

Empower India Limited

CIN: L51900MH1981PLC023931

Registered Office: 25/25A, 2nd Floor, Nawab Building, D.N. Road, Fort, Mumbai- 40001.

Phone: +91- 22045055, 22045044, **Email :** info@empowerindia.in

NOTICE:

Notice is hereby given that the Thirty Second Annual General Meeting of Empower India Limited is scheduled to be held on Tuesday, September 30, 2014 at the Registered Office of the Company situated at 25/25A, 2nd Floor, Nawab building, 327, D.N. Road, Fort, Mumbai- 400001 at 09:30 a.m. to transact the following businesses:

Ordinary Business:

1. To receive, consider and adopt the Audited Statement of Profit and Loss for the year ended March 31, 2014 and the Balance Sheet as at that date, together with the reports of the Directors and the Auditors thereon.
2. To appoint director in place of Mr. Vinod Shinde, (DIN: 02585889) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration.

Special Business:

4. Appointment of Mr. Kiran Thakore as Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with Schedule IV to the Act, as amended from time to time, Mr. Kiran Thakore, (DIN: 03140791) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from October 01, 2014 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the former appointment of Mr. Kiran Thakore as a Non-Executive Independent Director under the provisions of the Companies Act, 1956 liable to retire by rotation, shall be deemed to come to an end at the close of September 30, 2014.

RESOLVED FURTHER THAT the Board of Directors be and is hereby to do all such acts, deeds, matters and things, as may be deemed necessary, to give effect to this resolution.”

5. Appointment of Mr. Nikhil Pednekar as Independent Director:

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

“RESOLVED THAT pursuant to the provisions of sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with schedule IV to the Act, as amended from time to time, Mr. Nikhil Pednekar, (DIN:03326402) a Non-Executive Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in section 149(6) of the Act and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from October 01, 2014 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the former appointment of Mr. Nikhil Pednekar as an Independent Director under the provisions of the Companies Act, 1956 liable to retire by rotation, shall be deemed to come to an end at the close of September 30, 2014.

RESOLVED FURTHER THAT the Board of directors be and are hereby authorised to do all such acts, deeds and things, as may be deemed necessary, to give effect to this resolution.”

6. Appointment of Ms. Kaveeta Aanaand as Independent Director:

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

“RESOLVED THAT pursuant to the provisions of Section 149, 152 160 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and Rules made thereunder, read with schedule IV to the Act, as amended from time to time, Ms. Kaveeta Aanaand, (DIN: 06971514) who has submitted a declaration that she meets the criteria for independence as provided in section 149 (6) of the Act and in respect of whom a notice in writing has been received along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) by the Company proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company for a period of five years with effect from October 01, 2014 and shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to do all such acts, deeds and things as may be deemed necessary, to give effect to this resolution.”

**By Order of the Board
For Empower India Limited
Sd/-
Rajgopalan Iyengar
Chairman
DIN: 00016496**

Date: September 03, 2014.

Place: Mumbai.

NOTES:

1. The Explanatory Statement, pursuant to section 102 of the Companies Act, 2013 setting out material facts are annexed hereto.
2. **A member entitled to attend and vote at the Annual General Meeting (“AGM”) is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the company not less than forty eight hours before the commencement of the meeting.**

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.

3. Corporate members intending to send their authorised representatives to attend the meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the meeting.
4. Brief resume of directors including those proposed to be appointed/re-appointed, nature of their expertise in specific functional areas, name of the companies in which they hold directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors *inter-se* as stipulated under clause 49 of the Listing Agreement with the Stock Exchange, are provided in the Corporate Governance Report forming part of the Annual Report.
5. 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.
6. Relevant Documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of meeting.
7. The Register of Members and the Share Transfer Books of the Company will remain closed from September 24, 2014 to September 26, 2014 (both days inclusive).
8. The members are requested to:
 - a. Intimate to the Company’s Registrars and Share Transfer Agents, **M/s. Purva Sharegistry 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.
9. 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.

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of copy of PAN card to the Company/ Depository Participants as the case may be. Members holding shares in physical form should submit their PAN details to the Company/RTA.

11. **E-voting:**

In compliance with the provisions of section 108 of the Companies Act, 2013, read with rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide to the members the facility to exercise their right to vote at the Annual general Meeting (AGM) by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Ltd. (NSDL).

