



February 29, 2024

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

Scrip Code : 504351;
Scrip ID : EMPOWER

Sub: Corrigendum to the Notice of Postal Ballot dated February 09, 2024.

Ref: Submission of Postal Ballot Notice dated February 09, 2024.

Dear Sir/Madam,

This is with reference to the Notice of Postal Ballot dated February 09, 2024.

This corrigendum to Postal Ballot notice is issued in continuation of and should be read in conjunction with the original Postal Ballot Notice. Except as detailed in the attached corrigendum, all other terms and contents of the Postal Ballot Notice shall remain unchanged.

Copy of detailed corrigendum along with the revised Postal Ballot notice has been enclosed herewith. This corrigendum and the revised Postal Ballot notice are also available on the website of the company www.empowerindia.in.

You requested to take above on your records.

Thanking You,

For Empower India Limited

Rajgopalan Iyengar
Director
DIN: 00016496

Encl.: As above

CORRIGENDUM TO THE POSTAL BALLOT NOTICE.

This corrigendum is being issued in connection to the Postal Ballot notice dated February 09, 2024. Subsequent to issuance and circulation of Postal Ballot Notice, following information in the below mentioned paragraphs of resolution no. 3 and explanatory statement Item No. 3 of the Postal Ballot Notice are modified as under:

1. Replaced the name of Puneet Singh Chandok with Vishakha Umesh Jadhav at serial No. 2 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 2 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
2	Vishakha Umesh Jadhav	Non- Promoter	50,00,000

2. Replaced complete details of Puneet Singh Chandok with Vishakha Umesh Jadhav at serial No. 2 on page No. 20 of Postal Ballot Notice. After replacement Serial No. 2 on page No. 20 read as under:

Sr. No.	Name of the Proposed Allottee	Pre – issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
2	Vishakha Umesh Jadhav PAN: BEPPJ4414P	Non-Promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-Promoter

3. Replaced the name of Kamla Multitrade LLP with Akarshika Traders LLP at serial No. 5 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 5 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
5	Akarshika Traders LLP	Non- Promoter	3,49,00,000

4. Replaced complete details of Kamla Multitrade LLP with Akarshika Traders LLP at serial No. 5 on page No. 20 of Postal Ballot Notice. After replacement Serial No. 5 on page No. 20 read as under:

Sr. No.	Name of the Proposed Allottee	Pre – issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
5	Akarshika Traders LLP PAN: ABBFA7737J	Non - Promoter	Sushma Bhimsen Sawant Pramod Upadhyay	-	-	3,49,00,000	3,49,00,000	2.29	Non-Promoter

Empower India Limited

CIN: L51900MH1981PLC023931

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

Mobile/Helpdesk No.: 9702003139

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

5. Replaced the name of Tvisha Corporate Advisors LLP with Drishya Advisory LLP at serial No. 19 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 19 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
19	Drishya Advisory LLP	Non- Promoter	50,00,000

6. Replaced complete details of Tvisha Corporate Advisors LLP with Drishya Advisory LLP at serial No. 19 on page No. 21 of Postal Ballot Notice. After replacement Serial No. 19 on page No. 21 read as under:

Sr. No.	Name of the Proposed Allottee	Pre – issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
19	Drishya Advisory LLP PAN: AATFD7306F	Non - Promoter	Bhawana Agarwal Ankush Agarwal	-	-	50,00,000	50,00,000	0.33	Non-Promoter

7. Added name of Umesh Bajrang Jadhav at serial No. 31 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 31 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
31	Umesh Bajrang Jadhav	Non- Promoter	50,00,000

8. Added name of Umesh Bajrang Jadhav at serial No. 31 on page No. 22 of Postal Ballot Notice. After replacement Serial No. 31 on page No. 22 read as under:

Sr. No.	Name of the Proposed Allottee	Pre – issue Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
31	Umesh Bajrang Jadhav PAN: AKQPJ6441C	Non - promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter

9. Added name of Sujata Deepak Mane at serial No. 32 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 32 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
32	Sujata Deepak Mane	Non- Promoter	50,00,000

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10. Added name of Sujata Deepak Mane at serial No. 32 on page No. 22 of Postal Ballot Notice. After replacement Serial No. 32 on page No. 22 read as under:

Sr. No.	Name of the Proposed Allottee	Pre-issu e Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
32	Sujata Deepak Mane PAN: CGNPM3080R	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter

11. Added name of Sujata Deepak Mane at serial No. 33 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 33 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
33	Hussain Ayyub Aatar	Non- Promoter	50,00,000

12. Added name of Sujata Deepak Mane at serial No. 33 on page No. 22 of Postal Ballot Notice. After replacement Serial No. 33 on page No. 22 read as under:

Sr. No.	Name of the Proposed Allottee	Pre-issu e Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
33	Hussain Ayyub Aatar PAN: BFTPA7714L	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter

13. Added name of Sujata Deepak Mane at serial No. 34 on page No. 4 of Postal Ballot Notice. After replacement Serial No. 34 on page No. 4 read as under:

Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
34	Chaitali Amit Manjarekar	Non- Promoter	50,00,000

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14. Added name of Sujata Deepak Mane at serial No. 34 on page No. 22 of Postal Ballot Notice. After replacement Serial No. 34 on page No. 22 read as under:

Sr. No.	Name of the Proposed Allottee	Pre-issu e Category	Name of the natural persons who are the ultimate beneficial owners	Pre-issue holding		No. of Warrants issued	Shareholding post exercise of warrants		Post issue Category
				No. of Equity Shares	% of holding		No. of Equity Shares	% of holding	
34	Chaitali Amit Manjarekar PAN: CCKPM9708H	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter

Further, any mention about the aforesaid details in the Postal Ballot notice shall stand modified accordingly.

