

BOARD OF DIRECTORS

Rajgopalan Iyengar	:	Chairman-Executive Director
Mangesh Gurav	:	Executive Director
Kiran Soni	:	Non-Executive Independent Director
Nikhil Pednekar	:	Non-Executive Independent Director
Prakash Naik	:	Non-Executive Independent Director
Ninad Deshmukh	:	Additional Executive Director
Rajesh Lavekar	:	Additional Executive Director

AUDITORS

M/s. Agarwal Desai & Shah
Chartered Accountants
404, Sai Chambers,
Opp. Railway Station,
Santacruz- East.
Mumbai- 400 055.

BANKERS

ING Vysya Bank
Punjab National Bank
Oriental Bank of Commerce
Yes Bank

REGISTERED OFFICE

25/25A, 2nd Floor,
Nawab Building,
327, D.N.Road,
Fort, Mumbai- 400 001.

REGISTRAR AND SHARE TRANSFER AGENTS

Purva Sharegistry (India) Private Limited,
Unit No.9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital Lane,
Lower Parel (E), Mumbai-400 011.

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Certain statements in this Annual Report are based on management's current expectations & forecasts and may be considered as forward-looking statements. There are a number of risks, uncertainties and other factors that could cause actual results to be materially different from management's current expectations and forecasts.

NOTICE

Notice is hereby given that the **THIRTY FIRST ANNUAL GENERAL MEETING** of **EMPOWER INDIA LIMITED** (*formerly known as Empower Industries India Limited*) will be held at the Registered Office of the Company situated at 25/25A, IInd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001 on **Monday, 30th September, 2013** at 9.00 a.m. to transact the following business items:

ORDINARY BUSINESS:

1. To adopt the Audited Statement of Profit and Loss for the year ended March 31, 2013 and the Balance Sheet as at that date, together with the Reports of the Board of Directors and the Auditor's thereon.
2. To appoint a director in place of **Mr. Rajgopalan Iyengar**, who retires by rotation, and being eligible, offers himself for re-appointment.
3. To appoint a director in place of **Mr. Mangesh Gurav**, who retires by rotation, and being eligible, offers himself for re-appointment.
4. To appoint a director in place of **Mr. Nikhil Pednekar**, who retires by rotation, and being eligible, offers himself for re-appointment.
5. To appoint Auditor's and fix their remuneration and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as Ordinary Resolution:

"RESOLVED THAT M/s. Agarwal Desai & Shah, Chartered Accountants, Mumbai, bearing ICAI Registration No. 124850W, the Retiring Auditor's of the Company, be and are hereby re-appointed as the Statutory Auditor's of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company, to audit the Accounts of the Company for the Financial year 2013- 2014, including audit of Cash Flow Statements, on a remuneration to be mutually decided upon between the Auditor and the Board of Directors of the Company from time to time.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution”.

SPECIAL BUSINESS:

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

“**RESOLVED THAT Mr. Ninad Deshmukh**, whose term of office as an Additional Director, pursuant to Section 260 of the Companies Act, 1956, expires at this Annual General Meeting and in respect of whom the Company has received a notice proposing his candidature for the office of a Director, be and is hereby appointed as a Executive Director of the Company, whose period of office shall be liable to determination by retirement of Directors by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

7. To consider and , if thought fit to pass with or modification, the following resolutions as an **Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the applicable provisions of Companies Act and Article 169 of Article of Association of the Company, **Mr. Kiran Thakkor** be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

8. To consider and , if thought fit to pass with or modification, the following resolutions as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the applicable provisions of Companies Act and Article 169 of Article of Association of the Company, **Mr. Vinod Shinde** be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds, matters or things as may be deemed expedient or necessary to give effect to the aforesaid resolution.”

Date: 4th September, 2013

Place: Mumbai.

**By Order of the Board
For Empower India Limited**

Sd/-

**Rajgopalan Iyengar
Chairman**

Notes:

1. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 setting out material facts are annexed hereto.
2. Any member entitled to attend and vote is also entitled to appoint a proxy to attend and vote instead of himself and a proxy need not be a member of the company. A proxy, in order to be effective, must be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting. A form for appointment of proxy is hereby enclosed.
3. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative to attend and vote at the Meeting.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 25th September, 2013 to 27th September, 2013 (Both days inclusive).
5. **The members are requested to:**
 - a. Intimate to the Company's Registrars and Share Transfer Agents, **M/s. Purva Share Registry India Private Limited** (for shares held in physical form) and to their Depository Participants (DP) (for shares held in dematerialized form) the changes, if any, in their Registered address, Bank account number / details etc. at an early date, quote ledger folio numbers / DP Identity and Client Identity Numbers in all their correspondences;
 - b. Bring the copy of the Annual Report and the Attendance Slip duly filled in for attending the Annual General Meeting;
6. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions to the Company at the Registered Office Address so as to reach at least seven days before the date of the Meeting, to enable the information required to be made available at the Meeting, to the best extent possible.
7. Members / beneficial Owners are requested to quote their full name as per Company's record, Folio No. / DP and Client ID Nos. as the case may be, in all their correspondences with the Company.
8. 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

Item No. 6:

Mr. Ninad Deshmukh was appointed as an Additional Director by the Board of Directors w.e.f. 5th February, 2013 in accordance with the provisions of Section 260 of the Companies Act, 1956.

Pursuant to Section 260 of the Companies Act, 1956 Mr. Ninad Deshmukh holds office up to the date of this ensuing Annual General Meeting. The Company has, in accordance with the applicable provisions of Companies Act and all other applicable provisions of the Companies Act, 1956, received a notice in writing from the aforesaid director proposing his candidature for appointment as Director of the Company.

Your Directors recommend the passing of the resolution for your approval.

Item No. 7:

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Kiran Thakkor** signifying his intention to be appointed as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

Item No. 8:

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Vinod Shinde** signifying his intention to appoint as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

**By Order of the Board
For Empower India Limited**

Sd/-

**Rajgopalan Iyengar
Chairman**

Date: 4th September, 2013.

Place: Mumbai.

DIRECTOR'S REPORT

To the Members,

Your Directors are delighted to present their Thirty First Annual Report on the business and operations of the Company for the year ended **March 31, 2013**.

FINANCIAL RESULTS:

The financial performance of your Company for the year ended March 31, 2013 is summarized below:

Particulars	For the Year Ended 31st March, 2013	For the Year Ended 31st March, 2012
Total Income	1,248,782,207	1,524,127,443
Total Expenditure	1,315,962,428	1,523,606,316
Profit/ (Loss) before tax	(67,180,221)	5,21,126
Less: Provision for Taxation	1,474,492	12,18,589
Profit/ (Loss) after tax	(68,654,713)	(6,97,463)

FINANCIAL PERFORMANCE:

Despite sluggish macroeconomic environment in India as well as many other parts of the world, coupled with a high interest rate regime in India, Company achieve to pull off a turnover of 124.87 cores. However it could not sustain its profits for the year 2012-13.

Thus, your Directors opine that given the current pace of operations the Company would be in a position to generate better and higher revenues in the years to come.

CHANGES IN CAPITAL STRUCTURE:

As on 31st March, 2013, the Authorized and Paid-up capital of the Company is Rs. 125,00,00,000 and Rs. 116,37,98,560 respectively.

The Company in its Board Meeting held on **22nd May, 2012** issued **9,36,74,685** Equity Shares in lieu of Conversion of Warrants having face value of Re.1/-each at premium of Rs. 6.50/-per share.

DIVIDEND:

With a view to strengthen the financial position of the Company the Directors of the Company do not recommend any dividend for the year under consideration.

UNPAID/UNCLAIMED DIVIDEND:

Pursuant to Section 205A of the Companies Act, 1956, the unpaid Dividend which is due for transfer to Investor Education and Protection Fund (IEPF) are as follows:

Year	Type of Dividend	Dividend per Share	Record Date for Dividend
2008	Final dividend	0.05	27 th September, 2008
2010	Interim dividend	0.03	28 th September, 2010

Members who have not en-cashed their dividend warrants pertaining to the aforesaid years may approach the Company/its Registrar, for obtaining payments thereof atleast 20 days before they are due for transfer to the said fund.

DEPOSITS:

Your Company has not accepted any Deposits within the meaning of Section 58A of Companies Act, 1956 and Rules made there under from the public or its employees during the year under review.

DIRECTORS:

(A) Fresh Appointments on the Board of the Company

➤ **MR. NINAD DESHMUKH:-**

Pursuant to the provisions of Section 260 of the Companies Act, 1956, Mr. Ninad Deshmukh was appointed as an Additional Director of the Company by the Board of Directors at their meeting held on February 5, 2013.

In terms of the provisions of the said section, Mr. Ninad Deshmukh would hold office till the date of the forthcoming Annual General Meeting of the Company. All the requisite notices proposing his candidature for appointment as Director of the Company has been received by the Company Accordingly; necessary resolution has been included in the notice calling Annual General Meeting, for his appointment as a Director of the Company.

(B) Re-appointment of Directors

Section 255 and 256 of the Companies Act, 1956 read together with the Articles of Association of the Company provide that at least two- third of our Directors shall be subject to retirement by rotation out of which One- third must retire from the office of directorship at each Annual General Meeting of the shareholders.

Furthermore, all the retiring directors are permitted to be re- appointed as the directors, provided they do not incur any disqualification and are willing to be re- appointed.

In terms with the aforesaid provisions, Mr. Rajgopalan Iyengar, Mr. Mangesh Gurav, and Mr. Nikhil Pednekar are liable to retire by Rotation at the forthcoming Annual General Meeting and are also eligible for re- appointment.

The Board requests you to accord your consent to the re- appointment of Mr. Rajgopalan Iyengar, Mr. Mangesh Gurav and Mr. Nikhil Pednekar.

(C) Cessation

➤ **Mr. Devang Master:-**

Mr. Devang Master had resigned from the Board w.e.f. 18th February, 2013 for proceeding on sabbatical leave.

The Company acknowledges the same, wished to record its appreciation for the valuable contributions made by Mr. Master in steering the Company to newer horizons of success and growth.

➤ **Mr. Sanjay Ghosh:-**

Mr. Sanjay Ghosh had resigned from the Board w.e.f. 18th February, 2013.

The Company acknowledges the same, wished to record its appreciation for the pain- staking efforts undertaken by Mr. Sanjay Ghosh throughout his directorship at **EMPOWER** and for the significant contributions made by him to the management of affairs of the Company and also for the valuable advice rendered by him to the Board from time to time.

➤ **Mr. Suhas Ganpule:-**

Mr. Suhas Ganpule had resigned from the Board w.e.f. 18th February, 2013.

