

**General information about company**

Scrip code	504351
Name of the entity	Empower India Limited
Date of start of financial year	01-04-2016
Date of end of financial year	31-03-2017
Reporting Quarter	Yearly
Date of Report	31-03-2017
Risk management committee	Applicable

## Annexure I

### Annexure I to be submitted by listed entity on quarterly basis

#### I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Is there any change in information of board of directors compare to previous quarter

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of appointment in the current term	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 25(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes
1	Mr	Kiran Dilip Thakore	AKWPT5980A	03140791	Non-Executive - Non Independent Director	Chairperson		27-09-2016			2	0	0	
2	Mr	Rajgopalan Iyengar	AADPI0884P	00016496	Executive Director	Not Applicable	CEO	11-02-2017			1	0	0	Textual Information(2)
3	Mr	Nikhil Pednekar	APVPP4439A	03326402	Non-Executive - Independent Director	Not Applicable		01-10-2014		30	1	0	2	
4	Ms	Kaveeta Aanaand	BBXPA8359R	06971514	Non-Executive - Independent Director	Not Applicable		01-10-2014		30	1	2	0	

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5	Mrs	Rekha Anil Bahadurlama	AWTPB3720B	07594472	Non-Executive - Non Independent Director	Not Applicable		27-09-2016			2	2	0	
6	Mr	Zulfeqar Mohammad Khan	AGIPK1938P	00020477	Non-Executive - Non Independent Director	Not Applicable		11-02-2017			1	0	0	Textual Information(3)
7	Mr	Vinod Bharat Shinde	AZAPS2464F	02585889	Executive Director	Not Applicable	CEO	30-09-2014	23-01-2017		0	0	0	Textual Information(4)

<b>Text Block</b>	
Textual Information(1)	Mr. Rajgopalan Iyengar's designation has been changed from Non- Executive Director to Executive Director of the Company with effect from 11-02-2017. He has also been appointed as Chief Executive Officer of the Company w.e.f 11-02-2017.
Textual Information(2)	Mr. Zulfeqar Mohammad Khan has been appointed as Additional Non- Executive Director of the Company w.e.f from 11-02-2017.
Textual Information(3)	Mr. Vinod Shinde has resigned from the post of Executive Director and Chief Executive Officer of the company w.e.f from 23rd January, 2017.

Annexure 1					
II. Composition of Committees					
Disclosure of notes on composition of committees explanatory					
Is there any change in information of committees compare to previous quarter					Yes
Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
1	Audit Committee	Mr. Nikhil Pednekar	Non-Executive - Independent Director	Chairperson	
2	Audit Committee	Mrs. Rekha Anil Bahadurlama	Non-Executive - Non Independent Director	Member	
3	Audit Committee	Ms. Kaveeta Aanaand	Non-Executive - Independent Director	Member	
4	Nomination and remuneration committee	Mr. Nikhil Pednekar	Non-Executive - Independent Director	Chairperson	
5	Nomination and remuneration committee	Mrs. Rekha Anil Bahadurlama	Non-Executive - Non Independent Director	Member	
6	Nomination and remuneration committee	Ms. Kaveeta Aanaand	Non-Executive - Independent Director	Member	
7	Stakeholders Relationship Committee	Mr. Nikhil Pednekar	Non-Executive - Independent Director	Chairperson	
8	Stakeholders Relationship Committee	Mrs. Rekha Anil Bahadurlama	Non-Executive - Non Independent Director	Member	
9	Stakeholders Relationship Committee	Ms. Kaveeta Aanaand	Non-Executive - Independent Director	Member	
10	Risk Management Committee	Mr. Kiran Thakore	Non-Executive - Non Independent Director	Chairperson	

## Annexure 1

### II. Composition of Committees

Sr	Name Of Committee	Name of Committee members	Category 1 of directors	Category 2 of directors	Name of other committee
11	Risk Management Committee	Mr. Rajgopalan Iyengar	Executive Director	Member	
12	Risk Management Committee	Mr. Nikhil Pednekar	Non-Executive - Independent Director	Member	

<b>Annexure 1</b>			
<b>Annexure 1</b>			
<b>III. Meeting of Board of Directors</b>			
Disclosure of notes on meeting of board of directors explanatory			
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)
1	12-11-2016		
2		27-01-2017	75
3		11-02-2017	14

