



NILACHAL REFRATORIES LIMITED
CIN: L26939OR1977PLC000735
30, J.L. Nehru Road, Kolkata – 700016, W.B. Ph.: 033 – 224 99511,

SHAREHOLDER’S PROTECTION RIGHTS POLICY **NILACHAL REFRATORIES LIMITED**

PURPOSE OF THE POLICY

Shareholder’s protection is an integral part of Governance at Nilachal Refractories Limited (the “Company”). The Board of Directors (the “Board”) of Nilachal Refractories Limited has adopted the Shareholder’s Rights Policy based on domestic and global best practices, aimed at enhancing Shareholder Experience.

OBJECTIVE OF THE POLICY

The Shareholder’s Rights Policy defines the rights of the Shareholders of the Company, as well as specifies the responsibilities of the Company.

The rights enumerated are in line with the Rights and Responsibilities laid under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies Act, 2013.

Following are the basic rights of the Shareholders:

RIGHT TO ATTEND GENERAL MEETINGS AND TO VOTE:

Shareholders of the Company shall have the right to participate in and to cast vote on the proposed resolutions. Shareholders can attend the Meetings either in person or by appointing Proxy and proxy need not be a member of the Company. Shareholders can cast their votes either through remote e-voting facility or electronic voting facility provided at the General Meeting.

In Compliance with the applicable provisions of the Companies Act, 2013 and Regulation 44 SEBI (LODR), 2015, the Company has provided a facility to the members to exercise their votes electronically through the electronic voting service facility arranged by National Security Depository Limited (NSDL). The facility of voting through ballot paper is also available to the Shareholders of the Company.



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RIGHT TO INFORMATION

- Shareholders have the right to receive copies of the Company's Annual Report and Notice of every General Meeting;
- Shareholders have right to information on material events disseminated on the Stock Exchange's websites as well as hosted on website of the Company at www.nilachal.in;
- Shareholders have right to participate in, and sufficiently informed of, decisions concerning fundamental corporate changes;
- Shareholders have the right to participate in the Company's profitability as long as they own the shares;
- Division of profits would be based on the number of shares owned by the shareholder as on the date designated. The distribution of dividend is as per the recommendation of the Board of Directors of the Company and subject to approval of the shareholders in the Annual General Meeting.

RIGHT TO TRANSFER SHARES

- Shareholders of the Company have the right to freely transfer the shares held by them, except where the transferee is not approved by the Company.
- For transfer of shares in physical form, the transferee(s) as well as transferor(s) shall furnish copy of PAN Card to the Company for registration of such transfer of securities.

RIGHT TO TRANSFER SHARES

- The Board of Directors of the Company shall convene an Extraordinary General Meeting (EGM) if a request to convene an EGM is received from Shareholders who hold, on the date of receipt of requisition, not less than 1/10th of the Paid-Up Capital of the Company.
- The Board should call for EGM within 21 days of the date of valid request by Shareholders but not later than 45 days from date of valid request for EGM.
- If the Board of Directors fail to call for an EGM within the time provided, then the Shareholders can themselves convene the EGM



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RIGHT TO INSPECT

- Every Shareholder has the right to inspect Records/Registers of the Company, as per the Company's Act, 2013. The Shareholders may also ask for a copy of any of them after paying prescribed charges.

RIGHT TO CLAIM DIVIDEND AND SHARES TRANSFERRED TO INVESTOR EDUCATION AND PROTECTION FUND (IEPF)

- Shareholders have right to claim their dividends which are transferred to IEPF by making online application to MCA in relevant e-form along with requisite documents and information. Shareholders have to then submit the print of the form and necessary documents to the Company for verification and onward submission to IEPF Authority.
- Similarly, Shareholders have right to claim their Shares which have been transferred to IEPF, by following the above-mentioned process.

For further detail, click on below link:

<http://www.iepf.gov.in/IEPFA/refund.html>

OTHER SHAREHOLDERS RIGHTS

- Equitable treatment: The Company shall ensure equitable treatment of all shareholders, including minority,
- All Shareholders of the same series of a class shall be treated equally
- There shall be Effective Shareholder participation in key corporate governance decisions, such as nomination and election of members of the Board of Directors
- The Company shall devise and have in place a effective framework to avoid insider trading and abusive self-dealing
- There shall be appropriate processes and procedures for general shareholder meeting providing equitable treatment of all shareholders
- There shall be an appropriate procedure, which shall not make it unduly difficult or expensive to cast votes;



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- Minority Shareholders shall be protected from abusing actions by, or in the interest of, controlling shareholders acting either directly or indirectly, and effective means of redress.

In the event of any conflict between the provisions of this Policy and the LODR / Companies Act, 2013 or any other statutory enactments, rules, the provisions of such LODR / Companies Act, 2013 or statutory enactments, rules shall prevail over this Policy.

COMPLIANCE RESPONSIBILITY

Compliance of this Policy shall be the responsibility of the Company Secretary of the Company who shall have the power to ask for any information or clarifications from the management in this regard.

This Policy has been vetted by the Stakeholders Relations Committee of the Board and has been approved by the Board of Directors