

## **Notice:**

**Notice** is hereby given that the Thirty Third Annual General Meeting of Members of Empower India Limited will be held on Friday, September 25, 2015 at 9.30 a.m. at #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058, to transact the following business:

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### **Ordinary Business:**

1. To receive, consider and adopt the audited financial statements for the Financial Year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of **Mr. Mangesh Gurav**, who retires by rotation and being eligible offers himself for re-appointment.
3. **Ratification of appointment of Auditors:**

**To consider and if, thought fit, to pass with or without modification(s) the following resolution as a Ordinary Resolution:**

**“RESOLVED THAT** in terms of the provisions of Sections 139-142 and other applicable provisions, if any, of the Companies Act, 2013 read with the underlying rules viz. Companies (Audit and Auditors) Rules, 2014 as may be applicable and pursuant to the resolution of the Members at the Thirty Second Annual General Meeting held on September 30, 2014, the appointment of **M/s. Verma Mehta & Associates**, Chartered Accountants (Firm Registration No. 112118W), as statutory auditors of the Company, to hold office from the conclusion of Thirty Second Annual General Meeting until the conclusion of the Thirty Fifth Annual General Meeting (AGM) of the Company, be and is hereby ratified by the Members to carry out statutory audit for the financial year 2015-16, on a remuneration as may be recommended by the Audit Committee and fixed by the Board of Directors in consultation with the Auditors.

**RESOLVED FURTHER THAT** any of the Director(s) of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

### **Special Business:**

4. **Payment of Remuneration to Mr. Vinod Shinde:**

**To consider and if, thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company, the consent of the shareholders of the Company be and is hereby accorded for payment of Remuneration to **Mr. Vinod Shinde** (DIN No. **02585889**), the Executive Director of the

company upon the terms and conditions, set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Vinod Shinde.

**RESOLVED FURTHER THAT** the board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this resolution.”

**5. Appointment of Mr. Sameer Vishnu Padekar as an Independent Director:**

**To consider and, if thought fit, to pass with or without modification(s) the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with schedule IV of the Act, as amended from time to time, **Mr. Sameer Vishnu Padekar** (DIN: 06752561) who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) received from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five years beginning from the conclusion of this Annual General Meeting till the conclusion of the Thirty Eight Annual General Meeting and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, to give effect to this resolution.”

**6. Appointment of Mr. Paresh Ramesh Gharat as an Independent Director:**

**To consider and, if thought fit, to pass with or without modification(s) pass the following resolution as an Ordinary Resolution:**

“**RESOLVED THAT** pursuant to the provisions of section 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Rules made thereunder, read with schedule IV of the Act, as amended from time to time, **Mr. Paresh Ramesh Gharat** (DIN: 06751724) who has submitted a declaration that he meets the criteria for independence as provided in section 149 (6) of the Act and a notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakh only) received from a member proposing his candidature for the office of Director be and is hereby appointed as an Independent Director of the Company for a period of five years beginning from the conclusion of this Annual General Meeting and shall not be liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds and things as may be deemed necessary, to give effect to this resolution.”

**7. Change of Designation of Mr. Kiran Thakore from Independent Director to Executive Director:**

**To consider and, if thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the rules made there under (including statutory modification(s) or re-enactment thereof for the time being in force), read with Schedule V to the Act and Articles of Association of the Company, and in supersession of the resolution no. 4 passed at the Annual General Meeting held on September 30, 2014, the designation of **Mr. Kiran Thakore** (DIN:03140791 ), who was appointed as an Independent Director of the Company by the members in the previous Annual General Meeting be and is hereby changed to Executive Director of the Company liable to retire by rotation upon the terms and conditions, set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall be deemed to include any committee of the Board constituted to exercise its powers, including the powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment in such manner as may be agreed to between the Board and Mr. Kiran Thakore.

**RESOLVED FURTHER THAT** the board be and is hereby authorised to take all steps as may be necessary, proper and expedient to give effect to this resolution.”

