

1. PURPOSE

The purpose of this **Shareholder Rights Charter (“Charter”)** is to set out Macrotech Developers Limited’s (“we” or “us” or “our” or the “Company”) key principles and policies in relation to the protection of legitimate rights of its shareholders and is based on the principles of equitable treatment to all shareholders.

The rights set out herein are in line with applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“**Listing Regulations**”) and the Companies Act, 2013 and the rules and regulations framed thereunder (“**Act**”).

The Charter seeks to:

- a. Endorse our commitment to the protection of all shareholders including minority shareholders
- b. Raise awareness amongst shareholders of their rights under applicable laws
- c. Promote full, fair relationship with all shareholders; and
- d. Promote compliance with applicable laws and regulations.

2. APPLICABILITY

This Charter is applicable to the Company as a corporate entity in relation to its dealings with its shareholders. This Charter is not intended as a procedure document. Where this document contains procedural information it is because it has been deemed that such information is relevant to an understanding of the underlying intent.

3. SHAREHOLDERS’ RIGHTS

Shareholders have the following rights which may be exercised as per procedures specified under applicable laws, rules and regulations:

a. Right to attend, vote and participate in general meetings

Shareholders have a right to receive notices of shareholders’ meetings and to attend, participate and vote at general meetings (either in person or by e-voting or through proxy) in proportion to their share in the paid-up equity share capital of the Company.

b. Right to receive dividend

Shareholders have a right to receive dividend as recommended by the board of directors of the company and/or approved by the shareholders in the annual general meeting. Shareholders also have a right to claim their unclaimed dividends or shares that may have been transferred to the Investor Education and Protection Fund on lapse of the statutory period as mentioned in the Companies Act.

c. Right to receive information

Shareholders have a right to receive copies of notices of the shareholders’ meetings and annual financial statements and be informed of major corporate announcements. The Company provides information to its shareholders in the form of annual reports, quarterly results, quarterly analysts presentations, press releases, newsletters and other reports etc. The Company disseminates information on material events to the stock exchanges in accordance with applicable law and also hosts such information in the Investor section of the Company’s website at www.lodhagroup.in

d. Right to inspect and take copies of statutory registers, returns and minutes books

Shareholders of the company have a right to:

- inspect and take extracts from any statutory registers or returns or general meeting minutes without payment of any fee; or
- require a copy of any statutory register, entries therein or return or general meeting minutes on payment of prescribed fee.

e. Right to convene a general meeting

Shareholders holding not less than 1/10th (one-tenth) of the paid-up share capital of a company, carrying voting rights, have the right to requisition the Board to convene an extraordinary general meeting of the Company in accordance with applicable laws.

f. Matters requiring approval by prescribed majority of shareholders

Approval of the prescribed majority of shareholders is required for certain decisions including, among others matters, those relating to:

- Modifications in the constitutional documents of the Company;
- Change in name or shifting of registered office of the Company outside the local limits of any city, town or village where such office is situated;
- Increase in the authorised share capital of the Company or reduction of share capital of the Company;
- Issue of sweat equity or bonus shares by the company and private placement of securities;
- Buy-back of shares by the company in excess of the prescribed thresholds;
- Entering into or modification of material related party transactions
- Appointment of the statutory auditor of the Company
- Appointment and removal of directors of the Company
- Any scheme of amalgamation or merger or arrangement
- Any other item as required under applicable laws

g. Rights available to minority shareholders

Minority shareholders of the Company have the right to approach the National Company Law Tribunal for relief only in case of oppression and mismanagement in accordance with the provisions of the Companies Act. Such application can also be made in case of a material change in the management or control of the Company if by reason of such change, it is likely that the affairs of the company will be conducted in a manner prejudicial to the interests of the company or its members or any class of members.

“**Minority shareholders**” means 10% of the total number of members of the company or 100 members in number (whichever is lesser) or members holding not less than 10% of the issued share capital of the Company.

4. GRIEVANCE REDRESSAL

Shareholders may raise their grievances with the Company or with the Registrar & Transfer Agent at the contact details provided in the Investor Section of the Company’s website at www.lodhagroup.com or with the Registrar of Companies, the Stock Exchanges or SEBI.

5. CONFLICT BETWEEN APPLICABLE LAWS AND THIS CHARTER

In the event of a conflict or inconsistency between the provisions of applicable laws for the time being in and this Charter, the provisions of applicable law shall prevail over this Charter.