The instructions for e-voting are as under:

A. In case a member receives an email from NSDL (for members whose email-IDs are registered with the Company/Depository Participants):

- i. Open the email and open the PDF file “Empower India Limited evoting.pdf” with your Client ID or Folio No. as Password. The said file contains your user ID and password/PIN for evoting. Please note that this password is an initial password.
- ii. Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com>
- iii. Click on Shareholder – Login
- iv. Put User ID and password as initial password / PIN noted in step (i) above. Click Login.
- v. You will now reach Password Change Menu, wherein you are required to mandatorily change your password/PIN with new password of your choice. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,\$, etc.). On first login, the system will prompt you to change your password and update your contact details like mobile number, email ID, etc. in the user profile details of the folio, which may be used for sending future communications. You will also need to enter a secret question and answer of your choice to retrieve your password in case you forget it. Note your new password. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi. You need to login again with the new credentials. Home page of e-voting will open. Click on e-voting > Active Voting Cycles.
- vii. Select the “EVSN” i.e. Empower India Limited. Now you are ready for e-voting as Cast Vote page will open.
- viii. The voting rights of the shareholders shall be in proportion to their share of the paid-up equity share capital of the Company as on August 29, 2014 (“Cut-Off Date”).

- ix. On the voting page, you may cast your vote by selecting an appropriate option “For” or “Against” and click “SUBMIT”. A confirmation box will be displayed. Click “OK” to confirm or “CANCEL” to modify. Once you confirm, you will not be allowed to modify your vote. Upon confirmation, the message “Vote Cast Successfully” will be displayed.
- x. You can similarly vote in respect of all other resolutions forming part of the Notice of the Annual General Meeting. During the voting period, members can login any number of times till they have voted on all the Resolutions.
- xi. If you wish to log out after voting on a few resolutions and continue voting for the balance resolutions later, you may click on “RESET” for those resolutions for which you have not yet cast the vote.

B. In case of Members whose email IDs are not registered with the Company/Depository Participants, their User ID and initial password/PIN is provided on the Ballot Form sent with the Annual General Meeting Notice.

Please follow all steps from Sr. No. (ii) to (xii) as mentioned in (A) above, to cast your vote.

- C. Members who are already registered with NSDL for e-voting can use their existing User ID and password/PIN for casting their votes.
 - D. The e-voting period commences on September 22, 2014 (9.00 a.m. IST) and ends on September 24, 2014 (6.00 p.m. IST). During this period, Members holding shares in either physical or dematerialized form as on the Cut-Off Date of August 29, 2014, may cast their votes electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
 - E. In case of any query pertaining to e-voting, members may refer to the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com.
 - F. Mr. Mayank Arora, Practicing Company Secretary has been appointed as Scrutinizer for scrutinizing the e-voting process in a fair and transparent manner.
 - G. The Scrutinizer shall, within a period not exceeding three (3) working days from the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer’s Report of the votes cast in favor or against, if any, forthwith to the Chairman of the Company.
 - H. The Results shall be declared on or after the AGM of the Company. The Results declared, along with the Scrutinizer’s Report, shall be placed on the Company’s website www.empowerindia.in and on the website of NSDL within two (2) working days of passing of the resolutions at the AGM of the Company and communicated to the Stock Exchanges where the shares of the Company are listed, viz. BSE Ltd.
12. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company’s Share Registrar and Transfer Agents for assistance in this regard.

13. Unclaimed Dividends:

Pursuant to Section 205C of the Companies Act, 1956, the amount of dividend remaining unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account of the Company shall be transferred to the Investor Education and Protection Fund (the Fund) set up by the Government of India and no payments shall be made in respect of any such claims by the fund. Members who have not yet encashed their dividend warrant (s) for the financial year ended March 31, 2008 onwards, are requested to make their claims to the Company accordingly without delay.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Pursuant to section 102 of the Companies Act, 2013 (“the Act”), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item Nos. 4 to 6 of the accompanying Notice dated September 03, 2014.

Item no. 4 and 5:

Mr. Kiran Thakore and Mr. Nikhil Pednekar have been appointed as Independent Directors under the provisions of the Companies Act, 1956 and their office is liable to retire by rotation.

As per the provisions of section 149 of the Act, which has come into force with effect from April 01, 2014, an Independent Director shall hold office for a term up to five consecutive years on the Board of a company and is not liable to retire by rotation.

Mr. Kiran Thakore and Mr. Nikhil Pednekar have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Mr. Kiran Thakore and Mr. Nikhil Pednekar fulfill the conditions specified in the act and the rules made thereunder for appointment as an Independent Director and they are independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the act, the appointment of Mr. Kiran Thakore and Mr. Nikhil Pednekar as Independent Director is now being placed before the members in General Meeting for their approval.

