



Date: May 11, 2023

To,
Listing Compliances
BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai - 400001.

Scrip Code : 504351;
Scrip ID : EMPOWER

Sub: Submission of Postal Ballot Notice dated May 10, 2023

Ref:- Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

Dear Sir/Madam,

In compliance with the provisions of Regulation 30 SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, enclosed herewith Postal Ballot Notice dated May 10, 2023 along with Explanatory Statement and Postal Ballot Form.

You requested to take above on your records.

Thanking You,

For Empower India Limited

**RAJGOPALA
N SRINIVASA
IYENGAR**

Digitally signed by RAJGOPALAN SRINIVASA IYENGAR
DN: cn=RAJGOPALAN SRINIVASA IYENGAR, o=EMPOWER INDIA LIMITED,
ou=RAJGOPALAN SRINIVASA IYENGAR, email=RAJGOPALAN SRINIVASA IYENGAR@EMP
OWERINDIA.COM, c=INDIA
Date: 2023.05.11 17:35:05 +05'30'

Rajgopalan Iyengar
Director
DIN: 00016496

Encl.: As above

Empower India Limited

CIN: L51900MH1981PLC023931

Regd Office: 25 /25A, II 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



POSTAL BALLOT NOTICE

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, May 16, 2023 at 9:00 a.m. (IST)	Wednesday, June 14, 2023 at 5:00 p.m. (IST)

Dear Members,

NOTICE is hereby given to the Members of **EMPOWER INDIA LIMITED** (“the Company”) pursuant to the provisions of Sections 108, 110 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”), Regulation 44 and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standard-2”) and/or any other applicable law, rules or regulations for the time being in force, to transact the items of special businesses, as set out in this Postal Ballot Notice and to seek approval of the Members by way of Ordinary Resolution(s), through Postal Ballot forms and remote electronic voting (‘E-voting’).

In compliance with the MCA Circulars referred to as above, this Postal Ballot Notice is being sent by email to only those shareholders, who have registered their email addresses with the Company / Registrar & Share Transfer Agent / Depository / Depository Participants and whose names appear in the register of members / list of beneficial owners of the Company provided by the Depositories as on Friday, May 05, 2023 (i.e., the “Cut-off Date”). In case your email address is not registered, Postal Ballot Notice are sent physical, please follow the process mentioned in the Notes to this Postal Ballot Notice for procuring login credentials and e-voting on the proposed resolution(s).

Members are requested to carefully read the instruction printed on the Postal Ballot Form and return the same duly completed, recording your assent or dissent, in the enclosed self-addressed Business Reply Envelope not later than 17.00 hours on Wednesday, June 14, 2023. Postage will be borne and paid by the Company. The Postal Ballot Form(s) may also be deposited personally at the address given on the Business Reply Envelope. Please note that if any Postal Ballot Form is received after the date mentioned above, it will be considered that no reply has been received from the members.

The Company is providing the facility of remote e-voting to its Members on the items of businesses set out in this Notice and has engaged the services of National Securities Depository Limited (“NSDL”) for this purpose. Members are requested to go through the detailed “INSTRUCTIONS FOR E-VOTING” and other Notes appended to this Postal Ballot Notice.

Members desiring to exercise their vote through the e-voting process are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice for casting of votes by e-voting not later than 5.00 p.m. (IST) on Wednesday, June 14, 2023. The e-voting facility will be disabled by NSDL immediately thereafter.

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You are requested to peruse the proposed Resolutions along with their respective Explanatory Statement and thereafter record your assent or dissent by means of Postal Ballot form or E-Voting system provided by the Company.

An Explanatory Statement, pursuant to Section 102(1) of the Companies Act, 2013 and the relevant information required under Regulation 36 (3) of the SEBI (LODR) Regulations, 2015 setting out all material facts relating to the resolution mentioned in this Notice of Postal Ballot is annexed hereto.