This corrigendum should be read in continuation of and in conjunction with the notice. The corrigendum and the revised notice are also being placed on the Company's website. All other contents of the notice remain unchanged.

For Empower India Limited

Rajgopalan Iyengar
Managing Director
DIN: 00016496

Place: Mumbai
Date: 29/02/2024

Empower India Limited

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POSTAL BALLOT NOTICE

E-VOTING STARTS ON	E-VOTING ENDS ON
Tuesday, February 13, 2024 at 9:00 a.m. (IST)	Wednesday, March 13, 2024 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 Special 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, February 02, 2024 (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, March 13, 2024**. 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, March 13, 2024**. 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 Friday, February 09, 2024 considered and approved the following resolutions, subject to the Members' approvals through postal ballot:

SPECIAL BUSINESSES:

1. TO APPROVE NEW SET OF MEMORANDUM OF ASSOCIATION (MOA) AS PER THE REQUIREMENTS OF COMPANIES ACT 2013.

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

"RESOLVED THAT pursuant to Section 13, 15 of the Companies Act, 2013 and other applicable provisions read with the rules and regulations made thereunder including any amendment, re-enactment or statutory modification thereof, and subject to such other requisite approvals, if any, in this regard from appropriate authorities and term(s), condition(s), amendment(s), modification(s), as may be required or suggested by any such appropriate authorities, and agreed to by the Board of Directors of the Company (hereinafter referred to as "Board" which term shall include any Committee), consent of the members be and is hereby accorded to adopt the new Memorandum of Association in place of the existing Memorandum of Association with no change in existing Clause iii (A) containing the Main Objects and iii (B) containing Objects incidental or Ancillary to the attainment of the Main Object.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be required for giving effect to this Resolution and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this Resolution."

2. TO INCREASE THE AUTHORISED SHARE CAPITAL OF THE COMPANY & CONSEQUENT AMENDMENT TO THE CAPITAL CLAUSE IN THE MEMORANDUM OF ASSOCIATION (MOA) OF THE COMPANY:

To consider, and if thought fit, to pass, with or without modifications, the following resolutions as **Special Resolution**:

"RESOLVED THAT pursuant to Section 61 and 64 of the Companies Act, 2013 and other applicable provisions, and the rules enacted thereunder (to the extent applicable and including any amendments thereto or re-enactment thereof for the time being in force) and the articles of association of the Company, the consent of the Shareholders of the Company be and is hereby accorded to increase the authorised share capital of the Company from **Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty-Five Crores only) consisting of 1,25,00,00,000 (One Hundred and Twenty Five Crores) Equity Shares of Re. 1/- (Rupees One only) each to Rs. 1,75,00,00,000 /- (Rupees One Hundred and Seventy-Five Crores only) consisting of**

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1,75,00,00,000 (Rupees One Hundred and Seventy Five Crores) Equity Shares of Rs. 1/- (Rupees One only) each, by creation of additional **50,00,00,000 (Fifty Crores) Equity Shares of Rs. 1/- (Rupees One only) each**, ranking Pari passu with the existing shares.

RESOLVED FURTHER THAT the existing Clause V of the memorandum of association of the Company, relating to share capital, be and is hereby altered by deleting the same and substituting in its place, the following as the new Clause V:

“The Authorised Share Capital of the Company is Rs. 1,75,00,00,000 /- (Rupees One Hundred and Seventy-Five Crores only) divided into 1,75,00,00,000 (One Hundred and Seventy Five Crores) Equity Shares of Rs. 1/- (Rupee One only) each”

RESOLVED FURTHER THAT approval of the Members of the Company be and is hereby accorded to the Board of Directors of the Company to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

