



FORM No. MGT-13 **Scrutinizer's Report**

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2)
Of the Companies (Management and Administration) Rules, 2014]

To,
The Chairman
Annual General Meeting of the
Shareholders of
Advance Metering Technology Limited
Held on 30th September 2015 at 09.00 A.M
At Roshan Farms,
Palla- Bakhtawarpur Road,
G.T. Karnal Road, Delhi-110036

Dear Sir,

I **CS Navneet Arora, Proprietor of M/s Navneet K Arora & Co., Company Secretaries** appointed as Scrutinizer for the purpose of the poll taken on the below mentioned resolutions at the **Annual General Meeting** of the Equity Shareholders of **Advance Metering Technology Limited** held on **Wednesday the 30th Day of September, 2015 at 09.00 A.M at Roshan Farms, Palla- Bakhtawarpur Road, G.T. Karnal Road, Delhi-110036** hereby submit my report as under:

1. After the time fixed for closing of the poll by the Chairman, one ballot box kept for polling was locked in my presence with due identification marks placed by me.
2. Members present in meeting were asked to cast through poll if they have not casted their vote through remote e-voting.
3. The locked ballot box was subsequently opened in the presence of two witnesses.
4. Most of the members present in person have already casted their votes electronically by way of remote e-voting facility provided to them.
5. The result of the Poll is as under:





Resolution No.1 Adoption of the financial statement of the company (standalone and consolidated) for the year ended March 31, 2015 and Report of Directors' and Auditors thereon

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3268736	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

Resolution No.2 Re-Appointment of Mr. Vikram Ranade (DIN:00006021) who retires by rotation.

(i) Voted in **favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3268736	100





(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

Resolution No.3 Ratification of Appointment of M/s. S. S. Kothari Mehta & Co., Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3268736	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil





(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

**Resolution No.4 Re- appointment of Mr. P. K. Ranade (DIN: 00005359)
as Chairman & Managing Director of the Company**

(i) Voted in favour of the resolution

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
28	2409781	100

(i) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(ii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil





Resolution No.5 Re-appointment of Mr. Vikram Ranade(DIN:00006021) as an Executive Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	2612657	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

Resolution No.6 Re-appointment of Mr. Prashant Ranade (DIN: 00006024) as an Executive Director of the Company

(i) Voted in favour of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
29	2612657	100



(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil

(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

Resolution No.7 Appointment of Dr. Priya Somaiya (DIN: 07173195) as an Independent Director of the Company

(i) Voted **in favour** of the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
30	3268736	100

(ii) Voted **against** the resolution:

Number of members present and voting (in person or by proxy)	Number of votes cast by them	% of total number of valid votes cast
Nil	Nil	Nil





(iii) Invalid votes:

Total number of members (in person or by proxy whose votes were declared Invalid)	Total number of votes cast by them
Nil	Nil

6. A Compilation of data containing a list of equity shareholders who voted through remote e-voting or at the meeting **"FOR", "AGAINST"** and those whose votes were declared invalid for each resolution is enclosed.
7. The ballot paper and all other related documents were sealed and handed over to the Company Secretary / Director authorized by the Board for safe keeping.
8. The combined results of the votes (Remote e-voting and voting by poll / at the meeting) are annexed as Annexure-A with this report.
9. All the above mentioned resolutions have passed with requisite majority.

Thanking you,
Yours faithfully,
For Navneet K Arora & CO
Company Secretaries

CS Navneet Arora
Proprietor
FCS: 3214, COP-3005
Place: New Delhi
Date : October 1, 2015



Consolidated Report in compliance of Clause 35A of the Listing Agreement

(Annexure - A)

Name of the Company : Advance Metering Technology Limited Date of AGM: September 30, 2015

Resolution No.1- Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	1,02,04,716	100.00	1,02,04,716	0.00	100.00	0.00
Public - Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Others	5852750	11,505	0.20	11,505	0.00	100.00	0.00
Total	1,60,57,466	1,02,16,221	63.62	1,02,16,221	0.00	100.00	0.00

Resolution No.2- Re-appointment of Mr. Vikram Ranade (DIN: 00006021) who retires by rotation.

Promoter / Public	No. of shares held	No. of votes polled	% of votes polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	1,02,04,716	100.00	1,02,04,716	0.00	100.00	0.00
Public - Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public - Others	5852750	11,505	0.20	11,405	100	99.131	0.869
Total	1,60,57,466	1,02,16,221	63.62	1,02,16,121	100	99.999	0.001



Resolution No.3-Ratification of Appointment of M/s S.S. Kothari Mehta & Co. Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration.

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	1,02,04,716	100.000	1,02,04,716	0.00	100.00	0.00
Public – Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	5852750	11,505	0.20	11,505	0.00	100.00	0.00
Total	1,60,57,466	1,02,16,221	63.62	1,02,16,221	0.00	100.00	0.00

Resolution No.4- Re-Appointment of Mr. P.K. Ranade (DIN:00005359) as Chairman and Managing Director of the Company.