**8. Adoption of New Articles of Association:**

**To consider and if, thought fit, to pass with or without modification(s) the following resolution as a Special Resolution:**

**“RESOLVED THAT** pursuant to the provisions of section 14 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made there under, a new set of Articles of Association, placed before the Members, be and is hereby adopted and substituted in place of the existing Articles of Association of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorised to perform and execute all such acts, deeds, matters and things, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**NOTES:**

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the Annual General Meeting is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL ON HIS/HER BEHALF AND THE PROXY NEED NOT BE A**

**MEMBER OF THE COMPANY.** Pursuant to Section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than fifty members holding in aggregate, not more than ten percent of the total share capital of the Company. Members holding more than ten percent of the total share capital of the Company may appoint a single person as Proxy, who shall not act as a Proxy for any other member. The instrument of proxy, in order to be effective, should be deposited at the registered office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies, etc., must be supported by an appropriate resolution/authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **19<sup>th</sup> September, 2015 to 25<sup>th</sup> September, 2015** (both days inclusive).
4. Members holding shares in DEMAT form are requested to intimate any change in their address and / or bank mandate immediately to their Depository Participants. Members holding shares in physical form are requested to intimate any change of address and / or bank mandate to **M/s. Purva Shareregistry (India) Private Limited** / Secretarial Department of the Company immediately.
5. Pursuant to the provisions of the Companies Act, 2013, **Mr. Mangesh Gurav** are liable to retire by rotation and being eligible have offered himself for re-appointment. It is proposed to change the designation of **Mr. Kiran Thakore** from Independent Director to Executive Director and to pay remuneration to **Mr. Vinod Shinde**. Further, it is proposed to appoint **Mr. Sameer Vishnu Padekar** and **Mr. Paresh Ramesh Gharat** as Independent Directors for a period of 5 years w.e.f. **26<sup>th</sup> September 2015**. The relevant details of Directors seeking appointment/re-appointment are provided as an annexure to this notice.
6. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to Members.
7. Pursuant to section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and clause 35 B of the Listing Agreement, the company is pleased to provide the facility to members to exercise their right to vote on the resolutions proposed to be passed at AGM by electronic means. The members, whose names appear in the Register of Members/list of Beneficial Owners as on **18<sup>th</sup> September, 2015** are entitled to vote on the set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting). The remote e-voting period will commence at **9.00 a.m. on 22<sup>nd</sup> September, 2015** and will end at **5.00 p.m. on 24<sup>th</sup> September, 2015**. The Members attending the AGM who have not cast their vote by remote e-voting shall be eligible to vote at the AGM. The Company has appointed **M/s Mayank Arora & Co.**, Practicing Company Secretaries, to act as the Scrutinizer, to scrutinize the entire e-voting process in a fair and transparent manner. The members desiring to vote through remote e-voting are requested to refer the detailed procedure given hereinafter.

## **PROCEDURE FOR REMOTE E-VOTING:**

- I. The Company has entered into an arrangement with National Securities Depository Limited (NSDL) for facilitating remote e-voting for AGM. The instructions for remote e-voting are under:
  - a. **In case of Members receiving an e-mail from NSDL:**
    - i. Open the PDF file 'EIL remote e-Voting.pdf' attached to the email, using your client ID/Folio No. as password. The PDF file contains your User ID and Password for e-voting. Please note that the password provided in PDF is an 'Initial Password'.
    - ii. Launch in internet browser and open URL: <https://www.evoting.nsdl.com>
    - iii. Click on Shareholder – Login.
    - iv. Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
    - v. Password change menu will appear. Change the Password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
    - vi. Home page of e-voting will open. Click on e-voting- Active Voting Cycles.
    - vii. Select 'EVEN' of Empower India Limited.
    - viii. Now you are ready for e-voting as 'Cast Vote' page opens.
    - ix. Cast your vote by selecting appropriate option and click on 'Submit'. Click on 'Confirm' when prompted.
    - x. Upon confirmation the message 'Vote cast successfully' will be displayed.
    - xi. Once you have confirmed your vote on the resolution, you cannot modify your vote.
    - xii. Institutional Shareholders (i.e. other than Individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution/Authority Letter, along with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, to the Scrutinizer by an email at [pcsmayank@gmail.com](mailto:pcsmayank@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**b. In case of shareholders receiving physical copy of the Notice of AGM and Attendance Slip**

i. Initial Password is provided, as follows, at the bottom of the Attendance Slip:

<b>EVEN (E-Voting Event Number)</b>	<b>USER ID</b>	<b>PASSWORD</b>
103344		

ii. Please follow all steps from Sr. No. i to Sr. no. xii mentioned above, to cast vote.