3. ISSUE CONVERTIBLE EQUITY WARRANTS THROUGH PREFERENTIAL ALLOTMENT / PRIVATE PLACEMENT:

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

“RESOLVED THAT pursuant to sections 42, 62 and other applicable provisions of the Companies Act, 2013 and rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) and in accordance with the provisions of the Memorandum and Articles of Association of the Company, the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2018, the applicable rules, notifications guidelines issued by various authorities including but not limited to the Government of India, Securities and Exchange Board of India, Reserve Bank of India and other competent authorities and subject to the approvals, permissions, sanctions and consents as may be necessary from any regulatory and other appropriate authorities and subject to the consent of the lenders, as applicable, and subject to such conditions and modifications as may be prescribed by any of them while granting such approvals, permissions, sanctions and consents, which may be agreed to by the Board of Directors (hereinafter referred to as the “Board”, which term shall be deemed to include any committee which the Board has constituted or may constitute to exercise its powers, including the powers conferred by this resolution), the consent of the Shareholders of the Company be and is hereby accorded, to create, offer, issue and allot, on preferential basis, in one or more tranches for up to **36,00,00,000 (Thirty Six Crores) Convertible Equity Warrants (“Warrants”)** with each warrant convertible into 1 (one) fully paid up equity share of the company of Rs. 1/- (Rupee One Only) each at a price determined as per the provisions of Regulation 164 of SEBI (ICDR) Regulations, 2018 to the persons mentioned below falling under the non-promoter category, in such manner and on such terms and conditions as may be determined by the Board in accordance with Chapter V of the SEBI (ICDR) Regulations, 2018 or any other provisions of the law as may be prevailing as on date.

The details of the proposed allottees and the maximum number of convertible Equity Warrants of the Company proposed to be allotted are set forth in the table below:

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Sr. No.	Name of the Proposed Allottee	Category	Maximum No. of warrants proposed to be allotted
1.	Litex Traders LLP	Non-Promoter	4,00,00,000
2.	Vishakha Umesh Jadhav	Non-Promoter	50,00,000
3.	Damini Commosles LLP	Non-Promoter	3,75,00,000
4.	Birva Trading LLP	Non-Promoter	3,70,00,000
5.	Akarshika Traders LLP	Non-Promoter	3,49,00,000
6.	Intex Commosales LLP	Non-Promoter	3,25,00,000
7.	Gajraj Commosales LLP	Non-Promoter	2,90,00,000
8.	AG Dynamic Funds Limited	Non-Promoter	2,00,00,000
9.	Eminence Global Fund PCC	Non-Promoter	1,75,00,000
10.	Craft Emerging Market Fund PCC-Prosperity Investments Fund	Non-Promoter	1,25,00,000
11.	Satyam Joshi	Non-Promoter	96,00,000
12.	Whitework Ventures LLP	Non-Promoter	60,00,000
13.	Nazir Trading Llp	Non-Promoter	60,00,000
14.	Harindar Singh	Non-Promoter	50,00,000
15.	HMM Consultants LLP	Non-Promoter	50,00,000
16.	Slesha Commercial Limited	Non-Promoter	1,50,00,000
17.	Ingenius Investment Advisors LLP	Non-Promoter	50,00,000
18.	V Cats Consultancy LLP	Non-Promoter	50,00,000
19.	Drishya Advisory LLP	Non-Promoter	50,00,000
20.	Send Grid Consultancy LLP	Non-Promoter	50,00,000
21.	Katalyst Wealth Trust	Non-Promoter	10,00,000
22.	Vault Capital Trust	Non-Promoter	10,00,000
23.	Jewel Fortune Trust	Non-Promoter	10,00,000
24.	Resilient Wealth Trust	Non-Promoter	10,00,000
25.	Capital Shield Trust	Non-Promoter	10,00,000
26.	Kavita Yadav	Non-Promoter	5,00,000
27.	Ranjan Kumar Saha HUF	Non-Promoter	5,00,000
28.	Ranjan Kumar Saha	Non-Promoter	5,00,000
29.	Hapin Makwana	Non-Promoter	5,00,000
30.	Jayesh Ahire	Non-Promoter	5,00,000
31.	Umesh Bajrang Jadhav	Non-Promoter	50,00,000
32.	Sujata Deepak Mane	Non-Promoter	50,00,000
33.	Hussain Ayyub Aatar	Non-Promoter	50,00,000
34.	Chaitali Amit Manjarekar	Non-Promoter	50,00,000
	Total		36,00,00,000

RESOLVED FURTHER THAT the “Relevant Date” pursuant to regulation 161 of SEBI(ICDR) Regulations, 2018 in relation to the abovementioned Preferential Issue of Warrants is Monday, **February 12, 2024**, being the date, which is 30 days prior to the date on which the resolution will be deemed to be passed i.e. **Wednesday, March 13, 2024**.

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RESOLVED FURTHER THAT the offer, issue and allotment of the aforesaid Warrants to the proposed allottees and equity shares resulting from the exercise of the entitlement of the said warrants, shall be subject to applicable guidelines, notifications, rules and regulations and on the terms and conditions given herein below:

- a) In accordance with Regulation 169(2) of the ICDR Regulations, the warrant holder shall pay an amount equivalent to at least 25% of the price fixed per warrant in terms of the SEBI (ICDR) Regulations on or before the allotment of warrants.
- b) exercise price i.e. 75% of the issue price of the Warrants will be payable by the Warrant holders at the time of exercising the Warrants.
- c) The Warrants can be exercised by the Warrant Holder at any time during the period of 18 (Eighteen) Months from the date of allotment of the Warrants in one or more tranches, as the case may be and on such other terms and conditions as applicable.
- d) In the event, the Warrant holder does not exercise the Warrants within 18 (Eighteen) months from the date of allotment of the Warrants, the Warrants shall lapse and the amount paid on such Warrants shall stand forfeited by the Company;
- e) The Warrant holder shall be entitled to exercise the option of exercising any or all of the Warrants in one or more tranches by way of a written notice to the Company, specifying the number of Warrants proposed to be exercised along with the aggregate amount thereon, without any further approval from the Shareholders of the Company prior to or at the time of conversion. The Company shall accordingly, issue and allot the corresponding number of Equity Shares to the Warrant holder and perform such actions as required to credit the Equity Shares to the depository account and entering the name of allottees in the records of the Company as the registered owner of such Equity Shares;
- f) The Equity Shares to be issued and allotted to the Proposed Investors as a consequence of exercise of the option under the Warrants in the manner aforesaid shall be in dematerialized form and shall rank pari-passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting rights) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and the Articles of Association of the Company.
- g) The Warrants proposed to be allotted shall be subject to a lock-in to be determined in accordance with the provisions of the SEBI ICDR Regulations. The lock-in on the Equity Shares resulting from the exercise of the option under the Warrants shall be reduced to the extent the Warrants have already been locked-in. Warrants so allotted under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.
- h) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Act, the Memorandum & Articles of Association of the Company and also the Regulations issued by SEBI or any other authority as the case may be, or any modifications thereof.
- i) The Warrants by itself, until exercise of conversion option and allotment of Equity Shares, does not give to the Warrant holders thereof any rights with respect to that of a shareholder of the Company;

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j) The allotment of the Equity Shares pursuant to exercise of Warrants shall be completed within a period of 15 (Fifteen) days from the date of such exercise by the respective allottee.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorised to issue and allot such number of Equity Shares of the Company as may be required to be issued and allotted upon exercise of the option by the warrant holder(s).

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorised on behalf of the Company to do all such acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, including without limitation to vary, modify or alter any of the relevant terms and conditions, including size of the preferential issue, the number of equity shares to be allotted, finalising the terms of agreement(s) and other related document(s), if any, to be executed including amendments thereto, provide any clarifications related to offer, issue and allotment of Equity Warrants and Equity Shares, listing of Equity Shares on Stock Exchanges and authorise to preparation, execution and entering into arrangement / agreements, offer letter, letter of allotment, all writings, instruments and such other documents (including documents in connection with appointment of agencies, intermediaries and advisors), utilisation of proceeds of issue and further to authorise all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion deem fit, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred to any Committee of the Board or any Director(s) or Officer(s) or authorised signatory/ies of the Company and generally to do all such acts, deeds and things as may be required in connection with the aforesaid resolution including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint/engage any registrar, depositories, professionals, advisors, bankers, consultants and advocates and to finalise their fees/charges and also to enter into and execute all such arrangements, agreements, memoranda, documents etc. with such agencies and further authorised to make requisite filing with concerned regulatory/government authorities / depository(ies), Stock Exchanges and/or any other regulatory authorities to give effect to this resolution and further to take all others steps which may be incidental, consequential, relevant or ancillary in this connection.

RESOLVED FURTHER THAT all action(s) taken by the Board or Committee(s) thereof, any Director(s) or Officer(s) or any other authorised signatory/ies of the Company in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects.”

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

Sd/-

Rajgopalan Iyengar

Director

DIN: 00016496

Date: February 9, 2024

Place: Mumbai

Empower India Limited

CIN: L51900MH1981PLC023931

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

Mobile/Helpdesk No.: 9702003139

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

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”) and Central Depository Services (India) Limited (“CDSL”) as on Friday, **February 02, 2024** (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, February 13, 2024** from 9.00 a.m. (IST) and shall end on **Wednesday, March 13, 2024** 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, February 02, 2024**.
7. The Board of Directors of the Company (“the Board”), has appointed **CS. Chirag Jain** (Membership No. F11127) Proprietor of M/s. JCA & Co. Practicing Company Secretary, (COP. No. 13687) 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.

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

- (i) The voting period begins on **Tuesday, February 13, 2024** from 9.00 a.m. (IST) and shall end on **Wednesday, March 13, 2024** 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, February 02, 2024** 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) 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:





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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> 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” 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. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. 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> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>

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<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1) 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 use your existing my easi username & password. 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. 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. 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</p>	<p>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.</p>

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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
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:
 - 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.

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- 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.
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.

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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 chiragkchhabra@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 **Sagar S. Gudhate** 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 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:

The existing Memorandum of Association of the Company was formulated as per the provisions of the Companies Act, 1956. To comply with provisions of the Companies Act, 2013, the Board of Directors propose to change the title of Memorandum of Association from "The Companies Act, 1956" to "The Companies Act, 2013". All other clauses including Clause iii related to Main and Objects incidental or ancillary to the main attainment of the main Objects and other objects stands still subject to approval of Members for any further alteration(s) or modification(s).

The Board recommends resolution as set out in Item No. 1 as Special Resolution for approval of Members of the Company.

