

**FORM OF ACCEPTANCE-CUM-ACKNOWLEDGEMENT
(FOR ELIGIBLE SHAREHOLDERS HOLDING ORDINARY SHARES IN PHYSICAL FORM)**

Bid Number:

Date:

BUY-BACK OFFER OPENS ON		THURSDAY, JUNE 20, 2024	
BUY-BACK OFFER CLOSSES ON		WEDNESDAY, JUNE 26, 2024	
For Registrar/ Collection Centre use			
Inward No.	Date	Stamp	
Status (Please tick appropriate box)			
<input type="checkbox"/>	Individual	<input type="checkbox"/>	FII/FPI
<input type="checkbox"/>	Foreign Company	<input type="checkbox"/>	NRI/OCB
<input type="checkbox"/>	Body Corporate	<input type="checkbox"/>	Pension / PF
<input type="checkbox"/>	VCF	<input type="checkbox"/>	Partnership/LLP
<input type="checkbox"/>	Other NIBs	<input type="checkbox"/>	Other QIBs
<input type="checkbox"/>		<input type="checkbox"/>	Insurance companies
<input type="checkbox"/>		<input type="checkbox"/>	FVCI
<input type="checkbox"/>		<input type="checkbox"/>	Bank/Financial Institution
<input type="checkbox"/>		<input type="checkbox"/>	Mutual Funds
<input type="checkbox"/>		<input type="checkbox"/>	Others (specify)
India Tax Residency Status (Please tick appropriate box)			
<input type="checkbox"/>	Resident in India	<input type="checkbox"/>	Non-resident in India
<input type="checkbox"/>		<input type="checkbox"/>	Resident of _____ (Shareholder to fill the country of residence)
Route of Investment (For NR Shareholders only)		Portfolio Investment Scheme	Foreign Investment Scheme

To
The Board of Directors
Cheviot Company Limited
C/o. Maheshwari Datamatics Private Limited
23, R.N. Mukherjee Road, 5th Floor, Kolkata – 700 001

Dear Sir/Madam,

Ref: Letter of Offer dated June 18, 2024 for Buy-Back of up to 1,75,000 (One Lakh Seventy-Five Thousand) Ordinary Shares of ₹ 10/- (Rupees Ten Only) each of Cheviot Company Limited (“the Company”) at a price of ₹ 1,800/- (Rupees One Thousand and Eight Hundred Only) per Ordinary Share, payable in cash, through the tender offer process (“Buy-Back”).

- I / We, having read and understood the Letter of Offer dated June 18, 2024 issued by the Company, hereby tender / offer my / our Ordinary Shares in response to the Buy-Back Offer on the terms and conditions set out below and in the Letter of Offer.
- I / We authorize the Company to Buy-Back the Ordinary Shares offered by me / us (as mentioned below) and to issue instruction(s) to the Registrar to the Buy-Back Offer i.e. Maheshwari Datamatics Private Limited to extinguish such Ordinary Shares.
- I / We hereby warrant that the Ordinary Shares comprised in this tender / offer are offered for Buy-Back by me / us and are free from all liens, equitable interest, charges and encumbrance.
- I / We declare that there are no restraints / injunctions or other order(s) of any nature which limits / restricts in any manner my / our right to tender Ordinary Shares for Buy-Back and that I / we am / are legally entitled to tender the Ordinary Shares for the Buy-Back.
- I / We agree that the consideration for the accepted Ordinary Shares will be paid to the Eligible Shareholder only after due verification of the validity of the documents and that the consideration may be paid to the first named shareholder as per the secondary market mechanism.
- I / We authorize the Company to return share certificate in case none of the ordinary shares are accepted by the Company in the Buy-Back.
- I / We agree that the Company is not obliged to accept any Ordinary Shares tendered / offered for the Buy-Back where loss of share certificates has been notified to the Company.
- I / We authorize the Company to split the Share Certificate and issue a Letter of Confirmation (“**LOC**”) for the unaccepted Ordinary shares in case only a portion of the physical shares held by me / us is accepted in the Buy-Back.
- Non-Resident Shareholders (including NRIs, OCBs, FPI, Foreign Nationals and FIIs) are requested to enclose a consent letter indicating the details of transfer i.e., number of Ordinary Shares to be transferred, the name of the Company whose shares are being transferred i.e., “**Cheviot Company Limited**” and the price at which the Ordinary Shares are being transferred i.e., ₹ 1,800/- (Rupees One Thousand and Eight Hundred Only) per Ordinary Share duly signed by the Shareholder or his/her/its duly appointed agent and in the latter case, also enclose the power of attorney.
- I / We undertake to return to the Company any Buy-Back consideration that may be wrongfully received by me / us.
- I / We undertake to execute any further documents and give any further assurances that may be required or expedient to give effect to my / our tender / offer and agree to abide by any decision that may be taken by the Company to effect the Buy-Back in accordance with the Companies Act, 2013 and the SEBI Buy-Back Regulations, and the extant applicable foreign exchange regulations. I / We agree that this form is deemed to be my consent letter for any filing under FEMA and the rules made thereunder.

