



EMPOWER INDIA LIMITED

(CIN: L51900MH1981PLC023931)

Reg. Office: 25/25A, 2nd Floor, 327, Nawab Building, D. N. Road, Fort, Mumbai- 400001

Email: info@empowerindia.in | Website: www.empowerindia.in

Phone: 022- 22045055, 022-22045044 Help Desk: 9702003139

NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Empower India Limited will be held on Friday, September 29, 2017 at 10.00 a.m. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004; to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Kiran Thakore (DIN: 03140791), who retires by rotation and being eligible, offers himself for re-appointment;
3. **Appointment of M/s. Agarwal Desai & Shah as a Statutory Auditor 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 provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Agarwal Desai & Shah**, Chartered Accountants, (Firm Registration No. 124850W) be and is hereby appointed as the Statutory Auditors of the Company to conduct Audit and hold office for financial year 2017-18 to financial year 2019-20 subject to ratification of the appointment by the members held at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.



RESOLVED FURTHER THAT any of the Director(s) of the Company be and hereby authorized to do all such act deeds and things which are necessary to give effect to the aforesaid resolution”.

SPECIAL BUSINESS:

4. Regularization of Appointment of Mr. Mohd. Zulfeqar Hashim Khan as Non- Executive Director of the Company.

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

“**RESOLVED THAT** pursuant to the provisions of Section 161(1) and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mr. Mohd. Zulfeqar Hashim Khan (DIN: 00020477) who has given his consent pursuant to the provisions of section 152 (5) of the Companies Act, 2013, who was appointed as an Additional Director on February 11, 2017, whose terms expire at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company whose period of office will be liable to retire by rotation.

RESOLVED FURTHER THAT, any of the director of the Company be and is hereby authorized to file Form DIR-12 and any other Forms as may be required by the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution. “

5. Regularization of Appointment of Mrs. Jayashree Subhash Helonde as Non- Executive Independent Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 149 , 152 and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mrs. Jayashree Subhash Helonde (DIN:07596876) who has given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, who was appointed as an Additional Non-Executive Independent Director on September 6, 2017, being eligible for appointment and in respect of whom, the Company has received a notice in writing proposing her candidature for the office of a Director and who has submitted a



declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and as be in the listing regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from September 6, 2017.

RESOLVED FURTHER THAT, any of the director of the Company, be and is hereby authorized to file Form DIR-12 and any other Forms as may be required by the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution.”

6. Regularization of Appointment of Mr. Anil Nikam as Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 161(1) and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mr. Anil Nikam (DIN: 07594423) who has given his consent pursuant to the provisions of Section 152(5) of the Companies Act, 2013, who was appointed as an Additional Executive Director on September 6, 2017, whose terms expire at the ensuing Annual General Meeting of the Company and 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 an Executive Director of the Company.

RESOLVED FURTHER THAT, any of the director of the Company, be and is hereby authorized to file Form DIR-12 & any other Forms as may be required by the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution.”

**For Empower India
Limited**

**Sd/-
KiranThakore
Chairman & Director
DIN: 03140791**

Date : September 6, 2017

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 AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 appointing the 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.

Corporate Members intending to send their representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2017** to **September 29, 2017** (both days inclusive).
4. The additional details of the Directors in respect of Item no. 2, 4, 5 & 6 pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are annexed hereto.
5. 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.
6. 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.
7. 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



SEBI (Listing Obligation & Disclosure Requirements) Regulations, 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 22, 2017**, 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 26, 2017** and will end at **5.00 p.m. on September 28, 2017**. 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.

8. Members seeking any information or clarifications on the Annual Report are requested to send their queries in writing to the Company at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.

PROCEDURE FOR REMOTE E-VOTING:

1. 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 Email and open PDF file 'EIL remote e-Voting.pdf', 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
107791		

- ii. Please follow all steps from Sr. No. i to Sr. no. xii mentioned above, to cast vote.
2. 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> or call on toll free no.: 1800-222-990.
 3. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
 4. The voting rights shall be as per the number of equity shares held by the Member(s) as on **September 22, 2017**, being the cut-off date. Members are eligible to cast vote electronically only if they are holding shares on that date.
 5. 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 22, 2017**, 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.
 6. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the AGM.
 7. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be



- entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
8. 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.
 9. 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.
 10. 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.
 11. 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.
 12. The Ministry of Corporate Affairs has notified provisions relating to unpaid / unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed / claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The new IEPF Rules mandate the companies to transfer the shares of shareholders whose dividends remain unpaid / unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash / claim their respective dividend during the prescribed period. The shareholders whose dividend/ shares as transferred to the IEPF Authority can now claim their shares from the Authority by following the Refund Procedure on the website of IEPF Authority <http://iepf.gov.in/IEPFA/refund.html>.
 13. Members are requested to contact M/s. Purva Shareregistry (India) Private Limited / Secretarial Department of the Company for en-cashing the unclaimed dividends standing to the credit of their account.
 14. 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. Purva Shareregistry (India) Private Limited** / Secretarial Department of the Company.



