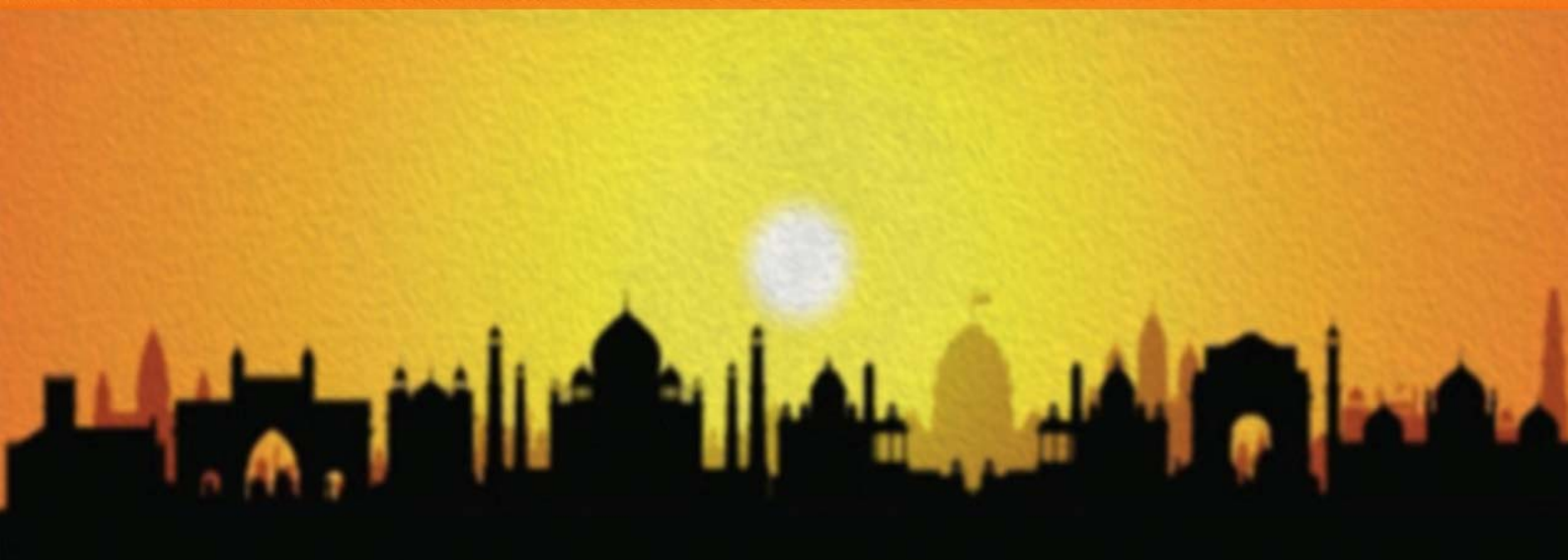


Empower India Ltd.



Letter from CEO:

Dear Stakeholders,

In the last few years, we have experienced a huge transformation in the business world. We had moved on from the traditional mom and pop stores to Shopping malls a few years ago and now we have accepted online portals as an integral part of our daily life. It would be safe to state that we are in the middle of a digital revolution and it appears to be much bigger than the Industrial revolution of the eighteenth century. We have everything digital around us from shopping websites to entertainment to digital currency. Everything digital is gaining traction in our lives and this digital revolution has already changed our habits substantially.

It is now established that internet driven businesses have huge potential in India. The pace of internet penetration in the country continues to be rapid. After the first 100 million users came on stream in the first decade of this millennium, the next 100 million were added in four years – between 2010 and 2014. The trend is expected to continue in 2016 and by the end of the calendar year one expects 500 million internet users in India- that is a large market that could be services through various ways to create value.

