

Date: September 30, 2016

To
The Manager – Listing,
Deptt. of Corporate Services
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers ,
Dalal Street,
Mumbai- 400001

To
National Stock Exchange of India Ltd.
“Exchange Plaza”, C-1, Block G,
Bandra - Kurla Complex,
Bandra (East),
Mumbai – 400 051

Company Symbol: AMTL Company Code: 534612

Sub: Proceedings of the 5th Annual General Meeting of Advance Metering Technology Limited held on Friday, September 30, 2016 pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Dear Sir/Madam,

This is to inform you that the 5th Annual General Meeting (“AGM”) of the Company was 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.

Present:

| | | |
|-------------------------|---|---|
| Mr. Pranav Kumar Ranade | - | Chairman & Managing Director |
| Mr. Vikram Ranade | - | Executive Director |
| Mr. Prashant Ranade | - | Executive Director |
| Mr. Ashok Kumar Gupta | - | Independent Director (Chairman of Audit Committee, Nomination and Remuneration Committee and Stakeholder Relationship Committee) |
| Mr. Rakesh Dhody | - | AVP (Corporate Affairs) & Company Secretary |
| Mr. Ravinder Singh | - | Chief Financial Officer |
| Mr. Neeraj Bansal | - | Partner of M/s S.S. Kothari Mehta & Co. Statutory Auditor |

In terms of Article 68 (1) of the Articles of Association of the Company and Secretarial Standard, Mr. Pranav Kumar Ranade, Chairman & Managing Director of the Company chaired the Meeting.



Total 48 members present in person attended the meeting as per attendance record. After ascertaining that the requisite quorum for meeting was present, the Chairman called the meeting in order.

The meeting started at 09:00 A.M.

The Chairman welcomed the members present at the meeting.

The Chairman informed the members that Mr. Ajoy Kumar Ghosh, Dr. Priya Somaiya and Mr. Ramesh Chander Bansal, Directors could not attend the meeting due to pre-occupation.

With the permission of the members present, the Notice and Directors Report were taken as read.

On the request of the Chairman, Mr. Rakesh Dhody, (AVP Corporate Affairs) & Company Secretary, read out the Auditor's Report to the members of the company for the year ended 31st March 2016 and informed them that the Auditor's Report does not have any qualifications and reservations.

Mr. Rakesh Dhody also informed the members that Secretarial Audit report for the financial year 2015-16 does not have any qualifications and reservations.

The Chairman gave an overview of the financial performance of the Company for the financial year 2015-16 and its future outlook.

On invitation by the Chairman, several members raised queries on the Company's financial statements and business operations which were then replied to by the Chairman and the CFO.

The Chairman informed the members that pursuant to the provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended, the Company has provided an electronic voting facility to members of the Company in respect of businesses to be transacted at the 5th AGM. The remote e-voting period commenced on 27th September, 2016 at 09:00 A.M. and ended on 29th September, 2016 at 5:00 P.M.

The members were informed of the appointment of M/s Navneet K. Arora & Co., Practicing Company Secretaries, represented by Mr. Navneet Arora (Membership No. F3214) as the Scrutinizer for scrutinizing the process of remote e-voting and voting by poll in a fair and transparent manner.

The Chairman took the following agenda items one by one and discussed the objective and implications of passing the resolutions.



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 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.

Special Business

4. Appointment of Mr. Ashok Kumar Gupta (DIN: 07294664) as an Independent Director of the Company.

The Chairman further informed that as per Section 107 of the Companies Act, 2013, all the resolutions to be passed in the meeting would be voted upon by poll. Accordingly, members of the Company who had not cast their vote through remote e-voting, may cast their vote by way of poll.

The Chairman requested Mr. Navneet Arora proprietor of M/s Navneet K. Arora & Co., Scrutinizer, to carry out the poll.

Mr. Navneet Arora carried out the poll.

Thereafter the Chairman informed the members that after receipt of scrutinizer report, the combined results of remote e-voting and poll will be notified to the stock exchanges where the shares of the Company are listed and will also be placed on the website of the Company and NSDL.

The meeting then concluded with a vote of thanks.

Thanking You,

Yours faithfully,

For Advance Metering Technology Limited



Rakesh Dhody
AVP (Corporate Affairs)
& Company Secretary

