

DIRECTORS' REPORT

Dear Shareholders,

The Board of Directors hereby submits the 8th Annual Report with Audited Financial Statement of Advance Metering Technology Limited ("Company or AMTL") for the year ended 31st March, 2019.

FINANCIAL RESULTS

(Rs. in '000)

Particulars	Standalone		Consolidated	
	Year Ended 31.03.2019	Year Ended 31.03.2018	Year Ended 31.03.2019	Year Ended 31.03.2018
Total Income	9148.97	4532.42	9137.14	4537.58
Total Expenditure	9030.96	5247.46	9088.44	5272.42
Profit/Loss before Exceptional and Extraordinary Item and Tax	118.01	-715.04	48.7	-734.84
Exceptional Items - Expense / (Income)	0	0	0	0
Extraordinary Items (Net)	0	0	0	0
Profit before Tax (PBT)	118.01	-715.04	48.7	-734.84
Current Tax	0	0	0	0
Deferred Tax	0	0	0	0
Profit/Loss for the year	118.01	-715.04	48.7	-734.84
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STATE OF COMPANY'S AFFAIRS

As compared to previous year the total income of the Company has increased from Rs. 4537.58 to Rs. 9137.14. As against the loss of Rs. 715.04 for the year ended 31st March, 2018 the Company closed the year under overview with the profit of Rs. 118.01.

The backward integration implemented during the previous year, has resulted in lowering the cost of the meters, reduction of dependence on others for timely supply of quality goods.

Having created a niche for itself in the market for meters, your company focused on widening product basket and expanding market reach. Moving ahead with the rising demand of smart meters the company will enhance production capacity and grow business volumes.

CORPORATE GOVERNANCE REPORT

Corporate Governance has been an integral part of the way we have been doing our business since inception. We believe that good Corporate Governance emerges from the application for the best and sound management practices and compliance with the laws coupled with adherence to the highest standards of transparency and business ethics. Report on Corporate Governance is appended as Annexure "I".

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

The Company is committed to maintain the highest standards of Corporate Governance. The Report on Corporate Governance as stipulated under the Regulation 27 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 forms part of this Report.

The requisite certificate of Compliance from Statutory Auditor, M/s. S. S. Kothari Mehta & Co., Chartered Accountants, confirming compliance with the Conditions of Corporate Governance, is annexed hereto marked as Annexure "II" and forms part of this Report.

TRANSFER TO RESERVES

During the year under review, no amount is transferred to reserves.

SHARE CAPITAL OF THE COMPANY

The Authorised share capital of the company as on 31.03.2019 is Rs. 12,60,00,000/- divided into 1,92,00,000 equity shares of Rs. 5/- each and 60,00,000 preference shares of Rs. 5/- each.

The issued, subscribed and paid up Share Capital of the company as on 31.03.2019 was Rs. 8,02,87,330/- divided into 1,60,57,466 equity shares of face value of Rs. 5/- each.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Induction

Mr. Anil Kohli (DIN: 01614285) was appointed as an Independent Director to the Board effective from 30th March 2019.

Re-Appointment

In accordance with the provisions of the Companies Act, 2013 and the Articles of Association of the Company, Mr. Vikram Ranade (DIN: 00006021) Non-Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment. The Board of Directors recommends his re-appointment.

Resignation and Cessation

Mr. Ajoy Kumar Ghosh (DIN: 00005404) an Independent Director, resigned as member from the Board effective from 12th February 2019.

Mr. Ramesh Chander Bansal (DIN: 00005387) having crossed the age of 75 years ceased to hold office as Non-Executive Independent Director w.e.f. 1st April, 2019.

Key Managerial Personnel

The following Directors/Officials of the Company have been designated as Key Managerial Personnel (KMP) of the Company by the Board of Directors in terms of provisions of the Section 203 of the Companies Act, 2013 and the Regulations of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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|----|-------------------------|---|
| 1. | Mr. Pranav Kumar Ranade | Chairman and Managing Director |
| 2. | Mr. Vikram Ranade | Non-Executive Director |
| 3. | Mr. Prashant Ranade | Executive Director |
| 4. | Mr. Rakesh Dhody | AVP (Corporate Affairs) & Company Secretary |
| 5. | Mr. Hrydesh Jain | Chief Financial Officer |

DISCLOSURES UNDER SECTION 134 OF THE COMPANIES ACT, 2013

Except as disclosed elsewhere in the Annual Report, there have been no material changes and commitments, which can affect the financial position of the Company between the end of financial year and date of this report.

STATEMENT ON DECLARATION GIVEN BY INDEPENDENT DIRECTORS

The Company has received declaration from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in section 149(6) of the Companies Act 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015.