Globally, all dynamic corporations are either foraying into the digital arena or already has significant exposure to this sector. Recognizing the changing trend and business requirements, we have promptly created our presence in the digital arena through empowerbollywood.com. Empowerbollywood.com was commercially launched on 16th May, 2016 and has found wide acceptability among various segments of the media industry. Through empower Bollywood, we endeavor to provide a platform to the media industry, bring transparency in the overall operations and create opportunity for every

participant of the media industry. We aspire to become a one stop shop for all the requirements of the media industry and facilitate smooth conduct of media business.

While Empower Bollywood is our pioneer venture in the digital space, your company is also working on more ventures which are expected to be launched shortly. Empower TradEX is another digital platform in the pipeline which endeavors to facilitate exchange of goods and services in a non-cash environment. We are hopeful that Empower TradEX will help businesses to reduce inventory and offer another channel to improve sales.

We also have strong presence in the food processing sector through Jharkhand Mega Food Park. Hon'ble Food Processing Minister Smt. Harsimrat Kaur Badal inaugurated the Food Park at Village Getalsaud, Ranchi. The mega food park has been set up in an area of 51.50 acres and the park is expected to employ about 6000 people.

Your company is in the process of laying the foundation for the next generation businesses to ensure sustainability and growth for all its stakeholders. We expect the digital businesses to be the back bone of the company's operations; however, this transition will require substantial investments and may need some time for its effect to be reflected in the company's financials.

Best Regards
Vinod Shinde
(CEO)

CONTENTS:

- φ Corporate Information
- φ Notice
- φ Board's Report
- φ Annexure to the Board's Report
- φ Management Discussion and Analysis
- φ Corporate Governance Report
- φ Certification of Financial Statements
- φ Auditors Certificate of Corporate Governance
- φ Standalone Financial Statements:
 - Independent Auditors Report
 - Balance Sheet
 - Statement of Profit and Loss
 - Cash Flow Statement
 - Notes to financial Statement
 - Significant Accounting Policies
- φ Consolidated Financial Statements:
 - Independent Auditors Report
 - Balance Sheet
 - Statement of Profit and Loss
 - Cash Flow Statement
 - Notes to financial Statement
 - Significant Accounting Policies
- φ Attendance Slip
- φ Proxy Form
- φ Route Map

CORPORATE INFORMATION:

BOARD OF DIRECTORS:

- Mr. Vinod Shinde - CEO & Executive Director (*Chairman of the Board*)
- Mr. Rajgopalan Iyengar - CFO & Executive Director
- Mr. Mangesh Gurav - Executive Director
- Mr. Kiran Thakore - Executive Director
- Mr. Nikhil Pednekar - Non-Executive Independent Director
- Ms. Kaveeta Aanand - Non-Executive Independent Director
- Mr. Sameer Padekar - Non-Executive Independent Director
- Mr. Paresh Gharat - Non-Executive Independent Director

BOARD COMMITTEES:-

AUDIT:

Nikhil Pednekar
(Chairman)
Rajgopalan
Iyengar (Member)
Sameer Padekar
(Member)

STAKEHOLDER'S RELATIONSHIP:

Nikhil Pednekar
(Chairman)
Mangesh Gurav
(Member)
Kiran Thakore
(Member)

NOMINATION & REMUNERATION:

Nikhil Pednekar
(Chairman)
Sameer Padekar
(Member)
Kaveeta Aanand
(Member)

RISK MANAGEMENT:

Kiran Thakore
(Chairman)
Mangesh Gurav
(Member)
Nikhil Pednekar
(Member)

AUDITORS OF THE COMPANY

STATUTORY AUDITOR

M/s. Agarwal Desai &
Shah
Chartered
Accountants
404, Sai Chambers,
Opp. Railway
Station, Santacruz (E),
Mumbai-400055.

SECRETARIAL AUDITOR

Richa Agarwal
Company Secretary
604E, Dakhidhari
Road, Laketown
(Sreebhumi), Kolkata-
700 048.

