

Notice

Notice is hereby given that annual general meeting of Empower India Limited will be held on 27th day of September, 2016 at 09.30 a.m. at 25/25A, IInd floor, 327, Nawab Bldg., D. N. Road, Opp. Thomas Cook, Mumbai - 400001 to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and adopt:

- φ The audited standalone financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors thereon; and
- φ The audited consolidated financial statements of the Company for the financial year ended March 31, 2016, and the report of Auditors thereon.

2. Re-appointment of directors liable to retire by rotation:

To appoint a director in place of Mr. Kiran Thakore the Non executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

3. Ratification of appointment of statutory auditor:

To consider the ratification of M/s **Agarwal Desai & Shah**, chartered accountants as statutory auditors of the Company.

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s **Agarwal Desai & Shah**, Chartered Accountants, (Firm Registration No.124850W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company i.e. for the financial year 2016-17 ."

SPECIAL BUSINESS:

4. Approval to deliver document through a particular mode as may be sought by the member:

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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there

under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

5. Appointment of Mrs. Rekha Anil Bahadurlama as a Non Executive Director:

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

"**RESOLVED THAT** Mrs. Rekha Anil Bahadurlama pursuant to the provisions of Section 152 of the Companies Act, 2013, the Companies (Appointment and qualification of Directors) Rules 2014, (including any statutory modification(s) or reenactments(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of a Director, be and is hereby appointed as a Non Executive Non Independent Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT the board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this resolution."

For Empower India Limited

Sd/-

Vinod Shinde

Chairman and CEO

DIN: 02585889

Date: August 30, 2016

Place: Mumbai

NOTES:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company will remain closed from **September 21, 2016 to September 27, 2016** (both days inclusive).
4. Members holding shares in DEMAT form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to **M/s. Purva Sharegistry (India) Private Limited** / Secretarial Department of the Company immediately.
5. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company. Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent
6. Pursuant to section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Obligation & Disclosure Requirements, 2015, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of Beneficial Owners as on **September 20, 2016**, are entitled to vote on the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at **9.00 a.m. on September 24, 2016** and will end at **5.00 p.m. on September 26, 2016**. The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed **M/s. Mayank Arora & Co.**, Practicing Company Secretary, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The members

desiring to vote through remote e-voting are requested to refer the detailed procedure given hereinafter.

PROCEDURE FOR REMOTE E-VOTING:

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are under:
 - a. **In case of Members receiving an e-mail from NSDL:**
 - i. Open the PDF file 'EIL remote e-Voting.pdf' attached to the email, using your client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the password provided in PDF is an 'Initial Password'.
 - ii. Launch in internet browser and open URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder - Login.
 - iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
 - v. Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
 - vi. Home page of e-voting will open. Click on e-voting- Active Voting Cycles.
 - vii. Select 'EVEN' of Empower India Limited.
 - viii. Now you are ready for e-voting as 'Cast Vote' page opens.
 - ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
 - x. Upon confirmation the message 'Vote cast successfully' will be displayed.
 - xi. Once you have confirmed your vote on the resolution, you cannot modify your vote.
 - xii. 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, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an email at pcsmayank@gmail.com with a copy marked to evoting@nsdl.co.in.
 - b. **In case of shareholders receiving physical copy of the Notice of AGM and Attendance Slip**
 - i. Initial Password is provided, as follows, at the bottom of the Attendance Slip:

EVEN (E-Voting Event Number)	USER ID	PASSWORD

- ii. Please follow all steps from Sr. No. i to Sr. no. xii mentioned above, to cast vote.
- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website <https://evoting.nsdl.com>
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on **September 20, 2016**, being the cutoff date. Members are eligible to cast vote electronically only if they are holding shares on that date.
- IV. Members who have acquired shares after the dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. **September 20, 2016**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or info@empowerindia.in
- However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password' option available on www.evoting.nsdl.com or contact NSDL at the following toll free no. 1800-222-990.
- V. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.
7. In case of joint holders attending the meeting, only such joint holder, who is higher in the order of names, will be entitled to vote at the meeting.
8. Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
9. Members are requested to note that as per section 205A of the Companies Act, 1956, dividends not encashed /claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.
10. Members are requested to contact **M/s. Purva Sharegistry (India) Private Limited / Secretarial Department** of the Company for encashing the unclaimed dividends standing to the credit of their account.
11. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares

in DEMAT form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to **M/s.PurvaSharegistry (India) Private Limited / Secretarial Department of the Company.**

12. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and had it over at the Registration Counter at the venue.
13. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.
14. The Chairman of the meeting shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of the scrutinizer, by use of "e-voting" or "Ballot Paper" or "Polling Paper" for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
15. The Scrutinizer shall after the conclusion of the voting at the AGM first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman of the meeting or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
16. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company www.empowerindia.in and on the website of NSDL immediately after the declaration of result by the Chairman of the meeting or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges

For Empower India Limited

Sd/-

Vinod Shinde

Chairman and CEO

DIN: 02585889

Date: August 30, 2016

Place: Mumbai

EXPLANATORY STATEMENT:

PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

ITEM NO. 4:

As per the provisions of section 20 of the Companies Act, 2013 a document may be served on any member by sending it to him by Post or by Registered post or by Speed post or by Courier or by delivering at his office or address or by such electronic or other mode as may be prescribed. It further provides that a member can request for delivery of any document to him through a particular mode for which he shall pay such fees as may be determined by the company in its Annual General Meeting. Therefore, to enable the members to avail of this facility, it is necessary for the Company to determine the fees to be charged for delivery of a document in a particular mode, as mentioned in the resolution. Since the cost of providing documents may vary according to the mode of service, weight and its destination etc., therefore it is proposed that actual expense borne by the Company for such dispatch will be paid in advance by the member to the company

Since the Companies Act, 2013 requires the fees to be determined in the Annual General Meeting the Directors accordingly commend the Ordinary Resolution at item no. 4 of the accompanying notice, for the approval of the members of the Company.

None of the Directors and/or Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at item no.4 of the accompanying Notice.

ITEM NO. 5:

The Company has received from Mrs. Rekha Anil Bahadurlama

- φ Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014.
- φ Intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules 2014 to the effect that he is not disqualified under sub section (2) of the Section 164 of the Companies Act, 2013.

Mrs. Rekha Anil Bahadurlama holds a Bachelor's degree in Commerce. She is an excellent analyst and has a good command over the subject knowledge. She has a good exposure in the field of Marketing and worked in several industry of repute. Her experience in developing innovative marketing plans and programs will be a great benefit to the company at a larger interest.

Mrs. Bahadurlama is interested in this resolution to the extent of her appointment as Director of the Company. No other Director of the Company, Key Managerial Personnel or their relatives respectively is in any way concerned or interested in the proposed resolution.

ANNEXURE TO THE NOTICE

(Pursuant to Regulation 36 of the Listing Obligation Disclosure Requirements)

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting:

Name of the Director	Mr. Kiran Dilip Thakore	Mrs. Rekha Anil Bahadurlama
DIN	03140791	07594472
Date of Birth	04/05/1957	01/06/1978
Date of Appointment	30/09/2013	Not Applicable
Expertise in Special Functional Areas	Operations	Marketing
Directorships held in other Public Limited companies#	Shreekrishna Biotech Limited	None
Number of shares held in the Company	Nil	Nil
Inter se Relationship with the Board	None	None

#excluding private, foreign companies and Section 8 Companies

For Empower India Limited

Date : August 30, 2016
Place: Mumbai

Sd/-
Vinod Shinde
Chairman and CEO
DIN: 02585889

ATTENDANCE SLIP

EMPOWER INDIA LIMITED

(CIN: L51900MH1981PLC023931)

Regd. Off.: 25/25A, 2ndFloor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

Phone: 022- 22045055, 22045044, Email: info@empowerindia.in; Web: www.empowerindia.in

DP ID No.*:	Folio. No.:
Client ID No.*:	No. of Shares held:

*Applicable for investors holding shares in electronic form

Name and address of the Shareholder(s)/Proxy holder:

I / We hereby record my/our presence at the 34th Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016 at 9.30 a.m., at 25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

Member's / Proxy's
Signature

Note:

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

PROXY FORM

EMPOWER INDIA LIMITED

(CIN: L51900MH1981PLC023931)

Regd. Off.: 25/25A, 2ndFloor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

Phone: 022- 22045055, 22045044, Email: info@empowerindia.in; Web: www.empowerindia.in

Name of the Member(s):		
Registered Address:		
Folio No./Client Id:		DP Id :

I/We, being the member(s) of _____ shares of Empower India Limited, hereby appoint:

1. Name _____
Signature _____ or failing him;

2. Name _____
Signature _____ or failing him;

3. Name _____
Signature _____;

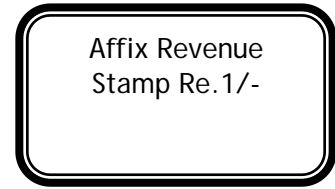
As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Tuesday, 27th September, 2016, at 9.30 a.m. at 25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001, and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	List of Resolutions	For	Against
ORDINARY BUSINESS:			
1	To receive, consider and adopt the audited Standalone as well as Consolidated financial statements for the Financial Year ended March 31, 2016 and the Reports of the Directors and Auditors thereon.		
2	To appoint a Director in place of Mr.KiranDilipThakore, who retires by rotation and being eligible offers himself for re-appointment.		
3	Ratification of appointment of Statutory Auditor.		
SPECIAL BUSINESS			
4	Approval to deliver document through a particular mode as may be sought by the member.		
5	Appointment of Mrs. Rekha Anil Bahadurlama as a Non Executive Director.		

Signed this _____ day of _____, 2016

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____



Note:

Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

AGM INFORMATION

Date : September 27, 2016
Day : Tuesday
Time : 9.30 a.m.
Address : #25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai - 40001.
Land Mark : Thomas Cook & Siddharth College