

14th July, 2025

To

BSE Limited

Phiroze Jeejeebhoy Towers Dalal Street, Fort Mumbai – 400 001 **National Stock Exchange of India Limited**

Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai - 400 051

Ref: BSE Scrip Code - 526817 | NSE Symbol: CHEVIOT | ISIN - INE974B01016

Dear Sir/Madam

Sub: Cheviot Company Limited - Notice of the 127th Annual General Meeting of the Company

Notice convening the **127th Annual General Meeting** of the Company on **Thursday, 7th August, 2025** at **11:00 a.m.** through Video Conferencing / Other Audio-Visual Means ('VC / OAVM') facility, in accordance with the provisions of the Companies Act, 2013 read with MCA/SEBI Circulars issued in this regard, to transact the business as set out in the Notice, is attached for your kind information and record.

Thanking you
Yours faithfully
For Cheviot Company Limited

(Aditya Banerjee)
Company Secretary and Compliance Officer

Encl. as stated above



NOTICE

NOTICE is hereby given that the 127th Annual General Meeting (AGM) of the members of CHEVIOT COMPANY LIMITED (hereinafter referred to as the "Company") will be held on Thursday, 7th August, 2025 at 11:00 A.M. (IST) through Video Conferencing (VC) or Other Audio-Visual Means (OAVM), to transact the following business:

Ordinary Business:

- 1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended 31st March, 2025 together with the reports of the Board of Directors and the Auditors thereon.
- 2. To declare dividend of ₹ 5/- (Rupees Five only) per ordinary share on 58,41,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 2,92,09,375/- (Rupees Two Crores Ninety-Two Lakhs Nine Thousand Three Hundred Seventy-Five only) for the financial year ended 31st March, 2025.
- 3. To appoint a director in place of Mr. Abhishek Murarka (DIN 00118310), who retires by rotation and, being eligible, offers himself for re-appointment.

Special Business:

4. Appointment of Secretarial Auditor

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and based on the recommendation(s) of the Audit Committee and the Board of Directors of the Company, M/s MR & Associates, Practicing Company Secretaries (Firm registration number: P2003WB008000) be and is hereby appointed as the Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030, on such terms as to fees and otherwise, as set out in the statement annexed to this notice and as may be mutually agreed upon with the Board of Directors from time to time.

FURTHER RESOLVED THAT the Board of Directors of the Company including Committee thereof be and are hereby authorised to sign and execute all such documents, agreements and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution."

5. Re-appointment of Mr. Harsh Vardhan Kanoria (DIN: 00060259) as Chairman and Managing Director

To consider and, if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6)(e) and other applicable provisions, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in accordance with the Articles of Association of the Company, consent of the members of the Company be and is hereby granted to the re-appointment of Mr. Harsh Vardhan Kanoria (DIN 00060259), as Chairman and Managing Director of the Company, for a further period of 5 (five) years with effect from 1st August, 2025, on the terms and conditions as to remuneration and otherwise as set out in the statement annexed to this notice, to be entered by way of an agreement between the Company and Mr. Harsh Vardhan Kanoria.

FURTHER RESOLVED THAT in the event of absence or inadequacy of profits in any financial year during the aforesaid period of 5 (five) years, the Company will pay to Mr. Harsh Vardhan Kanoria remuneration by way of salary and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required."



6. To create/modify charge on the assets of the Company

To consider and, if thought fit, to pass the following resolution as a **Special Resolution:**

"RESOLVED THAT in terms of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013, the consent of the members of the Company be and is hereby accorded to authorise the Board of Directors of the Company including Committee thereof to create or modify charge by way of hypothecation and/or mortgage on the movable and immovable properties of the Company, wheresoever situate, both present and future and/or on the whole or any part of the undertaking of the Company to or in favour of Axis Bank Limited ("the Banker") to secure the credit facilities availed in the ordinary course of business from the Banker from time to time together with interest thereon at the agreed rates, compound interest, penal charges, costs, expenses and other monies payable by the Company to the Banker as per sanction letter issued from time to time in such form and manner and with such ranking for priority and at such terms as the Board of Directors of the Company including Committee thereof may deem fit, subject however, that the overall borrowing shall not exceed the limits prescribed under Section 180(1)(c) of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force).

FURTHER RESOLVED THAT the Board of Directors of the Company including Committee thereof be and are hereby authorised to execute security documents with the Banker to create or modify mortgage and/or charge and to do all such acts, deeds, matters and things, as may be necessary, expedient and incidental to give effect to the aforesaid resolution."

7. Ratification of remuneration payable to Cost Auditor

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), the remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses payable to M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), appointed as the cost auditor by the Board of Directors of the Company to conduct audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2026, be and is hereby ratified."

By Order of the Board of Directors of Cheviot Company Limited Sd/-Aditya Banerjee Company Secretary and Compliance Officer FCS 10954

Kolkata, 26th May, 2025 CIN: L65993WB1897PLC001409

Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: cheviot@chevjute.com | Website: www.cheviotgroup.com



NOTES:

- 1. The **Statement** pursuant to the provisions of Section 102 of the Companies Act, 2013 (the "Act") read with Rules thereunder and Secretarial Standard-2 on General Meetings ("SS-2"), setting out the material facts concerning each item of special business along with the rationale thereof, with the recommendation of the Board of Directors to the members, including information in respect of the directors seeking re-appointment given by way of an **Annexure** and disclosure about the secretarial auditor proposed to be appointed, as required under Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), is annexed hereto and forms part of this Notice.
- 2. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM**. The facility to appoint proxies by the members will not be available for this AGM and hence, the Proxy Form is not annexed hereto. In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote at the AGM.
- 3. The AGM shall be conducted through VC/OAVM without the physical presence of the members at a common venue in accordance with the clarification Circulars issued by the Ministry of Corporate Affairs from time to time including the latest General Circular No. 09/2024 dated 19th September, 2024 (collectively "MCA Circulars"). Members can attend and participate at the ensuing AGM through VC/OAVM only and hence, Attendance Slip and Route Map are not annexed hereto. The venue of the AGM shall be deemed to be the registered office of the Company at 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata 700016. The VC/OAVM facility shall be provided by National Securities Depository Limited ("NSDL").
- 4. A member, whose name appears in the Register of Members or in the Register of Beneficial Owners maintained by the depositories, as on **Thursday**, **31st July**, **2025** ("**cut-off date**") shall only be entitled to vote and attend the AGM through VC/OAVM. The members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Act.
- 5. Pursuant to Section 113 of the Act, institutional/corporate members are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate thereat and exercise their right to vote. Institutional/corporate members (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of resolution authorising their representative to vote and attend the AGM at investorservices@chevjute.com with a copy marked to evoting@nsdl.com. Facility will be available on NSDL e-voting system for institutional/corporate members to upload their Board Resolution/Power of Attorney/Authority Letter by clicking on "Upload Board Resolution/Authority Letter" displayed under 'e-voting' tab in their login.
- 6. The members can join 15 (fifteen) minutes before and after the scheduled time of the commencement of the AGM through VC/OAVM by following the procedure mentioned in this Notice. The facility to join the AGM through VC/OAVM will be made available to at least 1,000 members on first-come-first-served basis and members will be able to view the proceedings on website of NSDL (https://www.evoting.nsdl.com). This restriction will not be imposed on members holding two percent or more shares, promoters, institutional investors, directors, key managerial personnel, auditors etc.
- 7. The notice calling the AGM, inter-alia, indicating the process and manner of e-voting and participating at AGM through VC/OAVM will be available on Company's website: https://www.cheviotgroup.com and can also be accessed from the websites of the stock exchanges, viz. BSE Limited ("BSE") (https://www.bseindia.com) and National Stock Exchange of India Limited ("NSE") (https://www.nseindia.com) or from the website of NSDL (https://www.evoting.nsdl.com).
- 8. Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid, subject to deduction of tax at source, on and from Tuesday, 12th August, 2025 to those members, whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories at the close of business hours on Thursday, 31st July, 2025, being the Record Date fixed for the purpose of dividend.