COMPANY'S POLICY ON DIRECTORS APPOINTMENT AND REMUNERATION

The Nomination and Remuneration Committee of the Directors has approved a Policy for Selection, Appointment and Remuneration of Directors which inter-alia requires that the Directors shall be of high integrity with relevant expertise and experience so as to have a diverse Board. The Policy also lays down the positive attributes/criteria while recommending the candidature for the appointment as Director.

The policy of the Company on Directors appointment and remuneration, including criteria for determining qualifications, positive attributes and independence of a director and other matters provided under Sub-Section (3) of Section 178 of the Companies Act, 2013, adopted by the Board on the recommendation of Nomination and Remuneration Committee, is available on the Company's website.

We hereby affirm that the remuneration provided to all the directors, key managerial personnel and other employees of the Company are in accordance with the remuneration policy of the Company.

PERFORMANCE EVALUATION

Pursuant to provisions of the Act and SEBI (Listing Obligations and Disclosure Requirement) Regulations 2015, the evaluation process for the performance of the Board, its committees and individual directors was carried out internally. The evaluation process inter alia considers attendance of Directors at Board and Committee meetings, acquaintance with business, communicating inter se board members, effective participation domain knowledge, and compliance with code of conduct, vision and strategy.

The Board carried out an annual performance evaluation of the Board, committees, Individual Directors and the Chairman. The Chairman of the respective Committees shared the report on evaluation with the respective Committee members. The performance of each Committee was evaluated by the Board, based on report on evaluation received from respective Committees.

The Independent Directors met on 14th March 2019 to review the performance evaluation of Non-Independent Directors and the entire Board of Directors including the Chairman, while considering the views on the Executive and Non-Executive Directors.

PARTICULARS OF EMPLOYEES

There were 236 permanent employees of the Company as of 31st March, 2019. Information required pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed as Annexure "III" to this report.

A statement containing, inter alia, the names of top ten employees in terms of remuneration drawn and every employee employed throughout the financial year and in receipt of remuneration of Rs.102 lakhs or more, and employees employed for part of the year and in receipt of Rs.8.50 lakhs or more per month, pursuant to Rule 5(2) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of this report.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013 the Board of Directors to the best of their knowledge and ability confirm that:

- (a) In the preparation of the annual accounts for the year ended 31st March 2019, the applicable accounting standards have been followed and there no material departures from the same;
- (b) the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company at 31st March 2019 and of the profit and loss of the company for year ended on that date;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis;
- (e) the directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

INTERNAL FINANCIAL CONTROL

The Company has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

STATUTORY AUDITOR

Pursuant to Section 139 of the Companies Act 2013 and the rules made thereunder, at the 6th Annual General Meeting of the Company held on 26th September 2016 the shareholders had approved the appointment of M/s. S.S. Kothari Mehta & Co., Chartered Accountants, for a term of 5 (five) consecutive years .

Vide notification dated May 7, 2018 issued by Ministry of Corporate Affairs, seeking ratification of appointment of statutory auditors by the shareholders of the Company every year is no longer required and accordingly the notice of ensuing Annual General Meeting does not include the proposal for seeking shareholders' approval for ratification of statutory auditors' appointment.

AUDITORS' REPORT

Subject to the provisions of Section 143(12) of the Companies Act 2013, M/s S.S. Kothari Mehta & Co., Statutory Auditor of the Company has no qualifications, reservation or adverse remarks in their report. They have not reported any incident of fraud to the Audit Committee or to the Board of the Company during the year under review.

SECRETARIAL AUDITOR

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Company has appointed M/s Navneet K Arora & Co LLP, Company Secretaries in Practice to undertake the Secretarial Audit of the Company.

There are no qualifications, reservation or adverse remark in the Secretarial Audit Report, annexed to this report as "Annexure-IV "

SECRETARIAL STANDARD

During the year, the company has complied with the applicable Secretarial Standards issued by the Institute of Company Secretaries of India.

EXTRACT OF ANNUAL RETURN

In pursuance of Section 92(3) of the Act and Rule 12 of the Companies (Management & Administration) Rules, 2014, extracts of Annual Return in Form MGT-9 is annexed to this report as "Annexure-V". The same is available on the website of the Company at www.pkrgroup.in

NUMBER OF BOARD MEETINGS

The Board of Directors met 4 (four) times during the financial year 2018-19. The details of which are provided in the Corporate Governance Report.

COMPOSITION OF AUDIT COMMITTEE

The Board has re-constituted the Audit Committee in the meeting held on 12th February 2019 which comprises of Mr. Ashok Kumar Gupta as the Chairman, Dr. Priya Somaiya and Mr. Prashant Ranade as the members of the Committee. More details on the Audit Committee are given in the Corporate Governance Report.

