equity shares
6.	Relationship with other directors, managers or key managerial persone	Son of Mr. P K Ranade, Chairman and Managing Director and Brother of Mr. Prashant Ranade, Executive director of the Company.
7.	No. of meeting of the Board attended during the year (from 01.04.2014 to 31.03.2015)	4 (Four) out of 4 (Four)
8.	Other directorship	1. PKR Technologies Private Limited 2. PKR Power Private Limited 3. PKR Energy Limited 4. 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 in their meeting held on 31.03.2015 approved and recommended to the Board the re-appointment of Mr. Vikram Ranade as Executive Director for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 on the following terms and conditions:

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
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 05.05.2015 re-appointed Mr. Vikram Ranade as the Executive Director of the Company for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 on the above 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-appointment of Mr. Vikram Ranade as the Executive Director of the Company for a period of 3 years for your approval.

Mr. Vikram Ranade, Executive Director because of his appointment and Mr. P.K. Ranade, Chairman & Managing Director and Mr. Prashant Ranade, Executive Director of the Company being the relatives of Mr. Vikram 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. 6**

Mr. Prashant Ranade was appointed as the Executive Director of the Company for a period of three years starting from 12<sup>th</sup> May, 2012.

The disclosures as required under clause 49 of the listing agreement 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.

Mr. Prashant Ranade is one of the the promoter director of Advance Metering Technology Limited. Under his leadership the Company has successfully made a name for itself in the market for its meter division by launching variety of highly advanced meters. Apart from the meter division, the Energy Audit division under his leadership has successfully made a mark for itself by bagging prestigious

assignments in the hospitality and other sectors.

Sr. No.	Particular	Disclosure
1.	Age	35 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. He has rich and diversified Experience in the fields of Marketing, International Business and Finance.
3.	Remuneration last drawn (for the whole financial year 2014-15)	Rs. 59,95,000
4.	Date of first appointment on the Board	28.07.2011
5.	Shareholding in the Company	6,56,079 equity shares
6.	Relationship with other directors, managers or key managerial personnel	Son of Mr. P K Ranade, Chairman and Managing Director and Brother of Mr. Vikram Ranade, Executive director of the Company.
7.	No. of meeting of the Board attended during the year (from 01.04.2014 to 31.03.2015)	4 (Four) out of 4 (Four)
8.	Other directorship	1. PKR Technologies Private Limited 2. PKR Power Private Limited 3. PKR Energy Limited 4. 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 in their meeting held on 31.03.2015 approved and recommended to the Board the re-appointment of Mr. Prashant Ranade as the Executive Director of the Company for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 at the following terms and conditions:

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
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 05.05.2015 re-appointed Mr. Prashant Ranade as the Executive Director of the Company for a period of 3 year w.e.f. 12<sup>th</sup> May, 2015 on the above 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-appointment of Mr. Prashant Ranade as the Executive Director of the Company for a period of 3 years for your approval.

Mr. Prashant Ranade, Executive Director because of his appointment and Mr. P.K. Ranade, Chairman & Managing Director and Mr. Vikram Ranade, Executive Director of the Company being the relatives of Mr. Prashant Ranade are deemed to be interested in the resolution.

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

**Common point regarding item no. 4, 5 and 6.**

The Disclosures as required under Schedule V of the Companies Act, 2013 are as under:

Sr. No.	Particular		
<b>I.</b>	<b>General Information:</b>		
	(1) Nature of industry	Manufacturing of Meters, Power Generation and Energy Audit	
	(2) Date or expected date of commencement of commercial production	Already commenced	
	(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	N.A.	
	(4) Financial performance based on given indicators	<b>Particulars</b>	
		<b>2014-15</b>	
		<b>Amount (Rs. In lacs)</b>	
		Total Income	2689.74
		Total Expenditure	3316.18
		Profit/Loss before Exceptional and Extraordinary Item and Tax	(626.44)
		Exceptional Items	0
		Extraordinary Items	0
		Profit before Tax (PBT)	(626.44)
	Current Tax	0	
	Deferred Tax	(70.33)	
	Profit/Loss for the year	(556.11)	
	(5) Foreign investments or collaborations, if any.	The Company has the following foreign subsidiaries- 1) Global Power and Trading (GPAT) Pte. Ltd., Singapore- Subsidiary. 2) Advance Power and Trading GmbH, Germany- Wholly Owned Subsidiary	

