AMTL
ADVANCE METERING TECHNOLOGY LTD

Corporate Office:
C-4 to C-11, Hosiery Complex
Phase-II Extension
Noida- 201305, U.P., India

Registered Office:
E-8/1, Malviya Nagar
New Delhi- 110 017
CIN # L31401DL2011PLC271394

Tel: +91 120 4531 400, 4531 401
Fax: +91 120 4531 402
Email: corporate@pkrgroup.in
Web: www.pkrgroup.in

Date: 13th August, 2026

To,

The Manager,

Corporate Relationship Department,
BSE Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai- 400001

Company Code: 534612
ISIN: INE436N01029

Sub: <u>Notice convening the 15th Annual General Meeting</u>

Dear Sir/ Madam,

Pursuant to the provisions of Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith Notice convening the 15th Annual General Meeting of the Company, scheduled to be held on **Tuesday, September 08, 2026**, at 10:30 A.M. (IST) through Video Conferencing/ Other Audio-Visual Means ("VC/ OAVM").

We request you to please take the same on record.

Thanking You,

For Advance Metering Technology Limited

Alok Kumar Pandey
Digitally signed by Alok Kumar Pandey
Date: 2026.08.13 14:12:50 +05'30'

Alok Kumar Pandey
Company Secretary & Compliance Officer
ACS: 69547

Encl.: As above

ADVANCE METERING TECHNOLOGY LIMITED
(CIN): L31401DL2011PLC271394
Regd Office: E-8/1, Near Geeta Bhawan Mandir, Malviya Nagar, New Delhi-110017
Corporate Office: C-4 to C-11, Hosiery Complex, Phase-II Extension, Noida-201305
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 15th Annual General Meeting of the Members of Advance Metering Technology Limited will be held on **Tuesday, 08th September, 2026** at 10.30 A.M through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), to transact the following business:

Ordinary Business:

1. **Adoption of Audited Financial Statements**

   a) To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.

   b) To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of Auditors thereon.

2. **Appointment of Mrs. Ameeta Ranade (DIN: 00006019) as a director, liable to retire by rotation**

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

   RESOLVED THAT pursuant to the provisions of Section 152(6) and other applicable provisions of the Companies Act 2013, Mrs. Ameeta Ranade (DIN: 00006019), who retires by rotation at this Annual General Meeting, being eligible, offers herself for re-appointment.

3. **Appointment of M/s GSA & Associates LLP, Chartered Accountants as a Statutory Auditors of the Company**

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

   "RESOLVED THAT pursuant to Section 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 ("Act") and Companies (Audit and Auditors) Rules, 2014 made thereunder and other applicable rules, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any Statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to recommendations of Audit Committee, M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No.000257N/N500339), be and are hereby appointed as the Statutory Auditors of the Company, for a period of five years commencing from the conclusion of this Annual General Meeting till the conclusion of 20th Annual General Meeting to be held in year 2031, at a remuneration as may be decided and fixed by the Board of Directors of the Company from time to time."

Special Business:

4. **Appointment of Mrs. Ameeta Ranade (DIN: 00006019) as Non-Executive Director of the Company;**

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

"RESOLVED THAT pursuant to the provisions of Section 152, 196, 197, 203, Schedule V and other applicable provision, if any, of the Companies Act, 2013 and rule made there under including any statutory modification or re-enactment thereof for the time being in force, the approval of shareholders of the Company be and is hereby accorded for the re-appointment of Mrs. Ameeta Ranade (DIN:00006019) as Non-Executive Director of the Company for a further period of 5 years w.e.f. 14^{th} August 2026 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. **<u>To Approve giving loan or guarantee or providing security under Section 185 of the Companies Act, 2013</u>**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to Section 185 and other applicable provisions if any, of the Companies Act, 2013 ("the Act") and relevant rules made thereunder including any statutory modifications or re-enactments thereof and in accordance with Memorandum and Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), approval of members of the Company be and are hereby accorded, for giving loan(s), advance(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by any entity which is a Subsidiary or Associate or Joint Venture or group entity of the Company or any other person in which any of the Directors of the Company is deemed to be interested as specified in the explanation to sub-section 2 of section 185 of the Act of an aggregate amount not exceeding Rs. 6 crore (Rupees Six Crore Only).

RESOLVED FURTHER THAT the aforementioned loan(s) and/or guarantee(s) and/or security(ies) shall only be utilized by the borrower for the purpose of its principal business activities.

RESOLVED FURTHER THAT for the purpose of giving effect to the foregoing resolution, any of the directors and the Company Secretary of the Company be and are hereby severally authorised to finalise and agree the terms and conditions of the aforesaid loan, and to take all necessary steps, to execute all such documents, deeds, instruments and writings and do all such acts, deeds and things in order to comply with all the legal and other procedural compliance including but not limited to making any filing with the banks, financial institutions and / or any statutory authorities including but not limited to jurisdictional Registrar of Companies."

6. **<u>To Approve making investments, give loans, guarantees and security in excess of limit specified under Section 186 of the Companies Act, 2013</u>**

To consider, and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and relevant rules made thereunder including any statutory modifications or re-enactments thereof and in accordance with the Memorandum and Articles of Association of the Company and based on the recommendation of the Board of Directors of the Company (hereinafter referred to as the "Board" which term shall include any Committee constituted by the board or any person(s) authorized by the Board to exercise its powers, including the powers conferred by this Resolution), approval of members of the Company be and are hereby accorded, to (a) give any loan to any person or other body corporate; (b) give any guarantee or provide security in connection with a loan to any other body corporate or person; and (c) acquire by way of subscription, purchase or otherwise, the securities of any other body corporate from time to time in one or more tranches as the Board of Directors as in their absolute discretion deem beneficial and in the interest of the Company, for an amount not exceeding Rs. 6/- crores (Rupees Six Crores Only), notwithstanding that such investments, outstanding loans given or to be given and guarantees and/or security provided may collectively exceed the limits prescribed under Section 186 of the Companies Act, 2013.

RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid resolution, the Board of the Directors of the Company be and is hereby authorized to take from time to time all decisions and such steps as may be necessary for giving loans, guarantees or providing securities or for making such investments and to give corporate guarantee and to execute such documents, deeds, writings, papers and/or agreements as may be required and do all such acts, deeds, matters and things, as it may in its absolute discretion, deem necessary or appropriate or desirable including to settle any question, difficulty or doubt that may arise in respect of such investments / loans / guarantees / securities made or given or provided by the Company (as the case may be)."

7. **To approved the Material Related Party Transactions with Industrial Solutions Corporation LLP**

To consider, and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Regulation 23(4), 2(1)(zc) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ("SEBI Listing Regulations"), Section 188 and other applicable provisions of the Companies Act, 2013 ("Act") read with Rules made thereunder, other applicable laws/statutory provisions, if any, (including any statutory modification(s) or amendment(s) or re-enactment(s) thereof, for the time being in force), the Company's Policy on Related Party Transactions, and subject to such approval(s), consent(s), permission(s) as may be necessary from time to time on basis of approval, recommendation of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company, be and is hereby accorded to enter into and / or continue the related party transaction(s) / contract(s) / arrangement(s) / agreement(s) (whether by way of an individual transaction or transactions taken together or a series of transactions or otherwise), as mentioned in detail in the Explanatory Statement annexed herewith, between the Company and **Industrial Solutions Corporation LLP**, a **Limited Liability Partnership** in which certain directors of the Company are interested as designated partners and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations and Section 2(76) of the Act, on such terms and conditions as may be mutually agreed between the Company and **Industrial Solutions Corporation LLP**, for lease advances and other related transactions for an aggregate value not exceeding Rs. 9.5 crores during the financial year 2026-27 and 2027-28.

RESOLVED FURTHER THAT the Board, be and is hereby authorised, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalising the terms and conditions, methods and modes in respect thereof and finalising and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to delegate all or any of the powers conferred on it to any Committee of Board of Directors and/or Managing/Whole-time Director(s) or any other Officer(s), Authorised Representative(s) of the Company and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or any person so authorized by the Board, in connection with any matter referred to or contemplated in any of the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.**"**

8. **To Increase the Remuneration of Managing Director of the Company within the specified limit**

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

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198, 203 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Articles of Association of the Company and subject to such approvals as may be necessary, consent of the Members be and is hereby accorded for revision of remuneration payable to Mr. Prashant Ranade (DIN: 00006024), Managing Director of the Company with effect from 01st May, 2026, notwithstanding that the Company has no profits or its profits are inadequate, for the remainder of his tenure as Managing Director on the following terms:

Proposed Remuneration:

Particulars	
Salary	Rs 3,12,500/- PM
Perquisites:	
Housing	Company Owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.
Special Allowance	Rs. 1,54,450/- per month
Gratuity	NA
Car Facility	NA
Other Allowances, benefits and perquisites	As per rules of the Company.
Employee's Contribution to Provident Fund	Rs. 1800/- per month
Medical Expenses Allowance	As per rules of the Company
Mediclaim and personal accident insurance coverage	As per rules of the Company

RESOLVED FURTHER THAT where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay the aforesaid remuneration to the Managing Director as minimum remuneration in accordance with the provisions of Schedule V to the Companies Act, 2013, as amended from time to time.

RESOLVED FURTHER THAT the Board of Directors (including the Nomination and Remuneration Committee) be and is hereby authorized to alter, vary or revise the remuneration within the overall limits approved herein and as permitted under the Companies Act, 2013 and Schedule V thereto.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things and to execute all such documents, writings and filings as may be considered necessary or expedient for giving effect to this resolution."

For and on behalf of the Board
Advance Metering Technology Limited

Sd/-
Alok Kumar Pandey
Company Secretary & Compliance Officer

Place: Noida
Date: 10.08.2026
Registered Office: E-8/1, Near Geeta Bhawan Mandir,
Malviya Nagar, New Delhi-110017

NOTES:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the Special Businesses specified above is annexed hereto. Further, additional information as required under Listing Regulations and Circulars issued thereunder are also annexed.

2. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/ CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.

3. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.

7. In compliance with the above circulars, electronic copies of the Notice of the AGM along with the Integrated Annual Report for the Financial Year 2025-26 is being sent to all the shareholders whose email addresses are registered/ available with the Company/ Depository Participants as on the cut-off date of 07th August, 2026, Friday. The Notice and complete Integrated Annual Report has also been uploaded on the website of the Company i.e. www.pkrgroup.in. Further, in terms of SEBI Listing Obligations and Disclosure Requirements (Third Amendment) Regulations, 2024 for those shareholders whose email id is not registered, a letter providing the web-link, including the exact path where complete details of the Annual Report are available, will be sent at their registered address. However, the Shareholders of the Company may request physical copy of the Notice and Integrated Annual Report from the Company by sending a request at corporate@pkrgroup.in, in case they wish to obtain the same.

8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.pkrgroup.in. The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at www.bseindia.com and the AGM

Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.

9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 05th September, 2026, Saturday (9:00 am) and ends on 07th September, 2026, Monday (5:00 pm). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 01st September, 2026, Tuesday, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 01st September, 2026, Tuesday.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. 2. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "**Beneficial Owner"** icon under **"Login"** which is available under **'IDeAS'** section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on **"Access to e-Voting"** under e-Voting services and you will be able to see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

	3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select **“Register Online for IDeAS Portal”** or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or **e-Voting service provider i.e. NSDL** and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 5. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System My easi Tab and then user your existing my easi username & password. 2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly. 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.

