

EMPOWER INDIA LIMITED

(CIN NO: L51900MH1981PLC023931)

Registered Office: 25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400001.

Email: info@empowerindia.in **Website:** www.empowerindia.in **Tel. No.:** 022-22045055/44

POSTAL BALLOT NOTICE

[Notice pursuant to section 110 of the Companies Act, 2013, read with rule 22 of the Companies (management and Administration) Rules, 2014]

Dear Member(s)

NOTICE is hereby given to the shareholders, pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014 (including any statutory modification or re-enactment thereof for the time being in force), and such other rules and regulations as may be applicable, for seeking approval of shareholders by way of Special Resolution for the matter as considered in the Resolution appended below.

The Board of Directors of the Company has appointed Mayank Arora of Mayank Arora & Co., Practicing Company Secretary as the Scrutinizer for conducting the postal ballot/e-voting process in a fair and transparent manner.

The Explanatory Statement pertaining to the said resolution setting out the material facts concerning each item and the reasons thereof are annexed hereto along with a Postal Ballot Form. The said Special Resolution and the Explanatory Statement is being sent to you along with a Postal Ballot Form (the "Form") for your consideration.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions attached herewith, record your assent (for) or dissent (against) therein by filling necessary details and affixing your signature at the designated place in the Form and return the same in original duly completed in the enclosed self-addressed, postage pre-paid envelope (if posted in India) so as to reach the Scrutinizer not later than the close of working hours i.e. 5.00 p.m. on Tuesday, 06th October, 2015, failing which it will be strictly considered that no reply has been received from the member.

Members desiring to opt for e-voting as per the facilities arranged by the Company are requested to read the instructions in the notes under the section 'Voting through electronic means'. References to postal ballot(s) in this Postal Ballot Notice include votes received electronically.

The scrutinizer will submit his report to the Chairman of the Company after the completion of the scrutiny of the postal ballots (including e-voting). The results will be declared on October 10, 2015 and communicated to the Stock Exchanges, Depository, Registrar and Share Transfer Agent and would also be displayed on the Company's website at www.empowerindia.in

The Members are requested to consider and, if thought fit, to pass the following resolutions. The resolutions, if approved, will be taken as passed effectively on the date of declaration of results of Postal Ballot.

RESOLUTION:

1. To give Loans and to make Investments under Section 186 of The Companies Act, 2013

To consider and, if thought fit, to give ASSENT/DISSENT to the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of section 186 and other applicable provisions, if any, of the Companies Act, 2013 and subject to necessary approvals, if any and to the extent required including that of the lenders of the Company (if any), the consent of the company be and is hereby accorded to the Board of Directors of the company (hereinafter referred to as the “Board”, which term shall be deemed to include person(s) authorised and/or committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this resolution) to make investment(s) and/or give loan(s) in the form of inter-corporate deposit(s) and/or short term credit(s) and/or secured/unsecured loan(s) to and/or give guarantee (s) and/or provide any security(ies) in connection with any loan(s) made to any other person by or by any other person to any subsidiaries, joint ventures, associate companies and/or any other body(ies) corporate as the Board may deem fit in the interest of the Company exceeding the limits permissible in terms of the section 186 of the Companies Act, 2013 i.e. sixty percent of its paid up share capital, free reserves and securities premium account or one hundred percent of its free reserves and securities premium account, whichever is more; provided however that the investment(s) made and /or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and security(ies) provided, other than the investment(s) made and/or loan(s) granted and/or guarantee(s) and Security(ies) provided and/or as are exempted in terms of section 186 of the Companies Act, 2013 read with rules made thereunder, shall not exceed Rs. 300 Crores (Rupees Three Hundred Crores only).

RESOLVED FURTHER THAT any of the Executive Directors, the authorised representatives of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things including but not limiting to deciding the entity(ies) in which the investment(s) be made and /or loan(s) extended and/or guarantee(s) and security(ies) be provided, amount of investment(s) to be made and/or loan (s) to be extended and/or guarantee(s) and security(ies) to be provided, when such amount be given from time to time, manner and nature of investment(s), the period for which loan(s) be extended, interest and security and other for extending loan(s), as the case may be, and such other terms and conditions, and for the purpose to sign agreements, deeds, documents, guarantees, forms, indemnities, registers, letters, declarations confirmations, undertakings and such other papers as may be necessary, desirable and expedient.”