- 9. The Company is required to deduct tax at source while making payment of dividend as per the provisions of the Income Tax Act, 1961. Members are requested to submit their residential status, PAN and category to their respective depository participant(s) ("DP(s)") in case of shares held in dematerialised form and to the Company or to the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited ("Registrar"), in case of shares held in physical form by sending relevant documents on or before Thursday, 31st July, 2025. For more details, please refer to "Communication on tax deduction on dividend" annexed to this notice and also available on Company's website: https://www.cheviotgroup.com.
- 10. The Securities and Exchange Board of India ("SEBI") has made it mandatory for the members holding shares in physical form to furnish PAN, KYC details and Nomination. Folios without PAN, KYC details and Nomination are uploaded on the website of the Company https://www.cheviotgroup.com under the TAB "Communication to members holding shares in physical form". Members, whose name appear in the list shall receive an intimation from the Company that dividend will be paid electronically upon furnishing required details. The Company will not withhold dividend pay-out in absence of only nomination in existing folios. However, members are encouraged in their own interest, to provide choice of nomination. Members holding shares in physical form are requested to make their folios KYC compliant by submitting relevant form (ISR-1/ISR-2/ISR-3/SH-13/SH-14) to Registrar by email at mdpldc@yahoo.com or by post or through 'In Person Verification' at Registrar office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata 700001. The forms are available for download on the websites of the Company (https://www.cheviotgroup.com) and Registrar (https://mdpl.in/form).
- 11. Members holding the shares in dematerialised form are requested to intimate all changes or updates relating to their PAN, contact details, bank account details, registered address, e-mail ID, nomination, etc., to their respective **DP(s)**, if they have not done so already.
- 12. Members, whose shares are lying in the unclaimed suspense account of the Company in dematerialised form as per list uploaded on the website of the Company (https://www.cheviotgroup.com), are requested to contact the Registrar by email at mdpldc@yahoo.com or by post at 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700001, to claim their shares.
- 13. Pursuant to Regulation 40 of SEBI Listing Regulations, requests for effecting transfer, transmission or transposition of shares shall be processed in dematerialised form only. Moreover, SEBI has mandated listed companies to issue the shares in dematerialised form only while processing the investor service requests such as issue of duplicate share certificate; claim from unclaimed suspense account; renewal/exchange of share certificate; endorsement; sub-division/splitting of share certificate; consolidation of share certificates/folios; transmission; transposition. Members holding shares in physical form are requested to consider dematerialising their shares to avail themselves of the benefits of dematerialisation and eliminate risks associated with physical share handling. Members are requested to submit Form ISR-4 duly filled and signed along with the original share certificate(s), wherever applicable. Please note that service requests can be processed only after the physical folio is KYC compliant.
- 14. Unpaid/unclaimed dividend for the financial year ended 31st March, 2018 and the corresponding ordinary shares of the Company in respect of which dividend remain unpaid/unclaimed for seven consecutive years shall become due for transfer to the Investors Education and Protection Fund ("IEPF") during September, 2025. Members are requested to claim their dividend, details of which are available on the website of the Company (https://www.cheviotgroup.com), before transfer to IEPF. Members whose unclaimed dividend/shares have been transferred to IEPF, may claim the same from the IEPF Authority by filing e-Form No. IEPF-5, for which details are available on the IEPF website (https://www.iepf.gov.in). Claimants are advised to approach the Nodal Officer for issuance of entitlement letter, upon submission of required documents, before filing of claim(s) with the IEPF Authority. Mr. Aditya Banerjee, Company Secretary and Compliance Officer of the Company, is the Nodal Officer for the purpose of verification of IEPF claims.
- 15. The Register of Directors and Key Managerial Personnel and their Shareholding, Register of Contracts or Arrangements in which Directors are interested and other documents referred to in this **Notice** and the **Statement** annexed hereto remain open for inspection at the Registered Office and shall be accessible in electronic form by the members during the AGM.



- 16. SEBI has established a common Online Dispute Resolution ("SMART ODR") Portal which harnesses online conciliation and online arbitration for resolution of disputes arising in the Indian securities market. A member shall first take up his/her/ their grievance with the Company by lodging a complaint directly with the Company. If the grievance is not redressed satisfactorily, the member may, in accordance with the SCORES guidelines, escalate the same through the SCORES Portal in accordance with the process laid out therein. After exhausting these options for resolution of the grievance, if the member is still not satisfied with the outcome, he/she/they can initiate dispute resolution through the ODR Portal at https://smartodr.in/login. Relevant SEBI circulars on SMART ODR are available on the website of the Company at https://www.cheviotgroup.com.
- 17. Process for registration or updating of e-mail address and bank mandate to receive dividend directly in Bank Account Member(s), who are yet to register their email address or bank mandate or wish to update the same, are requested to follow the below process:

Shares held in Physical form	Members holding shares in physical form, who have not registered their email address and/or bank mandate with the Company, are requested to register their email ID and/or bank mandate with the Company by submitting Form ISR-1 duly filled and signed with documents mentioned therein to the Registrar by email at mdpldc@yahoo.com or by post or through 'In Person Verification' at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001. Form ISR-1 is available for download on the websites of the Company (https://www.cheviotgroup.com) and Registrar (https://www.mdpl.in).
Shares held in DEMAT form	Members holding shares in dematerialised form are requested to register/update their email address and/or bank mandate with the concerned Depository through their DP(s), with whom they maintain their DEMAT account.

- 18. In compliance with Sections 101 and 136 of the Act read with Rules made thereunder, relevant MCA Circulars and SEBI Circulars issued in this regard, the Notice calling the AGM and the Annual Report for the financial year ended 31st March, 2025, comprising of Board's Report, Independent Auditors' Report, Financial Statements, etc. will be sent by electronic mode to those members whose email address are available on record with the Company/Registrar/ Depositories. Members are requested to register/update their email address by following the steps mentioned above at Note 17 to receive these documents through email. Notice calling the AGM and the Annual Report for the financial year ended 31st March, 2025 will also be available on the websites of the Company (https://www.cheviotgroup.com) and the stock exchanges viz. BSE (https://www.bseindia.com) and NSE (https://www.nseindia.com), where the shares of the Company are listed. Pursuant to Regulation 36(1)(b) of the SEBI Listing Regulations, members, whose email ID are not available with the Company/Depositories, shall receive a letter with the web-link, including the exact path, where the aforesaid Notice and Annual Report would be available.
- 19. Members desirous of getting any information about the financial statements and/or operations of the Company are requested to send their gueries at investorservices@chevjute.com at least 10 (ten) days in advance of the AGM i.e. by Monday, 28th July, 2025, so that proper information can be made available at the AGM.
- 20. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned DP and holdings should be verified from time to time.
- 21. Process and manner for voting by electronic means and joining AGM through VC/OAVM on NSDL e-voting system. Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014, Regulation 44 of the SEBI Listing Regulations and SS-2, the Company is pleased to provide to members the facility to exercise their right to vote on resolutions set forth in this notice by electronic means (e-voting). The facility for e-voting will be provided by NSDL.



The remote e-voting period shall commence on **Saturday**, **2nd August**, **2025** at **10:00 a.m.** (IST) and end on **Wednesday**, **6th August**, **2025** at **5:00 p.m.** (IST). During this period, members holding shares in physical form or dematerialised form as on the **cut-off date** i.e. **Thursday**, **31st July**, **2025**, may cast their votes electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. The voting rights of members shall be in proportion to their shares in the paid-up ordinary share capital of the Company as on the cut-off date. Once the vote on a resolution is cast, the member shall not be allowed to change it subsequently.