The Company acknowledges the same, wished to record its appreciation for the pain- staking efforts undertaken by **Mr. Suhas Ganpule** throughout his directorship at EMPOWER and for the significant contributions made by him to the management of affairs of the Company and also for the valuable advice rendered by him to the Board from time to time.

RE-APPOINTMENT OF STATUTORY AUDITOR

M/s. Agarwal Desai & Shah, Chartered Accountants, Statutory Auditor of the Company, holds office until the conclusion of the ensuing Annual General Meeting and are eligible for reappointment.

The Company has received letter from them to effect that their reappointment, if made, would be within the prescribed limits under Section 224(1B) of the Companies Act, 1956 and that they are not disqualified for reappointment within the meaning of Section 226 of the said Act.

The Auditor confirmed that they have subjected themselves to the peer review process of the Institute of Chartered Accountants of India (ICAI) and holds a valid certificate issued by Peer review Board of the ICAI.”

AUDITOR'S REPORT

The notes forming part of the Accounts referred to in Auditor's Report of the Company are self-explanatory and, therefore, do not call for any further explanation under Section 217(3) of the Companies Act, 1956.

PARTICULARS OF EMPLOYEE'S

None of the employees of the Company was paid remuneration of Rs. 24 Lacs per annum or Rs. 2 Lacs per month, Hence information in terms of the provisions of Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 as amended thereof is not given.

DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) In the preparation of the Annual Accounts for the year ended March 31, 2013, the applicable accounting standards read with requirements set out under Schedule VI to the Companies Act, 1956, have been followed and there are no material departures from the same;
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2013 and of the profit of the Company for the year ended on that date;
- (iii) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) The Directors have prepared the annual accounts of the Company on a 'going concern' basis.

CONSERVATION OF ENERGY/TECHNOLOGY ABSORPTION

As per the Schedule mentioned under **The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988** and in consonance to Section 217 of the Companies Act, 1956, the requirement of providing the disclosures for conservation of energy and technology absorption as mentioned under the said Section, is not applicable to the Company.

FOREIGN EXCHANGE EARNING & OUTGO

The details of Foreign Exchange Earnings and Outgo, if any, are provided under the Audited Financial Statements.

LISTING

The Shares of your Company are presently listed on

➤ “BSE Limited”

As required by the Clause 49 of the Listing Agreement as entered into between Company and Stock Exchange, a detailed Report on Corporate Governance, along with the certificate of the Statutory Auditor, of the Company, is provided as an Annexure forming part of this Report.

The Company is in full compliance with the requirements and disclosures that have to be made in this regard.

OTHER DISCLOSURES

The Management Discussion and Analysis Report is provided as an Annexure forming part of this Report in this Annual Report.

The Board of Directors of the Company has adopted a Code of Conduct. The Directors and Senior Management Personnel have affirmed their compliance with the said code.

APPRECIATION

The Board of Directors wishes to place on record their sincere appreciation of the continued support and confidence in the Company from its Shareholders, Suppliers, Bankers to the Company and financial institutions, and all other business associates, for their support and confidence reposed in the Company.

Your Directors also wish to place on record their deep sense of appreciation for the committed services by the executives, staff and workers of the Company.

**By Order of the Board
For Empower India Limited
Sd/-
Rajgopalan Iyengar
Chairman**

Date: 4th September, 2013

Place: Mumbai.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

The Management of **Empower India Limited** presents its analysis report covering performance and outlook of the Company. The Report has been prepared in compliance with the Corporate Governance requirement prescribed in the Listing Agreement. Your Management accepts responsibility for the integrity and objectivity of the financial statements.

GLOBAL ECONOMIC ENVIRONMENT

The Year 2012- 13 has been a year of weak growth for most developed countries, and one of slowing economic growth for developing nations as the global economic scenario in FY 2012-13 continued to be fraught with challenges. Major economies witnessed slower growth and the Eurozone was full of uncertainty. As the year progressed, business environment remained difficult and operating in such a testing environment proved challenging. The sovereign debt crisis in Europe and policy uncertainty in the U.S. constrained investment and hiring in those regions, causing subsequent declines in the demand for manufactured goods from developing nations, most notably China and India. This resulted in lower commodity prices, which had major ramifications for Canada, Australia and other resource-rich economies. Further, the impact of the recession in Europe and moderate recovery in U.S. was also felt in other regions of the world, most significantly Asia. Year-over-year growth in the value of exported goods out of China has slowed from a post-recession high of 48.4% in May 2010 to 9.9% in September 2012. The picture was worse in India, where year-over-year growth in the export of goods has been negative for six of the last seven months. This slowdown was also reflected in prices for major commodities.

INDIAN ECONOMIC ENVIRONMENT

The economic environment in India during the financial year 2012- 13 witnessed subdued growth with the economy growing at the rate of 5% from 6.2% in the financial year 2011- 12. However changing economic and business conditions, evolving consumer preferences, rapid technological

innovation and adoption and globalization created an increasingly competitive market environment that acted as a driving force for the corporations to transform the manner in which they operated. Also companies continued to maintain their focus on their core business objectives, such as revenue growth, profitability and asset efficiency.

INDUSTRY DEVELOPMENTS AND BUSINESS OVERVIEW

➤ **IT Sector:**

The Indian IT industry continued to redefine and transform itself by establishing new business and global delivery models and partnerships. The industry provided skilled employment both in India and abroad, generating direct employment for nearly 2.8 million persons and indirect employment of around 8.9 million in 2012-13. The global slowdown has impacted the revenues of the IT-Business Process Management (BPM) sector, the growth of which decelerated from 15 percent in 2011-12 to an estimated 8.4 percent reaching US\$95.2 billion in 2012-13 as per NASSCOM. In Indian rupee terms domestic revenues have grown just at the rate of 14.1 per cent in 2012-13 compared to 16.6 per cent in 2011-12.

This economic slowdown in the industry has also impacted the performance of the Company in general as the revenue from this segment has reduced by 15.13 % as compared to the preceding financial year. However, as is said that the **“Difficult phases do not last long and there is always a ray of hope”**, your company also continues to believe in this and thus is undertaking every measure to overcome this difficult phase and uncertainty.

➤ **Food and Agri Sector**

Today the business has become very competitive and complex. This is mainly due to changing taste and fashion of the consumers on the one hand, and introduction of substitute and cheaper and better competitive goods, on the other. The old dictum

“produce and sell”

has changed overtime into

“produce only what customers want”.

In fact, knowing what customers want is never simple since the behavior of the Consumers is influenced by a variety of factors like; cultural, social, personal and psychological factors. The business needs to know and appreciate these factors and then function accordingly. The key to the success of the any Company depends upon its ability to identify the Strategic partner.

Thus in order to capitalize on the bright prospects offered by this sector your company ventured into this sector in 2010 through the acquisition of stake in Jharkhand Mega Food Park Private Limited. Since then the Company has been taking various steps to establish its foothold in the sector and with its recent acquisition of Uniheal Foods, it is anticipated that the Company is all set to bring its dream ideology slogan '**Farm to Fork**' into reality.

➤ **Investment Sector**

Finance is the lifeblood for any business and your Company is no exception to it. In order to capitalize on the opportunities presented by this sector, and to have a better stand in the market which would aid the existing business of "IT Infrastructure Management Services" your Company ventured into the business of "Investments/Securities/ Trading" in addition to "IT Infrastructure management services"

With its strategy of growing manifold and developing a base for future breakthrough, Empower has evaluated various sectors to invest some of its capital in a way to optimize its resources and gain results' benefits in the long run, thereby generating value creation for its stakeholders.

RISK MANAGEMENT

Our businesses and operations are subject to a variety of risks and uncertainties which are no different from any other company in general and our competitors in particular. Such risks are the result of both the business environment within which we operate and other factors over which we have little or no control. These risks can be categorized as operational, Financial, Environmental, Health and Safety, Political, Market- related and Strategic risks.

Your Company has identified major focus areas for risk management to ensure organizational objectives are achieved and has a well-defined structure and proactive approach to assess, monitor

and mitigate risks Further Identification of risks and drawing-up mitigation plans is a continuous process and closely linked to the Company's Business Plans. These plans are subjected to continuous monitoring.

As a part of Enterprise Risk Management (ERM) process, a comprehensive Risk Management Policy has been framed and activated.

The Risk Management Process envisages:-

- φ Setting risk management objectives
- φ Identifying, prioritizing and reporting risk events
- φ Identifying risk mitigation strategies, and
- φ Risk monitoring and reporting.

While framing its Risk Management Policy the Company seeks to go beyond regulatory requirement and ensure exemplary Corporate Governance practices. The Company follows a bottom up approach for identifying and managing risks. The Company has a well structured internal Risk Management Organization with clearly defined roles and responsibilities of all functionaries. Periodic meetings of the Internal Committees are held to review the status of risk mitigation plans. High risk issues are deliberated in the internal Committee meetings.

Also,

- φ The Company's Business Plans as well as the profitability estimates are subject to regular review by the Committee of Directors as well as the Board of Directors.
- φ Projects under implementation are also subject to review by the Committee of Directors and the Board of Directors.
- φ Quarterly Reports on Statutory Compliances, duly certified, are submitted to the Audit Committee as well as the Board of Directors for review.
- φ Compliance(s) with exception(s), if any, are duly reported to the Audit Committee and the Board of Directors.
- φ Status of Demands/Notices on the Company, under various Acts and Rules, as well as status of litigations are reported to the Board of Directors, every quarter.

In the process of undertaking reviews of financial projections, statutory litigations etc., the Board of Directors and the Audit Committee are entitled to independent expert opinions, wherever felt appropriate by them.

INTERNAL CONTROLS AND SYSTEMS

Your Company has an efficient system of internal controls for achieving the following business objectives of the Company:

- ♠ Efficiency of Operations
- ♠ Protection of Resources
- ♠ Accuracy and promptness of financial reporting
- ♠ Compliance with the laid down policies and procedures
- ♠ Compliance with the laws and regulations.

At Empower, Internal Audit is a multi- disciplinary function which reviews, evaluates and appraises the various systems, procedures/policies of the Company and suggests meaningful and useful improvements. It helps management to accomplish its objectives by bringing a systematic and disciplined approach to improve the effectiveness of risk management towards good corporate governance.

The Company has taken a number of steps to make the audit function more effective. The Internal Audit is subjected to overall control environment supervised by Board Level Audit Committee, providing independence to the Internal Audit function, emphasizing transparency in the systems and internal controls with appropriate skill-mix of internal audit personnel etc. Annual Audit Plans based on identification of key-risk areas with thrust on system/process audits and bench-marking of the best practices followed in the plants/units is implemented so as to achieve overall efficiency improvement including cost reduction in operation of the Company. Development of Internal Audit Executives, bringing awareness amongst auditees, converging on the pro-active role of internal audit remained other focused areas during the year.