- II. In case of any queries, you may refer to the 'Frequently Asked Questions' (FAQs) and e-voting user manual available in the downloads section of NSDL's e-voting website <https://evoting.nsdl.com>
- III. The voting rights shall be as per the number of equity shares held by the Member(s) as on **18<sup>th</sup> September, 2015**, being the cutoff date. Members are eligible to cast vote electronically only if they are holding shares on that date.
- IV. Members who have acquired shares after the dispatch of the Notice of AGM and holding shares as of the cut-off date i.e. **18<sup>th</sup> September, 2015**, may obtain the user ID and Password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [info@empowerindia.in](mailto:info@empowerindia.in)  
  
However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and Password for casting your vote. If you have forgotten your password, you can reset your password by using 'Forgot User Details/Password' option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no. 1800-222-990.
- V. The results of the electronic voting shall be declared after the AGM. The results along with the Scrutinizer's Report, shall also be placed on the website of 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 at the meeting.
9. Register of Directors and Key Managerial Personnel and their Shareholding maintained under section 170 of the Companies Act, 2013, the Register of Contracts or arrangements in which Directors are interested under section 189 of the Companies Act, 2013 will be available for inspection at the Annual General Meeting.
10. Members are requested to note that as per section 205A of the Companies Act, 1956, dividends not encashed /claimed within seven years from the date of declaration will be transferred to the Investor Education and Protection Fund (IEPF). After transfer of the said amount to IEPF, no claims in this respect shall lie against IEPF or the Company.

11. Members are requested to contact **M/s Purva Sharegistry (India) Private Limited** / Secretarial Department of the Company for encashing the unclaimed dividends standing to the credit of their account.
12. The Securities and Exchange Board of India (SEBI) has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in DEMAT form are, therefore, requested to submit PAN details to the Depository Participants with whom they are maintaining their DEMAT accounts. Members holding shares in physical form can submit their PAN details to **M/s Purva Sharegistry (India) Private Limited** / Secretarial Department of the Company.
13. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip, which is enclosed with this Annual Report. Members are requested to sign at the place provided on the Attendance Slip and had it over o the Registration Counter at the venue.
14. Members desiring any information relating to the accounts are requested to write to the Company well in advance so as to enable the management to keep the information ready.

**For Empower India Limited**  
**Sd/-**

**Vinod Shinde**  
**Chairman and CEO**  
**(DIN: 02585889)**

Mumbai,  
September 2, 2015

## **EXPLANATORY STATEMENT**

### **ITEM NO. 4**

Mr. Vinod Shinde, is an Executive Director of the Company since September 30, 2013. He was also appointed as CEO and the Chairman of the Board by the Board of Directors in their meeting held on January 13, 2015. Mr. Vinod Shinde does not hold any shares of Empower India Limited. The details of remuneration to be paid to Mr. Vinod Shinde are given below:

i. **Salary:**

Up to Rs. 2,00,000/- (Rupees Two Lakhs) per annum, as may be determined by the Board.

ii. **Commission or performance linked Incentive or Bonus:**

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

iii. **Perquisites:**

Company's contribution to Provident fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

iv. **Annual Leaves:**

Earned/Privilege leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

v. Mr. Vinod Shinde shall be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

vi. In the event of absence or inadequacy of profits in any year the Board shall determine the minimum remuneration payable to Mr. Vinod Shinde for that year in accordance with the provisions of the Companies Act, 2013.

vii. The Board shall have the discretion and authority to modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Companies Act, 2013.



viii. As an Executive Director Mr. Vinod Shinde will have requisite powers and authorities to enable him to manage the Company on a day to day basis.

Except Mr. Vinod Shinde, being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution set out at Item no. 4.

#### **ITEM NO. 5 and 6:**

As per the provisions of section 149 of the Companies Act, 2013 and clause 49 of the Listing Agreement, at least half of the Board of the Company is required to be comprised of Independent Directors if the Chairman is an Executive Director. In order to comply with the statutory requirements it is proposed to appoint **Mr. Sameer Vishnu Padekar** and **Mr. Paresh Ramesh Gharat** as Independent Directors of the Company.

**Mr. Sameer Vishnu Padekar** and **Mr. Paresh Ramesh Gharat** have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Act.