Annexure 1							
IV. Meeting of Committees							
Disclosure of notes on meeting of committees explanatory							
Sr	Name of Committee	Date(s) of meeting of the committee in the relevant quarter	Whether requirement of Quorum met (Yes/No)	Requirement of Quorum met (details)	Date(s) of meeting of the committee in the previous quarter	Maximum gap between any two consecutive meetings (in number of days)	Name of other committee
1	Audit Committee	11-02-2017	Yes	All three members of Audit Committee were present to form quorum	12-11-2016	90	
2	Stakeholders Relationship Committee	11-02-2017	Yes	All three members of Audit Committee were present to form quorum	12-11-2016	90	
3	Nomination and remuneration committee	11-02-2017	Yes	All three members of Audit Committee were present to form quorum			



## Annexure 1

### V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	Yes	

<b>Annexure 1</b>		
<b>VI. Affirmations</b>		
Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 100 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	Yes
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

<b>Text Block</b>	
Textual Information(1)	Pursuant to provision of Regulation 21 of SEBI ( Listing Obligation and Disclosure Requirements ) Regulations, 2015 the Company is not required to form Risk Manangement Committee. However, for the good corporate governance the company had formed a Risk Management Committee.

<b>Annexure II</b>				
<b>Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)</b>				
<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.	Web address
1	Details of business	Yes		<a href="http://www.empowerindia.in/about.html">http://www.empowerindia.in/about.html</a>
2	Terms and conditions of appointment of independent directors	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
3	Composition of various committees of board of directors	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
4	Code of conduct of board of directors and senior management personnel	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
6	Criteria of making payments to non-executive directors	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
7	Policy on dealing with related party transactions	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
8	Policy for determining ‘material’ subsidiaries	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
9	Details of familiarization programmes imparted to independent directors	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>

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<b>I. Disclosure on website in terms of Listing Regulations</b>				
Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		<a href="http://www.empowerindia.in/contact.html">http://www.empowerindia.in/contact.html</a>
11	email address for grievance redressal and other relevant details	Yes		<a href="http://www.empowerindia.in/contact.html">http://www.empowerindia.in/contact.html</a>
12	Financial results	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
13	Shareholding pattern	Yes		<a href="http://www.empowerindia.in/investor-relations.html">http://www.empowerindia.in/investor-relations.html</a>
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	New name and the old name of the listed entity	NA		

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of ‘independence’ and/or ‘eligibility’	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Review of Compliance Reports	17(3)	Yes	
5	Plans for orderly succession for appointments	17(4)	Yes	
6	Code of Conduct	17(5)	Yes	
7	Fees/compensation	17(6)	Yes	
8	Minimum Information	17(7)	Yes	
9	Compliance Certificate	17(8)	Yes	
10	Risk Assessment & Management	17(9)	Yes	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is “No” details of non-compliance may be given here.
11	Performance Evaluation of Independent Directors	17(10)	Yes	
12	Composition of Audit Committee	18(1)	Yes	
13	Meeting of Audit Committee	18(2)	Yes	
14	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
15	Composition of Stakeholder Relationship Committee	20(1) & (2)	Yes	
16	Composition and role of risk management committee	21(1),(2),(3), (4)	Yes	
17	Vigil Mechanism	22	Yes	
18	Policy for related party Transaction	23(1),(5),(6), (7) & (8)	Yes	
19	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
20	Approval for material related party transactions	23(4)	NA	

<b>Annexure II</b>				
<b>II. Annual Affirmations</b>				
Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Composition of Board of Directors of unlisted material Subsidiary	24(1)	Yes	
22	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3), (4),(5) & (6)	Yes	
23	Maximum Directorship & Tenure	25(1) & (2)	Yes	
24	Meeting of independent directors	25(3) & (4)	Yes	
25	Familiarization of independent directors	25(7)	Yes	
26	Memberships in Committees	26(1)	Yes	
27	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	Yes	
28	Disclosure of Shareholding by Non-Executive Directors	26(4)	Yes	
29	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided - Add Notes			



<b>Annexure II</b>		
<b>III. Affirmations</b>		
<b>Sr</b>	<b>Particulars</b>	<b>Compliance status (Yes/No/NA)</b>
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

<b>Signatory Details</b>	
Name of signatory	Diviya Nadar
Designation of person	Compliance Officer
Place	Mumbai
Date	14-04-2017

