

Report of Scrutinizer

[Pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the
Companies (Management and Administration) Rules, 2014]

To,

The Chairman,

Empower India Limited

32nd Annual General Meeting of the Members of Empower India Limited, to be held on Tuesday, 30th September, 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 Mumbai- 400001.

Dear Sir,

I, Mayank Arora, Practicing Company Secretary, have been appointed by the Board of Directors of Empower India Limited as a Scrutinizer for the purpose of scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 on the resolutions contained in the Notice to the 32nd Annual General Meeting of the Shareholders of Empower India Limited to be held on 30th September, 2014 at the Registered Office of the 25/25A, 2nd Floor, Nawab building, 327, D.N. Road, Fort, Mumbai- 400001 at 09:30 A.M Mumbai- 400001.

The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and the Rules relating to the voting through electronic means on the resolutions contained in the Notice to the Annual General Meeting of the Shareholders of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to make Scrutinizer Report of the votes cast "in favour" or "against" the resolutions stated above, based on the reports generated from the e-voting system provided by National Securities Depository Limited, the Authorised Authority to provide e-voting facilities, engaged by the Company.



Further to the above, I submit my report as under:

- i. The e-voting period remained open from 22nd September, 2014 at 09:00 A.M. to 24th September, 2014 at 06:00 P.M.
- ii. The Members of the Company as on the "Cut off date" i.e. 29th August, 2014 were entitled to vote on resolutions (Item No. 1 to 6 as set out in the Notice of the AGM of the Company)
- iii. The votes cast were unblocked on 24th September, 2014 after 6.00 P.M in the presence of two witnesses, Mr. Sanjay Dadhich and Mr. Batuk Narayan Purohit who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.



Name: Mr. Sanjay Dadhich



Name: Mr. Batuk Narayan Purohit

- iv. Thereafter, the details containing inter-alia, list of Equity Shareholders, who voted "for", "against" each of the resolutions that were put to vote, were generated from the e-voting website of National Securities Depository Limited i.e. <https://www.evotingindia.com> and based on such report generated, the result of the e-voting is as under:



Item No. 1**Ordinary Resolution:**

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

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstandi ng Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	174781787	0	0	0	0	0	0	0	0
Public Instituti onal holders	0	0	0	0	0	0	0	0	0
Public Others	989016773	131069401	131069401	0	13.25%	131068401	1000	99.99%	0.01%
Total	1163798560	131069401	131069401	0	11.26%	131068401	1000	99.99%	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	131068401	99.99%
	TOTAL	131068401	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	1000	0.01%
	TOTAL	1000	0.01%



Item No. 2**Ordinary Resolution:**

To appoint director in place of Mr. Vinod Shinde (DIN: 02585889) who retires by rotation and being eligible, offers himself for re-appointment.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Inval id Votes	% of Votes Polled on outstand ing Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	174781787	0	0	0	0	0	0	0	0
Public Institutiona l holders	0	0	0	0	0	0	0	0	0
Public Others	989016773	131069401	131069401	0	13.25%	131064901	4500	99.99%	0.01%
Total	1163798560	131069401	131069401	0	11.26%	131064901	4500	99.99%	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	131064901	99.99%
	TOTAL	131064901	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	4500	0.01%
	TOTAL	4500	0.01%



Item No. 3**Ordinary Resolution:****To appoint Auditors and fix their remuneration:**

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Inva lid Vote s	% of Votes Polled on outstanding Shares (6 = 4/2)	No. of Votes in Favour	No. of Vote s agai nst	% of Votes in Favour on valid votes (9 = 7/4)	% of votes against on valid votes (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)		
Promoter and Promoter Group	174781787	0	0	0	0	0	0	0	0
Public Institutiona l holders	0	0	0	0	0	0	0	0	0
Public Others	989016773	131069401	131069401	0	13.25%	131068401	1000	99.99%	0.01%
Total	1163798560	131069401	131069401	0	11.26%	131068401	1000	99.99%	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	131068401	99.99%
	TOTAL	131068401	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	1000	0.01%
	TOTAL	1000	0.01%



Item No. 4

Special Resolution: To appoint Mr. Kiran Thakore,(DIN: 03140791) as an Independent Director of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstanding Shares (6 = 4/2)	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes (9 = 7/4)	% of votes against on valid votes (10 = 8/4)
(1)	(2)	(3)	(4)	(5)		(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	1747817 87	0	0	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	9890167 73	131069401	131069 401	0	13.25%	13106840 1	1000	99.99%	0.01%
Total	11637985 60	131069401	131069 401	0	11.26%	13106840 1	1000	99.99%	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	131068401	99.99%
	TOTAL	131068401	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	1000	0.01%
	TOTAL	1000	0.01%



Item No. 5

Ordinary Resolution: To appoint Mr. Nikhil Pednekar, (DIN:03326402) as an Independent Director of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstan ding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	17478178 7	0	0	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	98901677 3	1310694 01	1310694 01	0	13.25%	131068401	1000	99.99%	0.01%
Total	116379856 0	1310694 01	1310694 01	0	11.26%	131068401	1000	99.99 %	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	131068401	99.99%
	TOTAL	131068401	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	1000	0.01%
	TOTAL	1000	0.01%



Item No. 6

Ordinary Resolution: To appoint Ms. Kaveeta Aanaand, (DIN: 06971514) as an Independent Director of the Company.

Promoter/ Public	No. of Shares Held	No. of votes Polled	No. Of valid Votes	No. Of Invalid Votes	% of Votes Polled on outstan ding Shares	No. of Votes in Favour	No. of Votes against	% of Votes in Favour on valid votes	% of votes against on valid votes
(1)	(2)	(3)	(4)	(5)	(6 = 4/2)	(7)	(8)	(9 = 7/4)	(10 = 8/4)
Promoter and Promoter Group	174781787	0	0	0	0	0	0	0	0
Public Institutional holders	0	0	0	0	0	0	0	0	0
Public Others	989016773	13106 9401	1310694 01	0	13.25%	131068401	1000	99.99%	0.01%
Total	1163798560	13106 9401	1310694 01	0	11.26%	131068401	1000	99.99 %	0.01%

Voted in Favour of the Resolution:

S. No.	Category	No. of valid votes polled in favour of Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public Others	131068401	99.99%
	TOTAL	131068401	99.99%

Voted in Against of the Resolution:

S. No.	Category	No. of valid votes polled in against the Resolution	% of valid votes to number of valid votes polled i.e. 131069401
1.	Promoter and Promoter Group	0	0
2.	Public Financial Institution	0	0
3.	Public others	1000	0.01%
	TOTAL	1000	0.01%



All the Resolutions stands passed under E-Voting with the Requisite Majority.

I hereby confirm that Registers and all other papers related to E-Voting shall remain in my safe custody until the Chairman considers, approve and signs the Minutes and thereafter I shall return the Register and other related papers to the Company as prescribed in Rule 20 of the Companies (Management and Administration) Rules, 2014.

Place: Mumbai

Dated: 26/09/2014



Thanking You,
Yours faithfully,

A handwritten signature in blue ink that reads "Mayank Arora". The signature is written in a cursive style and is positioned over the printed name below.

Name/s and Signature/s of the Scrutinizer/s
Mayank Arora
Practicing Company Secretary