In the opinion of the Board, **Mr. Sameer Vishnu Padekar** and **Mr. Paresh Ramesh Gharat** fulfill the conditions specified in the act and the rules made there under for appointment as an Independent Director is now being placed before the General Meeting for their approval.

The terms and conditions of appointment of **Mr. Sameer Vishnu Padekar** and **Mr. Paresh Ramesh Gharat**, pursuant to Schedule IV of the Act, shall be open for inspection at the registered office of the Company by any member during the normal business hours on any working day of the Company.

No Director, Key Managerial Personnel or their relatives are concerned or interested in the resolution mentioned at Item No. 6 and Item No. 7 of the notice.

#### **ITEM NO. 7**

**Mr. Kiran Thakore** was appointed as an Independent Director of the Company for a period of five years w.e.f. 1<sup>st</sup> October, 2014 in the previous Annual General Meeting held on 30<sup>th</sup> September, 2014. However, considering his potential, the Board proposes to make him an Executive Director liable to retire by rotation. On the recommendation of the Nomination and Remuneration Committee ("NRC"), the Board has approved the remuneration and the terms and conditions of the appointment of Mr. Kiran Thakore as the Executive Director, subject to approval of shareholders with revised remuneration with effect from **26<sup>th</sup> September, 2015**.

The remuneration payable to Mr. Kiran Thakore shall be determined by the Board from time to time within the maximum limits set forth under the applicable provisions of the Companies Act, 2013 as per the Remuneration Policy of the Company:

##### **i. Salary:**

Up to Rs. Rs. 2,00,000/- (Rupees Two Lakhs) per annum, as may be determined by the Board.

ii. **Commission or performance linked Incentive or Bonus:**

Not Exceeding 1% of the net profit of the Company in any financial year as the Board may determine from time to time but shall not exceed the amount equivalent to the salary for the relevant period; it may be paid pro-rata on a monthly basis at the absolute discretion of the Board.

iii. **Perquisites:**

Company's contribution to Provident fund and Superannuation Fund or Annuity Fund, Gratuity Payment as per Company's rules and encashment of leave at the end of his tenure shall not be included in the computation of ceiling on remuneration and perquisites as aforesaid.

iv. **Annual Leaves:**

Earned/Privilege leave on full pay and allowances as per rules of the company but not more than 30 days for every twelve months of service. Encashment of leave at the end of tenure will not be included in the computation of the ceiling on perquisites.

v. Mr. Kiran Thakore shall be entitled to be reimbursed the travelling and entertainment expenses actually and properly incurred by him in or about the business of the Company and approved by the Board.

vi. In the event of absence or inadequacy of profits in any year the Board shall determine the minimum remuneration payable to Mr. Kiran Thakore for that year in accordance with the provisions of the Companies Act, 2013.

vii. The Board shall have the discretion and authority to modify the foregoing terms of remuneration within the parameters of the applicable provisions of the Companies Act, 2013.

viii. As an Executive Director Mr. Kiran Thakore will have requisite powers and authorities to enable him to manage the Company on a day to day basis.

Except Mr. Kiran Thakore, being an appointee, none of the Directors and Key managerial Personnel of the Company and their relatives is concerned or interested (financially or otherwise) in the resolution set out at Item no. 7.

**ITEM NO. 8:**

The Articles of Association of the Company currently in force were originally adopted when the Company was incorporated under the Companies Act, 1956.

The Articles of Association were amended from time to time in accordance with the provisions of the Companies Act, 1956. With the introduction of the Companies Act, 2013, it is proposed to

amend the existing Articles of Association to make it consistent with the provisions of the Companies Act, 2013 including the Rules framed thereunder.

A copy of the proposed set of new Articles of Association of the Company would be available for inspection at the Registered Office of the Company during the business hours on any working day, up to the date of the date of the Annual General Meeting and during the Annual General Meeting.

None of the Directors or Key Managerial Personnel and their relatives, are concerned or interested (financially or otherwise) in this resolution.

The Board commends the Special Resolution set out at Item No. 8 for the approval of Members.

**For Empower India Limited**

**Sd/-  
Vinod Shinde  
Chairman & CEO  
(DIN: 02585889)**

Mumbai, September 2, 2015.

