



ADVANCE METERING TECHNOLOGY LIMITED

Corporate Identity Number (CIN): L31401DL2011PLC271394

Registered Office: 15th Floor, Eros Corporate Tower, Nehru place, New Delhi -110019

Corporate Office: 6th Floor, Plot No. 19 & 20, Sector - 142, Noida - 201304 (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 Seventh Annual General Meeting of the members of Advance Metering Technology Limited will be held on Wednesday, 26th day of September, 2018 at 09:00 A.M. at Time Farm, Khasra No. 13, Palla Bakhtawar Pur Road, New 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, 2018 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.

Special Business

3. Re- appointment of Mr. Pranav Kumar 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 Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 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, approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Pranav Kumar Ranade (DIN:00005359) as Chairman & Managing Director of the Company for a period of 5 years w.e.f. 12th May, 2018 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."

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

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

"RESOLVED THAT pursuant to the provisions of Sections 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, approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Vikram Ranade (DIN:00006021) as Executive Director of the Company for a period of 5 years w.e.f. 12th May, 2018 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. Prashant Ranade (DIN: 00006024) as Executive Director of the Company

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

"RESOLVED THAT pursuant to the provisions of Sections 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, approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mr. Prashant Ranade (DIN: 00006024) as Executive Director of the Company for a period of 5 years w.e.f. 12th May, 2018 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."

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

**Place: Noida
Date: August 13, 2018**

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

NOTES

1. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business and relevant details pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are annexed.

2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING ("AGM") 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 CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS 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 signature(s) 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 Thursday, September 20, 2018 to Wednesday, September 26, 2018 (both days inclusive) in connection with the Annual General Meeting.
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. Member holding shares in physical form has mandated the submission of PAN card and Bank Account details to RTA/ Company as per SEBI Circular.
13. The Securities and Exchange Board of India (SEBI) has vide Notification No. SEBI/LAD-NRO/GN/2018/24 dated June 8, 2018, has mandated the transfer of securities in dematerialized form w.e.f. December 05, 2018, therefore request you to dematerialize your shares of the Company to facilitate transfer of shares
14. 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).
15. The Annual Report 2017-18, Notice of the 7th 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.
16. Members may also note that the Notice of the 7th Annual General Meeting and Annual Report 2017-18 will be available on the Company's website i.e. www.pkrgroup.in.

17. 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 7th AGM by electronic means and the business may be transacted through e-Voting Service.

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 Central Depository Services (India) Limited (CDSL). The Company has signed an agreement with CDSL for facilitating e-voting

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 6th Floor, Plot No. 19 & 20, Sector – 142, Noida – 201304 (U.P.). Tel. No.: 0120-4531400

The remote e-voting period commences on Sunday, 23rd September, 2018 at 9:00 am and ends on Tuesday, 25th September, 2018 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. 19th September, 2018 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. 19th September, 2018 may obtain the login ID and password by sending an email to helpdesk.evoting@cdsl.com by mentioning their Folio No./DP ID and Client ID No. However, if you are already registered with CDSL 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.evotingindia.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 13th August, 2018 has appointed M/s. Navneet K Arora & Co LLP, Practicing Company Secretary (Membership No. FCS-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 "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 CDSL 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 exchange 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 CDSL:

- a. The shareholders should log on to the e-voting website www.evotingindia.com.
- b. Click on the link "Shareholders".
- c. Now Enter your User ID
 - i. For CDSL: 16 digits beneficiary ID,
 - ii. For NSDL: 8 Character DP ID followed by 8 Digits Client ID
 - iii. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- d. Next enter the Image Verification as displayed and Click on Login.
- e. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- f. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Rakesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Date of Birth (DOB) or Date of Incorporation or Dividend Bank Account Details	<p>Enter the Date of Birth as recorded in your demat account or in the company records for said demat account in dd/mm/yyyy format or enter folio.</p> <p>OR</p> <p>Enter the Dividend Bank Account details as recorded in your demat account or in the Company's records for the said demat account or folio no.</p> <p>Please enter any one of the details in order to login. In case both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (e).</p>

- g. After entering these details appropriately, click on "SUBMIT" tab.
- h. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- i. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- j. Click on the EVSN for the relevant **ADVANCE METERING TECHNOLOGY LIMITED** on which you choose to vote.
- k. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- l. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- m. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- n. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- o. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- p. If Demat account holder has forgotten the changed login password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- q. Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- r. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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 19th September, 2018.