None of the Promoters, Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 1 of this Notice.

ITEM NO. 2:

The company is in the process of raising funds to support various short term and long-term objectives of the company. In order to accomplish same, fresh equity share capital has to be issued. Issue of new shares and thereby increase of the paid-up share capital will exceed the limit of the existing authorised share capital. The Company has planned to increase the Authorised share capital of the Company in order to issue further securities.

Hence, it is proposed to increase the existing authorised share capital from Rs. 1,25,00,00,000/- (Rupees One Hundred and Twenty-Five Crores Only) to Rs. 1,75,00,00,000/- (Rupees One Hundred and Seventy-Five Crore Only), by addition of Rs. 50,00,00,000/- (Rupees Fifty Crores Only) share capital. The nominal value of each equity share is Rs. 1/- (Rupees One Only).

The Board of Directors in its meeting held on Friday, February 09, 2024 has approved the increase in the authorised share capital as required under section 61 and 64 of the Companies Act, 2013.

The approval of members of the company by way of a Special resolution is also necessary for this purpose as per the aforesaid provisions. Therefore, the board hereby seeks the approval of the members for increase its authorised share capital as per the details given in the resolution as set out in Item No 2 of the accompanying postal ballot notice.

None of the Directors or Key Managerial Personnel of the Company and/or their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 2 of the Notice.

The Board recommends the resolution as set out in Item No. 2 to be passed by the members of the company as a Special resolution.

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ITEM NO. 3:

The Board of Directors in their meeting held on **February 09, 2024** subject to the necessary approvals, have decided to issue and allot up to **36,00,00,000 (Thirty Six Crore only) Convertible Equity Warrants** at a price to be determined as per the provisions of regulation 164 of SEBI(ICDR) Regulations, 2018, on preferential basis.

The details of the issue and other particulars as required in terms of the Act and SEBI (ICDR) Regulations, 2018 in relation to the aforesaid Special Resolution are given as under:

1. Pending Preferential Issues:

During the financial year, no issue or allotment on preferential basis has been made and further there is no preferential allotment under process except as proposed in this notice.

2. Objects of the Preferential Issue:

The proceeds of the preferential issue will be utilized for any one or in combination with any one or more of the purposes such as:

- i. Fund Short Term & Long Term capital requirements of the Company.
- ii. Working capital requirements.
- iii. Investment in Subsidiaries, Joint Ventures, Strategic Investments.
- iv. Investments in / funding existing and/or new business ventures in India and/or overseas for diversification.
- v. Issue expenses.
- vi. General Corporate Purpose.

3. The total number of securities to be issued and pricing:

The Board intends to offer, issue and allot up to **36,00,00,000 (Thirty Six Crore only) Convertible Equity Warrants**, on preferential basis, to the proposed allottees at a price to be determined as per the provisions of regulation 164 & 166A of SEBI(ICDR) Regulations, 2018, each warrant convertible into or exchangeable for one (1) Equity Share of face value Rs. 1/- (Rupee One only).

4. Basis on which the price will arrived at:

Since the shares of the Company are frequently traded, the minimum issue price for the preferential allotment will be determined as per the regulation 164 of SEBI (ICDR) Regulations, 2018. The Pricing Certificate will also be placed on the Company's website: www.empowerindia.in.

Each warrant is convertible into one equity share of Face value of Rs. 01/- (Rupee One only) each fully paid up in accordance with the provisions of the SEBI (ICDR) Regulations, 2018.

5. Relevant Date:

The "Relevant Date" as per regulation 161 (a) of the SEBI (ICDR) Regulations for determining the minimum price for the preferential issue of warrants (in case of frequently traded shares) is February 12, 2024, which is a date 30 days prior to the date on which the resolution is deemed to be passed.

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6. The shareholding pattern of the Company before the proposed issue and after the proposed conversion of Equity Warrants as follows:

Sl. No.	Category	Pre-issue shareholding		Post-issue shareholding	
		No. of Equity Shares	% of Shareholding	No. of Equity Shares	% of Shareholding
A	Promoters and Promoter Group Holding				
1	Indian				
	Individual/Hindu Undivided Family	17,47,81,787	15.02%	17,47,81,787	11.47%
	Sub Total (A)	17,47,81,787	15.02%	17,47,81,787	11.47%
B1	Non-Promoter Holding				
	Institutions	0	0	0	0.00
	Foreign Portfolio Investors	0	0	5,00,00,000	3.28%
	Financial Institutions/ Banks	0	0	0	0.00
B2	Non – Institutions				
1	Individuals (share Capital up to Rs. 2 lakhs)	25,46,13,870	21.88%	25,46,13,870	16.71%
2	Individuals (share Capital in excess of Rs. 2 lakhs)	51,48,10,510	44.24%	556410510	36.51%
3	NRI	25,58,419	0.22%	25,58,419	0.17%
4	Foreign Companies	5	0.00%	5	0.00%
5	Others:				
a.	Body Corporates	15,13,21,276	13.00%	166321276	10.91%
b.	Clearing Member	16,70,904	0.14%	1670904	0.11%
c.	HUF	2,36,46,842	2.03%	2,41,46,842	1.58%
d.	LLP	4,03,84,947	3.47%	28,82,84,947	18.94%
e.	Trust	10000	0.00%	50,10,000	0.32%
	Sub-Total (B)	989016773	84.98%	1,349,016,773	88.53%
C1	Shares underlying DRs	0	0	0	0.00
C2	Shares held by Employee Trust	0	0	0	0.00
C	Non-Promoter – Non-Public	0	0	0	0.00
	Grand Total	1,163,798,560	100%	15,237,98,560	100.00%