The Internal Audit system is supplemented by well-documented policies, guidelines and procedures and regular reviews are being carried out by our Internal Audit Department. The reports containing significant audit findings are periodically submitted to the management and Audit Committee of the Company.

HUMAN RESOURCES

♠ Our Philosophy

Counter- convention, determination and stretch achievements is what Empower is all about- built solely on the passion of its employees who dare to dream and persevere- to-perform- delivering possibly the most unbelievable results. At Empower, we believe in building an organization having human resource with the world class capabilities and high performance culture.

♠ Mindset

Holistic personality development is what the corporate aspires to give its team members. An individual could be an expert in his/ her chosen field, but competence is not just about domain knowledge, but an aptitude for multitasking. This organizational belief inspired a culture of multifaceted capability, accelerating individual development and empowering a team. The Organization provides a plethora of opportunities to the individual and the entire family, resulting in huge recognition for the brand, an immediate willingness to be part of the team, significantly higher retention.

♠ Recruitment

The irony is that skilled people resources are getting exceedingly scarce in the second most populous nation. Attracting qualified professionals is becoming increasingly challenging in India. Thus your Company undertakes immense efforts to recruit, develop and retain talented and motivated employees who share the Company's vision and values. Further we also seek to create an environment of fairness, transparency and mutual respect wherein the aspirations of employees and the goals of the enterprise are aligned to achieve mutual benefit on a long term continual basis.

In addition to this, in order to groom the new recruits, Empower focuses on learning and development to enhance the knowledge and skill, preparing its people to face the challenges in the dynamic business scenario.

To sum up, employees are the Company's most valuable assets. This talent has through strong alignment with your Company's vision; successfully built and helped your company to emerge as one of the few developing Industries in the Country. Further your Company's unflagging commitment to investing in the talent development ensures performance and achievement of the highest order.

FORWARD LOOKING AND CAUTIONARY STATEMENT

This report contains projections, estimates and expectations etc. which are just "forward-looking statements". Actual results could differ from those expressed or implied in this report. Important factors that may have impact on Company's operations include economic conditions affecting demand/ supply and price conditions in the domestic and overseas markets, changes in the Government regulations/ policies, tax laws and other statutes and other incidental factors. The Company assumes no responsibility to publicly modify or revise any forward looking statements on the basis of any future events or new information. Actual results may differ from those mentioned in the report.

REPORT ON CORPORATE GOVERNANCE *(Pursuant to clause 49 of the Listing Agreements)*

CORPORATE GOVERNANCE:

“Corporate Governance is about maintaining an appropriate balance of accountability between three key players: the corporation's owners, the directors whom the owners elect and the managers whom the directors select. Accountability requires not only good transparency, but also an effective means to take action for poor performance or bad decisions.”

Corporate Governance is about commitment to values and ethical business conduct. It is about how an organization is managed. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. Accordingly, timely and accurate disclosure of information regarding the financial situation, performance, ownership and governance of the company is an important part of corporate governance. This improves public understanding of the structure, activities and policies of the organization. Consequently, the organization is able to attract investors, and enhance the trust and confidence of the stakeholders.

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE:

Good Corporate Governance is an integral part of the Company's Management and Business Philosophy. It is the combination of voluntary practices and compliance with law and regulations leading to effective control and management of the organization. The Company Subscribes fully to the principles of good Corporate Governance which leads to long term shareholder value and enhances interest of other stakeholders. It embeds the principles of independence, integrity, accountability and transparency into the value system driving the Company. Transparency and accountability are the two basic doctrine of Corporate Governance. It brings into focus the fiduciary and the trusteeship role of the Board to align and direct the actions of the organization towards creating wealth and shareholder value.

The Company strongly believes that good Corporate Governance ultimately leads to growth and competitive strength, and the corporate governance norms are the foundations of procedure at the Board and operational levels.

OUR CORPORATE GOVERNANCE POLICY IS BASED ON THE FOLLOWING PRINCIPLES:

- Satisfy the spirit of the law and not just the letter of the law. Corporate Governance standards should go beyond law.
- Be transparent and maintain a high degree of disclosure levels.
- Have a simple and transparent corporate structure driven solely by business needs.
- Infuse best expertise on the Board.
- Maintain regular checks and audits for continuous improvements in an already well-defined business systems and procedures.

The Board of Directors ('the Board') is at the core of our Corporate Governance practice and oversees how the Management serves and protects the long- term interests of all our stakeholders. We believe that an active, well-informed and independent Board is necessary to ensure the highest standards of corporate governance.

A. BOARD COMPOSITION:

➤ **Size and Composition of the Board**

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors.

The Board consists of 13 directors, out of which 7 are Independent Directors. Composition of the Board and category of Directors are as follows:

Name of Director	Category	No. of other Directorships and Committee Membership/Chairmanship		
		Other Directorship	Committee Membership in other Companies	Committee Chairmanship in other Companies
Rajgopalan Iyengar	Executive Director	1	NIL	NIL
Devang Master#	Executive Director	7	NIL	NIL
Mangesh Gurav	Executive Director	2	NIL	NIL
Jilani Sheikh^	Executive Director	1	NIL	NIL
Rajesh Sharma**	Executive Director	6	NIL	NIL
Sanjay Gosh#	Executive Director	5	NIL	NIL
Kiran Soni@	Non-Executive Independent Director	6	1	NIL
Prakash Naik@	Non-Executive Independent Director	NIL	NIL	NIL
Suhas Ganphule#	Non-Executive Independent Director	5	1	NIL
Nikhil Pednekar	Non-Executive Independent Director	5	1	NIL
Vasudev Balani^	Non-Executive Independent Director	NIL	NIL	NIL
Rajesh Lavekar*	Additional Executive Director	NIL	NIL	NIL
Ninad Deshmukh*	Additional Executive Director	1	NIL	NIL

** Mr. Rajesh Sharma resigned from the directorship of the Company w.e.f. **27th July, 2012.**

^ Mr. Jilani Sheikh and Mr. Vasudev Balani being rotation director of the Company retired from the directorship of the Company in the last AGM held on **25th September, 2012.**

Mr. Devang Master, Mr. Sanjay Ghosh and Mr. Suhas Ganphule resigned from the directorship of the Company w.e.f. **18th February, 2013.**

* Mr. Rajesh Lavekar and Mr. Ninad Deshmukh were appointed as an Additional Executive Directors of the Company w.e.f **5th February, 2013.**

@ Mr. Prakash Naik, Mr. Kiran Soni and Mr. Rajesh Lavekar resigned from the directorship of the Company w.e.f. 4th September, 2013.

NOTES:

- ⌘ There are no inter-se relationships between our Board members.
- ⌘ The Directorship positions disclosed in the table excludes directorship in Empower India Limited.
- ⌘ Private Companies, Foreign Companies and Companies under Section 25 of the Companies Act, 1956 are excluded for the above purpose.
- ⌘ As required by Clause 49 of the Listing Agreement, the disclosure includes memberships / chairpersonship of Audit Committee and Share Transfer & Investor Grievance Committee in Indian public Companies (listed and unlisted).
- ⌘ None of the Directors are members in more than Ten Committees and have not held Chairmanship in more than Five Committees across all Companies in which they are directors as on the date of this report and none of them have acquired any disqualification as per section 274(1)(g) of the Companies Act, 1956.
- ⌘ All the independent Directors of the Company furnished a declaration at the time of their appointment as also annually that they qualify the conditions of their being independent. All such declarations were/are placed before the Board.
- ⌘ No Director is related to any other Director on the Board in terms of the definition of 'relative' given under the Companies Act, 1956.

B. BOARD PROCEEDINGS

The day to day business conducted by the officers of **EMPOWER** are under the direction of the board. The board holds minimum four meetings every year to review and discuss the performance of the company, its future plans, strategies and other pertinent issues relating to the Company.

The Board Meetings of **EMPOWER** are mostly held at the Registered Office of the Company situated at 25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort. Mumbai- 400 001.

Our board met 11 times in the financial year 2012-13 on 15th May, 2012; 22nd May, 2012; 27th July, 2012; 13th August, 2012; 30th August, 2012; 25th September, 2012; 12th November, 2012; 2nd January, 2013; 29th January, 2013; 5th February, 2013 and 18th February, 2013.

Directors retiring by rotation

Mr. Rajgoplan Iyengar; Mr. Mangesh Gurav and Mr. Nikhil Pednekar eligible, offer themselves for reappointment in the ensuing Thirty First Annual General Meeting (AGM). The BOARD has recommended their re-appointment and seeks shareholders' approval.

Additional director being appointed under section 257 of the Companies Act, 1956

The BOARD has also recommended that Mr. Ninad Deshmukh who was appointed as an additional directors of the Company by the BOARD on March 5, 2013 and who ceases to hold office on the date of the thirty first annual general meeting under section 260 of the Companies Act, 1956 and in respect of whom the Company has received notice in writing, proposing his candidature for the office of director, be and is hereby recommended to be appointed as director of the Company liable to retire by rotation.

Disclosure of related party transactions

During the year 2012-13, no materially significant related party transactions have been entered into by the Company with the directors or management or their relatives that may have a potential conflict with the interest of the Company.

Compliance with mandatory and non-mandatory requirements under Clause 49 of the Listing Agreement

The Company has disclosed all the mandatory requirements under clause 49 of the listing agreement. Among the non-mandatory requirements of clause 49 of the listing agreement, the Company has set up a remuneration committee.

The information required to be placed before the Board includes:

- ⊗ General notices of interest of Directors.
- ⊗ Appointment, remuneration and resignation of Directors.
- ⊗ Formation/Reconstitution of Board Committees.
- ⊗ Terms of reference of Board Committees.
- ⊗ Minutes of meetings of Audit Committee and other Committees of the Board.
- ⊗ Declaration of independent directors at the time of appointment/annually.
- ⊗ Annual operating plans of businesses, capital budgets and any updates.
- ⊗ Quarterly results for the Company and its operating divisions or business segments.
- ⊗ Annual Financial results of the Company, Auditors' Report and the Report of the Board of Directors'.
- ⊗ Quarterly Secretarial Audit reports submitted by the Secretarial Auditors.
- ⊗ Significant changes in accounting policies and internal controls.
- ⊗ Appointment of and the fixing of remuneration of the Auditors as recommended by the Audit Committee.
- ⊗ Proposals for major investment, mergers and acquisitions.
- ⊗ Show cause, demand, prosecution notices and penalty notices which are materially important.
- ⊗ Compliance Certificate certifying compliance with all Laws as applicable to the Company.
- ⊗ Reconciliation of Share Capital Audit Report under SEBI (Depositories and Participants) Regulations, 1996.
- ⊗ Non-compliance with any regulatory, statutory or listing requirements, as well as shareholders services such as non-payment of dividends and delays in share transfer.