I. How to 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 members holding shares in dematerialised form.

In terms of SEBI circular dated 9th December, 2020 on "e-Voting facility provided by Listed Entities", individual members holding shares in dematerialised form are allowed to vote through their demat account maintained with Depositories/DP(s). Members are advised to update their mobile number and e-mail ID in their demat accounts in order to access e-voting facility. Login method for individual members holding shares in dematerialised form is given below:

Type of member | L

Login Method

Individual members holding shares in dematerialised form with NSDL

- For OTP based login, click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. Enter 8-digit DP-ID, 8-digit Client ID, PAN, verification code and generate OTP. Enter the OTP received on registered email ID/mobile number and click on login. After successful authentication, user will be redirected to NSDL Depository site wherein user can see e-voting page. Click on options available against Company name or e-voting service provider (ESP) - NSDL and users will be redirected to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.
- 2. Existing IDeAS users can visit the website of NSDL (https://eservices.nsdl.com/) either on a desktop/laptop or on a mobile phone. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. This will prompt the users to enter their User ID and Password. After successful authentication, users will be able to see e-voting services under value added services. Click on "Access to e-voting" under e-voting services and users will be able to see the e-voting page. Click on Company name or ESP NSDL and users will be re-directed to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.
- 3. If user is 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.
- 4. Visit the e-voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a desktop/laptop or on a mobile phone. Once the home page of NSDL e-voting system is launched, click on the "Login" icon available under "Shareholder / Member" section. A new screen will open. Users will have to enter their User ID (i.e., your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, users will be redirected to NSDL Depository site wherein user can see e-voting page. Click on options available against Company name or ESP NSDL and users will be redirected to e-voting website of NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM.
- 5. Members can also download NSDL mobile app "NSDL Speede" facility by scanning the QR code mentioned here for seamless voting experience:





Type of member	Login Method
Individual members holding shares in dematerialised form with Central Depository Services (India) Limited (CDSL)	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 the e-voting page without any further authentication. The users to login Easi/Easiest are requested to visit CDSL website https://www.cdslindia.com and click on Login to - My Easi Tab and then use their existing My Easi User ID and Password.
	2. After successful login, the Easi/Easiest users will be able to see the e-voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting option, the user will be able to see e-voting page of the ESP – NSDL to cast their vote during the remote e-voting period or to join and cast their vote during AGM. Additionally, there are also links provided to access the system of all ESP, so that the user can visit the ESP's website directly.
	3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website https://www.cdslindia.com and click on Login to - My Easi tab under quick links and then click on To Register for Easi/Easiest.
	4. Alternatively, the user can directly access e-voting page by providing demat account number and PAN from an e-voting link available on https://www.cdslindia.com home-page. The system will authenticate the user by sending OTP on registered mobile number and email ID as recorded in the demat account. After successful authentication, user will be able to see the e-voting option where the e-voting is in process and also able to directly access the system of all ESP.

Important note: Members who are unable to retrieve User ID/Password are advised to use "Forget User ID" and "Forget Password option" available on the websites of NSDL/CDSL/DP(s).

Helpdesk for individual members holding shares in dematerialised form for any technical issues related to login through Depositories i.e., NSDL and CDSL.

Login type	Helpdesk details
Shares held with NSDL	Email ID: evoting@nsdl.com / Tel no.: (022) 4886 7000
Shares held with CDSL	Email ID: helpdesk.evoting@cdslindia.com / Tel no.: 1800-21-09911



- B. Login method for e-voting and joining AGM through VC/OAVM for members other than individual members holding shares in dematerialised form and members holding shares in physical form. How to log-in to NSDL e-voting system?
- 1. Visit e-voting website of NSDL by opening your web browser and type the following URL either on a desktop/laptop or on a mobile phone: https://www.evoting.nsdl.com/.
- 2. Once the home page of NSDL e-voting website is launched, click on the "Login" icon available under "Shareholder/Member" section.
- 3. A new screen will open. You will have to enter your User ID, Password/OTP and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL e-services i.e., IDeAS, you can login at https://eservices.nsdl.com/with your existing IDeAS Login. Once you login to NSDL e-services using your login credentials, click on "e-voting" and proceed to Step 2, i.e., Cast your vote electronically on NSDL e-voting system.
- 4. Your User ID details are given below:

Manner of holding shares, i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
i) 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******
ii) For members who hold shares in demat account with CDSL	16 digit Beneficiary ID. For example, if your Beneficiary ID is 12************************************
iii) For members holding shares in physical form	EVEN – 134166 , followed by Folio Number registered with the Company. For example, if your Folio Number is 001*** then your User ID is 134166001***

- 5. Password details for members other than individual members holding shares in dematerialised form are given below:
 - i) If you are already registered for e-voting, then you can use your existing Password to login and vote electronically.
 - ii) If you are using the 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 prompt you to change your Password.
 - iii) How to retrieve your "initial password"?
 - a) If your email ID is registered in your demat account or with the Company, your "initial password" was communicated to you on your email ID. Trace the email sent to you by NSDL from your mailbox. Open the email and open the attachment (it will be a .pdf file). Open the .pdf file. The Password to open the .pdf file is your 8-digit client ID for your NSDL account or the last 8 digits of your client ID for your CDSL account or Folio number for shares held in physical form. The .pdf file contains your "User ID" and your "initial password".
 - b) If your e-mail ID is not registered, then please follow the steps as mentioned below at Note 21(II).
- 6. If you have not received the "initial password" or are unable to retrieve it or have forgotten your Password:
 - i) Click on the "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on https://www.evoting.nsdl.com/.
 - ii) Click on the "Physical User Reset Password?" (If you are holding shares in physical form) option available on https://www.evoting.nsdl.com/.
 - iii) Members can also use the OTP (One Time Password) based login for casting the vote on the e-voting system of NSDL.
 - iv) If you are still unable to get the Password following the aforesaid options, you can send a request to evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name, your registered address etc.
- 7. After entering your Password, tick on agree to "Terms and Conditions" by selecting on the check box.
- 8. Next, you will have to click on "Login" button.
- 9. After you click on the "Login" button, the homepage of e-voting will open.



Step 2: Cast your vote electronically and join AGM through VC/OAVM on NSDL e-voting system.

- 1. After successful login, by following Step 1, you will be able to see the "EVEN" of all the companies in which you hold shares and whose voting cycle is in "active" status.
- 2. Select **EVEN 134166 of Cheviot Company Limited** for which you wish to cast your vote during the remote e-voting period and/or cast your vote during AGM.
- 3. To join AGM, you need to click on "VC/OAVM" link placed under "Join Meeting".
- 4. Now you are ready for e-voting as the voting page opens.
- 5. 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". Also click on "Confirm" when prompted.
- 6. Upon confirmation, the message, "Vote cast successfully" will be displayed.
- 7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
- II. Process for those members whose email address is not registered with the Company/Depositories, to register their email address and/or to procure user ID and Password for e-voting and to participate at the AGM through VC/OAVM.
 - i) Members holding shares in physical form and who are yet to register their email address with the Company are requested to follow the procedure mentioned in Note 17 above to register their email address and/or to procure user ID and Password for e-voting and to participate at the AGM through VC/OAVM.
 - ii) Members holding shares in the dematerialised form and who have not registered their email address are requested to register/update their email address with their respective DP(s).
 - iii) Individual members holding shares in dematerialised form are requested to refer to the login method explained at Step 1(A) under Note 21(I) above i.e., Login method for e-voting for individual members holding shares in dematerialised form. Individual members holding shares in dematerialised form are allowed to vote through their demat account maintained with DP(s). Individual members are required to update their mobile number and email ID correctly in their demat account in order to access e-voting facility.
 - iv) Alternatively, members may send a request to evoting@nsdl.com for procuring User ID and Password for e-voting by mentioning their demat account number/folio number with name, PAN, registered address etc. and providing relevant documents viz. scan copies of share certificate (front and back) for physical holders or scan copies of client master for demat holders.

