



Date: 05th September 2019

To,

Rani Challayesteru
54-16-8/9, 2nd Floor, SatyaKrishna
Bhavan, Venkateswara Colony,
Loyola College Road, Gunadala
Vijayawada Andhra Pradesh 520008

SUBJECT: Appointment Letter for the Post of Additional Non- Executive Independent Director

Dear Sir,

On behalf of the Company, I am pleased to inform you that the Board of Directors of Empower India Limited at their Meeting held on **05th September, 2019** have approved to appoint you as an Additional Non-Executive Independent Director of the Company on recommendation of Nomination and Remuneration Committee with immediate effect. This letter confirms your appointment as an Additional Non- Executive Independent Director of the Company and set out the terms and conditions covering your appointment which are as follows:

Terms of Appointment

During your tenure as an Independent Director, you will have to submit a declaration at the beginning of every financial year under section 149(7) of the Companies Act 2013("Act") and as per Listing Regulations stating that you meet the criteria of Independence.

So long as you are an Independent Director of the Company, the number of the companies in which you hold office as a Director or as a chairman or committee member will not exceed the limit stipulated under the Act or the Listing regulations.

You will ensure compliance with other provisions of the Act and the Listing Regulations as applicable to the Independent Director.

Duration of Appointment

In accordance with the provisions of the Companies Act, 2013 and any other applicable laws, you will serve as an Additional Non-Executive Independent Director on the Board from 05th September 2019 up to the ensuing Annual General Meeting of the Company or the last date on which the ensuing Annual General Meeting should have been held, whichever is earlier.

Remuneration/Sitting Fee

You will be entitled to directors sitting fee on such terms and conditions as mutually decided by you and Board of Directors.

Empower India Limited

CIN: L51900MH1981PLC023931

Regd Office: 25 /25A, 11nd Floor, 327, Nawab Building, D.N.Road, Fort, Mumbai – 400 001.

Phone: 022- 22045055, 22045044, Mobile/Helpdesk No.: 9702003139

Email: info@empowerindia.in; Website: www.empowerindia.in



Reimbursement of Expenses

In addition to remuneration described above, the Company will, for the period of your appointment, reimburse you for out of pocket expenses and any other incidental expenses incurred by you in the performance of your role and duties as an Additional Non-Executive Independent Director of the Company.

Time Commitment

As an Additional Non-Executive Independent Director you are expected to bring objectivity and Independence of view to the Board's discussions and help to provide the Board with effective leadership in relation to the Company's strategy, performance and Risk Management as well as ensuring high standards of Financial Probity and Corporate Governance.

The Board generally meets at least four times in a year. The Audit Committee generally meets at least four times a year. Besides that there are other Committees of the Board such as the Nomination and Remuneration Committee, Stakeholders Relationship Committee and Risk Management Committee, the meetings of which are ordinarily convened as per the requirement under the law for the time being in the force. You are expected to attend the meetings of the Board and Board Committees and to devote appropriate time to discharge your duties effectively.

By accepting this appointment, you confirm that you are able to allocate sufficient time to meet the expectations from your role to the satisfaction of the Board.

Roles and Responsibilities

Your role and duties will be those normally required of a Non-Executive Independent Director under the Companies Act, 2013. There are certain duties prescribed for all Directors, both Executive and Non-Executive, which are fiduciary in nature and are as under:

- You shall act in accordance with the Company's Article of Association, as may be amended from time to time.
- You shall act in good faith in order to promote the objects of the Company for the benefit of its members as a whole and in the best interest of the Company.
- You shall discharge your duties with due and reasonable care, skill and diligence.
- You shall constructively challenge and develop proposals on strategy for the growth of the Company.
- You shall not achieve or attempt to achieve any undue gain or advantage either to yourself or to your relatives, partners or associates.
- You shall not involve yourself in a situation in which you may have a direct or indirect interest that conflicts, or possibly may conflict, with the interest of the Company.

In addition to the above requirements the Board of Directors also expect you to perform the following functions:

- You should constructively challenge and help develop proposals on strategy for growth of the Company.

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- Help in bringing an independent judgment to bear on the Board's deliberation especially on issues of strategy, performance, risk management, resources, key appointments and standard of conduct.
- You should evaluate the performance of management in meeting agreed goals and objectives.
- You should satisfy yourself on the integrity of financial information and that financial controls and systems of risk management are effective and defensible.
- You are responsible for determining appropriate levels of remuneration of Executive Directors and have a prime role in appointing, and where necessary, removing Executive Directors and in succession planning.
- You will take responsibility for the processes for accurately reporting on performance and the financial position of the Company.
- You should keep governance and compliance with the applicable legislation and regulations under review and the conformity of Company's practices to accepted norms.
- Safeguard the interest of Stakeholders, particularly the minority shareholders.

Evaluation

The Board of Directors will carry out an evaluation of the performance of the Board as a whole, Board Committees and Directors on an annual basis as per Company's Policy. Your appointment and reappointment on the Board shall be subject to the outcome of the yearly evaluation process.

Code of Conduct

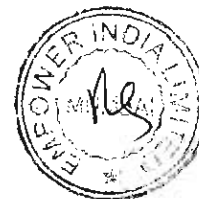
During your tenure, you are required to comply with the Code of Conduct for the Members of the Board of Directors and Senior Management of the Company.

Confidentiality

All information acquired during your tenure of directorship is confidential and should not be disclosed, either during your tenure or following termination (by whatever means) to third parties without prior clearance from the Chairman, unless required by law or by the rules of any stock exchange or regulatory body. In the latter case, you would be required to suitably inform the Chairman of such an event or disclosure.

Disclosure of Interest

It is expected that any interest you may have in any transaction or arrangement that the Company has entered into should be disclosed no later than when the transaction or arrangement comes up at a Board meeting so that the minutes may record your interest appropriately and our records are updated. A general notice that you are interested in any contracts with a particular person, firm or company is acceptable.



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Termination

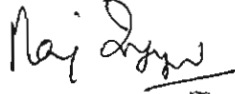
Your directorship on the Board of the Company shall terminate or cease in accordance with law.

You may resign from the directorship of the Company by giving a notice in writing to the Company stating the reasons for resignation.

We are confident that the Board and the Company will benefit immensely from your rich expertise and we are eager to have you as an integral part of the growth of our Company.

Thanking You,

For Empower India Limited

A handwritten signature in black ink, appearing to read "Rajgopalanlyengar".

Rajgopalanlyengar
Director
DIN:00016496



Date: 05th September, 2019

Place: Mumbai

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