

Date: 12th February, 2017

To,

Mr. Mohd. Zulfequar Hashim Khan

29, Jarivala Banglow GRD Floor,
Bhuklabhai Desai Road,
Next to Mahalaxmi Temple,
Breach Candy,
Warden road,
Mumbai- 400026

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

Dear Sir,

We are pleased to inform you that the Board of Directors of Empower India Limited at their Meeting held on **11th February, 2017** has decided to appoint you as an Additional Non- Executive Director of the Company on recommendation of Nomination and Remuneration Committee with immediate effect. This letter confirms your appointment as an Additional Non-Executive Director of the Company and outlines the terms of the appointment.

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 Director on the Board from 11th February, 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

You will be entitled to remuneration and directors sitting fee on such terms and conditions as mutually decided by you and Board of Directors. Remuneration is inclusive of your position as an Additional Non-Executive Director and of your membership of any Board Committee.

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 Director of the Company.

Empower India Limited

CIN: L51900MH1981PLC023931

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

Phone: 022- 22045055, 22045044, Mobile/Helpdesk No.: 9594750003

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



Time Commitment

As an Additional Non- Executive Director you are expected to bring objectivity 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.

Roles and Responsibilities

- 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.

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.

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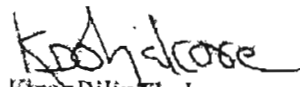
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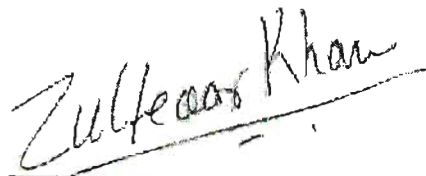
Please confirm your acceptance to the above by signing and returning the enclosed duplicate of this Letter.

Thanking You,
For Empower India Limited


Kiran Dilip Thakore
Director
DIN: 03140791



I have read and agreed and accepted the above terms and conditions regarding my appointment as an additional Non- Executive Director of **Empower India Limited**



(Signature)
Mohd. Zulfequar Hashim Khan
DIN: 00020477
Date: 12th February, 2017
Place: Mumbai