RESOLVED FURTHER THAT all acts, deeds, matters and things, either verbal or written or otherwise, already done by the Company and/or its directors and/or officers and /or representatives for and in the name of the Company in this regard be and the same are hereby noted, ratified and approved.”

By Order of the Board of Directors

For **Empower India Limited**

Sd/-

Vinod Shinde

CEO & Compliance Officer

DIN: 02585889

Date: 02.09.2015

Place: Mumbai.

Notes:

1. The Explanatory Statement and reasons for the proposed Special Business pursuant to Section 102 of the Companies Act, 2013 ('the Act') setting out material facts are appended herein below.
2. The Notice is being sent to all the Members, whose names appear on the Register of Members/list of Beneficial Owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited (CDSL) on Friday, 28th August, 2015.
3. Members whose names appear on the Register of Members/List of Beneficial Owners as on 28th August, 2015 will be considered for the purpose of voting.
4. The Members can opt for only one mode of voting, i.e., either physical ballot or e-voting. In case members cast their votes through both modes, voting done by e-voting shall prevail and votes cast through physical ballot forms will be treated as invalid.
5. The Board of Directors of the Company has appointed **M/s Mayank Arora & Co.**, Practicing Company Secretaries as a Scrutinizer to scrutinize the Ballot papers received from the Members and for conducting the Postal Ballot process (including e-Voting) in a fair and transparent manner.
6. Members desiring to exercise their vote by Postal Ballot are requested to carefully read the instructions printed in the Postal Ballot Form and return the same duly completed and signed in the enclosed self-addressed and stamped Business Reply envelop. Unsigned Postal Ballot Form will be rejected. Postage will be borne and paid by the Company. However, Postal Ballot Form(s), if sent by courier or post at the expense of the Member(s) will also be accepted. The Postal Ballot Form(s) may also be deposited personally at the address given thereon. The duly completed Postal Ballot Form(s) should reach the Scrutinizer not later than 5:00 pm, the 06th October, 2015 to be eligible for being considered, failing which, it will be strictly treated as if no reply has been received from the Member. The e-Voting module shall also be disabled for voting thereafter.
7. In compliance with sections 108 and 110 of the Companies Act, 2013 and the Rules made thereunder, the Company has provided the facility to the members to exercise their votes electronically and vote on all the resolutions through e-voting service facility arranged by NSDL. The instructions for electronic voting are annexed to this notice.
8. The results of the Postal Ballot will be announced on Saturday, 10th October, 2015, and the date of declaration of results shall be the date on which the resolution would be deemed to have been passed, if approved by the requisite majority.

9. The aforesaid result would be displayed at Registered Office of the Company, intimated to the Stock Exchanges where the shares of the Company are listed, published in the newspapers and displayed along with requisite particulars on the Company's website viz. www.empowerindia.in
10. All relevant documents referred in the Explanatory Statement shall be open for inspection at the Registered Office of the Company on all working days between 11:00 hrs and 13:00 hrs up to the date of declaration of the result of Postal Ballot.

11. VOTING THROUGH ELECTRONIC MEANS:

In compliance with clause 35B of the Listing Agreement and Sections 108, 110 and other applicable provisions of the Companies Act, 2013, read with related Rules, the company is pleased to provide e-voting facility to all its members, to enable them to cast their votes electronically instead of dispatching the physical Postal Ballot form by post. The company has engaged the services of NSDL for the purpose of providing e-voting facility to all its members.