	4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
   Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12************** then your user ID is 12**************
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:
   a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.

   b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
   c) How to retrieve your 'initial password'?
      (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
      (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
   a) Click on "**Forgot User Details/Password**?"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
   c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
   d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to info@navneetaroracs.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.

2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, National Securities Depository Limited, 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated email ID – evoting@nsdl.com or pallavid@nsdl.com or at telephone nos.:- +91 22 24994545, +91 22 24994559, who will also address the grievances connected with voting by electronic means. Members may also write to the Company Secretary at the Company's email address corporate@pkrgroup.in.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to corporate@pkrgroup.in.

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to (corporate@pkrgroup.in). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login

method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode**.

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under **"Join meeting"** menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

5. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered email address mentioning their Name, DP ID and Client ID/ Folio Number, PAN, Mobile Number at corporate@pkrgroup.in latest by 02nd September, 2026, Wednesday. Those Members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

EXPLANATORY STATEMENT

STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("ACT")

Item No. 3

In terms of Section 139 of the Companies Act 2013 and the Companies (Audit and Auditors) Rules, 2014, made there under, the term of the present Statutory Auditors of the Company, M/s. GSA & Associates LLP, Chartered Accountants (Firm Registration No.000257N/N500339) will be expiring at the conclusion of the 15th Annual General Meeting.

The Board of Directors at their meeting held on 10th August 2026, after considering the recommendations of the Audit Committee, had recommended the re-appointment of M/s GSA & Associates LLP (FRN: 000257N/N500339), Chartered Accountant, as the Statutory Auditors of the Company for approval of the members. The proposed Auditors shall hold office for a further period of five consecutive years from the conclusion of the 15th Annual General Meeting till the conclusion of 20th Annual General Meeting.

M/s. GSA & Associates LLP, Chartered Accountant, have consented to the aforesaid appointment and confirmed that their appointment, if made, will be within the limits specified under Section 141(3)(g) of the Companies Act 2013. They have further confirmed that they are not disqualified to be appointed as the Statutory Auditors in terms of the Companies Act, 2013 and rules made there under.

Accordingly, pursuant to Section 139 of the Companies Act, 2013, approval of the members is sought for appointment of M/s. GSA & Associates LLP, Chartered Accountant as the statutory Auditors of the Company and to authorize the Board of Directors, on the recommendation of the Audit Committee, to determine the remuneration payable to them.

Disclosure pursuant to Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Proposed Fees Payable	Mutually agreed by the Board of Director and Statutory Auditor
Terms of Appointment	Five Years (Financial Year from 2026-27 to 2030-31)
Any material changes in fee payable to such auditor from that paid to the outgoing auditor along with the rationale for such change	NA
Basis of recommendation for appointment including details in relation to and credentials of proposed auditor	On the recommendation of Board of directors and Audit Committee M/s. GSA & Associates LLP, Chartered Accountant appointed as Statutory Auditor of the Company subject to approval of member by way an Ordinary Resolution.

Item No. 4

Information pursuant to regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with Secretarial Standard on General Meetings with respect to the Directors seeking appointment/re-appointment at 15th Annual General Meeting

Appointment of Mrs. Ameeta Ranade (DIN: 00006019) as Non-Executive Director of the Company;

Based on the recommendation of the Audit Committee and Nomination and Remuneration Committee, the Board of Directors ("the Board") had, at its meeting held on 10th August, 2026, approved the appointment of Mrs. Ameeta Ranade (DIN: 00006019):

a) As an Additional Director of the Company with effect from 14th August, 2026 until the date of next General Meeting or for a period of three months from the date of appointment, whichever is earlier;

b) As Non-Executive Director – designated as Chairman & Non-Executive Director, for a term of 5 (five) consecutive years effective from 14th August, 2026, subject to necessary approvals.

Accordingly, approval of the Shareholders is being sought on the terms, conditions and stipulations for the appointment of Mrs. Ameeta Ranade as a Whole-Time Director of the Company and the remuneration payable to her.

The Company has received all the statutory declarations/disclosures from Mrs. Ameeta Ranade.

Brief Profile:

Mrs. Ameeta Ranade born on 11th April, 1956, she has developed a strong academic and professional foundation that supports her leadership role.

Mrs. Ranade graduated from Lady Shriram College for Women, Delhi in 1972. She did her Master in English Honor's from Lady Shriram College for Women, Delhi in 1974.

In her role as Director, Mrs. Ameeta contributes to the company's strategic direction, operational oversight, and overall growth initiatives same as earlier. Her ability to integrate design thinking with business objectives enables her to bring a unique and valuable perspective to decision-making processes.

Known for her attention to detail and commitment to excellence, she plays a key role in driving quality, innovation, and organizational development.

Mrs. Ameeta Ranade is neither disqualified from being appointed as a Director in terms of Section 164(2) of the Act, nor debarred from holding the office of director by virtue of any SEBI order or any other such authority and has given all the necessary declarations and confirmation including his consent to be appointed on the Board of the Company.

The brief details about the proposed appointment & remuneration of Mrs. Ameeta Ranade are given herein:

Name of the Director	Mrs. Ameeta Ranade
Director Identification Number	00006019
Age	71 Years
Qualification & Experience	Mrs. Ranade graduated from Lady Shriram College for Women, Delhi in 1972. She did her Master in English Honor's from Lady Shriram College for Women, Delhi in 1974. After completing her Masters in English Honor's, she worked in All India Radio (AIR) for two years (1974-76). He has more than 35 years' experience in the electrical and engineering industry at the Management Level.
Date of Initial Appointment on the Board	13-08-2021
Terms and Conditions of Appointment/ Re-appointment	Re-appointed as Non-Executive Director of the Company for further period of 5 years w.e.f. 14.08.2026, subject to the approval of the members in forthcoming AGM of the Company. She is liable to retire by rotation as per Article of Association of the Company.
Remuneration last drawn (including sitting fees, if any)	NA
Remuneration proposed to be paid	NA
Shareholding in the Company (Equity)	19,46,392 shares
Disclosure of relationship with other Directors and Key Managerial Personnel	Mrs. Ameeta Ranade is the spouse of Late Mr. Pranav Kumar Ranade (Ex-Promoter), mother of Mr. Prashant Ranade (MD).