General guidelines for members

- 1. 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 NSDL e-voting system 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 https://www.evoting.nsdl.com to reset the Password.
- In case of any query connected with remote e-voting, members may refer to the Frequently Asked Questions (FAQs) for Shareholders and E-voting User Manual for Shareholders available at the download section of https://www.evoting.nsdl.com or call on: (022) 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager – NSDL at evoting@nsdl.com.



III. The instructions for members for e-voting during the AGM are as under:

- 1. The e-voting facility will be available during the AGM. The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting.
- 2. Only those members, who will be present at the AGM through VC/OAVM facility and have not cast their vote on the resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through NSDL e-voting system during the AGM.
- 3. Members who have cast their vote by remote e-voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- 4. The details of the person who may be contacted for any grievance connected with the facility for e-voting during the AGM shall be the same person mentioned for remote e-voting.

IV. INSTRUCTIONS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- 1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-voting system. Members may access NSDL e-voting system by following "Step 1 -Access to NSDL e-voting system". After successful login, members can see and click on 'VC/OAVM' link placed under "Join Meeting" menu against Company name. The link for VC/OAVM will be available in "Shareholder/Member" login where the EVEN 134166 of the Company will be displayed. Please note that the members, who do not have the User ID and Password for e-voting or have forgotten the User ID and Password, may retrieve the same by following the instructions mentioned above in this notice to avoid last minute rush. Further, members can also use the OTP based login for logging into the NSDL e-voting system.
- 2. Members are requested to use stable internet connection (Wi-Fi or LAN) to avoid any audio/visual loss during the AGM. Members may use Laptop for better experience.
- 3. Members who would like to express their views or raise any question during the AGM need to register themselves as a speaker by sending a request from their registered email address mentioning their name, DPID and CLID/Folio number, mobile number at investorservices@chevjute.com latest by 4:00 P.M. on Tuesday, 5th August, 2025. Members, who are successfully registered as speaker will be informed over email on Wednesday, 6th August, 2025. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.
- 4. Institutional investors, who are members of the Company, are encouraged to participate at the AGM through VC/OAVM and exercise their right to vote on the resolutions.
- V. Any person, who acquires share(s) of the Company and becomes member of the Company after despatch of the notice of AGM and holding share(s) as on the cut-off date, i.e., Thursday, 31st July, 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.com. However, if a member is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and Password to cast his/her vote.
- VI. Mr. Rahul Srivastava, practicing company secretary, has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. The Scrutinizer shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast by members through e-voting and submit a consolidated Scrutinizer's Report to the Chairman or a person authorised by the Chairman in writing.
- VII. The results of the e-voting will be declared within two working days from the conclusion of the AGM. Immediately after declaration, the e-voting results along with the Scrutinizer's Report shall be placed on the websites of the Company (https://www.cheviotgroup.com) and NSDL (https://www.evoting.nsdl.com/). The e-voting results shall simultaneously be forwarded to the stock exchanges viz. BSE (https://www.bseindia.com) and NSE (https://www.nseindia.com), where the shares of the Company are listed.



STATEMENT IN RESPECT OF SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE **COMPANIES ACT, 2013**

Item No. 4

Pursuant to the provisions of Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is required to appoint a Secretarial Auditor for a term of 5 (five) consecutive years commencing from FY 2025-26, to conduct the Secretarial Audit of the Company in terms of Section 204 and other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

In this regard, based on the recommendation made by the Audit Committee, the Board of Directors at their meeting held on 26th May, 2025, after due assessment of the credentials, expertise, past performance, fulfilment of eligibility criteria and qualifications, recommended the appointment of M/s MR & Associates, Practicing Company Secretaries (Firm registration number: P2003WB008000) as Secretarial Auditor of the Company for a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030, to the members for their approval.

The basis of recommendation for appointment of M/s MR & Associates as the Secretarial Auditor are set out below:

- (a) M/s MR & Associates, a partnership firm established in 1996, is a Peer Reviewed firm of Practicing Company Secretaries and rendering professional services for about three decades in Corporate Laws, SEBI Regulations, Liquidation and winding up of Companies, Mergers, De-mergers, Amalgamation, Takeover and Acquisitions, Corporate Restructuring, Corporate Insolvency Resolution Process (CIRP), Litigation support etc.
- (b) They have a core audit team, consisting of several qualified partners and an able strength of secretarial audit team as well. The partners of MR & Associates have adequate audit experience and strong understanding of the securities laws. The firm renders professional services to a large clientele in Kolkata; and
- (c) M/s MR & Associates provided their consent for appointment as Secretarial Auditor of the Company and had confirmed that their firm has not incurred any disqualification and are eligible and qualified to be appointed as Secretarial Auditor of the Company in accordance with the provisions of Section 204 of the Companies Act, 2013 read with Rules thereunder, Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Reguirements) Regulations, 2015 read with SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated 31st December 2024, the Companies Secretaries Act, 1980 and within the limits specified by the Institute of Company Secretaries of India.

The proposed terms of appointment including the proposed fees payable to M/s MR & Associates are set out below:

- (a) Term of appointment: For a term of 5 (five) consecutive financial years commencing from 1st April, 2025 to 31st March, 2030.
- (b) Proposed fees payable: ₹ 1,20,000/- (Rupees One Lakh Twenty Thousand Only) plus applicable taxes per annum for issuing secretarial audit report and annual secretarial compliance report along with re-imbursement of out of pocket expenses to be incurred on actual. During the tenure of appointment, fees payable to the Secretarial Auditor may be revised as may be mutually agreed upon with the Board of Directors.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 4 of the notice.



Item No. 5

Mr. Harsh Vardhan Kanoria (DIN 00060259), aged 69 years, a commerce graduate from St. Xaviers College, Kolkata, is an Industrialist having more than 50 years of experience in Jute Industry. He is a promoter of the Company and has been long associated with the Company in his capacity as Chairman and Managing Director. He is also the Chief Executive Officer of the Company.

The present term of office of Mr. Harsh Vardhan Kanoria will expire on 31st July, 2025. In view of his vast experience and significant contribution to the Company's overall growth and profitability, the Board of Directors, on the recommendation of nomination and remuneration committee, have re-appointed Mr. Harsh Vardhan Kanoria as Chairman and Managing Director for a further period of 5 (five) years with effect from 1st August, 2025, subject to approval of the members. He shall also continue as Chief Executive Officer, if re-appointed. He is not disqualified under Section 164 or Section 196 of the Companies Act, 2013 read with Schedule V thereto from being re-appointed as Chairman and Managing Director of the Company and has given his consent to act as director, if appointed.

The Board of Directors are of a considered view that the Company will be benefitted by his management abilities and thus recommend his re-appointment.

The principal terms and conditions including the remuneration governing the re-appointment of Mr. Harsh Vardhan Kanoria are set out below:-

- 1. Salary: ₹ 2,00,000/- per month or such other sum not exceeding ₹ 4,00,000/- per month as may be determined by the Board of Directors from time to time.
- 2. Commission: Commission may be payable at the absolute discretion of the Board of Directors, of such amount, as may be approved by the Board of Directors for each year.
- 3. Perquisites: Mr. Harsh Vardhan Kanoria shall also be entitled to furnished residential accommodation or house rent allowance, furnishing allowance, reimbursement of expenses pertaining to gas, electricity and telephone at residence, reimbursement of medical expenses incurred in India or abroad including surgical charges and hospitalisation for self and family and travel relating thereto, leave travel allowance for self and family, club fees or subscriptions, insurance coverage under corporate policies availed by the Company, Company maintained car and any other perquisite in addition to salary and commission restricted to an amount equal to the annual salary or such other sum as may be determined by the Board from time to time provided that the provision for use of Company maintained car for official purposes shall not be included in the computation of perquisites for the purpose of calculation of the said ceiling. Perquisites shall be evaluated as per Income Tax Rules, wherever applicable.
- 4. Other benefits: Mr. Harsh Vardhan Kanoria will also be entitled to retirement benefits by way of contribution towards Provident Fund and leave related benefits as per the Rules of the Company.
 - The remuneration mentioned above including the value of perquisites will be subject to the overall ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto.
- 5. Mr. Harsh Vardhan Kanoria shall not be paid any sitting fee for attending the meeting of the Board or any Committee thereof.
- 6. In the event of absence or inadequacy of profits in any financial year during the aforesaid period of 5 (five) years, the Company will pay to Mr. Harsh Vardhan Kanoria remuneration by way of salary and perquisites not exceeding the ceiling laid down in Section II of Part II of Schedule V to the Act or any modification(s) or re-enactment thereof as minimum remuneration, subject to such approvals as may be required.
- 7. Mr. Harsh Vardhan Kanoria will be reimbursed by the Company of all entertainment and other expenses actually incurred by him in connection with the business of the Company, subject however, to such limits as may be fixed by the Board from time to time.
- 8. Mr. Harsh Vardhan Kanoria and the Company shall have right to terminate the appointment by giving three months' prior notice in writing to the other.