12) Details of Ordinary Shares held and tendered / offered for the Buy-Back:

	In Figures	In Words
Number of Ordinary Shares held as on Record Date (Friday, June 14, 2024)		
Number of Ordinary Shares Entitled for Buy-Back (Buy-Back entitlement)		
Number of Ordinary Shares offered for the Buy-Back (including additional shares, if any)		

Note: An Eligible Shareholder may tender Ordinary Shares over and above his/her/its Buy-Back entitlement. Number of Ordinary Shares validly tendered by any Eligible Shareholder up to Buy-Back entitlement of such Eligible Shareholder shall be accepted to the full extent. The Ordinary Shares tendered by any Eligible Shareholder over and above the Buy-Back entitlement of such Eligible Shareholder shall be accepted in accordance with the provisions given in the Letter of Offer. Ordinary Shares tendered by any Eligible Shareholder over and above the number of Ordinary Shares held by such Eligible Shareholder as on the Record Date shall not be considered for the purpose of Acceptance.

13) Details of Share Certificate(s) Enclosed

Total No. of Share Certificates Submitted					
Sr. No.	Folio No.	Share Certificate No.	Distinctive Nos.		No. of Ordinary shares
			From	To	
1.					
2.					
3.					
Total					

In case the number of folios or share certificates exceeds 3 nos., please attach separate sheet giving details in the same format as above

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ACKNOWLEDGMENT SLIP: **CHEVIOT COMPANY LIMITED – BUY-BACK OFFER 2024**
(To be filled by the Eligible Shareholder) (Subject to verification)

Folio No.	
Received From Mr./Ms./M/s.	
Form of Acceptance-cum-acknowledgement, Original TRS along with:	
No. of Ordinary Shares offered for Buy-Back (in figures)	(in word)
Please quote Folio No. for all future correspondence	Stamp of Broker

14) Details of the bank account of the sole or first Eligible Shareholder (to be mandatorily filled):

Name of the Bank	Branch and City	IFSC and MICR Code	Account No. and Type of Account

15) Details of Other Documents (please tick appropriately), if any, enclosed:

Form of Acceptance	Original Share Certificate of the Company
Valid Share Transfer Deed	Self-attested copy of PAN Card
Corporate Authorisation	Death Certificate
RBI Approval for transferring shares under the Buy-Back Offer	Power of Attorney / Succession Certificate
TRS	Any Other, please specify _____

16) Shareholder(s) Details (Signature(s) as per specimen recorded with the Company):

Particulars	Sole/First Shareholder	Joint Holder 1 (if any)	Joint Holder 2 (if any)	Joint Holder 3 (if any)
Name in Full				
Signature*				
PAN				
Address of the Sole/First Shareholder				
Telephone No. and E-mail ID of the Sole / First Shareholder				

* Corporate must affix Rubber Stamp and sign under valid authority. The relevant corporate authorisation should be enclosed with the application form submitted.

17) Applicable for all non-resident shareholders:

- I/We, being a Non-Resident Shareholder, agree to obtain and submit all necessary approvals, if any and to the extent required from the concerned authorities including approvals from the Reserve Bank of India ("RBI") under Foreign Exchange Management Act, 1999 and the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017, as amended (the "FEMA Regulations") and the rules and regulations framed there under and any other rules and regulations, for tendering Ordinary Shares in the Buy-Back, and also undertake to comply with the reporting requirements, if applicable, under the FEMA Regulations and any other rules, regulations and guidelines, in regard to remittance of funds outside India.
- I / We undertake to pay income taxes in India (whether by deduction of tax at source or otherwise) on any income arising on such Buy-Back and taxable in accordance with prevailing income tax laws in India. I / We also undertake to indemnify the Company against any income tax liability on any income earned on such Buy-Back of shares by me / us.