15. 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.
16. 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.
17. 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.
18. 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.
19. The Results declared along with 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/-
KiranThakore
Chairman & Director
DIN: 03140791

Date : September 6, 2017
Place : Mumbai



EXPLANATORY STATEMENT:

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

ITEM NO. 4:

The Company has received from Mr. Mohd. Zulfeqar Khan:

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

Mr. Mohd. Zulfeqar holds a Bachelor's degree in Commerce from University of Delhi. He has completed Diploma in Business with a specialization in Finance and Marketing. His exposure in the field of Finance and marketing will be great benefit to the Company at a large interest.

Mr. Mohd. Zulfeqar is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the company, Key Managerial Personnel or their relative respectively is in any way concerned or interested in the proposed resolution.

ITEM NO. 5:

The Company has received from Mrs. Jayashree Subhash Helonde:

- Consent in writing to act as director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment & Qualification of Directors) Rules, 2014.
- Intimation in the Form DIR-8 in terms of the Companies (Appointment & Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under section 164 (2) of the Companies Act, 2013.
- Declaration that she meets the criteria of Independence as provided under Section 149(6) of the Act and as per Listing Regulations.

Mrs. Jayashree Subhash Helonde associated with various companies with different industry segments, thereby carries with her the experience of different industries. Her experience will be great benefit to the Company.

Mrs. Jayashree Subhash Helonde is interested in this resolution to the extent of her appointment as a Director of the Company. No other Director of the company, Key Managerial Personnel or their relative respectively is in any way concerned or interested in the proposed resolution.



ITEM NO. 6:

The Company has received from Mr. Anil Nikam:

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

Mr. Anil Nikam holds a Bachelor's degree in Commerce. He has an excellent experience in Marketing Field and worked in various industry of repute. His experience in developing marketing plans and programme will benefit the Company at a larger interest.

Mr. Anil Nikam is interested in this resolution to the extent of his appointment as a Director of the Company. No other Director of the company, Key Managerial Personnel or their relative respectively is in any way concerned or interested in the proposed resolution.

For Empower India Limited
Sd/-
KiranThakore
Chairman & Director
DIN: 03140791

Date : September 6, 2017

Place : Mumbai



DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE THIRTY FIFTH ANNUAL GENERAL MEETING PURSUANT TO REGULATION 36 OF THE SECURITIES EXCHANGE BOARD OF INDIA (LISTING OBLIGATION AND DISCLOSURE REQUIREMENTS) REGULATION, 2015 AND SECRETARIAL STANDARDS ISSUED BY ICSI

Name of the Director	Mr. Kiran Dilip Thakore	Mr. Mohd. Zulfeqar Khan	Mrs. Jayashree Helonde	Mr. Anil Nikam
DIN	03140791	00020477	07596876	07594423
Date of Birth	04/05/1957	10/07/1978	06/10/1991	16/07/1971
Date of Appointment	30/09/2013	11/02/2017	06/09/2017	06/09/2017
Expertise in Specific Functional Areas	Mr. Kiran Thakore has experience in developing and implementing strategic plans to increase efficiency and effectiveness of the business.	Mr. Mohd. Zulfeqar holds a Bachelor's degree in Commerce from University of Delhi. He has completed Diploma in Business with a specialization in Finance and Marketing.	Mrs. Jayshree Helonde is associated with various companies with different industry segments, thereby carries with her the experience of different industries	Mr. Anil Nikam holds a Bachelor's degree in Commerce. He has an excellent experience in Marketing Field and worked in various industry of repute
Directorships held in other Public Limited companies#	One	One	NIL	NIL
Number of shares held in the Company	NIL	NIL	NIL	NIL
Inter se Relationship with the Board	None	None	None	None



ATTENDANCE SLIP

EMPOWER INDIA LIMITED

(CIN: L51900MH1981PLC023931)

Regd. Off.: 25/25A, 2ndFloor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400001.

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 35th Annual General Meeting of the Company to be held on Friday, September 29, 2017 at 10.00 a.m. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004.

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- 400001.

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 _____ Address _____
Email Id:- _____ Signature _____ or failing him;
2. Name _____ Address _____
Email Id:- _____ Signature _____ or failing him;
3. Name _____ Address _____
Email Id:- _____ 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 35th Annual General Meeting of the Company, to be held on Friday, September 29, 2017, at 10.00 a.m. Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004, 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, 2017 and the Reports of the Directors and Auditors thereon.		
2	To appoint a Director in place of Mr. Kiran Thakore (DIN: 03140791) who retires by rotation and being eligible offers himself for re-appointment.		
3	Appointment of M/s. Agarwal Desai & Shah as a Statutory Auditor of the Company.		