7. Proposal / Intention of Promoters, Director or Key Managerial Personnel (s) to subscribe the offer:

None of Promoters, Director or Key Managerial Personnel(s) to subscribe the offer are subscribing to this offer.

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8. The proposed time within which the issue or allotment shall be completed:

As required under SEBI (ICDR) Regulations, Equity Warrants shall be issued and allotted by the Company within a period of Fifteen (15) days from the date of passing of this resolution provided that where the issue and allotment of the said Equity Warrants is pending on account of pendency of any approval for such issue and allotment by any regulatory authority or the Central Government, the issue and allotment shall be completed within a period of Fifteen (15) days from the date of receipt of last such approval.

9. Payment of Consideration:

In terms of the provisions of Regulation 169(2) of the SEBI ICDR Regulations, an amount equivalent to at least 25% (twenty five percent) of the total consideration for the Warrants will be payable at the time of subscription to the Warrants, which will be kept by the Company to be adjusted and appropriated against the issue price of the resulting equity shares. Further, balance exercise price equivalent to the 75% (seventy five percent) of the issue price shall be payable by the Proposed Allottees at the time of exercising the Warrants.

In case the Warrants holders do not apply for the conversion of the outstanding Warrants into equity shares of the Company within 18 (eighteen) months from the date of allotment of the Warrants, then the consideration paid upon each of the said outstanding Warrants shall be forfeited and all the rights attached to the Warrants shall lapse automatically.

The consideration for the Warrants shall be payable in cash and has to be paid by the Proposed Allottees from their respective bank accounts and in case of joint holders, shall be received from the bank account of the person whose name appears first in the application.

10. Change in control, if any, in the Company that would occur consequent to the preferential offer:

There shall be no change in the management or control of the Company pursuant to the aforesaid issue and allotment of Equity Warrants and including the conversion thereof into Equity Shares of the Company.

11. No. of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as price:

During the period from April 01, 2023 till date of notice of this Postal Ballot, the Company has not made any preferential allotments.

12. Dues toward SEBI, Stock Exchange or Depositories:

There are no outstanding dues payable toward SEBI, Stock Exchange or Depositories

13. Valuation for consideration other than cash: Not applicable.

14. The justification for the allotment proposed to be made for consideration other than cash together with valuation report of the registered valuer: Not applicable.

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15. Lock-in period:

The pre-preferential holding of all the allottees (if any) shall be subject to lock-in as per the provisions of regulation 167 (6) of SEBI (ICDR) Regulations, 2018.

The Convertible Equity Warrants and Equity Shares on conversion will be subject to applicable lock-in and transfer restrictions stipulated under Regulations 167 and 168 of the SEBI ICDR Regulations.

16. Intention of promoters/directors/key management persons to subscribe:

none of the promoter, director or key management personnel intend to subscribe to the proposed preferential issue.

17. Listing:

The Company will make an application to the Stock Exchanges at which the existing shares are already listed, for listing of the equity shares being issued on conversion of Equity Warrants. Such Equity Shares, once allotted, shall rank *pari-passu* with the existing equity shares of the Company in all respects, including dividend.

18. Practicing Company Secretary Certificate:

The Certificate being issued by M/s. JCA & Co., Practicing Company Secretary, (CP Number: 13687), Mumbai, certifying that the preferential issue is being made in accordance with the requirements contained in the SEBI (ICDR) Regulations, will be kept open for inspection at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days between Monday to Friday of every week, up to the date of close of remote e-voting period. The certificate is also placed on the Company's website: www.empowerindia.in.

19. Undertaking with regard to re-computation of issue price:

In terms of SEBI (ICDR) Regulations, 2018, the Company shall re-compute the price of the Convertible Equity Warrants, in terms of the provision of the SEBI (ICDR) Regulations, 2018, where it is required to do so; and that if any amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, 2018, the Equity Shares/ Convertible Warrants allotted under preferential issue shall continue to be locked- in till the time such amount is paid by the allottee

20. Other Disclosures / Undertakings:

The Company hereby undertakes that:

- i. It would re-compute the price of the securities specified above in terms of the provisions of SEBI(ICDR) Regulations, where it is so required;
- ii. If the amount payable, if any, on account of the re-computation of price is not paid within the stipulated in SEBI (ICDR) regulations the above warrants shall be continued to be locked in till such amount is paid by the allottees;
- iii. All the equity shares held by the proposed allottees in the company are in dematerialized form only;
- iv. No person belonging to the promoters/promoter group have sold/transferred any equity shares of the Company during the 90 Trading days.
- v. No person belonging to the promoters / promoter group has previously subscribed to any equity share / warrants of the company but failed to exercise them and
- vi. It is hereby confirmed that neither the Company nor its Directors and to the Company's Knowledge any of its Promoters is a willful defaulter.

