

MAYANK ARORA & Co.

COMPANY SECRETARIES

BLDG NO. 14/A, 2ND FLOOR,
CHEWUL WADI, KOLBAT LANE,
KALBADEVI ROAD, MARINE LINES
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INDIA

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FORM NO. MGT-13

SCRUTINIZER'S CONSOLIDATED REPORT

[Pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies
(Management and Administration) Rules, 2014]

To,
The Chairman,
35th Annual General Meeting of the Equity Shareholders of
Empower India Limited,
held on Friday, 29th day of September, 2017 at 10.00 A. M. at Kshatriya Sabhagruh, Opp.
Portuguese Church, Charni Road, Mumbai - 400 004.

Dear Sir,

I, Mayank Arora, Practicing Company Secretary, proprietor of M/s. Mayank Arora & Co., Company Secretaries appointed as Scrutinizer by the Board of Directors for the purpose of Scrutinizing the remote e-voting and Physical Voting by Ballot papers in a fair and transparent manner at the 35th Annual General Meeting of M/s. Empower India Limited (herein referred as "the Company"), held on Friday, 29th day of September, 2017 at 10.00 A. M. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai - 400 004 pursuant to section 108 of the Companies Act, 2013 read with rule 20 of the Companies (Management and Administration) Rules, 2014 and in accordance with Regulation 44 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Management of the Company is responsible to ensure the compliance with the requirements of the Companies Act, 2013 and Rules relating to remote e-voting and voting through physical ballot process on the resolution contained in the Notice of the 35th Annual General Meeting dated September 06, 2017. My responsibility as a Scrutinizer for remote e-voting and voting through physical ballots is restricted to make a Scrutinizer's Report of the votes cast "in favour" or "against" the resolutions, based on the reports generated from the remote e-voting system of National Securities Depository Limited and of voting through physical ballots casted by the Members present at the 35th Annual General Meeting of the Company.



I submit my report as under:

1. The Company had appointed National Securities Depository Limited (NSDL) as the service provider, for extending the facility for the remote e-voting to the Members of the Company from Tuesday, 26th September, 2017 at 9:00 A.M. and closed on Thursday, 28th September, 2017 at 5:00 P.M.
2. The voting rights were reckoned as on 22nd September, 2017, being cut-off date for the purpose of deciding the entitlements of Members at the remote e-voting and voting at the Meeting.
3. The Company facilitated the Members present in the 35th Annual General Meeting who could not participate in the remote e-voting to cast their votes through poll process. After the time fixed for the poll by the Chairman, ballot box kept for polling was locked in my presence with due identification marks placed by me.
4. The locked ballot box was subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
5. The votes were unblocked on 29th September, 2017 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Nikesh Shah and Ms. Honey Magia. Both of them are not in the employment of the Company.

Nikesh

Mr. Nikesh Shah

Honey Magia

Ms. Honey Magia

6. No poll paper was found invalid.
7. The Results of the voting are as under:



ORDINARY BUSINESS:

RESOLUTION NO. 1: (AS AN ORDINARY RESOLUTION)

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.

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	36.26%
Voting by poll	28	183,930,840	63.74%
Total	37	288,550,853	100%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 2: (AS AN ORDINARY RESOLUTION)

To appoint a Director in place of Mr. Kiran Thakore (DIN: 03140791), who retires by rotation and being eligible, offers himself for re-appointment

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	36.26%
Voting by poll	28	183,930,840	63.74%
Total	37	288,550,853	100%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 3: (AS AN ORDINARY RESOLUTION)

Appointment of M/s. Agarwal Desai & Shah as a Statutory Auditor of the Company

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	36.26%
Voting by poll	28	183,930,840	63.74%
Total	37	288,550,853	100%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 4: (AS AN ORDINARY RESOLUTION)

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

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	36.26%
Voting by poll	28	183,930,840	63.74%
Total	37	288,550,853	100%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



SPECIAL BUSINESS:

RESOLUTION NO. 5: (AS AN ORDINARY RESOLUTION)

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

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	36.26%
Voting by poll	28	183,930,840	63.74%
Total	37	288,550,853	100%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Result: Resolution passed with requisite majority



RESOLUTION NO. 6: (AS AN ORDINARY RESOLUTION)

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

(I) Voted in favour of the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	9	104,620,013	24.52%
Voting by poll	0	0	0
Total	9	104,620,013	24.52%

(II) Voted against the resolution:

	Number of members voted through electronic voting system and Ballot (in person or by proxy)	Number of votes casted (Shares)	% total number of valid votes cast
Remote E-voting	0	0	0
Voting by poll	0	0	0
Total	0	0	0

(III) Invalid Votes:

	Total number of members (in person or in proxy) whose votes were declared invalid	Total Number of votes cast by them
E-voting	0	0
Voting by poll	0	0
Total	0	0

Note: The above resolution was revoked in the Meeting due to the sudden demise of Mr. Anil Nikam. Hence, the Agenda no. 6 was not taken up in the Meeting and the vote already casted on the above resolution is considered null and void.



8. A Compact Disc (CD) containing a list of equity shareholders who voted "FOR", "AGAINST" and those whose votes were declared invalid for each resolution is enclosed.
9. The poll papers and other relevant records were sealed and handed over to Chairman authorized by the Board for safe keeping.
10. The consolidated result of the votes cast (by Remote E-Voting and by poll) is provided as Annexure 1 to this report.

Thanking You,
Yours Faithfully,

For Mayank Arora & Co.,
Company Secretaries



Mayank Arora
Proprietor

Place: Mumbai
Date: 29/09/2017

For Empower India Limited


Kiran Thakore
Chairman & Director
(DIN: 03140791)

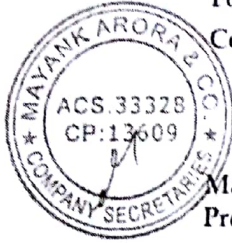


Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 6 of the Notice of the 35th Annual General Meeting of "EMPOWER INDIA LIMITED" held on Friday, September 29, 2017 at 10:00 A.M:-

Res olut ion No.	Total Valid Votes Cast			Voted in favour of resolution				Voted against the resolution			
	Remote E- voting	Poll	Total	Remote E- voting	Poll	Total	%	Remote E- voting	Poll	Total	%
1	104,620,013	183,930,840	288,550,853	104,620,013	183,930,840	288,550,853	100	0	0	0	0
2	104,620,013	183,930,840	288,550,853	104,620,013	183,930,840	288,550,853	100	0	0	0	0
3	104,620,013	183,930,840	288,550,853	104,620,013	183,930,840	288,550,853	100	0	0	0	0
4	104,620,013	183,930,840	288,550,853	104,620,013	183,930,840	288,550,853	100	0	0	0	0
5	104,620,013	183,930,840	288,550,853	104,620,013	183,930,840	288,550,853	100	0	0	0	0
6	104,620,013	0	104,620,013	104,620,013	0	104,620,013	24.52	0	0	0	0

For Mayank Arora & Co.,
Company Secretaries



Mayank Arora
Mayank Arora
Proprietor

Place: Mumbai
Date: 29/09/2017

For Empower India Limited



Kiran Phakore
Kiran Phakore
Chairman & Director
(DIN: 03140791)