Number of Meetings of the Board attended during the financial year 2025-26	Four (4)
Other listed companies in which ~~he~~/she holds Directorship	NA
Other public companies in which ~~he~~/she holds Directorship	NA
Chairman/Member of Committee(s) of Board of Directors of the Company	Chairperson of the Company
Chairman/Member of the Committee(s) of Board of Directors of other listed companies in which ~~he~~/she is a director	NA

The Board recommends the resolution set out at Item No. 4 of the Notice for approval of the Members by way of a Special Resolution.

Mrs. Ameeta Ranade, being the appointee, is interested in the proposed resolution. Save and except the above, none of the Directors, Key Managerial Personnel and their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution.

ITEM NO. 5

To Approve giving loan or guarantee or providing security under Section 185 of the Companies Act, 2013

Pursuant to Section 185 of the Companies Act, 2013, the Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity (said entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, subject to approval of the shareholders by way of a Special Resolution in the General Meeting.

It is proposed to make loan(s) including loan represented by way of Book Debt to, and/or give guarantee(s) and/or provide security(ies) in connection with any loan taken/to be taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested including loan(s) including loan represented by way of Book Debt already made, and/or already provided guarantee(s) and/or provided security(ies) in connection with any loans already taken by the Subsidiary Companies or Associate or Joint Venture or group entity or any other person in whom any of the Director of the Company is deemed to be interested as specified in the explanation to Section 185(2)(b) of the Act (collectively referred to as the "Entities"), from time to time, for any purposes as may be required from time to time for its principal business activities and other matters connected and incidental thereto, within the limits as mentioned in the Item no. 5 of the Notice.

The members may note that Board of Directors would carefully evaluate the proposals and provide such loan, guarantee or security through deployment of funds out of internal resources/accruals and/or any other appropriate sources, from time to time on such terms, as agreed by the parties in the best interest of the Company and shall be used by the borrowing Company only for its principal business activities and other matters connected and incidental thereto.

The Board recommends the resolution set out at Item No. 5 of the Notice for approval of the Members by way of a Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 6

To Approve making investments, give loans, guarantees and security in excess of limit specified under Section 186 of the Companies Act, 2013

In order to make optimum use of funds available with the Company and also to achieve long term strategic and business objectives, the Board of Directors of the Company proposes to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other bodies corporate as and when required.

Members may note that pursuant to Section 186 of the Companies Act, 2013 ("Act"), the Company can give loan or give any guarantee or provide security in connection with a loan to any other body corporate or person and acquire securities of any other body corporate, in excess of 60% of its paid up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more, with the approval of Members by special resolution passed at the general meeting.

In view of the aforesaid, it is proposed to take approval under Section 186 of the Companies Act, 2013, by way of special resolution, up to a limit of Rs. 6 Crores, as proposed in the Notice. The above proposal is in the interest of the Company and the Board recommends the Resolution as set out at Item No. 6 for approval by the members of the Company as Special Resolution.

None of the Directors or Key Managerial Personnel or their relatives are in any way concerned with or interested, financially or otherwise in the said resolution except to the extent of their shareholding in the Company, if any.

ITEM NO. 7

To approved the Material Related Party Transactions with Industrial Solutions Corporation LLP

In terms of Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("SEBI Listing Regulations"), any transaction with a related party shall be considered material, if the transaction(s) entered into / to be entered into individually or taken together with the previous transaction(s) during a financial year exceeds the thresholds for material related party transactions of company and shall require prior approval of shareholders by means of an ordinary resolution.

Pursuant to Regulation 23 of SEBI Listing Regulations, where the annual consolidated turnover of a listed entity upto Rs. 20,000 crores, a related party transaction is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds 10% of the annual consolidated turnover of the listed entity. Based on the said criteria, the materiality threshold for seeking shareholders' approval for related party transactions of Industrial Solutions Corporation LLP ("LLP") is Rs. 9.5 crore. The said limit is applicable, even if the transactions are in the ordinary course of business of the Company and at an arm's length basis.

AMTL will undertake this transaction in furtherance of expansion of its business activities which will help in generating revenue and enhancing its business operations and thus, are in the interest of the Company.

The Management has placed before the Audit Committee all relevant details of the proposed related party transactions, as required under applicable laws, including material terms, rationale, justification and the basis of pricing. The Audit Committee has reviewed the certificate provided by the Managing Director and Chief Financial Officer of the Company confirming that the terms of transactions proposed to be entered into with Industrial Solutions Corporation LLP are in the interest of the Company. The members of the Audit Committee, who are independent directors, after reviewing all necessary information, accorded their approval for entering into material related party transactions with Industrial Solutions Corporation LLP for an aggregate value of up to Rs. 9.5 crore for FY 2026- 27 and 27-28 as detailed below:

Sr. No.	Nature of Transaction(s)	Amount (Rs. Crores)
1.	Lease hold Advance	6.00
2.	Trademark usage payment	0.50
3.	Rendering/ Availing of EPC Services	2.50
4.	Reimbursement/ recovery of expenses	0.50
	Total	**9.50**

The Audit Committee has noted that the proposed transactions shall be undertaken at arm's length and in the ordinary course of business of the Company.