The Attendance of Directors at the Board Meetings and last Annual General Meeting held on 25th September, 2012:

Name of the Directors	Date of Appointment	Date of Cessation	Attendance at Board Meetings/Total Meetings	Whether attended last AGM (Yes/No)
Rajgopalan Iyengar	26/04/2007	N.A.	11/11	Yes
Devang Master	25/06/2002	18/2/2013	10/10	Yes
Mangesh Gurav	20/03/2010	N.A.	11/11	Yes
Jilani Sheikh	14/02/2005	25/9/2012	3/3	Yes
Rajesh Sharma	09/12/2010	27/7/2012	3/3	No
Sanjay Gosh	9/12/2010	18/2/2013	11/11	Yes
Kiran Soni	1/9/2011	N.A.	11/11	Yes
Prakash Naik	27/07/2012	N.A.	8/8	Yes
Suhas Ganpule	21/10/2010	18/2/2013	11/11	Yes
Nikhil Pednekar	1/9/2011	N.A.	11/11	Yes
Vasudev Balani	29/09/2009	25/9/2012	5/5	Yes
Rajesh Lavekar*	5/2/2013	N.A.	1/1	No
Ninad Deshmukh*	5/2/2013	N.A.	1/1	No

* Mr. Rajesh Lavekar and Mr. Ninad Deshmukh were appointed as an Additional Executive Directors of the Company w.e.f 5th February, 2013.

C. COMMITTEE:

The Board has constituted the following committees and has assigned their terms of reference. The Chairman of each committee along with the other members of the committee and if required other members of the board, decide the agenda, frequency and the duration of each meeting of that committee. Currently, the board has three committees:

1. Audit Committee
2. Investor Grievances Committee
3. Remuneration Committee

1. AUDIT COMMITTEE

The Committee currently comprises of Mr. Kiran Soni as the chairman; Mr. Suhas Ganpule and Mr. Rajgopalan Iyengar as its members. All the members of the audit committee are financial literate.

The composition of the Audit Committee meets the stipulated minimum number of independent Directors. The Company's statutory auditor is permanent invitee to the Committee's meetings.

The terms of reference of the Committee covers all applicable matters specified under clause 49 of the Listing Agreements dealing with Corporate Governance and Section 292A of the Companies Act, 1956.

Terms of Reference of the Audit Committee include among other things:

- ⊗ Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
- ⊗ Recommending to the Board, the appointment, reappointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
- ⊗ Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
- ⊗ Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:

- a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act, 1956.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
- ⌘ Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
- ⌘ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- ⌘ Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- ⌘ Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- ⌘ Discussion with internal auditors any significant findings and follow up there on.
- ⌘ Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
- ⌘ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ⌘ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends)

The Committee met 5 times during the year financial year ended 31st March 2013 i.e. 11th May,2012, 11thAugust,2012, 22nd August,2012, 12th November, 2012, and 4th February2013 and the time gap between the two meetings did not exceed four months.

Audit Committee meeting and attendance

The audit committee has met five times during the year on May 11, 2012, August 11, 2012, August 22, 2012, November 12, 2012 and February 4, 2013.

Members of audit committee and details of the attendance of directors are given below:

Director	Category	Position	Attendance
Kiran Soni*	Independent Director	Chairman	2/2
Vasudev Balani*	Independent Director	Chairman/Member*	3/3
Suhas Ganpule#	Independent Director	Member	5/5
Rajgopalan Iyengar	Independent Director	Member	5/5
Nikhil Pednekar#	Independent Director	Member	N.A.

* **Mr. Vasudev Balani**, a director due to retire by rotation at the Annual General Meeting held on 25th day of September, 2012 has retired from the Board of Directors of the Company and subsequent to that, the Board of the Directors of the Company in their Board Meeting held on the same day i.e. 25th day of September, 2012 had reconstituted the composition of the Committees by appointing **Mr. Kiran Soni** as a member and chairman of the Committee to fill the casual vacancy caused due to the resignation of Mr. Vasudev Balani.

Mr. Suhas Ganpule has resigned from the Board w.e.f. 18th February, 2013 and the Board of the Directors of the Company in their Meeting held on the same date i.e. 18th February, 2013 has reconstituted the composition of the Committees by appointing **Mr. Nikhil Pednekar** as a member of the Committee to fill the casual vacancy caused due to the resignation of Mr. Suhas Ganpule.

2. SHAREHOLDERS/INVESTORS' GRIEVANCE COMMITTEE:

The Investor Grievances committee is responsible for:

- Investor relations and redressal of shareholders' grievances in general and relating to non-receipt of dividends, interest, non-receipt of balance sheet,
- The Investors' Grievance Committee meets to review and to take note of the Compliance Report submitted to the Stock Exchanges and Grievances of the shareholders and several meetings were held.
- Such other matters as may, from time to time, be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

The Shareholders/Investors' Grievance Committee met four times during the year which was held on 11th May, 2012, 11th August, 2012, 12th November, 2012 and 4th February, 2013 respectively. The composition is as follows:

Director	Category	Position	Attendance
Vasudev Balani*	Independent Director	Chairman/Member	2/2
Devang Master#	Executive Director	Member	4/4
Suhas Ganpule#	Independent Director	Member	4/4
Kiran Soni*	Independent Director	Chairman	2/2
Nikhil Pednekar#	Independent Director	Member	N.A.
Prakash Naik#	Independent Director	Member	N.A.

* **Mr. Vasudev Balani**, a director due to retire by rotation at the Annual General Meeting held on 25th day of September, 2012 has retired from the Board of Directors of the Company and subsequent to that, the Board of the Directors of the Company in their Board Meeting held on the same day i.e. 25th day of September, 2012 had reconstituted the composition of the Committees by appointing **Mr. Kiran Soni** as a member and chairman of the Committee to fill the casual vacancy caused due to the resignation of Mr. Vasudev Balani.

Mr. Suhas Ganpule and Mr Devang Master has resigned from the Board w.e.f. 18th February, 2013 and the Board of the Directors of the Company in their Meeting held on the same date i.e. 18th February, 2013 has reconstituted the composition of the Committees by appointing **Mr. Nikhil Pednekar** and **Mr. Prakash Naik** as a member of the Committee to fill the casual vacancy caused due to the resignation of Mr. Suhas Ganpule and Mr. Devang Master.

Investor Grievances

During the year under review, no complaints were received by the Company from its investors.

3. REMUNERATION COMMITTEE:

The remuneration policy of the Company is aimed at rewarding performance, based on review of achievements on a regular basis and is in consonance with the existing industry practices.

The purpose of the committee shall be to discharge the Boards responsibilities related to compensation of the Company's executive directors and senior management. The committee has the overall responsibility of approving and evaluating the compensation plans, policies and programs for executive directors and senior management.

The committee, in consultation with the chairman, shall review the performance of all the executive directors each quarter, on the basis of the detailed performance parameters set for each of the executive directors at the beginning of the year. The compensation committee may, from time-to-time, also evaluate the usefulness of such performance parameters, and make necessary amendments.

The committee is empowered to approve remuneration of Directors of the Company and their relatives and to ensure compliance of the Companies Act, 1956, Listing Agreements, etc. In this regard, Two Meeting of the members of Remuneration Committee was held on **22nd August, 2012** and **12th November, 2012**. The present composition of Remuneration Committee is given below:

Director	Category	Position	Attendance
Vasudev Balani*	Independent Director	Chairman/Member	1/2
Devang Master#	Executive Director	Member	2/2
Suhas Ganpule#	Independent Director	Member	2/2
Kiran Soni*	Independent Director	Chairman	2/2
Nikhil Pednekar#	Independent Director	Member	N.A.
Prakash Naik#	Independent Director	Member	N.A.

* **Mr. Vasudev Balani**, a director due to retire by rotation at the Annual General Meeting held on 25th day of September, 2012 has retired from the Board of Directors of the Company and subsequent to that, the Board of the Directors of the Company in their Board Meeting held on the same day i.e. 25th day of September, 2012 had reconstituted the composition of the Committees by appointing **Mr. Kiran Soni** as a member and chairman of the Committee to fill the casual vacancy caused due to the resignation of Mr. Vasudev Balani.

Mr. Suhas Ganpule and Mr Devang Master has resigned from the Board w.e.f. 18th February, 2013 and the Board of the Directors of the Company in their Meeting held on the same date i.e. 18th February, 2013 has reconstituted the composition of the Committees by appointing **Mr. Nikhil Pednekar** and **Mr. Prakash Naik** as a member of the Committee to fill the casual vacancy caused due to the resignation of Mr. Suhas Ganpule and Mr. Devang Master.

CODE OF CONDUCT

The Company has adopted the code of conduct and ethics for directors and senior management. The code has been circulated to all the members of the board. The board members have affirmed their compliance with the code and a declaration to be signed by the directors of the Company is given below:

“It is hereby declared that the company has obtained from all members of the board, affirmation that they have complied with the code of conduct for directors of the Company for the year 2012-13”.

RISK MANAGEMENT

The Company has laid down procedures to inform the members of the Board about the risk assessment and minimization procedures. The Company has framed the risk assessment and minimization procedure which is periodically reviewed by the Audit Committee and the Board.

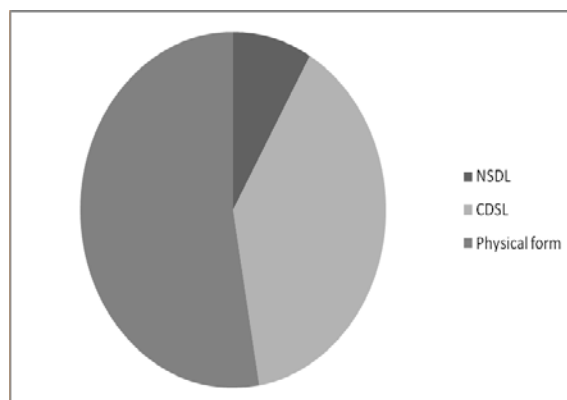
Disclosure on materially significant related party transactions i.e. transactions of the company of material nature, with its Promoters, the Directors and the management, their relatives or subsidiaries, etc. that may have potential conflict with the interests of the Company at large:

During the year under review, there were no material related party transactions of the Company with its promoters, Directors or the Management or their relatives and subsidiaries and associates. These Transactions if and when occurs are placed before the Audit committee of the Board quarterly and placed for Board's information on a quarterly basis. Further there are no material individual transactions that are not in normal course of business or not on an arm's length basis.

SECRETARIAL AUDIT:

Pursuant to Clause 47(c) of the Listing Agreement with the Stock Exchanges, certificates on half yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) regulations, 1996, certificates have also been received from a Company Secretary-in-Practice for timely dematerialization of the Shares of the Company and for conducting a secretarial audit on a quarterly basis for reconciliation of the share capital of the Company.