Any person, who acquires shares of the company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. 19th September, 2018, may obtain the login ID and password by sending a request at helpdesk.evoting@cdslindia.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 help section of www.evotingindia.com or write an email to helpdesk.evoting@cdslindia.com.

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT") AND RELEVANT DETAILS PURSUANT TO SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3

Mr. Pranav Kumar Ranade was re-appointed as the Chairman & Managing Director of the Company for a period of three years starting from 12th May, 2015. Term of office of Mr. Pranav Kumar Ranade has expired on 11th May 2018.

The disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are as follows:

Brief resume of Mr. Pranav Kumar Ranade:

Since Mr. Pranav Kumar Ranade the Chairman and Managing Director of the company had attained the age of seventy, his appointment would have to be by way of a special resolution in terms of Section 196 of the Companies Act, 2103.

Mr. Pranav Kumar Ranade has rich and varied experience of over 50 years and has been involved in the operations of the company since inception and the ethical leadership qualities of Mr. Pranav Kumar Ranade have created a performance culture that has resulted in the successful expansion and backward integration. It would be in the interest of the Company to continue the employment of Mr. Pranav Kumar Ranade as the Chairman and Managing Director for another five years

Mr. Pranav Kumar Ranade holds a Bachelor's Degree in Science and also holds a Master's Degree in Mechanical Engineering from Aachen University, Germany. Mr. Pranav Kumar 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 (formerly Indo Asian Fusegear Limited) of its Power & Metering division business into M/s. ADVANCE METERING TECHNOLOGY LIMITED, Mr. Pranav Kumar Ranade is acting as the Chairman & Managing Director of the company. 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	70 years
2.	Qualifications & experience	Master's Degree in Mechanical Engineering from Aachen University, Germany. He has more than 50 years experience in the electrical and engineering industry
3.	Remuneration last drawn (for the whole financial year 2017-18)	Rs. 72,19,032/-
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 01.04.2017 to 31.03.2018)	4 (Four) out of 4 (four)
8.	Other directorship	1. PKR Technologies Private Limited 2. Novateur Electricals & Digital Systems Private Limited 3. Renewable Power Venture Private Limited 4. PKR Energy Limited 5. R.S. Infosystems Private Limited
9.	Membership of committees of other Company	Nil
10.	Chairmanship of the committees of other Company	Nil

The Nomination and Remuneration Committee of the Company in its meeting held on 23.03.2018 approved and recommended to the Board the re-appointment of Mr. Pranav Kumar Ranade as Chairman & Managing Director for a period of 5 year w.e.f. 12th May, 2018 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
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 with driver
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 29.05.2018 re-appointed Mr. Pranav Kumar Ranade as the Chairman & Managing Director of the Company for a period of 5 year w.e.f. 12th May, 2018 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. Pranav Kumar Ranade as the Chairman & Managing Director of the Company for a period of 5 years for your approval.

Mr. Pranav Kumar 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. Pranav Kumar 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. 4

Mr. Vikram Ranade was re-appointed as the Executive Director of the Company for a period of three years starting from 12th May, 2015. Term of office of Mr. Vikram Ranade has expired on 11th May 2018

The disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are as follows.

Brief resume of Mr. Vikram Ranade:

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™ initiative.

Mr. Vikram Ranade is one of the Promoter Director of Advance Metering Technology Limited. He is setting up of New Venture & Projects.

Sr. No.	Particular	Disclosure
1.	Age	40 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 2017-18)	Rs. 58,95,709
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 personnel	Son of Mr. Pranav Kumar 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 01.04.2017 to 31.03.2018)	4 (Four) out of 4 (four)
8.	Other directorship	1. PKR Technologies Private Limited 2. Renewable Power Venture Private Limited 3. PKR Energy Limited 4. R.S. Infosystems Private Limited
9.	Membership of committees of other Company	Nil
10.	Chairmanship of the committees of other Company	Nil

The Nomination and Remuneration Committee of the Company in their meeting held on 23.03.2018 approved and recommended to the Board the re-appointment of Mr. Vikram Ranade as Executive Director for a period of 5 year w.e.f. 12th May, 2018 at the following terms and conditions:

Particulars	
Salary	Rs 3,00,000/- PM
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 with Driver
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 29.05.2018 re-appointed Mr. Vikram Ranade as the Executive Director of the Company for a period of 5 year w.e.f. 12th May, 2018 at 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 5 years for your approval.