The Board of Directors of the Company ('the Board'), has at its meeting held on Wednesday, May 05, 2023 considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

SPECIAL BUSINESS:

1. TO REGULARIZE APPOINTMENT OF MR. RAJARAM GAWDE (DIN: 09784855) AS NON EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014,, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, **Mr. Rajaram Gawde (DIN: 09784855)** who was appointed by the Board of Directors on recommendation of the Nomination & Remuneration Committee as Additional Non-Executive Director of the Company with effect from November 14, 2022, and in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Non Executive Director of the Company, and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

2. TO REGULARIZE APPOINTMENT OF MR. SUMIT PAWAR (DIN: 09779498) CHAIRMAN AND NON EXECUTIVE DIRECTOR OF THE COMPANY.

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

"RESOLVED THAT pursuant to Sections 152 and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), and/or any other applicable laws (including any statutory amendment(s), modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, **Mr. Sumit Pawar (DIN: 09779498)** who was appointed by the Board of Directors on recommendation of the

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Nomination & Remuneration Committee as Additional Non-Executive Director (Chairman) of the Company with effect from November 14, 2022, and in respect of whom, the Company has received a notice in writing proposing his candidature for Directorship under Section 160 of the Act, be and is hereby appointed as the Non-Executive Director (Chairman) of the Company, and he shall be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

3. **TO REGULARIZE APPOINTMENT OF MR. NAVEENAKUMAR KANJARU (DIN: 07087891) NON EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 (the Act) and the Companies (Appointment and Qualifications of Directors) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘Listing Regulations’), on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors for appointment of **Mr. Naveenakumar Kanjaru (Din: 07087891)** as an Additional Director in the capacity of an Independent Director of the Company w.e.f. April 28, 2023, who has submitted a declaration that she meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations and is eligible for appointment, and in respect of whom the Company has received a notice in writing in terms of Section 160(1) of the Act and who holds office as such up to the date of ensuing Annual General Meeting, be and is hereby, appointed as a Non-Executive Independent Director of the Company not liable to retire by rotation, to hold office for a period of five (5) years with effect from April 28, 2023.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. **TO APPOINT MR. RAJGOPALAN IYENGER (DIN: 00016496), AS THE MANAGING DIRECTOR (MD) OF THE COMPANY.**

To consider and if thought fit to pass, with or without modification(s), the following resolution as a **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (‘the Act’), read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Schedule V of the Act, the Articles of Association of the Company and all other applicable legal provisions, if any, including any statutory modifications or reenactments thereof and subject to such consents, approvals from such statutory authorities, as may be necessary, from time to time, and subject to such conditions, restrictions as may be specified by such authorities and as

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recommended by Nomination and Remuneration Committee, the approval of the members of the Company be and is hereby accorded to the appointment of **Mr. Rajgopalan Iyenger (DIN: 00016496)** as the Managing Director of the Company for a period of 5 (Five) years with effect from November 14, 2022 on the remuneration and other terms and conditions as agreed between Mr. Rajgopalan Iyenger and the Board of Directors.

RESOLVED FURTHER THAT in the event of the Company not having profits or its profits are inadequate in any financial year during the tenure of his re-appointment, the above remuneration by way of salary, allowance and perquisites shall be paid to Mr. Rajgopalan Iyenger as the minimum remuneration, subject to such approvals as may be necessary in this regard.

RESOLVED FURTHER THAT Mr. Rajgopalan Iyenger shall not be liable to retirement by rotation as a director during his tenure as Managing Director of the Company and shall not entitled to sitting fees for attending the meeting of the Board or Committee thereof.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to vary, alter or modify the terms and conditions of re-appointment including term, the components of remuneration etc. as may be agreed to between the Company and Mr. Rajgopalan Iyenger

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its powers herein conferred to any Committee of Directors or Director(s) to give effect to the aforesaid resolution.”

**By the order of the Board
For Empower India Limited**

**RAJGOPALA
N SRINIVASA
IYENGAR**

Digitally signed by RAJGOPALAN SRINIVASA IYENGAR
DN: cn=RAJGOPALAN SRINIVASA IYENGAR, o=EMPPOWER INDIA LIMITED, ou=EMPPOWER INDIA LIMITED, email=RAJGOPALAN SRINIVASA IYENGAR@EMPPOWERINDIA.COM, c=INDIA
c=INDIA, o=EMPPOWER INDIA LIMITED, ou=EMPPOWER INDIA LIMITED, email=RAJGOPALAN SRINIVASA IYENGAR@EMPPOWERINDIA.COM, cn=RAJGOPALAN SRINIVASA IYENGAR
Date: 2023.05.10 18:54:46 +05'30'

**Rajgopalan Iyenger
Director
DIN: 00016496**

Date: May 10, 2023

Place: Mumbai

NOTES:

- 1. AN EXPLANATORY STATEMENT PURSUANT TO THE PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013 (“ACT”) SETTING OUT THE MATERIAL FACTS CONCERNING THE BUSINESSES TO BE TRANSACTED IS ANNEXED HERETO.**
- 2. The Postal Ballot Notice is being sent to the Member(s) whose names appear on the Register of Members/List of Beneficial Owners as received from the National Securities Depository Limited (“NSDL”)**

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and Central Depository Services (India) Limited (“CDSL”) as on Friday, **May 05, 2023** (cut-off date). The Postal Ballot Notice is being sent to the Members who have registered their email IDs for receipt of documents in electronic form to their email addresses registered with their Depository Participants/the Company’s Registrar and Share Transfer Agent (“RTA”).