Dematerialization of Shares as on 31st March, 2013 and Liquidity



Particulars of Shares	Shares of Rs. 1/- each	
	Number	% to Total
Dematerialized form		
NSDL	97490366	8.38
CDSL	452471267	38.88
Physical form	613836927	52.74
Total	1163798560	100

POSTAL BALLOTS

For the year ended March 31, 2013, there are no ordinary or special resolutions that need to be passed by our shareholders through a postal ballot.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE

As required by Clause 49 of the Listing Agreement, the auditor's certificate is given in the *Annexure to the directors' report* section in the Annual Report.

CERTIFICATE ON FINANCIAL STATEMENT

As required by Clause 49 of the Listing Agreement, the certification on Financial Statements is provided as a separate section of the Annual Report.

COMPLIANCE WITH NON-MANDATORY REQUIREMENTS OF CLAUSE 49 OF THE LISTING AGREEMENT

Clause 49 of the Listing Agreement mandates us to obtain a certificate from either the auditors or practicing Company Secretaries regarding compliance of conditions of corporate governance as stipulated in the Clause, and annex the certificate with the *Directors' report*, which is sent annually to all our shareholders. We have obtained a certificate to this effect and the same is given as an *Annexure to the directors' report*. The Clause further states that the non-mandatory requirements may be implemented as per our discretion.

We comply with the following non-mandatory requirements:

TRAINING OF THE BOARD MEMBERS

New Directors appointed by the Board are given formal induction and orientation with respect to the Company's vision, strategic direction and core values including ethics, corporate governance practices, financial matters and business operations.

Periodic presentations are made at the Board and Committee Meetings, on business and performance updates of the Company, global business environment, business strategy and risks involved.

WHISTLEBLOWER POLICY

We have established a mechanism for employees to report concerns about unethical behavior, actual or suspected fraud, or violation of our code of conduct or ethics policy. It also provides for adequate safeguards against victimization of employees who avail of the mechanism, and also allows direct access to the Chairperson of the audit committee in exceptional cases. We further affirm that no employee has been denied access to the audit committee.

REMUNERATION COMMITTEE:

Board of Directors has constituted Remuneration Committee. The committee is empowered to approve remuneration of Directors of the Company and their relatives and to ensure compliance of the Companies Act, 1956, Listing Agreements, etc. the detail report on Remuneration Committee has been provided in Remuneration Committee section of Annual Report.

GENERAL SHAREHOLDER INFORMATION COMPANY

REGISTRATION DETAILS

The Company is registered in the State of Maharashtra, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is **L51900MH1981PLC023931**.

FINANCIAL YEAR OF THE COMPANY

The financial year of the Company is from April 1 to March 31 each year.

ANNUAL GENERAL MEETING

(Day, Date, Time and Venue): Monday, September 30, 2013

At 09.00 a.m.
25/25A, 2nd Floor,
Nawab Building,
327, D.N. Road,
Fort, Mumbai- 400 001.

DETAILS OF PREVIOUS ANNUAL GENERAL MEETINGS FOR LAST 3 YEARS

Year Ended	Day, Date and Time of the Annual General Meetings	Venue	Special Resolutions passed
2011-12	Tuesday, September 25, 2012 at 9.00 a.m.	25/25A, 2 nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001.	Consolidation of Equity Shares of the Company.
2010- 11	Friday, 30 th September, 2011 9.00 a. m.	25/25A, 2 nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001.	Commencement of Investment business as specified under the Clause 75 (Other Objects) of the Memorandum of Association of the Company.
2009- 10	Friday, 30 th September, 2010 at 9.00 a. m.	25/25A, 2 nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001.	No Special Resolution was passed.

BOOK CLOSURE:

Pursuant to the provisions of section 154 of Companies Act, 1956 and Clause 16 of the Listing Agreement, Register of Members and Share Transfer Book of the Company would remain closed from **25th September 2013 to 27th September 2013** (both days inclusive) for the purpose of the Annual General Meeting of the Comp

MEANS OF COMMUNICATION WITH SHAREHOLDERS:

Quarterly Results	The quarterly and annual result of the Company are published in English and vernacular newspaper in accordance with the requirements of the Listing Agreement of the Stock Exchanges,
News papers in which results are normally Published	The Free Press Journal :- English Navshakti :-Marathi
Email id	info@empowerindia.in .
Registered Office	25/25A, 2 nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400 001 .
Telephone no:	91- 22045055, 22045044.
Whether Management Discussions and Analysis report is a part of Annual report or not	Yes
Share Transfers in physical form and other communication in that regard including share certificates, dividends and change of address etc. to be addressed to:	<u>Registrar and Share Transfer Agents</u> Purva Sharegistry India Private Limited No. 9, Shiv Shakti Industrial Estate, Ground Floor, JR Boricha Marg, Opp. Kasturba Hospital, lower Parel.
Listing on Stock Exchanges at	Bombay Stock Exchange of India Limited. Scrip Code: - 504351.

INTERNATIONAL SECURITIES IDENTIFICATION NUMBER (ISIN).

Under the Depository system, the ISIN allotted to the Company's shares in dematerialized form is **INE507F01023**.

The Annual Custodian Fees for F.Y. 2012-2013 have been paid to NSDL and CDSL.

MARKET PRICE DATA (HIGH/LOW DURING EACH MONTH) ON BSE:

ANNEXURE 1

Monthly high and low quotations and volume of shares traded on Bombay Stock Exchange for financial year 2012-2013 are:

Month	Open Price	High Price	Low Price	Close Price
April 2012	0.47	0.73	0.44	0.73
May 2012	0.76	0.82	0.44	0.44
June 2012	0.44	0.47	0.38	0.40
July 2012	0.40	0.42	0.35	0.38
August 2012	0.38	0.42	0.32	0.33
September 2012	0.33	0.37	0.31	0.31
October 2012	0.32	0.34	0.27	0.30
November 2012	0.29	0.32	0.26	0.29
December 2012	0.30	0.37	0.27	0.37
January 2013	0.38	0.54	0.34	0.34
February 2013	0.33	0.40	0.31	0.31
March 2013	0.30	0.31	0.22	0.23

ANNEXURE 2

Distribution of Shareholding (As on 31st March, 2013)

No of Equity Shares held	No of Shareholders	No of Shares held	% of Shareholding
UPTO - 5000	4842	7849067	0.67
5001 - 10000	933	7508230	0.65
10001 - 20000	637	9649275	0.83
20001 - 30000	296	7626448	0.66
30001 - 40000	178	6268924	0.54
40001 - 50000	164	7881364	0.68
50001 -100000	300	22225083	1.91
100001 &Above	370	1094790169	94.07
TOTAL	7720	1163798560	100

ANNEXURE 3

Categories of Shareholders as on 31st March, 2013

Category	No of shares	% of shareholding
Individuals	149870364	12.88
Promoters	174781787	15.02
Bodies Corporate	818062805	70.29
Clearing Members	187252	0.02
N.R.I. (Non-Repatriate)	106732	0.01
N.R.I. (Repatriate)	827897	0.07
Foreign Corporate Bodies	5	0.00
Hindu Undivided Family	19961718	1.71
TOTAL	1163798560	100

By Order of the Board
For Empower India Limited

Sd/-

Rajgopalan Iyengar
Chairman

Date: 4th September, 2013

Place: Mumbai.

CERTIFICATION ON FINANCIAL STATEMENTS OF THE COMPANY

I, the undersigned, Executive Director of **Empower India Limited** (*formerly known as Empower Industries India Limited*) ('the Company'), to the best of my knowledge and belief certify that:

(a) I have reviewed the financial statements and the cash flow statement of the Company for the year ended March 31, 2013 and that to the best of our knowledge and belief:

- These statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;
- These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

(b) To the best of my knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2013 are fraudulent, illegal or violative to the Company's Code of Conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that I have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and Audit Committee deficiencies in the design or operation of such internal controls, if any, of which I am aware and steps taken or proposed to be taken to rectify these deficiencies.

(d) During the year:

- There has not been any significant change in internal control over financial reporting;
- There have not been any significant changes in accounting policies; and
- There have been no instances of significant fraud of which we are aware that involve management or other employees having significant role in the Company's internal control system over financial reporting.

For and on behalf of the Board of Directors

Sd/-

Rajgopalan Iyengar

Chairman

Date: 30th May, 2013

Place: Mumbai.

AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE

To

The Members,

Empower India Limited

(Formerly known as Empower Industries India Limited)

We have examined the compliance of conditions of Corporate Governance by **Empower India Limited** (*Formerly known as Empower Industries India Limited*) (**'the Company'**), for the year ended March 31, 2013 as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the guidance note issued by the Institute of Chartered Accountants of India, we have to state that no investor grievance is pending, for a period exceeding one month against the Company as per the records maintained by the investor grievance committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: Mumbai.

Date: 4th September, 2013

For Agarwal Desai & Shah

Chartered Accountants

Sd/-

CA Mrugan H Shah

Firm Reg. No: 124850W

Membership No.: 114770

INDEPENDENT AUDITOR`S REPORT

To,

The Members of

EMPOWER INDIA LIMITED.

(Formerly known as Empower Industries India Limited)

Report on the Financial Statement

We have audited the accompanying financial statement of Empower India Ltd (“the Company”) which comprise the Balance Sheet as at 31st March 2013, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management’s Responsibility for the Financial Statements

The Management is responsible for the preparation of these financial statements that give a true and fair view of financial position, financial performance and cash flows of the company in according with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Company Act, 1956 (“the Act”). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and free from material misstatement, whether due to fraud or error.

Auditor’s Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accounts of India. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the financial statements gives the information required by the Act in the manner so required and give a true and fair view in conformity with the according principles generally accepted in India:

- (i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2013;
- (ii) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date; and
- (iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of Sub-section (4A) of Section 227 of the Act,, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the said order.
2. As required by Section 227 (3) of the Act, we report that:
 - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

- b. In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
- c. The Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account;
- d. In our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement Comply with the Accounting Standards referred to in sub-section (3C) of Section 211 of the Companies Act, 1956; and
- e. On the basis of written representations received from the directors as on 31st March 2013, and taken on record by the Board of Directors, none of the directors are disqualified as on 31st March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.

Place: Mumbai.

Date: 30th May, 2013.

For Agarwal Desai & Shah

Chartered Accountants

Sd/-

CA Mrugen H Shah

Firm Reg. No: 124850W

Membership No.: 114770

ANNEXURE TO INDEPENDENT AUDITOR'S REPORT

Referred to in paragraph 1 of our report of even date on the accounts for the year ended 31st March 2013 of Empower India Limited.

1. A. The Company has maintained proper records showing full particulars including quantitative details and situation of Fixed Assets.

