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empower india limited



Dear,
Stakeholders..

The global economy in FY 2014-15 witnessed divergent trends among major economies of the world. And this has led to stress on major oil producing countries as a direct result of sharp decline in oil prices, especially in the second half of the year. A sustained lower oil prices will benefit commodity market reducing cost of transportation and fuel cost in certain cases. For Importing countries, such as India, falling oil prices have significantly improved India's overall fiscal landscape, and augur well for growth in domestic market.

Indian economy is poised to return to its high-growth path, thanks to lower fiscal and current account deficits, falling inflation, benign commodity prices and structural reforms to boost investments. The new Indian Government is taking policy initiatives to boost economy and investment and the monetary policy is also likely to be supportive with the Reserve Bank of India (RBI) having moved to flexible inflation targeting. These factors shall lead to good growth in the economy.

Empower directly operates in resale of Information Technology products and has vested interest in Food and Agriculture Infrastructure through its joint venture Jharkhand Mega Food Park Private Limited and Entertainment & E-commerce through its subsidiary Empower Bollywood Private Limited. These are the three major segment of performance and revenue generation, discussed in detailed below.

The Jharkhand Mega Food Park will give a boost to the Small and Medium Enterprises as well as big corporations engaged in agriculture and food processing sector as it would give them access to facilities like cold storage, food testing and analysis lab, affluent treatment plant, common processing facilities, packaging centers, power supply, water supply seminar/conference/training facilities under one roof at a very economical rates.

EmpowerBollywood.com is an integrated online marketplace, which is determined to take consumer interaction experience in the media and entertainment industry to its zenith potential. The pioneer project aims to bring production houses, performers, service providers and general consumers to a common platform. EmpowerBollywood.com would address the needs of performers/talent, production houses, service providers and general consumers by letting them interconnect through a common platform.

Empower TV: Empower TV is a YouTube channel launched by Empower Bollywood and is currently used as a platform to showcase the talent of the artists registered on EmpowerBollywood.com. It is a bridge that connects the aspiring artists and the industry.

OUR EFFORTS:

During the year under review, your company registered a 23.74% increase in its top line. The total revenue stood at Rs. 107,82,16,349/- vis a vis Rs. 87,13,30,504/- as the last year. The Profit after tax stood at Rs. 15,48,139/- vis a vis a loss of Rs.493540334/- in the previous year. The earnings per share shares as on 31/03/2015 stood at Rs. 0.0013/share vs (0.42) as on 31/03/2014.

“With Your Continued Support And Trust We Shall Continue To Grow”

Your Sincerely

Vinod Shinde

(Chairman)

Mumbai, 2nd September, 2015



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CORPORATE INFORMATION

CIN	:	L51900MH1981PLC023931
ISIN	:	INE507F01023
Scrip ID	:	EMPOWER
Scrip Code	:	504351

BOARD OF DIRECTORS

Mr. Vinod Shinde	CEO & Executive Director
Mr. Rajgopalan Iyengar	Executive Director
Mr. Mangesh Gurav	Executive Director
Mr. Nikhil Pednekar	Non-Executive Independent Director
Mr. Kiran Thakore	Non-Executive Independent Director
Ms. Kaveeta Aanand	Non-Executive Independent Director

CHAIRMAN	Vinod Shinde
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BOARD COMMITTEES:-

AUDIT COMMITTEE

Mr. Nikhil Pednekar	Chairman
Mr. Rajgopalan Iyengar	Member
Mr. Kiran Thakore	Member

STAKEHOLDER'S RELATIONSHIP COMMITTEE

Mr. Nikhil Pednekar	Chairman
Mr. Mangesh Gurav	Member
Mr. Kiran Thakore	Member

NOMINATION & REMUNERATION COMMITTEE

Mr. Nikhil Pednekar	Chairman
Mr. Kiran Thakore	Member
Ms. Kaveeta Aanand	Member

RISK MANAGEMENT COMMITTEE

Mr. Kiran Thakore	Chairman
Mr. Mangesh Gurav	Member
Mr. Nikhil Pednekar	Member





AUDITORS

STATUTORY AUDITOR:

M/s. Verma Mehta & Associates
Chartered Accountants
104, Creative Industries Premises,
Sunder Nagar,
Kalina, Santacruz (E),
Mumbai-400098.

SECRETARIAL AUDITOR:

M/s. Mayank Arora & Co.
Company Secretaries
Bldg No. 14/A, 2nd Floor,
Chewul Wadi, Kalbat Lane,
Kalbadevi Road,
Marine Lines,
Mumbai-400002.

INTERNAL AUDITOR:

M/s. Bipin Shah &
Associates
Chartered Accountants
Unit No. 18, 3rd Floor,
Hi Life Mall, P M Road,
Santacruz (W),
Mumbai-400054

Registered office : 25/25A, 2nd Floor, Nawab Building,
D.N. Road, Fort, Mumbai-400001.

Corporate Office : #97, Mhada, Jankidevi School Road, Four Bungalow,
Andheri (West), Mumbai - 400 058.

REGISTRAR AND SHARE TRANSFER AGENT

Purva Sharegistry (India) Private Limited
Unit No. 9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Lower Parel (E), Mumbai-400 011.
Phone: 022-23016761/8261.
Email: busicomp@vsnl.com
Website: www.purvashare.com

BANKERS

Axis Bank
Dhanalaxmi Bank
IndusInd Bank



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, Jankidevi School Road, Four Bungalow, Andheri (West), Mumbai - 400 058, to transact the following business:

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 an 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 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, 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 18th September, 2015 to 25th 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 Guravare** 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. 26th 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 18th 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 22nd September, 2015 and will end at 5.00 p.m. on 24th 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'.

