



ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN): L31401DL2011PLC271394
Registered Office: 207, Modi Tower, 98 Nehru Place, New Delhi -110019
Corporate Office: B-189, Phase- II, Noida – 201305, (U.P.)
Tel. No: 0120- 4531400, 401, **Fax No:** 0120-4531402
Email address: corporate@pkrgroup.in, **Website:** www.pkrgroup.in

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the members of Advance Metering Technology Limited will be held on Friday, 30th day of September, 2016 at 9:00 A.M. at Time Farm, Khasra No. 13, Palla Bakhtawar Pur Road, Delhi-110036 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Financial Statements (Standalone and Consolidated) of the Company for the financial year ended March 31, 2016 and the reports of the Board of 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 consider and appointment of M/s S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), as the Statutory Auditors of the Company, and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to Section 139, 142 and other applicable provisions of Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), who have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and the Rules made thereunder, be and are hereby appointed as the Statutory Auditors of the Company to hold the office from the conclusion of this Annual General Meeting till the conclusion of the Tenth (10th) AGM to be held 2021 (subject to the ratification of the appointment by the members at every Annual General Meeting after this Annual General Meeting) at such remuneration as may be mutually decided by Auditors and Board of the Company.”

Special Business:

4. **Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) 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, 150, 152 read with schedule IV of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force), and pursuant to the recommendation of Nomination & Remuneration Committee and the Board of the Directors, Mr. Ashok Kumar Gupta (DIN: 07294664), a Non- Executive 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 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company with effect from 09th November, 2015 up to 08th November, 2020 and whose office shall not be liable to retire by rotation.”

**For and on behalf of the Board of Directors
For Advance Metering Technology Limited**

**Place: Noida
Date: August 06, 2016**

**Rakesh Dhody
AVP (Corporate Affairs)
& Company Secretary**

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

NOTES

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business set out in the Notice is annexed.
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 THAT 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. PROXY SUBMITTED ON BEHALF OF THE COMPANIES, SOCIETIES ETC., MUST BE SUPPORTED BY AN APPROPRIATE RESOLUTION/ AUTHORITY, AS APPLICABLE.**
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 Annual General Meeting, pursuant to Section 113 of the Companies Act, 2013, are requested to send to the Company, a certified copy of the relevant Board Resolution together with the respective specimen signatures of those representative(s) authorized under the said resolution to attend and vote on their behalf at the Meeting.
5. Members are informed that in case of joint holders attending the Meeting, only such joint holder who is first 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 September 24, 2016 to September 30, 2016 (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 accompanying Notice and Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 are available 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/ Proxies/ Authorized Representative are requested to bring their Attendance Slip duly filled and signed and submit at the entrance of the venue and also bring their copy of the Annual Report with them at the AGM.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by singly or jointly. Members who hold shares in single name are advised, in their own interest to avail the nomination facility. Members holding shares in electronic form may contact their respective depository participant(s) for recording nomination in respect of their shares.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of the permanent Account Number (PAN) by every participant in the security market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company/ RTA.
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. Members holding shares in electronic form are requested to register their email address / update the same with their respective Depository Participant(s).
14. The Annual Report 2015-16, Notice of the 5th Annual General Meeting and instructions for e-voting along with attendance sheet and proxy form are 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 5th Annual General Meeting and Annual Report 2015-16 will be available on the Company's website i.e. 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 Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide to its members, facility to exercise their right to vote on the resolutions proposed to be considered at the 5th AGM by electronic means and the business may be transacted through e-Voting Services. 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 National Securities Depository Limited (NSDL).
- The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- 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 at the Corporate Office of the Company at B-189, Phase-II, Noida - 201305. Tel. No.: 0120-4531400
- The remote e-voting period commences on 27th September, 2016 at 9:00 a.m. and ends on 29th September, 2016 at 5:00 p.m. Members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e. 23rd September, 2016 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. 23rd September, 2016 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or 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
- 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 06th August, 2016 has appointed M/s. Navneet K. Arora & Co., Practicing Company Secretaries (Membership No. F3214), 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 “polling 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 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.

A 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.
- h. 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

B In case of shareholders' receiving physical copy of Notice of AGM [for members whose email IDs are not registered with the Company/ Depository Participants]:

- a. Initial password is provided at the bottom of the Attendance Slip/ Proxy Form for the AGM. Please follow all steps from Sl. No. (b) to Sl. No. (l) 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.

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 of 23rd September, 2016.

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. 23rd September, 2016 may obtain the login ID and password by sending an email to evoting@nsdl.co.in or 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

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

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

ITEM NO. 4

In accordance with the provisions of Section 149, 150, 152 read with schedule IV and all other applicable provisions, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force), appointment of an Independent Director requires approval of members. The Board of Directors have proposed that Mr. Ashok Kumar Gupta be appointed as Independent Director on the Board, whose office is not liable to retire by rotation.