3. Member(s) whose names appear on the Register of Members/List of Beneficial Owners as on the cut-off date will be considered for the purpose of voting/e-voting. A person who is not a member as on the cut-off date should treat this Notice for information purpose only.
4. In compliance with the provisions of Sections 108 and 110 of the Act and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company provides the Members the facility to exercise their right to vote by electronic means through e-voting services provided by NSDL and the business may be transacted through such voting. The instructions for e-voting are annexed to this Notice.
5. The e-voting period shall commence on **Tuesday, May 16, 2023** from 9.00 a.m. (IST) and shall end on **Wednesday, June 14, 2023** 5.00 p.m. (IST). E-voting shall not be allowed beyond the said date and time.
6. The voting rights of Members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date i.e., **Friday, May 05, 2023**.
7. The Board of Directors of the Company (“the Board”), has appointed **CS. Payal Kotak** (Membership No. A50018) Proprietor of M/s. Payal Kotak & Associates Practicing Company Secretary, (COP. No.20944) as the Scrutinizer, for conducting the e-voting process in a fair and transparent manner.
8. As required by Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 read with MCA Circulars and the Listing Regulations, the details pertaining to this postal ballot will be published in one English national daily newspaper circulating throughout India (in English language) and one in vernacular language in that district (in Marathi Language) in which registered office of the Company is situated.
9. To support the “Green initiative” members who have not registered their e-mail addresses so far are requested to register their e-mail address with the company’s RTA or Depository Participants, in respect of shares held in physical/electronic mode respectively.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on **Tuesday, May 16, 2023** from 9.00 a.m. (IST) and shall end on **Wednesday, June 14, 2023** 5.00 p.m. (IST) During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of **Friday, May 05, 2023** may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements)

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Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders’ resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

- (iii) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	1. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting”





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	<p>under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p> <ol style="list-style-type: none"> If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <p>  App Store  Google Play </p> <div style="display: flex; justify-content: space-around;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.

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	<p>2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
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Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

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- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
8. Now, you will have to click on "Login" button.
9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically on NSDL e-Voting system.

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.

Empower India Limited

CIN: L51900MH1981PLC023931

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

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

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to cspayalpk@gmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. 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 User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 and 022 - 2499 7000 or send a request to Prajakta Pawle at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to info@empowerindia.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to info@empowerindia.in. If you are an Individual shareholders holding securities in demat mode, you

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are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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ANNEXURE TO THE NOTICE

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

ITEM NO. 1:

On recommendation of the Nomination and Remuneration Committee, Mr. Rajaram Gawde (DIN No. 09784855), was appointed as an Additional Non Executive Director liable to retire by rotation, on the Board of the Company, on November 14, 2022.

Your directors have proposed the appointment of Mr. Rajaram Gawde, as a Non-Executive Director of the Company, w.e.f. November 14, 2022, and a resolution to that effect has been set out as Item No. 1 of this Notice. Mr. Rajaram Gawde is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

In accordance with Section 161(1) of the Companies Act, 2013, Mr. Rajaram Gawde holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Rajaram Gawde as a Non-Executive Director of the Company.

Relevant details relating to appointment of Mr. Rajaram Gawde as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

Your Board recommends the Ordinary Resolution set forth in Item No. 1 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Rajaram Gawde who is considered interested in the resolution for his appointment.

ITEM NO. 2:

On recommendation of the Nomination and Remuneration Committee, Mr. Sumit Pawar (DIN: 09779498), was appointed as an Additional Non-Executive Director (Chairman) liable to retire by rotation, on the Board of the Company, on November 14, 2022.

Your directors have proposed the appointment of Mr. Sumit Pawar, as a Non-Executive Director (Chairman) of the Company, w.e.f. November 14, 2022, and a resolution to that effect has been set out as Item No. 2 of this Notice. Mr. Sumit Pawar is not disqualified from being appointed as a Non-Executive Director (Chairman) in terms of Section 164 of the Act and has given his consent to act as a Director.