## **Annexure to the Notice**

### **(Pursuant to clause 49 of the Listing Agreement)**

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

<b>Name of the Director</b>	<b>Mr. Mangesh Gurav</b>	<b>Mr. Kiran Thakore</b>	<b>Mr. Sameer Vishnu Padekar</b>	<b>Mr. Paresh Ramesh Gharat</b>
DIN	02828662	03140791	06752561	06751724
Date of Birth	13/02/1975	04/05/1957	28/12/1980	28/08/1973
Date of Appointment	20/03/2010	30/09/2013	N.A	N.A
Expertise in Special Functional Areas	Legal	Operations	Business Administration	Marketing
Directorships held in other Public Limited companies (excluding foreign companies and Section 8 Companies)	No Directorship held in other Public Limited Companies.	1. Shreekrishna Biotech Limited.	No Directorship held in other Public Limited Companies.	No Directorship held in other Public Limited Companies.
Number of shares held in the Company	-	-	-	-

**For Empower India Limited**

**Sd/-  
Vinod Shinde  
Chairman & CEO  
(DIN: 02585889)**

Mumbai, September 2, 2015.

**ATTENDANCE SLIP**

**EMPOWER INDIA LIMITED**

**(CIN: L51900MH1981PLC023931)**

**Regd. Off.:** 25/25A, 2ndFloor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

**Corporate off.:** #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058.

**Phone:** 022- 22045055, 22045044, **Email:** [info@empowerindia.in](mailto:info@empowerindia.in)

DP ID No.*:	Folio. No.:
Client ID No.*:	No. of Shares held:

Name and address of the Shareholder(s)/Proxy holder:

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I / We hereby record my/our presence at the 33<sup>rd</sup> Annual General Meeting of the Company to be held on Friday, 25<sup>th</sup> September, 2015 at 9.30 a.m., at #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058.

Member's / Proxy's  
Signature

**Note:**

(Shareholders attending the meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the Meeting Hall)

**PROXY FORM**

**EMPOWER INDIA LIMITED**

**(CIN: L51900MH1981PLC023931)**

**Regd. Off.:** 25/25A, 2ndFloor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 40001.

**Corporate off.:** #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058.

**Phone:** 022- 22045055, 22045044, **Email:** [info@empowerindia.in](mailto:info@empowerindia.in)

<b>Name of the Member(s):</b>		
<b>Registered Address:</b>		
<b>Folio No./Client Id:</b>		<b>DP Id :</b>

I/We, being the member(s) of \_\_\_\_\_ shares of Empower India Limited, hereby appoint:

1. Name \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
2. Name \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;
3. Name \_\_\_\_\_  
Signature \_\_\_\_\_ or failing him;

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Friday, 25<sup>th</sup> September, 2015, at 9.30 a.m. at #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058, and at any adjournment thereof in respect of such resolutions as are indicated below:

<b>Sr. No.</b>	<b>Resolutions</b>		
<b><u>ORDINARY BUSINESS</u></b>		<b>For</b>	<b>Against</b>
1	To receive, consider and adopt the audited financial statements for the Financial Year ended March 31, 2015 and the Reports of the Directors and Auditors thereon.		
2	To appoint a Director in place of <b>Mr. Mangesh Gurav</b> , who retires by rotation and being eligible offers himself for re-appointment.		
3	Ratification of appointment of Statutory Auditors:		
<b><u>SPECIAL BUSINESS</u></b>			

4	Payment of Remuneration to <b>Mr. Vinod Shinde.</b>		
5	Appointment of <b>Mr. Sameer Vishnu Padekar</b> as an Independent Director.		
6	Appointment of <b>Mr. Paresh Ramesh Gharat</b> as an Independent Director.		
7	Change of Designation of <b>Mr. Kiran Thakore</b> from Independent Director to Executive Director.		
8	Adoption of New Articles of Association.		