COMPOSITION OF NOMINATION AND REMUNERATION COMMITTEE

Consequent to the ceasing of Mr. R.C. Bansal as an Independent Director having crossed the age of 75 years, Nomination and Remuneration Committee was re-constituted by the appointment of Mr. Anil Kohli w.e.f 30.03.2019.

The Nomination and Remuneration Committee comprises of Mr. Ashok Kumar Gupta as Chairman, Dr. Priya Somiya and Mr. Anil Kohli as members of the Committee.

COMPOSITION OF STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee comprises of Mr. Ashok Kumar Gupta as the Chairman, Mr. Prashant Ranade and Mr. Vikram Ranade as the members of the Committee. More details on the Stakeholder Relationship Committee are given in the Corporate Governance Report.

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has established a robust Vigil Mechanism and a Whistle-blower policy in accordance with provisions of Section 177(9) and (10) of the Companies Act, 2013 and Regulation 22 of the Listing Regulation.

Under this policy, your Company encourages its employees to report any fraudulent financial or other information to the stakeholders, and any conduct that results in violation of the Company's code of business conduct, to the management (on an anonymous basis, if employees so desire). Further, your Company has prohibited discrimination, retaliation or harassment of any kind against any employees who, based on the employee's reasonable belief that such conduct or practice have occurred or are occurring, reports that information or participates in the investigation.

More details about the policy are given in the Corporate Governance Report, which forms part of this Annual Report. This policy is also available on the company website i.e. www.pkrgroup.in.

The Audit Committee and the Board of Directors of the Company periodically reviews the functioning of this mechanism. No personnel of the Company was denied access to the Audit Committee and the Board of Directors of the Company.

REMUNERATION POLICY

The Company follows a Policy on Remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination & Remuneration Committee and the Board.

The main objective of the said policy is to ensure that the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate the Directors, KMP and Senior Management employees. The remuneration involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The Nomination and Remuneration policy as approved by the Board of Directors is also uploaded on the web site of the Company's at the web link: <http://pkrgroup.in/en/invdownload.php>.

PARTICULARS OF LOANS, OR GUARANTEE OR INVESTMENTS UNDER SECTION 186

Pursuant to Section 186 of the Companies Act, 2013 and Schedule V of the Listing Regulation disclosure on particulars relating to loans, advances, guarantees and investments are provided as part of the notes to accounts of the Standalone Financial Statement.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORY OR COURTS

There are no significant and material orders passed by the Regulators/Courts/Tribunals which would impact the going concern status of the Company and its future operations.

RISK MANAGEMENT POLICY

A robust and integrated enterprises risk management framework is in existence under which the common prevailing risks in the Company are identified, the risks so identified are reviewed on periodic basis by the Company and the management's actions to mitigate the risk exposure in timely manner are assessed.

CHANGES IN THE NATURE OF BUSINESS

There have been no material changes and commitments, affecting the financial position of the Company which occurred between the end of the financial year to which the financial statements relate and the date of this report.

SUBSIDIARIES

The Company has one wholly owned subsidiary in India named as PKR Energy Limited and three subsidiaries outside India viz. Global Power and Trading (GPAT) PTE. Ltd., Singapore, Advance Power and Trading GmbH., in Germany and PKR Technologies Canada Limited, in Canada.

Pursuant to Section 129(3) of the Companies Act 2013 read with Rule 5 of the Companies (Accounts) Rules 2014, a statement containing salient features of the Financial Statements of your Company's Subsidiaries in Form AOC-1 is attached to Financial Statements.

CONTRACTS OR ARRANGEMENT WITH RELATED PARTY

The particulars of all contracts or arrangement entered with the related parties as referred to in Section 188 of the Companies Act, 2013 in the prescribed form AOC-2 is appended as Annexure "VI".

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

Information on conservation of energy, technology absorption and foreign exchange earnings and outgo required to be disclosed pursuant to section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is appended as Annexure "VII".

The Company organizes the workshops /lectures on regular basis for its employees to promote, motivate and encourage them to how conserve the energy.

GENERAL

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

1. Details relating to deposits covered under Chapter V of the Act.
2. Issue of equity shares with differential rights as to dividend, voting or otherwise.
3. Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
4. Neither the Managing Director nor the Whole-time Directors of the Company receive any remuneration or commission from any of its subsidiaries.

Your Directors further state that during the year under review, there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

MANAGEMENT 'S DISCUSSION AND ANALYSIS REPORT

The Management's Discussion and Analysis Report for the year under review, as stipulated under Regulation 34(2)(e) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 is presented in separate section forming part of the Annual Report.

ACKNOWLEDGEMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the Financial Institutions, Banks, Government Authorities, Customers, Vendors and Members during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives, staff and workers.

For and on behalf of the Board

Date: 30th May, 2019
Place: Noida

Pranav Kumar Ranade
(Chairman & Managing Director)
DIN: 00005359