

# *NOTICE*

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Notice is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of **EMPOWER INDIA LIMITED** (*formerly known as Empower Industries India Limited*) will be held at the Registered Office of the Company situated at 25/25A, II<sup>nd</sup> Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001 on **Monday, 30<sup>th</sup> September, 2013** at 9.00 a.m. to transact the following business items:

## **ORDINARY BUSINESS:**

1. To adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a director in place of **Mr. Rajgopalan Iyengar**, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a director in place of **Mr. Mangesh Gurav**, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of **Mr. Nikhil Pednekar**, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditor's and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

**"RESOLVED THAT** M/s. Agarwal Desai & Shah, Chartered Accountants, Mumbai, bearing ICAI Registration No. 124850W, the Retiring Auditor's of the Company, be and are hereby re-appointed as the Statutory Auditor's of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, to audit the Accounts of the Company for the Financial year 2013- 2014, including audit of Cash Flow Statements, on a remuneration to be mutually decided upon between the Auditor and the Board of Directors of the Company from time to time.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution”.

**SPECIAL BUSINESS:**

6. To consider and, if thought fit, to pass with or without modifications, the following resolution as an **Ordinary Resolution:**

“**RESOLVED THAT Mr. Ninad Deshmukh**, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice proposing his candidature for the office of a Director, be and is hereby appointed as a Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

7. To consider and , if thought fit to pass with or modification, the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act and Article 169 of Article of Association of the Company, **Mr. Kiran Thakkor** be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

8. To consider and , if thought fit to pass with or modification, the following resolutions as an **Ordinary Resolution**:

**“RESOLVED THAT** pursuant to the applicable provisions of Companies Act and Article 169 of Article of Association of the Company, **Mr. Vinod Shinde** be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

**Date:** 4<sup>th</sup> September, 2013

**Place:** Mumbai.

**By Order of the Board  
For Empower India Limited**

**Sd/-**

**Rajgopalan Iyengar  
Chairman**

**Notes:**

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts are annexed hereto.
2. Any member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A proxy, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A form for appointment of proxy is hereby enclosed.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 25<sup>th</sup> September, 2013 to 27<sup>th</sup> September, 2013 (Both days inclusive).
5. **The members are requested to:**
  - a. Intimate to the Company's Registrars and Share Transfer Agents, **M/s. Purva Share Registry India Private Limited** (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their Registered address, Bank account number / details etc. at an early date, quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
  - b. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the Registered Office Address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
7. Members / beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all their correspondences with the Company.
8. 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.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.**

**Item No. 6:**

Mr. Ninad Deshmukh was appointed as an Additional Director by the Board of Directors w.e.f. 5<sup>th</sup> February, 2013 in accordance with the provisions of Section 260 of the Companies Act, 1956.

Pursuant to Section 260 of the Companies Act, 1956 Mr. Ninad Deshmukh holds office up to the date of this ensuing Annual General Meeting. The Company has, in accordance with the applicable provisions of Companies Act and all other applicable provisions of the Companies Act, 1956, received a notice in writing from the aforesaid director proposing his candidature for appointment as Director of the Company.

Your Directors recommend the passing of the resolution for your approval.

**Item No. 7:**

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Kiran Thakkor** signifying his intention to be appointed as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

**Item No. 8:**

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Vinod Shinde** signifying his intention to appoint as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

**By Order of the Board  
For Empower India Limited**

**Sd/-**

**Rajgopalan Iyengar  
Chairman**

**Date:** 4<sup>th</sup> September, 2013.

**Place:** Mumbai.