INTERNAL AUDITOR:

M/s. Tejas Nadkarni
& Associates
Chartered
Accountants
24, 2nd Floor, Xth
Central Mall, Near D-
Mart, Mahavir Nagar,
Kandivali (West),
Mumbai - 400 067

PURVA SHAREGISTRY (INDIA) PRIVATE LIMITED (RTA):

Address: Unit No. 9,
Shiv Shakti Industrial
Estate, Ground Floor,
J. R. Boricha Marg,
Lower Parel (E),
Mumbai-400 011.

Website:
www.purvashare.com

Email:
busicomp@vsnl.com

Phone: 022- 2301
6761/ 8261

BANKERS:

PNB

Axis

**Kotak Mahindra (ING
Vyasa)**

**Oriental Bank of
Commerce**

NOTICE

Notice is hereby given that annual general meeting of Empower India Limited will be held on 27th day of September, 2016 at 09.30 a.m. at 25/25A, IInd floor, 327, Nawab Bldg., D. N. Road, Opp. Thomas Cook, Mumbai - 400001 to transact the following business:-

ORDINARY BUSINESS:

1. Adoption of Financial Statements:

To consider and adopt:

- φ The audited standalone financial statements of the Company for the financial year ended March 31, 2016, the reports of the Board of Directors and the Auditors thereon; and
- φ The audited consolidated financial statements of the Company for the financial year ended March 31, 2016, and the report of Auditors thereon.

2. Re-appointment of directors liable to retire by rotation:

To appoint a director in place of Mr. Kiran Thakore the Non executive Director who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

3. Ratification of appointment of statutory auditor:

To consider the ratification of M/s **Agarwal Desai & Shah**, chartered accountants as statutory auditors of the Company.

"RESOLVED THAT pursuant to Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the Company hereby ratifies the appointment of M/s **Agarwal Desai & Shah**, Chartered Accountants, (Firm Registration No.124850W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the next AGM of the Company i.e. for the financial year 2016-17 ."

SPECIAL BUSINESS:

4. Approval to deliver document through a particular mode as may be sought by the member:

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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there

under, whereby a document may be served on any member by the company by sending it to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.

RESOLVED FURTHER THAT the estimated fees for delivery of the document shall be paid by the member in advance to the Company, before dispatch of such document.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Key Managerial Personnel of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper, desirable or expedient and to settle any question, difficulty, or doubt that may arise in respect of the matter aforesaid, including determination of the estimated fees for delivery of the document to be paid in advance."

5. Appointment of Mrs. Rekha Anil Bahadurlama as a Non Executive Director:

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

"RESOLVED THAT Mrs. Rekha Anil Bahadurlama pursuant to the provisions of Section 152 of the Companies Act, 2013, the Companies (Appointment and qualification of Directors) Rules 2014, (including any statutory modification(s) or reenactments(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of a Director, be and is hereby appointed as a Non Executive Non Independent Director of the Company, liable to retire by rotation.

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."

For Empower India Limited

Sd/-

Vinod Shinde

Chairman and CEO

DIN: 02585889

Date: August 30, 2016

Place: Mumbai

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 **September 21, 2016 to September 27, 2016** (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 Sharegistry (India) Private Limited** / Secretarial Department of the Company immediately.
5. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with Depositories/Company. Members holding shares in Demat/physical form are requested to notify any change in address, bank mandates, if any, and their E-mail ID for dispatch of Annual Reports and all other information, correspondences to the Company's Registrar and Share Transfer Agent
6. Pursuant to section 108 of the Companies Act, 2013, rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the Listing Obligation & Disclosure Requirements, 2015, 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 **September 20, 2016**, are entitled to vote on the resolutions 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 September 24, 2016** and will end at **5.00 p.m. on September 26, 2016**. 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 Secretary, 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 with a copy marked to 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:

EVEN (E-Voting Event Number)	USER ID	PASSWORD
105249		

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 **September 20, 2016**, 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. **September 20, 2016**, may obtain the user ID and Password by sending a request at evoting@nsdl.co.in or 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 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.
7. 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.
8. 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.
9. 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.
10. 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.
11. 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