

Date: 5th August, 2013

To
The Manager – Listing,
Deptt. of Corporate Services
Bombay Stock Exchange Ltd.
Floor 25, P J Towers,
Dalal Street,
MUMBAI- 400001

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

Sub: Proceedings of the 2nd Annual General Meeting of the Company

Dear Sir,

We are enclosing herewith a copy of the proceedings of 2nd Annual General Meeting of the Company in compliance to Clause 31(d) of the Listing Agreement for your information and record.

Thanking you.

Yours faithfully,
For ADVANCE METERING TECHNOLOGY LIMITED



RAKESH DHODY
AVP CORPORATE AFFAIRS
Encl. As above

**PROCEEDINGS OF THE 2ND ANNUAL GENERAL MEETING
OF THE SHAREHOLDERS OF M/S ADVANCE METERING
TECHNOLOGY LIMITED HELD ON FRIDAY, THE 2ND
AUGUST, 2013 AT 9.00 A.M. AT HOTEL KUBER, 51-52 K.M.
STONE, MURTHAL, G. T. KARNAL ROAD, DISTRICT-
SONEPAT, HARYANA**

PRESENT

Directors:

Mr. P. K. Ranade	- Chairman and Managing Director Director and Member
Mr. Vikram Ranade	- Executive Director Director and Member
Mr. Prashant Ranade	- Executive Director Director and Member
Mr. R. C. Bansal	-Independent Director Chairman of Audit Committee Director and Member
Mr. A.K. Ghosh	- Independent Director

Shareholders

28 shareholders were present in person, including 2 representatives representing corporate shareholders.

Proxies present as per the Attendance Register

There was 1 proxy as per the Attendance Register.

Chairman

In terms of Article 68 (1) of the Articles of Association of the Company, Mr. P.K. Ranade, and Chairman & Managing Director of the Company chaired the Meeting.

After ascertaining the presence of requisite quorum, the Chairman called the meeting to order and commenced the proceedings of the meeting.

The Chairman welcomed the shareholders present and introduced the person on the dais.

The Chairman also informed the shareholders that the statutory registers placed at the meeting were open for inspection during the continuance of the meeting.

Corporate Governance Report

The Chairman informed that there were some typographical errors in the Corporate Governance report which have rectified. The Corporate Governance report was circulated amongst the Shareholders present.

Notice

The Chairman thereafter, requested Mr. Rakesh Dhody (AVP Corporate Affairs) to read out the notice. The same however was taken as read with the consent of shareholders present.

Auditor's Report

The Chairman in his opening remark, briefed the shareholders about the performance of the Company for the financial year ended 2012-13.

On the request of the Chairman, Mr. Rakesh Dhody (AVP Corporate Affairs) read out the Auditor's Report to the members of the company for the year ended 31st March 2013.

The Chairman then invited questions from the members present in the Annual General Meeting.

Some shareholders sought some information/clarification in respect of accounts of the Company, which were furnished by the Chief Financial Officer.

Agenda

The Chairman then proceeded with the business to be transacted at the meeting.

Ordinary Business

ITEM NO. 1: - ADOPTION OF ACCOUNTS

Thereafter the Chairman took up Item No. 1 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice.

Mr. Vishnu Dutt Sharma proposed the following as an Ordinary Resolution which was seconded by Mr. Pramod Jain.

“RESOLVED THAT the profit and loss account of the Company for the year ended 31st March, 2013 and the Balance Sheet as on that date, Report of Board of Directors' and the Auditors' thereon, already circulated

to the members and now submitted to this meeting are hereby received and adopted."

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 2: RE-APPOINTMENT OF MR. VIKRAM RANADE AS DIRECTOR LIABLE TO RETIRE BY ROTATION

The Chairman then took up Item No. 2 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice.

Mr. Lokesh Gupta proposed the following as an Ordinary Resolution which was seconded by Mr. Vinod Kumar Rathore.

"RESOLVED THAT Mr Vikram Ranade, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 3: RE-APPOINTMENT OF MR. PRASHANT RANADE AS DIRECTOR LIABLE TO RETIRE BY ROTATION

The Chairman then took up Item No. 3 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice.

Mr. Rakesh Kumar proposed the following as an Ordinary Resolution which was seconded by Mr. Gagan Kumar.

"RESOLVED THAT Mr Prashant Ranade, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 4: RE-APPOINTMENT OF STATUTORY AUDITORS AND FIXING THEIR REMUNERATION:

The Chairman then took up Item No. 4 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice.

Mr. K L Madan proposed and Mr. Vijay Sharma seconded the following resolution as an Ordinary Resolution.

“RESOLVED THAT M/s S. S. Kothari Mehta & Co., Chartered Accountants, New Delhi, be re-appointed as statutory auditors of the company to hold office from the conclusion of the ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at remuneration to be fixed by the Board of Directors of the Company.”