B. Assets have been physically verified by the management during the year. According to the information and explanation given to us, there is regular programme of verification which, in our opinion is reasonable having regards to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

C. The Company has not disposed off substantial part of its fixed assets during the year.
2. A. Inventories have been physically verified during the year by the management at intervals.

B. The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

C. The Company has maintained proper records of inventories and no material discrepancy noticed on physical verification.
3. A. The Company, during the period covered by our audit, has not granted secured or unsecured loans to companies covered in the Register maintained under Sections 301 of the Companies Act, 1956. Hence provisions of clauses (iii) (b),(c),(d) of paragraph 4 are not applicable to the Company.

B. The Company, during the period covered by our audit, has not taken secured or unsecured loans from companies covered in the register maintained under section 301 of the Act. Hence provisions of clauses (iii) (f),(g) of paragraph 4 are not applicable to the Company.

4. In our opinion and according to the information and explanations given to us, having regard to the explanations that certain items of purchase are of special nature for which suitable alternative sources do not exist for obtaining competitive quotations, there are adequate internal control procedures commensurate with the size & nature of business of Company for the purchase of inventory, fixed assets and sales of goods. Further on the basis of our examinations and information and according to the explanations given to us, we have neither come across nor have we been informed of any instance of measure weaknesses in the aforesaid internal control procedures.
5. Based on the audit procedure applied by us and the information and explanation provided by management, we are of the opinion that there were no transaction during the year that, need to be entered in the Register maintained under section 301 of the Companies Act 1956.
6. The Company has not accepted any deposits from the public. The provision of Sections 58A & 58AA of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975 are not applicable to the Company.
7. In our opinion, the company has an internal audit system commensurate with its size and nature of its business.
8. We have been informed by management, no cost records have been prescribed under Section 209 (1) (d) of the Companies Act, 1956.
9. A. According to the records of the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investors' Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom duty, excise duty, cess and other material statutory dues as applicable have been regularly deposited by the company during the year with the appropriate authorities. There was no undisputed amount outstanding at the year end for a period more than six month as at 31st March 2013.

B. According to information and explanations given, there were no disputed amounts payable in respect of Income Tax, Wealth Tax, Custom duty, Excise duty, cess, except Sales Tax for which the Company is in appeal.

- 10.** The Company has accumulated losses of Rs.5,94,86,500/- as at March 31, 2013 and has incurred cash losses Rs.57,643,388/- during the financial year 2012-2013 covered by the audit .
- 11.** According to the records of the company, company has not borrowed from financial institution or bank or issued debentures till 31st March, 2013. Hence, in our opinion, the question of reporting defaults in repayment of dues to financial institution or bank or debentures does not arise.
- 12.** In our opinion and according to the information and explanation given to us, no loans and advances have been granted by the Company on the basis of security by way of pledge of shares, debentures and other securities.
- 13.** In our opinion and according to the explanations given to us, the Company is not a chit fund/ nidhi / mutual benefit funds / society.
- 14.** The Company has maintained proper records of transactions and contracts in respect of investment in shares debenture and other securities and those timely entries have been made therein. The shares, debentures and other securities have been held by the company in its own name.
- 15.** The Company has not given any guarantees for loans taken by others from banks or financial institutions.
- 16.** The Company has not taken any Term loan from Bank and Financial institute.
- 17.** Based on the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on a short-term basis have been used for long-term investment by the company.
- 18.** The Company has not made any preferential allotment of shares to parties and companies covered in the Register maintained under section 301 of the Companies Act, 1956 during the year.
- 19.** The Company has not issued any debentures during the year.
- 20.** The company has not raised any money by public issue during the year.

21. Based upon our audit procedures performed and on the information and explanations given by the management we are of the opinion that no fraud on or by the company has been noticed or reported during the course of our audit.

Place: Mumbai.

Date: 30th May, 2013.

For Agarwal Desai & Shah

Chartered Accountants

Sd/-

CA Mrugen H Shah

Firm Reg. No: 124850W

Membership No.: 114770

BALANCE SHEET AS AT 31ST MARCH, 2013

(Amount in Rupees)

Particulars	Notes		Figures as at		
			the end of current reporting period 2013	the end of previous reporting period 2012	
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital					
(i) Equity Share Capital	1.1	1,163,798,560		1,070,123,875	
(ii) Convertible Equity Warrants	1.2	-		721,955,750	
(b) Reserves and Surplus	2	2,712,696,065	3,876,494,625	2,153,069,713	3,945,149,338
(2) Share application money pending allotment			-		-
(3) Non-Current Liabilities					
(a) Long-term borrowings		-		-	
(b) Deferred tax liabilities (Net)	3	4,643,707		3,169,215	
(c) Other Long term liabilities		-		-	
(d) Long term provisions		-	4,643,707	-	3,169,215
(4) Current Liabilities					
(a) Short-term borrowings		-		-	
(b) Trade payables	4	955,309,612		633,142,877	
(c) Other current liabilities	5	104,446,522		204,588,482	
(d) Short-term provisions	6	3,773,503	1,063,529,638	9,228,496	846,959,855
Total Equity & Liabilities			4,944,667,969		4,795,278,408
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	7	14,507,271		23,905,369	
(ii) Intangible assets		-		-	
(iii) Capital work-in-progress		-		-	
(iv) Intangible assets under development		-	14,507,271	-	23905369

(b) Non-current investments	8	3,281,214,023		2,343,994,239	
(c) Deferred tax assets (net)		-		-	
(d) Long term loans and advances	9	128,795,022		168,258,521	
(e) Other non-current assets	10	588,987,522	3,998,996,567	472,330,164	2,984,582,924
(2) Current assets					
(a) Current investments	11	72,241,191		1,145,322,108	
(b) Inventories	12	33,748,064		54,097,657	
(c) Trade receivables	13	815,033,384		563,339,397	
(d) Cash and cash equivalents	14	9,403,079		14,954,508	
(e) Short-term loans and advances		-		-	
(f) Other current assets	15	738,414	931,164,131	9,076,444	1,786,790,115
Total Assets			4,944,667,969		4,795,278,408

This is the Balance Sheet referred to in our Report of even Date.

As per our report of even date attached

For

AGARWAL DESAI & SHAH

Firm Reg. No:- 124850W

Chartered Accountants

Sd/-

Mrugen H. Shah

Membership No.114770

(Partner)

For and on Behalf of the Board of Directors

Sd/-

(Director)

Sd/-

(Director)

Place : Mumbai

Date : 30th May, 2013

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in Rupees)

Particulars	Notes	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
		2013	2012
I. Revenue from Operations	16	1,284,817,805	1,504,556,784
II. Other Operating Income	17	7,866,706	19,570,659
III. Other Income	18	(43,902,304)	
Total Revenue		1,248,782,207	1,524,127,443
IV. EXPENSES			
Cost of materials			
Purchase of Stock-in-Trade	19	1,257,760,071	1,483,565,534
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	20,349,594	2,248,891
Employee benefit expense	21	26,023,222	19,460,045
Financial costs	22	5,520	20,506
Depreciation and amortization expense	23	9,536,833	15,795,865
Miscellaneous Expenditure	24	1,010,865	1,010,000
Other Expenses	25	1,276,323	1,505,475
Total Expenses		1,315,962,428	1,523,606,316
V. Profit before tax		(67,180,221)	521,126
VI. Tax expense:			
(1) Current tax	26	-	1,653,048
(2) Deferred tax	27	1,474,492	(434,459)
VII. Profit(Loss) after tax		(68,654,713)	(697,463)
VIII. Profit/(Loss) for the period		(68,654,713)	(697,463)
XI. Earning per equity share:			
(1) Basic		(0.06)	(0.001)
(2) Diluted		(0.06)	(0.001)

This is the Statement of Profit & Loss referred to in our Report of even Date.

As per our report of even date attached

For Agarwal Desai & Shah

For and on Behalf of the Board of Directors

Firm Reg. No : 124850W

Chartered Accountants

Sd/-

S/d-

S/d-

Mrugen H. Shah

(Director)

(Director)

Membership No.114770

(Partner)

Place: Mumbai.

Date : 30th May, 2013

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

(Amount in Rupees)

PARTICULARS	YEAR ENDED	
	31.03.2013	31.03.2012
<u>CASH FLOW FROM OPERATING ACTIVITIES</u>		
Net Profit / (Loss) after tax as per Profit & Loss Account	(68,654,713)	(697,463)
Adjustments for :		
Current Year Tax Provision	-	1,653,048
Deferred Tax Provision	1,474,492	(434,459)
Misc. Expenses W/off	1,010,865	-
Depreciation	9,536,833	15,795,865
Operating Profit before working capital changes	(56,632,523)	16,316,991
Adjustments for :		
(Increase) / Decrease in Inventories	20,349,594	2,248,891
(Increase) / Decrease in Sundry Debtors	(251,693,987)	64,211,386
(Increase) / Decrease in Loans & Advances	39,463,499	32,318,317
(Increase) / Decrease in Misc Expenses (Assets)	1,474,492	(434,459)
(Increase) / Decrease in Liabilities	(149,389,561)	(141,938,121)
(Increase) / Decrease in Capital	68,654,713	(195,364,538)
(Increase) / Decrease in Share Premium	-	-
Cash generated from operations	(327,773,773)	(222,641,532)
Direct taxes paid	-	-
Prior Period Adjustment (VAT paid)	-	-
Excess provision for earlier years	-	-
NET CASH (USED IN) / FROM OPERATING ACTIVITIES	(327,773,773)	(222,641,532)
<u>CASH FLOW FROM INVESTING ACTIVITIES</u>		
Addition to Fixed Assets (net)	138,735	216,727
Preliminary expenses	-	-
Dividend & Interest Received	-	-
Purchase of Investments (Net)	208,102,324	(227,934,495)

NET CASH FROM INVESTING ACTIVITIES	208,241,059	(227,717,768)
<u>CASH FLOW FROM FINANCING ACTIVITIES</u>		
Dividend paid	-	-
Tax on Dividend Paid	-	-
NET CASH FROM FINANCING ACTIVITIES	-	-
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(119,532,714)	(5,076,236)
Cash & Cash equivalents - Opening Balance	14,954,508	9,878,271
Cash & Cash equivalents - Closing Balance	9,403,079	14,954,508
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	(5,551,429)	5,076,237

This is the Cash Flow referred to in our report of even date

For and on Behalf of the Board of Directors

For **Agarwal Desai & Shah**

Firm Reg.No : 124850W

Chartered Accountants

S/d-

Mrugen H. Shah

Membership No.114770

(Partner)

S/d-

(Director)

S/d-

(Director)

Place: Mumbai.