Mr. Harsh Vardhan Kanoria shall perform the duties and exercise the powers conferred upon him under the Articles of Association of the Company or as may be assigned or entrusted to him from time to time by the Board of Directors of the Company.

Mr. Harsh Vardhan Kanoria shall attain the age of 70 (seventy) years during his tenure of re-appointment. He had an illustrious career spanning over five decades. The Board of Directors are of the view that his directorship beyond 70 (seventy) years is justified and will be beneficial to the functioning and future growth of the Company in view of his decision making abilities and in-depth knowledge of the operations in Jute Industry.

The aggregate annual remuneration payable to all executive directors who are promoters including Mr. Harsh Vardhan Kanoria is expected to exceed 5 (five) per cent of the net profits of the Company (calculated as per Section 198 of the Companies Act, 2013) albeit the maximum managerial remuneration payable to such executive directors who are promoters shall be subject to the overall ceiling laid down under Section 197 of the Companies Act, 2013 read with Schedule V thereto.

Accordingly, pursuant to Regulation 17(6)(e) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 196 of the Companies Act, 2013 read with Schedule V thereto, approval of the members is sought, by way of special resolution, to re-appoint Mr. Harsh Vardhan Kanoria, aged 69 years, as Chairman and Managing Director for a further period of 5 (five) years with effect from 1st August, 2025, at an aggregate annual remuneration as set out hereinabove.

Brief profile and other information in respect of Mr. Harsh Vardhan Kanoria seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings are provided in Annexure forming part of this Notice.

A copy of the draft agreement referred to in the proposed Special Resolution is available for inspection through electronic mode, basis on the request being sent at investorservices@chevjute.com.

Except Mr. Harsh Vardhan Kanoria, Mrs. Malati Kanoria and Mr. Utkarsh Kanoria, none of the other directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 of the Notice.

The Board of directors recommend passing of the proposed Special Resolution as set out at Item No. 5 of the Notice.

Item No. 6

The term loan availed from Export Import Bank of India and working capital facilities availed from Axis Bank Limited were inter-alia secured by hypothecation of all movable fixed assets of the Company located at Budge Budge, both present and future, and mortgage of certain immovable properties of the Company located at Budge Budge on first charge basis and second charge basis, respectively. Consequent upon the satisfaction of charge created in favour of Export Import Bank of India after full repayment of term loan, Axis Bank Limited remains the sole charge-holder over such properties of the Company. Accordingly, the consent of the members of the Company are being obtained to allow the Board of Directors or Committee thereof to modify the extent and operation of the existing charge created on certain assets of the Company located at Budge Budge in favour of Axis Bank Limited from second charge basis to first charge basis, to secure the working capital facilities availed by the Company in the ordinary course of business from time to time, subject however, that the overall borrowing shall not exceed the limits prescribed under Section 180(1)(c) of the Companies Act, 2013. Presently, the Company has availed working capital facilities of ₹ 32.00 crores from Axis Bank Limited.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 6 of the Notice.

The Board of Directors recommend passing of the proposed Special Resolution as set out at Item No. 6 of the Notice.



Item No. 7

On the recommendation of the audit committee, the Board of Directors have approved the re-appointment of M/s D. Radhakrishnan & Co., Cost Accountants (Registration No. 000018), being eligible and having sought re-appointment, as cost auditor of the Company, to conduct audit of the cost accounting records maintained by the Company for the financial year ending 31st March, 2026 for a remuneration of ₹ 40,000/- (Rupees Forty Thousand only) plus applicable taxes and re-imbursement of out of pocket expenses on actuals as required in terms of the Companies (Cost Records and Audit) Rules, 2014. In accordance with the provisions of Section 148 of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, consent of the members is sought for ratification of the remuneration payable to the cost auditor for the financial year ending 31st March, 2026.

None of the directors and/or key managerial personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 7 of the Notice.

The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 7 of the Notice.

By Order of the Board of Directors of Cheviot Company Limited Sd/-Aditya Banerjee Company Secretary and Compliance Officer FCS 10954

Kolkata, 26th May, 2025 CIN: L65993WB1897PLC001409

Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: cheviot@chevjute.com | Website: www.cheviotgroup.com



ANNEXURE

Information in respect of directors seeking re-appointment as required under Regulation 36(3) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 (SS-2) on "General Meetings":

Names		
Name	Mr. Abhishek Murarka	Mr. Harsh Vardhan Kanoria
DIN	00118310	00060259
Age	48 years	69 years
Nationality	Indian	Indian
Date of first appointment on the Board	25th May, 2023	28th August, 1975
Brief Resume	Mr. Abhishek Murarka, a commerce graduate, is in the employment of the Company since 8th October, 2010. He held the position of Chief General Manager before his elevation to the Board of Directors. He is handling administrative functions and material procurement. He has been working in the Jute Industry since 1998 and has overall knowledge of its operations.	Mr. Harsh Vardhan Kanoria, a commerce graduate joined the Company as a director on 28th August 1975. He was appointed as the Chairman and Managing Director from 1st August, 2000. His modernisation policies turned the conventiona Jute Mill to a sophisticated jute manufacturing facility. Over the past years, the Company has seen immense growth under his leadership He effectively promoted Jute products in the overseas markets.
Qualifications	Bachelor of Commerce from St. Xaviers College, Kolkata	Bachelor of Commerce from St. Xaviers College, Kolkata
Experience / Expertise in Specific Functional Areas	27 years of experience in Jute Sector. His expertise lies in administration and material procurement.	50 years of experience in Jute Sector. Insightful knowledge about the operations of the Jute Industry and exemplary leadership qualities.
Terms and conditions of re-appointment along with details of remuneration sought to be paid	Contractual appointment, liable to retire by rotation, as per terms and conditions including remuneration, to be determined by the Board within the limits approved by the members.	Contractual appointment, not liable to retire by rotation, as per terms and conditions including remuneration, to be determined by the Board within the limits approved by the members.
Remuneration last drawn	₹ 56.76 during the year ended 31st March, 2025	₹ 246.44 during the year ended 31st March, 2025
Number of Board Meetings attended during the financial year 2024-25	4 (four) out of 4 Board meetings held during the year	4 (four) out of 4 Board meetings held during the year
Directorship held in other listed companies (As on 31st March, 2025)	None	Jay Shree Tea and Industries Limited
Listed companies from which the person has resigned in the past three years	None	None
Directorship in unlisted companies (As on 31st March, 2025)	Cheviot Agro Industries Private Limited	Abhyadoot Finance and Investments Private Limited Cheviot Agro Industries Private Limited Blite (India) Private Limited Harsh Investments Private Limited
Chairmanship / Membership of Committees of other Boards (As on 31st March, 2025)	None	Jay Shree Tea and Industries Limited: Chairmar of Audit Committee, Stakeholder Relationship Committee, Nomination and Remuneration Committee and Member of CSR Committee.
Shareholding in the Company including shareholding as a beneficial owner (As on 31st March, 2025)	1 ordinary share of face value of ₹ 10/- each	4,25,621 ordinary shares of face value of ₹ 10/- each
Relationship with other director(s)/other key managerial personnel(s) of the Company	None	Related to Mrs. Malati Kanoria (his spouse) and Mr. Utkarsh Kanoria (his son) on the Board of Directors
	Age Nationality Date of first appointment on the Board Brief Resume Qualifications Experience / Expertise in Specific Functional Areas Terms and conditions of re-appointment along with details of remuneration sought to be paid Remuneration last drawn Number of Board Meetings attended during the financial year 2024-25 Directorship held in other listed companies (As on 31st March, 2025) Listed companies from which the person has resigned in the past three years Directorship in unlisted companies (As on 31st March, 2025) Chairmanship / Membership of Committees of other Boards (As on 31st March, 2025) Shareholding in the Company including shareholding as a beneficial owner (As on 31st March, 2025)	Nationality Date of first appointment on the Board Brief Resume Mr. Abhishek Murarka, a commerce graduate, is in the employment of the Company since 8th October, 2010. He held the position of Chief General Manager before his elevation to the Board of Directors. He is handling administrative functions and material procurement. He has been working in the Jute Industry since 1998 and has overall knowledge of its operations. Qualifications Bachelor of Commerce from St. Xaviers College, Kolkata Experience / Expertise in Specific Functional Areas Experience / Expertise in Specific Functional Areas College, Kolkata 27 years of experience in Jute Sector. His expertise lies in administration and material procurement. Terms and conditions of re-appointment along with details of remuneration sought to be paid Contractual appointment, liable to retire by rotation, as per terms and conditions including remuneration, to be determined by the Board within the limits approved by the members. Remuneration last drawn ₹ 56.76 during the year ended 31st March, 2025 Listed companies from which the person has resigned in the past three years Directorship in unlisted companies (As on 31st March, 2025) Chairmanship / Membership of Committees of other Boards (As on 31st March, 2025) Chairmanship / Membership of Committees of other Boards (As on 31st March, 2025) Shareholding in the Company including shareholding as a beneficial owner (As on 31st March, 2025)