Promoter / Public	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - against	% of Votes in favour on votes polled	% of Votes against on votes polled
	(1)	(2)	(3)=[(2)/(1)]*100	(4)	(5)	(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	93,45,761	91.58	93,45,761	0.00	100.00	0.00
Public – Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	5852750	11,505	0.20	11,405	100	99.131	0.869
Total	1,60,57,466	93,57,266	58.27	93,57,166	100	99.999	0.001



Resolution No.5- Re-appointment of Mr. Vikram Ranade (DIN: 00006021) as an Executive Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	95,48,637	93.57	95,48,637	0.00	100.00	0.00
Public – Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	5852750	11,505	0.20	11,405	100	99.131	0.869
Total	1,60,57,466	95,60,142	59.54	95,60,042	100	99.999	0.001

Resolution No.6- Re-appointment of Mr. Prashant Ranade (DIN: 00006024) as an Executive Director of the Company.

Promoter / Public	No. of shares (1)	No. of votes (2)	% of Votes Polled (3)=[(2)/(1)]*100	No. of Votes (4)	No. of Votes (5)	% of Votes in (6)=[(4)/(2)]*100	% of Votes against (7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	95,48,637	93.57	95,48,637	0.00	100.00	0.00
Public – Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	5852750	11,505	0.20	11,405	100	99.131	0.869
Total	1,60,57,466	95,60,142	59.54	95,60,042	100	99.999	0.001



Resolution No.7- Appointment of Dr. Priya Somaiya (DIN: 07173195) as an Independent Director of the Company.

Promoter / Public	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]*100	No. of Votes - in favour (4)	No. of Votes - against (5)	% of Votes in favour on votes polled (6)=[(4)/(2)]*100	% of Votes against on votes polled (7)=[(5)/(2)]*100
Promoter and Promoter Group	10204716	1,02,04,716	100.00	1,02,04,716	0.00	100.00	0.00
Public – Institutional holders	0.00	0.00	0.00	0.00	0.00	0.00	0.00
Public – Others	5852750	11,505	0.20	11,405	100	99.131	0.869
Total	1,60,57,466	1,02,16,221	63.62	1,02,16,121	100	99.999	0.001

For Navneet K Arora & Co.
Company Secretaries



CS Navneet Arora
Proprietor

Navneet K Arora & Co.
Company Secretaries
E-8/1, LGF, Near Geeta Bhawan Mandir,
Malviya Nagar, New Delhi-110 017
Website: www.navneetaroracs.com
info@navneetaroracs.com, aroragyan@rediffmail.com
+91 11 29545877, 65200000
98103 28141



To,
The Chairman
Advance Metering Technology Limited
Registered Office: 207, Modi Tower, 98,
Nehru Place, New Delhi -110019

Sub: Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules 2014.

Dear Sir,

The Board of Directors of the Company had, vide resolution passed in its Meeting held on **August 8, 2015**, appointed us as a Scrutinizer for conducting the remote e-voting process in pursuance of the provisions of Section 108 of the Companies Act 2013, read with Rule-20 of the Companies (Management and Administration) Rules 2014, and Clause 35B of the Listing Agreement with the Stock Exchanges to seek the approval of the Equity Shareholders for passing through remote e-voting in respect of the following **(Seven) Resolutions** as per the Notice of the 4th Annual General Meeting of the members of the Company held on **Wednesday the 30th day of September 2015 at 9.00 A.M. at Roshan Farms, Palla-Bakhtawarpur Road, G.T. Karnal Road, Delhi-110036:**

1. Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon.
2. Re-appointment of Mr. Vikram Ranade (DIN: 00006021) who retires by rotation.
3. Ratification of Appointment of M/s S.S. Kothari Mehta & Co. Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration.
4. Re-Appointment of Mr. P.K. Ranade (DIN:00005359) as Chairman and Managing Director of the Company.
5. Re-appointment of Mr. Vikram Ranade (DIN: 00006021) as an Executive Director of the Company.
6. Re-appointment of Mr. P rashant R anade (DIN: 00006024) as an Executive Director of the Company.
7. Appointment of Dr. Priya Somaiya (DIN: 07173195) as an Independent Director of the Company.





The management of the Company is responsible to ensure the compliance with the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means in the resolutions contained in the Notice of Annual General Meeting. My responsibility as a scrutinizer is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions stated above based on the report generated from the e-voting system provided by the National Securities Depository Limited (NSDL), the authorized agency appointed by the Company for providing remote e-voting facilities by the company.