Date : May 30, 2013

NOTES FORMING PART OF THE FINANCIAL STATEMENTS **FOR THE YEAR ENDED 31ST MARCH, 2013**

Note No. 1.1 SHARE CAPITAL

Particulars	As At 31.03.2013	As At 31.03.2012
<u>AUTHORIZED SHARE CAPITAL</u>		
1250000000 equity shares of Rs. 1/- each	1,250,000,000	1,250,000,000
	1,250,000,000	1,250,000,000
<u>ISSUED, SUBSCRIBED AND FULLY PAID UP</u>		
(i) 1163798560 (31 March 2012 :1070123875) equity shares of Rs. 1/- each fully paid- up	1,163,798,560	1,070,123,875
Total Issued subscribed and paid up share capital	1,163,798,560	1,070,123,875

Note No. 1.2 EQUITY SHARE WARRANTS

Particulars	As At 31.03.2013	As At 31.03.2012
Convertible Equity Warrants		
i. At the beginning of the period	721,955,750	-
ii. Nil (31.03.2012 104019000 Convertible Equity Warrants of Rs. 7.50/- each partly paid Rs.6.9406)	-	721,955,750
Less : Conversion of 93674685 equity warrants of Rs.7.50/-into equity shares of Rs.1 fully paid up at a premium of 6.50/-	702,560,138	-
Less : Forfeiture of 10344315 Convertible Equity Warrants	19,395,613	-
	-	721,955,750

DISCLOSURES

Reconciliation of Shares Outstanding

1.1 Equity Shares

Particulars	31 March 2013	31 March 2012
	Numbers	Numbers
i. At the beginning of the year	1,070,123,875	1,070,123,875
ii. Add 93674685 CEW converted into Equity Share each of Face value of Rs.1/- at a premium of Rs.6.50/- per Share	93,674,685	-
Outstanding at the end of the year	1,163,798,560	1,070,123,875

1.2 Issued and paid up capital includes **804211445 No. of shares** issued as bonus shares during immediate preceding five years from the date of balance sheet.

1.3 **Shareholders holding more than 5% of equity shares as at the end of the year:**

Name of the shareholders	As at 31-03-2013		As at 31-03-2012	
	Number of shares	Shareholding %	Number of shares	Shareholding %
Energy Commotrade Private Limited	-	-	57550000	5.38
Rosewood Vintrade Private Limited	62675000	5.39	62675000	5.86
Trend Commosales Private Limited	66125000	5.68	66125000	6.18
Wellman Tradelinks Private Limited	68195000	5.86	68195000	6.37

2.1 **Reconciliation of Convertible Equity Warrants**

Particulars	31 st March 2013 Numbers	31 st March 2012 Numbers
i. At the beginning of the year 104019000 Convertible Equity Warrants each of Rs. 7.50/- each partly paid Rs.6.9406/- per CEW.	104,019,000	104,019,000
Less : 93674685 No equity warrant converted into 93674685 equity shares each of Rs.1/-	93,674,685	-
Less: 10344315 Nos. convertible equity warrants forfeited as per terms of issue of convertible equity warrants.	10,344,315	-
Outstanding at the end of the year	-	104,019,000

Note 2 RESERVES AND SURPLUS

Particulars	As At 31.03.2013	As At 31.03.2012
A. General reserve		
Balance at the beginning of the year	25,000	25,000
Add: amount transferred from surplus balance in the statement of profit and loss		-
Closing Balance	25,000	25,000
B. Share premium account		
Balance as per the last financial statements	2,143,876,500	2,143,876,500
Add: On conversion of 93674685 CEW each of Rs.7.50 Rs.6.50/- premium.	608,885,453	-
Balance at the end of the year	2,752,761,953	2,143,876,500
C. Capital Reserve		
Forfeited Reserve	19,395,613	-
	19,395,613	-

D. Surplus in the Statement of Profit and Loss		
Balance as per the last financial statements	9,168,213	9,865,676
Add: surplus in the statement of profit and loss	(68,654,713)	(697,463)
Less: adjustment during the period	-	-
	(59,486,500)	9,168,213
Reserves and Surplus (A+B+C+D)	2,712,696,065	2,153,069,713

Note 3 NON CURRENT LIABILITIES DEFERRED TAX LAIBILITY (NET)

Particulars	As At 31.03.2013	As At 31.03.2012
Related to Fixed Assets	3,169,215	3,603,674
Add : Differ Tax Exp./ (Income)	1,474,492	(434,459)
Related to Preliminary Expenses	-	-
Total	4,643,707	3,169,215

Note 4 TRADE PAYABLE

Particulars	As At 31.03.2013	As At 31.03.2012
*Trades Creditors	955,309,612	633,142,877
Total	955,309,612	633,142,877

* The Company has not received any memorandum (as required to be filed by the Supplier with the notified authority under the Micro, Small and Medium Enterprises Development Act, 2006 claiming their status as on 31st March 2013 as Micro, Small or Medium Enterprises. Consequently the amount paid / payable to these parties during the year is NIL

Note 5 OTHER CURRENT LIABILITIES

Particulars	As At 31.03.2013	As At 31.03.2012
Creditors for Expenses	102,022	383,218
Advance from Customer	104,344,500	204,205,264
Total	104,446,522	204,588,482

Note 6 SHORT TERM PROVISIONS

Particulars	As At 31.03.2013	As At 31.03.2012
Provisions for Expenses*	2,696,222	1,819,414
Statutory Provisions	1,077,281	7,409,082
Total	3,773,503	9,228,496

- (a) * The provision of all known liabilities is adequate and not in excess of the amount reasonably necessary.
- (b) Current liabilities do not include any amount to be credited to investor education and protection fund

Note 7 NON CURRENT ASSETS:

Tangible Asset

Name of Asset	Gross Block			Accumulated Depreciation					Net Block	
	As at	Additions	Deletions	As at	For the	Deletions	As at	At as	At as	
	01.04.12	During	During	31.03.13	Year	During	31.03.13	31.03.13	31.03.12	
Computer and Computer Peripherals	91,339,510	100735	-	91,440,245	9,502,804	-	77,142,803	14,297,442	23,699,511	
Office Equipments	225,791	38,000	-	263,791	28,516	-	78,911	184,880	175,396	
Furniture and Fixtures	57400	-	-	57,400	5514	-	32,452	24,948	30,462	
Total (Current Year)	91,622,701	138735	-	917,61,436	9536,833	-	77,254,165	14,507,271	23,905,369	
(Previous Year)	914,059,97	216,727	-	976,22,701	15,795,86	-	67,717,332	23,905,369	39,484,507	

Note 8 NON CURRENT INVESTMENTS

Particulars	As At 31.03.2013	As At 31.03.2012
(a) Investment property	-	-
(b) Non-current Investment (Value at cost)	-	-
(c) Trade Investment		
Investment in Shares - Quoted	967,592,876	476,315,200
Un-Quoted Equity Share (Value at Cost)	977,922,088	545,429,980
Shares Application Pending Allotment	1,335,699,059	1,322,249,059
Total	3,281,214,023	2,343,994,239

Note 9 LONG TERM LOANS & ADVANCES:

Particulars	As At 31.03.2013	As At 31.03.2012
Capital Advances	128,795,022	168,258,521
Total	128,795,022	168,258,521

Note 10 OTHER NON CURRENT ASSETS

Particulars	As At 31.03.2013	As At 31.03.2012
Differed Revenue Expenses (to the extent not written off)	-	1,010,865
VAT Paid under protest	5,250,000	5,250,000
Trade Advances	578,256,657	465,986,375
Prepaid Expenses	59,910	82,924
Professional Tax prepaid	8,000	
(Unsecured-Considered Goods)		
Advance Against Car	100,000	-
Advance Income Tax and TDS	5,252,352	-
Employee Advances	35,000	-
(Deposit Assets)		
VAT Refund	25,603	-
Total	588,987,522	472,330,164

Note 11 CURRENT INVESTMENTS (VALUE AT COST)

Particulars	As At 31.03.2013	As At 31.03.2012
Current Investment (Non-trade)		
Investment in Equity Shares - Quoted	341,171	549,980,000
Investment in Equity Shares - Un-Quoted	12,000,020	489,450,000
Shares Application-Unquoted	59,900,000	105,892,108
Total	72,241,191	1,145,322,108

Note 12 INVENTORIES

Particulars	As At	
	31.03.2013	31.03.2012
Inventories (valued at lower of cost or net realizable value)(FIFO Method)		
Stock-in-trade	33,748,064	54,097,657
Total	33,748,064	54,097,657

Note 13 TRADE RECEIVABLES (Unsecured)

Particulars	As At		As At	
	31.03.2013		31.03.2012	
Debts overdue for a period exceeding six month				
Considered good		-		-
Considered doubtful		-		-
Others Trade Receivable				
Considered good	815,033,384	815,033,384	563,339,397	563,339,397
Considered doubtful		-		-
Total		815,033,384		563,339,397

Note 14 CASH & CASH EQUIVALENTS

Particulars	As At	
	31.03.2013	31.03.2012
Cash on Hand	554,304	844,238
Bank balance with Current Accounts	8,848,775	14,110,271
Total	9,403,079	14,954,508

Note 15 OTHER CURRENT ASSETS

Particulars	As At	
	31.03.2013	31.03.2012
(Unsecured-Considered Goods)		
Advance Against Car	-	100,000
Advance Income Tax and TDS	-	7,703,817
Employee Advances	-	24,500
Accrued Interest	-	1,248,127
(Deposit Assets)		
Uniheal Foods	738,414	-
VAT Refund	-	-
Total	738,414	9,076,444

Note 16 REVENUE FROM OPERATIONS

Particulars	As At 31.03.2013	As At 31.03.2012
IT Trading	1,258,475,032	1,482,897,483
HR Outsourcing Resources	26,342,773	21,659,301
Total	1,284,817,805	1,504,556,784

Note 17 OTHER OPERATING INCOME

Particulars	As At 31.03.2013	As At 31.03.2012
Interest Received	7,866,706	19,491,446
Miscellaneous Income	-	73,603
Reimbursement of Expenses	-	5,611
Total	7,866,706	19,570,659

Note 18 OTHER INCOME

Particulars	As At 31.03.2013	As At 31.03.2012
Sundry Balance W/o	9,487,401	-
Long Term Loss on Quoted Shares	(52,454,433)	-
Short Term Loss on Quoted Shares	(935,272)	-
Total	(43,902,304)	-

Note 19 COST OF MATERIAL

Particulars	As At 31.03.2013	As At 31.03.2012
PURCHASE :		
Hardware	115,222,963	72,097,163
Software	1,142,537,108	1,409,917,034
Vat Expenses	-	1,551,337
Total	1,257,760,071	1,483,565,534

Note 20 STOCK IN TRADE

Particulars	As At 31.03.2013	As At 31.03.2012
Opening Stock	54,097,657	56,346,549
Closing Stock	33,748,064	54,097,657
Total	20,349,594	2,248,891