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vii. It is hereby confirmed that neither the Company nor its Directors and any of its Promoters are a fraudulent borrower.

21. Identity of proposed allottees (including natural persons who are the ultimate beneficial owners of equity shares proposed to be allotted and / or who ultimately control), the percentage (%) of Post Preferential Issue Capital that may be held by them and Change in Control, if any, consequent to the Preferential issue:

Sr. No.	Name & PAN of the proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	Post Issue Category
1	Litex Traders LLP PAN: AAFFL8157J	Non-promoter	Prashantbhai Sureshbhai Mishra Priya Ayodhya Shah Saif Raza Jafri	-	-	4,00,00,000	4,00,00,000	2.63	Non-promoter
2	Vishakha Umesh Jadhav PAN: BEPPJ4414P	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter
3	Damini Commosles LLP PAN: AALFD3778M	Non-promoter	Dhiraj Mavji Furia Bheemraj Harji Patel	-	-	3,75,00,000	3,75,00,000	2.46	Non-promoter
4	Birva Trading LLP PAN: AAOFB1396C	Non-promoter	Parth Bhavesh Zaveri Dhruv Bhavesh Zaveri	-	-	3,70,00,000	3,70,00,000	2.43	Non-promoter
5	Akarshika Traders LLP PAN: ABBFA7737J	Non-promoter	Sushma Bhimsen Sawant Pramod Upadhyay	-	-	3,49,00,000	3,49,00,000	2.29	Non-promoter
6	Intex Commosales LLP PAN: ABAFA2140E	Non-promoter	Bheemraj Harji Patel Shital Sanjay Devlekar	-	-	3,25,00,000	3,25,00,000	2.13	Non-promoter
7	Gajraj Commosales LLP PAN: AANFG4056F	Non-promoter	Ganpat Kashinath shinde Leena Naresh nagda	-	-	2,90,00,000	2,90,00,000	1.90	Non-promoter
8	AG Dynamic Funds Limited PAN: AASCA8490R	Non-promoter	Paul Boskma	-	-	2,00,00,000	2,00,00,000	1.31	Non-promoter
9	Eminence Global Fund PCC PAN: AAJCV2712Q	Non-promoter	Grigor Jabishvili	-	-	1,75,00,000	1,75,00,000	1.15	Non-promoter
10	Craft Emerging Market Fund PCC-Prosperty Investments Fund PAN: AAKCC8675N	Non-promoter	Jean Daniel Didier Debellaire	-	-	1,25,00,000	1,25,00,000	0.82	Non-promoter
11	Satyam Joshi PAN: ADVPJ2052K	Non-promoter	NA	-	-	96,00,000	96,00,000	0.63	Non-promoter

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Sr. No.	Name & PAN of the proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	Post Issue Category
12	Whitework Ventures LLP PAN: AAEFW2432Q	Non-promoter	Alnasir Abdul Aziz Gilani Zeenat Alnasir Gilani Anisa Alnasir Gilani Anees Alnasir Gilani	-	-	60,00,000	60,00,000	0.39	Non-promoter
13	Nazir Trading LLP PAN: AATFN7284Q	Non-promoter	Alnasir Abdul Aziz Gilani Zeenat Alnasir Gilani Anisa Alnasir Gilani Anees Alnasir Gilani	-	-	60,00,000	60,00,000	0.39	Non-promoter
14	Harindar Singh PAN: AESPG2730B	Non-promoter	NA	-	-	50,00,000	50,00,000	0.33	Non-promoter
15	HMM Consultants LLP PAN: AAOFH3673G	Non-promoter	Pareesh Bhupat Giri Jeenal Pareesh Giri	-	-	50,00,000	50,00,000	0.33	Non-promoter
16	Slesha Commercial Limited PAN: AACCS4068H	Non-promoter	Premilaben Rajendrakumar Kothari Pareesh Bhupat Giri Suresh Jain Pranav Jagad Amit Jagad Avinash Kharwad Ravi Kharwad	-	-	1,50,00,000	1,50,00,000	0.98	Non-promoter
17	Ingenius Investment Advisors LLP PAN: AAJFI5710N	Non-promoter	Babulal Bhawarlal Kharwad Sushila Babulal Kharwad	-	-	50,00,000	50,00,000	0.33	Non-promoter
18	V Cats Consultancy LLP PAN: AAVFV9061H	Non-promoter	Suresh Fatehlalji Jain Jayshree Babulal Jain	-	-	50,00,000	50,00,000	0.33	Non-promoter
19	Drishya Advisory LLP PAN: AATFD7306F	Non-promoter	Bhawana Agarwal Ankush Agarwal	-	-	50,00,000	50,00,000	0.33	Non-promoter
20	Send Grid Consultancy LLP PAN: AETFS0029Q	Non-promoter	Ravi Kharwad	-	-	50,00,000	50,00,000	0.33	Non-promoter

