



INDIA
LIMITED

Annual Report 2016-17



EMPOWER INDIA LIMITED

CONTENT

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



CORPORATE INFORMATION

Scrip Id: EMPOWER

Scrip Code: 504351

CIN: L51900MH1981PLC023931

BOARD OF DIRECTORS:-

Kiran Dilip Thakore	<i>Chairman, Non- Executive Director</i>
Rajgopalan Iyengar	<i>Executive Director</i>
Anil Nikam	<i>Additional Executive Director</i>
Nikhil Pednekar	<i>Non- Executive Independent Director</i>
Jayashree Helonde	<i>Additional Non- Executive Independent Director</i>
Mohd. Zulfegar Hashim Khan	<i>Additional Non- Executive Director</i>

KEY MANAGERIAL PERSONNEL:-

Mangesh Gurav	<i>Chief Financial Officer</i>
Rajgopalan Iyengar	<i>Chief Executive Officer& Compliance Officer</i>

BOARD COMMITTEES:-

Audit Committee

Nikhil Pednekar	<i>Chairman</i>
Jayashree Helonde	<i>Member</i>
Anil Nikam	<i>Member</i>

Nomination and Remuneration Committee

Nikhil Pednekar	<i>Chairman</i>
Jayashree Helonde	<i>Member</i>
Mohd. Zulfegar Hashim Khan	<i>Member</i>

Stakeholders Relationship Committee

Nikhil Pednekar	<i>Chairman</i>
Jayashree Helonde	<i>Member</i>
Anil Nikam	<i>Member</i>



Risk Management Committee

Kiran Thakore	<i>Chairman</i>
RajgopalanIyengar	<i>Member</i>
Nikhil Pednekar	<i>Member</i>

AUDITORS:-

Statutory Auditor of the Company

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

Secretarial Auditor

Neha Chaurasia
Practicing Company Secretary
14, Gopi Krishna Paul Lane, Kolkata-700006
E-mail Id: nehachaurasia2204@gmail.com

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

REGISTRAR & SHARE TRANSFER AGENT:-

Purva Shareregistry (India) Private Limited
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

Dhanlaxmi Bank
Syndicate Bank
Bank of Baroda
Axis Bank Ltd

REGISTERED ADDRESS

25/25A, 2nd Floor, 327, Nawab Building,
D. N. Road, Fort, Mumbai, Maharashtra, 400001
Email: info@empowerindia.in
Website: www.empowerindia.in
Phone: 022- 22045055, 022-22045044
Help Desk: 9702003139

INVESTOR CORRESPONDENCE

Address: 25/25A, 2nd Floor, 327, Nawab Building,
D. N. Road, Fort, Mumbai, Maharashtra, 400001
Email: investors@empowerindia.in
Phone: 022- 22045055, 22045044



NOTICE

Notice is hereby given that the 35th Annual General Meeting of the members of Empower India Limited will be held on Friday, September 29, 2017 at 10.00 a.m. at Kshatriya Sabhagruh, Opp. Portuguese Church, Charni Road, Mumbai-400004; to transact the following business:-

ORDINARY BUSINESS

1. To receive, consider and adopt:
 - a. The Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors thereon; and
 - b. The Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Board of Directors and the Auditors.
2. To appoint a Director in place of Mr. Kiran Thakore (DIN: 03140791), who retires by rotation and being eligible, offers himself for re-appointment;
3. **Appointment of M/s. Agarwal Desai & Shah as a Statutory Auditor of the Company**
To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 139, 142 and other applicable provisions of the Companies Act, 2013, if any, read with the Companies (Audit & Auditors) Rules, 2014, including any statutory enactment or modification thereof, **M/s. Agarwal Desai & Shah**, Chartered Accountants, (Firm Registration No. 124850W) be and is hereby appointed as the Statutory Auditors of the Company to conduct Audit and hold office for financial year 2017-18 to financial year 2019-20 subject to ratification of the appointment by the members held at every Annual General Meeting, at a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and reimbursement of travelling and out of pocket expenses incurred by them for the purpose of audit.

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

SPECIAL BUSINESS:

4. Regularization of Appointment of Mr. Mohd. Zulfeqar Hashim Khan as Non- Executive Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Section 161(1) and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mr. Mohd. Zulfeqar Hashim Khan (DIN: 00020477) who has given his consent pursuant to the provisions of section 152 (5) of the Companies Act, 2013, who was appointed as an Additional Director on February 11, 2017, whose terms expire at the ensuing Annual General Meeting of the Company and for the appointment of whom the Company has received a notice in writing proposing his candidature for the office of Director be and is hereby appointed as a Director of the Company whose period of office will be liable to retire by rotation.

RESOLVED FURTHER THAT, any of the director of the Company be and is hereby authorized to file Form DIR-12 and any other Forms as may be required by the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution.”

5. Regularization of Appointment of Mrs. Jayashree Subhash Helonde as Non- Executive Independent Director of the Company

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

“RESOLVED THAT pursuant to the provisions of Section 149 , 152 and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mrs. Jayashree Subhash Helonde (DIN:07596876) who has given her consent pursuant to the provisions of Section 152 (5) of the Companies Act, 2013, who was appointed as an Additional Non-Executive Independent Director on September 6, 2017, being eligible for appointment and in respect of whom, the Company has received a notice in writing proposing her candidature for the office of a Director and who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and as be in the listing regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (Five) consecutive years commencing from September 6, 2017.

RESOLVED FURTHER THAT, any of the director of the Company, be and is hereby authorized to file Form DIR-12 and any other Forms as may be required by the Registrar of Companies



and to do all such acts, deeds, matters and things as may be required to give effect to the forgoing resolution.”

6. Regularization of Appointment of Mr. Anil Nikam as Executive Director of the Company

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

“**RESOLVED THAT** pursuant to the provisions of Section 161(1) and other applicable provisions (including any modification(s) or re-enactments thereof), if any, of the Companies Act, 2013 and pursuant to Article of Association of the Company, Mr. Anil Nikam (DIN: 07594423) who has given his consent pursuant to the provisions of Section 152(5) of the Companies Act, 2013, who was appointed as an Additional Executive Director on September 6, 2017, whose terms expire at the ensuing Annual General Meeting of the Company and 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 an Executive Director of the Company.

RESOLVED FURTHER THAT, any of the director of the Company, be and is hereby authorized to file Form DIR-12 & any other Forms as may be required by the Registrar of Companies and to do all such acts, deeds, matters and things as may be required to give effect to the foregoing resolution.”

For Empower India Limited

**Sd/-
KiranThakore
Chairman & Director
DIN: 03140791**

Date: September 6, 2017

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 AT THE ANNUAL GENERAL MEETING (“THE MEETING”) IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF 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 appointing the 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.

Corporate Members intending to send their representative to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting.

3. The Register of Members and Share Transfer Books of the Company will remain closed from **September 23, 2017 to September 29, 2017** (both days inclusive).
4. The additional details of the Directors in respect of Item no. 2, 4, 5 & 6 pursuant to Regulation 36(3) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015 are annexed hereto.
5. 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.
6. 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.



7. Pursuant to section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended and Regulation 44 of the SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, the company 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 22, 2017**, 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 26, 2017** and will end at **5.00 p.m. on September 28, 2017**. 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.
8. Members seeking any information or clarifications on the Annual Report are requested to send their queries in writing to the Company at least one week prior to the Meeting to enable the Company to compile the information and provide replies at the Meeting.

PROCEDURE FOR REMOTE E-VOTING:

1. 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 Email and open PDF file 'EIL remote e-Voting.pdf', 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.