Note 21 EMPLOYEE BENEFIT EXPENSES

Particulars	As At 31.03.2013	As At 31.03.2012
Staff Expenses	21,296	46,075
Salary Expenses	26,001,926	19,413,970
Total	26,023,222	19,460,045

Note 22 FINANCIAL COST

Particulars	As At 31.03.2013	As At 31.03.2012
Bank Charges	5,520	20,506
Total	5,520	20,506

Note 23 DEPRECIATION AND AMORTIZATION EXPENSES

Particulars	As At 31.03.2013	As At 31.03.2012
Deprecation	9,536,833	15,795,865
Total	9,536,833	15,795,865

NOTE 24 MISCELLANEOUS EXPENDITURE

Particulars	As At 31.03.2013	As At 31.03.2012
Deferred Revenue Expenses W/o	1,010,865	1,010,000
Total	1,010,865	1,010,000

Note 25 OTHER EXPENSES

Particulars	As At 31.03.2013	As At 31.03.2012
Auditors Remuneration	27,500	27,500
Communication Expenses	54,163	63,796
Conveyance, Vehicle & Travelling Charges	7,332	63,040
Books & Periodicals	-	10,397
Demat Charges	3,165	-
Legal Professional and Other Charges	165,626	392,556
Office Expenses	21,333	66,711
Computer Expenses	28,853	-
Printing and Stationery	46,206	117,068

Rates and Taxes	138,916	115,429
Insurance Charges	-	21,649
Interest on Late Payment Charges	110,149	27,775
Stock Exchange Listing Fees & Filing Fees	-	398,759
Legal Advertising	61,682	41,888
Repairs & Maintenance Expenses	48,721	82,360
Electricity Charges	46,036	53,539
Miscellaneous Exp.	-	260
ROC Listing Fees & Filing Fees	458,926	22,748
Interest on Income tax	57,715	
Total	1,276,323	1,505,475

Note 26 CURRENT TAXES

Particulars	As At 31.03.2013	As At 31.03.2012
Short Provision for A.Y.2007-08	-	149,181
Short Provision for A.Y.2008-09	-	15,357
Short Provision for A.Y.2009-10	-	884,440
Short Provision for A.Y.2010-11	-	-
Income Tax for the Year	-	604,070
Total	-	1,653,048

Note 27 DEFERRED TAX

Particulars	As At 31.03.2013	As At 31.03.2012
Deferred Tax Provision	1,474,492	(434,459)
Total	1,474,492	(434,459)

Note 28 Notes to Accounts

28.1 Contingent Liabilities & Comments

a) Guarantee Given by the Company's banker as at March 31, 2013 is Rs.NIL (previous year: Rs. NIL)

28.2 Related Party Transaction

a) Key Managerial Person

Ninad Deshmukh-Director

Prakash Naik-Director

Rajesh Lavekar-Director

Mangesh Gurav- Director

Kiran Soni-Director

Nikhil Pednekar-Director

Rajgopalan Iyenger-Director

b) Transaction with related parties for the year ended are as follows;

Particulars	Nature of Relationship	As At	As At
		31.03.2013	31.03.2012
Transaction /Nature of relationship			
Name of Related Party			
1) Current Account Devang Master Current Account	Devang Master (Director)	-	450000 (Cr)
2) Advances Acme Reality Developers Pvt Ltd	Devang Master (Director)	-	6800000 (Cr)
3) Allotment of CEW Vakratunda Ventures Pvt Ltd	Devang Master (Director)	-	56250 (Cr)
4) Allotment of CEW Norvin Infrastructure Pvt Ltd	Devang Master (Director)	-	5450000 (Cr)
5) Allotment of CEW T C Software Consultancy Pvt Ltd	Devang Master (Director) Mangesh Gurav (Director)	-	250000 (Cr)

28.3 Auditors Remuneration

Particulars	As At	As At
	31.03.2013	31.03.2012
Audit Fees	15,000	15,000
Tax Audit Fees	12,500	12,500
	27,500	27,500

28.4 Earning Per Shares

Particulars	As At	As At
	31.03.2013	31.03.2012
Net Profit for the year attributable to the Ordinary Shareholders	(68,654,713)	(697,463)
Weighted average number of Equity Shares of Re 1/- each	1,163,798,560	1,070,123,875
Basic and Diluted Earnings Per Share of Re 10/- each	(0.059)	(0.001)

28.5 The previous year figures have been regrouped, rearranged wherever necessary.

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2013

1. Accounting Convention

1.1. Financial statements are prepared in accordance with generally accepted accounting principles including accounting standards in India under historical cost convention except so far as they relate to revaluation of certain land and buildings.

1.2. All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule VI to the companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

1.3. Use of estimates:

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances, Actual result could vary from estimates and any such differences are dealt with in the period in which the result are known/materialize.

2. Fixed Assets

Fixed Assets are stated at cost less accumulated depreciation.

3. Depreciation

Depreciation on Fixed Assets has been calculated on written down value at the rate prescribed under schedule XIV of the Companies Act, 1956.

4. Investments

Long-term quoted and unquoted investments are stated at cost. The income from Investments is accounted for when received. Provision for diminution in the value of Long Term Investment is made only if such a decline is other than temporary, in the opinion of the management. Application Money for unquoted shares pending for allotment have been shown under the head Investment (Unquoted Shares).

5. Inventories

Inventories are valued at cost or estimated net realizable value whichever is lower, computed on a FIFO basis, after providing for cost of obsolescence and other anticipate losses, wherever considered necessary. Finished goods and work in Progress include costs of conversion and other costs incurred in bringing the inventories to their present location and condition as certified by the management.

6. Expenditure

Expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

7. Segment Reporting

The Company has only one segment of activity of dealing in IT Trading during the period; hence segment wise reporting as defined in Accounting Standard-17 is not applicable.

8. In the opinion of board of directors, current assets, loans and advances, have at least the value as stated in the balance sheet, if realized in the ordinary course of the business.

9. Based on the information available with the company regarding status of suppliers as defined under "The Micro, Small and Medium Enterprises Development Act.2006."There is no amount payable to the micro, small and medium enterprises company.

10. Revenue recognition

- 10.1.** Revenue from sale of products is stated net off discounts and any applicable duties and taxes on dispatch of goods in accordance with terms of sales. Service revenue is recognized on rendering services.
- 10.2.** Other operating revenues comprise of income from ancillary activities incidental to the operation of the company and is recognized when the right to receive the income is established as per the terms.
- 10.3.** Interest Income is recognized on time proportion basis.

11. Research and Development

Expenses incurred on research and developments are charges to revenue in the same year. Fixed assets purchased for research and development purpose are capitalized and depreciated as per Company's policy.

12. Employee's Benefits

12.1. Short Term Employee's Benefits

All employees' benefits payable within twelve months of rendering services are recognized in the period in which the employees render the related services.

12.2. Post Employment/Retirements Benefits

Contribution to defined Contribution plans such as Provident Fund etc. are charged to the statement of Profit and Loss as incurred.

12.3. Gratuity

As per AS-15 (Revised) 2005 of ICAI read with Accounting Standard Board Guidance, The Provision for Gratuity Liability is not made since none of the employees have completed 5 years of service for period under review.

13. Taxation

Provision for Income tax is made on the basis of relevant provisions of the Income Tax Act, 1961 as applicable to the financial year.

Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes.

14. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29-‘Provisions, Contingent Liabilities and Contingent Assets’ is made.

Contingent assets or liabilities neither recognized nor disclosed in the financial statements.

15. Earnings Per Share(EPS):

The earnings considered in ascertaining the Company’s EPS are computed as per Accounting Standard 20 on “Earning per Share”, issue by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares during the period. The diluted EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

16. Cash Flow Statement

Cash Flow Statement has been prepared in accordance with the Accounting standard Issued by Institute of Chartered Accounts of India on indirect method.

17. Foreign Currency Transaction

Expenses and income are recorded at the exchange rate prevailing on the date of the transaction. Assets and liabilities at the Balance Sheet date are restated at the exchange rate prevailing on the

Balance Sheet date. Exchange difference arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Profit and Loss Account.

18. Miscellaneous Expenditure

Differed Revenue Expenses have been written-off over a period of five years.

19. Accounting for CENVAT Credit:

CENVAT benefit is accounted for reducing the purchase cost of material/fixed assets and Services, where CENVAT credit is available.

As per Report of Even Date Attached

For **AGARWAL DESAI & SHAH**

Firm Reg. No.124850W

Chartered Accountants

CA Mrugen H Shah

S/d-

Partner

For & On Behalf of the Board of Directors

S/d-

Director

S/d-

Director

Place Mumbai.

Date: 30th May, 2013

EMPOWER INDIA LIMITED

(Formerly known as Empower Industries India Limited)

25/25A, 2nd Floor, Nawab Building, 327, D.N.Road, Fort, Mumbai- 400 001.

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

I hereby record my presence at the **THIRTY FIRST ANNUAL GENERAL MEETING** of the Company to be held at the Registered Office of the Company situated at 25/25A, 2nd Floor, Nawab Building, 327, D.N.Road, Fort, Mumbai- 400 001 at **9.00 a. m. on 30th September, 2013.**

NAME(S) OF THE SHAREHOLDER(S) (in block capital): _____

FOLIO NO. / CLIENT ID NO. : _____

DP. ID NO.: _____

SIGNATURE(S) IF SHAREHOLDER: _____

IF PROXY: _____

NOTE: No duplicate Attendance Slip will be issued at the Meeting Hall. You are requested to bring your copy of the Notice of AGM to the Meeting. Photo copies of the Attendance slips will not be accepted.

EMPOWER INDIA LIMITED

(Formerly known as Empower Industries India Limited)

25/25A, 2nd Floor, Nawab Building, 327, D.N.Road, Fort, Mumbai- 400 001.

PROXY FORM


I/ We _____ of (Place) _____ being a member/ members of Empower India Limited under Folio No. / Client ID No. _____ hereby appoint Mr. / Mrs. _____ of (Place) _____ failing him/ her Mr. / Ms. _____ of (Place) _____ as my/our Proxy to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on **Monday, 30th September, 2013** or at any adjournment(s) thereof.

Signed this _____ day of _____, 2013.

Affix Revenue Stamp and sign across
--

NOTE: The Proxy Form must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

FORM A

1.	Name of the Company:	Empower India Limited
2.	Annual financial statements for the year ended:	31 st March 2013
3.	Type of Audit of Observation:	Un-qualified
4.	Frequency of observation:	N.A
5.	To be signed by-	
	<ul style="list-style-type: none">• Auditor of the Company	
	<ul style="list-style-type: none">• Audit Committee Chairman	