The details of the proposed transactions with Industrial Solutions Corporation LLP being a related party of the Company, including the information pursuant to the Industry Standards on "Minimum information to be provided to the Audit Committee and Shareholders for approval of related party transactions" read with the SEBI Master Circular dated July 11, 2023, as amended from time to time and applicable provisions of the Companies Act, 2013, if any, while seeking prior approval of the proposed Related Party Transactions ("RPT(s)"), are provided below:

S. No.	Description	Details
A	**Details of the related party and transactions with the related party**	
A(1)	**Basic details of the related party**	
1.	Name of the related party	Industrial Solutions Corporation LLP ['ISCL']
2.	Country of incorporation of the related party	India
3.	Nature of business of the related party	ISCL has engaged in the business of Building Construction, Architect Services and other electronics equipment trading and manufacturing.
A(2)	**Relationship and ownership of the related party**	
1.	Relationship between the listed entity and the related party including nature of its concern or interest (financial or otherwise).	Industrial Solutions Corporation LLP, a body corporate, is a Limited Liability Partnership registered under the Limited Liability Partnership Act, 2008, wherein Mr. Prashant Ranade, Managing Director of the listed entity, is a Designated Partner holding 50 % share of profits, and along with his spouse Mrs. Natasha Tara Ranade.
2.	Shareholding of the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~, whether direct or indirect, in the related party.	The listed entity does not have any direct shareholding or capital contribution in the related party. However, the Managing Director of the listed entity holds 50% capital contribution, and his spouse holds remaining 50% capital contribution and is also a Designated Partner in the related party.
3.	Where the related party is a partnership firm or a sole proprietorship concern or a body corporate without share capital, then capital contribution, if any, made by the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary)~~.	Not Applicable
4.	Shareholding of the related party, whether direct or indirect, in the listed entity/ ~~subsidiary (in case of transaction involving the subsidiary).~~	The related party does not hold any direct shareholding in the listed entity. However, the Designated Partner of the related party, along with his relative, is a promoter of the listed entity and collectively holds 63.55% of the equity share capital of the listed entity.
A (3)	**Details of previous transactions with the related party - Industrial Solutions Corporation LLP**	

<table>
<tr><td rowspan="3">1.</td><td colspan="2">Total amount of all the transactions undertaken by the listed entity or subsidiary with the related party during the last financial year.</td></tr>
<tr><td>Nature of Transaction for FY 2025-26</td><td>Amount (Rs. Lakhs)</td></tr>
<tr><td>1. Trade mark Usages Charges
2. Leasing of Premises
3. Rendering of services
Total</td><td>20.00
65.00
10.00
95.00</td></tr>
<tr><td>2.</td><td>Total amount of all the transactions undertaken by the listed entity ~~or subsidiary~~ with the related party in the current financial year up to the quarter immediately preceding the quarter in which the approval is sought.</td><td>95 Lakhs</td></tr>
<tr><td>3.</td><td>Any default, if any, made by a related party concerning any obligation undertaken by it under a transaction or arrangement entered into with the listed entity or its subsidiary during the last financial year.</td><td>Not Applicable</td></tr>
<tr><td>A (4)</td><td colspan="2">Amount of the proposed transactions (All types of transactions taken together)</td></tr>
<tr><td>1.</td><td>Amount of the proposed transactions being placed for approval in the meeting of the Audit Committee/ shareholders.</td><td><table>
<tr><td>Sr. No.</td><td>Nature of Transaction</td><td>Amount (Rs. Crores)</td></tr>
<tr><td>1.</td><td>Lease hold Advance</td><td>6.00</td></tr>
<tr><td>2.</td><td>Trademark usage payment</td><td>0.50</td></tr>
<tr><td>3.</td><td>Rendering/ Availing of EPC Services</td><td>2.50</td></tr>
<tr><td>4.</td><td>Reimbursement/ recovery of expenses</td><td>0.50</td></tr>
<tr><td></td><td>Total</td><td>9.50</td></tr>
</table></td></tr>
<tr><td>2.</td><td>Whether the proposed transactions taken together with the transactions undertaken with the related party during the current financial year would render the proposed transaction a material RPT?</td><td>Yes</td></tr>
<tr><td>3.</td><td>Value of the proposed transactions as a percentage of the listed entity's annual consolidated turnover for the immediately preceding financial year (i.e. audited consolidated turnover for the FY ended 31.03.2025)</td><td>Approx. 61.07%</td></tr>
<tr><td>4.</td><td>Value of the proposed transactions as a percentage of subsidiary's annual standalone turnover for the immediately preceding financial year (in case of a transaction involving the subsidiary and where the listed entity is not a party to the transaction)</td><td>Not Applicable</td></tr>
<tr><td>5.</td><td>Value of the proposed transactions as a percentage of the related party's annual consolidated turnover (if consolidated</td><td>1370.65%</td></tr>
</table>