The instructions for e-voting are as follows:

1. Members whose email addresses are registered with the Company / Depository Participant(s) will receive an email from NSDL informing them of their User-ID and Password. Once the Member receives the email, he or she will need to go through the following steps to complete the e-voting process :
 - a. Open email and open the PDF file titled 'Empower e-voting.pdf', using your Client ID or Folio No. as password. The said PDF file contains your user ID and password for e-voting. Please note that this password is an initial password.
 - b. Launch your internet browser and type out the following URL: <https://www.evoting.nsdl.com>.
 - c. Click on Shareholder – Login.
 - d. Enter the user ID and password (the initial password noted in step (a) above). Click on Login.
 - e. The Password change menu will appear. Change the password to a password of your choice. The new password should have a minimum of 8 digits / characters or combination thereof. It is strongly recommended that you do not share your password with any other person and take utmost care to keep your password confidential.
 - f. The homepage of e-voting will open. Click on e-voting: Active Voting Cycles.
 - g. Select 'EVEN' (E-Voting Event Number) of Empower India Limited.
 - h. Now you are ready for e-voting as the Cast Vote page opens.

- i. Cast your vote by selecting the option of your choice and click on 'submit'. Remember to 'Confirm' when prompted.
 - j. On confirmation, the message 'Vote cast successfully' will be displayed.
 - k. Once you have voted on a resolution, you will not be allowed to modify your vote.
 - l. Institutional Members (i.e. other than individuals, HUF, NRI etc.) are required to send a scanned copy (PDF / JPG Format) of the relevant Board resolution / authorization letter etc., together with attested specimen signature of the authorized signatory(ies) who is/are authorized to vote, to the Scrutinizer via e-mail, to pcsmayank@gmail.com , with a copy marked to evoting@nsdl.co.in.
2. For Members whose email IDs are not registered with the Company / Depository Participant(s) and who receive the physical Postal Ballot Forms, the following instructions may be noted :
 - a. The initial password is provided at the bottom of the Postal Ballot Form.
 - b. Please follow all the steps from a. to l. mentioned above, in order to successfully cast your vote.
3. In case of any queries, you may refer to the Frequently Asked Questions (FAQs) and e-voting user manual for Members available in the 'Downloads' section of www.evoting.nsdl.com.
4. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the 'Forgot Password' option available on the site to reset the password.
5. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
6. The e-voting period commences on 07th September, 2015 (9:00 Hours IST) and ends on 06th October, 2015 (17:00 Hours IST). During this period, Members of the Company holding shares either in physical form or in dematerialized form, as on the relevant date, i.e. 28th, August 2015, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a Member, he or she will not be allowed to change it subsequently.
7. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the relevant date, i.e. 28th August, 2015.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

In terms of section 186 of the Companies Act, 2013, no company shall directly or indirectly:

- a. Give any loan to any person or other body corporate;
- b. Give guarantee, or provide security, in connection with a loan to any other body corporate or person; and
- c. Acquire, by way of subscription, purchase or otherwise the securities of any other body corporate,

exceeding sixty percent of its paid up share capital, free reserves and securities premium account, or one hundred percent of its free reserves and securities premium account, whichever is more unless authorised by a special resolution passed in a general meeting of the members of the company.

The Company in routine course of business and/or for furtherance of its business including venturing into the new business, either on its own accord and/or through joint venture, and/or for organic/inorganic business opportunities may consider investing in equity shares and/or preference shares and/or any other equity linked instruments and/or any other instruments and / or by way of extending loans in the form of inter-corporate deposits or otherwise in various body(ies) corporate and / or give guarantee or provide security in connection with a loan to any other body corporate or person or persons, as the Board may deem fit, which may exceed the limits prescribed under Section 186 of the Companies Act, 2013. In light of the same and considering the fact that Section 186 of the Companies Act, 2013 has become effective from 1st April 2014 as also read with General Circular of Ministry of Corporate Affairs No.32/2014 dated 23rd July 2014, it is felt desirable to obtain fresh consent of the Company in terms of the provisions of Section 186 of the Companies Act, 2013 to make investment(s) and / or give loan(s) and / or provide guarantee(s) and / or security(ies) beyond the prescribed limits and to an extent of Rs.300 Crores.

In view of the aforesaid provisions, you are requested to grant your consent to the special resolution as set out at Agenda Item No.1 of the accompanying Notice.