Sr. No.	Particular			
<b>II.</b>	<b>Information about the appointee:</b>			
		<b>P.K. Ranade</b>	<b>Vikram Ranade</b>	<b>Prashant Ranade</b>
	(1) Background details	He holds a Bachelor's Degree in Science and also holds a Master's Degree in Mechanical Engineering from AACHAN University, Germany, He has worked as the Joint Managing Director of Indo Asian Fusegear Limited. He has over 42 years experience in Electrical Industry	Mr. Vikram Ranade is a M. Tech in Electrical Power Engineering from University of Karlsruhe, Germany. He has rich and diversified experience in engineering technology, implementation and development of products and efficient manufacturing processes, Information Technology and Electrical Power Engineering.	He is a Bachelor of Engineering (Electrical) and holds a Master Degree in Business Administration (Marketing) from the London School of Economics. 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.
	(2) Past remuneration	Rs. 74,95,000	Rs. 59,95,000	Rs. 59,95,000
	(3) Recognition or awards	N.A.	N.A.	N.A.



	(4) Job profile and his suitability	<ol style="list-style-type: none"> <li>1. Direct and control the work and resources of the Company</li> <li>2. Provide strategic advice and guidance to the the members of the Board.</li> <li>3. Establish and maintain effective formal and informal links with major customers, relevant government departments and agencies, local authorities, key decision-makers and other stakeholders.</li> </ol> <p>Develop and maintain research and development programmes to ensure that the Company remains at the forefront in the industry, applies the most cost-effective methods and approaches, provides leading-edge products and services and retains its competitive edge.</p>	<ol style="list-style-type: none"> <li>1. Participate with the Board of Directors in developing a vision and strategic plan to guide the organization.</li> <li>2. Identify, assess, and inform the Board of Directors of internal and external issues that affect the organization.</li> <li>3. Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the organization.</li> <li>4. Oversee the planning, implementation and evaluation of the organization's programs and services.</li> </ol>	<ol style="list-style-type: none"> <li>1. Determine staffing requirements for organizational management and program delivery.</li> <li>2. Ensure that sound bookkeeping and accounting procedures are followed.</li> <li>3. Administer the funds of the organization according to the approved budget and monitor the monthly cash flow of the organization.</li> <li>4. Provide the Board with comprehensive, regular reports on the revenues and expenditure of the organization.</li> <li>5. Ensure that the Board of Directors and the organization carries appropriate and adequate insurance coverage.</li> </ol>
	(5) Remuneration proposed	Rs. 75,00,000/- P.A.	Rs. 60,00,000/- P.A.	Rs. 60,00,000/- P.A.
	(6)Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	The current remuneration being paid to the Managing Director (looking at the profile of the position and person) is equal or lower than the remuneration being paid by the companies comparable size in the industry in which the Company operates.	The current remuneration being paid to the Whole-time Directors (looking at the profile of the position and person) is equal or lower than the remuneration being paidby the companies comparable size in the industry in which the Company operates.	The current remuneration being paid to the Whole-time Directors (looking at the profile of the position and person) is equal or lower than the remuneration being paidby the companies comparable size in the industry in which the Company operates.
	(7)Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Father of Mr. Vikram Ranade and Mr. Prashant Ranade	Son of Mr. P.K. Ranade and Brother of Mr. Prashant Ranade	Son of Mr. P.K. Ranade and Brother of Mr. Vikram Ranade
<b>Sr. No.</b>	<b>Particular</b>			
<b>III.</b>	<b>Other information:</b>			
(1) Reasons of loss or inadequate profits	<p>Upon the de-merger of Eon Electric Limited, the meter division and the then proposed power generation business were transferred to Advance Metering Technology Limited in the year 2012- 2013. The meter division vested into the company, by virtue of the de-merger, being new, in order to enter into the highly competitive field the Company has had to develop and test technically advanced static meters,</p> <p>Apart from the development and testing of meters, various approvals and certifications are required to be obtained and also the minimum qualification requirements are to be reached for being eligible for large orders. Building of a market for meters takes time. Considerable time and investments have gone into the research and development for</p>			