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In accordance with Section 161(1) of the Companies Act, 2013, Mr. Sumit Pawar holds office up to the date of the ensuing Annual General Meeting and is eligible for appointment as a Non-Executive Director of the Company. The Company has received a notice under Section 160 of the Companies Act, 2013 from a Member signifying its intention to propose the candidature of Mr. Sumit Pawar as a Director of the Company.

Relevant details relating to appointment of Mr. Sumit Pawar as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided as an Annexure to this Notice.

Your Board recommends the Ordinary Resolution set forth in Item No. 2 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Sumit Pawar who is considered interested in the resolution for his appointment.

ITEM NO. 3:

On recommendation of the Nomination and Remuneration Committee, **Mr. Naveenakumar Kunjaru (Din: 07087891)**, was appointed as an Additional Non-Executive Independent Director on the Board of the Company, w.e.f. April 28, 2023.

Your directors have proposed the appointment of Mr. Naveenakumar Kunjaru, as a Non-Executive Independent Director of the Company, for a period of five (5) years, and a resolution to that effect has been set out as Item No. 3 of this Notice. Mr. Naveenakumar Kunjaru is not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director.

He has also submitted a declaration of independence under Section 149(6) of the Companies Act, 2013 and under Regulation 16 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the Act and the rules made thereunder and also under the SEBI LODR Regulations for appointment as Independent Director and is independent of the Management.

Relevant details relating to appointment of Mr. Naveenakumar Kunjaru as required by the Companies Act 2013, SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 and Secretarial Standard-2 on Annual General Meetings are provided as an Annexure to this Notice.

Your Board recommends the Ordinary Resolution set forth in Item No. 3 of the Notice for approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Naveenakumar Kunjaru who is considered interested in the resolution for his appointment.

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ITEM NO. 4:

On the recommendation of the Nomination and Remuneration Committee, The Board of Directors in its meeting held on November 14, 2022, has approved the change in designation Mr. Rajgopalan Iyengar, as the Managing director of the company for a period of (5) five years w.e.f. November 14, 2022.

The Board of Directors strongly believes the induction of **Mr. Rajgopalan Iyengar**, as the Managing Director of the company will greatly help the company to further its growth in the coming period.

Mr. Rajgopalan Iyengar is eligible for appointment as a Managing Director under the provisions of the Companies Act, 2013 and rules made thereunder. In terms of section 152, Mr. Rajgopalan Iyengar, has consented to act as the Managing Director of the company, if so appointed.

In accordance with Section 196(4) of the Companies Act, 2013, the approval by a resolution passed by the members of the company is required for the appointment and terms of remuneration of Mr. Rajgopalan Iyengar as the Managing Director of the company.

Accordingly, consent of the Members is sought for passing a Ordinary Resolution as set out in Item No. 4 of the accompanying Postal Ballot Notice for appointment and terms of remuneration of **Mr. Rajgopalan Iyengar**, as the Managing Director of the company for a period of five years w.e.f. November 14, 2022.

None of the Directors or Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the proposed resolution, except Mr. Rajgopalan Iyengar who is considered interested in the resolution for his appointment.

By the order of the Board For Empower India Limited

RAJGOPALA
N SRINIVASA
IYENGAR

Digitally signed by RAJGOPALAN SRINIVASA IYENGAR
DN: cn=rajgopal, o=Empower India Limited, email=rajgopal@empowerindia.com, c=IN
c=Personal, email=rajgopal@empowerindia.com, o=Empower India Limited, ou=HR, cn=RAJGOPALAN SRINIVASA IYENGAR
2.5.4.20=999a062448b72a4dc08b4851778452d09
080442588800471795204,
email=RAJYENGA@GMAIL.COM, cn=RAJGOPALAN SRINIVASA IYENGAR
Date: 2023.05.10 18:55:30 +05'30'

Rajgopalan Iyengar
Director
DIN: 00016496

Date: May 10, 2023

Place: Mumbai

Empower India Limited
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Annexure

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT AT THE FORTHCOMING GENERAL MEETING

Pursuant to Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Clause 1.2.5 of Secretarial Standard-2 on General Meetings.