None of the Directors and Key Managerial Personnel of the Company and their relatives has any concern or interest, financial or otherwise, in the proposed resolution.

By Order of the Board of Directors

For **Empower India Limited**

Sd/-

Vinod Shinde

CEO & Compliance Officer

DIN: 02585889

Date: 02.09.2015

Place: Mumbai.

EMPOWER INDIA LIMITED

(CIN NO: L51900MH1981PLC023931)

Registered Office: 25/25A, 2nd Floor, Nawab Building, 327, D.N. Road, Fort, Mumbai- 400001.

Email: info@empowerindia.in **Website:** www.empowerindia.in **Tel. No.:** 022-22045055/44

POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form]

Serial No. _____

1. Name(s) and registered address of Shareholder (s), including joint-holders, if any (in block letters) :
2. Registered Folio No./DP ID No./Client ID No. :
3. No. of shares held :
4. I/We hereby exercise my/our vote in respect of the following special resolution to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated _____ of Empower India Limited (the "Company") by convening/sending my/our assent or dissent to the said special resolution by placing a tick ($\sqrt{\quad}$) mark in the appropriate column below:

Item No.	Description	No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
1.	To make investments, give loans, guarantees and provide securities beyond prescribed limits			

Place: _____

Date: _____

Signature of the Shareholder

ELECTRONIC VOTING PARTICULARS

EVEN (E-voting Event Number)	User ID	Password/PIN
103214		

NOTE: PLEASE READ THE INSTRUCTIONS CAREFULLY BEFORE EXERCISING YOUR VOTES.

INSTRUCTIONS

1. Shareholder(s) desirous to exercise vote by Postal Ballot may complete this Postal Ballot Form and send it to the Scrutinizer in the enclosed self – addressed envelope. Postage will be borne by the Company. Envelopes containing Postal Ballot Forms, if deposited in person or sent by courier at the expense of the Shareholder(s) will also be accepted.
2. Please convey your assent / dissent in this Postal Ballot Form. The assent or dissent received in any other form shall not be considered valid.
3. The self-addressed envelope bears the name and postal address of the Scrutinizer appointed by the Board of Directors of the Company.
4. This Postal Ballot Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company or furnished by National Securities Depository Limited / Central Depository Services (India) Limited, in respect of shares held in the physical form or dematerialised form respectively). In case of joint holding, this Form must be completed and signed by the first named Shareholder and in his / her absence, by the next named Shareholder.
5. Unsigned, incomplete or incorrectly ticked Postal Ballot Forms shall be rejected.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on 06th October, 2015. Postal Ballot Form received after this date will be strictly treated as if the reply from such Shareholder(s) has not been received.
7. In the case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified copy of Board Resolution / Authorisation together with the specimen signature(s) of the duly authorised signatories.
8. A Shareholder may request for a duplicate Postal Ballot Form, if so required. However, the duly filled in duplicate Postal Ballot Form should reach the Scrutinizer not later than the close of working hours (6.00 p.m.) on 06th October, 2015.
9. The exercise of vote through postal ballot is not permitted through a proxy.
10. Shareholders are requested to fill the Postal Ballot Form in indelible ink (and avoid filling it by using erasable writing medium/s like pencil).
11. Voting rights shall be reckoned on the paid-up value of the shares registered in the name(s) of the Shareholder(s) on the cut-off date, i.e. 28th August, 2015.

12. The Shareholders are requested not to send any other paper along with the Postal Ballot Form in the enclosed self addressed postage prepaid envelope. If any extraneous papers are found, the same will be destroyed by the Scrutinizer.
13. There will be one Postal Ballot Form for every Folio / Client ID, irrespective of the number of joint holders.
14. The Scrutinizer's decision on the validity of the Postal Ballot will be final.
15. The Company is pleased to offer e-voting facility as an alternate, for all the Shareholders of the Company to enable them to cast their votes electronically instead of despatching Postal Ballot Form. E-voting is optional. The detailed procedure is enumerated in the Notes to the Postal Ballot Notice.