<table>
<tr><td></td><td>turnover is not available, calculation to be made on standalone turnover of related party) for the immediately preceding financial year, if available.</td><td></td></tr>
<tr><td>6.</td><td colspan="2">Financial performance of the related party for the immediately preceding financial year: (Industrial Solutions Corporation LLP)</td></tr>
<tr><td></td><td>Particulars</td><td>Financial year 2024-25 (in Rs. lakhs) (As per LLP Balance sheet filed with the concerned ROC)</td></tr>
<tr><td></td><td>Turnover</td><td>69.31</td></tr>
<tr><td></td><td>Profit after Tax</td><td>23.00</td></tr>
<tr><td></td><td>Net Worth</td><td>24.47</td></tr>
<tr><td>A (5)</td><td colspan="2">Basic details of the proposed transaction</td></tr>
<tr><td>1.</td><td>Specific type of the proposed transaction (e.g. sale of goods/services, purchase of goods/services, giving loan, borrowing etc.)</td><td><table><tr><td>Sr. No.</td><td>Nature of Transaction</td><td>Amount (Rs. Crores)</td></tr><tr><td>1.</td><td>Lease hold Advance</td><td>6.00</td></tr><tr><td>2.</td><td>Trademark usage payment</td><td>0.50</td></tr><tr><td>3.</td><td>Rendering/ Availing of EPC Services</td><td>2.50</td></tr><tr><td>4.</td><td>Reimbursement/ recovery of expenses</td><td>0.50</td></tr><tr><td></td><td>Total</td><td>9.50</td></tr></table></td></tr>
<tr><td>2.</td><td>Details of each type of the proposed transaction</td><td>The Proposed transactions between AMTL and ISCL involves providing a lease hold advance, Trademark uses payment, Rendering/ availing of EPC Services Reimbursement/ recovery of Expenses.
AMTL provide lease hold advance to ISCL for the lay out, design, interior of the factory building as per the specifications and requirement of AMTL and the said premise shall be taken on lease for a period of 9 years and Lease hold advance shall be adjusted with concessional/reduced Annual Rental Payment in comparison to the current rental payment. This arrangement is expected to result in savings of approximately Rs. 30 Lakhs /- per annum in rental expenses, thereby reducing the Company’s future rental outflow.
AMTL will pay the Trademark Usage payment to ISCL on yearly basis, which shall be included in the total transaction amount.
Company will enter into transactions of rendering of EPC and other related services with ISCL in the process of premise constructions, and in this arrangement the revenue and profit of AMTL expected to be increased in the FY 2026-27.</td></tr>
</table>

3.	Tenure of the proposed transaction (tenure in number of years or months to be specified)	The transaction is proposed to be executed from financial year FY27 to FY28 and as per the other terms and condition of the agreements executed/ to be executed between the parties.
4.	Whether omnibus approval is being sought?	Yes
5.	Value of the proposed transaction during a financial year. If the proposed transaction will be executed over more than one financial year, provide estimated break-up financial year-wise.	Aggregate value of transactions for FY 2026-27 and 27-28 is ₹ 9.50 crores.
6.	Justification as to why the RPTs proposed to be entered into are in the interest of the listed entity	Refer to background, details and benefit of the transaction captured above. The proposed Related Party Transaction is in the interest of the listed entity as it enables the Company to secure premises for its office operations on a long-term basis, thereby ensuring operational stability and continuity. The arrangement involves payment of a lease advance for a period of 9 years, which is expected to result in substantial savings in monthly rental expenses, leading to a reduction in the overall cost burden of the Company in the long run. Further, AMTL will pay the Trademark Usage payment to ISCL on yearly basis, which shall be included in the total transaction amount. Company will enter into transactions of rendering of EPC and other related services with ISCL in the process of premise constructions, and in this arrangement the revenue and profit of AMTL expected to be increased in the FY 2026-27. Further, the transaction is proposed to be undertaken at terms that are fair, reasonable, and aligned with prevailing market conditions and on an arm length. The proposed arrangement is expected to optimize resource utilization, improve financial efficiency, and support the long-term business objectives of the Company. Accordingly, the transaction is considered to be in the best interest of the Company and its members.
7.	Details of the promoter(s)/ director(s) / key managerial personnel of the listed entity who have interest in the transaction, whether directly or indirectly.	
	a. Name of the director / KMP	Mr. Prashant Ranade, Managing Director of the Company, is a Designated Partner of Industrial Solutions Corporation LLP
	b. Shareholding of the director / KMP, whether direct or indirect, in the related party	Mr. Prashant Ranade, Managing Director of the Company holds 50% Capital contribution in the

		Industrial Solutions Corporation LLP.
8.	A copy of the valuation or other external party report, if any, shall be placed before the Audit Committee	Not Applicable
9.	Other information relevant for decision making.	All relevant information forms a part of this disclosure setting out requisite facts.
B.	**Additional Information:**	
B(1)	**Disclosure only in case of transactions relating to sale, purchase or supply of goods or services or any other similar business transaction and trade advances**	
1.	Bidding or other process, if any, applied for choosing a party for sale, purchase or supply of goods or services.	For rendering / availing Project management services transactions will be entered based as per market prices. Further, where market price is not available alternative method such as cost + mark-up, comparable price, profitability earned from RP transactions, vis-a- vis profitability earned by third party comparable companies is considered. Leasing transactions will be as per leasing agreements with third party by AMTL on similar terms and conditions as that of Related Party or any third party or on valuation reports from certified valuer. Reimbursement/Recovery transactions will be based on back-to back pricing charged by the third-party vendors to Related Parties.
2.	Basis of determination of price	
3.	In case of Trade advance (of upto 365 days or such period for which such advances are extended as per normal trade practice), if any, proposed to be extended to the related party in relation to the transaction, specify the following:	
	Amount of Trade Advance	Not Applicable.
	Tenure	
	Whether same is self-liquidating?	
B(2).	**Disclosure *only* in case of transactions relating to loans and advances (other than trade advances) or inter-corporate deposits given by the listed entity**	
1.	Source of funds in connection with the proposed transaction.	The funds will be sourced from its internal accrual.
2.	Where any financial indebtedness is incurred to give ~~loan, inter-corporate deposit or~~ advance, specify the following:	***No financial indebtedness has been incurred at present for the purpose of extending advance to related party.*** In the event such indebtedness is considered in the future, the nature, cost of funds, and tenure will be determined based on prevailing market conditions, internal financial policies, and applicable regulatory guidelines. The transaction will be assessed on arm's length principles to ensure fairness and compliance.
	a. Nature of indebtedness	Not Applicable