Notes:

- Mr. Abhishek Murarka was appointed as a Wholetime Director of the Company for a period of 5 (five) years with effect from 25th May, 2023 and is liable to retire by rotation at this AGM, and being eligible, offers himself for re-appointment. Upon re-appointment, he shall continue to hold the office of Wholetime Director for the unexpired term, as approved by the members at the 125th AGM held on 11th August, 2023. The Board of Directors recommend passing of the proposed Ordinary Resolution as set out at Item No. 3 of the Notice.
- The directors seeking re-appointment are not disqualified from being appointed as director in terms of Section 164 of the Companies Act, 2013 and have given their consent to act as director, if appointed.



COMMUNICATION ON TAX DEDUCTION ON DIVIDEND

Dear Member(s),

The Board of Directors of Cheviot Company Limited (the "Company") at its meeting held on Monday, 26th May, 2025, have recommended a final dividend of ₹ 5/- (Rupees Five only) per ordinary share on 58,41,875 ordinary shares of face value of ₹ 10/- each (50%), amounting to ₹ 2,92,09,375/- (Rupees Two Crores Ninety-Two Lakhs Nine Thousand Three Hundred Seventy-Five only) for the financial year ended 31st March, 2025, subject to approval of the members at the ensuing annual general meeting (AGM) of the Company convened to be held on Thursday, 7th August, 2025. Dividend, as recommended by the Board of Directors, if declared at the AGM, will be paid, subject to deduction of tax at source, on and from Tuesday, 12th August, 2025 to those members, whose names appear in the Register of Members or in the Register of Beneficial Owners maintained by the depositories at the close of business hours on Thursday, 31st July, 2025, being the Record Date fixed for the purpose of dividend.

Pursuant to the provisions of Section 194 and other applicable provisions, if any, of the Income Tax Act, 1961 ("IT Act"), the Company is now under an obligation to deduct tax at source ("TDS") at the prescribed rates applicable to each category of members, wherever applicable, at the time of making the payment of dividend.

This communication provides a brief on the applicable TDS provisions under the IT Act for Resident and Non-Resident members and information/documents required from the members, whose name appear on the Record Date.

A. Resident Member(s):

- 1. No tax shall be deducted on dividend payable to resident individuals, if aggregate dividend does not exceed ₹ 10,000/-during the financial year 2025-26 and valid Permanent Account Number ("PAN") is available.
- 2. In other cases, tax is required to be deducted at the rate of **10**% on dividend payable, where valid PAN is available. In absence of a valid PAN or inoperative PAN, tax at the rate of **20**% shall be deducted.
- 3. No tax shall be deducted on the dividend payable to Mutual Funds, Insurance Companies, Category I and II Alternative Investment Fund (AIF) established in India, New Pension System Trust, Government (Central/State), a corporation established by or under a Central Act which is, under any law for the time being in force, exempt from income tax on its income, subject to specified conditions and submission of declaration as per **Annexure 1** with certified copies of documentary evidence.
- 4. No TDS will be applicable on dividend payable on furnishing of valid Form 15G (for individuals, with no tax liability on total income and income not exceeding maximum amount which is not chargeable to tax) or Form 15H (for individual above the age of sixty years with no tax liability on total income). Formats of Form 15G and Form 15H are enclosed as Annexure 2 and Annexure 3, respectively. Please note that all the fields mentioned in the Form are mandatory and the Company may reject an incomplete Form.
- 5. TDS on dividend income will be deducted at lower/nil rate prescribed in the certificate issued u/s 197 of the IT Act, if valid certificate for financial year 2025-26 is submitted.

B. For Non-resident Member(s):

- 1. TDS will be applicable at the rate of **20**% (plus applicable surcharge and cess) u/s 196D of the IT Act in case of Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs) and u/s 195 of the IT Act for other non-resident members.
- 2. TDS on dividend income will be deducted at lower/nil rate on submission of valid certificate for financial year 2025-26 issued u/s 197/195 of the IT Act.
- 3. Further, as per Section 90 of the IT Act, non-resident member has the option to be governed by the provisions of the Double Tax Avoidance Agreement (DTAA) between India and the country of tax residence of the member(s), if they are more beneficial to them. The non-resident member(s) may avail of Tax Treaty benefits on furnishing the following:
 - a) Self-attested copy of PAN. In case PAN is not available, provide information and documents as mentioned in Rule 37BC(2) of the Income-Tax Rules, 1962 ("IT Rules");



- b) Self-attested copy of valid Tax Residency Certificate (TRC) for current year obtained from the tax authorities of the country of which the member is a resident;
- c) Copy of Form 10F to be filed electronically;
- d) Self-declaration on letterhead of having no Permanent Establishment in India, beneficial ownership of shares and eligibility to claim treaty benefits as per Annexure 4; and
- e) In case of Foreign Institutional Investors and Foreign Portfolio Investors, copy of registration certificate issued by the Securities and Exchange Board of India.

Please note that the application of beneficial DTAA rate at the time of tax deduction on dividend shall be subject to completeness and satisfactory review by the Company, of the documents submitted by the non-resident member(s).