The terms and conditions of appointment of Mr. Kiran Thakore and Mr. Nikhil Pednekar, pursuant to Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any member during normal business hours on any working day of the Company.

Mr. Kiran Thakore and Mr. Nikhil Pednekar are interested and concerned in the resolution mentioned in item no. 4 and item no. 5 respectively. No other Director, key managerial personnel or their respective relatives are concerned or interested in the resolutions mentioned at Item no. 4 & 5 of the Notice.

Item no. 6:

As per the provisions of section 149 of the Act, which has come into force with effect from April 01, 2014, a listed company is required to appoint a women director. Also, as per the requirements of the Listing

Agreement the at least half of Board of the Company is required to be comprised of Independent Directors if the Chairman is an Executive Director. In order to comply with the statutory requirements it is proposed to appoint Miss. Kaveeta Aanaand as an Independent Director of the Company.

Miss. Kaveeta Aanaand has given a declaration to the Board that she meets the criteria of independence as provided under section 149(6) of the Act.

In the opinion of the Board, Miss. Kaveeta Aanaand fulfils the conditions specified in the act and the rules made thereunder for appointment as an Independent Director and she independent of the Management.

In compliance with the provisions of section 149 read with Schedule IV of the act, the appointment of Miss. Kaveeta Aanaand as an Independent Director is now being placed before the members in General Meeting for their approval.

The terms and conditions of appointment of Miss. Kaveeta Aanaand, pursuant to Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any member during normal business hours on any working day of the Company.

No Director, Key Managerial Personnel or their respective relatives are concerned or interested in the resolutions mentioned at Item no. 6 of the Notice.

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

Sd/-

Rajgopalan Iyengar

Chairman

DIN: 00016496

Date: September 03, 2014.

Place: Mumbai.

Annexure to Notice
(Pursuant to Clause 49 of the Listing Agreement)

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

Name of the Director	Vinod Shinde	Kiran Thakore	Nikhil Pednekar	Kaveeta Aanaand
Date of Birth	12/10/1982	04/05/1957	19/08/1983	24/02/1991
Date of Appointment	30/09/ 2013	30/09/2013	01/09/2011	N.A
Expertise in specific functional areas	Business Development	Marketing	Finance and Taxation	Business Strategy
Number of shares held in the Company	-	-	-	-
Directorships held in other companies (excluding private and foreign companies)	-	Shreekrishna Biotech Limited	Kavit Industries Limited	-

Notes:

- The number of other directorships excludes Private Companies, Foreign Companies, Companies registered under section 8 of Companies Act, 2013 and Alternate Directorships.
- The Committee membership & Chairmanships include only Chairmanship/Membership of the Audit Committee and the Shareholders Grievance Committee.
- None of the Directors are members in more than ten committees and have not held Chairmanships in more than five committees across all companies in which they are directors as on the date of this report.
- All the independent directors have furnished a declaration at the time of their appointment and also annually that they qualify the conditions of their being independent.

ATTENDANCE SLIP

EMPOWER INDIA LIMITED

(CIN: L51900MH1981PLC023931)

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

Phone: +91- 22045055, 22045044, **Email :** info@empowerindia.in

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

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

I / We hereby record my/our presence at the 32nd Annual General Meeting of the Company to be held on Tuesday, 30th September, 2014 at 9.30 a.m., at Regd. off: 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, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

Phone : +91- 22045055, 22045044, **Email :** info@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 _____ or failing him;

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, September 30, 2014 at 9.30 a.m. at Regd. off: 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	RESOLUTIONS		
Ordinary Business		For	Against
1	Adoption of Annual Accounts and Reports thereon for the financial year ended 31st March, 2014.		
2	Re-appointment of Mr. Vinod Shinde as a Director of the Company		
3	Appointment of M/s. Verma Mehta & Associates as Statutory Auditors of the Company.		
Special Business			
4	Appointment of Mr. Kiran Thakore as Independent Director of the Company		
5	Appointment of Mr. Nikhil Pednekar as Independent Director of the Company		
6	Appointment of Miss. Kaveeta Aanaand as Independent Director of the Company		

Signed this _____ day of _____, 2014

Signature of Shareholder(s) _____
Signature of Proxy holder(s) _____

Affix Revenue Stamp Re.1/-

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.