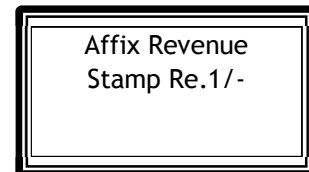


SPECIAL BUSINESS			
4	Regularization of Appointment of Mr. Mohd. Zulfeqar Khan as Non- Executive Director of the Company		
5	Regularization of Appointment of Mrs. Jayashree Subhash Helonde as Non- Executive Independent Director of the Company		
6	Regularization of Appointment of Mr. Anil Nikam as Executive Director of the Company		

Signed this _____ day of _____, 2017

Signature of Shareholder(s) _____

Signature of Proxy holder(s) _____

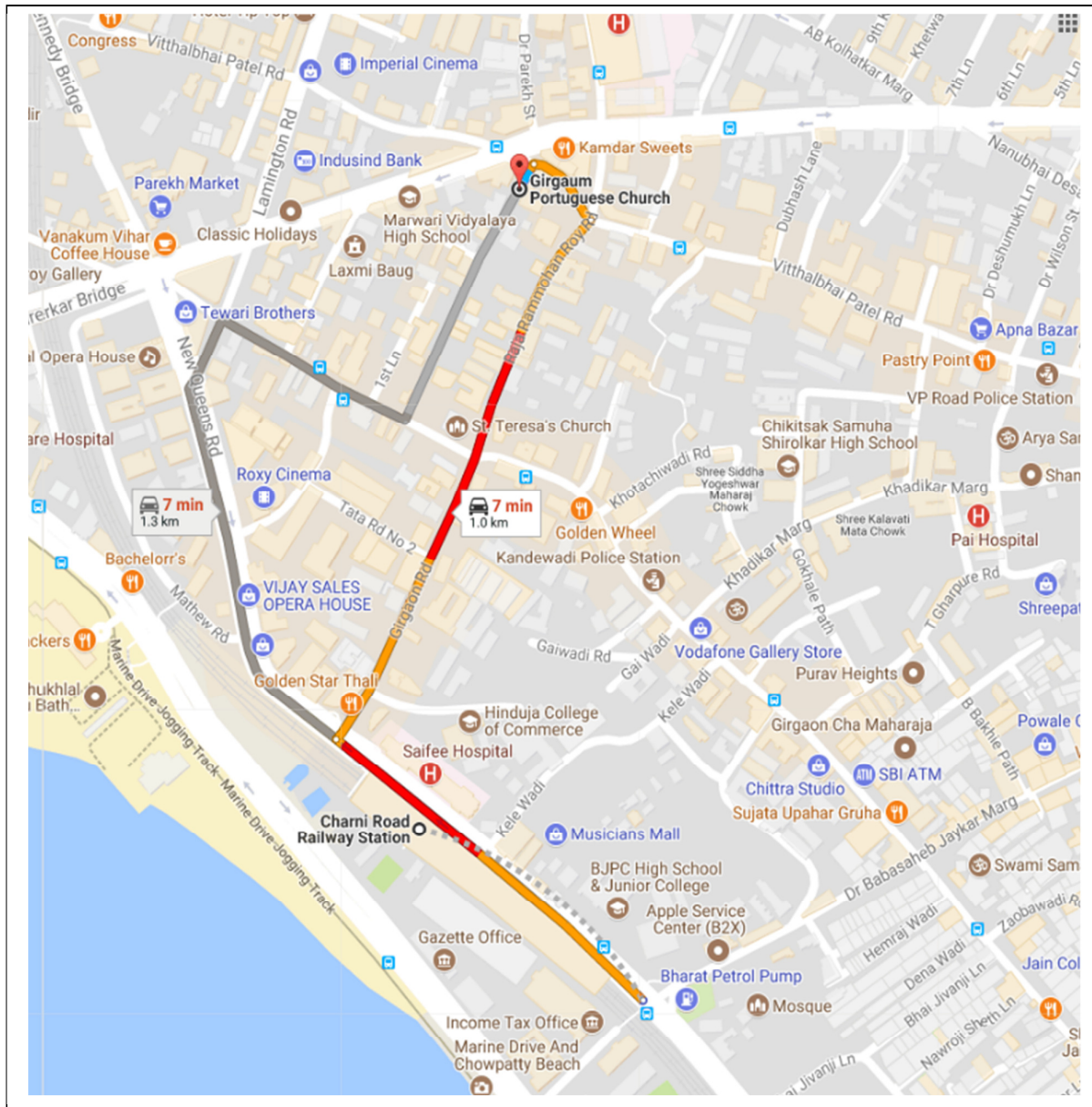


Note:

1. 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.
2. For the Resolutions, Explanatory Statement and notes, please refer to the Notice of the 35th Annual General Meeting.
3. Put a 'X' in the appropriate column against the Resolution indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/ she thinks appropriate.

AGM INFORMATION

Date : September 29, 2017
Day : Friday
Time : 10.00 a.m.
Address : Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004;
Land Mark : Opp. Portuguese Church



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