	b. Total cost of borrowing	Not Applicable
	c. Tenure	Not Applicable
	d. Other details	Not Applicable
3.	Rate of interest at which the listed entity or its subsidiary is borrowing from its bankers/ other lenders.	Not Applicable
4.	Proposed interest rate to be charged by listed entity or its subsidiary from the related party.	The same shall be in line with the prevailing bank rates or as may be determined at the time of execution of the lease agreement, in accordance with the guidance provided under the RPT framework approved by the Audit Committee, as the case may be.
5.	Maturity / due date	The transaction shall have a pre-defined tenure with clearly specified maturity/due dates, aligned with the nature and purpose of the transaction and in accordance with the lease agreement proposed to be executed.
6.	Repayment schedule & terms	As per lease agreement proposed to be executed, this is in the best interest of the company and its shareholders.
7.	Whether secured or unsecured?	Unsecured
8.	If secured, the nature of security & security coverage ratio	Not Applicable
9.	The purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the transaction.	The funds will be utilized for its principal business need.
B(7)	**Disclosure *only* in case of transactions relating to payment of royalty**	
1.	Purpose for which royalty is proposed to be paid to the related party in the current financial year.	
	a) For use of brand name / trademark	*100%*
	b) For transfer of technology know-how	*Not Applicable*
	c) For professional fee, corporate management fee or any other fee	*Not Applicable*
	d) Any other use (specify)	*Not Applicable*
2.	The listed entity may confirm whether the parent company charges royalty at a uniform rate from all group companies in other jurisdiction.	*Not Applicable*

	If No, furnish information below. If royalty is paid to the parent company, disclose royalty received by the parent company from group entities in other jurisdiction: • Minimum rate of royalty charged along with corresponding absolute amount • Maximum rate of royalty charged along with corresponding absolute amount	
3.	Sunset Clause for Royalty payment, if any.	*NA*
C.	**Details of material transactions with the related party**	
C(1).	**Disclosure of Transactions relating to any loans and advances (other than trade advance) or inter-corporate deposits given by the listed entity or its subsidiary**	
1.	Latest credit rating of the related party	Not Applicable
2.	Default on borrowings, ***if any***, over the last three financial years, by the related party from the listed entity or any other person and value of subsisting default.	None
	a. Whether the account of the related party has been classified as a non-performing asset (NPA) by any of its bankers and whether such status is currently subsisting;	Not Applicable
	b. Whether the related party has been declared a "wilful defaulter" by any of its bankers and whether such status is currently subsisting;	Not Applicable
	c. Whether the related party is undergoing or facing any application for commencement of an insolvency resolution process or liquidation;	Not Applicable
	d. Whether the related party, not being an MSME, suffers from any of the disqualifications specified under Section 29A of the Insolvency and Bankruptcy Code, 2016.	Not Applicable
	Past default from FY23 to FY25	Not applicable

Mr. Prashant Ranade, being a Managing Director and Mrs. Natasha Tara Ranade, Director on the Board of the Company as well as on the position of Designated Partner of Industrial Solutions Corporation LLP and Mrs. Ameeta Ranade, Director of the Company and its relatives is deemed to be interested in the above resolution. None of the other Directors and/ or Key Managerial Personnel of the Company and/ or their respective relatives, other than to the extent of their shareholding in the Company and / or Industrial Solutions Corporation LLP, are concerned or interested either directly or indirectly, in the Resolution mentioned at Item No.7 of the Notice.

Basis the consideration and approval of the Audit Committee, the Board recommends the Ordinary Resolution at Item No. 7 of the accompanying Notice, for approval of the Members of the Company.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolution under Item No. 7.

ITEM NO. 8

Increase in the Remuneration of Managing Director [Mr. Prashant Ranade (DIN: 00006024)] of the Company within the specified limit

The Members are informed that Mr. Prashant Ranade (DIN: 00006024) was appointed as the Managing Director of the Company for a period of 5 years with effect from 12-05-2023, on the terms and conditions approved by the Board of Directors and the Members of the Company.

In view of the increased responsibilities entrusted to Mr. Prashant Ranade, his continued contribution to the growth and operations of the Company and considering the overall business requirements of the Company, the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee, at its meeting held on 10-08-2026, has approved the proposal for revision/increase in the remuneration payable to Mr. Prashant Ranade, subject to the approval of the Members.

The proposed revision in remuneration is considered appropriate having regard to the responsibilities, duties and performance of Mr. Prashant Ranade and the prevailing remuneration structure for managerial personnel.

Accordingly, approval of the Members is sought for payment of the revised remuneration to Mr. Prashant Ranade for the remaining period of his existing tenure as Managing Director, with effect from 01st May, 2026.

The following detailed information as per Part- II of Schedule V of the Companies Act, 2013 is as follows:

I. General information:	
(1) Nature of industry	The Company operates principally in the business verticals of Manufacturing and trading of Electric Meters and related accessories, Generation of renewal power energy.
(2) Date or expected date of Commencement of commercial production	The Company is already in existence, doing commercial operations since the year 2011. The Company had been granted Certificate of Commencement on 14th September, 2011.
(3) In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable as the Company is already in existence and operating since the year 2011.
4) Financial performance based on given indicators	(see tables below)

STANDALONE BASIS [In Lacs]

PARTICULARS	FY 2023-24	FY 2024-25	FY 2025-26
Total Income	2251.37	1668.45	1993.05
Earnings before Interest, Depreciation and Tax and exceptional items	(176.47)	(936.76)	(1021.78)
Profit before Tax exceptional items	(176.47)	(936.76)	(1021.78)
Total Profit before Tax after exceptional items	(176.47)	(936.76)	(1021.78)
Total Profit after Tax	(176.47)	(936.76)	(1021.78)
Total Comprehensive Income	(1.71)	(3.85)	2.59

CONSOLIDATED BASIS [In Lacs]

PARTICULARS	FY 2023-24	FY 2024-25	FY 2025-26

	Total Income	2398.92	1809.34	1993.07
	Interest, Depreciation and Tax and exceptional items	(201.22)	(930.18)	(1007.16)
	Profit before Tax and after exceptional items	(201.22)	(930.18)	(1007.16)
	Total Profit before tax and exceptional Items	(201.22)	(930.18)	(1007.16)
	Total Profit after Tax	(201.22)	(930.18)	(1007.16)
	Total Comprehensive Income	(204.17)	(204.17)	(1019.64)
(5) Foreign investments collaborations, if any. or	The share capital of the Company has a fractional shareholding (0.32%) by NRI shareholders as on 31.03.2026.			

