

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/Company Secretary

36th Annual General Meeting of the Equity Shareholders of
Empower India Limited,

held on Saturday, 29th day of September, 2018 at 9.30 A. M. at Kshatriya Sabhagruh, opp.
Portuguese Church, Charni Road Mumbai- 400004,

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 36th Annual General Meeting of M/s. Empower India Limited (herein referred as "the Company"), held on Saturday, 29th day of September, 2018 at 9.30 A. M. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road , Mumbai - 400004, 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 36th Annual General Meeting dated September 06, 2018. 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 Central Depository Services (India) Limited and of voting through physical ballots casted by the Members present at the 36th Annual General Meeting of the Company.



I submit my report as under:

1. The Company had appointed Central Depository Services (India) Limited (CDSL) as the service provider, for extending the facility for the remote e-voting to the Members of the Company from Wednesday, 26th September, 2018 at 9:00 A.M. and closed on Friday, 28th September, 2018 at 5:00 P.M.
2. The voting rights were reckoned as on 22nd September, 2018, 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 36th 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, 2018 (after the conclusion of the meeting) in the presence of 2 witnesses, namely Mr. Nikesh Shah and Ms. Kajal Khetani. Both of them are not in the employment of the Company.



Mr. Nikesh Shah



Ms. Kajal Khetani

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 consider and adopt:

- a) The Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2018, together with the Report 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, 2018, together with the Report of the Auditors thereon.

(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	10	516283	0.24
Voting by poll	34	210786091	99.76
Total	44	211302374	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. Rajgopalan Iyengar (DIN: 00016496), 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	09	516183	0.24
Voting by poll	34	210786091	99.76
Total	43	211302274	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	01	100	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. Mukesh M Choksi & Co. 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	10	516283	0.24
Voting by poll	34	210786091	99.76
Total	44	211302374	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. Pankaj Mishra (07999390) 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	09	516183	0.24
Voting by poll	34	210786091	99.76
Total	43	211302274	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	01	100	0
Voting by poll	0	0	0
Total	01	100	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 Mr. Gaurav Santosh Vaid (DIN: 02618914) 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	09	516183	0.24
Voting by poll	34	210786091	99.76
Total	43	211302274	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	01	100	0
Voting by poll	0	0	0
Total	01	100	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

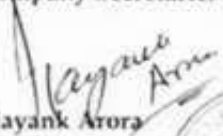
Result: Resolution passed with requisite majority



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 the Company Secretary 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,

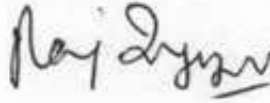
For Mayank Arora & Co.,
Company Secretaries


Mayank Arora
Proprietor

Place: Mumbai
Date: 01/10/2018



For Empower India Limited


Rajgopalan Iyengar
Chairman

Annexure - 1

Consolidated result of voting (by remote e-voting and Poll) for resolution numbers 1 to 5 of the Notice of the 36th Annual General Meeting of "EMPOWER INDIA LIMITED" held on, September 29, 2018 at 9:30 A.M.:-

Resol ution 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	Pol l	Total	%
1	516283	210786091	211302374	516283	210786091	211302374	100	0	0	0	0
2	516283	210786091	211302374	516183	210786091	211302274	100	100	0	0	0
3	516283	210786091	211302374	516283	210786091	211302374	100	0	0	0	0
4	516283	210786091	211302374	516183	210786091	211302274	100	100	0	0	0
5	516283	210786091	211302374	516183	210786091	211302274	100	100	0	0	0

Result: All Resolutions passed with requisite majority.