Name of Director	Mr. Rajaram Gawde	Mr. Sumit Pawar	Mr. Naveenakumar Kanjaru	Mr. Rajgopalan Iyenger
DIN	09784855	09779498	07087891	00016496
Date of Birth	13/02/1994	15/05/1990	26/09/1979	24/01/1953
Date of Appointment	14/11/2022	14/11/2022	28/04/2023	14/11/2022
Relationship with Directors	NIL	NIL	NIL	NIL
Expertise in specific functional areas	Finance and administration	Finance and administration	Finance and administration	Marketing
Qualification(s)	Graduate	Graduate	Graduate	Graduate
Directorship held in other Listed Companies	NIL	NIL	NIL	NIL
Chairmanship/ Membership of committees of other public companies	NIL	NIL	NIL	NIL
Number of shares held in the Company as on March 31, 2022	0	0	0	0

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POSTAL BALLOT FORM

[Please read the instructions carefully before completing the form in Block Letters]

Ballot No. _____

1. Name(s) of Shareholder (s): _____
2. Name(s) of the Joint-Holder(s), if any : _____
3. Registered address of Shareholder: _____

4. Registered Folio No./DP ID No./Client ID No.: _____
5. No. of shares held: _____

I/We hereby exercise my/our vote in respect of the following resolutions to be passed through Postal Ballot for the businesses stated in the Notice of Postal Ballot dated May 10, 2023 of **Empower India Limited** (the "Company") by convening/sending my/our assent or dissent to the said resolutions by placing a tick (v) 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 Regularize Appointment of Mr. Rajaram Gawde as Non Executive Director of The Company			
2.	To Regularize Appointment of Mr. Sumit Pawar as Non Executive Director (Chairman) of The Company.			
3.	To Regularize Appointment of Mr. Naveenakumar Kanjaru As Non Executive Independent Director of the Company.			
4.	To Appoint Mr. Rajgopalan Iyenger (Din: 00016496), As the Managing Director (MD) of The Company.			

Place: **Mumbai**

Date:

Signature of the Shareholder

Note: Please read the instructions printed overleaf carefully before exercising your vote.

For e-voting, please refer the instructions under "E-Voting Facility" in the Postal Ballot Notice attached herewith.

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INSTRUCTIONS:

1. The notice is being sent to all the members by the prescribed mode under the Rules (and also electronically by email to those members who have registered their email ids with the Company), whose names appear in the Register of Members / Record of Depositories as on **Friday, May 05, 2023.**
2. Members have the option either to vote through the e-voting process or through the Postal Ballot Form. Members who have received the Postal Ballot Notice by email and who wish to vote through Postal Ballot Form can download Postal Ballot Form from the Company's website: www.empowerindia.in.
3. A member desiring to exercise vote by postal ballot may complete this Postal Ballot Form and send it to the Company at its registered office address situated at **25 /25A, II Floor, 327, Nawab Building, D.N.Road, Fort, Mumbai – 400 001** in the attached self-addressed Business Reply Envelope. Postage will be borne and paid by the Company. (However, envelopes containing postal ballots, if sent by courier at the expenses of the registered shareholder will also be accepted.)
4. The Board of Directors of the Company appointed **CS. Payal Kotak** (Membership No. A50018) Proprietor of M/s. Proprietor of Payal Kotak & Associates Practicing Company Secretary, (COP. No. 20944) as the Scrutinizer for conducting the Postal Ballot and electronic voting (e-voting) process. The self-addressed Business Reply Envelope bears the Name of the Scrutinizer.
5. This form should be completed and signed by the shareholder. In case of joint holding, this form should be completed and signed (as per the specimen signature registered with the Company) by the first named shareholder and in his absence, by the next named shareholder.
6. Postal Ballots cannot be exercised by Proxies.
7. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours i.e., 5:00 P.M on **Wednesday, June 14, 2023.** Postal Ballot Form received after this date will be strictly treated as if the reply from the member has not been received.
8. Members who are holding shares in electronic form are requested to notify any correction/ change in their name / address / e-mail id immediately to the Depository Participants. In the event of non- availability of Member's latest address either in Company's records or in Depository Participant's records (National Securities Depository Limited / Central Depository Services (India) Limited to the Company).
9. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the shareholders as on **Friday, May 05, 2023.**
10. In case of shares held by companies, trusts, societies, etc., the duly completed Postal Ballot Form should be accompanied by a certified true copy of Board Resolution/Authority.
11. The Scrutinizer's decision on the validity of the postal ballot shall be final.

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