<table>
<tr><th colspan="2">II. Information about the Managing Director:</th></tr>
<tr><td>(1) Background details</td><td>Mr. Prashant Ranade is 46 years of age and he has 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 product. He has over 25 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives. As a Managing Director, he leads all the departments and activities of the Company. As such, Board is of the opinion that he will provide useful value addition to the decision making process of the Board and under his leadership, Direction and guidance the Company will reach new heights of success.</td></tr>
<tr><td>(2) Past remuneration</td><td>His remuneration during FY 2025-26 is as follows:

<table>
<tr><th>Particulars</th><th></th></tr>
<tr><td>Salary</td><td>Rs 3,00,000/- PM</td></tr>
<tr><td colspan="2">Perquisites:</td></tr>
<tr><td>Housing</td><td>Company Owned/ hired / leased accommodation or House Rent Allowance @ 50% of the basic salary in lieu of company provided accommodation.</td></tr>
<tr><td>Medical Expenses Allowance</td><td>One month's basic salary per annum</td></tr>
<tr><td>Mediclaim and personal accident insurance coverage</td><td>As per rules of the Company</td></tr>
<tr><td>Special Allowance</td><td>One month's basic salary per annum</td></tr>
<tr><td>Gratuity</td><td>As per Payment of Gratuity Act, 1972.</td></tr>
<tr><td>Car Facility</td><td>Company Maintained Car with Driver</td></tr>
<tr><td>Other Allowances, benefits and perquisites</td><td>As per rules of the Company.</td></tr>
</table>

Total Annual Remuneration paid to him for the FY 2025-26 is Rs. 55,32,000/-.

The Board of Directors increased his monthly salary to Rs. 1,64,000- per month w.e.f. 01.05.2026.</td></tr>
<tr><td>(3) Recognition or awards</td><td>Nil</td></tr>
<tr><td>(4) Job profile and his suitability</td><td>Mr. Prashant Ranade is associated with the Company since the date of its Incorporation. He leads all the departments and activities of the Company as Executive Director of the Company.

Mr. Prashant Ranade has over 25 years of diverse experience and has demonstrated his leadership skills, tact and initiative in conjunction with the company's goals & objectives.

Keeping in view his excellent performance and contribution towards every sphere of the business of the Company and his valuable experience and on the recommendation of Nomination and Remuneration Committee and on the recommendation of Audit Committee, the Board of Directors of the Company in its meeting held on 10-08-2026 had approved the revised remuneration as specified in Special Resolution set out at Item No. 8 of the Notice of AGM.

The Board of Directors are of unanimous view that under his leadership, direction and guidance, the Company will reach new heights of success.</td></tr>
<tr><td>(5) Remuneration proposed</td><td>The Remuneration proposed to be paid to Mr. Prashant Ranade is as per the details set out in the Special Resolution at Item No. 8 of the Notice.</td></tr>
<tr><td>(6) 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)</td><td>There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Keeping in view the type /trends in the industry, size of the Company, the profile and responsibilities shouldered by Mr. Prashant Ranade, the Board believes that the remuneration proposed to be paid to him as</td></tr>
</table>

	Managing Director is appropriate and commensurate with his profile and is comparable with the industry standards. Further the remuneration proposed to be paid to him is in accordance with the Nomination and Remuneration Policy of the Company and as per the approval and recommendation of Nomination and Remuneration Committee of the Board.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel or other Director, if any.	**Mr. Prashant Ranade's pecuniary relationship with the Company** during the FY 2025-26 is only due to the payment of Remuneration only. He holds 13,12,158 (8.17%) Equity shares in his name in the Share Capital of the Company as on 31.03.2026. His is the Son of Late Mr. P K Ranade, Ex-Chairman and Executive Director and Mrs. Ameeta Ranade, Non-Executive Director and Spouse of Mrs. Natasha Tara Ranade Executive Director of the Company. He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
III. Other information:	
(1) Reasons of loss inadequate profits	The Company has been a consistent performer for the last almost two decades. Since previous few financial years, the Company reported a loss/inadequate profit primarily due to challenging business and market conditions, increased operating and administrative expenses, and lower margins in certain business segments. The Company also incurred expenditure towards business development, operational activities, high running and maintenance cost of wind power plants and other overheads, which adversely affected the overall profitability of the Company.
(2) Steps taken or proposed to be taken for improvement	The Company is fully geared to increase its revenues and to decrease its costs, thereby leading to improved performance in terms of profitability. Further, the management of the company continuously exploring the new business segments, new ideas and other verticals, which will boost the revenues of the Company.
(3) Expected increase	The objective and focus of the Board of Directors is to take the Company to further heights in the Smart Meters and other related divisions along with the new renewal energy segments. Towards this end, the company has already put in place the required roadmap and in the backdrop of the re-engineered business model, rationalization of the work force and adjustment in the branch network, it is hoped to increase the productivity and hence to increase the profitability in the upcoming 2-3 years.

Interest of Directors and Promoters:

None of the Directors, Key Managerial Personnel (KMPs), or their relatives are concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the Special Resolution for the approval of the shareholders.