Mr. Ashok Kumar Gupta was appointed as an Additional Director of the Company at the Board Meeting held on 09th November, 2015.

After his appointment as Additional Director, two meetings of the Board were held. He has attended both the meetings. He is a Chairperson of Audit Committee, Stakeholders Relationship Committee and Nomination & Remuneration Committee of the Company. He does not hold any directorship in any other Company.

As per views of directors his 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 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.

Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, also stipulates similar conditions with regard to initial tenure for appointment of Independent Directors for a term up to five years.

It is proposed to appoint Mr. Ashok Kumar Gupta as an independent director under section 149, 150, 152 read with schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and qualification of Directors) Rules, 2014 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 [including any statutory modification(s) or re-enactment thereof for the time being in force], to hold office for 5 (five) years from 09th November, 2015 up to 08th November, 2020.

Brief Resume of Mr. Ashok Kumar Gupta is as under:

Mr. Ashok Kumar Gupta aged 64 years holds M.COM Degree, CAIIB. He is an engaged in consultancy apart from being on the Interview Panel of IBPS Mumbai & Canara Bank, Bangalore for recruitment of officers. He was a former General Manager of Canara Bank. He has been an outstanding performer throughout his banking career for more than 35 years in different capacities, having worked from Branch Manager to Regional Manager, Zonal Manager & General Manager. He has worked in different parts of India and Overseas, at London, UK & Sanghai, China, he has indepth experience of financing of Industries, International Trade and Forex.

While working in China he has distinction of opening Canara Bank's Represent office and a Banking Branch in less than 3 years, As General Manager he has the distinction of heading Chennai Zone and turning it around, apart from heading Corporate IT Deptt. at Head Office and seeing through its transaction to 100% CBS. He is widely traveled in Europe, North America, Australia/ New Zealand and countries of East Asia like Japan, South Korea, Taiwan, Cambodia, Africa etc.

He has undergone various trainings, amongst others, at:

- a) Chase Manhattan Bank, London (UK) in Credit Analysis;
- b) Italian Institute of Bankers, Rome, Italy- International Banking Summer School, Sorrento, Italy;
- c) NIBM Pune, Excellence in Management;
- d) IIM Ahmedabad, in Management Excellence for Top Executives

Mr. Ashok Kumar Gupta does not hold any share in the Company. He does not have any relationship with other directors, Manager and other Key Managerial Personnel of the Company. He has given a declaration that he meets the criteria of independence as prescribed both under the sub-section (6) of Section 149 of the Act and Regulation 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors recommend the resolution set out at Item No. 4 in relation to appointment of Mr. Ashok Kumar Gupta as Independent Director of the Company for the approval of the shareholders of the Company.

None of the directors and key managerial personnel except Mr. Ashok Kumar Gupta is concerned or interested in this resolution.