C. Submission of documents and other matters:

- 1. The documents such as valid PAN, Form 15G/Form 15H/Self-declaration/documentary evidence etc. are required to be submitted, duly completed and signed, to the Registrar and Share Transfer Agent, M/s Maheshwari Datamatics Private Limited ("Registrar") by email at mdpldc@yahoo.com or by post or through 'In Person Verification' at Registrar office at 23, R. N. Mukherjee Road, 5th Floor, Kolkata – 700001 on or before Thursday, 31st July, 2025.
- 2. Members, who are eligible to obtain Aadhaar, are required to link their PAN with Aadhaar to keep their PAN operative.
- 3. Please update/verify your PAN and the residential status as per IT Act, if not done so already, with your respective Depository Participant(s) (in case of shares held in dematerialised form) and with the Registrar (in case of shares held in physical form) on or before Thursday, 31st July, 2025.
- 4. TDS will be calculated based on details of first holder/registered member/beneficial owner only as appearing on Record Date. Once tax is deducted, no transfer of such TDS in the name of another person shall be entertained under any circumstances.
- 5. Shareholders who wish to obtain certificate for lower/ NIL TDS deduction under Section 197 of the IT Act on dividend may approach the Company by email at investorservices@chevjute.com to collect the TAN.
- 6. TDS certificate will be sent to the members' registered email address in due course after payment of dividend and filing of TDS Return. Members will also be able to view the TDS details in Form 26AS from their e-filing account at https://www.incometax.gov.in/iec/foportal/ where valid PAN is available.
- 7. Pursuant to Rule 37BA(2) of the IT Rules, in case, the dividend income is assessable to tax in the hands of a person other than the registered Member as on the Record Date, Thursday, 31st July, 2025, the registered member is required to furnish a declaration containing the name, address, PAN of the person to whom TDS credit is to be given and reasons for giving credit to such person on or before the Record Date, Thursday, 31st July, 2025. No request in this regard will be accepted by the Company after the said Record Date.
- 8. TDS on dividend in respect of ordinary shares of the Company, which have been transferred to Investor Education and Protection Fund ('IEPF') in terms of Section 124(6) of the Companies Act, 2013 and Rules framed thereunder or lying in the Unclaimed Suspense DEMAT account shall be determined on the basis of the shareholding of respective members entitled to those shares.
- 9. In case of incomplete or conflicting information, or the valid information/documents not being provided, the Company will arrange to deduct tax at the maximum applicable rate. In case TDS is deducted at a higher rate, an option is still available with the members to file the return of income and claim an appropriate refund, if eligible. Once TDS is deducted and deposited, no claim shall lie against the Company in relation to TDS.
- 10. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provide/to be provided by the member(s), such member(s) will be responsible to indemnify the Company and also, provide the Company with all valid information/documents and co-operation in the course of such tax proceedings.



D. Furnishing of PAN, Contact Details, Bank details etc.:

Members are requested to register/update their Bank account details to receive dividend directly in their bank account through Electronic Mode in a timely manner.

Shares held in physical form: Member(s) holding shares in physical form are requested to submit the following details/documents to the Registrar:

- a) **Form ISR-1** along with supporting documents. The said form is available for download on the websites of the Company (https://www.cheviotgroup.com) and Registrar (https://www.mdpl.in/).
- b) Cancelled cheque in original having bank account number, MICR code, IFSC, etc. and bearing the name of the member or first holder, in case shares are held jointly. In case name of the holder is not available on the cheque, kindly submit the cancelled cheque in original along with Bank attested legible copy of the first page of the Bank Passbook/Bank Statement bearing the names of the account holders, address, same bank account number and type as on the cheque leaf and full address of the bank branch.
- c) Self-attested copy of the PAN Card of all the holders; and
- d) Self-attested copy of any document (such as Aadhaar Card, Driving License, Election Identity Card, Passport) in support of the address of the first holder as registered with the Company.

Further, member(s) holding shares in physical form, whose folio(s) do not have PAN, contact details, bank account details or specimen signature updated, shall be eligible to receive dividend **only through electronic mode**, after furnishing of PAN and KYC details to the Registrar. An intimation shall be sent to the registered address of such member(s) whose folio is incomplete, informing that dividend is due and shall be made electronically only upon furnishing of PAN and KYC details to the Registrar.

Physical folios without PAN, KYC details and Nomination are uploaded on the website of the Company https://www.cheviotgroup.com under the TAB "Communication to members holding shares in physical form". The Company will not withhold dividend pay-out in absence of only nomination in existing folios. However, members are encouraged in their own interest, to provide choice of nomination. Members holding shares in physical form are requested to make their folios KYC compliant by submitting relevant form (ISR-1/ISR-2/ISR-3/SH-13/SH-14) to the Registrar by email at mdpldc@yahoo.com or by post or through 'In Person Verification' at Registrar office at 23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700001. The forms are available for download on the websites of the Company (https://www.cheviotgroup.com) and Registrar (https://mdpl.in/form).

Shares held in demat form: Members holding shares in demat form may note that their bank account details as recorded with their respective Depository Participant(s) will be considered for remittance of dividend and the Company will not be able to accede to any direct request from such members for change/addition/deletion in such bank account details. Accordingly, members holding shares in demat form are requested to ensure that their Bank details are updated with their respective Depository Participant(s).

For any query, please contact our Registrar by email at mdpldc@yahoo.com or by post at:

M/s Maheshwari Datamatics Private Limited (Unit: Cheviot Company Limited) 23, R.N. Mukherjee Road, 5th Floor, Kolkata 700 001 West Bengal Contact: (033) 2248 2248 / 2243 5029

Thank you for your kind co-operation in this regard.

By Order of the Board of Directors of Cheviot Company Limited

Sd/-

Aditya Banerjee

Company Secretary and Compliance Officer

FCS 10954

CIN: L65993WB1897PLC001409 Registered Office: 24, Park Street, Celica House, 9th Floor, Celica Park, Kolkata - 700 016

Ph: +91 82320 87911/12/13 | Email: cheviot@chevjute.com | Website: www.cheviotgroup.com

Disclaimer: This communication should not be treated as an advice on tax matters from the Company or its Registrar, M/s Maheshwari Datamatics Private Limited. Members should consult with their own tax advisors for proper understanding of the tax provisions applicable in their case.

Kolkata, 26th May, 2025



ANNEXURE - 1

FORMAT FOR DECLARATION REGARDING CATEGORY AND BENEFICIAL OWNERSHIP OF SHARES

To, Cheviot Company Limited 24, Park Street, Celica House, 9th Floor, Celica Park Kolkata 700 016

Ref: PAN < Mention PAN of Member>

Subject: Declaration regarding Category and Beneficial Ownership of shares

initiated by the Company by relying on my/our above statement.

Company under PAN/Folios declared in this form.

olio Number/DP ID/Client ID – <mention account="" all="" details="" the=""></mention>
Vith reference to the captioned subject, and in relation to the appropriate withholding of taxes on the Dividend payable to ne/us by Cheviot Company Limited (the Company), I/We hereby declare as under:
. I/We, <mention full="" member="" name="" of="" the="">, holding<mention held="" number="" of="" shares=""> ordinary share(s) of the Company as on the Record Date, hereby declare that I am/we are tax resident of India for the period April 2025-March 2026.</mention></mention>
. I/We hereby declare that <select applicable="" is="" whichever="">:</select>
We are an Insurance Company and are the beneficial owner of the share(s) held in the Company and we are submitting self-attested copy of PAN Card.
We are a Mutual Fund specified in Section 10(23D) of the Income Tax Act, 1961 (the IT Act) and are the beneficial owner of the share(s) held in the Company and we are submitting self-attested copy of PAN Card and registration certificate.
☐ We are Alternative Investment fund established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10(23FBA) of the IT Act and is governed by SEBI regulations as Category I or Category II AIF and we are submitting self-attested copy of the PAN card and registration certificate.
☐ We are a Recognised Provident funds/Approved Superannuation fund/Approved Gratuity fund established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10 of the IT Act and are therefore covered under Circular No. 18/2017 issued by Central Board of Direct Taxes and we are submitting self-attested copy of the PAN card and registration certificate.
We are New Pension System Trust established in India and are the beneficial owner of the share(s) held in the Company and our income is exempt under Section 10(44) of the IT Act and being regulated by the provisions of the Indian Trusts Act, 1882 and we are submitting self-attested copy of the PAN card and registration certificate.
We are
. I/We further indemnify the Company for any penal consequences arising out of any act of commission or omission