I have completed the scrutiny of online voting (remote e-voting) and submit my report as under:-

The votes cast were unblocked on September 30, 2015 at 10.30 a.m. in the presence of 2 (Two) witnesses namely Mr. Shashank Pashine and Ms. Varsha Yadav who are not in the employment of the Company, they have signed below in the confirmation of the votes being unblocked in their presence

Name- CS Shashank Pashine

Name- CS Varsha Yadav

1. The Company has completed on **August 29, 2015** the dispatch of Notice to its members through registered parcel and through email by National Securities Depository Limited (NSDL) along with the details of Login ID and password to its members whose email ID was registered with the Company or its Registrar and Transfer Agent. The cut-off date for determining the eligibility of shareholders to exercise remote e-voting rights and attendance at AGM was **September 23, 2015**. Total shareholders of the Company as on the cut-off date were **13959**.
2. The shareholders of the Company had to vote on resolutions through the remote e-voting facility. Shareholders opting for remote e-voting facility, cast their votes on the designated website <https://evoting.nsdl.com/> of NSDL.
3. The details of remote e-voting as recorded through online platform provided by NSDL are entered in a Computerized Register, separately maintained for this purpose.
4. The remote e-voting details were duly scrutinized and the Shareholding was matched / confirmed with the Register of Shareholder(s) of the Company.
5. All the votes received by casting of votes electronically through NSDL portal up to the close of working hours i.e. **05.00 p.m. on September 29, 2015** the last date and time fixed by the Company were considered for my scrutiny.
6. A summary of votes cast electronically are given below:





Item No -1- Adoption of the Audited Financial Statements of the Company (Standalone and Consolidated) for the year ended March 31, 2015 and Reports of Board of Directors and Auditors thereon.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Total No of votes casted	69,47,485
f)	Voted in favour of the Resolution (Remote E-voting)	69,47,485
g)	Voted against the resolution (Remote E-voting)	0
h)	% of Total votes casted in favour of the resolution	100.00
i)	% of Total votes casted against the resolution	0.00

Item No -2- Re-appointment of Mr. Vikram Ranade (DIN: 00006021) who retires by rotation.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Total No of votes casted	69,47,485
f)	Voted in favour of the Resolution (Remote E-voting)	69,47,385
g)	Voted against the resolution (Remote E-voting)	100
h)	% of Total votes casted in favour of the resolution	99.999
i)	% of Total votes casted against the resolution	0.001





Item No -3 Ratification of Appointment of M/s S.S. Kothari Mehta & Co. Chartered Accountants, as the Statutory Auditors of the Company and fix their remuneration.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Total No of votes casted	69,47,485
f)	Voted in favour of the Resolution (Remote E-voting)	69,47,485
g)	Voted against the resolution (Remote E-voting)	0
h)	% of Total votes casted in favour of the resolution	100.00
i)	% of Total votes casted against the resolution	0.00

Item No -4- Re- appointment of Mr. P. K. Ranade (DIN: 00005359) as Chairman & Managing Director of the Company

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Total No of votes casted	69,47,485
f)	Voted in favour of the Resolution (Remote E-voting)	69,47,385
g)	Voted against the resolution (Remote E-voting)	100
h)	% of Total votes casted in favour of the resolution	99.999
i)	% of Total votes casted against the resolution	0.001





Item No -5 R e-appointment of Mr. Vikram Ranade (DIN:00006021) as an Executive Director of the Company.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Total No of votes casted	69,47,485
f)	Voted in favour of the Resolution (Remote E-voting)	69,47,385
g)	Voted against the resolution (Remote E-voting)	100
h)	% of Total votes casted in favour of the resolution	99.999
i)	% of Total votes casted against the resolution	0.001

Item No -6 Re-appointment of Mr. Prashant Ranade (DIN:00006024) as an Executive Director of the Company.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Voted in favour of the Resolution (Remote E-voting)	69,47,385
f)	Total no of vote casted in favour of the Resolution	69,47,385
g)	Voted against the resolution (Remote E-voting)	100
h)	% of Total votes casted in favour of the resolution	99.999
i)	% of Total votes casted against the resolution	0.001





Item No -7- Appointment of Dr. Priya Somaiya (DIN: 07173195) as an Independent Director of the Company.

Sr. No.	Particulars	Voting Details
a)	Total Remote E-voting request received	17
b)	Invalid Remote E voting	0
c)	Net Valid Remote E voting	17
d)	Total Number of votes casted by remote e-voting	69,47,485
e)	Voted in favour of the Resolution (Remote E-voting)	69,47,385
f)	Total no of vote casted in favour of the Resolution	69,47,385
g)	Voted against the resolution (Remote E-voting)	100
h)	% of Total votes casted in favour of the resolution	99.999
i)	% of Total votes casted against the resolution	0.001

7. I would like to inform you that all the above Ordinary / Special Resolution (s) at Item No. 01 to 07 of the Notice dated **August 29, 2015** have been passed with requisite majority. You may accordingly declare the result of the voting.

8. The relevant records shall be handed over to Mr. P. K. Ranade, (Chairman and Managing Director) of the Company for safe keeping in compliance with the provisions of Section 108 of Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Rules 2014 and Clause 35-B of the Listing Agreement.

**Thanking you
Yours faithfully,**

*For Navneet K Arora & CO
Company Secretaries*

*CS Navneet Arora
Proprietor*

FCS: 3214, COP-3005

Place: New Delhi

Date : October 1, 2015