Mr. Vikram Ranade, Executive Director because of his appointment and Mr. Pranav Kumar 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. 2 & 5

Mr. Prashant Ranade was re-appointed as the Executive Director of the Company for a period of three years starting from 12th May, 2015. Term of office of Mr. Prashant Ranade has expired on 11th May 2018.

The disclosures as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard are as follows.

Brief resume of Mr. Prashant Ranade:

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 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.

Sr. No.	Particular	Disclosure
1.	Age	37 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 field of Marketing, International Business and Finance.
3.	Remuneration last drawn (for the whole financial year 2017-18)	Rs. 57,94,301
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. Pranav Kumar 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 01.04.2017 to 31.03.2018)	3 (Three) out of 4 (four)
8.	Other directorship	1. PKR Technologies Private Limited 2. Renewable Power Venture 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 23.03.2018 approved and recommended to the Board the re-appointment of Mr. Prashant Ranade as the Executive Director of the Company for a period of 5 year w.e.f. 12th May, 2018 at the following terms and conditions:

Particulars	
Salary	Rs 3,00,000/- PM
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 with Driver
Other Allowances, benefits and perquisites	As per rules of the Company.

The Board of Directors of the Company in their meeting held on 29.05.2018 re-appointed Mr. Prashant Ranade as the Executive Director of the Company for a period of 5 year w.e.f. 12th May, 2018 at 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 5 years for your approval.

Mr. Prashant Ranade, Executive Director because of his appointment and Mr. Pranav Kumar 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 director and key managerial personnel except above are concerned or interested in this resolution.

Common point regarding item no. 3, 4 and 5.

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

Sr. No.	Particular				
I.	General Information:				
	(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	Particulars	2017-18 Amount (Rs. In lacs)	
			Total Income	4532.42	
			Total Expenditure	5247.46	
			Profit/Loss before Exceptional and Extraordinary Item and Tax	(715.04)	
			Exceptional Items	0	
			Extraordinary Items	0	
			Profit before Tax (PBT)	(715.04)	
			Current Tax	0	
Deferred Tax			0		
Profit/Loss for the year	(715.04)				
(5)	Foreign investments or collaborations, if any.	The Company has following foreign subsidiaries- 1) Global Power and Trading (GPAT) Pte. Ltd., Singapore- Subsidiary. 2) Advance Power and Trading GmbH, Germany- Wholly Owned Subsidiary			
II.	Information about the appointee:				
			Pranav Kumar Ranade	Vikram Ranade	Prashant Ranade
	(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. 75,00,000	Rs. 60,00,000	Rs. 60,00,000
	(3)	Recognition or awards	N.A.	N.A.	N.A.
	(4)	Job profile and his suitability	1. Direct and control the work and resources of the Company 2. Provide strategic advice and guidance to the the members of the Board. 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. 4. 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.	1. Participate with the Board of Directors in developing a vision and strategic plan to guide the organization. 2. Identify, assess, and inform the Board of Directors of internal and external issues that affect the organization. 3. Develop an operational plan which incorporates goals and objectives that work towards the strategic direction of the organization. 4. Oversee the planning, implementation and evaluation of the organization's programs and services.	1. Determine staffing requirements for organizational management and program delivery. 2. Ensure that sound bookkeeping and accounting procedures are followed. 3. Administer the funds of the organization according to the approved budget and monitor the monthly cash flow of the organization. 4. Provide the Board with comprehensive, regular reports on the revenues and expenditure of the organization. 5. Ensure that the Board of Directors and the organization carries appropriate and adequate insurance coverage.

	(5)	Remuneration proposed	Rs. 75,00,000/- P.A.	Rs. 60,00,000/- P.A.	Rs. 60,00,000/- P.A.
	(7)	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 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 paid by the companies comparable size in the industry in which the Company operates.
	(8)	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. Pranav Kumar Ranade and Brother of Mr. Prashant Ranade	Son of Mr. Pranav Kumar Ranade and Brother of Mr. Vikram Ranade
III. Other information:					
	(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 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 it's 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.</p>		
	(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 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.		

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

**Place: Noida
Date: August 13, 2018**

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

Route Map of the place of Annual General Meeting