The Chairman then put the resolution to vote on a show of hands and the same was passed unanimously.

Special Business

ITEM NO. 5: ADOPTION OF OTHER OBJECTS

The Chairman then took up Item No. 5 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice

Mr. Pradeep Kumar proposed and Mr. Rakesh Kumar seconded the following resolution to be passed as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 149(2A) of the Companies Act, 1956 and other applicable provisions, if any, and subject to such other approvals and permissions as may be required, the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for commencement of the business as detailed below in terms of Sub-Clause 29 of Clause III(C) of other objects of the Memorandum of Association of the Company namely:

29. To carry on the business of hotel, restaurant, cafe, tavern, beer-house, refreshment room and lodging house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, malters, distillers, importers and manufacturers of aerated mineral and artificial water and other drinks, purveyors, cinemas and show business caterers for public amusements generally, proprietors of motor and other vehicles, garage proprietors, livery stable keepers, jobmasters, dairymen, ice merchants, importers and brokers of food, live and dead stock and local and foreign produce of all descriptions, hair-dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, laundries, reading, writing and newspaper rooms, libraries, grounds and places of amusement,

recreation, spot, entertainment and institutions of all kinds, tobacco and cigar merchants, agents for railway, shipping and air-plane companies and carriers, cinema, theatrical and opera box proprietors.

RESOLVED FURTHER THAT any of the Directors, the Company Secretary and any other authorised representative as may be authorised by the Board of Directors be and is hereby authorised to take such steps and do all such acts, deeds and things as is considered necessary, expedient, usual, proper or incidental in relation to the said matter to give effect to the above resolution including and not limited to the filing of requisite forms with the Registrar of Companies.”

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 6: SHIFTING OF REGISTERED OFFICE

The Chairman then took up Item No. 6 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice

Mr. Gagan Kumar proposed and Mr. Pramod Kumar Jain seconded the following resolution to be passed as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 17 of the Companies Act, 1956 read with the rules and regulations made there under and subject to the confirmation of the Regional Director / Central Government, approval of the shareholders be and is hereby accorded to the shifting of the Registered Office of the Company from the “State of Haryana” to the “National Capital Territory of Delhi”.

RESOLVED FURTHER THAT the Clause II of the Memorandum of Association of the Company be altered by substituting the words “State of Haryana” by the words “National Capital Territory of Delhi” and be read as follows:

- II The Registered Office of the Company will be situated in the National Capital Territory of Delhi.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to sign, execute petition(s), swear affidavit and to do all such acts, deeds, things, matter in relation thereto as may be necessary, expedient and appropriate in this regard, in the best interest of the Company and to settle any doubt, question, query that may arise to give effect to the foregoing resolution.”

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 7: INCREASE IN REMUNERATION OF MR. P. K. RANADE

The Chairman then took up Item No. 7 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice

Mr. Vinod Kumar Rathore proposed and Mr. K.L. Madan seconded the following resolution to be passed as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the increase in the remuneration of Mr. P. K. Ranade, Chairman and Managing Director of the Company and other terms, with effect from 2nd July, 2013, as set out in the explanatory statement.

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

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 8: INCREASE IN REMUNERATION OF MR. VIKRAM RANADE

The Chairman then took up Item No. 8 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice

Mr. Lokesh Gupta proposed and Mr. Vishnu Dutt Sharma seconded the following resolution to be passed as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, and 310 read with schedule XIII and other applicable provisions of the

Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the increase in the remuneration of Mr. Vikram Ranade, Executive Director of the Company and other terms, with effect from 2nd July, 2013, as set out in the explanatory statement.

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

The Chairman then put the resolution to vote on a show of hands and the same was declared passed unanimously.

ITEM NO. 9: INCREASE IN REMUNERATION OF MR. PRASHANT RANADE

The Chairman then took up Item No. 9 of the agenda contained in the notice convening Annual General Meeting.

He enquired with the shareholders as to whether any of the shareholders would like to propose and second the resolution contained in the notice

Mr. Gagan Kumar proposed and Mr. Rakesh Kumar seconded the following resolution to be passed as a Special Resolution.

“RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, and 310 read with schedule XIII and other applicable provisions of the Companies Act, 1956 including any statutory modification or re-enactment thereof, or any other law and subject to such consent(s), approval(s) and permission(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), consent of the members be and is hereby accorded to the increase in the remuneration of Mr. Prashant Ranade, Executive Director of the Company and other terms, with effect from 2nd July, 2013, as set out in the explanatory statement.

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

VOTE OF THANKS

There being no other business to be transacted, the meeting concluded with a vote of thanks to the Chair.

PLACE: SONEPAT
DATE: 02.08.2013

Sd/-
CHAIRMAN & MANAGING DIRECTOR



PRASHANT RANADE
(EXECUTIVE DIRECTOR)