



30th May, 2023

To,
Listing Compliance Department,
BSE Limited
P.J. Towers,
Dalal Street, Fort,
Mumbai – 400 001

Scrip Code : 504351
Scrip Id : EMPOWER

Subject: Secretarial Compliance Report for the year ended March 31, 2023.

Dear Sir/Madam,

In pursuance of Regulation 24(A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 enclosed herewith Annual Secretarial Compliance Report issued by Practicing Company Secretaries for the year ended March 31, 2023.

This is for your information and records.

Thanking you.

For Empower India Limited

**RAJGOPALA
N SRINIVASA
IYENGAR**

Digitally signed by RAJGOPALAN SRINIVASA
IYENGAR
DN: c=IN, postalCode=400078, st=MAHARASHTRA,
street=0-24 2 SECOND FLOOR, PANCHAVATI
APARTMENTS, SECTOR 5, AIROLI, IN+THANE,
o=Personal,
serialNumber=390c45d88411d8fa5d8f8b1a57c10
3c3d8f7a4a68502111c33811a88f70a0,
pseudoym=033f4f0d9c3a43a9a93491385c8b8e,
3.2.20199567024848a972a0c0c8848017784c2d
0f08b01423884269471c796294,
email=RAJYIENGAR@GMAIL.COM,
cn=RAJGOPALAN SRINIVASA IYENGAR
Date: 2023.05.30 16:14:45+05'30'

Rajgopalan Iyengar
Managing Director
DIN: 00016496

Encl: as above.

Empower India Limited

CIN: L51900MH1981PLC023931

Regd Office: 25 /25A, 2nd Floor, 327, Nawab Building, D. N. Road, Fort, Mumbai – 400 001

Phone: 022- 22045055, 22045044, Mobile/Helpdesk No.: +91 97020 03139

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



HEENA GULRAJANI & ASSOCIATES
PRACTICING COMPANY SECRETARY

52, HATIRAM DARWAZA, NEAR MOHAN TALKIES, RATLAM, MP -457001

Mob: 8770994069

Email: hgurnani888@gmail.com

Secretarial Compliance Report of EMPOWER INDIA LIMITED
for the financial year ended as on 31st March 2023

I, M/s Heena Gulrajani & Associates, Practicing Company Secretary have examined:

- (a) all the documents and records made available to us and explanation provided by EMPOWER INDIA LIMITED (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity (www.empowerindia.co.in),

(d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the year ended as on 31st March 2023 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/ guidelines issued thereunder;

I/We hereby report that, during the Review Period the compliance status of the listed entity is appended as below:



HEENA GULRAJANI & ASSOCIATES
PRATICING COMPANY SECRETARY

52, HATIRAM DARWAZA, NEAR MOHAN TALKIES, RATLAM, MP -457001

Mob: 8770994069

Email: hgurnani888@gmail.com

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
1.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	Nil
2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">All applicable policies under SEBI Regulations are adopted with the approval of the board of directors of the listed entities.All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI.	Yes	Nil
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/information under a separate section on the websiteWeb-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/section of the website	Yes	Nil
4.	Disqualification of Director: None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	Nil
5.	Details related to Subsidiaries of listed entities have been examined w. r. t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies.(b) Disclosure requirement of material as well as other subsidiaries.	Yes	Nil
6.	Preservation of Documents: The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.	Yes	Nil
7.	Performance Evaluation: The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.	Yes	Nil
8.	Related Party Transactions: <ul style="list-style-type: none">(a) The listed entity has obtained prior approval of	Yes	Company has obtained prior



HEENA GULRAJANI & ASSOCIATES
PRATICING COMPANY SECRETARY

52, HATIRAM DARWAZA, NEAR MOHAN TALKIES, RATLAM, MP -457001

Mob: 8770994069

Email: hgurnani888@gmail.com

	Audit Committee for all related party transactions; or (b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee, in case no prior approval has been obtained.		approval of Audit committee for all related party transactions
9.	Disclosure of events or information: The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Nil
10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	Nil
11.	Actions taken by SEBI or Stock Exchange(s), if any: No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder except as provided under separate paragraph herein (**).	Yes	Nil
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	No	Nil

Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019: **Not Applicable as there is no resignation of Statutory Auditor during the FY 2022-2023**

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the	NA	NA



HEENA GULRAJANI & ASSOCIATES
PRATICING COMPANY SECRETARY

52, HATIRAM DARWAZA, NEAR MOHAN TALKIES, RATLAM, MP -457001

Mob: 8770994069

Email: hgurnani888@gmail.com

	auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.		
2.	Other conditions relating to resignation of statutory auditor		
	<p>i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:</p> <p>a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings.</p> <p>b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable.</p> <p>c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor.</p> <p>ii. Disclaimer in case of non-receipt of information:</p> <p>The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.</p>	NA	NA
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	NA

(a) (**) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:



HEENA GULRAJANI & ASSOCIATES
PRATICING COMPANY SECRETARY

52, HATIRAM DARWAZA, NEAR MOHAN TALKIES, RATLAM, MP -457001

Mob: 8770994069

Email: hgurnani888@gmail.com

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

(b) The listed entity has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Compliance Requirement (Regulations/circulars/ guidelines including specific clause)	Regulation/ CircularNo.	Deviations	Action Takenby	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
Not Applicable										

For, Heena Gulrajani & Associates

Heena Gulrajani
Digitally signed by
Heena Gulrajani
Date: 2023.05.30
16:02:39 +05'30'

(CS Heena Gulrajani)

ACS No.: 68255

CP No: 25423

PR No: 3240/2023

UDIN: A068255E000426052

Place: Ratlam

Date: 30.05.2023