		developing technically advanced meters acceptable to the large buyers. All the above factors have put a considerable strain on the financials of the company. Moreover, the company's Energy Audit vertical also being new, has taken its toll on the financials of the company in the building of a competent team and creating a niche for itself in the field of Energy Audit.
	(2) Steps taken or proposed to be taken for improvement	<p>The Company has taken several steps aimed at lowering overheads and aligning resources with the current level of operations.</p> <p>In order to ensure higher quality and increased profitability, the manufacturing facility had been substantially strengthened by a backward integration programme and setting up different verticals for manufacture of plastic and electronic components required in the manufacture of meters and other devices. It is also in the process of setting up manufacture of other components required in the manufacture of meters which would not only increase the profitability but also reduce the dependence on others for the timely supply of quality components.</p> <p>The company continues to right size its employees base to current levels of operations. The Company is aggressively pursuing new markets to increase its market share in the coming time.</p> <p>These steps are expected to positively impact the company's profits and operations.</p>
	(3) Expected increase in productivity and profits in measurable terms.	The management has adopted focused and aggressive business strategies to improve sales and profitability of the Company. The Company is expected to increase its revenue and profitability.

#### ITEM NO. 7

Dr. Priya Somaiya (DIN:07173195) was appointed as an Additional Director of the Company at the Board Meeting held on 05<sup>th</sup> May, 2015.

Brief Resume of Dr. Priya Somaiya is as under:

Dr. Priya Somaiya aged of 62 years holds degree of doctorate in physiology. She is a HR consultant of repute with vast experience. She has expertise in the field of Human Resource Management. She is heading the social service function in Mawana Consultancy and Social Services. She has worked in Grow Talent Limited (leading HR Consultancy Firm) as Executive Vice President from 2002 to 2004. She worked in the DEAN College of Materials Management of the Ordinance Core of the India Army From 1995-2001 (6 years). She has worked in the ITC Limited as the Senior Training and Development Manager from 1976-1983 and also worked in APS Consultants (Consultancy Firm) as Director and Proprietor from 1992-1995.

Dr. Priya Somaiya does not hold any share in the Company. She does not have any relationship with other Directors, Manager and other Key Managerial Personnel of the Company. She has given a declaration that she meets 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.

After her appointment as Additional Director, two meetings of the Board were held. She has attended both the meetings. She is a member of Nomination and Remuneration Committee of the Company. She does not hold any directorship in any other Company.

The Company has received a notice in writing from PKR Hitech Industrial Corporation LLP, a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of Dr. Priya Somaiya for the office of the Independent director of the Company.

As per views of directors her appointment if approved, would substantially strengthen the Board.

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 revised clause 49 of the Listing Agreement 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 Dr. Priya Somaiya as an Independent Director under section 149 and clause 49 of the listing agreement to hold office for 5 (five) consecutive years from 05<sup>th</sup> May, 2015 to 04<sup>th</sup> May, 2020.

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

**For and on behalf of the Board of Directors**

**Place: Noida**  
**Date: 08/08/2015**

**P. K. Ranade**  
**Chairman and Managing Director**  
**DIN: 00005359**

Bhartiyam

**ROSHAN FARM**

Splash Water Park      Hanuman Mandir

Lavaniya Farms

← 7 K.M. →

G.T. Road

← G.T. Road →

Alipur Jain Mandir

Sanjay Gandhi Transport Nagar

Outer Ring Road

Azadpur Bypass

From Azadpur Delhi

From Rohini

4.5 K.M.

Azadpur

Madhuban Chowk