18) **This Tender Form has to be read along with the Letter of Offer and is subject to the terms and conditions mentioned in the Letter of Offer and this Tender Form.**

Instructions:

- The Buy-Back Offer will open on **Thursday, June 20, 2024** and close on **Wednesday, June 26, 2024**.
- Eligible Shareholders who wish to Tender their Ordinary Shares in response to this Buy-Back should deliver the following documents so as to reach before the close of business hours to the Registrar (as mentioned in the Letter of Offer) on or before **Wednesday, June 26, 2024 by 5:00 PM IST**: (i) Tender Form duly signed by all Eligible Shareholders (in case shares are in joint names, in the same order in which they hold the shares), (ii) Original share certificate(s), (iii) Valid share transfer form(s)/Form SH-4 duly filled and signed by the transferors (i.e. by all registered Shareholders in same order and as per the specimen signatures registered with the Company) and duly witnessed at the appropriate place authorising the transfer in favour of the Company, (iv) Self-attested copy of PAN Card(s) of all Eligible Shareholders, (v) Any other relevant documents such as power of attorney, corporate authorisation (including board resolution/specimen signature), notarised copy of death certificate and succession certificate or probated will, if the original shareholder is deceased, etc., as applicable, and (vi) KYC documents in Form ISR-1 / ISR-2, in case KYC is incomplete in such physical folio.
- Eligible Shareholders holding Shares in physical form are requested to refer to Paragraph 22.24 of the Letter of Offer for detailed "Procedure to be followed by Eligible Shareholders holding Shares in physical form."
- The shares tendered in the Buy-Back shall be rejected if (i) the Shareholder is not an Eligible Shareholder of the Company on the Record Date; (ii) there is a name mismatch in the share certificate of the Shareholder; or (iii) the Eligible Shareholder has made a duplicate bid.**
- The Company will not accept any Ordinary Shares offered in the Buy-Back which are under any restraint order of a court for transfer / sale of such Ordinary Shares.
- In case any registered entity that has merged with another entity and the merger has been approved and has come into effect but the process of getting the successor company as the registered Shareholder is still incomplete, then such entity along with the Tender Form should file a copy of the following documents: (i) Approval from the appropriate authority for such merger; (ii) The scheme of merger; and (iii) The requisite form filed with MCA intimating the merger.
- In case of non-receipt of the Letter of Offer, Eligible Shareholders holding Ordinary Shares may participate in the Buy-Back by providing their application in plain paper signed by all Eligible Shareholders (in case of joint holding) stating name, address, folio number, number of Shares held, Share certificate number, number of Shares tendered for the Buy-Back and the distinctive numbers thereof, enclosing the original Share certificate(s), copy of Eligible Shareholder's PAN card(s) and executed share transfer form in favour of the Company.
- Eligible Shareholders to whom the Buy-Back offer is made are free to Tender Ordinary Shares to the extent of their Buy-Back Entitlement in whole or in part or in excess of their Buy-Back Entitlement, but not exceeding their holding as on the Record Date.
- For the procedure to be followed by Eligible Shareholders for Tendering in the Buy-Back, please refer to the Letter of Offer.
- All documents sent by Shareholders will be at their own risk. Eligible Shareholders of the Company are advised to safeguard adequately their interests in this regard.
- By agreeing to participate in the Buy-Back, each Eligible Shareholder (including the non-resident shareholders) undertakes to complete all relevant regulatory / statutory filings and compliances to be made under applicable law, including filing of Form FC-TRS. Further, by agreeing to participate in the Buy-Back, each Eligible Shareholder hereby (a) authorises the Company to take all necessary action, solely to the extent required, and if necessary, for making any regulatory / statutory filings and compliances on behalf of such Shareholder; and (b) undertakes to provide requisite assistance to the Company for making any such regulatory / statutory filings and compliances.

All capitalised items not defined herein shall have the meaning ascribed to them in the Letter of Offer.

ALL FUTURE CORRESPONDENCE IN CONNECTION WITH THIS BUY-BACK OFFER SHOULD BE ADDRESSED TO THE REGISTRAR TO THE BUY-BACK I.E. MAHESHWARI DATAMATICS PRIVATE LIMITED, QUOTING YOUR FOLIO NO.

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INVESTOR SERVICE CENTRE, CHEVIOT COMPANY LIMITED - BUY-BACK OFFER 2024

MAHESHWARI DATAMATICS PRIVATE LIMITED

CIN: U20221WB1982PTC034886, **SEBI REGN No.:** INR000000353

Contact Person: Mr. S. K. Chaubey

Address: 23, R.N. Mukherjee Road (5th Floor), Kolkata- 700001

Tel: +91-33-2248-2248; **Email:** mdpldc@yahoo.com **Website:** www.mdpl.in