

### Proceedings of the Annual General Meeting

The 35<sup>th</sup> Annual General Meeting of the Shareholders was held on Friday, September 29, 2017 at 10.00 am. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004.

**Mr. Kiran Thakore**, Chairman took the chair and welcomed the Members to the 35<sup>th</sup> AGM of the Company. As per the attendance records 34 Members were present at the AGM in person. The requisite quorum being present, the Chairman called the meeting in order. The Members were informed that the registers and documents as required under the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable laws are available for the inspection during the meeting.

The Chairman delivered the speech and gave an overview of the performance of the Company vis-a-vis industry expectations, for the financial year 2016-17. The Chairman also shared the company's vision and aspirations with the members. He then introduced the Board members present on the dais to the members and with the permission of the members, the Notice of the Annual General Meeting along with the Annual Report for the financial year 2016-17 was taken as read. Thereafter, the Auditor's Report and Secretarial Audit report were also taken as read.

The Chairman further informed the members that 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 had extended the remote e-voting facility to the members to cast their votes on the resolutions proposed to be passed at AGM by electronic means. The remote e-voting period commenced at 9.00 a.m. on September 26, 2017 and ended at 5.00 p.m. on September 28, 2017. A Poll was then ordered by the Chairman to provide an opportunity to Members present at the Meeting to cast their votes, in case they were unable to vote through remote e- voting.

He further apprised the members, that the Company had 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 Chairman then requested the scrutinizer to orderly conduct the voting through poll. The Scrutinizer demonstrated the empty ballot boxes to the members and locked it in the presence of the members of the Company.

The chairman then requested the members to raise queries, if any, on the agenda matters of the AGM. As no queries were raised by the members, the chairman proceeded with the conduct of the AGM.

The brief summary of the resolutions put up for members approval were as under.

#### **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.

**Empower India Limited**

CIN: L51900MH1981PLC023931

Regd Office: 25 /25A, IIInd Floor, 327, Nawab Building, D.N.Road, Fort, Mumbai – 400 001.

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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 Hashim 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.

The members were informed that due to the sad demise of Mr. Anil Nikam (DIN:07594423), Resolution No. 6 in the Notice of AGM dated September 06, 2017 for Regularization of Appointment of Mr. Anil Nikam as an Executive Director of the Company stood revoked. Any votes cast by the shareholders for or against the Resolution No. 6 shall be considered Null and Void. Company had issued necessary newspaper advertisement and disseminated the said information through the exchange.

All the other matters were duly proposed and seconded by the members present at the Meeting. The Scrutinizer conducted the voting of the members through the ballot papers and then sealed the ballot box.

The members were informed that a consolidated report on the total votes cast in favour and against the proposed resolutions once received from the scrutinizer would be submitted by the Company to the Stock Exchange within 48 hours from the conclusion of this meeting and would be simultaneously uploaded on the website of the Company.

The Chairman then proposed a vote of thanks to all members for their participation and support. The meeting was concluded at 10:45 A.M.

**For Empower India Limited**

  
Kiran Thakore  
Director  
DIN: 03140791



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