Signed this \_\_\_\_\_ day of \_\_\_\_\_, 2014

Signature of Shareholder(s) \_\_\_\_\_

Signature of Proxy holder(s) \_\_\_\_\_

Affix Revenue Stamp  
Re.1/-

**Note:**

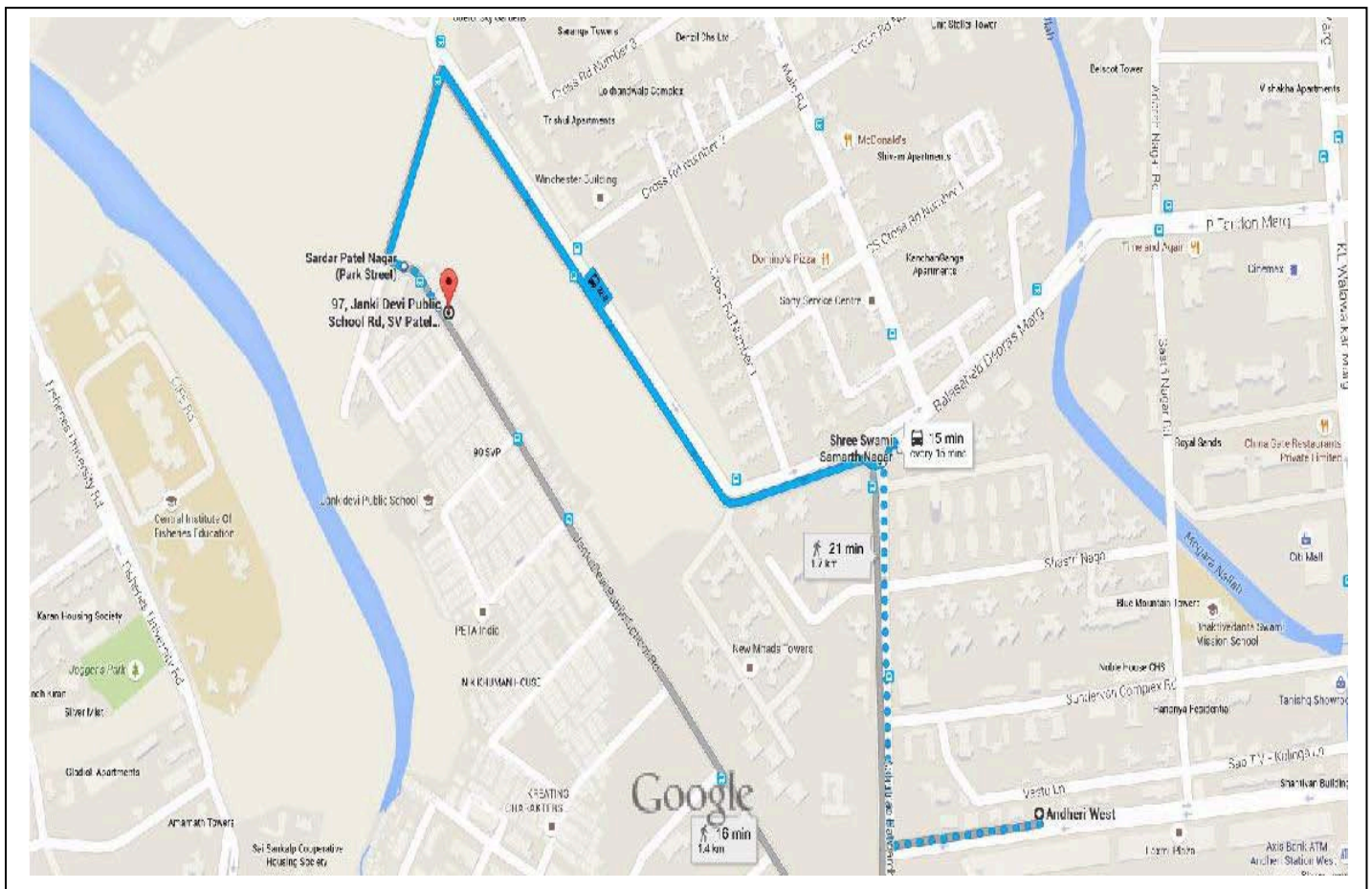
Please put a 'X' in the Box in the appropriate column against the respective resolutions. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.

This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

## AGM Information

Date : 25<sup>th</sup> September, 2015  
Day : Friday  
Time : 9:30 a.m.  
Address : #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West),  
Mumbai - 400 058.  
Land Mark : Jankidevi Public School.

### Route map



### Empower India Limited:

**Regd. Off.:** 25/25A, 2<sup>nd</sup> Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai - 40001.

**Corporate off.:** #97, Mhada, Janakidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058.

**Phone:** 022- 22045055, 22045044, **Email:** [info@empowerindia.in](mailto:info@empowerindia.in)