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Sr. No.	Name & PAN of the proposed allottee	Category	Name of the natural persons who are the ultimate beneficial owners	Pre-Issue Holding		No. of Warrants to be issued	Shareholding post exercise of warrants		
				No. of Equity Shares	% of Holding		No. of Equity Shares	% of Holding	Post Issue Category
			Anjali Kharwad						
21	Katalyst Wealth Trust PAN: AAFTK5457Q	Non-promoter	Kamini Shah	-	-	10,00,000	10,00,000	0.07	Non-promoter
22	Vault Capital Trust PAN: AAETV2064K	Non-promoter	Vandana Jain	-	-	10,00,000	10,00,000	0.07	Non-promoter
23	Jewel Fortune Trust PAN: AAETJ7745B	Non-promoter	Jayshree Jain	-	-	10,00,000	10,00,000	0.07	Non-promoter
24	Resilient Wealth Trust PAN: AAFTR2010J	Non-promoter	Ragini Tated	-	-	10,00,000	10,00,000	0.07	Non-promoter
25	Capital Shield Trust PAN: AADTC4191M	Non-promoter	Tvisha Kharwad Kashvi Kharwad	-	-	10,00,000	10,00,000	0.07	Non-promoter
26	Kavita Yadav PAN: ANEPY4235G	Non-promoter	NA	-	-	5,00,000	5,00,000	0.03	Non-promoter
27	Ranjan Kumar Saha HUF PAN: AAIHR9873G	Non-promoter	Ranjan Kumar Saha (Karta)	-	-	5,00,000	5,00,000	0.03	Non-promoter
28	Ranjan Kumar Saha PAN: AWUPS2172B	Non-promoter	N.A.	-	-	5,00,000	5,00,000	0.03	Non-promoter
29	Hapin Makwana PAN: BOCPM2176J	Non-promoter	N.A.	-	-	5,00,000	5,00,000	0.03	Non-promoter
30	Jayesh Ahire PAN: AHIPA6406B	Non-promoter	N.A.	-	-	5,00,000	5,00,000	0.03	Non-promoter
31	Umesh Bajrang Jadhav PAN: AKQPJ6441C	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter
32	Sujata Deepak Mane PAN: CGNPM3080R	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter
33	Hussain Ayyub Aatar PAN: BFTPA7714L	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter
34	Chaitali Amit Manjarekar PAN: CCKPM9708H	Non-promoter	N.A.	-	-	50,00,000	50,00,000	0.33	Non-promoter
	TOTAL					36,00,00,000			

22. The current and proposed status of the allottee(s) post the preferential issues namely promoter or non-promoter:

The Proposed allottees are Non-promoters of the Company and after the proposed preferential issue they will remain the Non-promoter of the Company. The Pre and Post shareholding pattern of the Company is as follows:

Sr. No	Particulars	Pre-Shareholding		Post-shareholding	
		No. of Shares	% of Total Capital held	No. of Shares	% of Total Capital held
1.	Promoters	17,47,81,787	15.02	17,47,81,787	11.47
2.	Other (Non-Promoter)	98,90,16,773	84.98	1,34,90,16,773	88.53
	Total	1,16,37,98,560	100.00	1,523,798,560	100.00

23. Other Disclosures:

In accordance with the provisions of the Companies Act, 2013 read with applicable rules thereto and relevant provisions of the SEBI (ICDR) Regulations, 2018, approval of the members for the issue and allotment of the said convertible equity warrants to the above mentioned allottees is being sought by way of a special resolution as set out in the said items of the notice. The issue of equity shares upon the conversion of the warrants would be within the Authorised Share Capital of the Company.

The Board of Directors believe that the proposed preferential issue is in the best interest of the Company and its Members and therefore, recommends the Special Resolution as specified under item no. 3 of the accompanying notice for the approval of the members of the company.

None of the Directors, Key Managerial Personnel of the Company or their respective relatives, is concerned or interested in the above resolution. However, they may be deemed to be concerned to the extent of change in the percentage of their voting rights in the post equity shareholding in the company, if any.

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

Sd/-

Rajgopalan Iyengar

Director

DIN: 00016496

Date: February 09, 2024

Place: Mumbai

Empower India Limited

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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 **February 09, 2024** of **Empower India Limited** (the “Company”) by convening/sending my/our assent or dissent to the said resolutions by placing a tick (✓) 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 approve new set of Memorandum of Association (MOA) as per the requirements of Companies Act 2013.			
2.	To increase the authorised share capital of the company & consequent amendment to the capital clause in the Memorandum of Association (MOA) of the company			
3.	Issue convertible equity warrants through preferential allotment / private placement.			

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, February 02, 2024**.
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. Chirag Jain** (Membership No. F11127) Proprietor of M/s. JCA & Co. Practicing Company Secretary, (COP. No. 13687) 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, March 13, 2024**. 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, February 02, 2024**.
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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