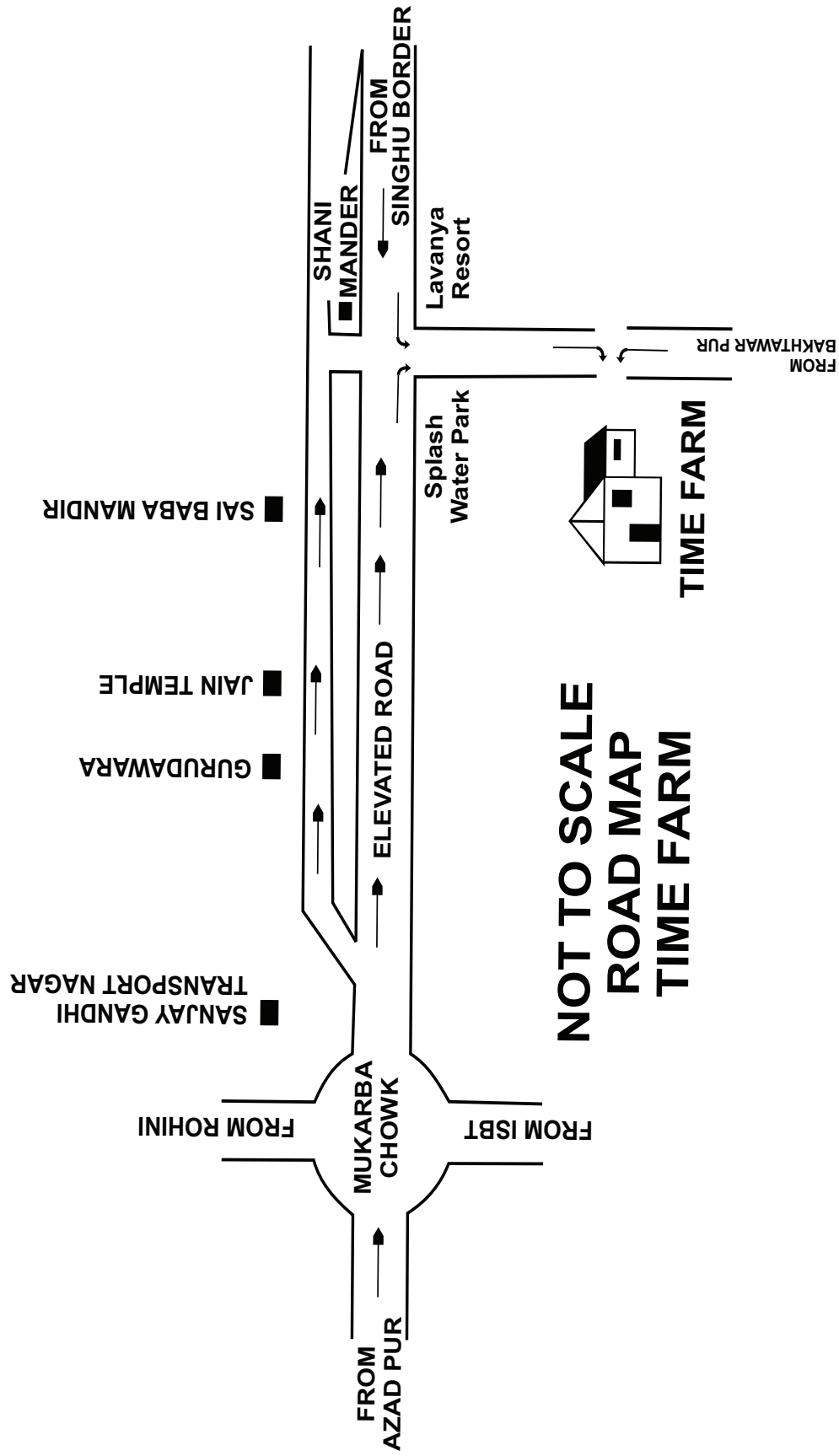
**For and on behalf of the Board of Directors
For Advance Metering Technology Limited**

**Rakesh Dhody
AVP (Corporate Affairs)
& Company Secretary**

**Place: Noida
Date: August 06, 2016**

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

Route Map of the place of Annual General Meeting





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ATTENDANCE SLIP 5th Annual General Meeting (Friday, the 30th September, 2016 at 09:00 a.m.)

Folio No. / DP ID No. & Client ID No.	
No. of Shares	

I/we hereby record my /our presence at the Fifth Annual General Meeting of the Company held on Friday, 30th September, 2016 at 09:00 a.m. at Time Farm, Khasra No. 13, Palla Bakhtawar Pur Road, Delhi -110036.

.....
Name of the Member/ proxy holder Signature of Member/ proxy holder

Notes:

1. Only Member/ Proxy holder can attend the Meeting.
2. Please complete the Folio No./ DP ID No. and name of the Member/ Proxy holder, sign the attendance slip and hand it over duly signed, at the entrance of the meeting Hall.
3. A Member/Proxy holder attending the Meeting should bring copy of the Annual Report for reference at the Meeting.
4. Please note that no gift or gift coupons will be distributed.

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PROXY FORM – MGT-11

(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:.....
..... Signatureor failing him/her;
2. Name:..... Email Id:
Address:.....
..... Signatureor failing him/her;
3. Name:..... Email Id:
Address:.....
..... Signature

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Please tear here

As my/our Proxy to attend and vote (on a poll) for me/us and on my /our behalf at the Fifth Annual General Meeting of the Company to be held on Friday, 30th September, 2016 at 09:00 A.M. At Time Farm, Khasra No.13, Palla Bakhtawar Pur Road, Delhi-110036 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	Resolutions	For	Against
1	Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2016 together with the Reports of the Board of Directors and Auditors' thereon		
2	Re-appointment of Mr. Prashant Ranade (DIN: 00006024) who retires by rotation.		
3	Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants (Firm Registration No. 000756N), as the Statutory Auditors of the Company and fix their remuneration		
4	Appointment of Mr. Ashok Kumar Gupta as an Independent Director of the Company		

Signed this _____ day of _____, 2016.

Signature of the shareholder _____ Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note:

- This form of proxy in order to be effective should be completed and deposited at the Registered Office of the Company at 207, Modi Tower, 98 Nehru Place, New Delhi-110019, not less than 48 hours before the commencement of the Meeting.**
- A proxy need not be a member of the Company.
- A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
- This is optional. Please put a (✓) in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.
- In case of Joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.