



Date: 7th September, 2017

To,

Jayashree Subhashm Helonde
N202, Chandresh Regency,
KalyanShil Road, Shirdhon,
ShivajiChawk,
LodhaHeven,
Dombivali (East),
Thane - 4212014

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

Dear Madam,

We are pleased to inform you that the Board of Directors of Empower India Limited at their Meeting held on **6th September, 2017** has decided 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:

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 6th September, 2017 up to the ensuing Annual General Meeting of the Company or the last date of 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

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.

Empower India Limited

CIN: L51900MH1981PLC023931

Regd Office: 25 /25A, IIInd Floor, 327, Nawab Building, D.N.Road, Fort, Mumbai - 400 001.

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

Email: Info@empowerndia.in; Website: www.empowerIndia.in





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 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.
- 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.

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.

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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 appointment is confidential to the Company and should not be disclosed either during your appointment or following termination (by whatever means) to third parties except as permitted by law and with prior clearance from the Chairman.

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.

Please confirm your acceptance to the above by signing and returning the enclosed duplicate of this Letter.

Thanking You,
For Empower India Limited


Kiran Dilip Thakore
Director
DIN: 03140791



Date: 7th September, 2017
Place: Mumbai

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