4. I/We hereby confirm that the above declaration should be considered to be applicable for all the shares held in the

For.....< Mention the name of the payee>



ANNEXURE – 2

FORM NO. 15G

[See section 197A(1), 197A(1A) and rule 29C] [e-Form]

Declaration under section 197A(1) and section 197A(1A) to be made by an individual or a person (not being a company or firm) claiming certain incomes without deduction of tax

			PART I			
1. Name of Assessee (De	clarant)		2. Permanent Account Numl	ber or Aadl	naar Number of the A	ssessee
3. Status	4. Previous year (P.Y.)	r (P.Y.) (for which declaration is being made)				5. Residential Status
6. Flat/Door/Block No.	7. Name of Premises		8. Road/Street/Lane			9. Area/Locality
10. Town/City/District	11. State		12. PIN			13. Email
14. Telephone No. (with STD Code) and Mobile No.		15. (a) Whether assessed to tax under the Income-tax Act, 1961 (b) If yes, latest assessment year for which assessed			Yes No	
16. Estimated income for which this declaration is made		17. Estimated total income of the P.Y. in which income mentioned in column16 to be included				
18. Details of Form No.15	5G other than this form	filed during	the previous year, if any			
Total No. of Form No.150	G filed		Aggregate amount of incom	ne for which	n Form No.15G filed	
19. Details of income for	which the declaration	is filed				
SI. No	Identification number investment/accord		Nature of income	Section	under which tax is deductible	Amount of income
of the Income-tax Act, 1' 16 *and aggregate amou the previous year ending our *income/incomes ref	961. *I/We further decl int of *income/income on erred to in column16 * relevant to th	are that the s referred torefand the agg	tax *on my/our estimated to in column 18 computed in a levant to the assessment yea regate amount of *income/ir	otal income ccordance r ncomes ref	e including *income/i with the provisions c will be n erred to in column 1	person under sections 60 to 64 incomes referred to in column of the Income-tax Act,1961, fo hil. *I/We also declare that *my. 8 for the previous year ending maximum amount which is no
П	be filled by the per	son respons	PART II sible for paying the incom	ne referre	d to in column 16 o	of Part II
1. Name of the person re						
Name of the person re Permanent Account No.	, ,	4 Complete	2. Unique Identification No.			
Number of the person re		4. Complete Address			5. TAN of the person responsible for paying	
6. Email		7. Telephone No. (with STD Code) and Mobile No.		obile No.	8. Amount of income paid	
9. Date on which Declaration is received (DD/MM/YYYY)			10. Date on which to credited (DD/MM/)	the income has been paid/ YYYY)		
Place:						
Date:						
			Signature of the person resp	onsible for	paying the income re	eferred to in column 16 of Par

* delete whichever is not applicable.



ANNEXURE – 3

FORM NO. 15H

[See section 197A(1C) and rule 29C] [e-Form]

Declaration under section 197A(1C) to be made by an individual who is of the age of sixty years or more claiming certain incomes without deduction of tax

PART I

1. Name of Assessee (Declarant)		2. Permanent Account Number or Aadhaar Number of the Assessee		ar	3. Date of Birth (DD/MM/YYYY)	
4. Previous year (P.Y.) (for which declaration is being made)		5. Flat/Door/Block No.			6. Name of Premises	
7. Road/Street/Lane	8. Area/Locality		9. Town/City/District	10. State		
11. PIN	12. Email		13. Telephone No. (with STD C	Code) and M	lobile No.	
14 (a) Whether assess (b) If yes, latest ass	ed to tax: Yes I essment year for which asse	No ssed				
15. Estimated income	for which this declaration is	made	16. Estimated total income of included	the P.Y. in w	hich income mentic	ned in column 15 to be
17. Details of Form No	o.15H other than this form fil	ed for th	e previous year, if any			
Total No. of Form No.	15H filed		Aggregate amount of income	for which F	Form No.15H filed	
18. Details of income	for which the declaration is f	filed	ı			
SI. No.	Identification number of re investment/ account, e		Nature of income		under which tax is deductible	Amount of income
1961. I also hereby dec referred to in this form the tax on my estimate column 17 computed in	lare that to the best of my k are not includible in the tota ed total income including *i n accordance with the provis 	nowledg al income ncome/ii ions of the e nil.	e and belief what is stated abo of any other person under sec ncomes referred to in column ne Income-tax Act, 1961, for the PART II	ve is corrections 60 to 6 15 *and ag previous yo	t, complete and is tru 64 of the Income-tax gregate amount of ³ ear ending on	ection 6 of the Income-tax Act, uly stated and that the incomes Act, 1961. I further declare that income/incomes referred to in relevant to
	[To be filled by the per	son resp	onsible for paying the income	referred to	in column 15 of Pa	rt I]
1. Name of the person responsible for paying			2. Unique Identification No.		ation No.	
Permanent Account Number or Aadhaar Number of the person responsible for paying		olete Address		5. TAN of the person responsible for paying		
6. Email 7. Telep		hone No. (with STD Code) and N	Nobile No.	8. Amount of income paid		
9. Date on which Declaration is received (DD/MM/YYYY)					10. Date on which credited (DD/MM/	the income has been paid/ YYYY)
Place:			Signature of the person resp	oonsible for	paying the income r	eferred to in column 15 of Part I

* delete whichever is not applicable.



ANNEXURE - 4

FORMAT FOR DECLARATION [To be printed on the letterhead of the non-resident member]

To,

Cheviot Company Limited

24, Park Street, Celica House, 9th Floor, Celica Park Kolkata 700 016

Dear Sir/Madam,

Subject: : Self declaration for Financial Year (FY) 2025-26 to avail tax treaty benefits in relation to receipt of dividend income from Cheviot Company Limited ("the Company")

With reference to above, I/We wish to declare as below:

- 2. I/We am/are eligible to be governed by the provisions of the DTAA as modified by Multilateral Instrument (MLI) (if applicable), in respect of the dividend income and meet all the necessary conditions to claim treaty rate.
- 3. I/We am/are the legal and beneficial owner of the share(s) held in the Company and dividend arising therefrom and I/we have the right to use and enjoy the dividend received/receivable from the above share(s) and such right is not constrained by any contractual and/or legal obligation to pass on such dividend to another person.
- 4. I/We do not have a Permanent Establishment ("PE") in India in terms of relevant Articles of the applicable tax treaty read with provisions laid down in MLI (if applicable) or a fixed base or a place of effective management in India and the amounts paid/payable to us, in any case, are not attributable to any PE or fixed base in India, if any, which may have got constituted otherwise. Further, I/We do not have a Business Connection in India according to the provisions of Section 9(1)(i) of the IT Act and the amounts paid/payable to us, in any case, are not attributable to business operations, if any, carried out in India.
- 5. I/We confirm that my affairs/affairs of< Full name of the member> were arranged such that the main purpose or the principal purpose thereof was not to obtain tax benefits available under the applicable tax treaty.
- 6. Further, my/our claim for relief under the tax treaty is not restricted by application of Limitation of Benefit clause, if any, thereunder.
- 7. I/We hereby certify that the declarations made above are true and bonafide. In case in future, any of the declarations made above undergo a change, I/we undertake to promptly intimate you in writing of the said event. You may consider the above representations as subsisting unless intimated otherwise.
- 8. In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by me/us, I/We will be responsible to pay and indemnify such income tax demand (including interest, penalty, etc.) and provide the Company with all information/documents that may be necessary and co-operate in the course of such tax proceedings.

For	<mention name="" of="" payee<="" th="" the=""></mention>			
	Signature			

<Mention Name and designation of the person signing>
< Mention DP ID Client ID/Folio No> < Mention Contact address>
< Mention Email address> < Mention Contact Number>

Place: Date: